



智富資源投資控股集團有限公司

WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 7)



ANNUAL REPORT 年報 **2021**

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Corporate Information 公司資料

HONORARY CHAIRMAN AND SENIOR CONSULTANT

Dr. HATOYAMA Yukio

SENIOR CONSULTANT

Dr. Wang Tao
Mr. FU Chenyu
Mr. Lalaharisaina Joelivalerien

BOARD OF DIRECTORS

Executive Directors:

Dr. HUI Chi Ming G.B.S., J.P. (*Chairman*)
Mr. BUSH Neil (*Deputy Chairman*)
Mr. XU Jun Jia
Mr. CAO Yu
Mr. LAM Kwok Hing M.H., J.P.
Mr. NAM Kwok Lun
Mr. Hui Ngok Lun

Independent Non-Executive Directors:

Mr. NGAN Kam Biu Stanford
Mr. MA Kin Ling
Mr. TAM Chak Chi
Mr. Yiu King Ming (appointed on 22 March 2022)

AUDIT COMMITTEE

Mr. TAM Chak Chi (*Chairman*)
Mr. MA Kin Ling
Mr. NGAN Kam Biu Stanford

榮譽主席及高級顧問

鳩山由紀夫博士

高級顧問

王濤博士
傅成玉先生
拉拉裡塞納 • 喬裡 • 瓦雷連先生

董事會

執行董事：

許智銘博士 G.B.S., J.P. (*主席*)
尼爾 • 布什先生 (*副主席*)
許峻嘉先生
曹宇先生
藍國慶先生 M.H., J.P.
藍國倫先生
許岳麟先生

獨立非執行董事：

顏錦彪先生
馬健凌先生
譚澤之先生
饒競名先生 (於二零二二年三月二十二日獲委任)

審核委員會

譚澤之先生 (*主席*)
馬健凌先生
顏錦彪先生

NOMINATION COMMITTEE

Dr. HUI Chi Ming G.B.S., J.P. (*Chairman*)
Mr. MA Kin Ling
Mr. TAM Chak Chi

REMUNERATION COMMITTEE

Mr. MA Kin Ling (*Chairman*)
Mr. TAM Chak Chi
Mr. Hui Ngok Lun (appointed on 16 July 2020)

COMPANY SECRETARY

Mr. PO Eric (appointed on 8 February 2022)
Mr. FU Wing Kwok Ewing (resigned on 8 February 2022)

AUTHORISED REPRESENTATIVES

Mr. PO Eric (appointed on 8 February 2022)
Mr. CAO Yu (appointed on 9 February 2022)

RESIDENT REPRESENTATIVE AND ASSISTANT SECRETARY

Estera Services (Bermuda) Limited

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

提名委員會

許智銘博士 G.B.S., J.P. (*主席*)
馬健凌先生
譚澤之先生

薪酬委員會

馬健凌先生 (*主席*)
譚澤之先生
許岳麟先生 (於二零二零年七月十六日獲委任)

公司秘書

布崑鳴先生 (於二零二二年二月八日獲委任)
傅榮國先生 (於二零二二年二月八日辭任)

授權代表

布崑鳴先生 (於二零二二年二月八日獲委任)
曹宇先生 (於二零二二年二月九日獲委任)

駐百慕達代表及助理秘書

Estera Services (Bermuda) Limited

註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Corporate Information

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 1910-12, 19th Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Estera Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited
54/F, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKERS

Agricultural bank of China
Bank of Communications (Hong Kong) Limited
China Citic Bank International Limited
Chong Hing Bank Limited
Dah Sing Bank
Hang Seng Bank Limited
United Overseas Bank Limited
Wing Hang Bank Limited

總辦事處及主要營業地點

香港上環
干諾道中168-200號
信德中心
招商局大廈
19樓1910-12室

主要股份登記及過戶處

Estera Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

香港股份登記及過戶分處

卓佳標準有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

中國農業銀行
交通銀行(香港)有限公司
中信銀行國際有限公司
創興銀行有限公司
大新銀行
恒生銀行有限公司
大華銀行有限公司
永亨銀行有限公司

SOLICITORS

Sidley Austin Brown & Wood International Law Firm

AUDITOR

Cheng & Cheng Limited Certified Public Accountants
(appointed on 8 February 2022)

Elite Partners CPA Limited Certified Public Accountants
(resigned on 8 February 2022)

STOCK CODE

7

CONTACTS

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Facsimile: (852) 2587 7807

Website: www.wwri007.com

律師

盛德律師事務所

核數師

鄭鄭會計師事務所有限公司 (執業會計師)
(於二零二二年二月八日獲委任)

開元信德會計師事務所有限公司 (執業會計師)
(於二零二二年二月八日辭任)

股份代號

7

聯絡

電話 : (852) 2587 7007

傳真 : (852) 2587 7807

網址 : www.wwri007.com

Chairman's Statement

主席報告

I would like to present to the shareholders the audited consolidated results of Wisdom Wealth Resources Investment Holding Group Limited (the “**Company**”) together with its subsidiaries (the “**Group**”) for the year ended 31 December 2021.

The financial year 2021 is a challenging year for the Group. The outbreak of Covid-19 has brought a tremendous impact on the global economy in the past 2 years. This pandemic has become under control globally and recovery in global economy will be expected.

Looking forward, the Group will continue the development of the Smart City located at the southern side of Donghai Avenue Donghai Island Mazhang District Zhanjiang City Guangdong Province The PRC (東海島智慧城市項目) and according to the latest arrangement with the Zhanjiang local government authority in October 2021, the expected completion day of this project is January 2025.

Our major focus in financial year 2022 is the sand mining and export business of the Company.

The Company has an exclusive right to conducting sand mining and export business in the Kikori Delta in the Gulf of Papua New Guinea with a total area of 23,300 square kilometers as well as investing and operating port and terminal facilities in the Kikori Delta.

The Company also entered into a strategic cooperation framework agreement (the “**Cooperation Agreement**”) with China Harbour Engineering Company Limited (“**China Harbour Engineering**”). Pursuant to the Cooperation Agreement, the Company will appoint China Harbour Engineering to conduct a sand mining operation, and plan and construct the fairway and terminal facilities, in the Kikori Delta. Both contracting parties also agreed to fully cooperate with each other to ensure that China Harbour Engineering can fully utilize the Company's abundant resources of sea sand, river sand, gravel and fill materials in the Kikori Delta (with a total area of 23,300 square kilometers) for its reclamation engineering projects.

本人謹向股東呈列智富資源投資控股集團有限公司(「**本公司**」) 連同其附屬公司(「**本集團**」) 截至二零二一年十二月三十一日止年度之經審核綜合業績。

二零二一財政年度對本集團而言是充滿挑戰的一年。Covid-19的爆發在過去兩年對全球經濟產生了巨大影響。該疫情已在全球範圍內得到控制，全球經濟有望復甦。

展望未來，本集團將繼續發展位於中國廣東省湛江市麻章區東海島東海大道南側的智慧城市(東海島智慧城市項目)，根據與湛江當地政府於二零二一年十月的最新安排，預期該項目的完成日期為二零二五年一月。

我們在二零二二財政年度的主要重點為本公司的沙石開採及出口業務。

本公司有權獨家於巴布亞新幾內亞海灣基科里三角洲(Kikori Delta in the Gulf of Papua New Guinea) (總面積2.33萬平方公里範圍) 進行沙石開採及出口業務，以及於基科里三角洲投資及營運港口及碼頭設施。

本公司亦與中國港灣工程有限責任公司(「**中國港灣工程**」) 簽訂戰略合作框架協議(「**合作協議**」)。根據合作協議，本公司將委任中國港灣工程於基科里三角洲進行沙石開採營運，以及規劃及建設航道及碼頭設施。訂約雙方亦已同意彼此充分合作，以保障中國港灣工程能全面運用本公司所擁有基科里三角洲(總面積2.33萬平方公里範圍) 豐富的海沙、河沙、石料及填料資源，以供其填海拓地工程項目之用。

Chairman's Statement 主席報告

China Harbour Engineering is a wholly-owned subsidiary of China Communications Construction Company, Limited ("CCCC"), which is one of the world's largest infrastructure construction companies. China Harbour Engineering is one of the main contractors with Grade A1 contractor licence in Singapore. It also possesses the relevant import licence for sea sand in Singapore. The Singaporean government has used land reclamation to supplement Singapore's available commercial, residential, industrial, and governmental properties (military and official buildings). Land reclamation in Singapore also allows for the preservation of local historic and cultural communities, as building pressures are reduced by the addition of reclaimed land. Land reclamation has been used in Singapore extensively in response to the city-state's rapid economic growth.

Land reclamation in Singapore creates a very huge demand in sea sand. The supply of sand, gravel and fill materials to China Harbour Engineering for its reclamation engineering projects is expected to provide a continuous steady income and ideal profit contribution to the Company.

Therefore, the Company believed that the sand mining and export business has good prospect and is important to our future development.

I would like to express my gratitude to all shareholders, customers, suppliers and business partners for supporting the Group over the years and contributing to the Group's continuous development. In appreciation of your support, we will remain committed to moving our business forward to achieve even greater success in the future.

For and on behalf of the Board
Dr. Hui Chi Ming, *G.B.S., J.P.*
Chairman

25 March 2022

中國港灣工程為中國交通建設股份有限公司（「中國交建」）之全資附屬公司，中國交建為世界最大的基礎設施建設公司之一。中國港灣工程乃於新加坡擁有A1等級承包商牌照之主承包商之一，其亦具備新加坡的相關海沙進口許可證。新加坡政府利用土地開墾來補充新加坡現有的商業、住宅、工業及政府物業（軍事及官方大樓）。新加坡的土地開墾亦可以保護當地的歷史及文化社區，因為增加開墾土地可以減輕建築壓力。土地開墾已於新加坡廣泛利用，以應對城市一國家的快速經濟增長。

新加坡的土地開墾對海沙產生了極其巨大的需求。向中國港灣工程供應沙石及填料以供其填海拓地工程項目之用，預期將為本公司帶來持續穩定收入和理想盈利貢獻。

因此，本公司認為沙石開採及出口業務前景良好，對我們的未來發展至關重要。

本人謹此向多年來支持本集團並為本集團持續發展作出貢獻之全體股東、客戶、供應商及業務夥伴致謝。為感謝閣下支持，我們將繼續推動業務發展，於日後取得更大成功。

代表董事會
許智銘博士 *G.B.S., J.P.*
主席

二零二二年三月二十五日

Management Discussion and Analysis

管理層討論與分析

RESULTS

For the year ended 31 December 2021, the Group's revenue amounted to approximately HK\$522.4 million, compared to approximately HK\$1,013.2 million for 2020, representing a decrease of approximately HK\$490.8 million. The decrease was mainly attributable to the decrease in the sales of low end electronic products during the year. The Group's gross profit amounted to approximately HK\$57.9 million, compared to approximately HK\$32.7 million for 2020, representing an increase of HK\$25.2 million. The increase was mainly attributable to change of product mix from low end electronic products to electronic medical equipment and iphone. The profit attributable to the owners of the Company substantially increased to HK\$267.9 million, an increase of HK\$479.9 million from the loss of HK\$(211.9) million recorded for the year ended 31 December 2020. The increase was primarily due to an increase on fair value changes on investment properties incurred of approximately HK\$601.7 million. (the Gain on fair value changes on investment properties was HK\$442.8 million in 2021 and there was a loss of HK\$158.9 million in 2020).

BUSINESS REVIEW

Investment property

Zhanjiang

The Group owns the land use rights of five land parcels located in Donghai Dao, Zhanjiang Economic and Technological Development Zone, Zhangjiang City, Guangdong Province, the People's Republic of China ("PRC") with total site area and total planned gross floor area of approximately 266,000 sq.m. and 1.3 million sq.m. respectively (the "Smart City Project"). The lands are divided into two portions: the portion held for sale (non-commercial portion) and the portion held for investment purpose (including the commercial portion and the car parking spaces).

業績

截至二零二一年十二月三十一日止年度，本集團之收益約為522,400,000港元，而二零二零年則約為1,013,200,000港元，減少約490,800,000港元。該減少乃主要歸因於年內低端電子產品銷售減少。本集團的毛利約為57,900,000港元，較二零二零年約32,700,000港元增加25,200,000港元。該增加乃主要由於產品結構由低端電子產品轉變為電子醫療設備及蘋果手機。本公司擁有人應佔溢利大幅增加至267,900,000港元，較截至二零二零年十二月三十一日止年度錄得之虧損(211,900,000)港元增加479,900,000港元。該增加乃主要由於產生之投資物業公平值變動增加約601,700,000港元。(於二零二一年，投資物業公平值變動收益為442,800,000港元，而於二零二零年虧損為158,900,000港元。)

業務回顧

投資物業

湛江

本集團擁有位於中華人民共和國(「中國」)廣東省湛江市湛江經濟技術開發區東海島之五幅土地之土地使用權，而該等土地之總佔地面積及規劃總建築面積分別為約266,000平方米及1,300,000平方米(「智慧城市項目」)。該等土地分為兩個部分：持作出售部分(非商業部分)及持作投資部分(包括商業部分及車位)。

Management Discussion and Analysis

管理層討論與分析

According to the valuation report issued by a recognised valuer at the end of the year, the total value of the lands of the Smart City Project was approximately RMB5.25 billion. The portion of lands at approximately RMB3.18 billion will be used for residential purpose which are classified as properties for sale and another portion of lands at approximately RMB2.07 billion will be used for commercial building development purpose which are classified as investment properties in the consolidated statement of financial position as at 31 December 2021.

Beijing

The rental income of leasing the property covers an area of approximately 16,300 sq.m. at the Rong Ning Yuan Community of No. 60 Guang An Men Nan Jie, Xicheng District, Beijing, the PRC. The rental income recorded by this Beijing property was approximately HK\$1.02 million (2020: HK\$5.88 million) for the year ended 31 December 2021.

Disposal of Beijing Project

On 5 November 2021, the Group entered into the sale and purchase agreement to dispose of the entire issued capital of Millhaven Holdings Limited which held the properties located at Rong Ning Yuan Community, Beijing (the "Disposal"). The consideration for the Disposal is HK\$338.0 million. The Company intends to apply the net proceeds from the Disposal for general working capital of the Group and repayment of outstanding loans.

After the Disposal, the Group intends to focus its resources on the development of the Zhanjiang project and other business segments of the Group, in particular the sand mining business in Papua New Guinea.

Trading Business

The Group owns 60% interest in Shenzhen Qianhai Jiameijing Industrial Company Limited (深圳市前海嘉美靜實業有限公司) which principally engages in the business of trading, importing and exporting of electronic products. The trading business recorded revenue of approximately HK\$494 million (2020: HK\$985 million).

根據認可估值師於年末出具之估值報告，智慧城市項目該等土地之總價值約為人民幣52.5億元。該等土地的一部分約人民幣31.8億元將用作住宅用途，並分類為待售物業，及該等土地的另一部分約人民幣20.7億元將用作商業樓宇開發用途，並於二零二一年十二月三十一日之綜合財務狀況表內分類為投資物業。

北京

租賃物業的租金收入包括面積約為16,300平方米，地點為中國北京市西城區廣安門南街60號榮寧園小區內。該北京物業於截至二零二一年十二月三十一日止年度錄得的租金收入約為1,020,000港元（二零二零年：5,880,000港元）。

出售北京項目

於二零二一年十一月五日，本集團訂立買賣協議以出售Millhaven Holdings Limited（擁有位於北京榮寧園小區的物業）的全部已發行股本（「出售事項」）。出售事項的代價為338,000,000港元。本公司擬將出售事項所得款項淨額用於本集團的一般營運資金及償還尚未償還貸款。

於出售事項後，本集團有意集中資源發展湛江項目及本集團其他業務分部，尤其是巴布亞新幾內亞的採砂業務。

貿易業務

本集團於深圳市前海嘉美靜實業有限公司擁有60%權益，該公司主要從事貿易以及電子產品進出口業務。貿易業務錄得收益約494,000,000港元（二零二零年：985,000,000港元）。

Management Discussion and Analysis

管理層討論與分析

Financial Business

The revenue of financial business of the Group generated from securities, futures and options broking business, underwriting commission, advisory for financial management business and interest income from securities margin loan portfolio and managed to register profit. Despite the economic damages brought by the widespread of Covid 19, both market and turnover increased amid the global Quantitative Easing policy, the massive stimulus program of the US government, the continued listing of Chinese giant companies in Hong Kong attracting investment interests from China and other regions. Market remained volatile as investors were sensitive to the development of Sino-American confrontations, the fear of inflation and the spread of Covid-19 disease. Market turnover hopefully expected to be buoyant benefited from more listings of Chinese companies.

Oil and gas business

The Group owns 100% of the exploration, exploitation and operation rights as well as the profit sharing right of Madagascar Oilfield Block 2101 which is an onshore site with total area of 10,400 square kilometers in the northern part of Madagascar. Pursuant to the exploration, exploitation and oil and gas production sharing contract and depending on the rate of liquid petroleum production of Madagascar Oilfield Block 2101, the Group will share the remaining petroleum profit after government royalty and recovery of petroleum costs according to the sharing ratios in the range of 40% to 72.5% as set out in the profit sharing right.

金融業務

本集團金融業務的收益產生於證券、期貨及期權經紀業務、包銷佣金、財務管理業務諮詢及證券保證金貸款組合的利息收入，因此本集團成功錄得溢利。儘管因Covid-19傳播導致經濟受損，但在全球量化寬鬆政策、美國政府實施大量刺激方案、中國巨頭公司在香港持續上市吸引中國及其他地區的投資興趣下，市場及成交量均有所上漲。由於投資者對中美對抗發展情況、通貨膨脹的擔憂以及Covid-19疾病傳播的敏感情緒，市場依舊動蕩。由於更多中國公司上市，市場成交量有望上漲。

油氣業務

本集團全資擁有馬國2101油田勘探開採經營權及約定分成權益。馬國2101油田位於馬達加斯加境內北部陸上，總面積為10,400平方公里。根據勘探開採和油氣產品生產分成合約及視乎馬國2101油田之液化石油產量，本集團將按約定分成權益所載分成比例（介乎40%至72.5%）分享扣除政府徵稅及鑽取石油成本後之餘下石油溢利。

Management Discussion and Analysis

管理層討論與分析

PROSPECT

After disposing the Beijing Properties, the Group will be able to focus its resources on the development of the Zhanjiang project and other business segments of the Group, in particular the sand mining business in Papua New Guinea where the Group has been granted an exclusive operating right for constructing and operating a port terminal and conducting sand mining and export business in the Kikori Delta in the Gulf of Papua with a total area of 23,300 square kilometers and the Group has established a comprehensive strategic cooperation with China Harbour Engineering Company Limited (中國港灣工程有限責任公司) for carrying out sand mining operation and the planning, construction and operation of fairway and terminal facilities, the Board considers that the Disposal can prevent the Group from incurring further loss from the Properties and provide an immediate cash flow to the Group for repayment of borrowings and general working capital to support the future development of the Group.

Further, the Group has set up the agency business in selling of electronic products in Hong Kong since October 2021. In 2022, this business will provide significant revenue stream in Hong Kong given the possible improvement of the trading market sentiments.

EVENTS AFTER REPORTING DATE

Proposed Rights Issue

Reference is made to the announcements (the “Announcements”) of Wisdom Wealth Resources Investment Holding Group Limited (the “Company”) dated 10 January 2022 in relation to the (1) proposed rights issue on the basis of one rights share for every two shares held on the record date on a non-underwritten basis and (2) closure of register of members. Capitalised terms used herein shall have the same meanings as those defined in the Announcements, unless otherwise stated.

前景

在出售北京物業後，本集團將集中資源發展湛江項目及本集團其他業務分部，尤其是巴布亞新幾內亞的採砂業務，本集團已於巴布亞新幾內亞獲授予獨家經營權，可於巴布亞灣基科裡三角洲建設及經營港口碼頭並進行沙石開採及出口業務，總面積為23,300平方公里，且本集團已與中國港灣工程有限責任公司建立全面戰略合作關係，以於巴布亞新幾內亞進行沙石開採營運和規劃、建設經營航道及碼頭設施，董事會認為，出售事項可防止本集團因該物業產生進一步虧損，並為本集團提供即時現金流，以用於償還借款及用作一般營運資金以支持本集團未來發展。

此外，自二零二一年十月起，本集團已在香港開展電子產品代理業務。於二零二二年，由於貿易市場情緒可能改善，該項業務將在香港提供重要的收益來源。

報告期後事項

建議供股

茲提述智富資源投資控股集團有限公司（「本公司」）日期為二零二二年一月十日之公佈（「該公佈」），內容有關(1)建議按於記錄日期每持有兩股股份獲發一股供股股份之基準按非包銷基準進行供股及(2)暫停辦理股份過戶登記手續。除另有指明者外，本公佈所用詞彙與該等公佈所界定者具有相同涵義。

Management Discussion and Analysis

管理層討論與分析

On 10 January 2022, the Company proposed to implement the Rights Issue, on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date at the Subscription Price of HK\$0.1 per Rights Share, to raise up to (i) approximately HK\$200.0 million (before deducting professional fees and other related expenses) by issuing up to 2,000,000,000 Rights Shares (assuming no changes in the share capital of the Company on or before the Record Date); or (ii) approximately HK\$201.0 million (before deducting professional fees and other related expenses) by issuing up to 2,010,204,081 Rights Shares (assuming no changes in the share capital of the Company on or before the Record Date other than the conversion in full of the Convertible Bonds) to the Qualifying Shareholders.

The estimated net proceeds of the Rights Issue will be up to (i) approximately HK\$198.5 million (assuming no changes in the share capital of the Company on or before the Record Date); or (ii) approximately HK\$199.5 million (assuming no changes in the share capital of the Company on or before the Record Date other than the conversion in full of the Convertible Bonds). The Company intends to utilize the entire net proceeds from the Rights Issue for repayment of loans.

Results of the Rights Issue

Reference is made to the prospectus of Wisdom Wealth Resources Investment Holding Group Limited (the "Company") dated 17 March 2022 (the "Prospectus") in relation to the Rights Issue. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Prospectus.

All conditions set out in the Prospectus were fulfilled and the Rights Issue became unconditional on 1 April 2022.

於二零二二年一月十日，本公司建議按於記錄日期每持有兩(2)股股份獲發一(1)股供股股份之基準，以認購價每股供股股份0.1港元進行供股，(i)透過發行最多2,000,000,000股供股股份（假設本公司股本於記錄日期或之前概無變動）籌集最多約200,000,000港元（扣除專業費用及其他相關費用前）；或(ii)透過向合資格股東發行最多2,010,204,081股供股股份（假設除悉數轉換可換股債券外，本公司股本於記錄日期或之前概無變動）籌集最多約201,000,000港元（扣除專業費用及其他相關費用前）。

供股之估計所得款項淨額將最多為(i)約198,500,000港元（假設本公司股本於記錄日期或之前概無變動）；或(ii)約199,500,000港元（假設除悉數轉換可換股債券外，本公司股本於記錄日期或之前概無變動）。本公司擬將供股之全部所得款項淨額用於償還貸款。

供股之結果

茲提述智富資源投資控股集團有限公司（「本公司」）日期為二零二二年三月十七日有關供股之供股章程（「供股章程」）。除另有界定外，本公佈所用的詞彙與供股章程所界定者具有相同涵義。

供股章程所載全部條件已獲達成，供股於二零二二年四月一日成為無條件。

Management Discussion and Analysis

管理層討論與分析

As at 4:00 p.m. on Thursday, 31 March 2022, being the latest time for acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares, a total of 9 valid acceptances and applications had been received for a total of 1,610,531,394 Rights Shares, representing approximately 80.53% of the maximum number of 2,000,000,000 Rights Shares available for subscription under the Rights Issue, which comprise:

- (i) 6 valid acceptances of provisional allotments under the PALs in respect of 649,406,394 Rights Shares, representing approximately 32.47% of the maximum number of 2,000,000,000 Rights Shares available for subscription under the Rights Issue; and
- (ii) 3 valid applications for excess Rights Shares under the EAFs in respect of 961,125,000 Rights Shares, representing approximately 48.06% of the maximum number of 2,000,000,000 Rights Shares available for subscription under the Rights Issue.

Based on the subscription results, the Rights Issue was undersubscribed by 389,468,606 Rights Shares, representing approximately 19.47% of the maximum number of 2,000,000,000 Rights Shares available for subscription under the Rights Issue.

Excess Application

Based on the number of valid acceptances of provisional allotments mentioned above, 1,349,828,958 nil-paid Rights Shares provisionally allotted to Qualifying Shareholders under the PAL were not accepted by Qualifying Shareholders or were not subscribed for by renounces or transferees of the nil-paid Rights Shares. Together with the unsold entitlements to the Rights Shares which were provisionally allotted to the Excluded Shareholders and the unsold Rights Shares created by aggregating fractions of the Rights Shares, 1,350,593,606 Rights Shares, representing approximately 67.53% of the maximum number of 2,000,000,000 Rights Shares available for subscription under the Rights Issue, were available for excess application.

於二零二二年三月三十一日(星期四)下午四時正(即接納供股股份與繳付股款及申請額外供股股份與繳付相關股款之最後時限),共接獲就合共1,610,531,394股供股股份(相當於供股項下可供認購的最高數目2,000,000,000股供股股份約80.53%)的9份有效接納及申請,包括:

- (i) 6份暫定配額通知書項下暫定配額的有效接納,當中涉及649,406,394股供股股份,相當於供股項下可供認購的最高數目2,000,000,000股供股股份約32.47%;及
- (ii) 3份額外申請表格項下額外供股股份的有效申請,當中涉及961,125,000股供股股份,相當於供股項下可供認購的最高數目2,000,000,000股供股股份約48.06%。

根據認購結果,供股中有389,468,606股供股股份未獲認購,相當於供股項下可供認購的最高數目2,000,000,000股供股股份約19.47%。

額外申請

根據上述暫定配額之有效接納數目,1,349,828,958股根據暫定配額通知書暫定配發予合資格股東的未繳股款供股股份未獲合資格股東接納或未繳股款供股股份之棄讓人或承讓人基於其他原因不予認購。連同暫定分配予除外股東之未售供股股份配額及彙集零碎供股股份所產生之未售供股股份,1,350,593,606股供股股份(相當於供股項下可供認購的最高數目2,000,000,000股供股股份約67.53%)可供提出額外申請。

Management Discussion and Analysis

管理層討論與分析

As the aggregate number of Rights Shares available for excess application is greater than the aggregate number of excess Rights Shares being applied for under EAFs, the Board considers that it is fair and equitable to accept all valid excess applications for a total of 961,125,000 Rights Shares and to allot and issue such number of excess Rights Shares applied to each of the applicants in full. Therefore, no refund cheques for wholly and partially unsuccessful applications for excess Rights Shares will be posted.

Use of Proceeds

The gross proceeds from the Rights Issue are approximately HK\$161.1 million and the net proceeds from the Rights Issue, after deducting all relevant expenses for the Rights Issue, are estimated to be approximately HK\$159.6 million, which shall be utilized entirely for repayment of part of the Group's borrowings.

Irrevocable Undertakings

Pursuant to the Irrevocable Undertakings, each of Wisdom On Holdings Ltd., Hong Kong Finance Investment Limited, Hong Kong Finance Equity Management Limited, Hong Kong Finance Equity Investment Limited and Hong Kong Finance Equity Holding Limited, all of which are directly or indirectly wholly-owned by Dr. Hui Chi Ming, had undertaken to take up all of its entitlement under the PAL in respect of the Shares beneficially owned by it. However, the actual acceptances of Rights Shares were made in a manner as set out in the following table rather than in accordance with the Irrevocable Undertakings.

由於可供提出額外申請之供股股份總數大於根據額外申請表格所申請之額外供股股份總數，董事會認為接納合共961,125,000股供股股份之全部有效額外申請以及向每名申請人悉數配發及發行所適用的有關數目之額外供股股份屬公平公正。因此，概無額外供股股份之全部或部分不獲接納申請之退款支票將寄出。

所得款項用途

供股之所得款項總額為約161,100,000港元，而供股之所得款項淨額（經扣除供股之所有相關開支後）估計將為約159,600,000港元，其將全部用於償還本集團部分借款。

不可撤回承諾

根據不可撤回承諾，Wisdom On Holdings Ltd.、香港金融投資有限公司、香港金融股權管理有限公司、香港金融股權投資有限公司及香港金融股權控股有限公司（全部為由許智銘博士直接或間接全資擁有的公司）均已承諾承購其於暫定配額通知書項下就其實益擁有的股份享有的全部配額。然而，實際接納供股股份已按下表所示方式作出，而非根據不可撤回承諾進行。

Management Discussion and Analysis

管理層討論與分析

Name of subscriber	認購人名稱	Number of Rights Shares undertaken to be subscribed under the Irrevocable Undertakings 承諾根據不可撤回承諾將予認購的供股股份數目	Number of Rights Shares actually subscribed under provisional allotment and excess application 根據暫定配發及額外申請實際認購的供股股份數目
Hong Kong Finance Equity Investment Limited	香港金融股權投資有限公司	420,890,142	73,580,000
Hong Kong Finance Equity Holding Limited	香港金融股權控股有限公司	311,335,557	1,270,646,000
Hong Kong Finance Equity Management Limited	香港金融股權管理有限公司	203,593,571	118,593,570
Hong Kong Finance Investment Limited	香港金融投資有限公司	138,963,000	138,963,000
Wisdom On Holdings Ltd.	Wisdom On Holdings Ltd.	477,000	–
Total	總計	1,075,259,270	1,601,782,570

The shortfall of Rights Shares that were provisionally allotted and should have been taken up by Hong Kong Finance Equity Investment Limited, Hong Kong Finance Equity Management Limited, Hong Kong Finance Equity Holding Limited and Wisdom On Holdings Ltd. under the Irrevocable Undertakings were applied for by way of subscription of excess Rights Shares under an EAF by Hong Kong Finance Equity Holding Limited.

根據不可撤回承諾，暫定配發及須由香港金融股權投資有限公司、香港金融股權管理有限公司、香港金融股權控股有限公司及Wisdom On Holdings Ltd.承購供股股份的不足部分已由香港金融股權控股有限公司根據額外申請表格透過認購額外供股股份的方式申請認購。

Management Discussion and Analysis

管理層討論與分析

Effect of the Rights Issue on the Shareholding Structure of the Company

Set out below is the shareholding structure of the Company immediately before and after completion of the Rights Issue as at 8 April 2022:

供股對本公司股權架構之影響

以下載列本公司於緊接供股在二零二二年四月八日完成前及緊隨供股在二零二二年四月八日完成後之股權架構：

Name of substantial Shareholders	主要股東姓名／名稱	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
		Number of issued Shares	Approximate % (Note 4)	Number of issued Shares	Approximate % (Note 4)
		緊接供股完成前		緊隨供股完成後	
		已發行股份數目	概約百分比 (附註4)	已發行股份數目	概約百分比 (附註4)
Dr. Hui Chi Ming	許智銘博士	2,153,568,542 <i>(Notes 1, 3)</i> <i>(附註1-3)</i>	53.84	3,755,351,112 <i>(Notes 2, 3)</i> <i>(附註2-3)</i>	66.93
Public Shareholders	公眾股東	1,846,431,458	46.16	1,855,180,282	33.07
Total	總計	4,000,000,000	100.00	5,610,531,394	100.00

Notes:

- These Shares included 954,000 Shares held by Wisdom On Holdings Ltd., 277,926,000 Shares held by Hong Kong Finance Investment Limited, 407,187,143 Shares held by Hong Kong Finance Equity Management Limited, 841,780,284 Shares held by Hong Kong Finance Equity Investment Limited and 625,721,115 Shares held by Hong Kong Finance Equity Holding Limited respectively.
- These Shares included 954,000 Shares held by Wisdom On Holdings Ltd., 416,889,000 Shares held by Hong Kong Finance Investment Limited, 525,780,713 Shares held by Hong Kong Finance Equity Management Limited, 915,360,284 Shares held by Hong Kong Finance Equity Investment Limited and 1,896,367,115 Shares held by Hong Kong Finance Equity Holding Limited respectively.
- The issued share capital of Hong Kong Finance Investment Limited is directly wholly-owned by Dr. Hui Chi Ming. The issued share capital of Wisdom On Holdings Ltd., Hong Kong Finance Equity Management Limited, Hong Kong Finance Equity Investment Limited and Hong Kong Finance Equity Holding Limited are indirectly wholly-owned by Dr. Hui Chi Ming.
- Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

附註：

- 該等股份包括分別由Wisdom On Holdings Ltd.持有之954,000股股份、香港金融投資有限公司持有之277,926,000股股份、香港金融股權管理有限公司持有之407,187,143股股份、香港金融股權投資有限公司持有之841,780,284股股份及香港金融股權控股有限公司持有之625,721,115股股份。
- 該等股份包括分別由Wisdom On Holdings Ltd.持有之954,000股股份、香港金融投資有限公司持有之416,889,000股股份、香港金融股權管理有限公司持有之525,780,713股股份、香港金融股權投資有限公司持有之915,360,284股股份及香港金融股權控股有限公司持有之1,896,367,115股股份。
- 香港金融投資有限公司之已發行股本由許智銘博士直接全資擁有。Wisdom On Holdings Ltd.、香港金融股權管理有限公司、香港金融股權投資有限公司及香港金融股權控股有限公司的已發行股本由許智銘博士間接全資擁有。
- 上表所載之若干百分比數字已經約整調整。因此，總計所示數字未必為前述數字之算術總和。

Management Discussion and Analysis

管理層討論與分析

Despatch of Share Certificates for the Rights Shares

Share certificates for the fully-paid Rights Shares were posted to those entitled thereto by ordinary post to their respective registered addresses at their own risks on Monday, 11 April 2022.

Adjustments Relating to the Convertible Bonds

As at 8 April 2022, the Company has outstanding Convertible Bonds in a principal amount of HK\$20,000,000, which are convertible into 20,408,163 Shares at the conversion price of HK\$0.98 (subject to adjustments).

Pursuant to the terms and conditions of the Convertible Bonds, the conversion price of the Convertible Bonds and the number of Shares falling to be allotted and issued upon conversion of the Convertible Bonds are not required to be adjusted as a result of the Rights Issue, and the conversion price remains the same at HK\$0.98 per Share.

The auditor of the Company, Cheng & Cheng Limited, Certified Public Accountants, has confirmed to the Directors in writing that no adjustment is required to be made to the conversion price of the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds.

Commencement of Dealings of the Rights Shares

Dealings in the Rights Shares in their fully-paid form commenced on the Stock Exchange at 9:00 a.m. on Tuesday, 12 April 2022.

寄發供股股份之股票

繳足股款供股股份之股票於二零二二年四月十一日（星期一）以普通郵遞方式按有權收取人士各自之登記地址寄送予該等人士，郵誤風險概由彼等自行承擔。

有關可換股債券之調整

於二零二二年四月八日，本公司未償還可換股債券的本金額為20,000,000港元，可按換股價0.98港元（可予調整）兌換為20,408,163股股份。

根據可換股債券的條款及條件，可換股債券的換股價及於可換股債券獲轉換後將予配發及發行的股份數目毋須因供股而作出調整，且換股價維持不變，仍為每股股份0.98港元。

本公司核數師鄭鄭會計師事務所有限公司（執業會計師）已向董事書面確認，根據可換股債券的條款及條件，毋須就可換股債券的換股價作出調整。

供股股份開始買賣

供股股份於二零二二年四月十二日（星期二）上午九時正起按繳足股款形式於聯交所買賣。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2021, the Group's revenue amounted to approximately HK\$522.4 million, compared to approximately HK\$1,013.2 million for 2020, representing a decrease of approximately HK\$490.8 million. The decrease was mainly attributable to the decrease in the sales of low end electronic products. On the other hand, there is commission income earned from agency business in selling of electronic products in Hong Kong since October 2021 amounting to approximately HK\$2 million during 2021.

Administration expenses

Administrative expenses decreased to approximately HK\$57.6 million in 2021 from approximately HK\$61.3 million in 2020, representing a year-on-year decrease of 6.0%.

Fair value changes on investment properties

The Company has appointed independent valuation companies to determine the fair value for the investment properties. Based on the valuation reports, the Group has recorded gain of approximately HK\$443 million during the year ended 31 December 2021. The increase in fair value was mainly in relation to the investment properties in Zhanjiang. Fair value gain of approximately HK\$488 million on the investment properties at Zhanjiang was recorded during the year ended 31 December 2021.

財務回顧

收益

截至二零二一年十二月三十一日止年度，本集團之收益約為522,400,000港元，而二零二零年則約1,013,200,000港元，減少約490,800,000港元。該減少乃主要由於低端電子產品銷售減少。另一方面，於二零二一年，自二零二一年十月於香港從事電子產品銷售代理業務賺取的佣金收入約為2,000,000港元。

行政費用

行政費用由二零二零年之約61,300,000港元減少至二零二一年之約57,600,000港元，按年減少6.0%。

投資物業公平值變動

本公司已委聘獨立估值公司釐定投資物業的公平值。根據估值報告，本集團於截至二零二一年十二月三十一日止年度錄得收益約443,000,000港元。公平值增加主要是與位於湛江的投資物業有關。位於湛江的投資物業於截至二零二一年十二月三十一日止年度錄得公平值收益約488,000,000港元。

Management Discussion and Analysis

管理層討論與分析

LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

As at 31 December 2021, the Group's cash and cash equivalents (excluding the restricted cash) were approximately HK\$31.9 million (2020: approximately HK\$20.6 million). The net current assets of the Group were HK\$1.92 billion (2020: HK\$1.60 billion), which consisted of current assets of HK\$2.8 billion (2020: HK\$2.4 billion) and current liabilities of approximately HK\$906 million (2020: HK\$836 million), representing a current ratio of 3.13 (2020: 2.87). The Group manages its capital structure to finance its overall operation and growth by using different sources of funds. As at 31 December 2021, the Group's lease liabilities, amounts due to directors, borrowings, convertible bonds and corporate bonds amounted to approximately HK\$653 million (2020: HK\$573 million). The gearing ratio of the Group as at 31 December 2021 (defined as total interest-bearing liabilities divided by the Group's total equity) was 1.63 (2020: 1.43).

ISSUE OF CONVERTIBLE BONDS

On 4 June 2021, the Company entered into the Convertible Bonds subscription agreement, pursuant to which agreed to issue, the Convertible Bonds in an aggregate principal amount of HK\$20,000,000 bearing interest rate of 2% per annum with maturity to 2 years from the date of issue. The Conversion Price is HK\$0.98 per Conversion Share, assuming the conversion rights attaching to the Convertible Bonds are exercised in full at the Conversion Price, a maximum of 20,408,163 Conversion Shares will be allotted and issued, representing (i) approximately 0.51% of the existing issued shares of the Company of 4,000,000,000 Shares as at the date of announcement, and (ii) approximately 0.51% of the issued shares of the Company of 4,020,408,163 Shares as enlarged by the allotment and issue of the Conversion Shares. The issuance of the Convertible Bonds was completed on 9 July 2021.

流動資金、財務資源及資金

於二零二一年十二月三十一日，本集團之現金及現金等價物（不包括受限制現金）約為31,900,000港元（二零二零年：約20,600,000港元）。本集團之流動資產淨值為19.2億港元（二零二零年：16.0億港元），包括流動資產28億港元（二零二零年：24億港元）及流動負債約906,000,000港元（二零二零年：836,000,000港元），流動比率為3.13（二零二零年：2.87）。本集團利用不同之資金來源管理其資本架構，以為其整體營運及增長撥付資金。於二零二一年十二月三十一日，本集團之租賃負債、應付董事款項、借貸、可換股債券及公司債券為約653,000,000港元（二零二零年：57,300,000港元）。於二零二一年十二月三十一日，本集團之資本負債比率（界定為計息負債總額除以本集團之權益總額）為1.63（二零二零年：1.43）。

發行可換股債券

於二零二一年六月四日，本公司訂立可換股債券認購協議，據此同意發行本金總額為20,000,000港元按年利率2%計息的可換股債券，自發行日期起計兩年到期。每股換股股份的換股價為0.98港元，假設可換股債券附帶之換股權按換股價獲悉數行使，將配發及發行最多20,408,163股換股股份，相當於(i)本公司於公佈日期之現有已發行股份4,000,000,000股股份約0.51%；及(ii)本公司經配發及發行換股股份擴大後之已發行股份4,020,408,163股股份約0.51%。可換股債券的發行已於二零二一年七月九日完成。

Management Discussion and Analysis

管理層討論與分析

CORPORATE BONDS

As at 31 December 2021, the accumulated balance of corporate bonds was HK\$17.5 million bearing effective interest rate of 7.03%-11.57% per annum with maturity between 2022 to 2025. Such bonds are subsequently measured at amortised cost using effective interest method. Imputed interest of approximately HK\$1.97 million was recognised in the profit or loss during the year. The issuance of the corporate bonds will not result in any dilution on the shareholding of the existing shareholders of the Group.

EXCHANGE RATE RISK

The Group undertakes certain operating transactions in foreign currencies, which expose the Group to foreign currency risk, mainly to the risk of fluctuations in the Hong Kong dollar and U.S. dollar against RMB. We have not used any derivative contracts to hedge against its exposure to currency risk. The management manages the currency risk by closely monitoring the movement of the foreign currency rates and considering hedging significant foreign currency exposure should such need arise.

FINANCE COSTS

The Group's finance costs consisted mainly of interest expenses on convertible bonds corporate bonds, borrowings, amounts due to directors and lease liabilities. The aggregate amount of finance costs incurred was approximately HK\$49.3 million (2020: HK\$32.3 million) for the year.

CONTINGENT LIABILITIES

The Company has no contingent liabilities as at 31 December 2021 (2020: nil).

公司債券

於二零二一年十二月三十一日，公司債券之累計結餘為17,500,000港元，其按實際年利率7.03%至11.57%計息，到期日介乎二零二二年到二零二五年。有關債券隨後使用實際利率法按攤銷成本計量。年內估算利息約19,700,000港元於損益確認。發行公司債券將不會對本集團現有股東所持股權造成任何攤薄影響。

匯率風險

本集團以外幣進行若干業務交易，導致本集團須面對主要來自港元及美元兌人民幣之匯率波動風險。本集團並無使用任何衍生合約對沖其外匯風險。管理層密切監察匯率走勢以管理外匯風險，並於有需要時考慮對沖重大外匯風險。

財務費用

本集團之財務費用主要包括可換股債券、公司債券、借貸、應付董事款項及租賃負債之利息開支。年內產生之財務費用總額為約49,300,000港元（二零二零年：32,300,000港元）。

或然負債

本公司於二零二一年十二月三十一日並無或然負債（二零二零年：無）。

Management Discussion and Analysis

管理層討論與分析

CHANGE OF COMPANY NAMES AND STOCK SHORT NAMES

On 16 October 2020, a special resolution in relation to the Change of Company Name was proposed and duly passed at the special general meeting of the Company to approve the change of the English name of the Company from “Hong Kong Finance Investment Holding Group Limited” to “Wisdom Wealth Resources Investment Holding Group Limited” and the Chinese secondary name of the Company has been changed from “香港金融投資控股集團有限公司” to “智富資源投資控股集團有限公司”. The stock short names of the Company for trading in the Shares on the Stock Exchange has been changed from “HK FINANCE INV” to “WISDOM WEALTH” in English and from “香港金融集團” to “智富資源投資” in Chinese with effect on 28 May 2021. The stock code of the Company remains unchanged as “7”. The website address of the Company will be changed from “www.hkfiing.com” to “WWRI007.com” with effect from 28 May 2021. Please refer to the announcements of the Company dated 21 May 2021 and the circular dated 21 September 2020 relating to the change of company names and stock short names.

PURSUANT TO RULE 13.18 OF THE LISTING RULES

The Company obtained a term loan facility in an aggregate amount of HK\$250,000,000 for a term of 36 months in 2017. The loan principal amount outstanding as at 31 December 2021 is HK\$240,000,000. Pursuant to the terms of the facility agreement, the outstanding balances including both loan principal and accrued interest will be repaid after receipt of net proceeds from disposal of Millhaven Holdings Limited.

更改公司名稱及股份簡稱

於二零二零年十月十六日，有關更改公司名稱之特別決議案於本公司之股東特別大會上提呈並獲正式通過，以批准將本公司之英文名稱由「Hong Kong Finance Investment Holding Group Limited」更改為「Wisdom Wealth Resources Investment Holding Group Limited」，而本公司之中文第二名稱已由「香港金融投資控股集團有限公司」更改為「智富資源投資控股集團有限公司」。本公司於聯交所買賣股份之英文股份簡稱已由「HK FINANCE INV」更改為「WISDOM WEALTH」，而中文股份簡稱由「香港金融集團」更改為「智富資源投資」，自二零二一年五月二十八日起生效。本公司之股份代號維持不變為「7」。本公司之網址將由「www.hkfiing.com」更改為「WWRI007.com」，自二零二一年五月二十八日起生效。請參閱本公司日期為二零二一年五月二十一日之公佈以及日期為二零二零年九月二十一日之通函（內容有關更改公司名稱及股份簡稱）。

根據上市規則第13.18條作出之披露

本公司於二零一七年獲得總額為250,000,000港元之定期貸款融資，為期36個月直至二零二一年十二月三十一日本金餘額為240,000,000港元。根據融資協議之條款。在出售Millhaven Holdings Limited之後，餘下所有欠款包括本金及未付利息將會被清還。

Management Discussion and Analysis

管理層討論與分析

HUMAN RESOURCES

As at 31 December 2021, the Group employed a total of 108 staff (2020: 105) and the total related staff cost amounted to HK\$26.8 million (2020: HK\$31.4 million). The Group's long-term success rests primarily on the total integration of the company core value with the basic staff interest. In order to attract and retain high caliber staff, the Group provides competitive salary package and other benefits including mandatory provident fund, medical schemes and bonus. The future staff costs of the sales will be more directly linked to the performance of business turnover and profit. The Group maintained organic overhead expenses to support the basic operation and dynamic expansion of its business enabling the Group to respond flexibly with the changes of business environment.

CAPITAL STRUCTURE

As at 31 December 2021, the total number of issued ordinary shares of the Company was 4,000,000,000 shares of HK\$0.10 each (31 December 2020: 4,000,000,000 shares of HK\$0.10 each).

CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTOR

With effect from 22 March 2022, Mr. Yiu King Ming was appointed as an independent non-executive director of the Company.

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

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

人力資源

於二零二一年十二月三十一日，本集團共僱用108名（二零二零年：105名）員工，相關員工成本總額為26,800,000港元（二零二零年：31,400,000港元）。本集團之長期成就主要取決於將公司核心價值與員工基本利益全面結合。為吸引及留聘優秀員工，本集團提供具競爭力的薪酬組合及其他福利，包括強制性公積金、醫療計劃及花紅。未來銷售之員工成本將更直接與營業額及利潤掛鈎。本集團維持靈活的間接開支，以支援基本業務及業務之積極擴展，讓本集團可因應商業環境轉變而靈活作出回應。

資本架構

於二零二一年十二月三十一日，本公司已發行普通股總數為4,000,000,000股每股面值0.10港元之股份（二零二零年十二月三十一日：4,000,000,000股每股面值0.10港元之股份）。

獨立非執行董事變動

自二零二二年三月二十二日起，饒競名先生獲委任為本公司獨立非執行董事。

購入、出售或贖回本公司上市股份

截至二零二一年十二月三十一日止年度，本公司及其任何附屬公司概無購入、出售或贖回本公司任何上市證券。

Management Discussion and Analysis

管理層討論與分析

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

During the financial year, the Company has adopted the Model Code under Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transaction. All Directors of the Company have confirmed, following specific enquiry by the Company that they have complied with the required standard set out in the Model Code and the Code during the financial year.

CORPORATE GOVERNANCE

The Company is aware of the importance that complying with the relevant statutory and regulatory requirements and maintaining good corporate governance standards are important to the effective and efficient operation of the Company. The Company has, therefore, adopted and implemented relevant measures to ensure that the relevant statutory and regulatory requirements are complied with and that a high standard of corporate governance practices is maintained. In the opinion of the Directors, the Company has complied with the Code on Corporate Governance Practices (the "Code"), as set out in Appendix 14 of the Listing Rules, throughout the accounting period covered by the interim report except for the deviation from code provision A.4.2. of the Code which every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. However, according to Byelaws of the Company, the Chairman or Managing Director are not subject to retirement by rotation or taken into account on determining the number of Directors to retire. As continuation is a key factor to the successful implementation of any long-term business plans, the Board believes that the roles of Chairman and Managing Director provides the Group with strong and consistent leadership and allow more effective planning and execution of long-term business strategies, that the present arrangement is most beneficial to the Company and the shareholders as a whole.

董事進行證券交易之標準守則

於財政年度內，本公司已採納上市規則附錄10之標準守則，作為董事進行證券交易之操守準則。本公司已向董事作出具體查詢，而全體董事均已確認彼等於財政年度內已完全遵從標準守則及守則所規定準則。

企業管治

本公司明白遵守相關法規和監管規定，以及維持良好企業管治標準對本公司之營運成效及效率極為重要。因此，本公司已採取及執行各項相關措施，確保符合相關法規和監管規定，以及維持高水平的企業管治常規。董事認為，本公司於中報所涵蓋之整段會計期間一直遵守上市規則附錄14所載之企業管治常規守則（「守則」），惟偏離守則之守則條文A.4.2.除外，其規定每名董事（包括有指定任期之董事）應輪流退任，至少每三年一次。然而，根據本公司之公司細則，主席或董事總經理均毋須輪值退任，於釐定董事退任人數時亦毋須計算在內。由於持續性是成功執行任何長遠業務計劃之主要因素，董事會相信，主席及董事總經理之職務，能為本集團提供強大而貫徹一致之領導，在策劃及落實長期商業策略方面更有效率，故現有之安排對於本公司以至股東之整體利益最為有利。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS

Executive Directors

Dr. Hui Chi Ming G.B.S., J.P., aged 58, was appointed the Chairman and an executive director on 15 November 2012 of the Company. He is responsible for the implementation of the overall strategic planning and development of the Group. Dr. Hui received a Doctor Honoris Causa in Economics and IFES Doctoris Honoris Causa from the Institute of Far Eastern Studies, The Russian Academy of Sciences in 2002. The Department of Social Sciences of The Russian Academy of Sciences had also awarded Dr. Hui the scientific degree of Doctor Honoris Causa in 2005. Dr. Hui had over 10 years of experience in the investment, exploration and exploitation of oil and gas business. He has been the chairman of the board of over 20 companies such as Hoifu Petroleum Group Limited (凱富石油集團有限公司), Madagascar Southern Petroleum Company Limited (馬達加斯加南方石油有限公司) and Madagascar Northern Petroleum Company Limited (馬達加斯加北方石油有限公司). From 2004 to 2010, Dr. Hui was the chairman and an executive director of Sino Union Energy Investment Group Limited, which was subsequently re-named as Yanchang Petroleum International Limited, a company whose shares are listed on the main board of the Stock Exchange of Hong Kong Limited (stock code: 346) and engaged in the investment, exploration and exploitation of oil and gas business. Dr. Hui was a member of the 9th, 10th, 11th and 12th National Committee of the Chinese People's Political Consultative Conference. He was the chairman of the Confucian Academy of Hong Kong, a standing committee member of the All-China Federation of Industry & Commerce, the president of Hong Kong Xian Trade Association Limited. He is the honorable president of the Beijing Federation of Industry & Commerce, a standing committee member of the Chinese General Chamber of Commerce, the chief president of the Federation of Hong Kong Guangdong Community Organisation and the president of the Hong Kong General Association of International Investment. Dr. Hui was also the Honorary Consul in Hong Kong of the Republic of Madagascar. All these years, Dr. Hui has been actively participating in promoting poverty alleviation and charity, and he has been awarded the China Glory Society Medal for Poverty Alleviation (中國光彩事業扶貧獎章) and accredited as China Top Ten Poverty Alleviation Contributor (全國十大扶貧狀元) by the government of the PRC. In recognition of the outstanding contribution of Dr. Hui to poverty alleviation, the International Minor Planet Naming Committee (國際小行星命名委員會) approved permanently naming the minor planet No. 5390 as "Hui Chi Ming Planet".

董事

執行董事

許智銘博士G.B.S., J.P., 58歲，於二零一二年十一月十五日獲委任為本公司主席兼執行董事，負責本集團整體策略性計劃之實施及發展。許博士於二零零二年獲俄羅斯科學院遠東研究所頒授經濟學榮譽博士學位(Doctor Honoris Causa in Economics)及IFES榮譽博士學位(IFES Doctoris Honoris Causa)。俄羅斯科學院社會科學學系於二零零五年亦向許博士頒授科學榮譽博士學位(Scientific degree of Doctor Honoris Causa)。許博士在油氣投資、勘探和開採業務方面擁有逾十年經驗。他曾擔任逾20家公司的董事會主席，如凱富石油集團有限公司、馬達加斯加南方石油有限公司及馬達加斯加北方石油有限公司。於二零零四年至二零一零年，許博士曾任中聯能源投資集團有限公司(該公司其後易名為延長石油國際有限公司，其股份於香港聯合交易所有限公司主板上市(股份代號：346)，從事油氣投資、勘探及開發業務)的主席兼執行董事。許博士曾任中國人民政治協商會議第九、十、十一及十二屆全國委員會委員。他曾為香港孔教學院主席、中華全國工商業聯合會常務委員，以及香港西安商會會長。現為北京市工商業聯合會榮譽會長、香港中華總商會常務委員、香港廣東社團總會首席會長，以及香港國際投資總商會會長。許博士還曾擔任馬達加斯加共和國駐香港名譽領事。多年來，許博士積極參與扶貧慈善活動，獲頒授中國光彩事業扶貧獎章，並獲中國政府頒授全國十大扶貧狀元。為表彰許博士對扶貧事業所作出之傑出貢獻，國際小行星命名委員會將編號5390號小行星永久命名為「許智銘星」。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS *(Continued)*

Executive Directors *(Continued)*

Mr. Neil Bush, aged 67, was appointed the Deputy Chairman and an executive director on 15 November 2012 of the Company. He is responsible for the implementation of the overall strategic planning and development of the Group. Mr. Bush graduated from Tulane University with a bachelor's degree in International Economics and from the Tulane University Freeman School of Business with a master's degree in Business Administration. Mr. Bush had over 30 years of experience in domestic and international energy and real estate business development. He formed oil companies which explored oil resources in various states in the United States of America and overseas. Mr. Bush has engaged in various international business development activities with a focus on the PRC and Middle East. Since 1975, Mr. Bush has traveled to the PRC over 140 times and worked with numerous entities on a variety of projects including real estate development, energy, automobile parts, sheet rock manufacturing and paint production. From 7 December 2010 to 20 July 2012, Mr. Bush was a non-executive director of China Resources and Transportation Group Limited, a company of which the shares are listed on the Stock Exchange (stock code: 269). Since 22 April 2013, Mr. Neil Bush has been serving as the Non-Executive Chairman on the board of SGX-ST Mainboard-listed SingHaiyi Group Limited, a Singapore based real estate company. He is also the Chairman of the Points of Light, a national charitable organisation formed by President George H.W. Bush in 1989 that promotes citizen service through volunteerism in communities all across America and increasingly overseas. Mr. Bush serves as Chairman of the Barbara Bush Houston Literacy Foundation, and on the boards of the Houston Salvation Army and the Bush School of Government and Public Service.

董事 *(續)*

執行董事 *(續)*

尼爾·布什先生，67歲，於二零一二年十一月十五日獲委任為本公司副主席兼執行董事，彼負責本集團整體策略性計劃之實施及發展。布什先生畢業於杜蘭大學，獲授國際經濟學士學位，並獲授杜蘭大學弗里曼商學院工商管理碩士學位。布什先生於國內外能源及地產業務開發領域擁有逾30年經驗。他曾創辦多家石油公司，在美國多個州及海外勘探石油資源。布什先生曾從事多項國際業務開發活動，專注於中國及中東。自一九七五年起，布什先生到訪中國超過140次，並就包括地產開發、能源、汽車部件、石膏夾心紙板製造及油漆生產在內的眾多項目與大量企業合作。於二零一零年十二月七日至二零一二年七月二十日，布什先生任中國資源交通集團有限公司（其股份於聯交所上市，股份代號：269）的非執行董事。自二零一三年四月二十二日起，尼爾·布什先生一直擔任新交所主板上市公司SingHaiyi Group Limited（以新加坡為基地之房地產公司）董事會非執行主席。彼亦擔任Points of Light主席，該機構為喬治·赫伯特·沃克·布什總統於一九八九年創辦的全國性慈善組織，透過全美（及愈加在海外）的社區義務活動宣傳公民服務。布什先生亦於Barbara Bush Houston Literacy Foundation擔任主席並於休斯頓救世軍及布什政府與公共服務學院董事會任職。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS *(Continued)*

Executive Directors *(Continued)*

Mr. Xu Jun Jia, aged 33, was appointed as an executive director on 1 January 2016. He graduated from Institute of International Relations of Moscow University in 2014 with an expert degree. He is currently the general manager of Siberian Energy Group, Inc. (西伯利亞能源集團), the general manager of Far East Oil Group Limited (遠東石油集團有限公司) and the general manager of Africa Resources Group Limited (非洲資源集團有限公司). Mr. Xu is currently the vice president of Hong Kong International Foundation for Poverty Alleviation (香港國際扶貧基金會), and head of the Youth Committee of Hong Kong General Association of International Investment (香港國際投資總商會). In recent years, he has played an active role in professional investments in a number of deals in various sectors such as oil and chemical, metal mining and financial securities, as well as negotiations and decision making in merger and acquisition, equity participation and controlling deals. As a result, he is fully equipped with relevant professional knowledge and operating experiences. Mr. Xu is fluent in English, Russia, Mandarin and Cantonese. He is very familiar with oil and gas businesses between Russia and the international market. Mr. Xu is the son of Dr. Hui Chi Ming, the Chairman of the Company. He has been appointed as an Administration Manager of the Company since 1 September 2014.

董事 *(續)*

執行董事 *(續)*

許峻嘉先生，33歲，於二零一六年一月一日獲委任為執行董事。於二零一四年畢業於莫斯科大學國際關係學院(Institute of International Relations of Moscow University)，獲頒專家學位。彼現任西伯利亞能源集團(Siberian Energy Group, Inc.)總經理、遠東石油集團有限公司總經理及非洲資源集團有限公司總經理。許先生現亦為香港國際扶貧基金會副會長、香港國際投資總商會青年委員會主任。近年，彼積極參與多個專業投資項目，涵蓋石油化工、金屬採礦及金融證券等不同領域，並就併購、參股及控股交易進行磋商及決策。因此，彼完全具備相關專業知識及經營經驗。許先生操流利英語、俄語、普通話及廣東話，且非常熟悉俄羅斯與國際市場之間油氣業務。許先生為本公司主席許智銘博士之兒子，自二零一四年九月一日起獲委任為本公司行政經理。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS *(Continued)*

Executive Directors *(Continued)*

Mr. Cao Yu, aged 43, was appointed as an executive director on 1 January 2016, and being appointed as the managing director on 1 December 2020. He graduated from CERAM Sophia Antipolis with a master degree in management. Mr. Cao has been the project manager for listed companies and he was specialized in the operation and coordination of the drilling and seismic engineering projects with famous petroleum companies in China. Meanwhile, he was also responsible for identifying suitable investors to establish joint venture company for petroleum exploration projects. He has also worked in the world's largest energy efficiency management company and was responsible for providing energy efficiency strategy in China region for the group. Besides, Mr. Cao was the analyst in the headquarter of BNP Paribas in France. His main duty was to provide financial and strategic advice in the area of energy technology and he was responsible for the merger and acquisition activities as well as financial planning service. Mr. Cao has been engaged in management and analytical work for many years and possesses the appropriate and professional experience. He has been the manager of the development department of the Company since September 2012.

Mr. Lam Kwok Hing, aged 58. Mr. Lam is the founder of the Group. He has extensive experience in the securities, futures, options, fund management and financial advisory industry. His primarily focus is to further develop the financial business in the Group. He is the Chairman, Executive Director and Managing Director of Asia Tele-Net and Technology Corporation Limited (Stock Code: 679). He is the brother of Mr. Nam Kwok Lun.

Mr. Nam Kwok Lun, aged 63. He is a co-founder of the Group and is in charge of the stockbroking, futures and options broking, securities margin financing business, fund management and financial advisory business. Mr. Nam has extensive experience in the securities, futures and options, securities margin financing, fund management and financial advisory industry. Mr. Nam is also the Deputy Chairman and Executive Director of Asia Tele-Net and Technology Corporation Limited (Stock Code: 679). He is the brother of Mr. Lam Kwok Hing.

董事 *(續)*

執行董事 *(續)*

曹宇先生，43歲，於二零一六年一月一日獲委任為執行董事，並於二零二零年十二月一日獲委任為董事總經理，持有法國尼斯高等商學院管理碩士學位。曹先生曾於多家上市公司擔任項目經理，專責處理及協調與國內知名石油公司之鑽探及地震工程項目。同時，亦負責尋找適合的投資者，成立合資公司進行石油勘探項目。彼亦曾於全球最大能源效益管理公司工作，負責為集團提供中國區域能源效益戰略。除此之外，曹先生曾於法國巴黎銀行法國總部擔任分析師，主要就能源科技範疇提供財務和戰略意見，負責進行併購活動及提供融資方案。曹先生從事管理及分析工作多年，具備適當及專業經驗。彼自二零一二年九月起為本公司開發部經理。

藍國慶先生，58歲，為本集團創辦人，彼於證券、期貨、期權、基金管理及融資顧問行業擁有豐富經驗。彼主要職責為深度開發本集團之財務業務。藍先生為亞洲聯網科技有限公司（股份代號：679）主席、執行董事兼董事總經理。彼為藍國倫先生之胞弟。

藍國倫先生，63歲，為本集團協辦人，負責證券買賣、期貨及期權買賣業務、證券保證金融資業務、基金管理及融資顧問業務。藍先生於證券、期貨、期權、證券保證金融資、基金管理及融資顧問行業擁有豐富經驗。藍先生亦為亞洲聯網科技有限公司（股份代號：679）副主席兼執行董事。彼為藍國慶先生之胞兄。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS *(Continued)*

Executive Directors *(Continued)*

Mr. Hui Ngok Lun, aged 26, graduated from Columbia University in the United States with a master's degree in Enterprise Risk Management. Mr. Hui is currently the Managing Director of Longyuan Xintiandi Real Estate Investment Co., Ltd., the General Manager of African Union Resources Investment Holding Group Co., Ltd., and the General Manager of Siberian Petroleum Group Co., Ltd. Mr. Hui is also a Member of the Henan Provincial Committee of the Chinese People's Political Consultative Conference, the Vice Chairman of Hong Kong CPPCC Youth Federation, the Vice Chairman of Hong Kong Volunteers Federation Foundation, the Deputy Director of Hong Kong International Poverty Alleviation Foundation, and the Vice Chairman of Hong Kong General Association of International Investment Youth Association.

Mr. Hui has overseen and coordinated various oil and gas resources projects, in addition to the risk management in respect of investment, development and operation of copper and gold mine resources projects. Mr. Hui is also actively involved in the investment decision-making and risk management of diversified large-scale real estate comprehensive development and operation projects. With his expertise in project investment and management, Mr. Hui has participated in the decision-making, operation and management of several major project investments, mergers and acquisitions. With respect to financial innovation, Mr. Hui has also added and commenced new businesses in the financial and securities segments of the Hong Kong Finance Investment Group.

Mr. Hui is the son of Dr. Hui Chi Ming, the Chairman of the Company, and the younger brother of Mr. Xu Jun Jia, an executive director of the Company. Mr. Hui has been appointed by the Company as the Chief Risk Officer of the Hong Kong Finance Investment Group since 11 September 2018.

董事 (續)

執行董事 (續)

許岳麟先生，26歲，畢業於美國哥倫比亞大學，取得企業風險管理碩士學位。許先生現任龍苑新天地置業投資有限公司董事總經理、非盟資源投資控股集團有限公司總經理、西伯利亞石油投資控股集團有限公司總經理。許先生亦為中國人民政治協商會議河南省委員會委員、香港政協青年聯會副主席、香港義工聯盟基金會副主席、香港國際扶貧基金會副會長、香港國際投資總商會青年委員會副主席。

許先生曾統籌協調多個石油及天然氣資源項目和銅礦及金礦資源項目投資開發經營的風險管理，許先生亦積極參與多個房地產大型綜合開發經營項目的投資決策及風險管理。許先生擁有項目投資及管理的專業知識，曾參與多項重大項目投資及併購的決策、經營及管理，許先生亦在金融創新方面為香港金融集團的金融及證券板塊增加和展開了新的經營業務。

許先生為本公司主席許智銘博士之子及本公司執行董事許峻嘉先生之胞弟，自二零一八年九月十一日起獲本公司委任為香港金融集團之首席風險監控執行官。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS *(Continued)*

Independent Non-Executive Directors

Mr. Ngan Kam Biu Stanford, aged 44, holds a Master degree of Arts in Quantitative Analysis for Business and a degree of Bachelor of Accounting and Finance with Honours. He is a member of Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Ngan has over 15 years of experience in corporate management and finance, accounting and company secretarial practice. He was a Financial Controller and Company Secretary of Code Agriculture (Holdings) Limited (Stock Code: 8153) previously.

Mr. Tam Chak Chi, aged 45, was appointed as an independent non-executive director on 19 August 2019. He holds a bachelor's degree of commerce from the University of Toronto. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Taxation Institute of Hong Kong and a member of each of the American Institute of Certified Public Accountants and the Chartered Global Management Accountant. Mr. Tam has more than 15 years of experience in providing accounting, auditing and financial services and has served various senior positions at various private and listed companies. Mr. Tam is currently an executive Director of My Heart Bodibra Group Limited (stock code: 8297), an independent non-executive director of Wealth Glory Holdings Limited (stock code: 8269) and AL Group Limited (stock code: 8360), which are listed on the GEM of the Stock Exchange.

Mr. Ma Kin Ling, aged 39, was appointed as an independent non-executive director on 10 May 2019. He is currently the chief financial officer and company secretary of Xinyang Maojian Group Limited (stock code: 362), a company listed on the Main Board of the Stock Exchange and the independent non-executive director of SunCorp Technologies Limited (stock code: 1063), a company listed on the Main Board of the Stock Exchange. Mr. Ma is a member of the Hong Kong Institute of Certified Public Accountants. He graduated from City University of Hong Kong with a Bachelor degree of Business Administration (Honours) in Accountancy and Law. Prior to the joining of the Group, he worked in reputable international accounting firms and has over 10 years' experience in auditing and accounting.

董事 (續)

獨立非執行董事

顏錦彪先生，44歲，持有工商數量分析文學碩士學位及會計及金融（榮譽）學士學位。彼為香港會計師公會會員及英國特許公認會計師公會資深會員。顏先生於企業管理及金融、會計及公司秘書實務領域擁有逾15年經驗。彼之前曾為科地農業控股有限公司（股份代號：8153）之財務總監兼公司秘書。

譚澤之先生，45歲，於二零一九年八月十九日獲委任為獨立非執行董事。彼持有多倫多大學（University of Toronto）商學學士學位。彼為香港會計師公會資深會員、香港稅務學會資深會員以及美國會計師公會及全球特許管理會計師公會各自之會員。譚先生於提供會計、審計及財務服務方面擁有逾15年經驗，並曾於多家私人及上市公司擔任不同高級職位。譚先生現為心心芭迪貝伊集團有限公司（股份代號：8297）之執行董事、富譽控股有限公司（股份代號：8269）及利駿集團（香港）有限公司（股份代號：8360）之獨立非執行董事，該等公司均於聯交所GEM上市。

馬健凌先生，39歲，於二零一九年五月十日獲委任為獨立非執行董事。彼目前為聯交所主板上市公司信陽毛尖集團有限公司（股份代號：362）之財務總監及公司秘書，以及為聯交所主板上市公司新確科技有限公司（股份代號：1063）之獨立非執行董事。馬先生為香港會計師公會會員。彼畢業於香港城市大學，取得會計學及法律工商管理（榮譽）學士學位。於加入本集團前，彼任職於著名國際會計師事務所，並擁有超過10年審核及會計經驗。

Directors and Senior Management Profiles

董事及高級管理層簡介

DIRECTORS *(Continued)*

Independent Non-Executive Directors *(Continued)*

Mr. Yiu King Ming, aged 37, was appointed as an independent non-executive director on 22 March 2022. He graduated from the Hong Kong Polytechnic University with a Bachelor of Arts (first-class honors) degree with a major in Accountancy and a minor in Corporate Finance. He is a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Yiu has over 15 years of experience in the accounting, financing, and auditing field. He was a financial controller and company secretary of Shentong Robot Education Group Company Limited (Stock Code: 8206) previously.

COMPANY SECRETARY

Mr. Po Eric, aged 52 (appointed on 8 February 2022), is the Chief Financial Officer, the Company Secretary and the Authorised Representative of the Company. Mr. Po graduated from City University of Hong Kong with a Bachelor of Arts (Honours) degree in Business Studies. He is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. Po has over 18 years of experience in accounting, financing and auditing field.

Mr. Fu Wing Kwok, Ewing, aged 52 (resigned on 8 February 2022), was the Chief Financial Officer and Company Secretary. He was responsible for the financial and secretarial affairs of the Group. Mr. Fu joined the Company in December 2012. He holds a bachelor degree in science with major in accounting of Bemidji State University, USA and is a member of American Institute of Certified Public Accountants. He has over 25 years of experience in auditing and accounting field.

董事 *(續)*

獨立非執行董事 *(續)*

饒競名先生，37歲，於二零二二年三月二十二日獲委任為獨立非執行董事。彼畢業於香港理工大學，持有主修會計學及副修企業金融（一級榮譽）文學士學位。彼為香港會計師公會及澳洲會計師公會會員。饒先生於會計、財務及審計方面擁有逾15年的經驗。彼曾為神通機器人教育集團有限公司（股份代號：8206）之財務總監及公司秘書。

公司秘書

布崑鳴先生，52歲（於二零二二年二月八日獲委任），為本公司財務總監、公司秘書及授權代表。布先生畢業於香港城市大學，持有商業學（榮譽）文學士學位。彼為香港會計師公會及英國特許公認會計師公會會員。布先生於會計、財務及審計方面擁有逾18年的經驗。

傅榮國先生，52歲（於二零二二年二月八日辭任），為財務總監兼公司秘書。彼負責本集團財政及秘書事務。傅先生於二零一二年十二月加入本公司。彼持有美國伯米吉州立大學理學士學位，主修會計；並為美國會計師公會會員。傅先生在審計及會計方面積逾25年經驗。

Directors and Senior Management Profiles

董事及高級管理層簡介

SENIOR MANAGEMENT

Mr. Chan Lap Kwan, aged 48, is the Director of Karl-Thomson Securities Company Limited and is responsible for the daily operations and implementation of the internal control procedures of the Kwun Tong branch. He holds a Bachelor of Business (Banking and Finance) degree from University of South Australia. He has extensive experience in the securities, futures and options industry. He joined the Group in July 1997.

Mr. Sung Wing Yiu, aged 65, is the Director of Karl-Thomson Securities Company Limited. He is responsible for the management and development of internet trading services, securities, futures and other derivatives business of the Group. He holds a Bachelor of Social Science degree in Government & Public Administration from the Chinese University of Hong Kong and a Master of Business Administration degree from the University of Hong Kong. Mr. Sung has extensive experience in the securities and futures industry and held senior positions in regional financial institutions in Hong Kong. He joined the Group in February 2001.

高級管理層

陳立群先生，48歲，高信證券有限公司董事，負責觀塘分公司之日常營運及執行內部監控程序。陳先生持有南澳洲大學商業學（銀行業及財經）學士學位。彼在證券、期貨及期權業擁有豐富經驗。陳先生於一九九七年七月加入本集團。

宋榮耀先生，65歲，高信證券有限公司董事，負責管理及發展本集團之互聯網買賣服務、證券、期貨及其他衍生工具業務。宋先生持有香港中文大學社會科學系公共及行政學學士學位及香港大學工商管理學碩士學位。宋先生在證券及期貨業擁有豐富經驗，並曾在香港金融機構擔任要職。宋先生於二零零一年二月加入本集團。

Report of the Directors

董事會報告

The Directors would like to present to shareholders their annual report (“Annual Report”) and the audited consolidated financial statements for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are (1) the trading of electronic products; (2) the provision of financial services and (3) property investment. Particulars of the principal subsidiaries of the Company are set out in note 48 to the consolidated financial statements.

Further discussion and analysis of the Group’s principal activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group’s business, can be found in the Management Discussion and Analysis set out on pages 8 to 23 of this Annual Report. This discussion forms part of this report of the Directors.

BUSINESS REVIEW

Details of business review, financial performance and future development of the Group’s business are set out in the “Management Discussion and Analysis” section from pages 8 to 23.

An analysis of the Group’s performance during the year using financial key performance indicators is provided in the Five Years Financial Summary on pages 247 to 248 of this Annual Report.

PRINCIPAL RISKS AND UNCERTAINTIES

There are various risks and uncertainties including business risks, capital risks and financial risks that may have different levels of impact on the Group’s financial performance, operations, business as well as future prospects.

The business risk faced by the Group is set out in the Environmental, Social and Governance Report and the capital risk and financial risk are set out in Note 5 and 6 to the consolidated financial statements respectively.

董事欣然向各股東提呈截至二零二一年十二月三十一日止年度之年報（「年報」）及經審核綜合財務報表。

主要業務

本公司為投資控股公司。本集團之主要業務為(1)電子產品貿易；(2)提供金融服務及(3)物業投資。本公司主要附屬公司之詳情載於綜合財務報表附註48。

按照香港公司條例附表5規定之本集團之主要業務之進一步討論及分析（包括對本集團面對之主要風險及不確定因素之論述，以及本集團業務未來可能發展之揭示）可於本年報第8至23頁所載管理層討論與分析內查閱。此討論乃本董事會報告之一部分。

業務回顧

業務回顧、財務表現及本集團業務未來發展之詳情載於第8至23頁之「管理層討論與分析」一節。

採用財務關鍵表現指標對本集團年內表現作出之分析載於本年報第247至248頁之五年財務概要。

主要風險及不確定因素

各種風險及不確定因素包括對本集團財務表現、營運、業務及未來前景有不同程度影響之業務風險、資本風險及財務風險。

本集團面臨之業務風險載於環境、社會及管治報告及資本風險及財務風險分別載於綜合財務報表附註5及6。

ENVIRONMENTAL POLICIES AND PERFORMANCE

We are attentive to consumption of natural resources and reduction of pollution during the course of managing our businesses. It is our goal to minimize our environmental impacts through recycling of materials, encouragement of resources savings and reduce wastes. The Group is committed to ensure our compliance with relevant environmental protection laws and regulations. For further details on performance of the Group on environmental aspects during the Year, please refer to our Environmental, Social and Governance Report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Group requires operations of the Company and its subsidiaries to comply with the relevant laws and regulations in the territories in which we operate. In 2021, there was a possible Breaches of Listing Rules 13.46(2)(a), 13.46(2)(b), 13.48(1), 13.49(1) and 13.49(6):

Background

- a. On 31 March 2021, the Company announced that the publication of the 2020 Annual Results will be delayed as the preparation of financial statements of certain major subsidiary for the year ended 31 December 2020 has been delayed. As a result, the Company failed to publish the 2020 Annual Results and the 2020 Annual Report by 31 March 2021 and 30 April 2021 respectively.
- b. Subsequently, the Company failed to publish the 2021 Interim Results and the 2021 Interim Report by 31 August 2021 and 30 September 2021 respectively.
- c. On 13 December 2021, the Company published the 2020 Annual Results, which was more than 8 months after the deadline under Rule 13.49(1).
- d. On 29 December 2021, the Company published the 2021 Interim Results, which was approximately 4 months after the deadline under Rule 13.49(6).

環境政策及表現

本集團在管理業務之過程中，一直關注天然資源之耗用及減少污染等問題。本集團之目標是透過循環利用材料、鼓勵節約資源及減廢，盡量減少環境影響。本集團致力確保其符合相關環保法律及法規之規定。有關本集團年內在環保方面之表現之進一步詳情，請參閱環境、社會及管治報告。

遵守相關法律及法規

本集團規定本公司及其附屬公司之營運須遵守我們經營所在地區之相關法律及法規。年內，董事會並不知悉有關違反法律及法規之任何事宜。於二零二一年，可能違反上市規則第13.46(2)(a)、13.46(2)(b)、13.48(1)、13.49(1)及13.49(6)條：

背景

- a. 於二零二一年三月三十一日，本公司宣佈，由於編製若干主要附屬公司截至二零二零年十二月三十一日止年度的財務報表已經延遲，故二零二零年全年業績的刊發將延遲。因此，本公司未能於二零二一年三月三十一日及二零二一年四月三十日前分別刊發二零二零年全年業績及二零二零年年報。
- b. 其後，本公司未能於二零二一年八月三十一日及二零二一年九月三十日前分別刊發二零二一年中期業績及二零二一年中期報告。
- c. 於二零二一年十二月十三日，本公司刊發二零二零年全年業績，超出第13.49(1)條項下截止日期8個月。
- d. 於二零二一年十二月二十九日，本公司刊發二零二一年中期業績，超出第13.49(6)條項下截止日期約4個月。

Report of the Directors

董事會報告

- e. On 28 January 2022, the Company published the 2020 Annual Report, which was approximately 9 months after the deadline under Rule 13.46(2)(a).
- f. On 23 February 2022, the Company published the 2021 Interim Report, which was approximately 5 months after the deadline under Rule 13.48(1).
- g. On 3 March 2022, the Company held the annual general meeting and its shareholders approved the 2020 Annual Report, which was 8 months after the deadline under Rule 13.46(2)(b) (i.e. 30 June 2021).
- h. Trading of the Company's shares was suspended on 1 April 2021 and resumed on 30 December 2021.
- e. 於二零二二年一月二十八日，本公司刊發二零二零年年報，超出第13.46(2)(a)條項下截止期限約9個月。
- f. 於二零二二年二月二十三日，本公司刊發二零二一年中期報告，超出第13.48(1)條項下截止期限約5個月。
- g. 於二零二二年三月三日，本公司舉行股東週年大會及其股東批准二零二零年年報，超出第13.46(2)(b)條項下截止期限（即二零二一年六月三十日）8個月。
- h. 本公司股份於二零二一年四月一日暫停買賣並於二零二一年十二月三十日恢復買賣。

The Stock Exchange of Hong Kong Limited reminded the Company that any breach of the Listing Rules is a serious matter. If there is a breach in the future, enforcement action may be brought against the Company.

香港聯合交易所有限公司提醒本公司任何違反上市規則的情況均為嚴重事項。倘日後再出現違規事項，可能會對本公司採取強制行動。

On the other hand, during year 2021, the Company failed to comply with the Listing Rule 3.10A, as it had less than one-third of independent non-executive directors representing in the Board. After appointment of Mr. Yiu King Ming as independent Non-Executive Directors on 22 March 2022, the Company is in compliance with the requirements of Rule 3.10(A) again.

另一方面，於二零二一年，本公司未能符合上市規則第3.10A條，乃由於其董事會的獨立非執行董事人數少於三分之一。於二零二二年三月二十二日委任饒競名先生為獨立非執行董事後，本公司重新符合第3.10(A)條的規定。

PERMITTED INDEMNITY PROVISION

The Directors and other officers, for the time being acting in relation to the affairs of the Company, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty.

獲准彌償條文

董事及當時就本公司事務行事之其他高級行政人員均可從本公司之資產及溢利獲得彌償，並確保該等人士免就執行各自之職務因所作出、發生之作為或不作為而招致或蒙受之所有訴訟、費用、檢控、損失、損害及開支招致任何損害。

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS AND OTHER STAKEHOLDERS

The Group understands the success of the Group's business depends on the support from its key stakeholders, including employees, customers, suppliers, banks, regulators and shareholders. During the year, there were no material and significant dispute between the Group and its key stakeholders that have a significant impact on the Group. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholder.

與僱員、客戶及供應商及其他權益人之關係

本集團了解本集團業務之成功取決於其主要權益人，包括僱員、客戶、供應商、銀行、監管機構及股東之支持。年內，本集團與對本集團有重大影響之主要權益人並無重大及顯著糾紛。本集團將繼續確保與各主要權益人之有效溝通，並保持良好關係。

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2021 are set out in the consolidated statement of profit or loss and other comprehensive income on page 94 to 96 of the Annual Report.

The Directors do not recommend the payment of any dividend for the year (2020: nil).

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the past five financial years ended 31 December 2017, 2018, 2019, 2020 and 2021 is set out on page 247 to 248 of the Annual Report.

FIXED ASSETS AND INVESTMENT PROPERTIES

Movements in the fixed assets and investment properties of the Group during the year are set out in note 19 and 20 to the consolidated financial statements respectively.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 41 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Save for the convertible notes as disclosed in notes 40 to the financial statements, no other equity-linked agreement entered into by the Company during the year ended 31 December 2021.

PRE-EMPTIVE RIGHTS

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

業績及分派

本集團截至二零二一年十二月三十一日止年度之業績，詳列於本年報第94至96頁之綜合損益及其他全面收益表。

董事不建議就本年度派付任何股息（二零二零年：無）。

財務概要

本集團截至二零一七年、二零一八年、二零一九年、二零二零年及二零二一年十二月三十一日止過去五個財政年度之業績與資產及負債概要詳列於本年報第247至248頁。

固定資產及投資物業

本集團於本年度內固定資產及投資物業之變動，分別詳列於綜合財務報表附註19及20內。

股本

本公司股本之詳情詳列於綜合財務報表附註41內。

股票掛鈎協議

除財務報表附註40所披露之可換股票據外，本公司於截至二零二一年十二月三十一日止年度並無訂立任何其他股票掛鈎協議。

優先購買權

本公司之公司細則或百慕達法例概無載列任何有關本公司須按比例向現有股東提呈發售新股份之優先購買權規定。

Report of the Directors

董事會報告

DISTRIBUTABLE RESERVES

At 31 December 2020 and 2021, the Company had no reserves available for distribution to the shareholders.

DONATION

No charitable donation was made by the Group during the year ended 31 December 2021 (2020: Nil).

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year attributable to the Group's major suppliers and customers are as follows:

Purchases

– the largest supplier	23%
– five largest suppliers in aggregate	77%

Sales

– the largest customer	31%
– five largest customers in aggregate	89%

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

可供分派儲備

於二零二零年及二零二一年十二月三十一日，本公司並無可供分派予各股東之儲備。

捐款

本集團於截至二零二一年十二月三十一日止年度並無作出慈善捐款（二零二零年：無）。

主要客戶及供應商

本集團主要供應商及客戶應佔年內採購量及銷量百分比如下：

採購量

– 最大供應商佔	23%
– 五大供應商合共佔	77%

銷量

– 最大客戶佔	31%
– 五大客戶合共佔	89%

概無董事或彼等之任何聯繫人或任何股東（據董事所知，擁有本公司已發行股本5%以上）於本集團五大供應商及其五大客戶中擁有任何實益權益。

DIRECTORS

Executive Directors:

Dr. HUI Chi Ming G.B.S., J.P. (Chairman)
Mr. BUSH Neil (Deputy Chairman)
Mr. XU Jun Jia
Mr. CAO Yu
Mr. LAM Kwok Hing M.H., J.P.
Mr. NAM Kwok Lun
Mr. Hui Ngok Lun

Independent Non-Executive Directors:

Mr. NGAN Kam Biu Stanford
Mr. MA Kin Ling
Mr. TAM Chak Chi
Mr. Yiu King Ming (appointed on 22 March 2022)

The Company has received written annual confirmation from all of its independent non-executive Directors in respect of their independence pursuant to the requirements of the Listing Rules. The Company considers that all of them are independent in accordance with the independence guidelines set out in the Listing Rules.

In accordance with Bye-laws 99 and 102 of the Company's Bye-laws, one-third of the Directors for the time being shall retire from office by rotation (save any Director holding office as Chairman or Managing Director) at each annual general meeting and any additional Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Therefore, Messrs. Hui Ngok Lun, Ngan Kam Biu, Stanford, Tam Chak Chi and Ma Kin Ling retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

董事

執行董事：

許智銘博士 G.B.S., J.P. (主席)
尼爾·布什先生 (副主席)
許峻嘉先生
曹宇先生
藍國慶先生 M.H., J.P.
藍國倫先生
許岳麟先生

獨立非執行董事：

顏錦彪先生
馬健凌先生
譚澤之先生
饒競名先生 (於二零二二年三月二十二日獲委任)

本公司已接獲其全體獨立非執行董事根據上市規則的規定就其獨立身份而呈交的年度書面確認。根據上市規則所載獨立性指引，本公司認為彼等全部均獨立。

根據本公司細則第99及102條，在每屆股東週年大會上，當時三分之一之董事將輪值退任，惟出任主席或董事總經理之任何董事除外，而任何獲委任之新增董事任期僅直至本公司下屆股東週年大會為止，並符合資格於會上膺選連任。因此，許岳麟先生、顏錦彪先生、譚澤之先生及馬健凌先生於應屆股東週年大會上退任，並符合資格且願意重選連任。

Report of the Directors

董事會報告

DIRECTORS (Continued)

Each of the Independent Non-Executive Directors has signed a letter of appointment for a term of three years until terminated by not less than three months' notice in writing served by the Independent Non-Executive Director of the Company or in accordance with the terms set out in the respective letters of appointment. Each of the Independent Non-Executive Directors is entitled to a director's fee.

The Director being proposed for re-election at the forthcoming annual general meeting does not have a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS AND SENIOR MANAGEMENT BIOGRAPHIES

Biographical information of the Directors of the Company and the senior management of the Group are set out on pages 24 to 31 of the Annual Report.

DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors has entered into a service contract with the Company for a three-year term which is not determinable within one year without payment of compensation. These service contracts shall continue thereafter unless and until terminated by either party with not less than three months' prior written notice.

DIRECTORS' REMUNERATION

The remuneration committee of the Board considers and recommends to the Board the remuneration of all Directors is subject to regular monitoring by the remuneration committee to ensure that the levels of their remuneration and compensation are appropriate. Details of the Directors' and Chief Executive Officer's remuneration are set out in note 15 to the consolidated financial statements.

董事 (續)

各獨立非執行董事已與本公司訂立為期三年的委聘書，直至本公司獨立非執行董事送達不少於三個月的書面通知或按照各有關委聘書所載條款終止為止。各獨立非執行董事享有董事袍金。

擬於應屆股東週年大會上重選連任之董事概無與本公司或其任何附屬公司訂有不能由本集團於一年內免付賠償（法定賠償除外）而終止之服務合約。

董事及高級管理層簡歷

本公司董事及本集團高級管理層之簡歷資料詳列於本年報第24至31頁。

董事之服務合約

各執行董事均與本公司訂立一份不得於一年內終止而毋須作出補償之服務合約，該合約為期三年。該等服務合約將於其後繼續生效，除非及直至任何一方事先發出不少於三個月書面通知予以終止。

董事酬金

董事會之薪酬委員會考慮並向董事會建議全體董事之酬金，有關酬金由薪酬委員會定期監察，以確保酬金及賠償水平恰當。董事及主要行政人員酬金詳情載於綜合財務報表附註15內。

Report of the Directors

董事會報告

MANAGEMENT CONTRACT

During the year, no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered or existed.

DIRECTORS' INTERESTS IN SHARES

At 31 December 2021, the interests of the Directors and their associates in the shares of the Company and its associated corporations (with the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited ("Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

1. Long positions in the ordinary shares of HK\$0.10 each of the Company

Name of Directors	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
董事姓名	身份	所持已發行普通股數目	佔本公司已發行股本百分比
Dr. Hui Chi Ming G.B.S., J.P. (Note 1) 許智銘博士 G.B.S., J.P. (附註1)	Interest of controlled corporation 受控制法團之權益	2,139,486,542	53.49%

Note 1: These Shares included 954,000 Shares held by Wisdom On Holdings Ltd., 277,926,000 Shares held by Hong Kong Finance Investment Limited, 407,187,143 Shares held by Hong Kong Finance Equity Management Limited, 841,780,284 Shares held by Hong Kong Finance Equity Investment Limited and 611,639,115 Shares held by Hong Kong Finance Equity Holding Limited respectively.

Note 2: The issued share capital of Hong Kong Finance Investment Limited is directly wholly-owned by Dr. Hui Chi Ming. The issued share capital of Wisdom On Holdings Ltd., Hong Kong Finance Equity Management Limited, Hong Kong Finance Equity Investment Limited and Hong Kong Finance Equity Holding Limited are indirectly wholly-owned by Dr. Hui Chi Ming G.B.S., J.P.

管理合約

年內，本公司並無訂立或存在有關管理及實施本公司全部或任何主要部分業務之合約。

董事於股份之權益

於二零二一年十二月三十一日，董事及彼等之聯繫人於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份中，擁有按本公司根據證券及期貨條例第352條存置的登記冊所記錄，或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）上市公司董事進行證券交易之標準守則（「標準守則」）另行知會本公司及聯交所之權益如下：

1. 於本公司每股面值0.10港元普通股之長倉

Name of Directors	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
董事姓名	身份	所持已發行普通股數目	佔本公司已發行股本百分比
Dr. Hui Chi Ming G.B.S., J.P. (Note 1) 許智銘博士 G.B.S., J.P. (附註1)	Interest of controlled corporation 受控制法團之權益	2,139,486,542	53.49%

附註1：該等股份包括分別由Wisdom On Holdings Ltd. 持有之954,000股股份、香港金融投資有限公司持有之277,926,000股股份、香港金融股權管理有限公司持有之407,187,143股股份、香港金融股權投資有限公司持有之841,780,284股股份及香港金融股權控股有限公司持有之611,639,115股股份。

附註2：香港金融投資有限公司之已發行股本由許智銘博士直接全資擁有。Wisdom On Holdings Ltd.、香港金融股權管理有限公司、香港金融股權投資有限公司及香港金融股權控股有限公司的已發行股本由許智銘博士G.B.S., J.P.間接全資擁有。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN SHARES (Continued)

2. Ordinary shares in subsidiaries which are wholly-owned

As at 31 December 2021, none of the Directors of the Company, chief executive or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its 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.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in this Annual Report, at no time during the year was the Company, its ultimate holding company or any subsidiaries of its ultimate holding company a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CONNECTED TRANSACTIONS AND DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

- (a) During the year, the Group received commission income and other securities dealing income from securities and futures dealing of approximately HK\$50,000 (2020: HK\$49,000) from director Mr. Nam Kwok Lun (2020: a director, Mr. Nam Kwok Lun).

董事於股份之權益 (續)

2. 全資附屬公司之普通股

於二零二一年十二月三十一日，概無本公司董事、主要行政人員或其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、相關股份或債券中，擁有記入根據證券及期貨條例第352條須存置之登記冊之任何權益或淡倉，或根據標準守則另行知會本公司及聯交所之任何權益或淡倉。

購買股份或債券安排

除本年報所披露者外，本年度內任何時候，本公司、其最終控股公司或其最終控股公司之任何附屬公司，概無任何收購本公司或任何其他法人團體的股份或債券的安排而致使本公司董事獲得利益。

關連交易及董事之重要合約權益

- (a) 於本年度內，本集團就證券及期貨買賣自董事藍國倫先生（二零二零年：一名董事藍國倫先生）收取佣金收入及其他證券買賣收入約50,000港元（二零二零年：49,000港元）。

CONNECTED TRANSACTIONS AND DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE (Continued)

- (b) During the year, the Group received commission income and other income from securities dealing of approximately HK\$17,000 (2020: HK\$17,000) from Asia Tele-Net, in which two directors, Messrs. Lam Kwok Hing and Nam Kwok Lun, have controlling interests.
- (c) At 31 December 2021, a director, Mr. Nam Kwok Lun, advanced approximately HK\$64,772,000 (2020: HK\$57,851,000) to the Group. During the year, the Group paid finance costs of HK\$2,364,000 (2020: HK\$2,614,000) to a director, Mr. Nam Kwok Lun.
- (d) At 31 December 2021, a director, Dr. Hui Chi Ming G.B.S., J.P., advanced approximately HK\$161,225,000 (2020: HK\$85,727,000) to the Group. It is unsecured, repayable on demand and non-interest bearing.

CONTINUING CONNECTED TRANSACTION

On 31 May 2013, the Group leased from Gahood Holding Company Limited, a company wholly-owned by Dr. Hui, the office space located at Unit 9 (portion) and Units 10-12, 19th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong for an initial term of two years at a monthly rent of HK\$180,000. Such agreement was renewed in May 2015 and May 2017 respectively to extend the tenancy period for two years expiring on 31 May 2017 and 31 May 2019 respectively at a monthly rent of HK\$200,000 and HK\$210,000 respectively. The tenancy agreement was further renewed and extended with the tenancy period expiring on 30 November 2020 and the monthly rent was adjusted to HK\$210,000 until to 31 March 2021. The tenancy agreement was further renewed by one year commenced from 1 April 2021 and expired on 31 March 2022, monthly rent remain unchanged. On 1 April 2022, the tenancy agreement was renewed by two years at a monthly rent of HK\$200,000.

關連交易及董事之重要合約權益 (續)

- (b) 於本年度內，本集團就證券買賣自亞洲聯網（兩名董事藍國慶先生及藍國倫先生擁有其控制權益）收取佣金收入及其他收入約17,000港元（二零二零年：17,000港元）。
- (c) 於二零二一年十二月三十一日，董事藍國倫先生向本集團墊款約64,772,000港元（二零二零年：57,851,000港元）。年內，本集團向董事藍國倫先生支付財務費用2,364,000港元（二零二零年：2,614,000港元）。
- (d) 於二零二一年十二月三十一日，董事許智銘博士G.B.S., J.P.向本集團墊款約161,225,000港元（二零二零年：85,727,000港元）。該筆墊款為無抵押、按要求償還及不計息。

持續關連交易

於二零一三年五月三十一日，本集團向嘉浩集團有限公司（許博士全資擁有的公司）租賃香港上環干諾道中168-200號信德中心招商局大廈19樓第9號（部分）及第10至12號辦公室單位，初步年期為兩年，月租為180,000港元。該協議分別於二零一五年五月及二零一七年五月重續，將租期延長兩年，分別於二零一七年五月三十一日及二零一九年五月三十一日屆滿，月租分別為200,000港元及210,000港元。租賃協議獲進一步重續及延期，租期於二零二零年十一月三十日屆滿，月租被調整為210,000港元，直至二零二一年三月三十一日止。新租賃協議自二零二一年四月一日起進一步重續一年，並於二零二二年三月三十一日屆滿，月租維持不變。於二零二二年四月一日，租賃協議重續兩年，月租為200,000港元。

Report of the Directors

董事會報告

CONTINUING CONNECTED TRANSACTION

(Continued)

Five of these agreements were arm's length transactions and in the usual and ordinary course of business of the Company and on normal commercial terms which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The annual cap amount for each of the financial years ended/ending 31 December 2018, 2019, 2020, 2021, 2022 are HK\$2,520,000, HK\$2,520,000, HK\$2,520,000, HK\$2,520,000 and HK\$2,520,000 respectively. The total amount of the transactions for the year ended 31 December 2021 was HK\$2,520,000 (2020: HK\$2,520,000).

Gahood is indirectly wholly-owned by Dr. Hui Chi Ming, an executive Director of the Company. Therefore, Gahood is a connected person of the Company under the Listing Rules.

According to the Tenancy Agreements between Gahood and Shiny Future constitutes continuing connected transactions for both Gahood and Shiny Future under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.76 (1) of the Listing Rules, such Extended Tenancy Agreement is fully exempt from shareholders' approval, annual review and all disclosure requirements.

Other than as disclosed above, there was no other transaction which need to be disclosed as a connected transaction in accordance with the requirements of the Listing Rules and no contract of significance to which the Company, its ultimate holding company or any subsidiaries of its ultimate holding 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.

持續關連交易 (續)

該等五份協議屬公平交易，並於本公司日常及一般業務過程中按一般商業條款訂立，屬公平合理且符合本公司及股東整體利益。

截至二零一八年、二零一九年、二零二零年、二零二一年及二零二二年十二月三十一日止財政年度各年之年度上限金額分別為2,520,000港元、2,520,000港元、2,520,000港元、2,520,000港元及2,520,000港元。截至二零二一年十二月三十一日止年度之交易總額為2,520,000港元（二零二零年：2,520,000港元）。

嘉浩由本公司執行董事許智銘博士間接全資擁有，故嘉浩為上市規則項下本公司之關連人士。

嘉浩與耀港之租賃協議構成上市規則第14A章項下嘉浩及耀港之持續關連交易。根據上市規則第14A.76(1)條，該經延長租賃協議獲全面豁免遵守股東批准、年度審閱及所有披露規定。

除上文所披露者外，於本年度末或年內任何時間，並無其他交易需根據上市規則之規定按關連交易予以披露，且本公司、其最終控股公司或其最終控股公司之任何附屬公司並無訂立本公司董事直接或間接於其中擁有重大權益之重大合約。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2021, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following shareholder had notified the Company of relevant interests in the issued share capital of the Company.

Long positions in the ordinary shares of HK\$0.10 each of the Company

主要股東

於二零二一年十二月三十一日，根據本公司按證券及期貨條例第336條存置之主要股東登記冊所記錄，下列股東已通知本公司所擁有本公司已發行股本之相關權益。

於本公司每股面值0.10港元普通股之長倉

Name of shareholder	Capacity	Number of issued ordinary shares held	Percentage of the share capital of the Company
股東名稱	身份	所持已發行普通股數目	佔本公司股本百分比
Hong Kong Finance Equity Management Limited (Note 1) 香港金融股權管理有限公司 (附註1)	Beneficial owner 實益擁有人	407,187,143	10.18%
Hong Kong Finance Equity Investment Limited (Note 1) 香港金融股權投資有限公司 (附註1)	Beneficial owner 實益擁有人	841,780,284	21.04%
Hong Kong Finance Equity Holding Limited (Note 1) 香港金融股權控股有限公司 (附註1)	Beneficial owner 實益擁有人	611,639,115	15.29%
Hong Kong Finance Investment Limited (Note 1) 香港金融投資有限公司 (附註1)	Beneficial owner 實益擁有人	277,926,000	6.95%
Wisdom On Holdings Limited (Note 1) Wisdom On Holdings Limited (附註1)	Beneficial owner 實益擁有人	954,000	0.02%

Note 1: The entire issued share capital are directly or indirectly wholly-owned by Dr. Hui Chi Ming.

附註1：全部已發行股本由許智銘博士直接或間接全資擁有。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS (Continued)

Long positions in the ordinary shares of HK\$0.10 each of the Company (Continued)

Save as disclosed above, no person (other than the Directors of the Company whose interests are set out under the heading "Directors' Interests in Shares" above) had an interest or a short position in the shares and underlying shares of the Company that was required to be recorded under Section 336 of the SFO.

DIRECTORS' INTEREST IN COMPETING BUSINESS

As at 31 December 2021, none of the Directors or their respective associates had any business or interests in business, apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the Directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

SUFFICIENCY OF PUBLIC FLOAT

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

RETIREMENT BENEFITS SCHEME

Details of the Group's retirement benefits scheme are set out in note 45 to the consolidated financial statements.

主要股東 (續)

於本公司每股面值0.10港元普通股之長倉 (續)

除上文所披露者外，除本公司董事（彼等之權益已詳列於上文「董事於股份之權益」內）外，概無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336條記錄的權益或淡倉。

董事於競爭業務之權益

於二零二一年十二月三十一日，概無董事或彼等各自之聯繫人擁有任何與本集團業務直接或間接競爭或可能競爭的業務或於除本集團業務以外的有關業務中擁有權益。

酬金政策

本集團僱員之酬金政策乃由薪酬委員會根據僱員之貢獻、資歷及能力而釐定。

本公司董事之酬金乃由薪酬委員會經考慮本公司之經營業績、各董事之表現及可供比較之市場數據而釐定。

足夠公眾持股量

根據本公司可公開獲得之資料及據董事所知，於本年報日期本公司已發行股份總數最少25%由公眾持有。

退休福利計劃

本集團的退休福利計劃詳情載於綜合財務報表附註45內。

PURCHASE, REDEMPTION OR SALE OF THE COMPANY'S SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares on the Stock Exchange during the year ended 31 December 2021.

CORPORATE GOVERNANCE

The Company had complied with all the applicable code provisions as set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules during the year. The details of the Group's compliance with the Code is set out in the Corporate Governance Report from pages 46 to 68 of this Annual Report.

AUDITOR

Elite Partners CPA Limited Certified Public Accountants ("Elite Partners") resigned as the auditor of the Company with effect from 8 February 2022 and Cheng & Cheng Limited Certified Public Accountants ("Cheng & Cheng") was then appointed as the auditor of the Company following the resignation of Elite Partners as the auditor of the Company. Cheng & Cheng will hold office until the conclusion of the next annual general meeting of the Company. A resolution for re-appointment of Cheng & Cheng as auditor of the Company is to be proposed at the AGM.

By Order of the Board
Dr. Hui Chi Ming, G.B.S., J.P.
CHAIRMAN
Hong Kong, 25 March 2022

購入、贖回或售出本公司證券

本公司或其任何附屬公司於截至二零二一年十二月三十一日止年度概無於聯交所購入、售出或贖回任何本公司股份。

企業管治

於年內，本公司一直遵守上市規則附錄十四所載企業管治守則的所有適用守則條文。本集團遵守守則之詳情載於本年報第46至68頁之企業管治報告。

核數師

開元信德會計師事務所有限公司（「開元信德」）自二零二二年二月八日起辭任本公司核數師，其後鄭鄭會計師事務所有限公司（執業會計師）（「鄭鄭」）於開元信德辭任本公司核數師後獲委任為本公司核數師。鄭鄭任期直至本公司下屆股東週年大會結束時為止。續聘鄭鄭為本公司核數師的決議案將於股東週年大會上呈。

承董事會命
許智銘博士，G.B.S., J.P.
主席
香港，二零二二年三月二十五日

Corporate Governance Report

企業管治報告

The Company recognizes that good corporate governance is vital to the success of the Group and sustains development of the Group. The Company is committed to maintaining good corporate governance standard and practices with an emphasis on integrity, transparency and independence. The board of directors (the “Board”) believes that good corporate governance is essential to the success of the Company and the enhancement of shareholders’ value.

CORPORATE GOVERNANCE PRACTICES

During the financial year of 2021, the Company has complied with most of the code provisions set out in the Corporate Governance Code (the “Code”) as contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), save for the following:

1. The Chairman of the Board and the Managing Director of the Company is not subject to retirement by rotation pursuant to Byelaw 99 of the Company’s Bye-laws.

The Company periodically reviews its corporate governance practices to ensure they continue to meet the requirements of the Code during the year ended 31 December 2021. The key corporate governance principles and practices of the Company are summarised in this report.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors’ securities transaction.

To the specific enquiry by the Company, all Directors have confirmed that they had complied with the Model Code throughout the year ended 31 December 2021.

本公司深明良好企業管治對本集團之成功及持續發展十分重要。本公司致力維持良好之企業管治準則及常規，著重於操守、透明度及獨立性。董事會（「董事會」）相信，良好之企業管治對本公司成功及提升股東價值至為重要。

企業管治常規

除以下各項外，本公司於二零二一年財政年度內已遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治守則（「守則」）之大部分守則條文：

1. 根據本公司的細則第99條，本公司的董事會主席及董事總經理毋須輪值退任。

本公司定期檢討其企業管治常規，以確保該等常規於截至二零二一年十二月三十一日止年度內一直符合守則的規定。本公司主要的企業管治原則及常規概列於本報告內。

董事進行證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」）作為董事進行證券交易之行為守則。

經本公司作出具體查詢後，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。

THE BOARD

Responsibilities

As at the date of this Annual Report, the Board comprises seven executive Directors, namely, Dr. Hui Chi Ming, G.B.S., J.P., Mr. Neil Bush, Mr. Cao Yu, Mr. Xu Jun Jia, Mr. Lam Kwok Hing, M.H., J.P., Mr. Nam Kwok Lun and Mr. Hui Ngok Lun; and three independent non-executive Directors, namely, Mr. Ngan Kam Biu, Stanford, Mr. Tam Chak Chi and Mr. Ma Kin Ling and Mr. Yiu King Ming. Biographical details, which include relationships among members of the Board, are provided in the "Directors and Senior Management Profiles" section of the Annual Report. The composition of the Board is well balanced with the Directors having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group. The Executive Directors and Independent Non-Executive Directors bring a variety of experience and expertise to the Company.

There is a clear division of responsibilities between the Board and the management. The Board is responsible for providing high-level guidance and effective oversight of management while day-to-day management of the Group is delegated to the management team of each respective subsidiary. Generally speaking the Board is responsible for:

- Formulating the Group's long term strategy and monitoring the implementation thereof
- Approval of interim and year end dividend
- Reviewing and approving the annual and interim reports
- Ensuring good corporate governance and compliance
- Monitoring the performance of the management
- Reviewing and approving any material acquisition and assets disposal
- Developing and reviewing the Group's policies and practices on corporate governance

董事會

職責

於本年報日期，董事會包括七名執行董事許智銘博士G.B.S., J.P.、尼爾·布什先生、曹宇先生、許峻嘉先生、藍國慶先生M.H., J.P.、藍國倫先生及許岳麟先生；及三名獨立非執行董事顏錦彪先生、譚澤之先生及馬健凌先生及饒競名先生。履歷詳情（包括董事會成員間之關係）載於本年報「董事及高級管理層簡介」一節。董事會之成員對於本集團所從事業務均具備充分行業知識、豐富的企業及策略規劃經驗及／或專門技術。執行董事及獨立非執行董事為本公司帶來不同的經驗及專門技術。

董事會及管理層有明確分工。董事會之職責為提供高層次之領導與有效監察管理層，而集團之日常管理則委派予各附屬公司之管理層負責。一般而言，董事會之職責包括：

- 制訂本集團之長遠策略及對策略執行進行監控
- 審批中期及年末股息
- 檢討及批准全年及中期報告
- 確保良好企業管治及遵守有關守則
- 監控管理層的表现
- 檢討及批准任何重大收購及資產出售
- 發展及檢討本集團的企業管治政策及常規

Corporate Governance Report

企業管治報告

THE BOARD *(Continued)*

Responsibilities *(Continued)*

The Board delegates the authority and responsibility for implementing day-to-day operations, business strategies and management of the Group's businesses to the Executive Directors, senior management and certain specific responsibilities to the Board committees. The Board is committed to making decisions in the best interests of both the Company and its shareholders.

The Board acknowledges its responsibility for preparing the consolidated financial statements of the Group which give a true and fair view of the Group's consolidated financial position in accordance with statutory requirements and applicable accounting standards. The statement by the auditor of the Company about its reporting responsibilities for the consolidated financial statements of the Group is set out on pages 84 to 93 in the Independent Auditor's Report.

All Directors have full and timely access to all relevant information as well as the advice and service of the Company Secretary to ensure Board procedures and all applicable rules and regulations are followed.

Composition

The Board has in its composition a balance of skills and experience necessary for independent decision making and fulfilling its business needs.

董事會 *(續)*

職責 *(續)*

董事會將實行日常營運、業務策略及本集團業務管理的授權及責任委派予執行董事、高級管理人員，並將若干特定責任指派予董事委員會。董事會在決策時，致力以本公司及其股東之最佳利益為依歸。

董事會知悉須負責根據法例及適用會計準則編製能真實而公允地反映本集團綜合財務狀況之本集團綜合財務報表。本公司核數師就其對本集團綜合財務報表申報責任之聲明載於第84至93頁之獨立核數師報告內。

全體董事均可全面並適時獲得所有相關資料、要求公司秘書提供意見及服務，以確保符合董事會程序及所有適用規則和規例。

組成

董事會成員兼具多樣才能和豐富經驗，協助董事會作出獨立決定，達致業務所需。

THE BOARD *(Continued)*

Composition *(Continued)*

As at the date of this annual report, the Board comprised 11 members, including 7 Executive Directors and 4 Independent Non-executive Directors, as follows:

Executive Directors:

Dr. HUI Chi Ming G.B.S., J.P. *(Chairman)*
Mr. BUSH Neil *(Deputy Chairman)*
Mr. XU Jun Jia
Mr. CAO Yu *(Managing Director, appointed on 1 December 2019)*

Mr. LAM Kwok Hing M.H., J.P.
Mr. NAM Kwok Lun
Mr. Hui Ngok Lun

Independent Non-Executive Directors:

Mr. NGAN Kam Biu Stanford
Mr. MA Kin Ling
Mr. TAM Chak Chi
Mr. Yiu King Ming *(appointed on 22 March 2022)*

Biographical details of the Directors are set out on pages 24 to 30.

董事會 *(續)*

組成 *(續)*

於本年報日期，董事會由11名成員組成，包括以下7名執行董事及4名獨立非執行董事：

執行董事：

許智銘博士 G.B.S., J.P. *(主席)*
尼爾•布什先生 *(副主席)*
許峻嘉先生
曹宇先生 *(董事總經理，
於二零一九年十二月一日獲委任)*
藍國慶先生 M.H., J.P.
藍國倫先生
許岳麟先生

獨立非執行董事：

顏錦彪先生
馬健凌先生
譚澤之先生
饒競名先生 *(於二零二二年三月二十二日獲委任)*

董事履歷詳情載於第24至30頁。

Corporate Governance Report

企業管治報告

THE BOARD *(Continued)*

Composition *(Continued)*

During the year ended 31 December 2021, the Board complied with the Rules 3.10 of the Listing Rules relating to the appointment of at least three independent non-executive directors, one of the independent non-executive directors has appropriate professional qualifications or accounting or related finance management expertise. However, the proportion of the INED constitutes a deviation from the Rules 3.10 (A) (as the independent non-executive directors representing less than one-third of the board).

Mr. Ngan Kam Biu standford remained as independent Non-Executive Directors from 11 June 2018. Following on the resignation of Chen Wei-Ming Eric, Mr. Yim Kai Pung and Mr. Ng Chi Kin David on 25 February, 10 May and 19 August 2019 respectively as independent Non-Executive Directors, Mr. Chan Tsang Mo, Mr. Ma Kin Ling and Mr. Tam Chak Chi subsequently appointed as an independent Non-Executive Directors on the same days respectively. Mr. Chan Tsang Mo resigned on 25 May 2020 at last. Mr. Yiu King Ming was appointed as independent Non-Executive Directors on 22 March 2022 and the Company is in compliance with the requirements of Rule 3.10(A) of the Listing Rules again after appointment of Mr. Yiu King Ming.

All the Independent Non-Executive Directors are appointed for a specific term of three years. They are subject to retirement by rotation and re-election provisions of the Bye-laws.

The Company has received written annual confirmation from each Independent Non-executive Director of his independence pursuant to the requirements of the Listing Rules. The Company considers all Independent Non-executive Directors to be independent in accordance with the independence guidelines set out within Rule 3.13 of the Listing Rules.

董事會 *(續)*

組成 *(續)*

截至二零二一年十二月三十一日止年度，董事會已遵守上市規則第3.10條有關最少委任三名獨立非執行董事，其中一名獨立非執行董事須具備適當之專業資格或會計或相關財務管理專長之規定。然而，獨立非執行董事的比例構成對第3.10(A)條的偏離（由於獨立非執行董事於董事會的佔比少於三分之一）。

顏錦彪自二零一八年六月十一日起一直為獨立非執行董事。於陳偉明先生、嚴繼鵬先生及伍志堅先生分別在二零一九年二月二十五日、五月十日及八月十九日辭任獨立非執行董事後，陳增武先生、馬健凌先生及譚澤之先生隨後分別於同日獲委任為獨立非執行董事。陳增武先生於二零二零年五月二十五日辭任。饒競名先生於二零二二年三月二十二日獲委任為獨立非執行董事及本公司於委任饒競名先生後重新符合上市規則第3.10(A)條的規定。

所有獨立非執行董事之指定任期均為三年。彼等須根據細則的規定輪值退任及膺選連任。

本公司已接獲各獨立非執行董事根據上市規則的規定就其獨立身份而呈交的年度書面確認。根據上市規則第3.13條所載獨立性指引，本公司認為全體獨立非執行董事均獨立。

THE BOARD *(Continued)*

Composition *(Continued)*

The Bye-laws of the Company requires that one-third (if the number is not a multiple of three, the number nearest to but not less than one-third) of the Directors (including executive and non-executive directors) shall retire by rotation each year. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election and those of the other Directors who have been longest in office since their election or re-election. A retiring Director is eligible for re-election. Any Director appointed by the Board to fill a casual vacancy shall hold office until the next general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office until the next following annual general meeting and be eligible for re-election. Any Director appointed pursuant to the aforesaid Bye-law shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Under the code provisions A.4.2. of the Code, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. However, according to Bye-Laws of the Company, the Chairman or Managing Director are not subject to retirement by rotation or taken into account on determining the number of Directors to retire. This constitutes a deviation from code provision A.4.2. of the Code. As continuation is a key factor to the successful implementation of any long-term business plans, the Board believes that the roles of Chairman and Managing Director provide the Group with strong and consistent leadership and allow more effective planning and execution of long-term business strategies, that the present arrangement is most beneficial to the Company and the shareholders as a whole.

董事會 *(續)*

組成 *(續)*

本公司之細則規定每年須有三分之一(倘人數並非三之倍數,則最接近但不少於三分之一之人數)數目之董事(包括執行及非執行董事)輪值退任。輪值退任的董事包括願意退任且不再重選連任的任何董事以及自推選或重選起計就任年期最長之其他董事。退任之董事合資格膺選連任。任何獲董事會委任以填補臨時空缺之董事,其任期將直至其獲委任後之下屆股東大會為止並須在該大會上重選,而任何由董事會委任以出任現時董事會新增董事席位的董事,其任期至下屆股東週年大會為止,並合資格重選連任。任何根據上述細則獲委任之董事在釐定輪值退任的特定董事或董事人數時不應考慮在內。

根據守則之守則條文A.4.2.,每名董事(包括有指定任期的董事)應輪值退任,至少每三年一次。然而,根據本公司細則,主席或董事總經理均毋須輪值退任,於釐定董事退任人數時亦毋須計算在內,構成與守則之守則條文A.4.2.有所偏差。由於持續性是成功執行任何長遠業務計劃的主要因素,董事會相信,主席兼董事總經理之職,能令本集團之領導更具強勢及貫徹,在策劃及落實長期商業策略方面更有效率,現有的安排對於本公司及股東的整體利益最為有利。

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THE BOARD (Continued)

Board Meetings and General Meeting

During the year ended 31 December 2021, 18 Board meetings and one annual general meeting (“AGM”) was held with details of the Directors’ attendance set out below:

董事會 (續)

董事會會議及股東大會

於截至二零二一年十二月三十一日止年度曾舉行18次董事會會議及一次股東週年大會(「股東週年大會」)，有關董事之出席詳情載列如下：

		Board 董事會	Annual General Meeting 股東週年大會
Executive Directors:	執行董事：		
Dr. HUI Chi Ming G.B.S., J.P. (Chairman)	許智銘博士 G.B.S., J.P. (主席)	18/18	1/1
Mr. BUSH Neil (Deputy Chairman)	尼爾• 布什先生 (副主席)	1/18	0/1
Mr. XU Jun Jia	許峻嘉先生	2/18	0/1
Mr. CAO Yu (Managing Director, appointed on 1 December 2020)	曹宇先生 (董事總經理， 於二零二零年十二月一日獲委任)	18/18	1/1
Mr. LAM Kwok Hing M.H., J.P.	藍國慶先生 M.H., J.P.	16/18	0/1
Mr. NAM Kwok Lun	藍國倫先生	16/18	1/1
Mr. Hui Ngok Lun (appointed on 16 July 2020)	許岳麟先生 (於二零二零年 七月十六日獲委任)	10/18	1/1
Independent Non-Executive Directors:	獨立非執行董事：		
Mr. NGAN Kam Biu Stanford	顏錦彪先生	18/18	1/1
Mr. MA Kin Ling (appointed on 10 May 2019)	馬健凌先生 (於二零一九年 五月十日獲委任)	18/18	1/1
Mr. TAM Chak Chi (appointed on 19 August 2019)	譚澤之先生 (於二零一九年 八月十九日獲委任)	18/18	1/1
Mr. Yiu King Ming (appointed on 22 March 2022)	饒競名先生 (於二零二二年三月 二十二日獲委任)	N/A 不適用	N/A 不適用

THE BOARD *(Continued)*

Directors' Training

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company would provide a comprehensive introduction package covering the summary of the responsibilities and liabilities of a director of a Hong Kong listed company, the Company's constitutional documents and the Guides on Directors' Duties issued by the Companies Registry to each newly appointed Director to ensure that he/she is sufficiently aware of his/her responsibilities and obligations under the Listing Rules and other regulatory requirements.

The Company Secretary reports from time to time the latest changes and development of the Listing Rules, corporate governance practices and other regulatory regime to the Directors with written materials, as well as organizes seminars on the professional knowledge and latest development of regulatory requirements related to director's duties and responsibilities.

For the year ended 31 December 2021, each of the newly appointed Directors participated in the director's induction training conducted by the lawyer.

董事會 (續)

董事培訓工作

本公司鼓勵董事參與持續專業發展，增進並重溫彼等之知識及技能。本公司向每名新委任的董事提供全面的就任資料文件，涵蓋香港上市公司董事之職責及法律責任概要、本公司之組織章程文件以及香港公司註冊處發出的董事責任指引，確保其充分知悉其於上市規則及其他監管規定下的職責及責任。

公司秘書不時向董事匯報上市規則、企業管治常規以及其他監管制度之最新變動及發展並提供相關書面資料，亦安排講座講解有關董事職務及職責之專業知識及監管規定的最新發展。

截至二零二一年十二月三十一日止年度，各新委任董事均已參加律師進行之董事入職培訓。

Corporate Governance Report

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The positions of the Chairman of the Board and the Chief Executive Officer are held separately by two individuals to ensure their respective independence, accountability and responsibility. The Chairman is responsible for overseeing the function of the Board and formulating overall strategies and policies of the Company. The Managing Director is responsible for managing the Group's business and overall operations. The day-to-day running of the Company is delegated to the management with divisional heads responsible for different aspects of the business.

The Chairman shall ensure that all Directors are properly briefed on issues arising at Board meetings.

The Chairman is responsible for ensuring that Directors receive adequate information, which must be complete and reliable, in a timely manner.

BOARD COMMITTEES

The Directors are aware of their collective and individual responsibilities to the shareholders for the wellbeing and success of the Company.

To enhance the effectiveness of the management of the Company, the Board has established three committees, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee to oversee corresponding aspects of the Company's affairs. All Board committees of the Company have defined written terms of reference.

主席及行政總裁

董事會主席及行政總裁職位分別由兩名人士擔任，以確保此等職位各自之獨立性、問責性及責任承擔。主席負責監管董事會運作以及制訂本公司整體策略及政策。董事總經理負責管理本集團之業務及整體營運。本公司之日常管理事務交由管理層人員處理，並由各部門主管負責業務各個方面之營運。

主席確保董事會會議上所有董事均適當知悉當前的事項。

主席負責確保董事及時收到充分的資訊，而有關資訊均屬完備可靠。

董事會委員會

董事深知彼等須向股東共同及個別地承擔努力經營及令本公司取得成功之責任。

為提升本公司之管理效益，董事會已成立三個委員會，分別為審核委員會、提名委員會及薪酬委員會，以監督本公司事務的有關範疇。本公司所有董事會委員會均已制訂書面職權範圍。

BOARD COMMITTEES *(Continued)*

Audit Committee

The Audit Committee was established on August 2000 and comprises three Board members, all of whom are Independent Non-executive Directors. The Audit Committee has adopted the same term of reference, which describes the authority and duties of the Committee, as quoted under code provision C.3.3 of the Code. The written terms of reference which describe the authority and duties of the Audit Committee were adopted on August 2000 and revised on 1 March 2012 to conform to the provisions of the Code, a copy of which is posted on the Company's website and the Stock Exchange on 2 March 2012.

The Audit Committee is primarily responsible for the following duties:

- to make recommendation to the Board on the appointment, reappointment and removal of the external auditor, and to approve the audit fees and the terms of engagement of the external auditor, and any questions of their resignation or dismissal;
- to monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, and to discuss with the external auditor the nature and scope of the audit and reporting obligations before the audit commences;
- to monitor integrity of the Group's consolidated financial statements, annual report, accounts and the half-year report, and to review significant financial reporting judgments contained in them;

董事會委員會 (續)

審核委員會

審核委員會已於二零零零年八月成立，成員包括三名董事會成員，全部均為獨立非執行董事。審核委員會已採納守則之守則條文C.3.3所用之相同職權範圍，描述委員會之權限及職責。為符合守則條文，描述審核委員會權限及職責之書面職權範圍已於二零零零年八月獲採納，並於二零一二年三月一日修訂，書面職權範圍全文已於二零一二年三月二日刊載於本公司網頁及聯交所網站。

審核委員會主要負責以下職責：

- 就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的審核費及聘用條款、及處理任何有關該核數師辭職或辭退的問題；
- 按適用的標準監察外聘核數師是否獨立客觀及核數程序是否有效，並於核數工作開始前與外聘核數師討論核數性質及範疇及有關申報責任；
- 監察本集團綜合財務報表、年度報告、賬目及半年度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見；

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (Continued)

Audit Committee (Continued)

- to oversee the Group's financial reporting system and internal control procedures; and
- to review compliance with regulatory and legal requirements by the Company.

The Audit Committee shall meet at least four times each year. In 2021, the Audit Committee held 10 meetings which include considering the annual results of the Group for the financial year ended 31 December 2020 and the interim results of the Group for the 6 months ended 30 June 2021, discussing with the Company's auditor on the existing internal control and meetings regarding the resumption progress of the Company. The Audit Committee also provides an important link between the Board and the Company's auditors in matters coming within the scope of its terms of reference and keeps under review the independence and objectivity of the auditors.

Subsequent to the financial year end, the Audit Committee has reviewed the Group's audited consolidated financial statements for the year ended 31 December 2021, including the accounting principles and practices adopted by the Group, and recommended them to the Board for approval.

There were five meetings held during the year, details of attendance are set out below:

Number of meetings

Audit Committee members:

Mr. Tam Chak Chi (*Chairman of Audit Committee*)
Mr. Ma Kin Ling
Mr. NGAN Kam Biu Stanford

會議次數

審核委員會成員：

譚澤之先生 (審核委員會主席)
馬健凌先生
顏錦彪先生

5

10/10
10/10
10/10

董事會委員會 (續)

審核委員會 (續)

- 監管本集團財務申報制度及內部監控程序；及
- 檢討本公司所遵循的管理和法律規定。

審核委員會將每年至少召開會議四次。於二零二一年，審核委員會曾召開10次會議，以考慮本集團截至二零二零年十二月三十一日止財政年度之全年業績及截至二零二一年六月三十日止六個月之中期業績，與本公司之核數師就現行內部監控進行討論，以及有關本公司復牌進展的會議。審核委員會亦為董事會及本公司核數師之間之重要橋樑，在其職權範圍內持續檢討核數師是否獨立客觀。

於財政年度結束後，審核委員會已審閱本集團截至二零二一年十二月三十一日止年度的經審核綜合財務報表，包括本集團採納之會計原則及慣例，並建議董事會批准。

年內，審核委員會曾舉行五次會議，出席詳情載列如下：

BOARD COMMITTEES (Continued)

Nomination Committee

The Nomination Committee of the Company (the "Nomination Committee") was established on 27 March 2012 and is composed of one executive director and two independent non-executive directors, namely Dr. Hui Chi Ming, G.B.S., J.P. (Chairman of the Nomination Committee), Mr. Tam Chak Chi and Mr. Ma Kin Ling.

In order to comply with the Code, the Board adopted terms of reference of the Nomination Committee on 27 March 2012 and the terms of reference of the Nomination Committee are available on the websites of the Company and the Stock Exchange on 28 March 2012.

The primary duties of the Nomination Committee are to review the structure, size, composition and diversity (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; to identify and nominate qualified individuals for appointment as additional directors or to fill Board vacancies as and when they arise, and to make recommendations to the Board on matters relating to the appointment or re-appointment of directors and succession plan for directors, in particular the Chairman and the Chief Executive Officer.

Board Diversity Policy

The Board has adopted a board diversity policy to set out the approach to achieve diversity on the Board. According to the Board diversity policy, the Board takes into account various elements of diversity including but not limited to age, gender, cultural and educational background, skills, professional knowledge and industry experience in determining the appointment and reappointment of the Directors and proposed candidates. All Directors appointments are based on meritocracy and due regard is given to the Board's diversity to ensure the Company can obtain the benefits of such diversity. The nomination committee is responsible for the monitoring and review of the policy.

董事會委員會 (續)

提名委員會

本公司之提名委員會(「提名委員會」)於二零一二年三月二十七日成立,由一名執行董事及兩名獨立非執行董事組成,分別為許智銘博士 G.B.S., J.P. (提名委員會主席)、譚澤之先生及馬健凌先生。

為遵守守則,董事會於二零一二年三月二十七日採納提名委員會之職權範圍。提名委員會之職權範圍已於二零一二年三月二十八日刊載於本公司及聯交所網站。

提名委員會之首要職責乃檢討董事會的架構、人數、組成及多元化(包括技術、知識及經驗方面)及就任何建議變動向董事會提供意見,以補充本公司的企業策略,物色具備合適資格可擔任董事的人士,並提名有關人士為新增董事或於需要時填補董事會空缺,及就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃的有關事宜向董事會提出建議。

董事會多元化政策

董事會已採納董事會成員多元化政策,以載列達致董事會成員多元化之方法。根據董事會多元化政策,董事會考慮多種多元化元素,包括但不限於年齡、性別、文化及教育背景、技能、專業知識及行業經驗,以確定董事與提名候選人之委任及重新委任。所有董事委任均以用人唯才為原則並顧及董事會成員多元化,確保本公司可從該多元化中受益。提名委員會負責監督及檢討該項政策。

Corporate Governance Report 企業管治報告

BOARD COMMITTEES (Continued)

Board Diversity Policy (Continued)

During the year, the nomination committee reviewed the composition of the Board. After assessing the suitability of the directors' skills and experience to the Company's business, the Nomination Committee confirmed that the existing Board was appropriately structured and no change was required. However, the Nomination Committee also concluded that one more independent non-executive director shall be appointed so as to re-comply with Rules 3.10(A) of the listing rules.

The Nomination Committee shall meet at least once per year according to its terms of reference. Four Nomination Committee meetings were held during the year, details of attendance are set out below:

Number of meetings	會議次數	
Nomination Committee members:	提名委員會成員：	
Dr. HUI Chi Ming, G.B.S., J.P. (Chairman of the Nomination Committee)	許智銘博士, G.B.S., J.P. (提名委員會主席)	4/4
Mr. Tam Chak Chi	譚澤之先生	4/4
Mr. Ma Kin Ling	馬健凌先生	4/4

During the year, the Nomination Committee had reviewed the structure, size and composition of the Board of Directors of the Company and the retirement and re-appointment arrangement of the Directors in the Company's forthcoming annual general meeting.

Remuneration Committee

The Company established the Remuneration Committee on 28 July 2005 with terms of reference substantially the same as those contained in code provision B.1.2 of the Corporate Governance Code. The written terms of reference which describe the authority and duties of the Remuneration Committee were adopted on 28 July 2005 and revised on 1 March 2012 to conform to the provisions of the Code, a copy of which is posted on the Company's website and the Stock Exchange. A majority of the members of the Remuneration Committee is Independent Non-executive Directors and members of the Committee are listed as below.

董事會委員會 (續)

董事會多元化政策 (續)

年內，提名委員會已檢討董事會之成員組成。在評估董事具備之技能及經驗對本公司業務是否適合後，提名委員會確認，現有董事會之架構適當，毋須作出任何變動。然而，提名委員會亦認為須委任多一名獨立非執行董事以重新符合上市規則第3.10(A)條。

根據提名委員會之職權範圍，提名委員會須最少每年舉行一次會議。提名委員會已於年內舉行四次會議，出席詳情載列如下：

年內，提名委員會已審閱本公司董事會之架構、規模及組成，以及本公司應屆股東週年大會之董事退任及重新委任安排。

薪酬委員會

本公司於二零零五年七月二十八日成立薪酬委員會，其職權範圍與企業管治守則之守則條文B.1.2所載者大致相同。為符合守則條文，描述薪酬委員會權限及職責之書面職權範圍已於二零零五年七月二十八日獲採納，並於二零一二年三月一日修訂，書面職權範圍全文已刊載於本公司網頁及聯交所網站內。薪酬委員會的大部分成員為獨立非執行董事，該委員會的成員載列如下。

BOARD COMMITTEES *(Continued)*

Remuneration Committee *(Continued)*

In accordance with the code provision B.1.2 (c)(ii) of the Corporate Governance Code, the Remuneration Committee is responsible for making recommendations to the Board on the remuneration packages of individual executive directors and senior management. The Remuneration Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and the desirability of performance-based remuneration.

The Remuneration Committee is primarily responsible for the following duties:

- to determine the policy for the remuneration of executive directors, assessing performance of executive directors and approving the terms of executive directors' service contracts;
- to make recommendations to the Board on the Company's policy and structure for all remuneration of directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration and to place recommendations before the Board concerning the total remuneration and/or benefits granted to the Directors from time to time;
- to review and approve the senior management's remuneration proposals with reference to the corporate goals and objectives resolved by the Board from time to time;
- to perform an advisory role to the Board and to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, with the Board retaining the final authority to approve executive directors' and senior management's remuneration;
- to make recommendations to the Board on the remuneration on independent non-executive directors;

董事會委員會 (續)

薪酬委員會 (續)

根據企業管治守則之守則條文B.1.2(c)(ii)，薪酬委員會負責向董事會建議個別執行董事及高級管理人員的薪酬待遇。薪酬委員會考慮各項因素，包括同業薪金水平、董事奉獻之時間及其職責、本集團內部其他職位的僱傭情況及與表現掛鈎之酬金。

薪酬委員會主要負責以下職責：

- 制訂執行董事薪酬政策、評估執行董事的表現及批准執行董事服務合約條款；
- 對本公司有關董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序以制訂薪酬政策，向董事會提出建議。委員會亦需要就授予董事的總薪酬及／或利益，不時向董事會提出建議；
- 因應董事會訂立之企業方針及目標而不時檢討及批准高級管理人員的薪酬；
- 作為董事會的顧問及向董事會建議個別執行董事及高級管理人員的薪酬待遇，但董事會就執行董事及高級管理人員的薪酬待遇保留最後的審批權；
- 就獨立非執行董事的薪酬待遇向董事會提供意見；

Corporate Governance Report 企業管治報告

BOARD COMMITTEES (Continued)

Remuneration Committee (Continued)

- to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive; and
- to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate.

The overriding objective of the remuneration policy is to ensure that the Company is able to attract, retain, and motivate a high-calibre team which is essential to the success of the Company.

The Remuneration Committee shall meet at least once each year. During the year, four meetings were held to consider and approve the remuneration of all Directors and senior management.

Four Remuneration Committee meetings were held during the year, details of attendance are set out below:

Number of meetings

會議次數

4

Remuneration Committee members:

薪酬委員會成員：

Mr. Ma Kin Ling

馬健凌先生

4/4

(Chairman of Remuneration Committee)

(薪酬委員會主席)

Mr. Tam Chak Chi

譚澤之先生

4/4

Mr. Hui Ngok Lun

許岳麟先生

4/4

During the year under review, the Remuneration Committee reviewed the existing remuneration policies of the Company.

董事會委員會 (續)

薪酬委員會 (續)

- 檢討及批准向執行董事及高級管理人員支付與喪失或終止職務或委任有關的賠償，以確保該等賠償按有關合約條款釐定；若未能按有關合約條款釐定，賠償亦須公平合理，不會對公司造成過重負擔；及
- 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排按有關合約條款釐定；若未能按有關合約條款釐定，有關賠償亦須合理適當。

薪酬政策之首要目標乃確保本公司能夠吸引、留聘及鼓勵對本公司之成功至關重要之高質素團隊。

薪酬委員會將每年至少召開會議一次。年內，薪酬委員會曾召開四次會議，以考慮及批准全體董事及高級管理人員之薪酬。

年內，薪酬委員會曾舉行四次會議，出席詳情載列如下：

於回顧年度，薪酬委員會已審閱本公司之現有薪酬政策。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for determining the policy for the corporate governance of the Company and performing the corporate governance duties as below:

- (i) To develop and review the Group's policies and practices on corporate governance and make recommendations;
- (ii) To review and monitor the training and continuous professional development of directors and senior management;
- (iii) To review and monitor the Group's policies and practices on compliance with all legal and regulatory requirements (where applicable);
- (iv) To develop, review and monitor the code of conduct and compliance manual (if any) applicable to the employees and directors of the Group; and
- (v) To review the Group's compliance with the code of corporate governance and disclosure requirements in the Corporate Governance Report.

During the year, the Board approved the terms of reference of the Board and the revised terms of reference of the Audit Committee, the Nomination Committee and the Remuneration Committee, the shareholder communication policy, shareholder enquiry procedures and special request procedures.

企業管治職能

董事會負責制訂本公司之企業管治政策並履行以下企業管治職務：

- (i) 制訂及檢討本集團的企業管治政策及常規，並提出建議；
- (ii) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (iii) 檢討及監察本集團的政策及常規符合所有法律及規例的要求（如適用）；
- (iv) 制訂、檢討及監察適用於本集團全體僱員及董事的行為守則及合規指引（如有）；及
- (v) 檢討本集團對企業管治守則及企業管治報告的披露要求的合規情況。

年內，董事會已批准董事會之職權範圍、審核委員會、提名委員會及薪酬委員會之經修訂職權範圍、股東溝通政策、股東查詢程序及特別請求程序。

Corporate Governance Report

企業管治報告

AUDITOR'S REMUNERATION

During the year ended 31 December 2021, the remuneration paid/payable to the external auditors of the Group, Cheng&Cheng Limited, Certified Public Accountants, is set out as follow:

Services Rendered 所提供服務

Fees paid/payable 已付／應付費用 HK\$'000 千港元

Audit services	審計服務	1,900
Other assurance services	其他鑑證服務	400

The audit committee has expressed its views to the Board that the level of fees paid/payable to the Company to the Company's external auditors for annual audit services is reasonable. There has been no major disagreement between the auditors and the management of the Company during the year.

核數師的酬金

截至二零二一年十二月三十一日止年度，已付／應付本集團外聘核數師鄭鄭會計師事務所有限公司（執業會計師）之酬金載列如下：

審核委員會已向董事會發表意見，即本公司就年度審核服務已付／應付本公司外聘核數師之費用水平乃屬合理。年內，本公司核數師與管理層之間並無重大分歧。

COMPANY SECRETARY

Mr. Po Eric, the secretary of the Company whose biography details are set out in the section headed "Directors and Senior Management Profiles" in this Annual Report, confirmed that he had attained no less than 15 hours of relevant professional training during the year ended 31 December 2021.

公司秘書

本公司之公司秘書布崑鳴先生之履歷詳情載於本年報「董事及高級管理層簡介」一節，彼確認已於截至二零二一年十二月三十一日止年度內接受不少於15小時之相關專業培訓。

LIABILITY INSURANCE OF DIRECTORS AND SENIOR MANAGEMENT

The Company has not yet arranged insurance cover in respect of legal action against its directors as the Board considers that the Board adopts prudent management policy. The needs for insurance policy will be reviewed from time to time.

董事及高級管理人員的責任保險

由於董事會認為董事會一直採納保守管理政策，因此本公司現時尚未為針對董事的法律訴訟購買保險。本公司將不時檢討保險政策之需要。

DIRECTOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENT

The Board acknowledges that it is their responsibilities for:

- (i) overseeing the preparation of the financial statements of the Group with a view to ensuring such financial statements give a true and fair view of the state of affairs of the Group, and
- (ii) selecting suitable accounting policies and applying the selected accounting policies consistently with the support of reasonable and prudent judgement and estimates.

The statement by auditor about their reporting responsibilities is set out in the Independent Auditor's Report on pages 84 to 93 of the Annual Report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is overall responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group established and maintained appropriate and effective risk management and internal control systems.

The Audit Committee reviews the risk management and internal controls that are significant to the Group on an on-going basis. The Audit Committee would consider the adequacy of resource, qualifications and experience and training of staff and external advisor of the Group's accounting, internal audit and financial reporting function.

The management of the Group is responsible for designing, maintaining, implementing and monitoring of the risk management and internal control system to ensure adequate control in place to safeguard the Group's assets and stakeholder's interest.

The Group has established risk management procedures to address and handle the all significant risks associate with the business of the Group. The Board would perform annual review on any significant change of the business environment and establish procedures to response the risks result from significant change of business environment. The risk management and internal control systems are designed to mitigate the potential losses of the business.

董事對財務報表之責任

董事會確認彼等之責任為：

- (i) 監督本集團財務報表之編製，確保財務報表真實公平反映本集團之財務狀況，及
- (ii) 選取適合之會計政策，並且貫徹應用該等經選定會計政策，以作出合理審慎之判斷及估計。

核數師就彼等之呈報責任所作聲明載於本年報第84至93頁之獨立核數師報告內。

風險管理及內部控制

董事會全面負責評估及釐定本集團達成策略目標時願意接納之風險性質及程度，並確保本集團設立及維持適當及有效的風險管理及內部控制系統。

審核委員會持續檢討對本集團而言屬重大的風險管理及內部控制。審核委員會將考慮本集團會計、內部審核及財務申報職能的員工及外部顧問的資源、資質、經驗及培訓是否充足。

本集團管理層負責設計、維護、實施及監管風險管理及內部控制系統，確保有足夠控制措施保障本集團的資產及權益人的利益。

本集團已設立風險管理程序，以解決及處理本集團業務所涉及的一切重大風險。董事會每年對營商環境的重大變動進行檢討，並設立程序應對營商環境的重大變動所帶來的風險。風險管理及內部控制系統旨在減少業務的潛在虧損。

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (Continued)

The management would identify the risks associate with the business of the Group by considering both internal and external factors and events which include political, economic, technology, environmental, social and staff. Each of risks has been assessed and prioritised based on their relevant impact and occurrence opportunity. The relevant risk management strategy would be applied to each type of risks according to the assessment results, type of risk management strategy has been listed as follow:

- Risk retention and reduction: accept the impact of risk or undertake actions by the Group to reduce the impact of the risks;
- Risk avoidance: change business process or objective so as to avoid the risk;
- Risk sharing and diversification: diversify the effect of the risk or allocate to different location or product or market; and
- Risk transfer: transfer ownership and liability to a third party.

The internal control systems are designed and implemented to reduce the risks associated with the business accepted by the Group and minimise the adverse impact results from the risks. The risk management and internal control system are design to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

For the year ended 31 December 2021, the Group has engaged an external advisory firm to undertake the internal audit function to ensure the effectiveness and efficiency of the risk management and internal control system of the Group. There is no significant deficiency and weakness on the internal control system has been identified by the external advisory firm for the year ended 31 December 2021.

The Board considered that, for the year ended 31 December 2021, the risk management and internal control system and procedures of the Group, covering all material controls including financial, operational and compliance controls and risk management functions were reasonably effective and adequate.

風險管理及內部控制 (續)

管理層經考慮政治、經濟、技術、環境、社會及員工等內外部風險及事件後，識別本集團業務所涉及的風險。本集團根據各項風險的相關影響及發生機會評估相關風險，並釐定相關風險的優次順序。相關風險管理策略將根據評估結果應用於各類風險，而各類風險管理策略呈列如下：

- 風險保留及降低：本集團接納風險影響或採取行動，以降低風險的影響；
- 風險避免：變更業務流程或目標，以避免風險；
- 風險分擔及分散：分散風險影響，或分配至不同地區或產品或市場；及
- 風險轉移：向第三方轉移所有權及責任。

設計及實施內部控制系統旨在降低本集團所接納之業務相關風險，並盡量降低該等風險造成的不利影響。設計風險管理及內部控制系統旨在管理，而非消除未能達成業務目標的風險，且僅對重大失實陳述或損失提供合理但非絕對保證。

截至二零二一年十二月三十一日止年度，本集團已聘用外部顧問公司承擔內部審核職能，確保本集團風險管理及內部控制系統之有效性及效率。截至二零二一年十二月三十一日止年度，外部顧問公司並未發現內部控制系統存在任何重大缺陷及不足。

董事會認為，截至二零二一年十二月三十一日止年度，本集團涵蓋財務、營運及合規控制等所有重大控制事宜及風險管理職能的風險管理及內部控制系統乃屬合理有效及足夠。

SHAREHOLDERS' RIGHTS

An annual general meeting shall be held in every year. General meetings which are not annual general meetings are known as special general meetings ("SGM") as referred to in the procedures described below. These procedures are subject to the bye-laws of the Company, the Companies Act 1981 of Bermuda (the "Companies Act") and applicable legislation and regulations.

Convening of SGM on requisition of shareholders

In accordance with the Companies Act registered Shareholder(s) holding not less than one-tenth (10%) of the paid-up capital of the Company as at the date of the deposit of the requisition shall have the right to submit a written requisition requiring a SGM to be convened by the Board.

The written requisition (i) must state the purposes(s) of the meeting, and (ii) must be signed by the requisitionists and deposited at the Company's registered office in Bermuda, and may consist of several documents in like form, each signed by one or more requisitionists. To ensure that the requisition is received by the Company at the earliest opportunity, the requisitionists are urged to deposit also a copy of the signed requisition at the Company's principal place of business in Hong Kong (for the attention of the board of directors or the company secretary).

If the Directors fail to proceed to convene an SGM within 21 days from the date of deposit of the requisition, the requisitionist(s) (or any of them representing more than one-half of their total voting rights) may himself/themselves convene an SGM, which must be held within 3 months of the date of deposit of the requisition. The SGM must be convened by the requisitionist(s) in the same manner as nearly as possible as that in which SGM is to be convened by the Directors.

股東之權利

本公司於每年將會舉行股東週年大會。非屬股東週年大會之股東大會乃以下所述程序所指之股東特別大會（「股東特別大會」）。該等程序須受本公司公司細則、百慕達一九八一年公司法（「公司法」）及適用之法例及規例限制。

應股東要求召開股東特別大會

根據公司法，於提出請求當日持有本公司已繳足股本不少於十分之一(10%)的登記股東有權提出書面請求要求董事會召開股東特別大會。

該書面請求(i)須列明大會的目的及(ii)須由呈請人簽署並送交本公司之百慕達註冊辦事處，並可由數份同樣格式的文件組成，而每份由一名或多名呈請人簽署。為確保本公司盡早收到書面請求，呈請人務請亦於本公司香港主要營業地點存放一份經簽署書面請求（註明收件人為董事會或公司秘書）。

倘於送交請求日期起21日內，董事未有召開股東特別大會，則該等呈請人（或任何佔所有呈情人總投票權一半以上之呈請人）可自行召開股東特別大會，惟如此召開的股東特別大會必須於送交請求當日3個月內召開。由呈請人召開的股東特別大會，須盡可能以接近於董事召開股東特別大會的相同方式召開。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS (Continued)

Putting forward proposals at general meetings

In accordance with Sections 79 and 80 of the Companies Act, the registered Shareholders are entitled to putting forward a proposal at a general meeting if:

- (a) they represent not less than one-twentieth (5%) of the total voting rights of the Company as at the date of the deposit of the requisition; or
- (b) there are not less than 100 registered Shareholders.

The written requisition stating the resolutions is duly signed by the registered Shareholder(s) concerned, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with must be deposited at the registered office of the Company.

Upon receipt of a valid written requisition, the Company shall take appropriate actions and make necessary arrangements, and the Shareholders concerned shall be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act.

Putting forward enquiries to the Board

Shareholders should direct their questions about their shareholdings to the Company's branch share registrar, Tricor standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Shareholders may send written enquiries, either by post, by facsimiles or by email, together with his/her contact details, such as postal address, email or fax, addressing to the head office of the Company at the following address or facsimile number or via email:

Address: Units 1910-12, 19/F China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong
Fax: (852) 2587-7807
Email: ericpo@wwri007.com

股東之權利 (續)

在股東大會上提呈建議

根據公司法第79條及第80條，登記股東於以下情況下有權於股東大會上提呈建議：

- (a) 登記股東於送交請求當日佔本公司總投票權不少於二十分之一(5%); 或
- (b) 有不少於100名登記股東。

經有關登記股東妥為簽署並載列該決議案的書面請求連同不多於1,000字關於該建議決議案或待處理事宜的聲明須送交本公司註冊辦事處。

本公司於接獲有效書面請求時，將採取適當行動及作出必要安排。有關股東須根據公司法第79條及第80條負責支付進行該等行動及安排所產生的開支。

向董事會提出查詢

股東如對名下持股有疑問，應向本公司的股份過戶登記分處卓佳標準有限公司提出，地址為香港皇后大道東183號合和中心22樓。

股東可將書面查詢（不論郵寄、傳真或電郵）連同其詳細聯絡資料（如郵寄地址、電郵或傳真）提交到本公司總辦事處以下地址、傳真號碼或電郵：

地址：香港上環干諾道中168-200號信德中心招商局大廈19樓1910-12室
傳真：(852) 2587-7807
電郵：ericpo@wwri007.com

SHAREHOLDERS' RIGHTS *(Continued)*

Putting forward enquiries to the Board *(Continued)*

All enquiries shall be collected by the Company Secretary who shall report to the Executive Directors periodically on the enquiries collected. The Executive Directors shall review the enquiries and assign different kinds of enquiries to appropriate division head/manager for answering. After receiving the answers of all enquiries from the relevant division head/manager, the Company Secretary will collect the answers for the Executive Directors' review and approval. The Company Secretary shall then be authorized by the Executive Directors to reply all enquiries in writing.

INVESTOR RELATIONS

The Company recognises its responsibility to explain its activities to those with a legitimate interest and to respond to their questions. In addition, questions received from the general public and individual shareholders are answered promptly. In all cases great care is taken to ensure that no price-sensitive information is disclosed selectively.

CONSTITUTIONAL DOCUMENTS

No significant changes to the Company's constitutional documents were made during the year.

股東之權利 *(續)*

向董事會提出查詢 *(續)*

所有查詢將由公司秘書收取，而公司秘書將定期向執行董事報告收集到的查詢。執行董事審閱所有查詢後，根據查詢類別交由合適部門主管／經理解答。公司秘書收取由相關部門主管／經理對所有查詢的解答後，將呈交執行董事作審閱及批准。執行董事屆時會授權公司秘書以書面形式回覆所有查詢。

投資者關係

本公司了解本身須向持有權益的人士闡述其業務狀況及回應彼等的提問。此外，本公司會及時解答公眾人士及個別股東提出的問題。在任何情況下，本公司將採取審慎態度以確保不會選擇性地披露任何股價敏感資料。

組織章程文件

年內，本公司之組織章程文件並未發生任何重大變動。

Corporate Governance Report

企業管治報告

SHAREHOLDERS COMMUNICATION POLICY

The Board is responsible for ensuring shareholder communications are adequate and appropriate and based on transparency and sound corporate governance principles. The Company adopted a Shareholders Communication Policy on 1 March 2012 which aims to present a clear, balanced and comprehensive assessment of our financial position and operational status by providing shareholders and other stakeholders with information in a timely and transparent manner. The Company will communicate to shareholders through written information and electronic communication as follows:

- Annual and interim reports
- Disclosures made to the Hong Kong Stock Exchange
- Notice and circular of general meetings
- Annual general meeting, where the external auditor is available to answer questions about the audit
- Corporate website: WWRI007.com
- Direct enquiry sent to the Company

股東溝通政策

董事會負責確保按透明良好的企業管治原則與股東進行充分及適當溝通。本公司於二零一二年三月一日採納股東溝通政策，冀清晰、公平及全面地評估本公司的財務狀況及營運現狀，及時透明地向股東及其他權益人提供資料。本公司將透過下列書面資料及電子通訊與股東溝通：

- 年報及中期報告
- 向香港聯交所作出的披露
- 股東大會通告及通函
- 股東週年大會，外聘核數師可於會上解答有關審核的提問
- 公司網站：WWRI007.com
- 向本公司作出直接查詢

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THE GROUP

Wisdom Wealth Resources Investment Holding Group Limited (the “Company”; or together with its subsidiaries, the “Group” or “We”) is principally engaged in (i) trading business; (ii) oil and gas business; (iii) financial business; and (iv) property investment.

ABOUT THE REPORT

We are pleased to present our Environmental, Social and Governance (“ESG”) Report (the “Report”). The Report focuses on providing an overview of our ESG policies, measures and performance and allows stakeholders to understand the sustainable development progress of the Group.

Scope and Reporting Period

The Report specifies the performance of the Group from 1 January 2021 to 31 December 2021 (the “Reporting Period”). Due to the Company’s materiality consideration, the performance evaluation and statistics of environmental key performance indicators (“KPIs”) only covers the trading segment in the People’s Republic of China (the “PRC”). The performance evaluation and statistics disclosure of social KPIs summarize the performance of the whole Group.

Reporting Standard

The Report has been prepared in accordance with the “Environmental, Social and Governance Reporting Guide” in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

關於本集團

智富資源投資控股集團有限公司（「本公司」；或連同其附屬公司統稱為「本集團」或「我們」）主要從事(i)貿易業務；(ii)石油與天然氣業務；(iii)金融業務；及(iv)物業投資。

關於本報告

我們欣然提呈我們的環境、社會及管治報告（「本報告」）。本報告重點概述我們的環境、社會及管治政策、措施及表現，以便利益相關者了解本集團的可持續發展進程。

範圍及報告期間

本報告闡述本集團於二零二一年一月一日至二零二一年十二月三十一日（「報告期間」）的表現。由於本公司的重要性考慮，環境關鍵績效指標的績效評估及統計數據僅涵蓋中華人民共和國（「中國」）的貿易業務。社會關鍵績效指標的績效評估及統計披露概述整個集團的表現。

報告準則

本報告乃根據香港聯合交易所有限公司證券上市規則附錄二十七的《環境、社會及管治報告指引》編製。

Environmental, Social and Governance Report

環境、社會及管治報告

Reporting Principles

The following four reporting principles underpin the preparation of the Report:

- **Materiality:** Material ESG issues have been identified by considering business nature and development.
- **Quantitative:** KPIs and comparative figures have been disclosed quantitatively where appropriate.
- **Balance:** The Group's performance has been presented in an unbiased manner.
- **Consistency:** Consistent statistical methodologies have been applied for meaningful comparisons of ESG data overtime. In case of any changes in the reporting scope or methodologies, they shall be explained for the reference of stakeholders.

Access to the Report

The Report is published in both Chinese and English. It is available for download at the website of the Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the official website of the Group (www.wwri007.com). If there is any conflict or discrepancy, the English version shall prevail.

報告原則

以下四項報告原則為編製本報告的基礎：

- **重要性：**透過考慮業務性質及發展識別重大的環境、社會及管治議題。
- **量化：**於可行情況下披露定量的關鍵績效指標及比較數據。
- **平衡：**不偏不倚地呈報本集團的表現。
- **一致性：**使用一致的披露統計方法，令環境、社會及管治數據日後可作有意義的比較。如報告範圍或方法有任何變化，應加以說明，供利益相關者參考。

獲取本報告

本報告以中英文刊發，可於香港聯合交易所有限公司網站(www.hkexnews.hk)及本集團官方網站(www.wwri007.com)下載。如兩者有任何抵觸或不相符，概以英文版本為準。

Environmental, Social and Governance Report

環境、社會及管治報告

SUSTAINABILITY GOVERNANCE

The Board of Director (the “Board”), as the highest level of the Group’s corporate governance structure, is principally responsible for decision-making on ESG-related issues, including but not limited to identifying, analyzing, evaluating, prioritizing, and managing the key risks in relation to daily operations and ESG, as well as exploring potential opportunities. The Board holds full accountability of ESG-related policies and targets which will be reviewed and discussed in Board meetings. The Board is also responsible to the authenticity, accuracy and comprehensiveness of the Report. We have engaged an independent consultant, Riskory Consultancy Limited, to assist the Group in preparing the ESG Report and providing ESG-related advisory services.

For other issues in relation to corporate governance, please refer to the “Corporate Governance Report” in the Group’s Annual Report 2021.

ENVIRONMENTAL

The Group has established environmental policies and has communicated measurable environmental objectives to employees. We actively encourages staffs to protect the environment through training, education and communication. The Group is committed to continuously improving its environmental and sustainability performance.

We act in compliance with the laws and regulation in relation to environmental protection and pollution control, including but not limited to the Environmental Protection Law of the PRC and Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Wastes.

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulation in relation to air and greenhouse gas emission, discharges into water and land, and generation of hazardous and non-hazardous waste that have a significant impact on the Group.

可持續發展管治

董事會為本集團企業管治架構的最高層，主要負責環境、社會及管治相關議題的決策，包括但不限於識別、分析、評估、優次排列及管理與日常營運及環境、社會及管治有關的主要風險，以及探索潛在機會。董事會全權負責與環境、社會及管治相關的政策及目標，並於董事會會議上審閱及討論該等政策及目標。董事會亦負責本報告的真實性、準確性及全面性。我們已委聘獨立顧問Riskory Consultancy Limited，協助本集團編製環境、社會及管治報告並提供環境、社會及管治相關的諮詢服務。

有關企業管治的其他事宜，請參閱本集團二零二一年年報的「企業管治報告」。

環境

本集團已制定環境政策，並向僱員宣傳可量度的環境目標。我們透過培訓、教育及宣傳，積極鼓勵員工保護環境。本集團致力於持續改善其環境及可持續發展表現。

我們遵守與環境保護及污染控制相關的法律及法規，包括但不限於《中華人民共和國環境保護法》及《中華人民共和國固體廢物污染環境防治法》。

於報告期間，本集團並不知悉任何嚴重違反有關廢氣及溫室氣體排放、向水及土地排污以及有害及無害廢棄物的產生的法律及法規，且對本集團有重大影響的情況。

Environmental, Social and Governance Report

環境、社會及管治報告

Greenhouse Gas (“GHG”) Emissions

The main source of the Group’s greenhouse gas emissions is derived from indirect emission from purchased electricity emissions (Scope 2). During the Reporting Period, the operation of the Group does not involve in any production of material air pollutants and direct GHG emissions. The emissions data of the Reporting Period as follows:

	Unit 單位	2021 二零二一年	2020 二零二零年
Indirect GHG emissions (Scope 2) 溫室氣體間接排放 (範圍二)	Tonnes CO ₂ e ¹ 噸二氧化碳當量 ¹	5.42	5.93
Intensity 密度	kg CO ₂ e ¹ /million HK\$ revenue 千克二氧化碳當量 ¹ /百萬港元收益	10.37	5.85

Note 1: CO₂e is defined as carbon dioxide equivalent, which is a term for describing greenhouse gases in a common unit.

溫室氣體排放

本集團溫室氣體排放的主要來源為外購電力之間接排放 (範圍二)。於報告期間，本集團的營運並無產生任何重大空氣污染物及溫室氣體直接排放。報告期間的排放數據如下：

附註1：二氧化碳當量為描述溫室氣體的通用單位。

Waste Management

During the Reporting Period, the operation of the Group does not involve in any production of hazardous waste and packaging materials. Non-hazardous wastes including domestic wastes, food wastes and plastics were produced. The above wastes would be disposed of by the Group to disposal services provider. The relevant data of the Reporting Period as follows:

	Unit 單位	2021 二零二一年	2020 二零二零年
Total non-hazardous waste 無害廢棄物總量	kg 千克	75	75
Intensity 密度	kg/million HK\$ revenue 千克/百萬港元收益	0.14	0.08

廢棄物管理

於報告期間，本集團的營運並無產生任何有害廢棄物及包裝材料。本集團所產生的無害廢棄物包括生活垃圾、食物垃圾及塑膠，並交予處置服務供應商對上述廢棄物進行處置。報告期間的相關數據如下：

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環境、社會及管治報告

The Group is committed to properly handling and reducing emissions and waste by implementing several measures. We encourage staff to make good use of electronic documents and require staff to use recycle paper when printing internal documents. We also advocate the use of double-sided printing and photocopying and encourage reusing single-sided paper to reduce paper consumption.

本集團致力通過採取多項措施以妥善處理，並減少排放及廢棄物。我們鼓勵員工善用電子文件，並規定員工在打印內部文件時使用可再生紙。我們亦提倡使用雙面打印及複印，並鼓勵重複使用單面紙以減少紙張消耗。

Energy Consumption

能源消耗

The Group considered that the efficient use of resources is not only the key to efficient productions but also the key to the Group's attribution to the environmental-friendly strategy. The total energy consumption of the Group is mainly indirect and insubstantial since all energy resources are consumed for the offices' operation. The energy consumption data of the Reporting Period as follows:

本集團認為，有效利用資源不僅是高效生產的關鍵，亦是本集團實施環保策略的關鍵。由於所有能源資源均用於辦公室營運，本集團的能源消耗總量主要為間接及非重大。報告期間的能源消耗數據如下：

	Unit 單位	2021 二零二一年	2020 二零二零年
Total indirect energy consumption (Purchased electricity)	kWh	8,880	9,720
間接能源消耗總量 (外購電力)	千瓦時		
Intensity 密度	kWh/million HK\$ revenue 千瓦時／百萬港元收益	17.00	9.60

We aim to enhance the energy efficiency and manage the electricity reduction at sources by implementing the following initiatives during the Reporting Period:

我們於報告期間實施以下措施，旨在從源頭提高能源效率及減少用電：

- Switch off lights and air-conditioning in the meeting room and computers at workstations where not in use;
- Select the best configuration for air-conditioning control programme, based on in-door requirement and out-door condition; and
- Encourage teleconference and internet meeting practices to avoid unnecessary travel.
- 在閒置時關閉會議室的照明燈及空調以及工作區的電腦；
- 根據室內要求及室外情況選用最佳的空調配置；及
- 鼓勵電話會議及網上會議，避免不必要的差旅。

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Water Consumption

The Group is committed to reducing unnecessary water consumption since water is the precious resources in the world. We will actively consider implementing relevant measures in relation to reducing water consumption in the future. The water consumption data of the Reporting Period as follows:

	Unit 單位	2021 二零二一年	2020 二零二零年
Total water consumption 用水總量	m ³ 立方米	72	96
Intensity 密度	m ³ /million HK\$ revenue 立方米／百萬港元收益	0.14	0.09

During the Reporting Period, the Group does not encounter any issue in sourcing water that is fit for purpose.

用水

水資源是世界上寶貴的資源，本集團致力減少不必要的用水。我們未來將積極考慮落實有關減少用水的措施。報告期間的用水數據如下：

於報告期間，本集團於求取適用水源方面並無遇到任何問題。

Environmental and Natural Resources

The Group would continue to adopt green office practices to reduce natural resource consumption and the adverse impacts on the environment, and the Group drives to achieve higher energy efficiency and reduce emission by reducing consumption and adopting low resources alternatives.

環境及自然資源

本集團將繼續採用綠色辦公慣例，以減少自然資源消耗及降低對環境的負面影響，並通過減少消耗及採用資源消耗較低的替代品，實現更高能源效率及減少排放。

Environmental, Social and Governance Report

環境、社會及管治報告

Climate Change

Climate change is one of the most significant and urgent challenges in recent decades. As a responsible enterprise, we recognize the severity of climate change. In the coming future, we will continuously monitor the potential risks and opportunities towards climate change and work on implementing relevant measures to enhance our environmental performance. We will strive to optimizing our business operations, achieving greater energy efficiency, and securing value chain alternatives to cope with climate change and global warming.

EMPLOYMENT AND LABOUR PRACTICES

The Group believes that one of the key aspects of its success is to maintain good relationship with employees. The Group provides competitive employee benefits and comprehensive training programmes in order to encourage employees to achieve their potential and put their abilities into good use. We strictly comply with the relevant labour laws and regulations, including but not limited to the Labour Law of the PRC, Labour Contract Law of the PRC, Employment Ordinance (Cap. 57 of the Law of Hong Kong) and Minimum Wage Ordinance (Cap. 608 of the Law of Hong Kong).

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in relation to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare that have a significant impact on the Group.

氣候變化

氣候變化是近數十年來最重要及最迫切的挑戰之一。作為一家負責任的企業，我們深知氣候變化的嚴重性。我們未來將持續監察氣候變化的潛在風險及機遇，並致力實施相關措施以提升我們的環保表現。我們將努力優化業務營運，實現更高能源效率，並取得價值鏈替代品，以應對氣候變化及全球暖化。

僱傭及勞工常規

本集團深信與僱員保持良好關係是企業成功的關鍵之一。本集團提供具競爭力的僱員福利及完善的培訓計劃，鼓勵僱員發掘潛能及盡展所長。我們嚴格遵守相關勞動法律法規，包括但不限於《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《僱傭條例》（香港法例第57章）及《最低工資條例》（香港法例第608章）。

於報告期間，本集團並不知悉任何嚴重違反有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視及其他福利及待遇的法律及法規，且對本集團有重大影響的情況。

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環境、社會及管治報告

Total Workforce and Turnover Rate

As at 31 December 2021, the Group had a total of 108 employees which includes 82 full-time employees and 26 part-time employees. The demographics of the Group's workforce was as follows:

僱員總數及流失率

於二零二一年十二月三十一日，本集團共有108名僱員，其中82名為全職僱員，26名為兼職僱員。本集團僱傭統計數據如下：

		Number of Employees 僱員人數	Employee Turnover Rate 僱員流失率
By gender	按性別劃分		
Male	男性	73	19.2%
Female	女性	35	17.1%
By age group	按年齡組別劃分		
30 or below	30歲或以下	30	13.3%
31 – 50	31至50歲	51	7.8%
51 or above	51歲或以上	27	44.4%
By geographical location	按地區劃分		
The PRC	中國	86	18.6%
Hong Kong	香港	22	18.2%

Employment

Our staffs at all levels are the valuable assets, and we owe our success to their effort. Their local experiences and knowledge have assisted the Group to maintain the long-term relationship with major stakeholders in the various jurisdiction.

We have implemented the practices and policies in relation to compensation and dismissal, fair recruitment and promotion, working hours, rest periods, benefits and welfares, equal opportunities, diversity, and anti-discrimination to ensure the employees' rights and benefits. Every staff of the Group has signed the employment contract with the Group, which has been fully complied with the local employment law and regulations. The management would frequently review the Group's remuneration policy in relation to relevant market standards.

僱傭

員工是我們的寶貴財產，我們的成功源於員工的努力。員工的地方經驗及知識協助本集團與不同司法管轄區的主要利益相關者維持長遠關係。

我們已落實薪酬及解僱、公平招聘及晉升、工作時數、假期、福利及待遇、平等機會、多元化及反歧視方面的常規及政策，確保僱員的權利及福利。本集團全體員工均已與本集團簽訂僱傭合約，合約完全遵照當地僱傭法律法規制定。管理層將根據相關市場標準持續檢討本集團的薪酬政策。

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The Group also aims to promote the diversity of the workforce, including age, gender and nationality, as well as the culture of equal opportunity. We welcome people from any age range to join the Group as long as they are keen to learn and participate.

The Group's employees work under a 40-hour standard per week. We maintain a holiday policy and travel policy, such as annual vacation leave, compensation leave, maternity leave, personal leave, and sick leave.

Health and Safety

With respect to occupational safety and health management, the Group complied with all the applicable laws and regulations including but not limited to the Law of the PRC on the Prevention and Control of Occupational Diseases. To mitigate workplace incidents and strengthen the health care for employees who have suffered from a workplace incident, the Group has established a staff handbook which included sufficient policies on the safety and every member would require to follow the safety instruction. The workplace is equipped with fire and safety equipment to prevent the outbreak of fire accident and the fire facilities have been regularly checked.

With the health and safety measures, there were no work-related injuries or fatalities recorded for the years ended 31 December 2021, 2020, and 2019. No lost days due to work-related injuries was reported in the Reporting Period.

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations that have a significant impact on the Group in relation to providing a safe working environment and protecting employees from occupational hazards.

本集團亦致力促進員工多元化（包括年齡、性別及國籍）以及營造平等機會文化。我們歡迎熱衷學習及參與的任何年齡層人士加入本集團。

本集團實行僱員每週工作40小時的標準制度。我們設有休假政策及出差政策，提供年休假、有薪假期、產假、事假及病假。

健康與安全

在職業安全及健康管理方面，本集團已遵守所有適用的法律及法規，包括但不限於《中華人民共和國職業病防治法》。為減少工作場所事故及加強對遭受工作場所事故影響的僱員之醫療保健，本集團已建立員工手冊，當中包含充足安全相關政策，每位員工須遵守安全指引。工作場所配備消防及安全設備，以防止發生火災事故，並定期檢查消防設施。

由於採取健康及安全措施，截至二零二一年、二零二零年及二零一九年十二月三十一日止年度，本集團並無發生因工亡故及工傷事故。本集團於報告期間並無因工傷損失工作日數。

於報告期間，本集團並不知悉任何嚴重違反有關提供安全工作環境及保障僱員免受職業危害方面的法律及法規，且對本集團有重大影響的情況。

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環境、社會及管治報告

Development and Training

The Group has always believed that employees' development plays the fundamental role in placing a solid ground for business growth. We aims to regularly upgrade staffs' professional skills and knowledge, standards, and integrated abilities. The Group also motivates employees' job enthusiasm to face challenges, thereby creating greater corporate value and future development.

The Group has various internal and external training programmes. New employees are also provided with on-board training to help faster adapt to the operations of the Group. During the Reporting Period, the Group provided first-aid training to the frontline staff in the hotel of Madagascar.

The training and development data in the Reporting Period as follows:

發展與培訓

本集團始終相信，員工發展是為業務發展奠定堅實的基礎。我們致力定期提升員工之專業技能及知識、標準及綜合能力。本集團亦激發僱員之工作熱情，迎接挑戰，從而創造更高的企業價值及實現更好的未來發展。

本集團制定多項內部及外部培訓計劃。我們亦為新僱員提供入職培訓，幫助彼等更快適應本集團之營運。於報告期間，本集團為馬達加斯加酒店的一線員工提供急救培訓。

於報告期間的培訓及發展數據如下：

		Percentage of employee trained 受訓僱員 百分比	Average training hours completed per employee 每名僱員完成 受訓的平均時數
By gender	按性別劃分		
Male	男性	57.5%	3
Female	女性	57.1%	1
By employee category	按僱員類別劃分		
Senior management	高級管理層	33.3%	4
Middle management	中級管理層	42.1%	3
General staff	普通員工	64.9%	1

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Labour Standards

It is always the Group's policy to prohibit to employ any staffs who is under the legal work age for protecting minors. The labour standards may vary in different jurisdictions that the Group has operated. The Group complies with relevant laws and regulations, including but not limited to the Labour Contract Law of the PRC.

Strict recruitment procedures have been implemented by Human Resource Department. Upon discovery of any child labour and use of forced labour, the person will be dismissed immediately, and the Board will discuss and review the problem to prevent it from recurring.

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in relation to prevention of child and forced labour that would have a significant impact on the Group.

OPERATING PRACTICES

Supply Chain Management

The Group aims to provide comprehensive solutions that meet customers' needs and establish a comprehensive vertical supply chain management system through resource integration as well as supplier screening and management. We have established the relevant policy to maintain long term relationship with our major suppliers and ensure stable supply. As at 31 December 2021, the Group had 20 suppliers and all of them were from the PRC.

勞工準則

本集團一貫政策為禁止僱用任何法定勞動年齡以下之員工，以保護未成年人。本集團營運所在的不同司法權區之勞工準則可能存在差異。本集團遵守相關法律法規，包括但不限於《中華人民共和國勞動合同法》。

人力資源部實行嚴格的招聘程序。一旦發現有僱用童工及強制勞工的情況，有關人員將會被即時解僱，且董事會將於事後進行討論及檢討，防止問題再次發生。

於報告期間，本集團並不知悉任何嚴重違反有關禁止僱用童工及強制勞工的法律及法規，且對本集團有重大影響的情況。

營運慣例

供應鏈管理

本集團旨在提供全面解決方案以滿足客戶需求，並透過資源整合與供應商篩選及管理建立全面的垂直供應鏈管理體系。我們已制定相關政策，與主要供應商保持長期關係及確保穩定供應。於二零二一年十二月三十一日，本集團有20名供應商，均來自中國。

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The Group has carefully selected its suppliers to ensure the quality of the products, and endeavour to ensure the business partners throughout the supply chain follows the same stance on sustainable development. During the Reporting Period, we have assessed 10 new and existing suppliers. Our objectives are to deepen the collaborative relationship with the suppliers and create competitive advantages in the value chain so as to enhance our influences on the society and environment. The Group will consider to promote environmentally preferable products and services during the supplier selection where applicable in the future. Furthermore, the Group tried to source the raw materials locally to enhance the sustainability of the supply chains and minimize carbon footprints.

Product Responsibility

The Group strictly complies with all applicable laws and regulations, including but not limited to the Personal Data (Privacy) Ordinance (Cap. 486 of the Law of Hong Kong), Advertising Law of the PRC and Product Quality Law of the PRC.

During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in relation to health and safety, advertising, labelling and privacy matters relating to products and services provided and method of redress that have a significant impact on the Group.

本集團審慎篩選供應商以確保產品質量，並努力確保整個供應鏈中的業務夥伴於可持續發展方面持相同立場。於報告期間，我們已評估10名新增及現有的供應商。我們的目標為鞏固與供應商之間的合作關係，並在價值鏈中創造競爭優勢，從而增強我們對社會及環境的影響。在未來適用的情況下，本集團將考慮於篩選供應商期間推廣環保產品及服務。此外，本集團盡量於當地採購原材料，以提高供應鏈的可持續性及減少碳足跡。

產品責任

本集團嚴格遵守所有適用法律法規，包括但不限於《個人資料(私隱)條例》(香港法例第486章)、《中華人民共和國廣告法》及《中華人民共和國產品質量法》。

於報告期間，本集團並不知悉任何嚴重違反有關所提供產品及服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的法律及法規，且對本集團有重大影響的情況。

Environmental, Social and Governance Report

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Customer Satisfaction

The Group provides financial services to meet the customer's financial needs, and implements specific procedures to ensure the quality of the services and products. The financial services or products provided to customers are tailored to their financial background and risk tolerant level. The Group is committed to providing clear information for customers to make an informed decision.

We have established the handling procedure of customer complaints. When complaint is received, we will immediately investigate and take necessary remedial measures in accordance with the policy of the Group.

During the Reporting Period, the Group did not receive any complaint relating to service and products provided.

Quality Assurance

To ensure the health and safety of patrons and employees of the vicinity of the Groups' property, whether in the construction and/or operation, the building of the Group would be tested, maintained and repaired to ensure the property's safety quality. The products of the Group are subjected to the Product Quality Law of the PRC, which stipulates that the company shall be liable for personal or property damage caused by product defects. During the Reporting Period, no products sold or shipped was recalled due to safety and health reasons.

The Group also requires related parties to strictly complies with the Advertising Law of the People's Republic of China which clearly stated in the advertising contract.

客戶滿意度

本集團提供金融服務以符合客戶之融資需要，並實施特定程序以確保服務及產品質量。我們向客戶提供之金融服務或產品乃根據其財務背景及風險承受水平度身定製。本集團承諾為客戶提供明確資訊以便其作出知情決定。

我們已制定客戶投訴的處理程序。我們收到投訴後將立即進行調查，並根據本集團的政策採取必要的補救措施。

於報告期間，本集團並無收到與所提供服務及產品有關的投訴。

品質保證

為於建設及／或營運過程中保障本集團物業周邊地區顧客及僱員之健康與安全，本集團樓宇會進行測試、維護及維修，以確保物業之安全質量。本集團產品遵守《中華人民共和國產品質量法》，當中規定公司須就因產品缺陷造成的個人或財產損失承擔賠償責任。於報告期間，我們概無因安全與健康原因而須召回的已售或已運產品。

本集團亦要求關聯方嚴格遵守《中華人民共和國廣告法》，並於廣告合約中明確列明。

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環境、社會及管治報告

Privacy Protection

The Group's employees are obligated to retain in confidence all information obtained in connection with their employment, including but not limited to trade secrets, client information and other proprietary information.

During the Reporting Period, the Group was not aware of any material non-compliance in relation to the leakage of customers' data.

Anti-Corruption

The Group takes zero tolerance approach to any unethical business conduct including bribery, extortion, fraud, and money laundering. We are committed to abiding by relevant laws and regulations, including but not limited to the Prevention of Bribery Ordinance (Cap. 201 of the Law of Hong Kong), Anti-Unfair Competition Law of the PRC and Criminal Law of the PRC.

We prevent our employees from any unethical business conduct. Various documentation and directives from our Human Resource function clearly state that employees should not offer, solicit, or accept anything of material value to or from fellow employee, customer, supplier or other business associates in relation to the Group's affairs without the knowledge and consent of the Company. The contravention of these policies will be subject to disciplinary action or termination of employment.

The Group upholds a high standard of business integrity throughout its operations. Management considers a system with good moral integrity and anti-corruption mechanism as the cornerstone for the sustainable development of the Group. The Group has established policies and guidelines on anti-money laundering and counter-terrorist financing of the jurisdictions where the Group has operations in. Any suspicious transactions would be notified and reported to the relevant governing body by the responsible officer.

私隱保護

本集團僱員須對與其僱傭有關之所有資料保密，包括但不限於商業秘密、客戶資料及其他專有資料。

於報告期間，本集團並不知悉任何嚴重違反有關洩露客戶資料的事宜。

反貪污

本集團對賄賂、勒索、欺詐及洗黑錢等不道德商業行為採取零容忍態度。我們致力於遵守相關法律及法規，包括但不限於《防止賄賂條例》（香港法例第201章）、《中華人民共和國反不正當競爭法》及《中華人民共和國刑法》。

我們嚴禁僱員進行任何不道德的商業行為。人力資源部之各種文件及指示明確規定，在未獲本公司知情且同意之情況下，僱員不得就本集團事務向同事、客戶、供應商或其他業務人員提供、徵求或接受任何有重大價值之物品。違反該等政策之僱員將受到紀律處分或終止僱用。

本集團於其營運過程中恪守高標準之誠信經營。管理層認為，建立具良好道德誠信及反貪污機制乃本集團可持續發展之基石。本集團已制定本集團營運所在司法權區的打擊洗錢及恐怖分子資金籌集之政策及指引。如有任何可疑交易，負責人員將通知及向相關管治機構匯報。

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The Group provides online anti-corruption training materials to directors to increase their awareness. The training covers the potential corruption risks that would be faced by company directors, senior management and professionals during the preparation for listing of the company, daily business operation, and merge and acquisition. During the Reporting Period, three directors have participated in anti-corruption training.

During the Reporting Period, there is no concluded legal cases regarding corrupt practices brought against the Group or its employees, and the Group was not aware of any material non-compliance with laws and regulations relating to bribery, extortion, fraud, and money laundering that have a significant impact on the Group.

COMMUNITY

Contributing to society is a part of the Group's sustainable development strategy. The Group is committed to providing career opportunities to the locals and promoting the development of the community's economy. In the coming future, the Group would seek for more opportunity to contribute the social community.

本集團向董事提供線上反貪污培訓材料，以提高其意識。培訓內容涵蓋公司董事、高級管理人員及專業人士在籌備公司上市、日常業務營運及併購等過程中可能面臨的潛在貪污風險。於報告期間內，共有三名董事接受反貪污培訓。

於報告期間，本集團概無對本集團或其僱員提出並已審結的貪污訴訟案件，並不知悉任何嚴重違反有關賄賂、勒索、欺詐及洗黑錢的法律及法規，且對本集團有重大影響的情況。

社區

回饋社區為本集團可持續發展策略之一部分。本集團致力於為當地居民提供就業機會及促進社區經濟發展。本集團未來將尋求更多機會為社區貢獻力量。

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獨立核數師報告



CHENG & CHENG LIMITED
CERTIFIED PUBLIC ACCOUNTANTS
鄭 鄭 會 計 師 事 務 所 有 限 公 司

**TO THE SHAREHOLDERS OF WISDOM WEALTH RESOURCES
INVESTMENT HOLDING GROUP LIMITED (FORMERLY KNOWN
AS HONG KONG FINANCE INVESTMENT HOLDING GROUP
LIMITED)**

(incorporated in the Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Wisdom Wealth Resources Investment Holding Group Limited (formerly known as Hong Kong Finance Investment Holding Group Limited) (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 94 to 246, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

致智富資源投資控股集團有限公司(前稱香港金融投資控股集團有限公司)列位股東

(於百慕達註冊成立的有限公司)

意見

我們已審核列載於第94至246頁智富資源投資控股集團有限公司(前稱香港金融投資控股集團有限公司) («貴公司») 及其附屬公司(統稱「貴集團») 的綜合財務報表, 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當日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表, 以及綜合財務報表附註, 包括主要會計政策概要。

我們認為, 該等綜合財務報表根據香港會計師公會 («香港會計師公會») 頒佈之香港財務報告準則 («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以及 貴集團截至該日止年度的綜合財務表現及其綜合現金流量, 並已按照香港公司條例的披露規定妥為編製。

Independent Auditor's Report 獨立核數師報告

BASIS FOR OPINION

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

OTHER MATTER

The consolidated financial statements of the Company for the year ended 31 December 2020, were audited by another auditor who indicated that a material uncertainty existed that might cast significant doubt on the Company’s ability to continue as a going concern. This matter did not give rise to any effects on the closing figures of our audit of the 2021 consolidated financial statements.

It was noted that the capital commitment made by the Group as at 31 December 2020 was not disclosed in the consolidated financial statements of the Group for the year then ended. The corresponding disclosure was made in Note 44 to the consolidated financial statements of the Company for the year ended 31 December 2021.

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。根據該等準則，我們的責任於本報告「核數師就審核綜合財務報表須承擔的責任」一節中進一步詳述。根據香港會計師公會「職業會計師道德守則」（「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，我們所獲得之審核憑證能充足及適當地為我們的意見提供基礎。

其他事項

貴公司截至二零二零年十二月三十一日止年度的綜合財務報表已由另一名核數師審核，該核數師表示存在可能對貴公司持續經營能力構成重大疑慮的重大不確定因素。該事項對我們對二零二一年綜合財務報表審核的期末數據概無任何影響。

請注意 貴集團於二零二零年十二月三十一日作出的資本承擔並無於貴集團截至該日止年度的綜合財務報表內披露。相關披露載於貴公司截至二零二一年十二月三十一日止年度的綜合財務報表附註44。

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獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter 關鍵審核事項

Valuation of investment properties 投資物業估值

As disclosed in Note 20 and Note 32 to the consolidated financial statements, the Group's investment properties measured at fair value amounted to approximately HK\$2,536,919,000 and HK\$354,211,000 respectively as at 31 December 2021. The fair value was determined by management with reference to the valuation performed by an independent professional valuer (the "valuer") engaged by the Group.

誠如綜合財務報表附註20及附註32所披露，於二零二一年十二月三十一日，貴集團按公平值計量的投資物業分別為約2,536,919,000港元及354,211,000港元。該公平值乃由管理層經參考貴集團委聘的獨立專業估值師（「估值師」）進行的估值而釐定。

The valuation of investment properties involved significant judgements and estimates, which mainly included the determination of valuation techniques and the selection of different inputs in the models.

投資物業估值涉及重大判斷及估計，主要包括釐定估值方法及選擇各模型的不同輸入數據。

關鍵審核事項

關鍵審核事項乃根據我們的專業判斷，認為對於我們審核本期間之綜合財務報表最為重要的事項。這些事項是在我們審核整體綜合財務報表及就此達成我們的意見時進行處理，而我們不會對這些事項提供單獨的意見。

How the matter was address in our audit 我們進行審核時如何處理該事項

Our major procedures to address the valuation of investment properties included the following:
我們處理投資物業估值的主要程序包括以下各項：

- Reviewed the valuation report from independent qualified valuer and discussed with management and independent qualified valuer to understand the valuation basis, methodology used and underlying assumptions applied and assessed the appropriateness and reasonableness of the valuation technique and assumptions used
審閱獨立合資格估值師的估值報告，並與管理層及獨立合資格估值師進行討論以了解估值基礎、所用方法及所應用的相關假設並評估所用估值技術及假設的適當性及合理性
- Evaluated the competency, capabilities and objectivity of independent qualified valuer
評估獨立合資格估值師的才幹、能力和客觀性
- Obtained the underlying data including comparable of market transactions, estimated construction costs and development profit margin being used by the independent qualified valuer and assessed whether they are reasonable and appropriate
獲取獨立合資格估值師使用的市場交易、估計建設成本及開發利潤率的相關數據（包括可比較個案），並評估其是否合理及合適

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獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Key audit matter

關鍵審核事項

How the matter was address in our audit

我們進行審核時如何處理該事項

Valuation of investment properties

投資物業估值

Considering the above mentioned significance of judgement, estimates and the financial impacts of the valuation, we considered the valuation of investment properties as a key audit matter.

鑑於上述判斷及估計的重要性及估值的財務影響，我們將投資物業估值視作一項關鍵審核事項。

- Performed market research and analysis to assess whether the changes in fair value of investment properties resulted from the valuation were reasonable and consistent with market trends to our knowledge
進行市場研究和分析，以評估投資物業因估值而出現的公平值變動是否合理及符合我們所知的市場趨勢
- Reviewed all the relevant agreements and documents relevant to the projects
審查與項目相關的所有相關協議及文件
- Checked land certificate, arranged land search and performed site visit for the existence and ownership of the investment properties
就投資物業是否存在及其所有權審查土地證、安排土地查冊及進行實地考察
- Engaged another independent valuation expert to evaluate the valuation basis, methodology used and underlying assumptions applied by the valuer engaged by the management
委聘另一名獨立估值專家評估管理層委聘的估值師的估值基準、所用方法及所應用的相關假設
- Performed sensitivity analysis to assess the reasonableness of the valuation inputs
進行敏感度分析以評估估值輸入數據是否合理

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Key audit matter

關鍵審核事項

How the matter was address in our audit

我們進行審核時如何處理該事項

Assessment of the net realisable values of properties for sale

評估待售物業之可變現淨值

As disclosed in Note 28 to the consolidated financial statements, the Group had properties for sale ("PFS") of approximately of HK\$1,981,337,000 as at 31 December 2021. The Group's assessment of the carrying amounts of PFS, being the lower of cost and net realisable value ("NRV"), takes into account the fair value of the PFS and costs necessary to make the sale.

誠如綜合財務報表附註28所披露，貴集團於二零二一年十二月三十一日的待售物業（「待售物業」）約為1,981,337,000港元。貴集團評估待售物業的賬面值（即成本及可變現淨值（「可變現淨值」）兩者中的較低者）時，會考慮待售物業的公平值及進行銷售所需的成本。

The management of the Group determines the fair value of the PFS with reference to valuation performed by an independent qualified professional valuer ("valuer") engaged by the Group. 貴集團管理層釐定待售物業的公平值時，參考貴集團委聘的獨立合資格專業估值師（「估值師」）進行的估值而釐定。

Our major procedures to address the assessment of the NRV of the PFS included the following:

我們處理待售物業的可變現淨值評估的主要程序包括以下各項：

- Evaluated the objectivity, independence and competency of the valuer
評估估值師的客觀性、獨立性及能力
- Discussed with the management and the independent qualified valuer the methodology and assumptions used in determining the market value of the properties and assessed the appropriateness and reasonableness of the valuation techniques and assumptions used
與管理層及獨立合資格估值師討論釐定物業市值時採用的方法及假設並評估所用估值技術及假設的適當性及合理性
- Sample checked for the estimated market value of properties used by the valuer to the actual selling prices of comparable properties nearby the properties under development to determine whether there was any significant variance
對估值師使用的物業的估計市值作出抽樣檢查，並與發展中物業附近的可比較物業的實際售價進行比較，以釐定是否有任何重大差異
- Discussed with the management and the valuer how they arrived at the estimated percentage of completion, the estimated selling prices when they are completed, estimated profit margin and the estimated costs to complete, and checked to the source data on a sample basis to assess whether they are reasonable and appropriate
與管理層及估值師討論，其如何得出估計完工百分比、完工後的估計售價、估計利潤率及完工的估計成本，並以抽樣基準檢查源頭數據以評估相關數據是否合理及合適

Independent Auditor's Report 獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Key audit matter

關鍵審核事項

How the matter was address in our audit

我們進行審核時如何處理該事項

Based on the management estimation of the NRV of the PFS and after taking into consideration the fair value of the properties for sale and costs necessary to make the sale, no write-down of properties for sale was considered necessary for the year ended 31 December 2021.

根據管理層對待售物業可變現淨值作出的估計，並經考慮待售物業的公平值及進行銷售所需的成本後，我們認為於截至二零二一年十二月三十一日止年度毋需撇減待售物業。

Considering the above mentioned significance, estimates and the financial impacts of the valuation, we considered the assessment of the NRV of PFS as a key audit matter.

鑒於上述重要性、估計及估值的財務影響，我們將評估待售物業之可變現淨值視作一項關鍵審核事項。

- Compared the market value less costs to sell determined by the valuer with the carrying amount of the properties for any impairment
就任何減值將估值師釐定的市值減出售成本與物業的賬面價值進行比較
- Checked the land certificate and performed land search for the ownership of the properties
就物業所有權審查土地證及進行土地查冊
- Performed site visit for the properties
對物業進行實地考察
- Reviewed all the relevant agreements and documents relevant to the projects
審查與項目相關的所有相關協議及文件
- Engaged another independent valuation expert to evaluate the valuation basis, methodology used and underlying assumptions applied by the valuer engaged by the management
委聘另一名獨立估值專家評估管理層委聘的估值師的估值基準、所用方法及所應用的相關假設
- Performed sensitivity analysis to assess the reasonableness of the valuation inputs
進行敏感度分析以評估估值輸入數據是否合理

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

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

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

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

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

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

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

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

其他資料

貴公司董事負責其他資料。其他資料包括載入年度報告的資料，惟不包括綜合財務報表及我們的核數師報告。

我們就綜合財務報表的意見並未涵蓋其他資料，且我們不會就此發表任何形式的鑒證結論。

就我們審核綜合財務報表而言，我們的責任是閱讀其他資料，並在此過程中考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若基於我們已進行的工作，我們認為其他資料存在重大錯誤陳述，我們須報告該事實。我們並無就此作出報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，並對董事認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

於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，惟董事有意將貴集團清盤或停止經營，或別無其他可行替代方案則除外。

治理層負責監督貴集團的財務報告過程。

Independent Auditor's Report 獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional 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.

核數師就審核綜合財務報表須承擔的 責任

我們的目標是對整體綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具載入我們意見的核數師報告。本報告乃根據一九八一年百慕達公司法第90條僅向閣下（作為整體）作出，除此之外別無其他目的。我們概不就本報告的內容向任何其他人士負上或承擔責任。合理保證屬高水平之保證，惟並不保證根據香港審計準則進行的審核總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘合理預期單獨或匯總起來可能影響綜合財務報表使用者根據該等綜合財務報表所作出的經濟決定，則有關錯誤陳述可被視作重大。

作為根據香港審計準則進行審計其中一環，我們運用職業判斷並在整個審計過程中保持職業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及取得充足及適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於因錯誤而導致出現重大錯誤陳述的風險。
- 了解與審核相關的內部監控，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的適當性及作出會計估計及相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

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

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

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

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

核數師就審核綜合財務報表須承擔的 責任 (續)

- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審核憑證，決定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中的相關披露。倘有關的披露不足，則修訂我們的意見。我們的結論是基於直至核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評估綜合財務報表的整體列報方式、結構及內容(包括披露)以及綜合財務報表是否公平呈列相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲取充足適當的審核憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團審核。我們須對我們的審核意見承擔全部責任。

我們與治理層就(其中包括)審核的計劃範圍及時間以及重大審核發現(包括我們在審核中識別出內部監控的任何重大不足之處)進行溝通。

我們亦向治理層提交聲明，表明我們已符合有關獨立性的相關職業道德要求，並與彼等溝通可能合理被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，為消除威脅而採取的行動或所應用的防範措施。

Independent Auditor's Report 獨立核數師報告

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

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

Cheng & Cheng Limited

Certified Public Accountants

Cheng Hong Cheung

Practising Certificate number P01802

Hong Kong, 25 March 2022

核數師就審核綜合財務報表須承擔的 責任 (續)

從與治理層溝通的事項中，我們釐定對本期間綜合財務報表的審核最為重要的事項，進而釐定關鍵審核事項。我們會在核數師報告中闡釋該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期於我們的報告中溝通某事項造成的負面後果超過產生的公眾利益，則我們決定不應在報告中溝通該事項。

鄭鄭會計師事務所有限公司

執業會計師

鄭康祥

執業證書編號：P01802

香港，二零二二年三月二十五日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

			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		
Revenue	收益	7, 10	522,404	1,013,168
Cost of goods sold and direct costs	貨物銷售成本及直接成本		(464,527)	(980,513)
Gross profit	毛利		57,877	32,655
Other income	其他收入	8	4,905	8,604
Other gains or losses, net	其他收益或虧損淨額	9	-	(36,063)
Fair value changes on investment properties	投資物業公平值變動	20	442,760	(158,920)
Impairment losses of financial assets at amortised cost, net	按攤銷成本計量之金融資產之減值虧損淨額	11	(4,738)	(872)
Selling and distribution expenses	銷售及分銷費用		(1,303)	(3,109)
Administrative expenses	行政開支		(57,634)	(61,319)
Finance costs	財務費用	12	(49,265)	(32,322)
Profit/(loss) before taxation	除稅前溢利／(虧損)		392,602	(251,346)
Taxation	稅項	13	(116,399)	38,429
Profit/(loss) for the year	年內溢利／(虧損)	14	276,203	(212,917)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 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
Other comprehensive income	其他全面收入			
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：			
Exchange differences arising on translation of financial statements of foreign operations	因換算海外業務之財務報表而產生之匯兌差額		128,217	237,275
			128,217	237,275
Item that will not be reclassified to profit or loss:	不會重新分類至損益之項目：			
Fair value losses on investment in equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入之股本工具投資之公平值虧損		(181)	(53)
Other comprehensive income for the year	年內其他全面收入		128,036	237,222
Total comprehensive income for the year	年內全面收入總額		404,239	24,305

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 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
Profit/(loss) for the year attributable to:	應佔年內溢利／(虧損)：			
Owners of the Company	本公司擁有人		267,895	(211,940)
Non-controlling interests	非控股權益	42	8,308	(977)
			276,203	(212,917)
Total comprehensive income attributable to:	應佔全面收入總額：			
Owners of the Company	本公司擁有人		395,848	25,078
Non-controlling interests	非控股權益		8,391	(773)
			404,239	24,305
Earnings/(loss) per share	每股盈利／(虧損)			
– Basic	—基本	17	HK\$0.0670 港元	(HK\$0.0530)港元
– Diluted	—攤薄		HK\$0.0670 港元	(HK\$0.0530)港元

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	19	50,211	55,060
Investment properties	投資物業	20	2,536,919	2,368,672
Right-of-use assets	使用權資產	21	1,351	3,990
Intangible assets	無形資產	22	—*	—*
Investment in equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入 之股本工具投資	24	990	1,171
Deposit paid for construction	建設支付之訂金		82,042	79,589
Statutory deposits	法定按金	25	2,050	1,930
Loans receivable	應收貸款	26	16,940	15,890
Deferred tax assets	遞延稅項資產	23	—	17,818
			2,690,503	2,544,120
Current assets	流動資產			
Inventories	存貨	27	52,630	—
Properties for sale	待售物業	28	1,981,337	1,921,997
Accounts receivable	應收賬款	29	101,115	115,938
Loans receivable	應收貸款	26	131	—
Other receivables, prepayments and deposits	其他應收賬款、預付款項及 按金	30	182,769	109,734
Pledged fixed deposits (general accounts)	已抵押定期存款(一般賬戶)	31	—	171,058
Bank balances (trust and segregated accounts)	銀行結存(信託及獨立賬戶)	31	87,378	92,355
Bank balances (general accounts) and cash	銀行結存(一般賬戶)及現金	31	31,859	20,610
			2,437,219	2,431,692
Assets classified as held for sale	分類為持作出售資產	32	385,660	—
			2,822,879	2,431,692
Current liabilities	流動負債			
Accounts and bills payables	應付賬款及票據	33	164,807	313,895
Other payables and accrued expenses	其他應付賬款及應計費用	34	97,244	42,518
Lease liabilities	租賃負債	35	1,388	2,707
Contract liabilities	合約負債	36	6,862	1,739
Amounts due to Directors	應付董事款項	37	225,997	143,578
Borrowings	借貸	38	390,616	318,200
Tax payables	應付稅項		141	1,386
Corporate bonds	公司債券	39	13,884	11,775
			900,939	835,798

* Less than HK\$1,000

* 少於1,000港元

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

		Notes 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Liabilities associated with assets classified as held for sale	資產相關負債分類為持作出售	32	5,806	–
			906,745	835,798
Net current assets	流動資產淨值		1,916,134	1,595,894
Total assets less current liabilities	資產總值減流動負債		4,606,637	4,140,014
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	35	–	1,377
Deferred tax liabilities	遞延稅項負債	23	481,328	346,724
Corporate bonds	公司債券	39	3,598	18,401
Convertible bonds	可換股債券	40	17,846	–
Borrowings	借貸	38	–	76,882
			502,772	443,384
Net assets	資產淨值		4,103,865	3,696,630
Capital and reserves	股本及儲備			
Share capital	股本	41	400,000	400,000
Reserves	儲備		3,691,298	3,292,454
Equity attributable to owners of the Company	本公司擁有人應佔權益		4,091,298	3,692,454
Non-controlling interests	非控股權益	42	12,567	4,176
Total equity	權益總額		4,103,865	3,696,630

The consolidated financial statements on pages 94 to 101 were approved and authorised for issue by the Board of Directors on 25 March 2022 and are signed on its behalf by:

第94頁至101頁的綜合財務報表於二零二二年三月二十五日獲董事會批准及授權刊發，並由以下代表簽署：

Dr. Hui Chi Ming, G.B.S., J.P.
許智銘博士 G.B.S., J.P.
DIRECTOR
董事

Mr. Cao Yu
曹宇先生
DIRECTOR
董事

Consolidated Statement of Changes In Equity

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Non-distributable reserve	Contributed surplus	Capital redemption reserve	FVTOCI reserve	Convertible bonds equity reserve	Currency translation reserve	Retained earnings	Sub-total	Non-controlling interests	Total
		股本	股份溢價	不可分派儲備	實繳盈餘	資本贖回儲備	按公平值計入其他全面收入儲備	可換股債券權益儲備	外幣換算儲備	保留盈利	小計	非控股權益	合共
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(note a) (附註a)	(note b) (附註b)	(note c) (附註c)	(note d) (附註d)	(note f) (附註f)	(note e) (附註e)				
At 31 December 2019	於二零一九年十二月三十一日	400,000	1,578,317	1,260,308	311,544	5,587	(37)	-	(284,353)	396,010	3,667,376	4,949	3,672,325
Loss for the year	年度虧損	-	-	-	-	-	-	-	-	(211,940)	(211,940)	(977)	(212,917)
Exchange differences	匯兌差額	-	-	-	-	-	-	-	237,045	-	237,045	230	237,275
Fair value loss on investment in equity instruments	股本工具投資之公平值虧損	-	-	-	-	-	(27)	-	-	-	(27)	(26)	(53)
Total comprehensive (expenses)/ income for the year	年內全面(支出)/收入總額	-	-	-	-	-	(27)	-	237,045	(211,940)	25,078	(773)	24,305
At 31 December 2020	於二零二零年十二月三十一日	400,000	1,578,317	1,260,308	311,544	5,587	(64)	-	(47,308)	184,070	3,692,454	4,176	3,696,630
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	267,895	267,895	8,308	276,203
Exchange differences	匯兌差額	-	-	-	-	-	-	-	128,046	-	128,046	171	128,217
Fair value loss on investment in equity instruments	股本工具投資之公平值虧損	-	-	-	-	-	(93)	-	-	-	(93)	(88)	(181)
Total comprehensive (expenses)/ income for the year	年內全面(支出)/收入總額	-	-	-	-	-	(93)	-	128,046	267,895	395,848	8,391	404,239
Recognition of equity component of convertible bonds	確認可換股債券權益部分	-	-	-	-	-	-	2,996	-	-	2,996	-	2,996
At 31 December 2021	於二零二一年十二月三十一日	400,000	1,578,317	1,260,308	311,544	5,587	(157)	2,996	80,738	451,965	4,091,298	12,567	4,103,865

notes:

- (a) The non-distributable reserve represents the aggregate of deemed contributions by the controlling shareholder in respect of the acquisition of subsidiaries during the year ended 31 December 2018.
- (b) The contributed surplus represented the aggregate of: (i) the difference of HK\$29,140,000 between the nominal value of shares of the acquired subsidiaries and the nominal value of the shares of the Company issued for the acquisition at the time of the reorganisation of the Group; (ii) the credit arising from the reduction of shares premium of HK\$359,162,000 transferred to the contributed surplus account of the Company pursuant to the special resolutions passed by the shareholders of the Company at a special general meeting held on 20 October 2012; and (iii) a distribution of shares of a subsidiary of an amount of HK\$76,758,000 on 7 November 2012.
- (c) The capital redemption reserve arose from the repurchase of shares. The amount represents the nominal amount of the shares repurchased.
- (d) FVTOCI reserve represents gains/losses arising on recognising financial assets classified as investment in equity instrument at fair value through other comprehensive income.
- (e) Currency translation reserve represents exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollar) are recognised directly in other comprehensive income and accumulated in the currency translation reserve. Such exchange differences accumulated in the currency translation reserve are reclassified to profit or loss on the disposal of the foreign operations.
- (f) Convertible bonds equity reserve represents the equity component of the convertible bonds with a total principal amount of HK\$20,000,000 issued on 9 July 2021.

附註:

- (a) 不可分派儲備指截至二零一八年十二月三十一日止年度有關收購附屬公司視作控股股東注資總額。
- (b) 實繳盈餘指下列各項總和：(i)所收購附屬公司股份面值與本公司於本集團重組時就收購而發行之股份面值兩者之差額29,140,000港元；(ii)根據本公司股東於二零一二年十月二十日舉行之股東特別大會上通過之特別決議案，削減股份溢價產生之進賬額359,162,000港元（撥入本公司實繳盈餘賬）；及(iii)於二零一二年十一月七日分派附屬公司股份76,758,000港元。
- (c) 資本贖回儲備源自股份購回。該金額指所購回股份之面值。
- (d) 按公平值計入其他全面收入儲備指因確認分類為按公平值計入其他全面收入之股本工具投資之金融資產而產生之收益／虧損。
- (e) 外幣換算儲備指有關本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈列貨幣（即港元）時產生之匯兌差額，直接於其他全面收入中確認及於外幣換算儲備中累計。於外幣換算儲備累計之有關匯兌差額於出售海外業務時重新分類至損益中。
- (f) 可換股債券權益儲備指於二零二一年七月九日發行的本金總額為20,000,000港元的可換股債券權益部分。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Operating activities	經營活動		
Profit/(loss) before taxation	除稅前溢利／(虧損)	392,602	(251,346)
Adjustments for:	就下列各項作出調整：		
Impairment losses of financial assets at amortised cost, net	按攤銷成本計量之金融資產之減值虧損淨額	4,738	872
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損	-	36,063
Fair value changes on investment properties	投資物業公平值變動	(442,760)	158,920
Interest income	利息收入	(4)	(1,490)
Finance costs	財務費用	49,265	32,322
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,892	4,242
Depreciation of right-of-use assets	使用權資產折舊	2,656	2,589
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	11,389	(17,828)
Increase in properties for sale	待售物業增加	(121)	-
(Increase)/decrease in statutory deposits	法定按金(增加)／減少	(120)	2,100
Increase in inventories	存貨增加	(51,843)	-
Increase in loan receivable	應收貸款增加	(1,181)	(13,909)
Decrease/(increase) in accounts receivable	應收賬款減少／(增加)	10,846	(8,225)
Increase in other receivables, prepayments and deposits	其他應收賬款、預付款項及按金增加	(74,477)	(27,903)
Decrease/(increase) in bank balances (trust and segregated accounts)	銀行結存減少／(增加)(信託及獨立賬戶)	4,977	(8,589)
(Decrease)/increase in accounts and bills payables	應付賬款及票據(減少)／增加	(150,538)	156,537
Increase/(decrease) in contract liabilities	合約負債增加／(減少)	4,994	(5,034)
Increase in other payables and accrued expenses	其他應付賬款及應計費用增加	53,472	2,706
Cash (used in)/generated from operations	經營(所用)／所得現金	(192,602)	79,855
Tax paid	已付稅項	-	(322)
Interest paid	已付利息	(45,024)	(20,319)
Net cash (used in)/generated from operating activities	經營活動(所用)／所得現金淨額	(237,626)	59,214

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Investing activities	投資活動		
Purchase of property, plant and equipment	購買物業、廠房及設備	–	(1,017)
Additions of investment properties	添置投資物業	–	(926)
Release of/(placement in) pledged fixed deposits	解除/(存置) 已抵押定期存款		
		171,058	(165,794)
Interest received on bank deposits	銀行存款已收利息	4	1,490
Net cash generated from/(used in) investing activities	投資活動所得/(所用) 現金淨額	171,062	(166,247)
Financing activities	融資活動		
Proceeds from issuance of convertible bonds	發行可換股債券所得款項	20,000	–
Drawdown of borrowings	提取借貸	57,000	146,869
Repayment of borrowings	償還借貸	(66,500)	(69,500)
Repayment of corporate bonds	償還企業債券	(11,000)	–
Repayment of lease liabilities	償還租賃負債	(2,712)	(2,569)
Increase in amounts due to Directors	應付董事款項增加	80,055	31,672
Net cash generated from financing activities	融資活動所得現金淨額	76,843	106,472
Net increase/(decrease) in cash and cash equivalents	現金及等同現金項目之增加/(減少) 淨額	10,279	(561)
Cash and cash equivalents at beginning of the year	年初之現金及等同現金項目	20,610	20,680
Effect of exchange rate changes	外幣匯率改變之影響	1,059	491
Cash and cash equivalents at end of the year	年終之現金及等同現金項目	31,948	20,610
Analysis of balances of cash and cash equivalents	現金及等同現金項目結餘分析		
Bank balances (general accounts) and cash	銀行結存(一般賬戶) 及現金	31,859	20,610
Bank balances (general accounts) and cash classified under assets held for sale (Note 32)	銀行結存(一般賬戶) 及分類為持作出售資產的現金(附註32)	89	–
		31,948	20,610

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

Wisdom Wealth Resources Investment Holding Group Limited (formerly known as Hong Kong Finance Investment Holding Group Limited) (the "Company") is an exempted company incorporated under the Companies Act 1981 of Bermuda (as amended) and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its ultimate controlling party is Dr. Hui Chi Ming, G.B.S., J.P. who is also the Chairman of the Company. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The consolidated financial statements of the Group for the year ended 31 December 2021 comprise the Company and its subsidiaries (together the "Group"). The Company is an investment holding company. The principal activities of the Group are (1) the trading of electronic products and equipment, (2) mineral mining, oil and gas exploration and production, (3) the provision of financial services and (4) property investment.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$") or thousands of units of HK\$ ("HK\$'000"), which is also the functional currency of the Company.

1. 一般事項

智富資源投資控股集團有限公司（前稱香港金融投資控股集團有限公司）（「本公司」）乃根據百慕達一九八一年公司法（修訂本）註冊成立為受豁免公司，其股份於香港聯合交易所有限公司（「聯交所」）主板上市。其最終控制方為許智銘博士 G.B.S., J.P.（亦為本公司主席）。本公司的註冊辦事處及主要營業地點的地址已於本年報公司資料一節內披露。

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包括本公司及其附屬公司（統稱「本集團」）。本公司為投資控股公司。本集團之主要業務為(1)電子產品及設備貿易，(2)採礦、石油與天然氣勘探及生產，(3)提供金融服務及(4)物業投資。

綜合財務報表以港元（「港元」）或以千港元（「千港元」）為單位呈列，其亦為本公司之功能貨幣。

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

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”)

(A) Amendments to HKFRSSs that are mandatorily effective for the current year

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

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2
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The application of the amendments to HKFRSSs 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 out in these consolidated financial statements.

(B) New and amendments to HKFRSSs in issue but not yet effective

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

HKFRS 17	Insurance Contracts and the related Amendments ³
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴

2. 應用經修訂香港財務報告準則 (「香港財務報告準則」)

(A) 本年度強制生效之經修訂香港財務報告準則

於本年度，本集團已首次應用下列由香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則之修訂，該等修訂於二零二一年一月一日或之後開始之年度期間強制生效，以編製綜合財務報表：

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 (修訂)	利率基準改 革—第2階段
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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／或該等綜合財務報表中所載披露並無重大影響。

(B) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第17號	保險合約及相關修訂 ³
香港財務報告準則第3號 (修訂)	概念框架之提述 ²
香港財務報告準則第10號及 香港會計準則第28號 (修訂)	投資者與其聯營公司 或合營公司間資產 出售或注資 ⁴

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

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

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

Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021 ¹
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ³
Amendments to HKAS 8	Definition of Accounting Estimates ³
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ³
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to HKFRSS	Annual Improvements to HKFRSS 2018-2020 ²

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

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

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

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

2. 應用經修訂香港財務報告準則（「香港財務報告準則」）（續）

(B) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

香港財務報告準則第16號（修訂）	二零二一年六月三十日後的Covid-19相關租金寬減 ¹
香港會計準則第1號（修訂）	將負債分類為流動或非流動及香港詮釋第5號之相關修訂（二零二零年） ³
香港會計準則第1號及香港財務報告準則實務報告第2號（修訂）	會計政策披露 ³
香港會計準則第8號（修訂）	會計估計的定義 ³
香港會計準則第12號（修訂）	與單一交易產生的資產及負債有關的遞延稅項 ³
香港會計準則第16號（修訂）	物業、廠房及設備—擬定用途前的所得款項 ²
香港會計準則第37號（修訂）	虧損性合約—履行合約的成本 ²
香港財務報告準則（修訂）	香港財務報告準則二零一八年至二零二零年的年度改進 ²

¹ 於二零二一年四月一日或之後開始之年度期間生效。

² 於二零二二年一月一日或之後開始之年度期間生效。

³ 於二零二三年一月一日或之後開始之年度期間生效。

⁴ 於待定期或之後開始之年度期間生效。

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

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

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

The Company’s directors have performed an assessment on these new and amendments to HKFRSSs, and have concluded on a preliminary basis that the adoption of these new and amendments to HKFRSSs is not expected to have a significant impact on the Group’s financial performance and position.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) and by the disclosure requirements of the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared under historical cost basis except for certain properties and financial instruments that are measured at fair values at the end of each reporting period. Disposal group classified as held for sale are stated at the lower of carrying amount and fair values less costs to sell.

2. 應用經修訂香港財務報告準則 (「香港財務報告準則」) (續)

(B) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

本公司董事已對該等新訂及經修訂香港財務報告準則進行評估，並初步認為採納該等新訂及經修訂香港財務報告準則預期不會對本集團財務表現及狀況產生重大影響。

3. 編製綜合財務報表之基準及主要會計政策

3.1 編製綜合財務報表之基準

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。就編製綜合財務報表而言，倘有關資料合理預期會影響主要使用者作出的決定，則有關資料被視為重大。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則（「上市規則」）及香港公司條例的披露要求所規定之適用披露事項。

綜合財務報表已按歷史成本法編製，惟若干於各報告期末按公平值計量之物業及金融工具除外。分類為持作出售的出售組別按賬面價值與公平值減出售成本的較低者列賬。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

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

The Group has net current assets of approximately HK\$1,916,134,000. In the opinion of the directors of the Company, it is expected that the current assets of properties for sale of approximately HK\$1,981,337,000 will not be completed in the next twelve months from 31 December 2021. In considering the impact of the properties for sale, the Group's current liabilities exceeded its current assets excluding the properties for sale of approximately HK\$1,981,337,000 by approximately HK\$65,203,000. The Group had overdue balances in respect of borrowings of approximately HK\$332,575,000 as at 31 December 2021. Approximately HK\$240,000,000 loan principal and its related accrued interest out of the HK\$332,575,000 overdue balances will be repaid after receipt of net proceeds from disposal of Millhaven Holdings Limited (Note 49).

Nevertheless, the consolidated financial statements have been prepared on the going concern basis because the directors of the Company are of the view that the Group will have sufficient working capital to finance its operations in the next twelve months from 31 December 2021, after taking into consideration of the following:

- 1) The substantial shareholder, Dr. Hui Chi Ming, has confirmed his intention to provide continuing financial support to satisfy the Group's working capital and other financing requirement through continual renewal of borrowings or continual provision of additional financing to the Group;

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.1 編製綜合財務報表之基準 (續)

歷史成本一般按為換取商品及服務而付出之代價之公平值計算。

本集團的流動資產淨值約為1,916,134,000港元。本公司董事認為，預期流動資產約1,981,337,000港元的待售物業將不會於二零二一年十二月三十一日起計未來十二個月內竣工。經計及待售物業的影響後，本集團的流動負債超出其流動資產（不包括待售物業約1,981,337,000港元）約65,203,000港元。於二零二一年十二月三十一日，本集團的借貸逾期結餘約為332,575,000港元。332,575,000港元中約240,000,000港元本金及其未付利息在出售Millhaven Holdings Limited回款後清還（附註49）。

然而，經考慮以下事件後，綜合財務報表乃根據持續經營基準編製，原因是本公司董事認為本集團將有足夠營運資金為自二零二一年十二月三十一日起計未來十二個月之經營提供資金：

- 1) 主要股東許智銘博士已確認，彼有意透過不斷重續借貸或持續向本集團提供額外融資以提供持續財務支持，從而滿足本集團的營運資金及其他融資需求；

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

- 2) On 5 November 2021, the Group entered into a sale and purchase agreement with an independent third party to dispose of the entire issued share capital of Millhaven Holdings Limited (Note 49), a wholly owned subsidiary of the Company, for a cash consideration of HK\$338,000,000 (the "Disposal"). The transaction is expected to be completed in May 2022;
- 3) On 21 October 2019, Karl Thomson Financial Group Limited ("KTFG"), a wholly owned subsidiary of the Company, entered into a loan facility agreement ("Loan Facility Agreement") with PAL Finance Limited, a wholly-owned subsidiary of Asia Tele-Net And Technology Corporation Limited ("Asia Tele-Net"). Mr. Lam Kwok Hing and Mr. Nam Kwok Lun, executive directors of the Company, are an executive director and the ultimate controlling shareholder of Asia Tele-Net, and an executive director of Asia Tele-Net who has an indirect interest in Asia Tele-Net respectively. Pursuant to Loan Facility Agreement, the Group provides an unsecured revolving loan facility of HK\$130,000,000 bearing interest at prime rate as announced from time to time by The Hong Kong and Shanghai Banking Corporation Limited for lending Hong Kong Dollars ("Prime Rate") for a term of three years commencing from the loan effective date and ending on 20 October 2022;

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.1 編製綜合財務報表之基準 (續)

- 2) 於二零二一年十一月五日，本集團與一名獨立第三方訂立買賣協議，以出售本公司全資附屬公司Millhaven Holdings Limited的全部已發行股本(附註49)，以換取現金代價338,000,000港元(「出售事項」)。該交易預期將於二零二二年五月完成；
- 3) 於二零一九年十月二十一日，本公司的全資附屬公司Karl Thomson Financial Group Limited(「KTFG」)與亞洲聯網科技有限公司(「亞洲聯網」)的全資附屬公司PAL Finance Limited訂立貸款融資協議(「貸款融資協議」)。本公司執行董事藍國慶先生及藍國倫先生分別為亞洲聯網的執行董事及最終控股股東，及擁有亞洲聯網間接權益的亞洲聯網執行董事。根據貸款融資協議，本集團提供無擔保循環貸款融資130,000,000港元，自貸款生效日期起至二零二二年十月二十日止為期三年，按香港上海滙豐銀行有限公司不時就港元貸款公佈的最優惠利率(「最優惠利率」)計息；

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

- 4) The Company proposes to implement a rights issue, on the basis of one rights share for every two shares held on a record date at a subscription price of HK\$0.1 per rights share, to raise up to (i) approximately HK\$200,000,000 by issuing up to 2,000,000,000 rights shares; or (ii) approximately HK\$201,000,000 by issuing up to 2,010,204,081 rights shares to qualifying shareholders; and
- 5) In December 2021, the Company negotiated with a bank in Hong Kong for a banking facility of HK\$200,000,000 bearing interest at 2.5% over Hong Kong Interbank Bank Offered Rate for a term of 18 months from the drawdown date, secured by the Group's investment properties and properties held for sale located in Zhanjiang, the People's Republic of China ("PRC"). Up to the date of this report, an indicative offer letter which sets out the principal terms and conditions of the banking facility was signed by the Company and the bank. The directors of the Company considered that the banking facility would be granted to the Company in view of the securities pledged for the banking facility.

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.1 編製綜合財務報表之基準 (續)

- 4) 本公司建議按於記錄日期每持有兩股股份獲發一股供股股份之基準，以認購價每股供股股份0.1港元進行供股，(i)透過發行最多2,000,000,000股供股股份籌集最多約200,000,000港元；或(ii)透過向合資格股東發行最多2,010,204,081股供股股份籌集最多約201,000,000港元；及
- 5) 於二零二一年十二月，本公司與香港的一間銀行就自提取日期起計為期18個月的銀行融資200,000,000港元（按香港銀行同業拆息加2.5%的利率計息，由本集團投資物業及位於中華人民共和國（「中國」）湛江的持作待售物業作抵押）進行磋商。直至本報告日期，載有銀行融資的主要條款及條件的指示性同意函已由本公司及該銀行簽署。本公司董事認為，鑒於為銀行融資而抵押的證券，本公司將獲授銀行融資。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

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

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.1 編製綜合財務報表之基準 (續)

公平值乃於計量日期市場參與者間於有秩序交易中出售資產所收取或轉讓負債須支付之價格，而不論該價格是否為可直接觀察取得或可使用其他估值技術估計。於估計資產或負債的公平值時，本集團會考慮該等市場參與者於計量日期對資產或負債定價時所考慮的資產或負債的特點。於該等綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟屬於香港財務報告準則第2號股權支付範疇之股權支付交易、根據香港財務報告準則第16號列賬之租賃交易，以及與公平值存在若干相似之處但並非公平值之計量（例如香港會計準則第2號存貨之可變現淨值或香港會計準則第36號資產減值之使用價值）除外。

非金融資產之公平值計量計及市場參與者透過最大限度使用該資產達致最佳用途或透過將該資產出售予將最大限度使用該資產達致最佳用途之另一市場參與者產生經濟效益之能力。

就於隨後期間按公平值及將使用不可觀察輸入數據計量公平值的估值技術交易的金融工具及投資物業而言，估值技術會予以校準以使估值技術結果與交易價相等。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

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

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

3.2 Significant accounting policies

Basis of consolidation

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.1 編製綜合財務報表之基準 (續)

此外，就財務報告而言，公平值計量根據公平值計量輸入數據之可觀察程度及公平值計量輸入數據對其整體之重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據乃實體於計量日期可取得之相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據乃資產或負債之直接或間接可觀察輸入數據(第一級所包括之報價除外)；及
- 第三級輸入數據乃資產或負債之不可觀察輸入數據。

3.2 主要會計政策

綜合基準

本綜合財務報表包含本公司及由本公司及其附屬公司控制之實體之財務報表。取得控制權乃指本公司：

- 可對投資對象行使權力；
- 因參與投資對象之業務而獲得或有權獲得可變回報；及
- 有能力行使其權力以影響該等回報。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

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 statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

綜合基準 (續)

倘事實及情況反映上文所列三項控制因素其中一項或多項變動，則本公司會重估是否仍然控制投資對象。

當本集團取得附屬公司之控制權，便開始將該附屬公司綜合入賬；當本集團失去附屬公司之控制權，便停止將該附屬公司綜合入賬。具體而言，年內收購或出售之附屬公司之收入及支出會於本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團對該附屬公司之控制權終止當日為止。

損益及各項其他全面收入項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

如有需要，附屬公司之財務報表將作出調整，以使其會計政策與本集團之會計政策一致。

集團內公司間一切資產及負債、股權、收入、支出及與集團成員公司間交易相關之現金流量於綜合賬目時悉數撇銷。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

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

Revenue from contracts with customers

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

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

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

3.2 主要會計政策 (續)

綜合基準 (續)

附屬公司之非控股權益與本集團於其中之權益分開呈列，而該等權益代表其持有人於清盤時讓持有人有權按比例分佔有關附屬公司資產淨值之現時所有權權益。

客戶合約之收益

根據香港財務報告準則第15號，於（或當）本集團於完成履約責任時，即當特定之履約責任涉及之貨品或服務之「控制權」轉移至客戶時確認收益。

履約責任指一項明確貨品或服務（或一批貨品或服務）或一系列大致相同之明確貨品或服務。

倘符合以下其中一項條件，控制權隨時間轉移，收益則可參考完成相關履約責任之進度而按時間確認：

- 客戶於本集團履約時同時收取及享用本集團履約所提供之利益；
- 於履約時，本集團之履約創造或提升客戶控制之資產；或
- 本集團之履約並未能創造對本集團具有替代用途之資產，而本集團有強制執行權收取至今已履約之款項。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

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

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

Details of the Group's performance obligations for revenue for contracts with customers resulting from application of HKFRS 15 are set out in note 7.

Principal versus agent

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

客戶合約之收益 (續)

否則，收益將於客戶獲得明確貨品或服務控制權時確認。

合約負債指本集團向客戶轉移本集團已自客戶收取代價（或應收代價金額）之貨品或服務之責任。

有關本集團因應用香港財務報告準則第15號所產生之客戶合約之收益之履約責任詳情載於附註7。

主事人與代理人

倘向客戶提供貨品或服務涉及另一方，本集團會釐定其承諾性質是否為其本身提供指定貨品或服務之履約責任（即本集團為主事人）或安排另一方提供該等貨品或服務（即本集團為代理人）。

倘本集團於向客戶轉移指定貨品或服務前控制該貨品或服務，則本集團為主事人。

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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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of fixed assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of fixed assets is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3. 編製綜合財務報表之基準及主要會計政策 (續)

物業、廠房及設備

物業、廠房及設備乃持作用於生產或供應貨品或服務或作行政用途之有形資產。物業、廠房及設備按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表入賬。

確認折舊旨在於固定資產項目之估計可使用年期內以直線法撇銷其成本(減殘值)。估計可使用年期、殘值及折舊方法均於各報告期末作出檢討,並對估計任何變更的影響按前瞻基準列賬。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生日後經濟利益時終止確認。因出售或報廢固定資產項目而產生任何收益或虧損,按出售所得款項與資產賬面值之差額計算,並於損益確認。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties also include leased properties which are being recognised as right-of-use asset.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values, adjusted to exclude any prepaid or accrued operating lease income. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognised.

3. 編製綜合財務報表之基準及主要會計政策 (續)

投資物業

投資物業為持有以賺取租金及／或資本增值的物業（包括作該等用途之在建物業）。

投資物業亦包括確認為使用權資產之租賃物業。

投資物業初步按成本計量，包括任何直接應佔開支。於初步確認後，投資物業按其公平值計量，並予以調整以撇除任何預付或應計經營租賃收入。投資物業公平值變動產生之收益或虧損於產生之期間計入損益。

在建投資物業所產生之建築成本乃資本化為在建投資物業賬面值之一部分。

出售投資物業後或當投資物業永久不再使用及預期其出售不會帶來日後經濟利益時終止確認投資物業。終止確認該物業產生的任何收益或虧損（按出售所得款項淨額與該資產賬面值之間的差額計算）於終止確認該物業期間計入損益。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for trading rights is recognised on a straight-line basis over their estimated useful lives. The estimated useful lives and amortisation method are reviewed at the end of each reporting period, with the effective of any changes in estimate being accounted for on a prospective basis.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and 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 with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the assets are derecognised.

3. 編製綜合財務報表之基準及主要會計政策 (續)

無形資產

單獨收購之無形資產

單獨收購之有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損入賬。交易權之攤銷按直線基準於其估計可使用年期確認。估計可使用年期及攤銷方法於各報告期末檢討，並對估計任何變更的影響按前瞻基準列賬。

於業務合併收購之無形資產

於業務合併收購之無形資產與商譽分開確認及初步按收購日期之公平值(被視為其成本)確認。於初步確認後，業務合併所收購具備有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬，基準與單獨收購之無形資產相同。

終止確認無形資產

無形資產於出售時或預計日後使用或出售該資產不會產生經濟利益時終止確認。終止確認無形資產產生之損益以資產處置所得款項淨額與賬面值之差額計算，並於終止確認資產之期間在損益確認。

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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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment losses on property, plant and equipment, right-of-use assets and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment, right-of-use assets and intangible asset are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash generating unit) for which the estimates of future cash flows have not been adjusted.

3. 編製綜合財務報表之基準及主要會計政策 (續)

物業、廠房及設備、使用權資產及無形資產之減值虧損

本集團於報告期末審閱有限可使用年期之物業、廠房及設備、使用權資產及無形資產之賬面值，釐定該等資產有否任何減值虧損跡象。倘有任何跡象顯示減值，將估計有關資產之可收回金額以釐定減值虧損(如有)程度。

物業、廠房及設備、使用權資產及無形資產之可收回金額將予以個別估計，當不能個別估計可收回金額時，本集團估計有關資產所屬現金產生單位之可收回金額。

對現金產生單位進行減值測試時，倘可建立一個合理及一致的分配基礎時，公司資產會被分配到相關現金產生單位，否則將會被分配至可建立一個有合理及一致的分配基準的最小組別的現金產生單位。可收回金額乃根據公司資產所屬的現金產生單位或現金產生單位組別而釐定，並與相關現金產生單位或現金產生單位組別的賬面值作比較。

可收回金額為公平值減出售成本與使用價值之較高者。評估使用價值時，估計未來現金流量會以可反映現行市場對貨幣時間價值之評估及並未調整估計未來現金流量之資產(或現金產生單位)之特定風險之除稅前折現率折現至現值。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment losses on property, plant and equipment, right-of-use assets and intangible assets (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable) or, its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 編製綜合財務報表之基準及主要會計政策 (續)

物業、廠房及設備、使用權資產及無形資產之減值虧損 (續)

倘資產(或現金產生單位)之可收回金額估計低於其賬面值,則資產(或現金產生單位)之賬面值乃扣減至其可收回金額。就未能按合理及一致基礎分配至現金產生單位之公司資產或部分公司資產而言,本集團會比較現金產生單位組別之賬面值(包括已分配至該現金產生單位組別之公司資產或部分公司資產之賬面值)與該現金產生單位組別之可收回金額。於分配減值虧損時,減值虧損首先會分配以減低任何商譽(倘適用)之賬面值,其後按該單位或現金產生單位組別各資產之賬面值按比例分配至其他資產。資產賬面值不會減少至低於其公平值減出售成本(如可計量)或其使用價值(如可釐定)及零中之最高值。已另行分配至資產之減值虧損金額按比例分配至該單位或現金產生單位組別之其他資產。減值虧損即時於損益中確認。

倘減值虧損於其後撥回,則資產(或現金產生單位或現金產生單位組別)之賬面值會增至經修訂估計可收回金額,惟增加之賬面值不會超過以往年度並未就該資產(或現金產生單位或現金產生單位組別)確認任何減值虧損而應釐定之賬面值。減值虧損撥回即時於損益中確認。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Properties for sale

Properties under development which are intended to be sold upon completion of development and properties for sale are classified as current assets. Except for the leasehold land element which is measured at cost model in accordance with the accounting policies of right-of-use assets, properties for sale are carried at the lower of cost and net realisable value. Cost is determined on a specific identification basis including allocation of the related development expenditure incurred and where appropriate, borrowing costs capitalised. Net realisable value represents the estimated selling price for the properties less estimated cost to completion and costs necessary to make the sales.

Taxation

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

存貨

存貨按成本與可變現淨值兩者之較低值列賬。存貨成本按先進先出法釐定。可變現淨值乃指存貨的估計售價減所有估計完成成本及完成銷售所需成本後所得之數額。進行銷售所需的成本包括可直接歸屬於銷售的增量成本及本集團進行銷售所必須產生的非增量成本。

待售物業

擬於開發完成及待售物業竣工後出售之開發中物業分類為流動資產。除租賃土地部分根據使用權資產之會計政策按成本模式計量外，待售物業以成本及可變現淨值兩者之較低者入賬。成本按特定識別基準釐定，包括分配所產生之有關開發支出及(倘適用)資本化借貸成本。可變現淨值指估計物業售價減估計完成成本及銷售所需成本。

稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項按年度應課稅溢利計算。應課稅溢利因其他年度的應課稅或可扣稅收支及毋須課稅或不可扣稅項目而有別於除稅前溢利／(虧損)。本集團之本期稅項負債按報告期末已實行或大致已實行之稅率計算。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

稅項 (續)

遞延稅項為就綜合財務報表資產及負債賬面值與計算應課稅溢利時所用之相應稅基兩者間之暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產通常會就所有可扣減暫時差額按可能出現可利用暫時差額扣稅之應課稅溢利予以確認。倘有關暫時差額因商譽或因業務合併以外原因開始確認既不影響應課稅溢利亦不影響會計溢利之交易中資產及負債而引致，則不會確認該等遞延稅項資產及負債。

遞延稅項負債按附屬公司投資所產生應課稅暫時差額確認，惟倘本集團能控制暫時差額之回撥，且暫時差額可能不會於可見將來回撥之情況則除外。由相關投資之可扣稅暫時差額所產生之遞延稅項資產，僅於可能有足夠應課稅溢利可以使用暫時差額之益處，且預計於可見將來可以撥回時確認。

遞延稅項資產之賬面值於各報告期末作檢討，按不再可能有足夠應課稅溢利用以收回全部或部分資產為限作出調減。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale, except for freehold land, which is always presumed to be recovered entirely through sale.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

3. 編製綜合財務報表之基準及主要會計政策 (續)

稅項 (續)

遞延稅項資產及負債按預期於清償負債或變現資產之期間適用之稅率計量，並根據截至報告期末前已頒佈或大致已頒佈之稅率（及稅法）計算。

遞延稅項負債及資產之計量反映本集團預期於報告期末時收回或結算其資產及負債賬面值之方式所引起稅務結果。

計量按公平值模式計量之投資物業的遞延稅項時，乃假定該等物業透過出售收回全部賬面值，除非該假定遭推翻。倘投資物業可予折舊及以旨在隨時間而非透過出售消耗該投資物業所含絕大部分經濟利益之商業模式持有，則該假定會遭推翻，惟永久業權土地除外，有關土地一向被推定為可透過出售全部收回。

就計量本集團對租賃交易確認使用權資產及相關租賃負債之遞延稅項而言，本集團首先釐定減稅是否因使用權資產或租賃負債而產生。

就稅項扣減乃因租賃負債而產生的租賃交易而言，本集團就整體租賃交易應用香港會計準則第12號所得稅的規定。與使用權資產及租賃負債有關的暫時差額按淨額基準評估。使用權資產折舊超出租賃負債本金部分的租賃款項的差額導致出現可扣減暫時差額淨額。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Foreign currencies

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

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

稅項 (續)

當有合法可強制執行權利將即期稅項資產與即期稅項負債相抵銷，而遞延稅項資產及負債與同一稅務機關向同一應課稅實體徵收的所得稅有關，則遞延稅項資產與負債相抵銷。

外幣

編製個別集團實體之財務報表時，以該實體功能貨幣以外貨幣（外幣）進行之交易，按於交易日期之現行匯率確認。於報告期末，以外幣列值之貨幣項目以當日之現行匯率重新換算。以外幣列值之按公平值列賬之非貨幣項目以釐定公平值當日之匯率重新換算。以外幣歷史成本計算之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目產生之匯兌差額於產生期內於損益中確認。

呈列綜合財務報表時，本集團海外業務之資產及負債按各報告期末之現行匯率換算為本集團呈列貨幣（即港元）。收入及開支項目乃按期內平均匯率換算，除非該期間內匯率出現重大波幅，則於此情況下，將採用交易日期之現行匯率。所產生匯兌差額（如有）均確認為其他全面收入及累計於權益中之外幣換算儲備（歸於非控股權益，如適用）。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

Definition of a lease

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

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

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

3. 編製綜合財務報表之基準及主要會計政策 (續)

租賃

租賃之定義

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之權利，則該合約為租賃或包含租賃。

就於首次應用日期或之後訂立或修改或業務合併產生之合約而言，本集團根據香港財務報告準則第16號之定義於開始時、修改日期或收購日期（按適用者）評估該合約是否為租賃或包含租賃。除非合約之條款及條件其後變動，否則有關合約將不予重新評估。

本集團作為承租人

將代價分配至合約部分

就包含租賃部分以及一項或多項額外租賃或非租賃部分之合約而言，本集團將合約之代價分配至各租賃部分，基準是租賃部分之相對獨立價格及非租賃部分之總獨立價格，除非有關分配無法可靠作出，否則包括就收購一項物業（包括租賃土地及非租賃樓宇部分）之所有權之合約。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Short-term leases

The Group applies the short-term lease recognition exemption to leases of leasehold properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option.

Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

3. 編製綜合財務報表之基準及主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

短期租賃

本集團將短期租賃確認豁免應用於租賃物業之租賃，有關租賃之租賃期為自開始日期起十二個月或以下且不包含購買選擇權。

短期租賃之租賃付款在租賃期內按直線法確認為支出。

使用權資產

使用權資產之成本包括：

- 租賃負債之初步計量金額；
- 於開始日期或之前作出之任何租賃付款，減任何已收租賃優惠；
- 本集團產生之任何初始直接成本；及
- 本集團於拆卸及移除相關資產、恢復其所在地或將相關資產恢復至租賃條款及條件所規定之狀況時將產生之成本估計。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產 (續)

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債之任何重新計量作出調整，惟本集團於當中應用可行權宜方法之Covid-19相關租金寬減而產生對租賃負債的調整除外。

就本集團於租期結束時合理確定獲取相關租賃資產所有權之使用權資產而言，有關使用權資產自開始日期起至使用年期結束期間折舊。在其他情況下，使用權資產按直線基準於其估計使用年期及租期（以較短者為準）內折舊。

本集團將使用權資產列為綜合財務狀況表之一項單獨項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

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

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

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

Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

3. 編製綜合財務報表之基準及主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債

於租賃開始日期，本集團按於該日未付之租賃付款之現值確認及計量租賃負債。在計算租賃付款現值時，倘租賃所隱含之利率未能即時釐定，則本集團採用於租賃開始日期之增量借貸利率。

租賃付款包括固定付款（包括實質固定付款）減任何應收租賃優惠。

於開始日期後，租賃負債乃經利息增加及租賃付款調整。

本集團將租賃負債列為綜合財務狀況表之一項單獨項目。

租賃變更

除本集團應用可行權宜方法之Covid-19相關租金寬減外，倘出現下列情況，本集團將租賃變更入賬為單獨租賃：

- 該變更增加使用一項或多項相關資產的權利，從而增加租賃之範圍；及
- 租賃代價按與獨立價格相稱之增加範圍及對該獨立價格作出任何適當調整以反映特定合約之情況增加。

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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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications (Continued)

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

3. 編製綜合財務報表之基準及主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃變更 (續)

對於未作為單獨租賃入賬的租賃變更，本集團根據變更租賃的租賃期重新計量租賃負債（減任何應收租賃優惠），方法是採用變更生效日的修訂折現率折現修訂租賃付款。

本集團透過對相關使用權資產作出相應調整將租賃負債重新計量入賬。當經修改合約包含租賃組成部分以及一個或多個額外租賃或非租賃組成部分時，本集團根據租賃組成部分之相對獨立價格及非租賃組成部分之總獨立價格，將經修改合約中之代價分配至每個租賃組成部分。

Covid-19相關租金寬減

就因Covid-19疫情直接導致產生之租金寬減而言，本集團已選擇在滿足下列所有條件時應用可行權宜方法不評估有關變動是否為一項租賃變更：

- 租賃付款之變動使租賃代價有所修改，而經修改代價與緊接變動前租賃代價大致相同，或少於緊接變動前租賃代價；

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Covid-19-related rent concessions (Continued)

- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

The Group as a lessor

Classification and measurement of leases

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

Covid-19相關租金寬減 (續)

- 租賃付款之任何減少僅影響原到期日為二零二一年六月三十日或之前的付款；及
- 租賃之其他條款及條件並無實質變動。

應用可行權宜方法將租金減免導致之租賃付款變動入賬的承租人，將以同一方式將應用香港財務報告準則第16號的變動入賬（倘變動並非租賃變更）。租賃付款之寬免或豁免作為可變租賃付款入賬。相關租賃負債經調整以反映寬免或豁免之金額，並於該事件發生期間於損益確認相應調整。

本集團作為出租人

租賃之分類及計量

本集團作為出租人之租賃分為融資或經營租賃。每當租賃條款將相關資產擁有權附帶之絕大部分風險及回報轉移至承租人時，則合約分類為融資租賃。所有其他租賃則列為經營租賃。

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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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessor (Continued)

Classification and measurement of leases (Continued)

The Group enters into lease agreements as a lessor with respect to its investment properties to other parties.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating are added to the carrying amount of the leased asset and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Employee benefits

Retirement benefits costs

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

Short-term employee benefits

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

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

租賃 (續)

本集團作為出租人 (續)

租賃之分類及計量 (續)

本集團作為出租人就其投資物業與其他人士訂立租賃協議。

經營租賃之租金收入按直線法於相關租期內於損益內確認。磋商及安排經營租賃所產生之初始直接費用乃計入租賃資產之賬面值及該等費用於租期內按直線法確認為開支，惟按公平值模式計量之投資物業除外。

僱員福利

退休福利成本

向定額供款退休福利計劃付款於僱員已經提供賦予彼等獲得供款之權利的服務時被確認為開支。

短期僱員福利

短期僱員福利乃按預期於僱員提供服務時將予支付之福利的未貼現金額確認。所有短期僱員福利均確認為開支，除非另一項香港財務報告準則規定或准許於資產成本加入福利則除外。

負債乃於扣除任何已付金額後就應計至僱員的福利(如工資及薪金、年假及病假)予以確認。

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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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for accounts receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

3. 編製綜合財務報表之基準及主要會計政策 (續)

借貸成本

因取得、建設或生產合資格資產(即需要一段長時間籌備作擬定用途或銷售之資產)而直接產生之借貸成本乃計入該等資產之成本,直至當資產已大致上可作擬定用途或銷售。指定借貸尚未運用於合資格資產前作短暫投資而產生之投資收入乃於可作資本化借貸成本內扣除。

所有其他借貸成本均於產生期間於損益確認。

金融工具

倘集團實體成為工具合約條文之訂約方,則確認金融資產及金融負債。所有日常金融資產買賣於交易日確認及終止確認。日常買賣指須在市場規則或慣例訂定的時間內交付資產的金融資產買賣。

金融資產及金融負債初步按公平值計量,惟自客戶合約產生之應收賬款除外,其根據香港財務報告準則第15號初步計量。因收購或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)的金融資產或金融負債除外)而直接產生之交易成本於初步確認時計入金融資產或金融負債之公平值或自金融資產或金融負債之公平值扣除(按適用情況而定)。收購按公平值計入損益的金融資產或金融負債直接應佔之交易成本即時於損益內確認。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income which are derived from the Group's ordinary course of business are presented as revenue.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

實際利率法為計算金融資產或金融負債之攤銷成本以及於相關期間內分配利息收入及利息開支之方法。實際利率指將金融資產或金融負債預計可用年期或(如適用)較短期間之估計未來現金收入及款項(包括構成實際利率之所有已付或已收費用及利率差價、交易成本及其他溢價或折讓)準確貼現至初步確認之賬面淨值的利率。

本集團於日常業務過程中所產生之利息收入乃呈列為收益。

金融資產

金融資產分類及後續計量

符合下列條件之金融資產其後按攤銷成本計量：

- 目的為收取合約現金流量而於業務模式內持有金融資產；及
- 合約條款於指定日期產生之現金流量僅為支付本金及未償還之本金利息。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產分類及後續計量 (續)

符合下列條件之金融資產其後按公平值計入其他全面收入(「按公平值計入其他全面收入」)計量：

- 以收取合約現金流量及出售達致目標之業務模式下所持有之金融資產；及
- 合約條款於指定日期產生之現金流量僅為支付本金及未償還之本金利息。

所有其他金融資產其後按公平值計入損益計量，惟初步確認金融資產時，本集團可不可撤銷地選擇於其他全面收入中呈列股權投資之後續公平值變動，前提是該項股權投資既非持作買賣亦非收購方於業務合併中確認之或然代價(在該情況下，香港財務報告準則第3號業務合併適用)。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term;
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產分類及後續計量 (續)

金融資產分類為持作買賣指：

- 收購之主要目的為於短期內出售；
- 在初始確認時，屬本集團所合併管理之已識別金融工具組合之一部分，且近期出現實際短期獲利模式；或
- 並非指定及實際可作對沖工具之衍生工具。

此外，本集團可不可撤回地指定一項須按攤銷成本或按公平值計入其他全面收入計量之金融資產以按公平值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at FVTOCI. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in OCI and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained earnings.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產分類及後續計量 (續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量之金融資產及其後按公平值計入其他全面收入之債務工具／應收款項之利息收入乃使用實際利率法予以確認。利息收入乃根據對金融資產之總賬面值應用實際利率計算，惟隨後出現信貸減值之金融資產除外（見下文）。就其後出現信貸減值之金融資產而言，自下一報告期起，利息收入乃就金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具之信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

(ii) 指定按公平值計入其他全面收入之股本工具

按公平值計入其他全面收入之股本工具投資乃其後按公平值計量，其自公平值變動所產生之收益及虧損於其他全面收入中確認，並於按公平值計入其他全面收入儲備中累計；毋須予以減值評估。有關累計收益或虧損不會於出售股權投資後重新分類至損益，且將轉撥至保留盈利。

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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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(ii) Equity instruments designated as at FVTOCI (Continued)

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the other income line item in profit or loss.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets (including statutory deposits, loan receivable, accounts receivable, other receivables and deposits, pledged fixed deposits and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產分類及後續計量 (續)

(ii) 指定按公平值計入其他全面收入之股本工具 (續)

當本集團收取股息之權利獲確立，該等股本工具投資之股息將於損益內確認，除非有關股息明顯屬於就該投資收回之部分成本。股息乃計入損益內其他收入項目中。

金融資產減值

本集團就金融資產(包括法定按金、應收貸款、應收賬款、其他應收賬款及按金、已抵押定期存款及銀行結存)根據預期信貸虧損(「預期信貸虧損」)模式進行減值評估。預期信貸虧損之金額會於各報告日期更新，以反映自初始確認以來信貸風險之變化。

全期預期信貸虧損指將相關工具之預期使用期內所有可能之違約事件產生之預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指於報告日期後12個月內可能發生之違約事件預期產生之部分全期預期信貸虧損。本集團已根據歷史信貸虧損經驗作出評估，並就債務人特定因素、整體經濟環境以及於報告日期當前狀況及日後狀況預測之評估作出調整。

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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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

The ECL are assessed by the Group on annual basis. The Group applies simplified approach to measure ECL on accounts receivable (except for dealing in securities-cash clients and loans to securities margin clients); and general approach to measure ECL on accounts receivable arising from dealing in securities-cash clients and loans to securities margin clients and other financial assets accounted for at amortised cost.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

本集團會每年對預期信貸虧損作出評估。本集團採用簡化方法計量應收賬款（證券現金客戶交易及給予證券保證金客戶之貸款除外）之預期信貸虧損；及採用一般方法計量證券現金客戶交易所產生之應收賬款、給予證券保證金客戶之貸款及按攤銷成本列賬之其他金融資產之預期信貸虧損。

就所有其他工具而言，本集團按12個月預期信貸虧損計量虧損撥備，除非信貸風險自初始確認以來顯著上升，而在該情況下，本集團確認全期預期信貸虧損。是否應以全期預期信貸虧損確認乃根據自初始確認以來出現違約之可能性或風險顯著上升而評估。

(i) 信貸風險大幅增加

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初始確認日起金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可支持之定量及定性資料，包括無需付出不必要之成本或努力而可得之歷史經驗及前瞻性資料。

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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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險大幅增加 (續)

具體而言，在評估信貸風險有否顯著增加時，會考慮以下資料：

- 金融工具之外部（如有）或內部信貸評級之實際或預期顯著惡化；
- 外部市場信貸風險指標之顯著惡化，如信貸利差大幅增加，債務人之信貸違約掉期價格；
- 財務或經濟狀況之現有或預測不利變動，預期將導致債務人履行其債務責任之能力大幅下降；
- 債務人經營業績之實際或預期重大惡化；
- 債務人監管、經濟或技術環境之實際或預期重大不利變動，導致債務人履行其債務責任之能力大幅下降。

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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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Margin clients use the number of days past due and loan-to-collateral value ("LTV") to determine significant increase in credit risk.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of "investment grade" as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險大幅增加 (續)

不論上述評估之結果如何，本集團認為，當合約付款逾期超過30日，則自初始確認以來信貸風險已顯著增加，除非本集團有合理且可支持之資料證明並非如此。

保證金客戶採用逾期天數及貸款對抵押品價值釐定信貸風險顯著增加。

儘管如此，但本集團假設倘債務工具在報告日期被確定為具有較低信貸風險，則債務工具自初始確認以來之信貸風險並未顯著增加。倘出現下列情形，則債務工具會被釐定為信貸風險較低：i)其違約風險較低；ii)借款人於短期履行合約現金流量責任之能力強大及iii)經濟及業務狀況之長期不利變動可能但不一定會削弱借款人履行合約現金流量責任之能力。本集團認為，倘債務工具內部或外部信貸評級為按公認定義之「投資級」，則有關債務工具之信貸風險低。

本集團定期監察用以確定信貸風險曾否顯著增加之標準之成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信貸風險顯著增加。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

The estimation of credit loss under all stages is taking into consideration of forward looking information. The Group identifies the key economic driver impacting credit risk and ECL to be the growth rate of Gross domestic product ("GDP"). The Group applied the probability weighted scenarios for incorporating the forward looking information. The growth rate of GDP has been used in determining the probability-weighting of each of the optimistic scenario, base case scenario and pessimistic scenario. These probability-weighted ECLs are determined by running each scenario through the relevant ECL model and multiplying it by the appropriate scenario weighting.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(i) 信貸風險大幅增加 (續)

所有階段之信貸虧損估計均考慮了前瞻性資料。本集團確定影響信貸風險及預期信貸虧損之主要經濟驅動因素為國內生產總值（「GDP」）增長率。本集團採用概率加權情景納入前瞻性資料。GDP增長率已被用於釐定每個樂觀情景、基本情景及悲觀情景之概率加權。該等概率加權預期信貸虧損乃通過相關預期信貸虧損模型運行每種情景並將其乘以適當之情景加權釐定。

(ii) 違約之定義

就內部信貸風險管理而言，本集團認為，倘內部生成之或自外部資源獲得之資料顯示債務人不大可能向其債權人（包括本集團）悉數付款（不考慮本集團持有之任何抵押品），則發生違約事件。

無論上述情形如何，本集團認為，倘金融資產逾期超過90天，則發生違約事件，除非本集團有能說明更寬鬆之違約標準更為合適之合理可靠資料，則作別論。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(iii) 信貸減值金融資產

當發生對某項金融資產之估計未來現金流產生不利影響之一項或多項違約事件時，該金融資產即出現信貸減值。金融資產信貸減值之證據包括以下事件之可觀察數據：

- (a) 發行人或借款人面臨重大財務困難；
- (b) 違反合約，例如違約或逾期事件；
- (c) 借款人之貸款人出於與借款人財務困難相關之經濟或合約原因，而向借款人授予貸款人原本不會考慮之優惠；
- (d) 借款人可能破產或進行其他財務重組；或
- (e) 由於財務困難導致金融資產失去活躍市場。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of accounts receivable, when the amounts are over one year past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on accounts receivable from trading business property investment and financial advisory service using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(iv) 撇銷政策

當有資料顯示交易對手方有嚴重財務困難及並無實際可收回預期，例如，當交易對手方被清算或已進入破產程序時，或倘為應收賬款，該等金額逾期超過一年時（以較早發生者為準），本集團會將該金融資產撇銷。經考慮法律意見（如適當）後，已撇銷之金融資產仍可根據本集團之收回程序實施強制執行。撇銷構成終止確認事項。任何後續收回均於損益中確認。

(v) 預期信貸虧損之計量及確認

預期信貸虧損計量為違約概率、違約虧損（即違約時虧損大小）及違約時風險敞口之函數。違約概率及違約虧損之評估乃基於歷史數據按前瞻性資料作出調整。預期信貸虧損之估計反映無偏頗及概率加權之數額，其乃根據發生相關違約風險之加權數值而釐定。本集團經考慮過往信貸虧損經驗後使用撥備矩陣並採用可行權宜方法估計來自貿易業務、物業投資及財務諮詢服務之應收賬款的預期信貸虧損，並按毋需花費不必要成本或精力即可獲得的前瞻性資料作出調整。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

For margin clients, the Group determines the probability of default by the internal credit ratings while loss given default is determined based on factors including the realization value of collateral and the estimated volatility.

For other financial assets at amortised cost, the external and internal credit ratings and related probability of default are taken into consideration. Loss given default is determined based on assessed publicly available information from credit-rating agencies.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for certain accounts receivable are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(v) 預期信貸虧損之計量及確認 (續)

對於保證金客戶，本集團根據內部信貸評級釐定違約概率，而違約損失則根據包括抵押品的變現價值及估計波動性等因素釐定。

對於其他按攤銷成本計量的金融資產，將考慮外部及內部信貸評級以及相關違約概率。違約損失乃根據信貸評級機構評估的公開可得資料釐定。

一般而言，預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間之差額（按於初始確認時所釐定之實際利率貼現）。

經計及逾期資料及相關信貸資料（如前瞻性宏觀經濟資料），若干應收賬款之全期預期信貸虧損乃按集體基準予以考慮。

就集體評估而言，本集團將於制定組別時考慮以下特徵：

- 逾期狀況；
- 債務人之性質、規模及行業；及
- 可用之外部信貸評級。

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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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of accounts receivable where the corresponding adjustment is recognised through a loss allowance account.

Derecognition/modification of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(v) 預期信貸虧損之計量及確認 (續)

管理層會定期檢討分組方法，以確保各組別之組成項目維持類似之信貸風險特徵。

利息收入乃根據金融資產之賬面總額計算，除非金融資產發生信貸減值則另作別論，在該情況下，利息收入會根據金融資產之攤銷成本計算。

本集團通過調整金融工具賬面值在損益中確認所有該等金融工具之減值收益或虧損（應收賬款除外），而相應調整透過虧損撥備賬確認。

終止確認／修訂金融資產

僅於資產現金流量之合約權利屆滿時，或當其將金融資產及擁有資產之絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團並無轉讓亦不保留所有權之絕大部分風險及回報並繼續控制所轉讓資產，則本集團就其可能須支付之金額確認於資產及相關負債之保留權益。倘本集團保留所轉讓金融資產所有權之絕大部分風險及回報，則本集團繼續確認金融資產，亦確認所收款項之有抵押借貸。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition/modification of financial assets (Continued)

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

A modification of a financial asset occurs if the contractual cash flows are renegotiated or otherwise modified.

When the contractual terms of a financial asset are modified, the Group assesses whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial asset, after reducing gross carrying amount that has been written off.

For non-substantial modifications of financial assets that do not result in derecognition, the carrying amount of the relevant financial assets will be calculated at the present value of the modified contractual cash flows discounted at the financial assets' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial assets and are amortised over the remaining term. Any adjustment to the carrying amount of the financial asset is recognised in profit or loss at the date of modification.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融資產 (續)

終止確認／修訂金融資產 (續)

當終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價總額之差額於損益確認。

倘合約現金流量重新磋商或以其他方式修訂，則產生金融資產的修訂。

當金融資產的合約條款被修訂時，本集團會考慮所有相關因素及情況（包括定性因素），評估經修訂的條款是否導致對原有條款有重大修訂。倘定性評估並無定論，則倘根據新條款的現金流量（包括任何已付費用扣除任何已收費用，並使用原實際利率貼現）的貼現現值與原金融資產剩餘現金流量的貼現現值經扣除已撇銷的賬面總值後相差至少10%，則本集團認為該等條款有重大差異。

就不會導致金融資產終止確認的不重大修訂而言，相關金融資產的賬面值將會按金融資產的原有實際利率貼現的經修訂合約現金流量的現值計算。產生的交易成本或費用已調整至經修訂金融資產的賬面值，並於餘下年期予以攤銷。金融資產賬面值的任何調整於修訂日期在損益確認。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities including accounts payable, bills payable, other payables and accrued expenses, borrowings, corporate bonds, debt component of convertible bonds and amounts due to Directors are subsequently measured at amortised cost, using the effective interest method.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融負債及股本工具

分類為債務或權益

集團實體發行之債務及股本工具根據合約安排內容以及金融負債及股本工具之定義分類為金融負債或權益。

股本工具

股本工具為帶有本集團資產剩餘權益（經扣除其所有負債）之任何合約。本公司發行之股本工具按所收款項扣除直接發行成本確認。

金融負債

所有金融負債其後均採用實際利率法按攤銷成本計量。

按攤銷成本計量之金融負債

金融負債包括應付賬款、應付票據、其他應付賬款及應計費用、借貸、公司債券、可換股債券的債務部分及應付董事款項，其後乃採用實際利率法按攤銷成本計量。

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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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Convertible bonds

Convertible bonds which entitle the holder to convert the bonds into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consist of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The fair value of any derivative features embedded in the compound instruments is included in the liability component. The difference between the proceeds of issue of the convertible bonds and the fair values assigned to the liability component, representing the embedded option for the holder to convert the bonds into equity of the Group, is included in equity as convertible bonds equity reserve.

The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption. The derivative components are measured at fair value with gains and losses recognised in profit or loss.

If the identifiable consideration received by the Group appears to be less than the fair value of the convertible bonds issued, the Group measures the unidentifiable services received (to be received) as the difference between the fair value of the convertible bonds issued and that of the identifiable consideration received, and the difference is recognised in profit or loss.

Transaction costs are apportioned between the liability and equity components of the convertible bonds based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

可換股債券

使持有人有權將債券按固定的轉換價轉換為固定數量的權益工具的可轉換債券，被視為由負債和權益部分組成的複合工具。於發行日，負債部分的公平值是使用類似的不可轉換債務的現行市場利率估算的。複合工具中嵌入的任何衍生特徵的公平值均包含在負債部分中。發行可換股債券的所得款項與分配給負債部分的公平值之間的差額（代表持有人將債券轉換為本集團權益的內含期權）計入權益作為可換股債券權益儲備。

負債部分採用實際利率法以攤銷成本列為負債，直至轉換或贖回時無效。衍生工具部分按公平值計量，其收益及虧損於損益確認。

倘本集團收到的可識別代價小於已發行可轉換債券的公平值，則本集團將已收到（將收到）的不可識別服務計量為已發行可轉換債券公平值與已收可識別代價公平值之間的差額，有關差額於損益確認。

交易成本根據其於發行日的相對賬面值在可轉換債券的負債及權益部分之間進行分配。與權益部分有關的部分直接從權益中扣除。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Derecognition/modification of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

金融負債及股本工具 (續)

終止確認／修訂金融負債

本集團僅於本集團之責任解除、註銷或屆滿時終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價的差額，於損益確認。

當金融負債的合約條款被修訂時，本集團會考慮所有相關因素及情況（包括定性因素），評估經修訂的條款是否導致對原有條款有重大修訂。倘定性評估並無定論，則倘根據新條款的現金流量（包括任何已付費用扣除任何已收費用，並使用原實際利率貼現）的貼現現值與原金融負債剩餘現金流量的貼現現值相差至少10%，則本集團認為該等條款有重大差異。因此，有關條款的修訂作為清償入賬，而所產生的任何成本或費用被確認為清償時損益的一部分。當有關差異少於10%時，交換或修訂被視為不重大修訂。

就不會導致金融負債終止確認的不重大修訂而言，相關金融負債的賬面值將會按金融負債的原有實際利率貼現的經修訂合約現金流量的現值計算。產生的交易成本或費用已調整至經修訂金融負債的賬面值，並於餘下年期予以攤銷。金融負債賬面值的任何調整乃於修訂日期在損益確認。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

3. 編製綜合財務報表之基準及主要會計政策 (續)

金融工具 (續)

抵銷金融資產與金融負債

僅在本集團當前有法定可執行權抵銷已確認金額，且擬以淨額基準結算或同時變現資產及清償負債時，方會抵銷金融資產與金融負債及於財務狀況表呈列淨額。

撥備

倘本集團因過往事件產生現有責任（法定或推定），而本集團可能須履行該責任，且能可靠地估計責任所涉及之金額，則會確認撥備。

確認為撥備之金額為清償報告期末之現有責任之最佳估計，經計及該責任之風險及不明朗因素。倘使用估計用以清償現有責任之現金流量計量撥備，如金錢時間價值影響屬重大，則其賬面值為該等現金流量之現值。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

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

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control of the Group;
 - (ii) has significant influence over the Group;
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group; or
- (b) An entity is related to the Group (reporting entity) if any of the following conditions applies:
 - (i) 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);
 - (ii) 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);
 - (iii) the entities are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

3. 編製綜合財務報表之基準及主要會計政策 (續)

關連人士

倘符合下列條件，則一方會被視為與本集團有關聯：

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關聯：
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；
 - (iii) 為本集團或其母公司主要管理人員之成員；或
- (b) 倘以下任何條件適用，則一間實體與本集團（報告實體）有關聯：
 - (i) 該實體及本集團均為同一集團之成員公司（即母公司、附屬公司及同系附屬公司各自與另一組公司均有關連）；
 - (ii) 該實體為另一實體（或另一實體為成員公司之集團成員）之聯營公司或合資經營企業；
 - (iii) 實體均為同一第三方之合資經營企業；
 - (iv) 一間實體為第三方實體之合資經營企業，而另一實體則為該第三方實體之聯營公司；

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

(b) (Continued)

- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity; and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

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

3. 編製綜合財務報表之基準及主要會計政策 (續)

關連人士 (續)

(b) (續)

- (v) 該實體乃為本集團或與其有關連之實體僱員福利而設之離職後福利計劃。倘本集團本身為該計劃，則發起僱主亦與本集團有關連；
- (vi) 該實體由第(a)項所確定人士控制或共同控制；
- (vii) 於(a)(i)所確定人士對實體有重大影響或屬該實體主要管理人員之其中一名成員；及
- (viii) 該實體或集團所屬集團旗下任何成員公司向報告實體或報告實體母公司提供主要管理人員服務。

一名人士之近親為在處理該實體方面預期可能受該人士影響之家族成員。

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Non-current assets held for sale

Non-current assets (and disposal groups) are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale from the time when the investment (or a portion of the investment) is classified as held for sale.

3. 編製綜合財務報表之基準及主要會計政策 (續)

持作出售之非流動資產

倘非流動資產(及出售組別)之賬面值主要透過出售交易而非持續使用收回,則分類為持作出售。只有當資產(或出售組別)可供以現況即時出售,並只受相關資產(或出售組別)的一般及慣常條款所限,且達成出售的機會極高時,方會被視為符合上述條件。管理層必須對出售作出承諾,其預期應於分類日期起計一年內合資格確認為已完成的出售。

當本集團承諾之出售計劃涉及失去附屬公司之控制權時,不論本集團是否將於出售後保留有關附屬公司之非控股權益,該附屬公司之所有資產及負債於符合上述條件時會分類為持作出售。

當本集團承諾之出售計劃涉及出售一項投資或該項投資之部分時,倘符合上述條件,則將予出售之該項投資或該項投資之部分分類為持作出售,而本集團將自該項投資(或該項投資之部分)分類為持作出售之時起,不再就分類為持作出售之有關部分使用權益法。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Non-current assets held for sale (Continued)

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

Impairment losses on initial classification as held for sale, and on subsequent re-measurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY

In the application of the Group's significant accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an 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.

3. 編製綜合財務報表之基準及主要會計政策 (續)

持作出售之非流動資產 (續)

分類為持作出售的非流動資產(及出售組別)按其先前賬面值與公平值減出售成本之間的較低者計量。

初步分類為持作出售及後續於持作出售過程中重新計量的減值虧損於損益內確認。只要非流動資產分類為持作出售或計入分類為持作出售的出售組別,非流動資產則不會進行折舊或攤銷。

4. 關鍵會計判斷及估計不確定因素之主要來源

於應用本集團之主要會計政策(載述於附註3)時,本公司董事須就有關未能從其他來源輕易獲得之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為有關之其他因素作出。實際結果可能有別於該等估計。

估計及相關假設乃按持續經營基準檢討。倘會計估計之修訂僅影響估計獲修訂之期間,則會計估計之修訂於該期間予以確認,而倘修訂影響現時及未來期間,則會計估計之修訂於修訂及未來期間內予以確認。

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綜合財務報表附註

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY *(Continued)*

Critical judgements in applying accounting policies

The following is the critical judgements, apart from those involving estimations (see below), that the directors of the Group have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Measurement of ECL

A number of significant judgements are also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Selecting appropriate models and assumptions for the measurement of ECL; and
- Establishing the relative probability weightings of forward-looking scenarios.

Significant increase in credit risk

ECL of different financial assets is measured by the Group on either a 12-month or lifetime basis depending on whether they are significantly increased in credit risk or credit-impaired. In assessing whether the credit risk of a financial asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information with significant judgements involved.

4. 關鍵會計判斷及估計不確定因素之主要來源 *(續)*

於應用會計政策時之重大判斷

以下為本集團董事在應用本集團會計政策過程中作出之關鍵判斷(涉及估計者(見下文)除外), 以及其對綜合財務報表已確認之金額具有最重大之影響。

計量預期信貸虧損

在應用計量預期信貸虧損之會計規定時, 須作出多項重大判斷, 如:

- 釐定信貸風險大幅增加之準則;
- 選擇計量預期信貸虧損之合適模型及假設; 及
- 設立前瞻性情景之相關加權數。

信貸風險大幅增加

不同金融資產之預期信貸虧損由本集團按12個月或全期基準計量, 具體取決於其信貸風險是否顯著增加或出現信貸減值。在評估金融資產之信貸風險是否大幅增加時, 本集團會考慮在定性及定量方面屬合理及可支持之前瞻性資料, 並會作出重大判斷。

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying accounting policies (Continued)

Measurement of ECL (Continued)

Models and assumptions used

The Group uses various models and assumptions in estimating ECL. Judgement is applied in identifying the appropriate model for each type of financial assets, as well as the assumptions used in these models. Please refer to Note 6 for more details on ECL.

Deferred taxation on investment properties

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in determining the deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. As a result, the Group is subject to income taxes on the rental income of its investment properties in the PRC and deferred taxes on changes in fair value of the investment properties are recognised on the same basis.

Key sources of estimation uncertainty

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

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

於應用會計政策時之重大判斷 (續)

計量預期信貸虧損 (續)

所使用之模型及假設

本集團在估計預期信貸虧損時，會使用多種模型及假設。在確定每種金融資產之適當模型以及在該等模型中所使用之假設時，會作出判斷。有關預期信貸虧損之更多詳情，請參閱附註6。

投資物業之遞延稅項

就計量使用公平值模式計量的投資物業所產生的遞延稅項而言，本公司董事檢討本集團投資物業組合，並認為本集團的投資物業乃按旨在隨時間消耗該投資物業所含絕大部分經濟利益之商業模式持有。因此，於釐定投資物業之遞延稅項時，本公司董事已釐定按公平值模式計量的投資物業的賬面值已收回這一假定不可推翻。因此，本集團須就其於中國的投資物業的租金收入繳納所得稅，而與投資物業公平值變動有關的遞延稅項按相同基準確認。

估計不確定因素之主要來源

以下為於各報告期末存在重大風險可能導致須對下一財政期間資產及負債賬面值作出重大調整之未來主要假設及其他主要估計不確定性來源。

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

4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Measurement of ECL

Impairment assessment under ECL for trade and other receivables (except for cash clients and margin clients)

The Group uses a provision matrix to calculate ECL for the accounts receivable (except for cash clients and margin clients) that result from transactions within the scope of HKFRS 15. The provision rates are based on debtor's aging as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable and available without undue costs and effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information is considered. In addition, accounts receivable with significant balances and credit-impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL is disclosed in Note 6.

Impairment assessment under ECL for financial assets at amortised cost other than accounts receivable (including loan receivables, cash clients, margin clients, statutory deposits, other receivables and deposits, pledged fixed deposits and bank balances)

The impairment assessment under ECL for financial assets at amortised cost (including loan receivables, cash clients, margin clients, statutory deposits, other receivables and deposits, pledged fixed deposits and bank balances) is an area that requires the use of models and assumptions about future economic conditions and the credit risk of the respective financial instruments.

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計不確定因素之主要來源 (續)

計量預期信貸虧損

根據預期信貸虧損對貿易及其他應收賬款 (現金客戶及保證金客戶除外) 之減值評估

本集團採用撥備矩陣計算因在香港財務報告準則第15號範圍內之交易所產生之應收賬款 (現金客戶及保證金客戶除外) 之預期信貸虧損。撥備率乃基於具有類似虧損模式之多種應收賬款組別中應收賬款之賬齡釐定。撥備矩陣乃按本集團之歷史違約率釐定，經考慮無需付出不必要之成本及努力便可得之合理及可支持之前瞻性資料。於各報告日期，會重新評估歷史觀察到之違約率，並考慮前瞻性資料之變動情況。此外，具有重大結存及出現信貸減值之應收賬款將就預期信貸虧損作出單獨評估。

預期信貸虧損撥備對估計之變動較為敏感。有關預期信貸虧損之資料已於附註6披露。

根據預期信貸虧損對按攤銷成本計量之金融資產 (應收賬款除外，包括應收貸款、現金客戶、保證金客戶、法定按金、其他應收賬款及按金、已抵押定期存款及銀行結存) 作出之減值評估

根據預期信貸虧損對按攤銷成本計量之金融資產 (包括應收貸款、現金客戶、保證金客戶、法定按金、其他應收賬款及按金、已抵押定期存款及銀行結存) 作出減值評估，實為一個要求使用與未來經濟狀況及相關金融工具之信貸風險有關之模型及假設之範疇。

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綜合財務報表附註

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Measurement of ECL (Continued)

Impairment assessment under ECL for financial assets at amortised cost other than accounts receivable (including loan receivables, cash clients, margin clients, statutory deposits, other receivables and deposits, pledged fixed deposits and bank balances) (Continued)

(i) Inputs, assumptions and estimation techniques

ECL is the discounted product of expected future cash flows by using the Probability of Default ("PD"), Loss Given Default ("LGD") and Exposure at Default ("EAD"), of which PD and LGD are estimates based on significant management judgement. For credit-impaired financial assets, the management perform individual assessment for each client by considering various factors, including the realisable value of securities or collaterals from clients and their guarantors which are held by the Group and subsequent settlement and additional collaterals received.

(ii) Forward-looking information

In measuring ECL in accordance with HKFRS 9, it should consider forward-looking information. The calculation of ECL incorporates forward-looking information through the use of publicly available economic data and forecasts based on assumptions and management judgement to reflect the qualitative factors and through the use of multiple probability weighted scenarios.

Details of the impairment assessment of financial assets at amortised cost is disclosed in Note 6.

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計不確定因素之主要來源 (續)

計量預期信貸虧損 (續)

根據預期信貸虧損對按攤銷成本計量之金融資產(應收賬款除外,包括應收貸款、現金客戶、保證金客戶、法定按金、其他應收賬款及按金、已抵押定期存款以及銀行結存)作出之減值評估(續)

(i) 輸入數據、假設及估算技術

預期信貸虧損為使用違約概率(「違約概率」)、違約損失率(「違約損失率」)及違約風險敞口(「違約風險敞口」)計算之預期未來現金流量之貼現結果,其中違約概率及違約損失率乃基於管理層重大判斷之估計。就出現信貸減值之金融資產而言,管理層會通過考慮多個因素(包括本集團所持有來自客戶及其擔保人之證券或抵押品之可變現價值,以及隨後之結算情況及所收到之額外抵押品),對每位客戶進行個別評估。

(ii) 前瞻性資料

於根據香港財務報告準則第9號計量預期信貸虧損時,應考慮前瞻性資料。預期信貸虧損之計算通過使用公開可獲得之經濟數據及基於假設及管理層判斷之預測(以反映定性因素)及通過使用多個概率加權情景,已融入前瞻性資料。

按攤銷成本計量之金融資產減值評估詳情乃於附註6披露。

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4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Valuation of investment properties

Investment properties are stated at fair value based on the valuation performed by the independent professional valuer. The valuer has determined the fair value based on a method of valuation which involves certain estimates. In relying on the valuation report prepared by the valuers, management has reviewed the valuation including the assumptions and estimates adopted.

Changes to these assumptions, including the potential risk of any market violation, policy, geographical and social changes or other unexpected incidents would result in change in the fair value of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

Details of the fair value measurements of investment properties is disclosed in Note 20.

Estimates for net realisable value of properties under development

As at 31 December 2021, the carrying amounts of properties for sale for the Group are approximately HK\$1,981,337,000 (2020: approximately HK\$1,921,997,000). During the year ended 31 December 2021, no impairment loss (2020: Nil) was made for properties for sale. The Group assesses the carrying amounts of properties for sale according to their net realisable value based on the realisability of these properties. Net realisable value for properties for sale is determined by reference to management's estimates of the selling price based on prevailing market conditions, less applicable variable selling expenses and the anticipated costs to completion.

4. 關鍵會計判斷及估計不確定因素之主要來源 (續)

估計不確定因素之主要來源 (續)

投資物業估值

投資物業乃基於獨立專業估值師所進行之估值以公平值列賬。估值師基於涉及若干估計之估值方法釐定公平值。管理層依賴估值師所編製之估值報告審閱估值，包括所採納之假設及估計。

該等假設的變動(包括任何市場違規、政策、地理及社會變化或其他意外事件的潛在風險)均會導致本集團投資物業的公平值變動，而對收益或虧損金額所作相應調整將於綜合損益及其他全面收益表內呈報。

有關投資物業公平值計量的詳情披露於附註20。

發展中物業之可變現淨值估計

於2021年12月31日，本集團待售物業之賬面值為約1,981,337,000港元(2020年：約1,921,997,000港元)。截至2021年12月31日止年度，概無就待售物業計提減值虧損(2020年：無)。本集團基於待售物業之可變現性按其可變現淨值評估該等物業之賬面值。待售物業之可變現淨值乃參考管理層基於現行市況對售價之估計減去適當之可變銷售開支及預計完工成本釐定。

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5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the equity balance. The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, retained earnings and other reserves.

The Directors review the capital structure on a continuous basis. As part of this review, the Directors consider the cost of capital and the risks associated with capital. The Group will balance its overall capital structure through the payment of dividends, issuance of new shares as well as the issuance of new debts or the redemption of existing debts. The Group's overall strategy remains unchanged from prior year.

Certain group entities are regulated by the Hong Kong Securities and Futures Commission and are required to comply with the financial resources requirements according to the Hong Kong Securities and Futures (Financial Resources) Rules (the "SF(FR)R"). The Group's regulated entities are subject to minimum paid-up share capital requirements and liquid capital requirements under the SF(FR)R. Management closely monitors, on a daily basis, the liquid capital level of these entities to ensure compliance with the minimum liquid capital requirements under the SF(FR)R. The Group's regulated entities have complied with the capital requirements imposed by the SF(FR)R throughout both years.

5. 資本風險管理

本集團管理資本，維持最有利的權益結餘，以確保本集團旗下公司能夠持續經營，並盡力提高股東的回報。本集團的資本架構為本公司擁有人應佔權益（包括已發行股本、保留盈利及其他儲備）。

董事持續檢討資本架構。董事在檢討時會考慮資本成本及資本所涉風險。本集團亦透過派付股息、發行新股及發行新債或贖回現有債務平衡整體資本架構。本集團整體策略與去年相同。

若干集團實體受香港證券及期貨事務監察委員會規管，須根據香港證券及期貨（財政資源）規則（「證券及期貨（財政資源）規則」）遵守財政資源規定。本集團受規管實體須遵守證券及期貨（財政資源）規則下的最低繳足股本規定及流動資金規定。管理層每日均會密切監察該等實體的流動資金水平以確保彼等符合證券及期貨（財政資源）規則的最低流動資金規定。本集團受規管實體於兩個年度內一直遵守證券及期貨（財政資源）規則的資金規定。

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6. FINANCIAL INSTRUMENTS

Categories of financial instruments

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial assets	金融資產		
Investment in equity instruments at FVTOCI	按公平值計入其他 全面收入之股本工具投資	990	1,171
Financial assets at amortised cost	按攤銷成本計量之金融資產	329,583	505,941
		330,573	507,112
Financial liabilities – amortised cost	金融負債 – 攤銷成本	913,992	925,249

6. 金融工具

金融工具類別

Financial risk management objectives and policies

The Group's financial instruments include investment in equity instruments at FVTOCI, statutory deposits, loan receivable, accounts receivable, other receivables and deposits, pledged fixed deposits, bank balances and cash, accounts and bills payables, other payables and accrued expenses, amounts due to Directors, corporate bonds, convertible bonds and borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. The Group's overall strategy substantially remains unchanged from prior year.

財務風險管理目標及政策

本集團之金融工具包括按公平值計入其他全面收入之股本工具投資、法定按金、應收貸款、應收賬款、其他應收賬款及按金、已抵押定期存款、銀行結存及現金、應付賬款及票據、其他應付賬款及應計費用、應付董事款項、公司債券、可換股債券及借貸。金融工具之詳情於相關附註披露。與此等金融工具有關之風險包括市場風險（貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。減低此等風險之政策載於下文。管理層管理及監察此等風險，以確保能及時及有效地採取適當措施。本集團整體策略與去年大致相同。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Offsetting of financial assets and financial liabilities

The disclosures set out in the tables below include financial assets and financial liabilities that:

- are offset in the Group's consolidated statement of financial position; or
- are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments, irrespective of whether they are offset in the Group's consolidated statement of financial position.

Under the agreement of continuous net settlement made between the Group and Hong Kong Securities Clearing Company Limited ("HKSCC"), and brokers, the Group has a legally enforceable right to set off the money obligation receivable and payable with HKSCC and brokers on the same settlement date and the Group intends to set off on a net basis.

Except for balances which are due to be settled on the same date which are being offset, amounts due from/to HKSCC, brokers and cash clients that are not to be settled on the same date, financial collateral including securities received by the Group, deposits placed with HKSCC and brokers do not meet the criteria for offsetting in the consolidated statement of financial position since the right of set-off of the recognised amounts is only enforceable following an event of default.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

抵銷金融資產及金融負債

下表所載之披露包括下列金融資產及金融負債：

- 於本集團綜合財務狀況表內抵銷；或
- 受可強制執行總淨額結算安排或類似協議所規限，涵蓋類似金融工具的類似交易，不論其是否於本集團綜合財務狀況表內抵銷。

根據本集團與香港中央結算有限公司（「香港結算」）及經紀間作出之持續淨額結算協議，本集團擁有合法可強制執行權利以在相同結算日與香港結算及經紀抵銷應收及應付款項責任，而且本集團有意按淨額基準結算。

由於已確認款項之抵銷權僅可於出現違約時強制執行，除同日到期應予結算之抵銷結存外，並非於同日結算之應收／應付香港結算、經紀及現金客戶款項、本集團所收取之金融抵押品（包括證券）、存放於香港結算及經紀之存款不符合於綜合財務狀況表內抵銷標準。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Offsetting of financial assets and financial liabilities (Continued)

The amount offset and the net balance are shown as follows:

6. 金融工具 (續)

財務風險管理目標及政策 (續)

抵銷金融資產及金融負債 (續)

抵銷金額及結餘淨額列示如下：

		2021 二零二一年		2020 二零二零年	
		Accounts receivable 應收賬款 HK\$'000 千港元	Accounts payable 應付賬款 HK\$'000 千港元	Accounts receivable 應收賬款 HK\$'000 千港元	Accounts payable 應付賬款 HK\$'000 千港元
Gross amounts of cash client and Hong Kong Securities Clearing Company Limited	現金客戶及香港中央結算有限公司總額	56,485	(130,677)	121,546	(190,809)
Amounts offsetting	抵銷金額	(32,206)	32,206	(92,630)	92,630
Net amount of cash client and Hong Kong Securities Clearing Company Limited	現金客戶及香港中央結算有限公司淨額	24,279	(98,471)	28,916	(98,179)
Loss allowance for ECL	預期信貸虧損之虧損撥備	(24)	-	(40)	-
Net amount of cash clients and Hong Kong Securities Clearing Company Limited, net of loss allowance	現金客戶及香港中央結算有限公司淨額 (扣除虧損撥備)	24,255	(98,471)	28,876	(98,179)

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk

Currency risk

As the Group's monetary assets and monetary liabilities are mainly in functional currency of respective group entities, the currency risk resulting from daily operations is considered not significant. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate pledged fixed deposits, loans receivable, corporate bonds, convertible bonds and borrowings. The Group is also exposed to cash flow interest rate risk in relation to variable-rate of bank balances, loans to securities margin clients, amounts due to Directors and a borrowing. The Group currently does not have interest rate hedging policy. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Prime Rate arising from the Group's variable-rate loans to securities margin clients, amounts due to Directors and a borrowing.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

市場風險

貨幣風險

由於本集團之貨幣資產及貨幣負債主要以各集團實體之功能貨幣計值，故日常營運產生之貨幣風險並不重大。本集團目前尚無外幣對沖政策。然而，管理層會監察外幣匯兌風險，並在需要時考慮對沖重大的外幣風險。

利率風險

本集團的公平值利率風險與定息已抵押定期存款、應收貸款、公司債券、可換股債券及借貸有關。本集團亦因銀行結存、證券保證金客戶貸款、應付董事款項及借貸等浮息而面對現金流利率風險。本集團現時並無利率對沖政策。然而，管理層會監察利率風險，並在需要時考慮對沖重大的利率風險。本集團之現金流利率風險主要集中於本集團借予證券保證金客戶之浮息貸款、應付董事款項及借貸之香港最優惠利率之波動。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate loans to securities margin clients, amounts due to Directors and a borrowing mentioned above at the end of the reporting period. The analysis is prepared assuming the amounts of assets and liabilities recorded at the end of the reporting period were outstanding for the whole year. A 50 basis point (2020: 50 basis point) increase or decrease represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis point (2020: 50 basis point) higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2021 would decrease/increase by approximately HK\$209,000 (2020: the Group's loss would increase/decrease by approximately HK\$234,000).

The effect on bank balances has not been taken into account in preparing the sensitivity analysis because the effect involved is not significant.

Other price risk

The Group is exposed to equity price risk through its investments in equity securities measured at FVTOCI. For equity securities measured at FVTOCI quoted in the Stock Exchange, the management manages this exposure by closely monitoring the risk. The Group will consider hedging the risk exposure should the need arise.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

市場風險 (續)

利率風險 (續)

敏感度分析

以下的敏感度分析乃按照報告期末上述借予證券保證金客戶之浮息貸款、應付董事款項及借貸之利率敞口釐定。此分析根據假設於報告期末錄得之資產及負債額於整年存在而編製。增減50基點(二零二零年：50基點)即管理層對利率可能之合理變動之評估。

倘利率增加／減少50基點(二零二零年：50基點)，而所有其他可變數不變，本集團截至二零二一年十二月三十一日止年度之溢利將減少／增加約209,000港元(二零二零年：本集團之虧損將增加／減少約234,000港元)。

由於所涉影響不大，故編製敏感度分析時，並無計及銀行結存所受影響。

其他價格風險

由於本集團投資於按公平值計入其他全面收入計量之股本證券，故須承擔股本價格風險。就於聯交所有報價之按公平值計入其他全面收入計量之股本證券而言，管理層通過密切監察風險來管理該風險敞口。如有需要，本集團將考慮對沖該風險敞口。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Other price risk (Continued)

Sensitivity analysis

The sensitivity analyses have been determined based on the exposure to equity price risk at the reporting date. For sensitivity analysis of equity securities the sensitivity rate is remained as 20% in current year.

If the prices of the respective equity instruments had been 20% (2020: 20%) higher/lower, the other comprehensive income for the year ended 31 December 2021 would increase/decrease by HK\$198,000 (2020: increase/decrease by HK\$234,000) as a result of the changes in fair value of investments at FVTOCI.

Credit risk and impairment assessment

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's concentration of credit risk by geographical location is mainly in Hong Kong and the PRC.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

市場風險 (續)

其他價格風險 (續)

敏感度分析

敏感度分析已根據報告日期之股本價格風險敞口釐定。就股本證券敏感度分析而言，敏感度比率於本年度維持20%。

倘相應權益工具之價格上漲／下跌20%（二零二零年：20%），則截至二零二一年十二月三十一日止年度之其他全面收入將因按公平值計入其他全面收入計量之投資的公平值變動而增加／減少198,000港元（二零二零年：增加／減少234,000港元）。

信貸風險及減值評估

信貸風險指交易對手將在其合約責任方面違約，導致本集團出現財務虧損之風險。本集團按地理位置劃分之信貸風險主要集中在香港及中國。

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's credit risk exposures are primarily attributable to accounts receivable, loan receivable, other receivables and deposits, pledged fixed deposits, bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the credit risks associated with loans to securities margin clients included in accounts receivable and loan receivable of HK\$50,808,000 (2020: HK\$57,428,000) (net of allowance for credit losses) and HK\$16,940,000 (2020: HK\$15,890,000) (net of allowance for credit losses) is mitigated because they are secured over properties or listed securities.

The Group performed impairment assessment for financial assets under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures over the customers to ensure that follow-up action is taken to recover overdue debts for customers of trading electronic products and equipment, securities cash clients, securities margin clients and advisory for finance management. In addition, the Group reviews the recoverable amount of each individual significant debt at the end of each reporting period to ensure that adequate allowances are made for irrecoverable amounts. In addition, the Group performs impairment assessment under ECL model on accounts balances individually or based on provision matrix. In this regard, the directors of the Company consider that the credit risk is significantly reduced.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團之信貸風險敞口主要來自於應收賬款、應收貸款、其他應收賬款及按金、已抵押定期存款、銀行結存。本集團並無持有任何抵押品或其他信用增級措施以保障其金融資產有關之信貸風險，惟有關給予證券保證金客戶之貸款（計入應收賬款）及應收貸款分別為50,808,000港元（二零二零年：57,428,000港元）（扣除信貸虧損撥備）及16,940,000港元（二零二零年：15,890,000港元）（扣除信貸虧損撥備）之信貸風險因以物業或上市證券作抵押而有所減輕則除外。

本集團就預期信貸虧損模式項下之金融資產進行減值評估。有關本集團信貸風險管理、最大信貸風險敞口及相關減值評估（倘適用）之資料概列如下：

為盡量降低信貸風險，本集團管理層已委派一支團隊負責釐定客戶之信貸限額、信貸審批及其他監控程序，以確保採取跟進行動收回電子產品及設備貿易客戶、證券現金客戶及證券保證金客戶之逾期債務，以及就融資管理提供意見。此外，本集團會於各報告期末審閱各個別重大債務的可收回金額，以確保就不可收回金額計提充足撥備。此外，本集團根據預期信貸虧損模式就款項結餘（個別或基於撥備矩陣）進行減值評估。就此而言，本公司董事認為，信貸風險已大幅減少。

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Accounts receivable from cash clients arising from the business of dealing in securities

As described in more details in Note 29, the credit risk on cash clients arising from the business of dealing in securities are managed through daily monitoring of the outstanding exposures from individual clients and realisable values of individual client's securities. The Group has concentration of credit risk to the largest cash clients' exposure and five largest cash clients' exposure representing 42% (2020: 22%) and 66% (2020: 54%) respectively of the total cash clients as at 31 December 2021. The balances due from the largest cash clients and the five largest cash clients were approximately HK\$8,339,000 (2020: HK\$4,337,000) (net of allowance for credit losses) and HK\$13,223,000 (2020: HK\$10,810,000) (net of allowance for credit losses) respectively. Apart from the exposures to five largest cash clients' exposure mentioned above, the directors of the Group consider that the concentration of credit risk is limited due to the customer base being large and unrelated.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

產生自買賣證券業務之應收現金客戶賬款

誠如附註29所詳述，產生自買賣證券業務之現金客戶信貸風險乃通過每日監察個別客戶之未結清風險敞口及個別客戶證券之可變現價值進行管理。於二零二一年十二月三十一日，本集團之信貸風險集中於最大現金客戶之風險敞口及五大現金客戶之風險敞口，分別佔現金客戶總額之42% (二零二零年：22%) 及66% (二零二零年：54%)。應收最大現金客戶及五大現金客戶款項結餘分別約為8,339,000港元 (二零二零年：4,337,000港元) (扣除信貸虧損撥備) 及13,223,000港元 (二零二零年：10,810,000港元) (扣除信貸虧損撥備)。除上述五大現金客戶之風險敞口外，本集團董事認為，由於客戶基礎龐大且並不相關，故信貸風險集中度有限。

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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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Accounts receivable arising from loan to securities margin clients

As described in more detail in Note 29, the credit risk on loan to securities margin clients is managed through daily monitoring of the outstanding exposures from individual clients, margin values and realisable values of individual client's securities. The Group has concentration of credit risk to the largest securities margin clients' exposure and ten largest securities margin clients' exposure representing 15% (2020: 13%) and 72% (2020: 75%) of the total loans to margin clients as at 31 December 2021. The balances due from the largest securities margin clients and the ten largest securities margin clients were approximately HK\$7,432,000 (2020: HK\$7,200,000) (net of allowance for credit losses) and HK\$36,765,000 (2020: HK\$42,986,000) (net of allowance for credit losses) respectively as at 31 December 2021, of which the amount is secured by clients' securities with an aggregate fair value of HK\$12,261,000 (2020: HK\$24,301,000) and HK\$99,552,000 (2020: HK\$137,572,000) respectively as at 31 December 2021. Apart from the exposures to ten largest margin clients' exposure mentioned above, the directors of the Company consider that the concentration of credit risk is limited due to the customer base being large and unrelated.

Accounts receivable from the business of advisory for financial management and properties investment

As at 31 December 2021 and 2020, the directors of the Company consider that the concentration of credit risk on business of advisory for financial management and properties investment are limited due to the customer base being large and unrelated.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

產生自給予證券保證金客戶之貸款之應收賬款

誠如附註29所詳述，給予證券保證金客戶之貸款之信貸風險乃通過每日監察個別客戶之未結清風險敞口、保證金價值及個別客戶證券之可變現價值進行管理。於二零二一年十二月三十一日，本集團之信貸風險集中於最大證券保證金客戶之風險敞口及十大證券保證金客戶之風險敞口，分別佔保證金客戶貸款總額之15%（二零二零年：13%）及72%（二零二零年：75%）。於二零二一年十二月三十一日，應收最大證券保證金客戶及十大證券保證金客戶款項結餘分別約為7,432,000港元（二零二零年：7,200,000港元）（扣除信貸虧損撥備）及36,765,000港元（二零二零年：42,986,000港元）（扣除信貸虧損撥備），其中於二零二一年十二月三十一日該款項由公平值總額分別為12,261,000港元（二零二零年：24,301,000港元）及99,552,000港元（二零二零年：137,572,000港元）之客戶證券作抵押。除上述十大保證金客戶之風險敞口外，本公司董事認為，由於客戶基礎龐大且並不相關，故信貸風險集中度有限。

來自財務管理及物業投資諮詢業務之應收賬款

於二零二一年及二零二零年十二月三十一日，本公司董事認為，由於客戶基礎龐大且並不相關，故財務管理及物業投資諮詢業務之信貸風險集中度有限。

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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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Accounts receivable from trading business

The Group has concentration of credit risk as 50% (2020: 80%) and 99% (2020: 99%) of the total accounts receivable due from the Group's largest debtor and the five largest debtors respectively within the trading business. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

Loan receivable

As described in more details in Note 26, the credit risk on loan receivable is managed through regular analysis of the ability of borrowers to meet interest and principal repayment obligations and by changing the lending limits where appropriate. Exposure to credit risk is also managed by obtaining collateral. As at 31 December 2021, apart from the exposures to the concentration of credit risk from one independent counterparty amounting to HK\$16,940,000 (2020: one independent counterparties amounting to HK\$15,890,000), the Group does not have any other significant concentration of credit risk on loan receivable.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

來自貿易業務之應收賬款

本集團面臨集中信貸風險，原因為應收賬款總額之50%（二零二零年：80%）及99%（二零二零年：99%）乃分別應收貿易業務之本集團最大債務人及五大債務人賬款。為盡量減低信貸風險，本集團管理層已委派團隊負責釐定信貸限額及信貸審批。

應收貸款

誠如附註26所詳述，應收貸款之信貸風險乃通過定期分析借款人履行利息及本金還款責任的能力並於適當時候變更有關借貸限額進行管理。信貸風險敞口亦通過獲取抵押品進行管理。於二零二一年十二月三十一日，除集中於一名獨立交易對手的信貸風險敞口16,940,000港元（二零二零年：一名獨立交易對手的信貸風險敞口15,890,000港元）外，本集團並無任何其他應收貸款的重大集中信貸風險。

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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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Accounts receivable arising from HKFECC & HKSCC

The credit risk of accounts receivable from HKFECC & HKSCC is considered as not material taking into account the good market reputations and high credit ratings of the counterparties.

Pledged fixed deposit/bank balances

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by authorised credit-rating agencies.

Other receivables and deposits

For other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12-month ECL.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

產生自香港期貨結算及香港結算之應收賬款

考慮到交易對手良好之市場聲譽及高信貸評級，來自香港期貨結算及香港結算之應收賬款之信貸風險被視為不屬重大。

已抵押定期存款／銀行結存

由於交易對手均為獲認可信貸評級機構評為高信貸評級之銀行，故流動資金之信貸風險有限。

其他應收賬款及按金

就其他應收賬款及按金而言，本公司董事定期根據歷史償還記錄、過往經驗及合理之定量及定性資料以及有理據支持之前瞻性資料對其他應收賬款及按金之可收回性進行個別評估。本公司董事認為自初始確認以來該等款項的信貸風險並無顯著增加且本集團已根據12個月預期信貸虧損計提減值撥備。

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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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Accounts receivable 應收賬款	Other financial assets 其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手的違約風險較低且並無任何逾期款項	Lifetime ECL – not credit-impaired 全期預期信貸虧損—未出現信貸減值	12-month ECL 12個月預期信貸虧損
Doubtful 存疑	There have been significant increase in credit risk since initial recognition information developed internally or external resources 自內部或外部資源生成之資料顯示信貸風險自初始確認以來顯著增加	Lifetime ECL – not credit-impaired 全期預期信貸虧損—未出現信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損—未出現信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示有關資產出現信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損—出現信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損—出現信貸減值
Written-off 撇銷	There is evidence indicating that debtor is severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人陷入嚴重財務困難且本集團並無實際可收回預期	Amount is written off 撇銷有關款項	Amount is written off 撇銷有關款項

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團內部信貸風險級別評估包括下列類別：

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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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets which are subject to ECL assessment:

		Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	2021 Gross carrying amounts	2020 Gross carrying amounts
		附註	外部信貨評級	內部信貨評級	12個月或全期預期信貨虧損	二零二一年總賬面值 HK\$'000 千港元	二零二零年總賬面值 HK\$'000 千港元
Financial assets at amortised cost	按攤銷成本計量之金融資產						
Statutory deposits	法定按金	25	N/A 不適用	Low 低 (note 1) (附註1)	12-month ECL 12個月預期 信貨虧損	2,050	1,930
Accounts receivable arising from dealing in securities-cash clients	證券現金客戶交易所產生之應收賬款	29	N/A 不適用	Low 低 (note 2) (附註2)	12-month ECL 12個月預期 信貨虧損	20,047	20,139
Loans to securities margin clients	給予證券保證金客戶之貸款	29	N/A 不適用	Low 低 (note 2) (附註2)	12-month ECL 12個月預期 信貨虧損	50,836	57,459
Accounts receivable arising from business of trading electronic products and equipment	電子產品及設備貿易業務所產生之應收賬款	29	N/A 不適用	(note 3) (附註3)	Lifetime ECL – not credit impaired 全期預期 信貨虧損 – 未出現 信貨減值	26,032	24,126
Accounts receivable arising from business of properties investment	物業投資業務所產生之應收賬款	29	N/A 不適用	(note 3) (附註3)	Lifetime ECL – not credit impaired 全期預期 信貨虧損 – 未出現 信貨減值	–	4,748
Accounts receivable arising from HKFECC & HKSCC	香港期貨結算及香港結算所產生之應收賬款	29	N/A 不適用	Low 低 (note 2) (附註2)	Lifetime ECL – not credit impaired 全期預期 信貨虧損 – 未出現 信貨減值	4,614	9,477

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表詳述本集團須進行預期信貨虧損評估之金融資產之信貸風險敞口：

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6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

		Notes	External credit rating	Internal credit rating	12-month or lifetime ECL	2021 Gross carrying amounts	2020 Gross carrying amounts
		附註	外部信貨評級	內部信貨評級	12個月或全期預期信貨虧損	二零二一年總賬面值 HK\$'000 千港元	二零二零年總賬面值 HK\$'000 千港元
Accounts receivable arising from business of advisory for financial management	財務管理諮詢業務所產生之應收賬款	29	N/A 不適用	(note 3) (附註3)	Lifetime ECL – not credit impaired 全期預期信貨虧損 – 未出現信貨減值	–	561
Other receivables and deposits	其他應收賬款及按金	30	N/A 不適用	Low 低 (note 1) (附註1)	12-month ECL 12個月預期信貨虧損	90,110	88,160
Loans receivable	應收貸款	26	N/A 不適用	Low 低 (note 2) (附註2)	12-month ECL 12個月預期信貨虧損	17,090	15,909
Pledged fixed deposits	已抵押定期存款	31	Baa2 or above Baa2或以上	(note 4) (附註4)	12-month ECL 12個月預期信貨虧損	–	171,058
Bank balances (trust and segregated accounts)	銀行結存(信託及獨立賬戶)	31	Aa3 or above Aa3或以上	(note 4) (附註4)	12-month ECL 12個月預期信貨虧損	87,378	92,355
Bank balances (general accounts) and cash	銀行結存(一般賬戶)及現金	31	Baa2 or above Baa2或以上	(note 4) (附註4)	12-month ECL 12個月預期信貨虧損	31,859	20,610

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

notes:

- (1) Included in other receivables and deposits are amounts representing other receivables and refundable deposits for operating securities dealing business and for using trading system which the Group is entitled but held by SEHK, SFC, HKSCC, HKFE and supplier. The Group assessed the loss allowance for these other receivables and deposits on 12m ECL basis. In determining the ECL, the Group has taken into account the historical default experience and forward-looking information as appropriate. There had been no significant increase in credit risk since initial recognition. During the year ended 31 December 2021, there was no additional impairment allowance (2020: HK\$264,000) for other receivables on the individual assessment.

Other receivables are recoverable on demand as at years ended 31 December 2021 and 2020.

Movement in the loss allowance for other receivable is as follows:

		2021		2020	
		二零二一年		二零二零年	
		12m ECL	Lifetime ECL	12m ECL	Lifetime ECL
		(credit-impaired)	(credit-impaired)	(credit-impaired)	(credit-impaired)
		12個月預期	全期預期信貸虧損	12個月預期	全期預期信貸虧損
		信貸虧損	(出現信貸減值)	信貸虧損	(出現信貸減值)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Balance at beginning of the year	年初結餘	264	-	-	-
Addition for the year	本年度增加	-	-	264	-
Balance at end of the year	年末結餘	264	-	264	-

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：

- (1) 其他應收賬款及按金包括就經營證券買賣業務及使用交易系統(本集團有權使用但由香港聯交所、證監會、香港中央結算、期交所及供應商持有)所產生之其他應收賬款及可退回按金。本集團按12個月預期信貸虧損基準評估該等其他應收賬款及按金之虧損撥備。於釐定預期信貸虧損時，本集團已計及歷史違約經驗及前瞻性資料(如適用)。自初始確認以來，信貸風險並無顯著增加。於截至二零二一年十二月三十一日止年度並無根據個別評估就其他應收賬款計提額外減值撥備(二零二零年：264,000港元)。

其他應收款項於截至二零二一年及二零二零年十二月三十一日止年度須按要收回。

其他應收賬款虧損撥備之變動如下：

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

notes: (Continued)

- (2) For accounts receivable arising from dealing in securities-cash clients, loans to securities margin clients and loan receivable, the Group has applied the general approach in HKFRS 9 to measure the loss allowance. The Group determines the expected credit losses on these items by individual assessment.

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and borrowers are adjusted for forward-looking information that is available without undue cost or effort. During the year ended 31 December 2021, the Group provided HK\$24,000 (2020: HK\$40,000), HK\$28,000 (2020: HK\$31,000) and HK\$19,000 (2020: HK\$19,000) impairment allowance for accounts receivable arising from dealing in securities cash clients, loans to securities margin clients and loan receivable respectively on the individual assessment.

The following table shows the movement that has been recognised for accounts receivable from cash clients under the general approach.

Movement in the loss allowance of cash clients

		2021 二零二一年		2020 二零二零年	
		Lifetime ECL		Lifetime ECL	
		12m ECL	(credit-impaired)	12m ECL	(credit-impaired)
		12個月預期	全期預期信貸虧損	12個月預期	全期預期信貸虧損
		信貸虧損	(出現信貸減值)	信貸虧損	(出現信貸減值)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Balance at beginning of the year	年初結餘	40	-	11	-
(Reversal)/addition for the year	本年度(回撥)/增加	(13)	-	29	-
Transfer to credit-impaired	轉撥至信貸減值	(3)	3	—*	—*
Amounts written off as uncollectible	撇銷不可收回款項	-	(3)	-	—*
Balance at end of the year	年終結餘	24	-	40	-

* less than HK\$1,000

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

- (2) 就證券現金客戶交易所產生之應收賬款、給予證券保證金客戶之貸款及應收貸款而言，本集團已應用香港財務報告準則第9號之一般方法計量虧損撥備。本集團透過個別評估釐定該等項目之預期信貸虧損。

估計虧損率乃根據債務人及借款人之預計可用年期之歷史觀察違約率予以估計，並就毋須付出過多成本或努力即可獲得之前瞻性資料作出調整。於截至二零二一年十二月三十一日止年度，本集團已根據個別評估分別就證券現金客戶交易所產生之應收賬款、給予證券保證金客戶之貸款及應收貸款計提減值撥備24,000港元（二零二零年：40,000港元）、28,000港元（二零二零年：31,000港元）及19,000港元（二零二零年：19,000港元）。

下表列示根據一般方法就應收現金客戶賬款確認之變動。

現金客戶虧損撥備之變動

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

notes: (Continued)

(2) (Continued)

The following table shows the movement that has been recognised for accounts receivable from securities margin clients under the general approach.

Movement in the loss allowance of securities margin clients

		2021 二零二一年		2020 二零二零年	
		Lifetime ECL (credit-impaired)		Lifetime ECL (credit-impaired)	
		12m ECL 12個月預期 信貸虧損 HK\$'000 千港元	全期預期信貸虧損 (出現信貸減值) HK\$'000 千港元	12m ECL 12個月預期 信貸虧損 HK\$'000 千港元	全期預期信貸虧損 (出現信貸減值) HK\$'000 千港元
Balance at beginning of the year	年初結餘	31	-	34	-
(Reversal)/addition for the year	本年度(回撥)/增加	(3)	-	67	-
Transfer to credit-impaired	轉撥至信貸減值	-	-	(70)	70
Amounts written-off as uncollectible	撇銷不可收回款項	-	-	-	(70)
Balance at end of the year	年終結餘	28	-	31	-

In determining the recoverability of the loans to securities margin clients, the Group considers any change in the credit quality of the accounts receivable from the date credit was initially granted, subsequent settlement and the fair value of pledged marketable securities up to the reporting date. In the opinion of the Directors, there is no further credit provision required in excess of existing loss allowance.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

(2) (續)

下表列示根據一般方法就應收證券保證金客戶賬款確認之變動。

證券保證金客戶虧損撥備之變動

本集團於釐定給予證券保證金客戶之貸款之可收回機會時，會考慮由初次授出信貸日期起直至報告日期止之應收賬款信貸質素、其後結算狀況及已抵押流通證券之公平值之任何變化。董事認為，毋須作出現有虧損撥備以外之進一步信貸撥備。

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

notes: (Continued)

(2) (Continued)

The following table shows the movement that has been recognised for loan receivable under the general approach.

		2021 二零二一年 12m ECL 12個月預期 信貸虧損 HK\$'000 千港元	2020 二零二零年 12m ECL 12個月預期 信貸虧損 HK\$'000 千港元
Balance at beginning of the year	年初結餘	19	8
Addition for the year	本年度增加	-	11
Balance at end of the year	年末結餘	19	19

(3) The following table shows the movement that has been recognised for accounts receivable from business of properties investment under the simplified approach.

		2021 二零二一年	2020 二零二零年
		Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (未出現信貸減值) HK\$'000 千港元	Lifetime ECL (credit-impaired) 全期預期信貸虧損 (出現信貸減值) HK\$'000 千港元
Balance at beginning of the year	年初結餘	143	-
Addition for the year	本年度增加	4,750	-
Transfer to credit-impaired	轉撥至出現信貸減值	(4,893)	143
Transfer to assets held for sale	轉撥至持作銷售資產	-	(4,893)
Balance at end of the year	年末結餘	-	143

For accounts receivable arising from business of properties investment, the Group determines the expected credit losses on these items by using a provision matrix, grouped by past due status.

就物業投資業務所產生之應收賬款而言，本集團透過使用撥備矩陣並按逾期狀況分組釐定該等項目之預期信貸虧損。

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

(2) (續)

下表列示根據一般方法就應收貸款確認之變動。

(3) 下表列示根據簡化方法就商用物業投資所產生之應收賬款確認之變動。

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

notes: (Continued)

(3) (Continued)

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort.

The following table shows the movement that has been recognised for accounts receivable from business of trading electronic products and equipment under the simplified approach.

		2021 二零二一年 Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (未出現信貸減值) HK\$'000 千港元	2020 二零二零年 Lifetime ECL (not credit-impaired) 全期預期信貸虧損 (未出現信貸減值) HK\$'000 千港元
Balance at beginning of the year	年初結餘	358	-
Addition for the year	本年度增加	4	358
Balance at end of the year	年終結餘	362	358

The following table shows information about the group's exposure to credit risk and ECLs for accounts receivable from business of trading electronic products and equipment.

		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss Allowance 虧損撥備 HK\$'000 千港元
Current	即期	0.0%	25,327	-
Past due over 270 days	逾期270日以上	51.3%	705	(362)

		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss Allowance 虧損撥備 HK\$'000 千港元
Current	即期	1.48%	24,126	(358)

No significant credit risk was expected by the Group for receivables from advisory for financial management as the balance was considered as immaterial.

由於結餘視為並不重大，本集團預期來自財務管理諮詢的應收款項並無重大信貸風險。

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

(3) (續)

估計虧損率乃根據債務人之預計可用年期之歷史觀察違約率予以估計，並就毋須付出過多成本或努力即可獲得之前瞻性資料作出調整。

下表列示根據簡化方法就電子產品及設備貿易業務所產生之應收賬款確認之變動。

下表列示有關本集團就電子產品及設備貿易業務應收賬款面臨的信貸虧損及預期信貸虧損資料。

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

notes: (Continued)

- (4) The credit risk on bank balances (including segregated and general accounts) are limited because the counterparties are with high credit ratings assigned by international credit rating agencies. Majority of bank balances are deposited in reputable large commercial banks with credit rating of Baa2 or above issued by Moody's and Aa3 issued by China Chengxin respectively.

Impairment assessment policies

The Group's policy requires the review of individual outstanding amounts at least monthly or more regularly depending on individual circumstances or market condition.

Upon adoption of HKFRS 9, the risk management department is responsible in developing and maintaining the processes for measuring ECL, the impairment requirements under HKFRS 9. The ECL are assessed by the Group on annual basis. The Group applies simplified approach to measure ECL on accounts receivable (except for dealing in securities-cash clients and loans to securities margin clients); and general approach to measure ECL on accounts receivable arising from dealing in securities-cash clients and loans to securities margin clients and other financial assets accounted for at amortised cost. Under the simplified approach, the Group measures the loss allowance at an amount equal to lifetime ECL.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：(續)

- (4) 由於交易對手獲國際信貸評級機構給予高信貸評級，故銀行結存（包括獨立及一般賬戶）之信貸風險有限。大部分銀行結存存放於分別獲穆迪給予Baa2或以上信貸評級以及中誠信給予Aa3信貸評級之信譽良好之大型商業銀行。

減值評估政策

本集團之政策要求至少每月或在特定情況或因應市況下更為頻繁地對個別未結清款項進行審閱。

於採納香港財務報告準則第9號後，風險管理部門負責制定及維持根據香港財務報告準則第9號項下之減值要求計量預期信貸虧損之程序。本集團會每年對預期信貸虧損作出評估。本集團採用簡化方法計量應收賬款（證券現金客戶交易及給予證券保證金客戶之貸款除外）之預期信貸虧損；及採用一般方法計量證券現金客戶交易所產生之應收賬款、給予證券保證金客戶之貸款及按攤銷成本列賬之其他金融資產之預期信貸虧損。根據簡化方法，本集團以等於全期預期信貸虧損之金額計量虧損撥備。

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of borrowings, corporate bonds and ensures compliance with loan covenants.

The Group's liquidity position is monitored on a daily basis by management and is reviewed monthly by the Directors. The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The table includes both interest and principal cash flows. The interest payments are computed using contractual rates or, if variable, based on the prevailing interest rate at the end of each reporting period.

6. 金融工具 (續)

財務風險管理目標及政策 (續)

流動資金風險

管理流動資金風險時，本集團監察及維持管理層視為足以支付本集團營運及減低現金流量波動影響所需之現金及等同現金項目水平。管理層監察借貸及公司債券之動用情況及確保遵守貸款契諾。

本集團之流動資金狀況由管理層每日監察，並由董事每月審閱。下表詳述本集團根據議定還款期編製之金融負債之餘下合約到期資料。該表基於本集團須支付金融負債之最早日期按有關負債之未貼現現金流量編製。

該表包括利息及本金現金流量。利息付款乃按合約利率或（倘為浮息）各報告期末之現行利率計算。

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

6. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

		Weighted average interest rate	On demand and 3 months or less 按要求及於三個月或以內	3-6 months	6-12 months	1-2 year	2-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount
									未貼現現金流量總額	
		加權平均利率	加權平均利率	三至六個月	六至十二個月	一至兩年	兩至五年	五年以上	現金流量總額	賬面值
				千港元	千港元	千港元	千港元	千港元	千港元	千港元
Financial liabilities	金融負債									
At 31 December 2021	於二零二一年十二月三十一日									
Accounts payable	應付賬款	-	164,807	-	-	-	-	-	164,807	164,807
Other payables and accrued expenses	其他應付賬款及應計費用	-	97,244	-	-	-	-	-	97,244	97,244
Amount due to Directors	應付董事款項	0%-5.00%	225,997	-	-	-	-	-	225,997	225,997
Borrowings	借貸									
- Variable rate	- 浮息	5.00%	684	692	36,852	-	-	-	38,228	36,000
- Fixed rate	- 定息	13.57%	360,744	-	23,143	-	-	-	383,887	354,616
Corporate bonds	公司債券	7.03%-11.57%	-	4,100	10,635	280	4,275	-	19,290	17,482
Convertible bonds	可換股債券	10.60%	-	-	-	20,800	-	-	20,800	17,846
Lease liabilities	租賃負債	5.13%-11.33%	675	688	53	-	-	-	1,416	1,388
			850,151	5,480	70,682	21,080	4,275	-	951,668	915,380

		Weighted average interest rate	On demand and 3 months or less 按要求及於三個月或以內	3-6 months	6-12 months	1-2 year	2-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount
									未貼現現金流量總額	
		加權平均利率	加權平均利率	三至六個月	六至十二個月	一至兩年	兩至五年	五年以上	現金流量總額	賬面值
				千港元	千港元	千港元	千港元	千港元	千港元	千港元
Financial liabilities	金融負債									
At 31 December 2020	於二零二零年十二月三十一日									
Accounts payable	應付賬款	-	138,393	-	-	-	-	-	138,393	138,393
Other payables and accrual expenses	其他應付賬款及應計費用	-	42,518	-	-	-	-	-	42,518	42,518
Bills payable	應付票據	-	175,502	-	-	-	-	-	175,502	175,502
Amount due to Directors	應付董事款項	0%-5.13%	143,578	-	-	-	-	-	143,578	143,578
Borrowings	借貸									
- Variable rate	- 浮息	5.00%	684	692	1,399	57,728	-	-	60,503	55,500
- Fixed rate	- 定息	8.08%	326,537	-	-	21,382	-	-	347,919	339,582
Corporate bonds	公司債券	7.03%-11.57%	2,030	8,257	4,377	14,735	4,555	-	33,954	30,176
Lease liabilities	租賃負債	5.13%-11.33%	673	852	1,347	1,405	-	-	4,277	4,084
			829,915	9,801	7,123	95,250	4,555	-	946,644	929,333

6. 金融工具 (續)

財務風險管理目標及政策 (續)

流動資金風險 (續)

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

6. FINANCIAL INSTRUMENTS (Continued)

Fair values

Fair value of financial assets and financial liabilities that are not measured at fair value

The fair values of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis. The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate to their fair values.

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

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

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

6. 金融工具 (續)

公平值

並非按公平值計量之金融資產及金融負債之公平值

金融資產及金融負債之公平值按公認定價模式基於貼現現金流量分析釐定。董事認為綜合財務報表內按攤銷成本列賬的金融資產及金融負債的賬面值與其公平值相若。

經常按公平值計量之本集團金融資產及金融負債之公平值

此外，就財務報告而言，公平值計量根據公平值計量輸入數據之可觀察程度及公平值計量輸入數據對其整體之重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據乃實體於計量日期可取得之相同資產或負債於活躍市場之報價 (未經調整)；
- 第二級輸入數據乃資產或負債之直接或間接可觀察輸入數據 (第一級所包括報價除外)；及
- 第三級輸入數據乃資產或負債之不可觀察輸入數據。

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 合共 HK\$'000 千港元
As at 31 December 2021	於二零二一年十二月三十一日				
Investment in equity instruments at FVTOCI	按公平值計入其他全面收入之股本工具投資	990	-	-	990
As at 31 December 2020	於二零二零年十二月三十一日				
Investment in equity instruments at FVTOCI	按公平值計入其他全面收入之股本工具投資	1,171	-	-	1,171

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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

7. REVENUE

7. 收益

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15, disaggregated by major products or services lines:	在香港財務報告準則第15號範圍內按主要產品或服務條線劃分之客戶合約收益：		
Trading Business:	貿易業務：		
Sales of electronic products and equipment	銷售電子產品及設備	493,958	984,666
Financial Business:	金融業務：		
Commission and brokerage income	佣金及經紀收入	17,766	12,930
Advisory and consultancy fee	諮詢顧問費	2,265	2,156
		513,989	999,752
Revenue from other sources outside the scope of HKFRS 15:	在香港財務報告準則第15號範圍外來自其他來源之收益：		
Financial Business:	金融業務：		
Interest income arising from financial business	金融業務產生之利息收入	7,399	7,541
Property Investment:	物業投資：		
Rental income that are fixed	固定租金收入	1,016	5,875
		8,415	13,416
		522,404	1,013,168
For revenue from contracts with customers within the scope of HKFRS 15:	對於香港財務報告準則第15號範圍內的客戶合約收益：		
Time of revenue recognition	收益確認時間		
At a point in time	按某一時間點	513,989	999,752

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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

7. REVENUE (Continued)

Performance obligations for contracts with customers

(1) Dealing in securities and futures

The Group provides broking and dealing services for securities and futures dealing. Commission income is recognised at a point in time on the execution date of the trades at a certain percentage of the transaction value of the trades executed. The Group also provide handling service for securities, futures, customer accounts. Fee income is recognised when the transaction is executed.

(2) Corporate finance advisory

The Group also provides corporate advisory services to corporate clients for their corporate actions. The corporate finance advisory income do not provide an enforceable right to payment for performance completed to date to the Company as it is unlikely that a customer can obtain benefit before the Company completes all its services according to the contract terms of the agreements signed with customers, the corporate finance advisory service are recognised at a point in time when the relevant services are completed.

(3) Sales of electronic products and equipment

Revenue from trading of electronic products and equipment are recognised at a point in time when the goods have been delivered to the customer's specific location.

Transaction price allocated to remaining performance obligation for contracts with customers

As at 31 December 2021, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is HK\$6,862,000 (2020: HK\$1,739,000). The Group will recognise the expected revenue in future when the goods are delivered to customer, which is expected to occur within the next 12 months (2020: 12 months).

7. 收益 (續)

與客戶訂立合約之履約責任

(1) 買賣證券及期貨

本集團為證券及期貨交易提供經紀及交易服務。佣金收入乃於交易執行日期之某一時間點按所執行交易之交易價值之一定百分比確認。本集團亦為證券、期貨、客戶賬戶提供處理服務。費用收入乃於執行交易時確認。

(2) 企業融資顧問

本集團亦向企業客戶提供企業諮詢服務，以供彼等採取企業行動。企業融資顧問收入並無就迄今完成的履約的付款為本公司提供可強制執行權利，原因是本公司根據與客戶簽訂的協議的合約條款完成其所有服務之前，客戶不大可能會獲得利益，而企業融資顧問服務於相關服務完成時進行確認。

(3) 銷售電子產品及設備

來自電子產品及設備交易之收益乃於貨品交付予客戶之特定地點時確認。

客戶合約項下分配至剩餘履約責任之交易價格

於二零二一年十二月三十一日，本集團現有合約項下分配至餘下履約責任之交易價總額為6,862,000港元（二零二零年：1,739,000港元）。本集團將於貨品交付至客戶時確認日後的預期收益，預計於未來12個月（二零二零年：12個月）內發生。

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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

8. OTHER INCOME

8. 其他收入

		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
Interest income from bank	銀行利息收入	4	1,490
Sundry income	雜項收入	3,530	2,557
Handling charge income	手續費收入	1,371	1,172
Government subsidies (<i>note</i>)	政府補助 (<i>附註</i>)	-	3,385
		4,905	8,604

note: Government grants mainly represent subsidies received in connection with the support from the Anti-epidemic Fund of the Government of Hong Kong Special Administrative Region. There are no unfulfilled conditions or contingencies relating to these subsidies.

附註: 政府補助主要指就香港特別行政區政府的防疫抗疫基金資助收取的補助。該等補助並無未達成的條件或或然事件。

9. OTHER GAINS OR LOSSES, NET

9. 其他收益或虧損淨額

		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	-	(36,063)

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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

10. SEGMENT INFORMATION

Information reported to the Board of Directors of the Company, being the chief operating decision makers, for the purposes of resource allocation and assessment of segment performance focuses on the nature of the products provided and services rendered.

During the year ended 31 December 2021, the Group is currently organised into four operating and reportable segments – (1) trading business, (2) mineral mining, oil and gas business (3) financial business and (4) property investment. These revenue streams are the basis of the internal reports about components of the Group that are regularly reviewed by the Board of Directors in order to allocate resources to segments and to assess their performance.

Trading business	–	sales of electronic products and equipment
Mineral mining, oil and gas business	–	exploration and production of mineral, oil and gas
Financial business	–	provision of financial service, including stockbroking, futures and options broking, mutual funds, insurance-linked investment plans and provision of corporate financial services and securities margin financing
Property investment	–	rental income

10. 分類資料

向本公司董事會，即主要營運決策者，報告用作分配資源及評估分類表現之資料，乃主要根據所提供產品及所給予服務之性質作分類。

截至二零二一年十二月三十一日止年度，本集團目前由四個經營及可呈報分類組成—(1)貿易業務，(2)採礦、油氣業務，(3)金融業務及(4)物業投資。此等收益分類是董事會定期審閱有關本集團各業務組別之內部報告之基準，用以對各分類分配資源及評估該分類之表現。

貿易業務	–	銷售電子產品及設備
採礦、油氣業務	–	礦物、石油及天然氣勘探及生產
金融業務	–	提供金融服務，包括股票經紀、期貨及期權經紀、互惠基金、保險掛鈎投資計劃及提供企業融資服務，以及證券孖展融資
物業投資	–	租金收入

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10. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments.

For the year ended 31 December 2021

		Trading business	Mineral mining, oil and gas business	Financial business	Property investment	Consolidated
		貿易業務	採礦、 油氣業務	金融業務	物業投資	綜合
		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	收益					
Segment revenue	分類收益	493,958	-	27,430	1,016	522,404
RESULTS	業績					
Segment profit/(loss)	分類溢利/(虧損)	27,809	(64)	6,390	430,414	464,549
Corporate administration costs	公司行政費用					(71,947)
Profit before taxation	除稅前溢利					392,602

10. 分類資料 (續)

分類收益及業績

下列為本集團可呈報分類收益及業績之分析。

截至二零二一年十二月三十一日止年度

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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

10. SEGMENT INFORMATION (Continued)

Segment revenues and results (Continued)

For the year ended 31 December 2020

		Trading business 貿易業務 HK\$'000 千港元	Mineral mining, oil and gas business 採礦、 油氣業務 HK\$'000 千港元	Financial business 金融業務 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收益					
Segment revenue	分類收益	984,666	–	22,627	5,875	1,013,168
RESULTS	業績					
Segment loss	分類虧損	(1,138)	(62)	(536)	(197,913)	(199,649)
Corporate administration costs	公司行政費用					(51,433)
Impairment loss on other receivables	其他應收款項減值虧損					(264)
Loss before taxation	除稅前虧損					(251,346)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/loss represents the financial results by each segment without allocation of corporate administration costs. This is the measure reported to the Board of Directors for the purposes of resource allocation and performance assessment.

營運分類之會計政策與本集團會計政策相同。分類溢利／虧損指並無分配公司行政費用情況下各分類之財務業績。這是向董事會呈報資料之方式，以分配資源及評估表現。

10. 分類資料 (續)

分類收益及業績 (續)

截至二零二零年十二月三十一日止年度

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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

10. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

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

At 31 December 2021

10. 分類資料 (續)

分類資產及負債

下列為本集團可呈報分類資產及負債之分析：

於二零二一年十二月三十一日

		Trading business	Mineral mining, oil and gas business	Financial business	Property investment	Consolidated
		貿易業務	採礦、 油氣業務	金融業務	物業投資	綜合
		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
ASSETS	資產					
Segment assets	分類資產	137,208	3	209,619	4,743,571	5,090,401
Assets classified as held for sale	分類為持作出售資產					385,660
Unallocated assets	未劃撥資產					37,321
Consolidated total assets	綜合資產總值					5,513,382
LIABILITIES	負債					
Segment liabilities	分類負債	109,888	465	157,090	582,862	850,305
Liabilities associated with assets classified as held for sale	與分類為持作出售 資產有關的負債					5,806
Unallocated liabilities	未劃撥負債					553,406
Consolidated total liabilities	綜合負債總額					1,409,517

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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

10. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

At 31 December 2020

		Trading business 貿易業務 HK\$'000 千港元	Mineral mining, oil and gas business 採礦、 油氣業務 HK\$'000 千港元	Financial business 金融業務 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
ASSETS	資產					
Segment assets	分類資產	212,513	4	223,144	4,539,125	4,974,786
Unallocated assets	未劃撥資產					1,026
Consolidated total assets	綜合資產總值					4,975,812
LIABILITIES	負債					
Segment liabilities	分類負債	206,457	474	176,817	449,164	832,912
Unallocated liabilities	未劃撥負債					446,270
Consolidated total liabilities	綜合負債總額					1,279,182

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than assets of the investment holding companies and assets classified as held for sale.
- all liabilities are allocated to operating segments, other than amount due to Directors, corporate bonds and liabilities of the investment holding companies and liabilities associated with assets classified as held for sale.

10. 分類資料 (續)

分類資產及負債 (續)

於二零二零年十二月三十一日

就監察分類表現及分配資源予各分類而言：

- 除投資控股公司的資產及分類為持作出售的資產外，所有資產已分配予營運分類。
- 除投資控股公司的應付董事款項、公司債券及負債以及與分類為持作出售資產有關的負債外，所有負債已分配予營運分類。

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10. SEGMENT INFORMATION (Continued)

10. 分類資料 (續)

Other segment information

其他分類資料

		Trading business	Mineral mining, oil and gas business	Financial business	Property investment	Total	Unallocated	Consolidated
		貿易業務	採礦、油氣業務	金融業務	物業投資	合共	未分配	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
For the year ended 31 December 2021	截至二零二一年十二月三十一日止年度							
Amounts included in the measure of segment (loss)/profit or segment assets:	計量分類(虧損)/溢利或分類資產計入之金額:							
Depreciation of property, plant and equipment	物業、廠房及設備折舊	106	-	85	4,636	4,827	65	4,892
Depreciation of right of use assets	使用權資產折舊	187	-	2,301	168	2,656	-	2,656
Finance costs	財務費用	263	-	3,240	25	3,528	45,737	49,265
Interest income	利息收入	-	-	(7,399)	(4)	(7,403)	-	(7,403)
(Reversal of impairment losses)/impairment losses on financial assets at amortised cost, net	按攤銷成本計量之金融資產之(減值虧損回撥)/減值虧損, 淨額	4	-	(16)	4,750	4,738	-	4,738

		Trading business	Mineral mining, oil and gas business	Financial business	Property investment	Total	Unallocated	Consolidated
		貿易業務	採礦、油氣業務	金融業務	物業投資	合共	未分配	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
For the year ended 31 December 2020	截至二零二零年十二月三十一日止年度							
Amounts included in the measure of segment (loss)/profit or segment assets:	計量分類(虧損)/溢利或分類資產計入之金額:							
Additions to property, plant and equipment	添置物業、廠房及設備	944	-	-	73	1,017	-	1,017
Additions to investment properties	添置投資物業	-	-	-	926	926	-	926
Additions to right-of-use assets	添置使用權資產	363	-	-	483	846	-	846
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13	-	256	3,905	4,174	68	4,242
Depreciation of right of use assets	使用權資產折舊	175	-	2,301	113	2,589	-	2,589
Finance costs	財務費用	7	-	3,646	22	3,675	28,647	32,322
Interest income	利息收入	(1,487)	-	(7,541)	(3)	(9,031)	-	(9,031)
Impairment losses on financial assets at amortised cost, net	按攤銷成本計量之金融資產之減值虧損, 淨額	511	-	107	254	872	-	872
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	-	-	-	36,063	36,063	-	36,063

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綜合財務報表附註

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10. SEGMENT INFORMATION (Continued)

Geographical information

All of the activities of trading business are based in China. The activities of oil and gas business are based in Madagascar. All of the activities of the financial business are based in Hong Kong.

The Group's revenue and its non-current assets, other than financial assets at FVTOCI, statutory deposits, deposit paid for construction, loans receivable and deferred tax assets, by geographical location of the assets regarding its operations are detailed below:

10. 分類資料 (續)

地區資料

貿易業務之一切活動均在中國進行。油氣業務活動在馬達加斯加進行。金融業務之一切活動均在香港進行。

除按公平值計入其他全面收入之金融資產、法定按金、建築按金、應收貸款及遞延稅項資產外，本集團按資產之地理位置劃分其經營之收益及其非流動資產詳情如下：

		Revenue		Non-current assets	
		收益		非流動資產	
		2021	2020	2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	27,430	22,627	1,107	3,565
PRC	中國	494,974	990,117	2,538,614	2,371,019
Madagascar	馬達加斯加	-	424	48,760	53,138
		522,404	1,013,168	2,588,481	2,427,722

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10. SEGMENT INFORMATION (Continued)

Information about major customers

Revenue from customers for the years ended 31 December 2021 and 2020 contributing over 10% of the total revenue of the Group are generated from trading business as follow:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Customer A	客戶A	N/A 不適用*	273,868
Customer B	客戶B	N/A 不適用*	273,087
Customer C	客戶C	N/A 不適用*	110,067
Customer D	客戶D	N/A 不適用*	138,029
Customer E	客戶E	158,198	N/A 不適用*
Customer F	客戶F	148,899	N/A 不適用*
Customer G	客戶G	67,209	N/A 不適用*

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

There is no other single customer contributing over 10% of total revenue of the Group for the years ended 31 December 2021 and 2020.

10. 分類資料 (續)

有關主要客戶之資料

截至二零二一年及二零二零年十二月三十一日止年度佔本集團總收益10%以上的客戶收益來自貿易業務如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Customer A	客戶A	N/A 不適用*	273,868
Customer B	客戶B	N/A 不適用*	273,087
Customer C	客戶C	N/A 不適用*	110,067
Customer D	客戶D	N/A 不適用*	138,029
Customer E	客戶E	158,198	N/A 不適用*
Customer F	客戶F	148,899	N/A 不適用*
Customer G	客戶G	67,209	N/A 不適用*

* 相應收益並無佔本集團總收益的10%以上。

截至二零二一年及二零二零年十二月三十一日止年度並無其他單一客戶佔本集團總收益的10%以上。

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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

11. IMPAIRMENT LOSSES OF FINANCIAL ASSETS AT AMORTISED COST, NET

11. 按攤銷成本計量之金融資產之減值虧損淨額

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
(Impairment losses)/reversal of impairment losses on accounts receivable arising from:	由以下各項所產生之應收賬款之(減值虧損)/減值虧損回撥:		
– cash clients	– 現金客戶	13	(29)
– margin clients	– 保證金客戶	3	(67)
– trading business	– 貿易業務	(4)	(358)
– property investment	– 物業投資	(4,750)	(143)
Loans receivable	應收貸款	–	(11)
Other receivables	其他應收賬款	–	(264)
		(4,738)	(872)

12. FINANCE COSTS

12. 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
Corporate bonds	公司債券	1,972	2,336
Borrowings	借貸	43,921	27,106
Amount due to a director	應付一名董事款項	2,364	2,614
Convertible bonds	可換股債券	842	–
Lease liabilities	租賃負債	166	266
		49,265	32,322

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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

13. TAXATION

13. 稅項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current tax:	即期稅項：		
The PRC Enterprise Income Tax	中國企業所得稅	6,956	1,270
(Over)/under-provision in prior years:	過往年度撥備 (超額) / 不足：		
Hong Kong Profits Tax	香港利得稅	-	31
The PRC Enterprise Income Tax	中國企業所得稅	(1,247)	-
		5,709	1,301
Deferred taxation:	遞延稅項：		
Charge/(credit) for the year	本年度扣除 / (計入)	110,690	(39,730)
		116,399	(38,429)

No provision for Hong Kong Profits Tax has been made for the years ended 31 December 2021 and 2020 as the relevant group entities have no assessable profits or the assessable profits are wholly absorbed by tax losses brought forward for both years.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. No provision for profits tax is made in other jurisdictions as the subsidiaries operating in other jurisdictions have no assessable profits for both years.

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相關集團實體沒有應課稅溢利，或該應課稅溢利已全數被承前稅項虧損抵銷，故並無於該兩個年度計提香港利得稅。

根據中華人民共和國關於企業所得稅之法律（「企業所得稅法」）及企業所得稅法之實施條例，中國附屬公司於該兩個年度之稅率為25%。

於其他司法權區產生之稅項按相關司法權區現行稅率計算。由於在其他司法權區經營之附屬公司於該兩個年度均無任何應課稅溢利，故並無計提其他司法權區之利得稅。

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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

13. TAXATION (Continued)

The taxation for the year can be reconciled to the profit/(loss) before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

13. 稅項 (續)

年度稅項與綜合損益及其他全面收益表之除稅前溢利／(虧損)對賬如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit/(loss) before taxation	除稅前溢利／(虧損)	392,602	(251,346)
Taxation charge/(credit) at the Hong Kong Profits Tax rate of 16.5%	以香港利得稅率16.5%計算之稅項支出／(抵免)	64,779	(41,472)
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(1,757)	(371)
Tax effect of estimated tax losses not recognised	未確認估計稅務虧損之稅務影響	1,867	91
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	13,859	16,404
Tax effect of temporary differences not recognised	未確認暫時差額之稅務影響	7	23
Utilization of tax losses previously not recognised	已動用稅項虧損之稅務影響	(1,108)	(17)
(Over)/under-provision in prior years	過往年度撥備(超額)／不足	(1,247)	31
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之附屬公司不同稅率之影響	39,999	(13,118)
Taxation for the year	年度稅項	116,399	(38,429)

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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

14. PROFIT/(LOSS) FOR THE YEAR

14. 年度溢利／(虧損)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit/(loss) for the year has been arrived at after charging:	年度溢利／(虧損) 已扣除下列各項：		
Auditor's remuneration	核數師酬金	1,900	1,600
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,892	4,242
Depreciation of right-of-use assets	使用權資產折舊	2,656	2,589
Staff costs including Directors' remuneration	員工成本 (包括董事酬金)	26,768	31,420
Contributions to retirement benefits scheme	退休福利計劃供款	567	654
Cost of inventories recognised as expense	確認為開支之存貨成本	463,207	978,482
Expenses related to short-term leases – office premises	有關短期租賃之費用－辦公室物業	2,633	2,760
Rental income from investment property less direct outgoings	投資物業租賃收入減直接支出	1,016	5,875

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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

15. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS

15. 董事及主要行政人員酬金

		2021 二零二一年			
		Fees	Salaries and other benefits	Contributions to retirement benefits scheme	Total remuneration
		袍金	薪金及其他福利	退休福利計劃供款	總酬金
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	執行董事				
Hui Chi Ming	許智銘	–	1,200	18	1,218
Neil Bush	尼爾·布什	–	640	–	640
Xu Jun Jia	許峻嘉	–	200	3	203
Cao Yu	曹宇	–	1,200	18	1,218
Lam Kwok Hing	藍國慶	–	2,808	18	2,826
Nam Kwok Lun	藍國倫	–	984	18	1,002
Hui Ngok Lun (note b)	許岳麟 (附註b)	–	1,200	18	1,218
Ren Qian (note e)	任前 (附註e)	–	–	–	–
Independent Non-Executive Directors	獨立非執行董事				
Ngan Kam Biu, Stanford	顏錦彪	120	–	–	120
Tam Chak Chi	譚澤之	120	–	–	120
Ma Kin Ling	馬健凌	120	–	–	120
		360	8,232	93	8,685

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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

15. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (Continued)

15. 董事及主要行政人員酬金 (續)

		2020 二零二零年			
		Salaries and other benefits	Contributions to retirement benefits scheme	Total remuneration	
		Fees 袍金	薪金及 其他福利	退休福利 計劃供款	總酬金
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive Directors		執行董事			
Hui Chi Ming	許智銘	–	1,200	18	1,218
Neil Bush	尼爾·布什	–	643	–	643
Chui Say Hoe (note d)	徐世和 (附註d)	–	358	–	358
Xu Jun Jia	許峻嘉	–	1,200	18	1,218
Cao Yu	曹宇	–	1,200	18	1,218
Lam Kwok Hing	藍國慶	–	2,808	18	2,826
Nam Kwok Lun	藍國倫	–	984	18	1,002
Hui Ngok Lun (note b)	許岳麟 (附註b)	–	552	9	561
Ren Qian (note e)	任前 (附註e)	–	326	–	326
Chen Mailin (note f)	陳脈林 (附註f)	–	281	6	287
Independent Non-Executive Directors		獨立非執行董事			
Ngan Kam Biu, Standford	顏錦彪	120	–	–	120
Chan Tsang Mo (note a)	陳增武 (附註a)	48	–	–	48
Tam Chak Chi	譚澤之	120	–	–	120
Ma Kin Ling	馬健凌	120	–	–	120
Chow Kin Wing (note c)	周建榮 (附註c)	46	–	–	46
		454	9,552	105	10,111

Note a: Mr. Chan Tsang Mo was appointed and resigned as independent non-executive director on 25 February 2019 and 25 May 2020 respectively.

附註a: 陳增武先生分別於二零一九年二月二十五日及二零二零年五月二十五日獲委任及辭任獨立非執行董事。

Note b: Mr. Hui Ngok Lun was appointed as executive director on 16 July 2020.

附註b: 許岳麟先生於二零二零年七月十六日獲委任為執行董事。

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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

15. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (Continued)

Note c: Mr. Chow Kin Wing was appointed and resigned as independent non-executive director on 25 May 2020 and 12 October 2020 respectively.

Note d: Mr. Chui Say Hoe resigned as executive director of the Company on 16 July 2020.

Note e: Mr. Ren Qian resigned as executive director of the Company on 16 July 2020.

Note f: Mr. Chen Mailin was appointed and resigned as executive director on 16 July 2020 and 9 October 2020.

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

During both years, no emolument was paid by the Group to the Directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors has waived any emoluments during the year (2020: Nil).

Salaries, allowance and benefits in kind paid to or for the executive directors are generally emoluments paid or receivable in respect of those persons' services in connection with the management of the affairs of the Company and its subsidiaries. Emoluments of the independent non-executive directors shown above were mainly for their services as directors of the Company.

15. 董事及主要行政人員酬金 (續)

附註c: 周建榮先生分別於二零二零年五月二十五日及二零二零年十月十二日獲委任及辭任獨立非執行董事。

附註d: 徐世和先生於二零二零年七月十六日辭任本公司執行董事。

附註e: 任前先生於二零二零年七月十六日辭任本公司執行董事。

附註f: 陳脈林先生分別於二零二零年七月十六日及二零二零年十月九日獲委任及辭任執行董事。

本公司並無訂立與本集團業務有關，而本公司董事直接或間接於其中擁有重大權益，且於本年度末或本年度內任何時間仍然有效之重大交易、安排及合約。

於兩個年度內，本集團概無向任何董事支付任何酬金，以吸引其加入本集團或作為離職賠償。於本年度內，概無董事放棄任何酬金 (二零二零年：無)。

向或就執行董事支付之薪金、津貼及實物福利乃一般為就該等人士管理本公司及其附屬公司之事務所提供之服務支付或應收之酬金。上述獨立非執行董事的酬金主要為彼等作為本公司董事提供服務的酬金。

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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

16. EMPLOYEES' EMOLUMENTS

The five individuals with the highest emoluments in the Group included four (2020: four) Directors of the Company for the year, details of whose emoluments are included in Note 15. The emoluments of the remaining one (2020: one) individual are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,358	2,340
Contributions to retirement benefits scheme	退休福利計劃供款	18	18
		2,376	2,358

The emoluments of one (2020: one) individual with the highest emolument is within the following band:

Emoluments band	酬金範圍	2021 二零二一年 No. of individuals 人數	2020 二零二零年 No. of individuals 人數
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	1
		1	1

During both years, no emolument was paid by the Group to the above-mentioned individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

16. 僱員酬金

於本年度內，本集團之五名最高薪酬人士包括四名（二零二零年：四名）本公司董事，其薪酬詳情載於附註15。其餘一名（二零二零年：一名）人士之酬金如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,358	2,340
Contributions to retirement benefits scheme	退休福利計劃供款	18	18
		2,376	2,358

一名（二零二零年：一名）最高薪人士之酬金介乎下列範圍內：

Emoluments band	酬金範圍	2021 二零二一年 No. of individuals 人數	2020 二零二零年 No. of individuals 人數
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	1
		1	1

於兩個年度內，本集團概無向上述人士支付任何酬金，以吸引其加入本集團或加入時或作為離職賠償。

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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

17. EARNINGS/(LOSS) PER SHARE

The calculation of the basic earnings/(loss) per share attributable to the owners of the Company is based on the following data:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Earnings/(loss):	盈利／(虧損)：		
Profit/(loss) for the year attributable to owners of the Company for the purpose of calculating basic earnings/(loss) per share	用以計算每股基本盈利／(虧損)之本公司擁有人應佔年內溢利／(虧損)	267,895	(211,940)

		Number of shares 股份數目 '000 千股	'000 千股
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purpose of calculating basic earnings/(loss) per share	用以計算每股基本盈利／(虧損)之普通股加權平均數	4,000,000	4,000,000

For the year ended 31 December 2021, the diluted and basic earnings per share are the same as the convertible bonds are anti-dilutive to the earnings per share.

17. 每股盈利／(虧損)

本公司擁有人應佔每股基本盈利／(虧損)乃按下列數據計算：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Earnings/(loss):	盈利／(虧損)：		
Profit/(loss) for the year attributable to owners of the Company for the purpose of calculating basic earnings/(loss) per share	用以計算每股基本盈利／(虧損)之本公司擁有人應佔年內溢利／(虧損)	267,895	(211,940)

		Number of shares 股份數目 '000 千股	'000 千股
Number of shares:	股份數目：		
Weighted average number of ordinary shares for the purpose of calculating basic earnings/(loss) per share	用以計算每股基本盈利／(虧損)之普通股加權平均數	4,000,000	4,000,000

截至二零二一年十二月三十一日止年度，每股攤薄及基本盈利相同，原因是就每股盈利而言，可換股債券具反攤薄性。

18. DIVIDEND

The Directors do not recommend the payment of a final dividend for both years.

18. 股息

董事不建議就該兩個年度派付末期股息。

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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

19. PROPERTY, PLANT AND EQUIPMENT

19. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Total 合共 HK\$'000 千港元
COST	成本						
At 1 January 2019	於二零一九年一月一日	1,535	6,520	1,938	2,668	130,000	142,661
Additions	添置	-	983	17	17	-	1,017
Exchange adjustment	匯兌調整	-	53	(6)	55	-	102
At 31 December 2020 and at 1 January 2021	於二零二零年十二月三十一日及於二零二一年一月一日	1,535	7,556	1,949	2,740	130,000	143,780
Additions	添置	-	-	-	-	-	-
Exchange adjustment	匯兌調整	-	34	4	29	-	67
At 31 December 2021	於二零二一年十二月三十一日	1,535	7,590	1,953	2,769	130,000	143,847
ACCUMULATED DEPRECIATION AND IMPAIRMENT	累計折舊及減值						
At 1 January 2019	於二零一九年一月一日	1,391	6,118	1,741	1,976	37,180	48,406
Provided for the year	年度撥備	104	152	77	269	3,640	4,242
Impairment	減值	-	-	-	-	36,063	36,063
Exchange adjustment	匯兌調整	-	(4)	(12)	25	-	9
At 31 December 2020 and at 1 January 2021	於二零二零年十二月三十一日及於二零二一年一月一日	1,495	6,266	1,806	2,270	76,883	88,720
Provided for the year	年度撥備	40	222	38	235	4,357	4,892
Exchange adjustment	匯兌調整	-	4	2	18	-	24
At 31 December 2021	於二零二一年十二月三十一日	1,535	6,492	1,846	2,523	81,240	93,636
CARRYING AMOUNTS	賬面值						
At 31 December 2021	於二零二一年十二月三十一日	-	1,098	107	246	48,760	50,211
At 31 December 2020	於二零二零年十二月三十一日	40	1,290	143	470	53,117	55,060

Depreciation is provided using the straight-line method at the following rates per annum:

折舊以直線法按以下年率計提：

Leasehold improvements	20% – 33 ¹ / ₃ %	租賃物業裝修	20% – 33 ¹ / ₃ %
Computer equipment	20% – 50%	電腦設備	20% – 50%
Furniture and fixtures	20% – 40%	傢俬及裝置	20% – 40%
Motor vehicles	20% – 30%	汽車	20% – 30%
Property	3%	物業	3%

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19. PROPERTY, PLANT AND EQUIPMENT (Continued)

Impairment assessment

As the Group incurred net loss in the cash-generating unit (the "CGU") of property investment in Madagascar for two consecutive years, the management of the Group concluded there was indication for impairment and conducted impairment assessment on recoverable amounts of certain property, plant and equipment with carrying amounts of HK\$48,760,000 (2020: HK\$53,117,000), after taking into account the accumulated impairment loss of HK\$36,063,000 as at 31 December 2021 and 31 December 2020. The recoverable amount of property is estimated individually.

The recoverable amount of the property has been determined based on its fair value less costs of disposal and the methodology is replacement cost method. That calculation uses recent construction prices for similar properties adjusted for nature, location and conditions of the property, with United States dollar 1,169 (2020: 1,249) per square metre ("Sqm") as at 31 December 2021 and its fair value measurement was categorised as Level 3.

Based on the result of the assessment, no impairment loss (2020: HK\$36,063,000) has been recognised against the carrying amounts of property, plant and equipment.

19. 物業、廠房及設備 (續)

減值評估

由於本集團於馬達加斯加連續兩個年度就物業投資的現金產生單位(「現金產生單位」)產生淨虧損，本集團管理層認為已出現減值跡象並經計及於二零二一年十二月三十一日及二零二零年十二月三十一日之累計減值虧損36,063,000港元後對賬面值為48,760,000港元(二零二零年：53,117,000港元)的若干物業、廠房及設備可收回金額進行減值評估。物業的可收回金額可單獨估計。

物業的可收回金額已按其公平值減出售成本釐定及方法為替代成本法。該計算採用類似物業就物業性質、地點及狀況作出調整之近期施工價格，於二零二一年十二月三十一日為每平方米(「平方米」)1,169美元(二零二零年：1,249美元)及其公平值計量分類為第三級。

根據評估結果，概無按物業、廠房及設備的賬面值確認減值虧損(二零二零年：36,063,000 港元)。

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20. INVESTMENT PROPERTIES

20. 投資物業

		HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	2,387,597
Addition	增添	926
Fair value change	公平值變動	(158,920)
Exchange adjustment	匯兌調整	139,069
At 31 December 2020	於二零二零年十二月三十一日	2,368,672
Fair value change	公平值變動	442,760
Exchange adjustment	匯兌調整	79,698
Reclassified to assets held for sale (Note 32)	重新分類至持作出售資產 (附註32)	(354,211)
At 31 December 2021	於二零二一年十二月三十一日	2,536,919

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

Investment properties comprise of (a) a commercial units and car parking spaces located in Beijing, the PRC which was reclassified to asset held for sale (Note 32) during the year ended 31 December 2021 and (b) commercial units and car parking spaces located in Zhanjiang, the PRC.

凡本集團根據經營租賃持作以賺取租金或資本增值的物業權益均採用公平值模式計量，並被分類為及入賬列作投資物業。

投資物業包括(a)位於中國北京之商業單位及車位，其已於截至二零二一年十二月三十一日止年度重新分類至持作出售資產(附註32)及(b)位於中國湛江之商業單位及車位。

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20. INVESTMENT PROPERTIES (Continued)

Property-located in Beijing, the PRC (Reclassified to asset held for sale during 2021)

The fair values of the Group's investment properties at 31 December 2021 have been determined based on a valuation carried out on that day by Masterpiece Valuation Advisory Limited (2020: InsideOut Due Diligence Inc.), an independent qualified professional valuer that is not connected with the Group.

The fair value was determined based on the "Direct Comparison Method", where the value is assessed by assuming sale in their existing states with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant market.

Property-located in Zhanjiang, the PRC

The fair values of the Group's investment properties at 31 December 2021 have been determined based on a valuation carried out on that day by Jones Lang Lasalle Corporate Appraisal and Advisory Limited (2020: Cushman & Wakefield Limited), an independent qualified professional valuer that is not connected with the Group.

The fair value was determined based on the "Residual Method", where the value is assessed by reference to the comparable sales evidence as available in the relevant market and have also taken into account the expended construction costs as well as the costs that will expended to complete the developments.

20. 投資物業 (續)

物業一位於中國北京 (於二零二一年重新分類至持作銷售資產)

本集團於二零二一年十二月三十一日之投資物業公平值乃由與本集團並無關連之獨立合資格專業估值師睿力評估諮詢有限公司 (二零二零年: InsideOut Due Diligence Inc.) 按當日之估值釐定。

公平值乃按「直接比較法」釐定，而其價值乃假設以其現況空置出售及參照相關市場可得之可資比較銷售證據而評定。

物業一位於中國湛江

本集團於二零二一年十二月三十一日之投資物業公平值乃由與本集團並無關連之獨立合資格專業估值師仲量聯行企業評估及諮詢有限公司 (二零二零年: 戴德梁行有限公司) 按當日之估值釐定。

公平值乃按「餘值法」釐定，而其價值乃參照相關市場可得之可資比較銷售證據而評定，亦已計及已支出之建築成本及完成開發將支出之成本。

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20. INVESTMENT PROPERTIES (Continued)

Property-located in Zhanjiang, the PRC (Continued)

The carrying amounts of investment properties shown above comprise:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Properties in the PRC:	中國物業：		
Medium-term lease	中期租賃	2,536,919	2,368,672

The fair value measurements for all of the Group's investment properties are categorised as level 3. The following table gives information about how the fair values of the investment properties as at 31 December 2021 are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised level 3 based on the degree to which the inputs to the fair value measurements is observable.

20. 投資物業 (續)

物業一位於中國湛江 (續)

上述投資物業之賬面值包括：

本集團所有投資物業之公平值計量獲分類為第三級。下表提供如何釐定投資物業於二零二一年十二月三十一日之公平值之資料 (特別是估值技術及所用之輸入數據)，以及根據公平值計量輸入數據之可觀察程度分類公平值計量所屬公平值等級為第三級。

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20. INVESTMENT PROPERTIES (Continued)

20. 投資物業 (續)

Properties	Fair value hierarchy	Fair value as at 31 December 2021 於二零二一年十二月三十一日之公平值	Fair value as at 31 December 2020 於二零二零年十二月三十一日之公平值	Valuation technique & key input 估值技術及主要輸入數據	Significant unobservable inputs 重大不可觀察輸入數據	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值之關係
Property – located in Beijing, the PRC	Level 3	HK\$354,211,000	HK\$388,443,000	Direct comparison method The key input is price per sqm	Price per sqm using market direct comparable and taking into account location and other individual factors such as age and location of the property, approximately RMB55,033 (2020: RMB43,300) per sqm and approximately RMB563,700 (2020: RMB703,000) per car park space as at 31 December 2021.	An increase in the price per sqm will increase significantly the fair value, and vice versa.
物業一位於中國北京	第三級	354,211,000港元	388,443,000港元	直接比較法 主要輸入數據為每平方米價格	利用市場直接可資比較物業並計及地點及其他個別因素(例如物業的樓齡及地點)得出之每平方米價格,即於二零二一年十二月三十一日每平方米約人民幣55,033元(二零二零年:人民幣43,300元)及每個單位約人民幣563,700元(二零二零年:人民幣703,000元)	每平方米價格上升將大幅增加公平值,反之亦然。
Property – located in Zhanjiang, the PRC	Level 3	HK\$2,536,919,000	HK\$1,980,229,000	Residual method The key input is price per sqm	Market unit rate, taking into account the recent transaction prices for similar properties adjusted for nature, location and conditions of the property, which RMB11,363 (2020: RMB10,771) per sqm as at 31 December 2021. Estimation of construction cost of RMB3,749 (2020: RMB3,840) per sqm as at 31 December 2021. Expected developer profit margin at 15% (2020: 15%) as at 31 December 2021.	A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa. A significant increase in the construction cost used would result in a significant decrease in fair value, and vice versa. A significant increase in the expected profit would result in a significant decrease in fair value, and vice versa.
物業一位於中國湛江	第三級	2,536,919,000港元	1,980,229,000港元	餘值法 主要輸入數據為每平方米價格	市場單價(經計及類似物業就物業性質、地點及狀況作出調整之近期交易價格),於二零二一年十二月三十一日每平方米人民幣11,363元(二零二零年:人民幣10,771元)。 於二零二一年十二月三十一日,建築成本估計為每平方米人民幣3,749元(二零二零年:人民幣3,840元)。 於二零二一年十二月三十一日的預期開發商溢利率15%(二零二零年:15%)。	所採用之市場單價大幅上升將導致公平值大幅增加,反之亦然。 預期建築成本大幅增加將導致公平值的大幅減少,反之亦然。 預期溢利大幅增加將導致公平值大幅減少,反之亦然。

There has been no change from the valuation technique used in prior year.

During the years ended 31 December 2021 and 2020, there were no transfers between level 1 and level 2, or transfers into or out of level 3.

去年採用的估值方法並無變動。

截至二零二一年及二零二零年十二月三十一日止年度,概無於第一級與第二級之間轉換,或轉入或轉出第三級。

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21. RIGHT OF USE ASSETS

21. 使用權資產

		Office 辦公室 HK\$ 港元
COST	成本：	
At 1 January 2020	於二零二零年一月一日	7,211
Additions	增添	846
Disposal	出售	(310)
Exchange adjustment	匯兌調整	49
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	7,796
Exchange adjustment	匯兌調整	25
At 31 December 2021	於二零二一年十二月三十一日	7,821
DEPRECIATION	折舊	
At 1 January 2020	於二零二零年一月一日	1,518
Charge for the year	年內支出	2,589
Disposal	出售	(310)
Exchange adjustment	匯兌調整	9
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	3,806
Charge for the year	年內支出	2,656
Exchange adjustment	匯兌調整	8
At 31 December 2021	於二零二一年十二月三十一日	6,470
CARRYING AMOUNTS:	賬面值：	
At 31 December 2021	於二零二一年十二月三十一日	1,351
At 31 December 2020	於二零二零年十二月三十一日	3,990

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21. RIGHT OF USE ASSETS (Continued)

21. 使用權資產 (續)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Expense relating to short-term leases	有關短期租賃的開支	2,633	2,760
Total cash outflow for leases (including short-term leases)	租賃現金流出總額 (包括短期租賃)	5,511	5,595

For both years, the Group leases offices for its operations. Lease contracts are entered into for fixed term of 1 to 2 years (2020: 2 to 3 years). It carries interests ranging from 5.13%-11.33% during the year ended 31 December 2021 (2020: 5.13%-11.33%). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩個年度內，本集團租賃辦公室用於營運。訂立固定期限為1至2年（二零二零年：2至3年）之租賃合約。於截至二零二一年十二月三十一日止年度，其利率介乎5.13%至11.33%（二零二零年：5.13%至11.33%）。租賃條款乃按個別基準磋商，並包含各種不同的條款及條件。於釐定租期及評估不可註銷期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

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22. INTANGIBLE ASSETS

22. 無形資產

		Mineral mining right 採礦權 HK\$'000 千港元	Trading rights 交易權 HK\$'000 千港元	Total 合共 HK\$'000 千港元
COST	成本			
At 1 January 2020	於二零二零年一月一日、			
31 December 2020,	二零二零年十二月三十一日、			
1 January 2021 and	二零二一年一月一日及二零			
31 December 2021	二一年十二月三十一日	-	50	50
AMORTISATION	攤銷			
At 1 January 2020,	於二零二零年一月一日、			
31 December 2020,	二零二零年十二月三十一日、			
1 January 2021 and	二零二一年一月一日及二零			
31 December 2021	二一年十二月三十一日	-	50	50
CARRYING AMOUNTS	賬面值			
At 31 December 2021	於二零二一年十二月三十一日	-	-	-
At 31 December 2020	於二零二零年十二月三十一日	-	-	-

Trading rights represent two trading rights in the Stock Exchange and one trading right in Hong Kong Futures Exchange Limited.

交易權指聯交所之兩個交易權及香港期貨交易所有限公司之一個交易權。

The Group had one mining right under the License 253 in respect of Kenya Mine 253, an area of approximately 1,056 square kilometers situated in Kitui District Eastern Province, Kenya.

本集團根據有關肯尼亞第253號礦場之第253號許可證擁有一項採礦權，該礦場位於肯尼亞東部省庫裡亞地區(Kitui District Eastern Province)，面積約1,056平方公里。

The License 253 of the mineral mining right has been fully written off.

採礦權的第253號許可證已悉數撇銷。

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23. DEFERRED TAX (ASSETS)/LIABILITIES

The following is the analysis of the deferred tax balances for financial reporting purposes:

		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	–	(17,818)
Deferred tax liabilities	遞延稅項負債	481,328	346,724
		481,328	328,906

The following is deferred tax (assets)/liabilities recognised and movements thereon during the years ended 31 December 2021 and 2020:

		Fair value changes on investment properties 投資物業 公平值變動 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	349,227
Credited to profit or loss	計入損益	(39,730)
Exchange realignment	匯兌調整	19,409
At 31 December 2020 and at 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日	328,906
Charged to profit or loss	於損益扣除	110,690
Exchange realignment	匯兌調整	11,814
Reclassified to assets held for sale (Note 32)	重新分類至持作出售資產 (附註32)	29,918
At 31 December 2021	於二零二一年十二月三十一日	481,328

以下為就財務報告而言遞延稅項結餘之分析:

以下為於截至二零二一年及二零二零年十二月三十一日止年度確認之遞延稅項(資產)/負債及其變動:

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23. DEFERRED TAX (ASSETS)/LIABILITIES (Continued)

At the end of the reporting period, the Group had estimated unused tax losses of approximately HK\$55,695,000 (2020: HK\$56,186,000) available for offset against future profits. No deferred tax asset has been recognised in relation to such unused tax losses as it is not probable that taxable profit will be available against which the unused tax losses can be utilised. Approximately HK\$5,699,000 unused tax losses will expire in 5 years and approximately HK\$49,996,000 unused tax losses do not expire under the current tax legislation.

24. INVESTMENT IN EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Investment in equity instruments at fair value through other comprehensive income comprise:

Listed investments:	上市投資：
– Equity securities listed on Hong Kong Stock Exchange	– 於香港聯交所上市之股本證券

The above listed equity investments represent ordinary shares of an entity listed in Hong Kong. These investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

23. 遞延稅項(資產)/負債(續)

於報告期末，本集團的未動用估計稅務虧損約為55,695,000港元(二零二零年：56,186,000港元)可供抵銷未來溢利。由於不太可能有應課稅溢利可用於抵銷未動用稅務虧損，故並無就上述未動用稅務虧損確認遞延稅項資產。根據現行稅務法例，約5,699,000港元未動用稅務虧損將於5年內到期及約49,996,000港元未動用稅務虧損不會到期。

24. 按公平值計入其他全面收入之股本工具投資

按公平值計入其他全面收入之股本工具投資包括：

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
990	1,171

上述股本投資為於香港上市實體之普通股。該等投資並非為交易而持有，而是為長期策略目的而持有。由於本公司董事相信，確認該等投資於損益反映之公平值之短期波動與本集團為長遠目的持有該等投資及實現其長遠潛在表現之策略不符，因此已選擇將該等股本工具投資指定為按公平值計入其他全面收入。

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25. STATUTORY DEPOSITS

25. 法定按金

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Deposits with:	存放於下列法團之款項：		
The Stock Exchange of Hong Kong Limited	香港聯合交易所有限公司	350	230
HKSCC	香港結算	200	200
Reserve Fund Contribution to HKFECC	香港期貨結算之儲備金供款	1,500	1,500
		2,050	1,930

26. LOANS RECEIVABLE

26. 應收貸款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Fixed-rate loans receivable denominated in functional currency of Hong Kong dollars	以功能貨幣港元列值之定息應收貸款	17,071	15,890
Carrying amount analysed for reporting purposes:	用於報告之賬面值分析：		
Current assets (receivable within 12 months from the end of the reporting period)	流動資產(可自報告期末起十二個月內收取)	131	-
Non-current assets (receivable after 12 months from the end of the reporting period)	非流動資產(可自報告期末起十二個月後收取)	16,940	15,890
		17,071	15,890

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26. LOANS RECEIVABLE (Continued)

Loans receivable with a carrying amount of approximately HK\$16,940,000 (2020: HK\$15,890,000) is secured by properties located in Hong Kong. The Group is not permitted to sell or repledge the property in the absence of default by the customer.

The effective interest rate (which is equal to contractual interest rate) on the Group's loans receivable was 6.50% per annum (2020: 6.59%). Interest rate term is fixed at the time when entering into loan agreement. The period of the loans was 1 to 5 years (2020: 5 years).

26. 應收貸款 (續)

賬面值約為16,940,000港元(二零二零年：15,890,000港元)之應收貸款以位於香港之物業作抵押。在客戶並無違約之情況下，本集團不得出售或再次質押該物業。

本集團應收貸款之實際利率(等同合約利率)為每年6.50%(二零二零年：6.59%)。利率條款於訂立貸款協議時釐定。貸款期為一至五年(二零二零年：五年)。

27. INVENTORIES

Finished goods arising from business of trading electronic products and equipment

銷售電子產品及設備業務產生的製成品

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
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52,630

-

27. 存貨

28. PROPERTIES FOR SALE

Properties under development for sale

待售發展中物業

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
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1,981,337

1,921,997

28. 待售物業

As at 31 December 2021 and 2020, the Group has five lands located in Zhanjiang Economic and Technological Development Zone in Guangdong Province, the PRC. The Group plans to develop residential properties for sales and the relevant development plan had been approved by authority in the PRC.

於二零二一年及二零二零年十二月三十一日，本集團擁有位於中國廣東省湛江經濟技術開發區之五幅土地。本集團計劃開發住宅物業以供銷售，且相關開發計劃已獲中國當局批准。

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29. ACCOUNTS RECEIVABLE

29. 應收賬款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Accounts receivable consist of:	應收賬款包括下列項目：		
Accounts receivable arising from business of trading electronic products and equipment	電子產品及設備貿易業務所產生之應收賬款	26,032	24,126
Less: Loss allowances for ECL	扣除：預期信貸虧損之虧損撥備	(362)	(358)
		25,670	23,768
Accounts receivable arising from business of properties investment	物業投資業務所產生之應收賬款	-	4,748
Less: Loss allowance for ECL	扣除：預期信貸虧損之虧損撥備	-	(143)
		-	4,605
Accounts receivable arising from the business of dealing in securities:	買賣證券業務所產生之應收賬款：		
- cash clients	- 現金客戶	17,001	15,802
- other	- 其他	3,046	4,337
- directors	- 董事	(24)	(40)
Less: Loss allowances for ECL	扣除：預期信貸虧損之虧損撥備	20,023	20,099
- Hong Kong Securities Clearing Company Limited ("HKSCC")	- 香港中央結算有限公司 (「香港結算」)	4,232	8,777
Accounts receivable from Hong Kong Futures Exchange Clearing Corporation Limited ("HKFECC") arising from the business of dealing in futures contracts	買賣期貨合約業務所產生之應收香港期貨結算有限公司 (「香港期貨結算」) 賬款	382	700
Loans to securities margin clients	給予證券保證金客戶之貸款	50,836	57,459
Less: Loss allowances for ECL	扣除：預期信貸虧損之虧損撥備	(28)	(31)
		50,808	57,428
Accounts receivable arising from the business of advisory for financial management	財務管理諮詢業務所產生之應收賬款	-	561
		101,115	115,938

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29. ACCOUNTS RECEIVABLE (Continued)

Accounts receivable from the business of trading electronic products and equipment

The credit period based on dates of delivery of goods for accounts receivable from trading of electronic products and equipment is 90 days. The aging analysis of accounts receivable arising from trading of electronic products and equipment based on the invoice date of the reporting period is as follow:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0-90 days	0至90日	25,327	23,768
Over 365 days	超過365日	343	-
		25,670	23,768

Loans to securities margin clients

Loans to securities margin clients are repayable on demand and bear interest at Hong Kong Prime Rate quoted by Bank plus 3% equivalent to 8.25% per annum for both years. In the opinion of the Directors, no aged analysis is disclosed as the aged analysis does not give additional value. The loans are secured by pledged marketable securities at fair value of approximately HK\$209,926,000 (2020: HK\$195,242,000). The average percentage of collateral over the outstanding balance as at 31 December 2021 is ranged from 118% to 10,617% (2020: 81% to 2,415%). The fair value of pledged marketable securities of the individual margin clients is higher than the corresponding outstanding loans. The Group is permitted to sell or repledge the marketable securities if the customer default the payment as requested by the Group. The Group had provided the loss allowance for securities margin clients with reference to the portfolio held and the subsequent settlement of each customer.

29. 應收賬款 (續)

來自電子產品及設備貿易業務之應收賬款

來自電子產品及設備貿易之應收賬款按交付貨品日期計算之信貸期為90日。來自電子產品及設備貿易於報告日期按發票日期呈列之應收賬款之賬齡分析如下：

給予證券保證金客戶之貸款

給予證券保證金客戶之貸款須於要求時償還及按銀行所報香港最優惠利率加3%（兩個年度均相等於年利率8.25%）計息。董事認為，由於賬齡分析並無意義，因此並無就此作出任何披露。貸款以公平值約209,926,000港元（二零二零年：195,242,000港元）之已抵押流通證券作擔保。於二零二一年十二月三十一日，未償還結餘之抵押品之平均百分比介乎118%至10,617%（二零二零年：81%至2,415%）。個別保證金客戶之已抵押流通證券之公平值高於相應未償還貸款。本集團獲准於客戶拖欠本集團所要求款項時賣出或再抵押流通證券。本集團已參考各客戶持有之投資組合及其後結算狀況，就證券保證金客戶計提虧損撥備。

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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

29. ACCOUNTS RECEIVABLE (Continued)

Accounts receivable from the property investment business

The average credit period for accounts receivable from property investment business is 30 days. The aging analysis of accounts receivable arising from property investment business based on the invoice date of the reporting period is as follow:

0-90 days	0至90日
91-180 days	91至180日

29. 應收賬款 (續)

來自投資物業業務之應收賬款

來自投資物業業務之應收賬款之平均信貸期為30日。來自投資物業業務之應收賬款於報告日期按發票日期呈列之賬齡分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		–	1,582
		–	3,023
		–	4,605

Accounts receivable from cash client, HKSCC, HKFECC

The settlement terms of accounts receivable from cash clients, HKSCC, HKFECC are usually one to two days after the trade date. Except for the accounts receivable from cash clients as mentioned below, the accounts receivable from HKSCC and HKFECC aged within 30 days.

The Group offsets certain accounts receivable and accounts payable when the Group currently has a legally enforceable right to set off the balances and intends either to settle on a net basis, or to realise the balances simultaneously.

The settlement terms of cash clients are usually one to two days after the trade date. The aged analysis of accounts receivable arising from cash clients is as follows:

來自現金客戶、香港結算及香港期貨結算之應收賬款

現金客戶、香港結算及香港期貨結算應收賬款之結算期限通常為交易日期後一至兩日。除下文所述應收現金客戶賬款外，應收香港結算及香港期貨結算賬款之賬齡均為30日內。

當本集團當前有依法可執行權利抵銷結餘並擬以淨額基準結算或同時變現結餘時，本集團會抵銷若干應收賬款及應付賬款。

現金客戶之結算期通常為交易日期後一至兩日。現金客戶產生之應收賬款之賬齡分析如下：

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29. ACCOUNTS RECEIVABLE (Continued)

Accounts receivable from cash clients

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0 – 90 days	0至90日	20,023	20,099

Accounts receivable from the business of advisory for financial management clients

The Group does not provide any credit term to its advisory for financial management clients. The aging analysis of accounts receivable arising from the business of advisory for financial management clients is as follow:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0 – 90 days	0至90日	–	561

29. 應收賬款 (續)

應收現金客戶賬款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0 – 90 days	0至90日	20,023	20,099

來自財務管理諮詢業務客戶之應收賬款

本集團並無向財務管理諮詢客戶提供任何信貸期。財務管理諮詢業務客戶產生之應收賬款之賬齡分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0 – 90 days	0至90日	–	561

30. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Other receivables and advance to suppliers arising from trading business	其他應收賬款及貿易業務產生的向供應商墊款	92,400	21,208
Rental and other deposits	租金及其他按金	90,110	88,160
Prepayments	預付款項	259	366
		182,769	109,734

All of the other receivables and advance to suppliers arising from trading business, rental and other deposits and prepayments are expected to be recovered within one year.

30. 其他應收賬款、預付款項及按金

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Other receivables and advance to suppliers arising from trading business	其他應收賬款及貿易業務產生的向供應商墊款	92,400	21,208
Rental and other deposits	租金及其他按金	90,110	88,160
Prepayments	預付款項	259	366
		182,769	109,734

所有其他應收賬款及貿易業務產生的向供應商墊款、租金及其他按金以及預付款項預期將於一年內收回。

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31. PLEDGED FIXED DEPOSITS, BANK BALANCES AND CASH

Pledged fixed deposits (general accounts)

The pledged fixed deposits represented the amounts pledged to banks to secure general banking facilities granted to the Group. The pledged fixed deposits carried interest rates at 1.80% – 4.10% per annum for the year ended 31 December 2020 and released upon the expiry of the relevant banking facilities. Included in pledged fixed deposits (general accounts) was approximately HK\$171,058,000 which was denominated in US\$ as at 31 December 2020, a currency other than the functional currency of the relevant group entity. The pledged fixed deposits were fully released during 2021.

Bank balances (trust and segregated accounts)

From the Group's ordinary business, it receives and holds money deposited by clients in the course of the conduct of the regulated activities. These clients' monies are maintained in one or more segregated bank accounts and bear prevailing market deposit rates ranging from 0.01% to 0.1% (2020: 0.01% to 0.1%) per annum. The Group has recognised the corresponding accounts payable to respective clients. However, the Group does not have a currently enforceable right to offset those payables with the deposits placed.

Bank balances (general accounts) and cash

The amounts comprise cash held by the Group and short-term bank deposits carrying prevailing market deposit rates at 0.01% (2020: 0.01%) per annum with an original maturity of three months or less. Included in bank balances (general accounts) and cash are approximately HK\$746,000 (2020: HK\$539,000) and HK\$4,087,000 (2020: HK\$173,806,000) and which are denominated in US\$ and RMB respectively.

31. 已抵押定期存款、銀行結存及現金

已抵押定期存款（一般賬戶）

已抵押定期存款指為取得本集團一般銀行融資而向銀行作出之抵押金額。於截至二零二零年十二月三十一日止年度已抵押定期存款之利率為每年1.80%至4.10%，於有關銀行融資到期後解除。於二零二零年十二月三十一日，計入已抵押定期存款（一般賬戶）之約171,058,000港元以非相關集團實體之功能貨幣美元列值。已抵押定期存款於二零二一年悉數解除。

銀行結存（信託及獨立賬戶）

本集團於日常業務進行受監管活動而收取並持有客戶之存款。該等客戶之款項存入一個或多個獨立銀行賬戶並按現行市場存款利率介乎每年0.01%至0.1%（二零二零年：0.01%至0.1%）計息。本集團確認應付有關客戶之相應賬款。然而，本集團現時並無可執行權利將存款抵銷該等應付賬款。

銀行結存（一般賬戶）及現金

此金額包括本集團持有之現金及按現行市場存款利率每年0.01%（二零二零年：0.01%）計息且原到期日為三個月或以下之短期銀行存款。計入銀行結存（一般賬戶）及現金之約746,000港元（二零二零年：539,000港元）及4,087,000港元（二零二零年：173,806,000港元）分別以美元及人民幣列值。

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32. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

On 5 November 2021, a wholly-owned subsidiary of the Company, an independent third party, and the Company have entered into an agreement, pursuant to which the independent third party has conditionally agreed to acquire, and the wholly-owned subsidiary of the Company has conditionally agreed to sell the entire issued share capital of Millhaven Holdings Limited, for a consideration of HK\$338 million, which will be satisfied fully in cash.

The disposed group is wholly relevant to property investment segment.

The major classes of assets and liabilities classified as held for sale are as follows:

32. 分類為持作出售資產／與分類為持作出售資產相關的負債

於二零二一年十一月五日，本公司一間全資附屬公司、一名獨立第三方及本公司訂立協議，據此，獨立第三方已有條件同意收購及本公司全資附屬公司已有條件同意出售Millhaven Holdings Limited的全部已發行股本，代價為338,000,000港元，並將悉數以現金結算。

出售集團全部與物業投資分部有關。

分類為持作出售的主要類別資產及負債如下：

		31 December 2021 二零二一年 十二月 三十一日 HK\$'000 千港元
Investment property (Note 20)	投資物業 (附註20)	354,211
Deferred tax assets (Note 23)	遞延稅項資產 (附註23)	29,918
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	1,442
Bank and cash balances	銀行及現金結餘	89
Total assets classified as held for sale	分類為持作出售的資產總值	385,660
Other payables and accrued expenses	其他應付款項及應計開支	5,806
Total liabilities classified as held for sale	分類為持作出售的負債總額	5,806

As at 31 December 2021, the accumulated currency translation reserve relevant to the disposed group is HK\$39,371,000.

於二零二一年十二月三十一日，與出售集團有關的累計外幣換算儲備為39,371,000港元。

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33. ACCOUNTS AND BILLS PAYABLES

33. 應付賬款及票據

		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
Accounts payable:	應付賬款：		
Accounts payable from trading of electronic products and equipment	電子產品及設備貿易業務所產生應付賬款	54,481	27,448
Accounts payable from properties investment	物業投資所產生應付賬款	7,116	6,903
Accounts payable arising from the business of dealing in securities:	買賣證券業務所產生應付賬款：		
– Cash clients	– 現金客戶	96,394	94,508
– HKSCC	– 香港結算	2,077	3,671
Accounts payable to clients arising from the business of dealing in futures contracts	買賣期貨合約業務所產生之應付客戶賬款	1,081	985
Amounts due to securities margin clients	應付證券保證金客戶款項	3,658	4,878
		164,807	138,393
Bills payable	應付票據	–	175,502
		164,807	313,895

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33. ACCOUNTS AND BILLS PAYABLES (Continued)

The settlement term of accounts payable to cash clients and HKSCC is two days after the trade date and aged within 30 days.

Accounts payable to clients arising from the business of dealing in futures contracts are margin deposits received from clients for their tradings of futures contracts on HKFECC. The excess of the outstanding amounts over the required margin deposits stipulated by HKFECC are repayable to clients on demand. In the opinion of the Directors, no aged analysis is disclosed as the aged analysis does not give additional value.

Amounts due to securities margin clients are repayable on demand. In the opinion of the Directors, no aged analysis is disclosed as the aged analysis does not give additional value.

The accounts payable amounting to approximately HK\$87,378,000 (2020: HK\$92,355,000) were payable to clients or other institutions in respect of the trust and segregated bank balances received and held for clients in the course of the conduct of regulated activities. However, the Group does not have a currently enforceable right to offset these payables with the deposits placed.

33. 應付賬款及票據 (續)

應付現金客戶及香港結算賬款之結算期限為交易日期後兩日，其賬齡為30日內。

買賣期貨合約業務所產生之應付客戶賬款，乃為就於香港期貨結算買賣期貨合約向客戶收取之保證金。未償還款項超出香港期貨結算所規定保證金之數額須於要求時償還予客戶。董事認為，由於賬齡分析並無意義，因此並無就此作出任何披露。

應付證券保證金客戶款項須於要求時償還。董事認為，由於賬齡分析並無意義，因此並無就此作出任何披露。

於進行受規管活動過程中代客戶收取並持有信託及獨立銀行結存而應付客戶或其他機構之應付賬款約為87,378,000港元（二零二零年：92,355,000港元）。然而，本集團現時並無可執行權利以存款抵銷該等應付賬款。

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33. ACCOUNTS AND BILLS PAYABLES (Continued)

Accounts payable from trading of electronic products and equipment

The aging analysis of accounts payable from trading of electronic products and equipment presented based on the invoice date is as follow:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0 – 90 days	0至90日	37,308	17,451
91 – 180 days	91至180日	6,735	–
181 – 365 days	181至365日	10	2,402
Over 365 days	365日以上	10,428	7,595
		54,481	27,448

Accounts payable from properties investment

The aged analysis of accounts payable from properties investment is a follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
91 – 180 days	91至180日	7,116	6,903

All of the trade payables are expected to be settled within one year or are repayable on demand. The trade payables are normally due immediately from the date of billing.

33. 應付賬款及票據 (續)

來自電子產品及設備貿易業務之應付賬款

來自電子產品及設備貿易業務之應付賬款按發票日期呈列之賬齡分析如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0 – 90 days	37,308	17,451
91 – 180 days	6,735	–
181 – 365 days	10	2,402
Over 365 days	10,428	7,595
	54,481	27,448

來自物業投資之應付賬款

來自物業投資之應付賬款之賬齡分析如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
91 – 180 days	7,116	6,903

所有貿易應付款項預期將於一年內結算或於要求時償還。貿易應付款項通常自開票日期起即時到期。

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34. OTHER PAYABLES AND ACCRUED EXPENSES

34. 其他應付賬款及應計費用

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Other payables	其他應付款項	82,509	22,847
Accrued expenses	應計費用	14,735	19,657
Receipts in advance from trading business	貿易業務之預收款項	-	14
		97,244	42,518

35. LEASE LIABILITIES

35. 租賃負債

The exposure of the Group's lease liabilities are as follows:

本集團租賃負債之風險敞口如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current	流動	1,388	2,707
Non-current	非流動	-	1,377
		1,388	4,084

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35. LEASE LIABILITIES (Continued)

35. 租賃負債 (續)

		Minimum lease payments 最低租賃付款		Present value of lease liabilities 租賃負債現值	
		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
Minimum lease payment due:	於以下時間到期之最低租賃付款：				
- Within one year	—一年內	1,416	2,872	1,388	2,707
- more than one year but not more than two years	—一年後但兩年內	-	1,405	-	1,377
		1,416	4,277	1,388	4,084
Future finance charges	未來融資開支	(28)	(193)		
Present value of lease liabilities	租賃負債現值	1,388	4,084		
Amounts due for settlement within one year (shown under current liabilities)	一年內到期支付之款項 (於流動負債項下列示)			(1,388)	(2,707)
Amounts due for settlement after one year	一年後到期支付之款項			-	1,377

The weighted average incremental borrowing rates applied to lease liabilities range from 5.13% to 11.33% (2020: from 5.13% to 11.33%).

適用於租賃負債之加權平均增量借款利率介乎5.13厘至11.33厘 (二零二零年：介乎5.13厘至11.33厘)。

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36. CONTRACT LIABILITIES

36. 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
Trading electronic products	電子產品貿易	6,862	1,739

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

下表列示於本年度確認的收益中分別與結轉合約負債及於過往期間達成的履約責任有關的數額。

		Trading electronic products 電子產品貿易	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 1 January	於一月一日	1,739	6,643
Decrease in contract liabilities as a result of – revenue recognised that was included in the contract liabilities balance at the beginning of the year	因以下各項而產生之合約負債減少 – 計入年初合約負債結餘的已確認收益	(665)	(6,643)
Increase in contract liabilities as a result of – receipts in advance of trading electronic products	因以下各項而產生之合約負債增加 – 電子產品貿易之預收款項	5,788	1,739
At 31 December	於十二月三十一日	6,862	1,739

The Group will recognise the expected revenue in future when the goods are delivered to customers, which is expected to occur within the next 12 months (2020: 12 months).

本集團將於貨品交付至客戶時確認日後之預期收益，預計將於未來12個月（二零二零年：12個月）內發生。

The Group receives a certain amount of the contract value as deposits from customers when they sign the sale and purchase agreement. The deposits result in contract liabilities being recognised until the customers obtain control of the electronic products.

本集團於客戶簽署買賣協議時向彼等收取一定金額的合同價值作為按金。有關按金導致被確認合約負債，直至客戶獲得電子產品的控制權。

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37. AMOUNTS DUE TO DIRECTORS

Amount due to a Director of which approximately HK\$64,772,000 (2020: HK\$57,851,000) is unsecured, interest bearing at Hong Kong Prime Rate quoted by Bank (2020: Hong Kong Prime Rate quoted by Bank) and are repayable on demand. The remaining balances are unsecured, repayable on demand and non-interest bearing.

The directors confirmed that they would not demand repayment of the amounts due to Directors of approximately HK\$225,997,000 within one year from the date of this report.

37. 應付董事款項

應付董事款項當中約64,772,000港元(二零二零年：57,851,000港元)為無抵押，按銀行所報的香港最優惠利率(二零二零年：銀行所報的香港最優惠利率)計息及須按要求償還。餘下結餘為無抵押、須按要求償還及不計息。

董事確認，彼等不會要求自本報告日期起計一年內償還應付董事款項約225,997,000港元。

38. BORROWINGS

38. 借貸

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Borrowings	借貸	390,616	395,082
Secured	有抵押	255,435	264,744
Unsecured but guaranteed	無抵押但有擔保	22,037	-
Unsecured	無抵押	113,144	130,338
		390,616	395,082
Current portion	即期部分	390,616	318,200
Non-current portion	非即期部分	-	76,882
		390,616	395,082

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38. BORROWINGS (Continued)

The Group's borrowings are repayable 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	390,616	318,200
After 1 year but within 2 years	一至兩年	-	21,382
After 2 years but within 5 years	兩至五年	-	55,500
		390,616	395,082

The movement of borrowings 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
At 1 January	於一月一日	395,082	304,910
Proceeds from new borrowings	新借貸所得款項	57,000	146,869
Accrued interests	應計利息	43,921	27,106
Interests paid	已付利息	(41,192)	(18,272)
Repayment	還款	(66,500)	(69,500)
Exchange realignment	匯兌調整	2,305	3,969
At 31 December	於十二月三十一日	390,616	395,082

38. 借貸 (續)

本集團之應償還借貸如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
	390,616	318,200
	-	21,382
	-	55,500
	390,616	395,082

借貸變動如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
	395,082	304,910
	57,000	146,869
	43,921	27,106
	(41,192)	(18,272)
	(66,500)	(69,500)
	2,305	3,969
	390,616	395,082

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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

38. BORROWINGS (Continued)

As at 31 December 2021, the Group has a borrowing of approximately HK\$255,435,000 (2020: HK\$264,744,000) which is secured by the entire registered capital of Beijing Yinghe Property Development Limited, an indirect wholly-owned subsidiary of the Group, and guaranteed by Guangdong Hoifu Wai Yip Investment Management Limited and the personal guarantee from Dr. Hui Chi Ming. The borrowing is interest bearing at a fixed rate of 7% for the first year and 8% for the period after 1 year. The effective interest rate and the default effective interest rate of the borrowing are 8.8% per annum and 15.87% per annum respectively. The borrowing of approximately HK\$255,435,000 has matured during the year ended 31 December 2020.

As at 31 December 2021, the Group has an unsecured borrowing of approximately HK\$36,000,000 (2020: HK\$55,500,000) from PAL Finance Limited, a wholly-owned subsidiary of Asia Tele-Net, a company incorporated in Bermuda with its shares being listed on the Stock Exchange in which two Directors, Messrs. Lam Kwok Hing and Nam Kwok Lun, have controlling interests. The borrowing is interest bearing at Hong Kong Prime rate of 5.00% (2020: 5.13%) per annum and repayable within one year.

As at 31 December 2020 and 2021, the Group has unsecured borrowings of approximately RMB63,000,000 (equivalent to HK\$77,143,500) from three independent third parties with fixed interest rates range from 0%-12% per annum. The borrowings of approximately HK\$55,103,000 (2020: Nil) have matured at the end of the reporting period. The remaining balance of HK\$22,041,000 (2020: HK\$74,838,000) is repayable within one year.

38. 借貸 (續)

於二零二一年十二月三十一日，本集團之借貸約255,435,000港元（二零二零年：264,744,000港元）乃以本集團間接全資附屬公司北京盈和房地產綜合開發有限公司之全部註冊資本作抵押，並以廣東凱富偉業投資管理有限公司及許智銘博士之個人擔保作擔保。借貸於首年按固定利率7%計息，而一年後按8%計息。借貸之實際年利率及違約實際年利率分別為8.8%及15.87%。截至二零二零年十二月三十一日止年度已到期借貸約為255,435,000港元。

於二零二一年十二月三十一日，本集團之借貸約36,000,000港元（二零二零年：55,500,000港元）為無抵押，由亞洲聯網一間全資附屬公司亞洲企業財務有限公司（於百慕達註冊成立之公司，其股份於聯交所上市，兩名董事藍國慶先生及藍國倫先生擁有其控股權益）提供。該借貸按香港最優惠年利率5.00%（二零二零年：5.13%）計息及須於一年內償還。

於二零二零年及二零二一年十二月三十一日，本集團來自三名獨立第三方的無抵押借貸約人民幣63,000,000元（相當於77,143,500港元）以固定年利率介乎0%至12%計息。於報告期末，約55,103,000港元（二零二零年：零）的借貸已到期。餘下結餘22,041,000港元（二零二零年：74,838,000港元）須於一年內償還。

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38. BORROWINGS (Continued)

As at 31 December 2021, the Group has an unsecured borrowing of approximately HK\$22,037,000 (2020: Nil) from an independent third party with a fixed interest rate of 15% per annum. The borrowing is guaranteed by the personal guarantee from Dr. Hui Chi Ming and has matured during the year ended 31 December 2021.

Borrowings with an amount of HK\$332,575,000 were default as at 31 December 2021. The Group has negotiated with the lenders to extend the repayment terms and as long as there are cash inflows from the events mentioned in Note 49, the borrowings will be repaid.

39. CORPORATE BONDS

38. 借貸 (續)

於二零二一年十二月三十一日，本集團來自一名獨立第三方的無抵押借貸約22,037,000港元(二零二零年：零)以固定年利率15%計息。該借貸由許智銘博士提供的個人擔保作擔保並已於截至二零二一年十二月三十一日止年度到期。

為數332,575,000港元的借貸已於二零二一年十二月三十一日違約。本集團已與貸款人磋商延長還款期限，只要附註49事件產生現金流入，借貸將可償還。

39. 公司債券

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Unsecured corporate bonds	無抵押公司債券	17,482	30,176

The Group's corporate bonds are repayable as follows:

本集團之應償還公司債券如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within 1 year	一年內	13,884	11,775
After 1 year but within 2 years	一至兩年	-	14,628
After 2 years but within 5 years	兩至五年	3,598	3,773
		17,482	30,176

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39. CORPORATE BONDS (Continued)

The movement of corporate bonds 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
As at 1 January	於一月一日	30,176	29,621
Accrued interests	應計利息	1,972	2,336
Principal repayments	償還本金	(11,000)	-
Interests paid	已付利息	(3,666)	(1,781)
As at 31 December	於十二月三十一日	17,482	30,176

The effective interest rates of the bonds range from 7.03% to 11.57% per annum (2020: 7.03% to 11.57% per annum).

40. CONVERTIBLE BONDS

During the year ended 31 December 2021, the Company issued 2% coupon convertible bonds with a total principal amount of HK\$20,000,000 for a cash inflow of HK\$20,000,000 as general working capital of the Group. The effective interest rate is 10.60%. The exercise price of the conversion option is HK\$0.98 and exercisable anytime on or before the maturity date. The coupon will be paid on the maturity date.

The convertible bonds will be matured on 9 July 2023.

39. 公司債券 (續)

公司債券變動如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
As at 1 January	於一月一日	30,176	29,621
Accrued interests	應計利息	1,972	2,336
Principal repayments	償還本金	(11,000)	-
Interests paid	已付利息	(3,666)	(1,781)
As at 31 December	於十二月三十一日	17,482	30,176

債券之實際年利率介乎7.03%至11.57% (二零二零年：年利率7.03%至11.57%)。

40. 可換股債券

截至二零二一年十二月三十一日止年度，本公司發行本金總額為20,000,000港元的2%票息可換股債券，以換取現金流入20,000,000港元作為本集團的一般營運資金。實際利率為10.60%。換股選擇權的行使價為0.98港元及可於到期日或之前隨時行使。票息將於到期日支付。

可換股債券將於二零二三年七月九日到期。

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40. CONVERTIBLE BONDS (Continued)

The movement of the debt component of the convertible bonds for the year ended 31 December 2021 is set out below:

		2021 二零二一年 HK\$'000 千港元
As at 1 January	於一月一日	-
Issuance of convertible bonds at 9 July 2021	於二零二一年七月九日 發行可換股債券	17,004
Effective interest expense for the year	年內實際利息開支	842
As at 31 December	於十二月三十一日	17,846

40. 可換股債券 (續)

截至二零二一年十二月三十一日止年度的債務部分變動載列如下：

41. SHARE CAPITAL

41. 股本

		Number of shares 股份數目 '000 千股	HK\$'000 千港元
Ordinary shares of HK\$0.10 each Authorised: At 31 December 2020 and 2021	每股面值0.10港元之普通股 法定： 於二零二零年及二零二一年 十二月三十一日	10,000,000	1,000,000
Issued and fully paid: At 1 January 2020, 31 December 2020, 1 January 2021 and 31 December 2021	已發行及繳足： 於二零二零年一月一日、 二零二零年十二月三十一日、 二零二一年一月一日及 二零二一年十二月三十一日	4,000,000	400,000

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42. NON-CONTROLLING INTERESTS

The details of non-wholly owned subsidiaries of the Group that have material non-controlling interests are shown as below:

42. 非控股權益

擁有重大非控股權益之本集團非全資附屬公司之詳情列示如下：

Name of Subsidiary 附屬公司名稱	Place of incorporation/ principal place of business 註冊成立地點/ 主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益持有之 所有權權益及投票權比例		Profit/(loss) allocated to non-controlling interests 分配予非控股權益 溢利/(虧損)		Accumulated non-controlling interests 累計非控股權益	
		2021	2020	2021	2020	2021	2020
		二零二一年	二零二零年	二零二一年	二零二零年	二零二一年	二零二零年
		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
Shenzhen Qianhai Jiameijing Industrial Co., Ltd.# 深圳市前海嘉美靜實業有限公司	PRC/PRC 中國/中國	40%	40%	8,299	(698)	12,328	3,826
Individually immaterial subsidiaries with non-controlling interests 具有非控股權益之個別非重大附屬公司				9	(279)	239	350
				8,308	(977)	12,567	4,176

English name of this company is for identification purpose only

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42. NON-CONTROLLING INTERESTS (Continued)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests are set out below. The summarised financial information below represented amounts before intragroup eliminations.

As at 31 December

42. 非控股權益 (續)

有關具有重大非控股權益之本集團各附屬公司之概要財務資料載列如下。以下概要財務資料為集團內公司間抵銷前之數額。

於十二月三十一日

		Shenzhen Qianhai Jiameijing Industrial Co., Ltd. 深圳市前海嘉美靜實業有限公司	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產	932	1,346
Current assets	流動資產	139,655	211,223
Current liabilities	流動負債	(112,810)	(206,560)
		27,777	6,009
Equity attributable to owners of the Company	本公司擁有人應佔權益	15,449	2,183
Non-controlling interest	非控股權益	12,328	3,826
		27,777	6,009

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42. NON-CONTROLLING INTERESTS (Continued) 42. 非控股權益 (續)

For the year ended 31 December

截至十二月三十一日止年度

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue	收益	493,958	984,666
Other income	其他收入	1,105	1,651
Expenses	支出	(474,316)	(988,062)
Profit/(loss) for the year	年度溢利／(虧損)	20,747	(1,745)
Other comprehensive income for the year	年度其他全面收入	507	393
Total comprehensive income/(expenses) for the year	年度全面收入／(支出) 總額	21,254	(1,352)
Profit/(loss) attributable to:	應佔溢利／(虧損)：		
Owners of the Company	本公司擁有人	12,448	(1,047)
Non-controlling interests	非控股權益	8,299	(698)
		20,747	(1,745)
Total comprehensive income/(expenses) attributable to:	應佔全面收入／(支出) 總額：		
Owners of the Company	本公司擁有人	12,752	(811)
Non-controlling interests	非控股權益	8,502	(541)
		21,254	(1,352)
Net cash (outflow)/inflow from:	來自以下各項之		
	現金(流出)／流入淨額：		
Operating activities	經營活動	(168,857)	162,943
Investing activities	投資活動	-	(944)
Financing activities	融資活動	(210)	(172)
Net cash (outflow)/inflow	現金(流出)／流入淨額	(169,067)	161,827

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43. OPERATING LEASES

The Group as lessor

At the end of the reporting period, the Group had commitments for future minimum lease income under non-cancellable operating leases in respect of rented premises which fall due as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within one year	一年內	-	17,819
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)	-	13,363
		-	31,182

Operating lease income represents rentals receivable by the Group for its car parks from one lessee. Leases are mainly negotiated for an average term of two years and rentals are fixed over the relevant lease term. During the early 2021, all the lease contracts have been cancelled after the Group re-negotiated with the lessee and no further commitments were noted as at 31 December 2021.

43. 經營租約

本集團作為出租人

於報告期末，本集團根據租賃物業之不可註銷經營租約，在下列期間之未來最低租賃收入：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within one year	一年內	-	17,819
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)	-	13,363
		-	31,182

經營租賃收入指本集團就其停車位應收一名承租人之租金。租約的議定租期通常為平均兩年，並確定相關租期的租金。於二零二一年初，經本集團與承租人重新磋商後，所有租賃合約已經註銷且於二零二一年十二月三十一日並無進一步承擔。

44. CAPITAL COMMITMENTS

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元 (restated) (經重列)
Capital commitments (contracted but not provided for):	資本承諾 (已訂約但尚未撥備)：		
Construction costs of properties for sale and investment properties	待售物業及投資物業建築成本	2,965,739	1,413,601
Capital commitments (no contracted and not provided for):	資本承諾 (尚未訂約且尚未撥備)：		
Construction costs of properties for sale and investment properties	待售物業及投資物業建築成本	1,219,969	2,784,200
		4,185,708	4,197,801

44. 資本承諾

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45. RETIREMENT BENEFITS SCHEMES

Mandatory provident scheme (the “MPF Scheme”)

The Group has operated a pension scheme under the rules and regulations of the Mandatory Provident Fund Schemes Ordinance after the implementation of the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately in an independently managed fund. The Group has followed the minimum statutory contribution requirement of 5% of eligible employees’ relevant aggregate income with a cap of HK\$1,500 (2020: HK\$1,500) per employee per month. The contributions are charged to profit or loss as incurred. There are no forfeited contributions for both years.

Pursuant to the relevant laws and regulations of the PRC, the Group participates in a defined contribution basic pension insurance in the social insurance system established and managed by government organisations. The Group makes contributions to basic pension insurance plans based on the applicable benchmarks and rates stipulated by the government. Basic pension insurance contributions are charged to profit or loss as the related services are rendered by the employees.

46. RELATED PARTY TRANSACTIONS

Transactions with related parties

Save for disclosed elsewhere in these consolidated financial statements, the Group had the following transactions with related parties:

- (a) During the year, the Group received commission income and other securities dealing income from securities and futures dealing of approximately HK\$56,000 (2020: HK\$49,000) from a director, Mr. Nam Kwok Lun (2020: a director, Nam Kwok Lun).

45. 退休福利計劃

強制性公積金計劃（「強積金計劃」）

於強制性公積金計劃條例實行後，本集團已根據強制性公積金計劃條例之規則及規例設立退休金計劃。強積金計劃之資產，乃分關於獨立管理基金內持有。本集團已遵守最低法定供款規定，就合資格僱員有關總收入5%作出供款，上限為每名員工每月1,500港元（二零二零年：1,500港元）。供款於產生時於損益扣除。兩個年度均無沒收供款的情況。

根據中國相關法律法規，本集團參與政府機構設立及管理的社會保險體系中的定額供款基本養老保險。本集團根據政府規定的適用基準及費率向基本養老保險計劃供款。基本養老保險供款於僱員提供相關服務時自損益扣除。

46. 關連人士交易

關連人士交易

除該等綜合財務報表其他部分所披露者外，本集團之關連人士交易如下：

- (a) 於本年度內，本集團就證券及期貨買賣自一名董事藍國倫先生（二零二零年：一名董事藍國倫先生）收取佣金收入及其他證券買賣收入約56,000港元（二零二零年：49,000港元）。

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46. RELATED PARTY TRANSACTIONS

(Continued)

Transactions with related parties (Continued)

- (b) During the year, the Group received commission income and other income from securities dealing of approximately HK\$18,000 (2020: HK\$17,000) from Asia Tele-Net, in which two directors, Messrs. Lam Kwok Hing and Nam Kwok Lun, have controlling interests.
- (c) At 31 December 2021, a director, Mr. Nam Kwok Lun, advanced approximately HK\$64,772,000 (2020: HK\$57,851,000) to the Group. During the year, the Group accrued finance costs of HK\$2,364,000 (2020: HK\$2,614,000) to the director, Mr. Nam Kwok Lun. The amount is interest bearing at prime rate 5% (2020: 5.13%) per annum and repayable on demand.
- (d) At 31 December 2021, a director, Dr. Hui Chi Ming, advanced approximately HK\$161,225,000 (2020: HK\$85,727,000) to the Group. It is unsecured, repayable on demand and non-interest bearing.
- (e) During the year ended 31 December 2021, the Group made minimum lease payments under short-term leases in respect of office premises of approximately HK\$2,520,000 (2020: HK\$2,520,000) to Gahood Holding Company Limited, a company indirectly wholly-owned by Dr. Hui Chi Ming, a director of the Company. The transaction also constitutes a continuing connected transaction under Appendix 14A of the Listing Rules.

46. 關連人士交易 (續)

關連人士交易 (續)

- (b) 於本年度內，本集團就證券買賣自亞洲聯網（兩名董事藍國慶先生及藍國倫先生擁有其控制權益）收取佣金收入及其他收入約18,000港元（二零二零年：17,000港元）。
- (c) 於二零二一年十二月三十一日，董事藍國倫先生向本集團墊款約64,772,000港元（二零二零年：57,851,000港元）。年內，本集團向董事藍國倫先生應計財務費用2,364,000港元（二零二零年：2,614,000港元）。有關款項按5%（二零二零年：5.13%）最優惠年利率計息及須於要求時償還。
- (d) 於二零二一年十二月三十一日，董事許智銘博士向本集團墊款約161,225,000港元（二零二零年：85,727,000港元）。該筆墊款為無抵押、按要求償還及不計息。
- (e) 截至二零二一年十二月三十一日止年度，本集團就辦公室物業短期租約向本公司董事許智銘博士間接全資擁有之嘉浩集團有限公司支付最低租賃付款約2,520,000港元（二零二零年：2,520,000港元）。該項交易亦構成上市規則附錄14A項下之持續關連交易。

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46. RELATED PARTY TRANSACTIONS (Continued)

Transactions with related parties (Continued)

- (f) At 31 December 2021, a related company, PAL Finance Limited ("PAL") a wholly-owned subsidiary of Asia Tele-Net, a company incorporated in Bermuda, in which two directors of the Company, Messrs. Lam Kwok Hing and Nam Kwok Lun, having controlling interest advanced HK\$36,000,000 (2020: HK\$55,500,000) to the Group. During the year, the Group paid finance costs in total of HK\$3,121,000 (2020: HK\$3,050,000) to PAL. The amount is interest-bearing at Hong Kong Prime rate of 5.00% (2020: 5.13%) per annum and repayable within one year.

Compensation of key management personnel

The remuneration of Directors during the year were as follows:

Short-term benefits	短期福利
Post-employment benefits	退休福利

The remuneration of Directors is determined by the remuneration committee having regard to the performance of individuals and market trends.

46. 關連人士交易 (續)

關連人士交易 (續)

- (f) 於二零二一年十二月三十一日，關連公司亞洲企業財務有限公司（「亞洲企業」）（亞洲聯網之全資附屬公司，於百慕達註冊成立，本公司兩名董事藍國慶先生及藍國倫先生擁有其控制權益）向本集團墊款36,000,000港元（二零二零年：55,500,000港元）。年內，本集團支付予亞洲企業之財務費用合共為3,121,000港元（二零二零年：3,050,000港元）。有關款項按香港最優惠年利率5.00%（二零二零年：5.13%）計息並須於一年內償還。

主要管理人員之薪酬

年內董事之酬金如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Short-term benefits	短期福利	8,592	10,006
Post-employment benefits	退休福利	93	105
		8,685	10,111

董事酬金由薪酬委員會按個別人士之表現及市場趨勢釐定。

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47. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

47. 融資活動所產生之負債之對賬

下表詳列本集團融資活動所產生之負債之變動（包括現金及非現金變動）。融資活動所產生之負債乃過去或未來將於本集團綜合現金流量表分類為來自融資活動的現金流量。

		Lease liabilities 租賃負債 HK\$'000 千港元	Amounts due to Directors 應付董事款項 HK\$'000 千港元	Corporate bonds 公司債券 HK\$'000 千港元	Convertible bonds 可換股債券 HK\$'000 千港元	Borrowings 借貸 HK\$'000 千港元	Total 合共 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	5,769	109,292	29,621	-	304,910	449,592
Changes from financing cash flows	融資現金流量變動						
Additions	增添	-	31,672	-	-	146,869	178,541
Redemption/Repayments	贖回/還款	(2,569)	-	-	-	(69,500)	(72,069)
Other changes:	其他變動:						
New leases entered	新訂租約	846	-	-	-	-	846
Exchange adjustments	匯兌調整	38	-	-	-	3,969	4,007
Interest expenses	利息開支	266	2,614	2,336	-	27,106	32,322
Interest paid	已付利息	(266)	-	(1,781)	-	(18,272)	(20,319)
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	4,084	143,578	30,176	-	395,082	572,920
Changes from financing cash flows	融資現金流量變動						
Additions	增添	-	80,055	-	20,000	57,000	157,055
Redemption/Repayments	贖回/還款	(2,712)	-	(11,000)	-	(66,500)	(80,212)
Other changes:	其他變動:						
Exchange adjustments	匯兌調整	16	-	-	-	2,305	2,321
Interest expenses	利息開支	166	2,364	1,972	842	43,921	49,265
Interest paid	已付利息	(166)	-	(3,666)	-	(41,192)	(45,024)
Recognition of equity component	確認權益部分	-	-	-	(2,996)	-	(2,996)
At 31 December 2021	於二零二一年十二月三十一日	1,388	225,997	17,482	17,846	390,616	653,329

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48. PRINCIPAL SUBSIDIARIES

The following table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

48. 主要附屬公司

下表載列董事認為對本集團業績或資產有主要影響之本公司附屬公司。董事認為，提供其他附屬公司之詳情會令篇幅過於冗長。

Name 名稱	Country/ place of incorporation 註冊成立 國家/地點	Principal place of business 主要營業地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Proportion of nominal value of issued share capital held by the Group 本集團持有 已發行股本面值比例		Principal activities 主要業務
				2021 二零二一年 %	2020 二零二零年 %	
				百分比	百分比	
Karl Thomson Financial Group Limited 高信金融集團有限公司	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	Hong Kong 香港	HK\$10 10港元	100	100	Investment holding 投資控股
Karl-Thomson Securities Company Limited 高信證券有限公司	Hong Kong 香港	Hong Kong 香港	HK\$11,000,000 11,000,000港元	100	100	Securities dealing and broking 證券買賣及經紀
Karl-Thomson Commodities Company Limited 高信商品期貨有限公司	Hong Kong 香港	Hong Kong 香港	HK\$5,000,000 5,000,000港元	100	100	Futures and options broking 期貨及期權經紀
Karl Thomson Finance Limited 高信財務有限公司	Hong Kong 香港	Hong Kong 香港	HK\$20,000,000 20,000,000港元	100	100	Securities margin financing 證券保證金融資
Karl Thomson Credit Limited 高信理財有限公司	Hong Kong 香港	Hong Kong 香港	HK\$10,000 10,000港元	100	100	Money lending 借貸
Karl Thomson Investment Consultants Limited 高信投資顧問有限公司	Hong Kong 香港	Hong Kong 香港	HK\$5,000,000 5,000,000港元	100	100	Broking of mutual funds and insurance-linked investment plans and products 互惠基金、保險掛鈎 投資計劃及產品經紀

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48. PRINCIPAL SUBSIDIARIES (Continued)

48. 主要附屬公司 (續)

Name 名稱	Country/ place of incorporation 註冊成立 國家/地點	Principal place of business 主要營業地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Proportion of nominal value of issued share capital held by the Group 本集團持有 已發行股本面值比例		Principal activities 主要業務
				2021 二零二一年 %	2020 二零二零年 %	
				百分比	百分比	
Karl Thomson Financial Advisory Limited 高信融資服務有限公司	Hong Kong 香港	Hong Kong 香港	HK\$600,000 600,000港元	51	51	Corporate finance advisory 企業融資顧問
Hong Kong Finance Energy International Trading Company Limited	BVI 英屬處女群島	Hong Kong 香港	US\$100 100美元	100	100	Trading in natural resources 天然資源貿易
Hong Kong Finance Resource Group Limited 香港金控資源集團有限公司	BVI 英屬處女群島	Hong Kong 香港	US\$100 100美元	100	100	Investment holding 投資控股
Shiny Future Holdings Limited 耀港集團有限公司	Hong Kong 香港	Hong Kong 香港	HK\$100 100港元	100	100	Investment holding 投資控股
Hong Kong Finance Universal Investment Group Limited 香港金控環球投資集團有限公司	BVI 英屬處女群島	Hong Kong 香港	US\$100 100美元	100	100	Investment holding 投資控股
Madagascar Northern Petroleum Company Limited 馬達加斯加北方石油有限公司	BVI 英屬處女群島	Madagascar 馬達加斯加	US\$100 100美元	100	100	Oil and gas exploration and production 石油及天然氣開採及生產
Zhen Hua Company Limited 振華有限公司	Kenya 肯尼亞	Kenya 肯尼亞	KES100,000 100,000肯尼亞先令	60	60	Minerals exploration and production 礦產開採及生產

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48. PRINCIPAL SUBSIDIARIES (Continued)

48. 主要附屬公司 (續)

Name 名稱	Country/ place of incorporation 註冊成立 國家/地點	Principal place of business 主要營業地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Proportion of nominal value of issued share capital held by the Group 本集團持有 已發行股本面值比例		Principal activities 主要業務
				2021 二零二一年 %	2020 二零二零年 %	
				百分比	百分比	
Societe Hoteliere Tananarivienne	Madagascar 馬達加斯加	Madagascar 馬達加斯加	MGA600,000,000 600,000,000 馬達加斯加 阿里亞里	100	100	Property holding 物業持有
Beijing Yinghe Real Estate Comprehensive Development Co., Ltd. [#] 北京盈和房地產 綜合開發有限公司**	PRC 中國	PRC 中國	RMB22,000,000 人民幣22,000,000元	100	100	Property investment 物業投資
Shenzhen Qianhai Jiameijing Industrial Co., Ltd. [#] 深圳市前海嘉美靜有限公司	PRC 中國	PRC 中國	RMB5,000,000 人民幣5,000,000元	60	60	Trading of electronic products and equipment 電子產品及設備貿易
Guangdong Hong Kong Guangdong Financial Holdings Real Estate Development Co., Ltd. [#] 廣東港粵金控房地產 開發有限公司*	PRC 中國	PRC 中國	RMB100,000,000 人民幣100,000,000元	100	100	Property investment 物業投資

The Company directly holds the interest in Karl Thomson Financial Group Limited and Hong Kong Finance Resource Group Limited. All other subsidiaries shown above are indirectly held by the Company.

None of the subsidiaries had any debt securities outstanding at end of the year or at any time during the year.

* Wholly foreign owned enterprises

** Private Limited Liability companies

English names of these PRC companies are for identification purpose only

本公司直接持有高信金融集團有限公司及香港金控資源集團有限公司之權益，而上述所有其他附屬公司之權益則由本公司間接持有。

於本年度結束時或年內任何時間，附屬公司概無任何尚未清償之債務證券。

* 外商獨資企業

** 私人有限公司

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49. EVENTS AFTER THE REPORTING PERIOD

(a) Rights issue

On 10 January 2022, the Company has proposed to implement a rights issue, on the basis of one rights share for every two shares held on a record date at a subscription price of HK\$0.1 per rights share, to raise up to (i) approximately HK\$200,000,000 by issuing up to 2,000,000,000 rights shares; or (ii) approximately HK\$201,000,000 by issuing up to 2,010,204,081 rights shares to qualifying shareholders.

Up to the date of authorised of this annual report, the implementation of the rights issue has not yet completed. The prospectus dated 17 March 2022, has mentioned the details of the rights issue.

(b) Disposal of Millhaven Holdings Limited

On 5 November 2021, the Group entered into a sale and purchase agreement with an independent third party to dispose of the entire issued share capital of Millhaven Holdings Limited, a wholly owned subsidiary of the Company, for a cash consideration of HK\$338,000,000 (the "Disposal"). The Disposal constitutes a major transaction of the Company under Chapter 14 of the Listing Rules but the Disposal is not subject to shareholders' approval as Dr. Hui Chi Ming and his associates, who together hold 53.49% of the issued share capital of the Company, have given a written approval for the Disposal. At the date of the report, the Disposal has yet been completed but a non-refundable deposit of HK\$8,000,000 was received.

Up to the date of authorised of this annual report, the Disposal has not yet completed. The circular dated 24 March 2022 has mentioned the details of the Disposal.

49. 報告期後事項

(a) 供股

於二零二二年一月十日，本公司建議按於記錄日期每持有兩股股份獲發一股供股股份之基準，以認購價每股供股股份0.1港元進行供股，(i) 透過發行最多2,000,000,000股供股股份籌集最多約200,000,000港元；或(ii) 透過向合資格股東發行最多2,010,204,081股供股股份籌集最多約201,000,000港元。

截至授權本年報之日，供股之實施尚未完成。日期為二零二二年三月十七日之供股章程已提述供股之詳情。

(b) 出售Millhaven Holdings Limited

於二零二一年十一月五日，本集團與一名獨立第三方訂立買賣協議，以出售本公司全資附屬公司Millhaven Holdings Limited的全部已發行股本，以換取現金代價338,000,000港元（「出售事項」）。出售事項構成本公司於上市規則第14章項下的一項重大交易，惟出售事項毋須獲得股東批准，是由於許智銘博士及其聯繫人合共持有本公司已發行股本的53.49%，彼等已就出售事項發出書面批准。於報告日期，出售事項尚未完成但已收到不可退還按金8,000,000港元。

直至授權本年報之日，出售事項尚未完成。日期為二零二二年三月二十四日之通函已提述出售事項之詳情。

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

50. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

50. 本公司之財務狀況表

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產		
Investment in subsidiaries	於附屬公司之投資	539,830	539,830
		539,830	539,830
Current assets	流動資產		
Amounts due from subsidiaries (note a)	應收附屬公司賬款 (附註a)	1,232,584	1,486,043
Other amounts receivable, prepayments and deposits	其他應收賬款、預付款項及按金	24,275	56
Bank balances (general accounts) and cash	銀行結存 (一般賬戶) 及現金	29	29
		1,256,888	1,486,128
Current liabilities	流動負債		
Amount due to subsidiaries (note a)	應付附屬公司款項 (附註a)	570,584	554,071
Other payables and accrued expenses	其他應付賬款及應計費用	16,175	12,538
Amount due to Directors (note b)	應付董事款項 (附註b)	92,664	58,091
Corporate bonds	公司債券	13,350	11,535
Borrowings	借貸	277,472	264,744
		970,245	900,979
Net current assets	流動資產淨值	286,643	585,149
Total assets less current liabilities	總資產減流動負債	826,473	1,124,979
Non-current liabilities	非流動負債		
Corporate bonds	公司債券	3,958	17,698
Convertible bonds	可換股債券	17,846	-
		21,804	17,698
Net assets	資產淨值	804,669	1,107,281
Capital and reserves	股本及儲備		
Share capital	股本	400,000	400,000
Reserves (note c)	儲備 (附註c)	404,669	707,281
Total equity	權益總額	804,669	1,107,281

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 25 March 2022 and are signed on its behalf by:

本公司之財務狀況表於二零二二年三月二十五日獲董事會批准及授權刊發，並由以下代表簽署：

Dr. Hui Chi Ming, G.B.S., J.P.
許智銘博士 G.B.S., J.P.
DIRECTOR
董事

Mr. Cao Yu
曹宇先生
DIRECTOR
董事

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

50. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

- (a) The amounts due from/(to) subsidiaries are unsecured, interest-free, and recoverable/(repayable) on demand.
- (b) The amount due to a Director of which \$48,564,000 is unsecured, interest bearing at Hong Kong Prime Rate quoted by Bank (2020: Hong Kong Prime Rate quoted by Bank) per annum and are repayable on demand. The remaining balance is unsecured, interest-free and repayable on demand.
- (c) Movement in reserves

50. 本公司之財務狀況表 (續)

附註：

- (a) 應收／(付) 附屬公司款項為無抵押、免息及按要求收回／(償還)。
- (b) 應付董事款項48,564,000港元為無抵押，按銀行所報的香港最優惠利率(二零二零年：銀行所報的香港最優惠利率)每年計息及按要求償還。餘下結餘為無抵押、免息及須於要求時償還。
- (c) 儲備變動

		Share premium	Contributed surplus	Capital redemption reserve	Convertible bonds equity reserve	Accumulated losses	Total
		股份溢價	實繳盈餘	資本贖回儲備	可換股債券權益儲備	累計虧損	合共
		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
At 1 January 2020	於二零二零年一月一日	1,578,317	372,031	5,587	-	(1,217,047)	738,888
Loss and total comprehensive expenses for the year	年度虧損及全面支出總額	-	-	-	-	(31,607)	(31,607)
At 31 December 2020 and at 1 January 2021	於二零二零年十二月三十一日及於二零二一年一月一日	1,578,317	372,031	5,587	-	(1,248,654)	707,281
Loss and total comprehensive expenses for the year	年度虧損及全面支出總額	-	-	-	-	(305,608)	(305,608)
Recognition of equity component of convertible bonds	確認可換股債券之權益部分	-	-	-	2,996	-	2,996
At 31 December 2021	於二零二一年十二月三十一日	1,578,317	372,031	5,587	2,996	(1,554,262)	404,669

Five Years Financial Summary

五年財務概要

		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
RESULTS	業績					
Revenue	收益	97,065	942,475	538,006	1,013,168	522,404
Profit/(loss) before taxation	除稅前 溢利／(虧損)	94,478	253,301	930,436	(251,346)	392,602
Taxation	稅項	(31,896)	(73,665)	(252,953)	38,429	(116,399)
Profit/(loss) for the year from continuing operations	持續經營業務之 年度溢利／(虧損)	62,582	179,636	677,483	(212,917)	276,203
Loss for the year from discontinued operation	已終止經營業務之 年度虧損	(100,079)	(20,905)	–	–	–
(Loss)/profit for the year	年度(虧損)／溢利	(37,497)	158,731	677,483	(212,917)	276,203
Earnings/(loss) per share	每股盈利／(虧損)					
From continuing and discontinued operations – Basic	持續經營業務及 已終止經營業務 – 基本	HK\$0.0046 0.0046港元	HK\$0.0455 0.0455港元	HK\$0.1694 0.1694港元	HK\$(0.0530) (0.0530)港元	HK\$0.0670 0.0670港元
From continuing operations – Basic	持續經營業務 – 基本	HK\$0.0246 0.0246港元	HK\$0.0514 0.0514港元	HK\$0.1694 0.1694港元	HK\$(0.0530) (0.0530)港元	HK\$0.0670 0.0670港元

Five Years Financial Summary

五年財務概要

		As 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
ASSETS AND LIABILITIES 資產及負債						
Total assets	資產總值	1,655,970	4,033,416	4,672,065	4,975,812	5,513,382
Total liabilities	負債總額	(797,611)	(963,645)	(999,740)	(1,279,182)	(1,409,517)
		858,359	3,069,771	3,672,325	3,696,630	4,103,865
Equity attributable to owners of the Company	本公司擁有人應佔權益	836,492	3,066,684	3,667,376	3,692,454	4,091,298
Non-controlling interests	非控股權益	21,867	3,087	4,949	4,176	12,567
Total equity	權益總額	858,359	3,069,771	3,672,325	3,696,630	4,103,865



智富資源投資控股集團有限公司
WISDOM WEALTH RESOURCES INVESTMENT HOLDING GROUP LIMITED