



美亞控股有限公司^{*}
MAYER HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號 : 1116)

Report for the 18 Months
Ended 30.06.2022

截至2022年6月30日止
18個月之報告

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Glossary

詞彙

In this Report, unless the context otherwise requires, the following expressions shall have the following respective meanings: 於本報告內，除文義另有所指外，以下詞彙具有以下相關涵義：

“2022 AGM” 「二零二二年股東週年大會」	指	the AGM to be held in Hong Kong on Wednesday, 14 December 2022; 將於二零二二年十二月十四日（星期三）於香港舉行的股東週年大會；
“2022 EGM” 「二零二二年股東特別大會」	指	the EGM held in Hong Kong on 22 April 2022; 於二零二二年四月二十二日於香港舉行的股東特別大會；
“AGM(s)” 「股東週年大會」	指	the annual general meeting(s) of the Company; 本公司的股東週年大會；
“Articles of Association” 「組織章程細則」	指	the articles of association of the Company; 本公司組織章程細則；
“Audit Committee” 「審核委員會」	指	the audit committee of the Board; 董事會審核委員會；
“Auditor” 「核數師」	指	the independent auditor of the Company; 本公司獨立核數師；
“Board” 「董事會」	指	the board of Directors; 董事會；
“CEO” 「行政總裁」	指	the chief executive officer of the Company; 本公司行政總裁；
“CG Code” 「企業管治守則」	指	the Corporate Governance Code as contained in Appendix 14 to the Listing Rules; 上市規則附錄十四所載的企業管治守則；
“Chairman” 「主席」	指	the chairman of the Board; 董事會主席；
“Company” 「本公司」	指	Mayer Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock code: 1116); 美亞控股有限公司，一間於開曼群島註冊成立的獲豁免有限公司，其已發行股份於聯交所主板上市及買賣（股份代號：1116）；
“COVID-19” 「新冠」	指	the novel coronavirus disease 2019; 新型冠狀病毒；
“Director(s)” 「董事」	指	the director(s) of the Company; 本公司董事；
“EGM(s)” 「股東特別大會」	指	the extraordinary general meeting(s) of the Company; 本公司股東特別大會；
“ESG” 「ESG」	指	environmental, social and governance; 環境、社會及管治；

“Executive Director(s)” 「執行董事」	指	the executive Director(s); 執行董事；
“Group” 「本集團」	指	the Company and its subsidiaries; 本公司及其附屬公司；
“Guangzhou Mayer” 「廣州美亞」	指	Guangzhou Mayer Corporation Limited, a core subsidiary of the Company operating in Guangzhou, the PRC; 廣州美亞有限公司，本公司於中國廣州經營的核心附屬公司；
“Harbour Prestige” 「港威」	指	Harbour Prestige International Limited; 港威國際有限公司；
“HK\$” 「港元」	指	the lawful currency of Hong Kong for the time being; 當時的香港法定貨幣；
“HKAS” 「香港會計準則」	指	the Hong Kong Accounting Standards; 香港會計準則；
“HKEX” 「港交所」	指	Hong Kong Exchanges and Clearing Limited; 香港交易及結算所有限公司；
“HKFRS” 「香港財務報告準則」	指	the Hong Kong Financial Standards; 香港財務準則；
“HKICPA” 「香港會計師公會」	指	the Hong Kong Institute of Certified Public Accountants; 香港會計師公會；
“Hong Kong” 「香港」	指	the Hong Kong Special Administrative Region of the PRC; 中國香港特別行政區；
“Independent Non-executive Director(s)” or “INED(s)” 「獨立非執行董事」	指	the independent non-executive Director(s); 獨立非執行董事；
“Listing Rules” 「上市規則」	指	the Rules Governing the Listing of Securities on the Stock Exchange; 聯交所證券上市規則；
“Memorandum” 「大綱」	指	the memorandum of association of the Company as amended, supplemented or otherwise modified from time to time; 本公司不時修訂、補充或以其他方式修改之組織章程大綱；
“Model Code” 「標準守則」	指	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules; 載於上市規則附錄十的上市發行人董事進行證券交易的標準守則；
“NED(s)” or “Non-executive Director(s)” 「非執行董事」	指	the non-executive Director(s); 非執行董事；

Glossary

詞彙

“Nomination Committee” 「提名委員會」	指	the nomination committee of the Board; 董事會提名委員會；
“PRC” or “Mainland China” 「中國」或「中國大陸」	指	The People’s Republic of China and for the purpose of this Report, excluding Hong Kong, the Macau Special Administrative Region and Taiwan; 中華人民共和國及就本報告而言，不包括香港、澳門特別行政區及台灣；
“Remuneration Committee” 「薪酬委員會」	指	the remuneration committee of the Board; 董事會薪酬委員會；
“Reporting Period” 「報告期間」	指	the 18-month period ended 30 June 2022; 截至二零二二年六月三十日止十八個月期間；
“RMB” 「人民幣」	指	Reminbi, the lawful currency of the PRC for the time being; 人民幣，中國當時的法定貨幣；
“SFO” 「證券及期貨條例」	指	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); 香港法例第571章證券及期貨條例；
“Share Option Scheme” 「購股權計劃」	指	the share option scheme adopted by the Company on 31 May 2019; 本公司於二零一九年五月三十一日採納的購股權計劃；
“Shareholders” 「股東」	指	the holders of the Share(s); 股份持有人；
“Share(s)” 「股份」	指	the ordinary share(s) of par value of HK\$0.20 each in the capital of the Company; 本公司股本中每股面值0.20港元的普通股；
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited; and 香港聯合交易所有限公司；及
“%” 「%」	指	per cent. 百分比。

In this Report, the terms “associate(s)”, “close associate(s)”, “connected person(s)”, “controlling shareholder(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the respective meanings given to such terms in the Listing Rules, unless the context otherwise requires.

於本報告中，除文義另有所指外，「聯繫人」、「緊密聯繫人」、「關連人士」、「控股股東」、「附屬公司」及「主要股東」應具有上市規則賦予該等詞彙的涵義。

BOARD OF DIRECTORS

Executive Directors

Mr. Lee Kwok Leung
Mr. Zhou Shi Hao
Mr. Chen Zhirui
Mr. Xiao Libo
Dr. Cheung Ka Yue

Non-executive Director

Mr. Lam Chung Chak

Independent Non-executive Directors

Mr. Lau Kwok Hung
Mr. Chan Chun Kit
Mr. Lu Jianping

BOARD COMMITTEES

Audit Committee

Mr. Lau Kwok Hung (*Chairman*)
Mr. Chan Chun Kit
Mr. Lu Jianping

Nomination Committee

Mr. Chan Chun Kit (*Chairman*)
Mr. Lau Kwok Hung
Mr. Lu Jianping

Remuneration Committee

Mr. Chan Chun Kit (*Chairman*)
Mr. Lau Kwok Hung
Mr. Lu Jianping

COMPANY SECRETARY

Sir Kwok Siu Man KR

AUTHORISED REPRESENTATIVES

Mr. Lee Kwok Leung
Sir Kwok Siu Man KR

REGISTERED OFFICE

PO Box 309, Uglan House,
Grand Cayman, KY1-1104,
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

21st Floor,
No. 88 Lockhart Road,
Wan Chai,
Hong Kong

董事會

執行董事

李國樑先生
周世豪先生
陳志睿先生
肖立波先生
張嘉裕博士

非執行董事

林宗澤先生

獨立非執行董事

劉國雄先生
陳振傑先生
陸建平先生

董事會委員會

審核委員會

劉國雄先生 (*主席*)
陳振傑先生
陸建平先生

提名委員會

陳振傑先生 (*主席*)
劉國雄先生
陸建平先生

薪酬委員會

陳振傑先生 (*主席*)
劉國雄先生
陸建平先生

公司秘書

郭兆文 黎利騎士 勳賢

授權代表

李國樑先生
郭兆文 黎利騎士 勳賢

註冊辦事處

PO Box 309, Uglan House,
Grand Cayman, KY1-1104,
Cayman Islands

總辦事處暨主要營業地點

香港
灣仔
駱克道88號
21樓

Corporate Information

公司資料

INDEPENDENT AUDITOR

ZHONGHUI ANDA CPA Limited
Hong Kong Certified Public Accountants and
Registered Public Interest Entity Auditor

LEGAL ADVISORS

P.C. Woo & Co.
C.L. Chow & Mackson Chan Solicitors

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Tricor Services (Cayman Islands) Limited
2nd Floor, Century Yard, Cricket Square,
P.O. Box 902,
Grand Cayman, KY1-1103,
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

LISTING INFORMATION

Place of Listing

Main Board of the Stock Exchange

Stock Code

1116

Board Lot

10,000 Shares

COMPANY WEBSITE

www.mayer.com.hk

獨立核數師

中匯安達會計師事務所有限公司
香港執業會計師及
註冊公眾利益實體核數師

法律顧問

胡百全律師事務所
周卓立 陳啟球 陳一理 律師事務所

主要往來銀行

香港上海滙豐銀行有限公司
恒生銀行有限公司

於開曼群島之主要股份過戶登記處

Tricor Services (Cayman Islands) Limited
2nd Floor, Century Yard, Cricket Square,
P.O. Box 902,
Grand Cayman, KY1-1103,
Cayman Islands

於香港之股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-1716號舖

上市資料

上市地點

聯交所主板

股份代號

1116

每手買賣單位

10,000股股份

公司網站

www.mayer.com.hk

Management Discussion and Analysis

管理層討論及分析

CHANGE OF FINANCIAL YEAR END DATE

The Board resolved to change the financial year end date of the Company from 31 December to 30 June. Immediately following such change, the financial year end date of the Company was 30 June 2022 and the audited consolidated financial statements of the Company required for publication cover a period of 18 months from 1 January 2021 to 30 June 2022. Please refer to the Company' announcement dated 22 December 2021 for details.

REVIEW OF RESULTS

For the Reporting Period, the Group reported consolidated revenue of approximately RMB902,652,000, representing an increase of 55.3% compared to RMB581,112,000 for Year 2020. Gross profit margin was 13.2% compared to Year 2020's 20.7%. The Group recorded loss for the Reporting Period of approximately RMB8,819,000, compared to profit of RMB20,680,000 for Year 2020. Loss attributable to owners of the Company for the Reporting Period was approximately RMB14,304,000, compared with Year 2020's profit attributable to owners of RMB15,854,000. Loss per share for the Reporting Period was RMB0.66 cent versus Year 2020's earnings per share RMB0.73 cent.

Although the revenue of the Group recorded an increase in the Reporting Period as compared to that of Year 2020, the change from profit to loss was mainly attributable to the following factors:

1. revenue in sale of steel products increased primarily owing to an increase in domestic sales of steel pipes, steel sheets and other steel products with a lower profit margin;
2. revenue in urban renewal project planning and consulting with a much higher profit margin decreased terribly, resulting in gross loss of this segment; and
3. operating expenses increased substantially, resulting in a lower profit margin.

Further, Guangzhou Mayer, the core 81.4%-owned subsidiary of the Company operated in Guangzhou, China and engaged in the steel business, recorded profit before tax for the Reporting Period of approximately RMB36,464,000, representing a decrease of 6.7% compared to Year 2020's approximately RMB39,078,000.

更改財政年度結算日

董事會決議將本公司的財政年度結算日由十二月三十一日更改為六月三十日。緊隨該變更後，本公司之財政年度結算日為二零二二年六月三十日，而本公司須刊發之經審核綜合財務報表涵蓋自二零二一年一月一日至二零二二年六月三十日十八個月期間。詳情請參閱本公司日期為二零二一年十二月二十二日之公告。

業績回顧

於報告期，本集團呈報綜合收益約人民幣902,652,000元，較二零二零年度之人民幣581,112,000元增加55.3%。毛利率為13.2%，而二零二零年度則為20.7%。本集團錄得報告期虧損約人民幣8,819,000元，而二零二零年度則錄得溢利人民幣20,680,000元。報告期本公司擁有人應佔虧損約為人民幣14,304,000元，而二零二零年度則為擁有人應佔溢利人民幣15,854,000元。報告期之每股虧損為人民幣0.66分，而二零二零年度則為每股盈利人民幣0.73分。

儘管報告期本集團收益較二零二零年度有所增加，由盈轉虧的主要因素如下：

1. 鋼製品銷售收益增加，乃主要由於利潤率較低的鋼管、鋼板及其他鋼製品國內銷售增加所致；
2. 利潤率較高的城市更新項目規劃及諮詢業務收益大幅下跌，導致此分部出現毛虧損；及
3. 經營開支大幅增加，導致利潤率下降。

此外，於報告期，廣州美亞（本公司擁有81.4%股權之核心附屬公司，於中國廣州營運，從事鋼材業務）錄得除稅前溢利約人民幣36,464,000元，較二零二零年度約人民幣39,078,000元下跌6.7%。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Steel Pipes, Steel Sheets and Other Steel Products

As the COVID-19 pandemic continued to wreak havoc around the world in the first half of 2021, the government of China adjusted its economic policies to adopt the “Dual Circulation” economic development strategy and give the Chinese economy growth momentum notwithstanding a general decline in the world economy. Under the circumstances, Guangzhou Mayer seized the development opportunities in a timely manner under the leadership of its operations management team by duly understanding the national development strategy, surmounting all difficulties, re-positioning its segments and taking advantage of the current trends. Tremendous effort has been put into, among other things, production, operation, market expansion and technological innovation. As a result, Guangzhou Mayer had not only achieved all its major economic goals during that period, but also obtained a number of accolades such as the certificates for Recommended Products of Green and Energy-Saving, China Construction Projects Recommended, High and New Tech Enterprises Recognition and Enterprise Credit Evaluation Credit Grade AAA Enterprise.

As to market expansion, Guangzhou Mayer grasped the opportunities brought by the adjustment in the national development strategy and carefully analysed and identified suitable markets during the first three quarters of 2021. It motivated its sales personnel, improved their consciousness on services, adopted online marketing and developed domestic valued clients. However, since the fourth quarter of 2021, due to trade frictions and disputes between China and the United States, tariffs had been imposed on the steel products exported overseas. This reduced the Group’s overseas customers’ demand for carbon steel products, resulting in a decrease in orders for such products of Guangzhou Mayer. In response thereto, the Group gradually increased the domestic sales of carbon steel products to offset the reduction of sales caused by the decrease in export orders.

In terms of product sales, sales revenue for the Reporting Period was approximately RMB901,176,000, representing an increase of 67.9% as compared with RMB536,646,000 for Year 2020. In particular, sales revenue from carbon steel products and stainless steel products were approximately RMB691,582,000 and RMB209,594,000, respectively, representing increases of 67.8% and 68.3%, respectively, as compared with those of Year 2020.

業務回顧

鋼管、鋼片及其他鋼製品

二零二一年上半年，全球仍受新冠疫情影響的情況下，中國政府調整經濟政策，採取內外雙循環經濟發展戰略，在當前全球經濟普遍存在下滑的情況下，推動中國經濟出現增長勢頭。廣州美亞在該情況下，及時抓住發展機遇，在經營管理層團隊的帶領下，認真研究國家發展戰略，克服重重困難，重新定位細分市場，順勢而上。在生產、經營、市場開拓及技術創新等方面狠下功夫。最終除主要經濟指標在該期間完成的比較好外，廣州美亞更榮獲「綠色建築節能推薦產品」及「工程建設推薦產品」證書，並再獲「高新技術企業」認證，取得「企業信用評價AAA」認證。

於二零二一年前三個季度，廣州美亞在市場開拓方面，抓住國家發展政策調整的機遇，認真分析尋找適合自己的市場。加強調動業務員的積極性、提高服務意識，採取了網絡營銷，深挖國內優質客戶等措施。然而，自二零二一年第四個季度起，由於中國與美國出現貿易磨擦及糾紛，故輸出海外的鋼製品被大幅加徵關稅。這使本集團海外客戶對碳鋼產品需求減少，導致廣州美亞有關產品訂單減少。本集團因應該等情況逐步增加碳鋼產品的內銷量，以抵銷出口訂單減少所帶來的銷量下降。

在產品銷售方面，報告期實現銷售收入約人民幣901,176,000元，較二零二零年度的人民幣536,646,000元增長67.9%。其中：碳鋼產品實現銷售收入約人民幣691,582,000元，較二零二零年度增長67.8%；不銹鋼產品實現銷售收入約人民幣209,594,000元，較二零二零年度增長68.3%。

Management Discussion and Analysis

管理層討論及分析

In respect of production and operation management, Guangzhou Mayer made efforts to enhance, among other things, the technological level of its production equipment, production efficiency, product quality and cost control. As regards further operation management, an online marketing model for all sales personnel was implemented for them to surmount the inconvenience brought by the fight against the pandemic by carrying out their work to develop new clients and retain existing ones through the Internet. The management model of knowledge and skills framework (“KSF”) comprehensive performance-based appraisal and a points-based system were fully implemented in order to motivate staff and improve their work efficiency. A mentorship scheme and a skills competition were held to enhance staff's production skills, reduce production costs and thus effectively boost the Group's profit.

As to technological innovation, the applications for 9 patents had been submitted and were accepted. Meanwhile, additional efforts were put into upgrading and replacing production equipment in order to enhance production efficiency and capacity. A number of new intelligent automatic equipment were developed by collaborating with the Guangdong University of Technology in China and intelligent manufacturing enterprises in order to maintain the Company's leading position in the industry in terms of production technology. The Group also proactively participated in several construction and water supply associations in China in order to stay abreast with the latest market development, actively participate in the formulation and improvement of domestic industrial standards and regulations, and highlight its leading position in the industry.

Despite its efforts, Guangzhou Mayer recorded a lower profit from steel products for the the Reporting Period as compared with Year 2020.

Urban Renewal Projects Planning and Consulting

As at 30 June 2022, the Group had several urban renewal planning and consulting service projects in progress. Located in Zhuhai, China, these projects had an estimated site area of approximately 480 mu in total (subject to the final approval by the government) within their redevelopment zones. The land survey of a project known as the old village redevelopment project of Yuetang Village* (月堂村) located in Sanzao Town, Jinwan District, Zhuhai (the “**Yuetang Village Redevelopment Project**”) was completed. The proposal of the redevelopment units was being produced, pending review and approval by the relevant government authorities.

在生產經營管理方面，廣州美亞努力改進生產裝備的技術能力，提高生產效率、提升產品質量、加強成本控制等。在進一步的經營管理方面，實施「全員全網」網絡營銷模式，克服疫情防控期帶來的不便，使業務人員在網上開展工作，開拓新客戶，維護老客戶。大力推行全績效考核管理模式（「KSF」）以及「得分制」，激發了員工工作積極性，提升了工作效率。採取「以老帶新」方式、開展「技術大比武」活動，提高員工生產技能，降低了生產成本，本集團溢利得到有效提升。

在技術創新方面，已申請9項專利並獲得受理，同時加強生產設備的升級與更替，提升生產效率和製造能力。通過與中國廣東工業大學及其他智能製造企業的合作，開發出多種新型智能自動化設備，維持本公司生產技術的行業領先位置。本集團亦積極參與國內建築及供水協會，及時掌握市場情況，積極參與國內行業標準、行業規範的制訂與完善，鞏固行業龍頭地位。

儘管如此，廣州美亞報告期的鋼製品溢利低於二零二零年度。

城市更新項目規劃及諮詢

截至二零二二年六月三十日，本集團有數個城市更新規劃及諮詢服務項目正在開展中，相關項目皆位於中國珠海市，預計改造範圍內佔地面積總共為約480畝（最終以政府審批為準）。目前珠海市金灣區三灶鎮月堂村更新項目（「**月堂村更新項目**」）的情況為舊村改造項目，目前月堂村更新項目已完成土地測量工作，正在進行更新單元方案，然而仍有待相關政府部門審核及批准。

Management Discussion and Analysis

管理層討論及分析

The Group will conduct its urban renewal projects planning and consulting services for the redevelopment of old towns, factories and villages (the “**Three Olds**”) in a market-oriented manner. Respective preliminary service agreements have been signed. However, the progress of these projects has been inevitably affected by the intermittent COVID-19 outbreaks since the beginning of 2020.

During the Reporting Period, the Group’s urban renewal projects planning and consulting services recorded a revenue of RMB1,476,000 (Year 2020: RMB44,466,000). Its operation in Zhuhai witnessed sluggish progress and unsatisfactory results though the Group has been following up the “Three Olds” redevelopment embarked in 2020. Presently, the Directors and members of the senior management in charge of the Group’s project companies still believe that participating in the “Three Olds” redevelopment projects by way of consulting service could be one of the Group’s business strategies. With extensive knowledge of the real estate markets in the Greater Bay Area and Zhuhai, the project companies of the Group have conducted in-depth researches in their subject land lots. With such knowledge and research, the Group will select and develop more land lots with strategic value in these regions while actively identifying more projects with a demand for consulting services as well as expanding the Group’s business in these markets. The Group also continues coordinating and facilitating project co-ordination, reporting and development while closely following up the promulgation of rules and measures in relation to the “Three Olds” redevelopment policy so as to expedite the application, approval and other preliminary internal and external procedures of its projects.

Yuetang Village Redevelopment Project

Reference is made to the conditional sale and purchase agreement dated 11 June 2019 (as amended by certain supplemental agreements) entered into among (i) Elate Ample Limited, a wholly-owned subsidiary of the Company (the “**Purchaser**”); (ii) Harbour Prestige, a company wholly owned by the Guarantor (as defined below) and presently a substantial shareholder of the Company (the “**Vendor**”); (iii) Mr. Zhou Shi Hao, the beneficial owner of the Vendor and presently an executive Director (the “**Guarantor**”); and (iv) the Company in relation to the sale and purchase of the entire issued share capital of Happy (Hong Kong) New City Group Limited, presently an indirect wholly-owned subsidiary of the Company (the “**Target Company**” and the “**Share Capital**”, respectively) and the transactions contemplated thereunder at a consideration of HK\$260 million (the “**Sale and Purchase Agreement**”).

The Target Company owns Zhuhai Hua Fa Yue Tang Property Development Limited (珠海華發月堂房產開發有限公司) (the “**Hua Fa Yue Tang**”), a company established in the PRC and managing the project of Yuetang Village (月堂村) located in Sanzhao Town, Jinwan District, Zhuhai.

本集團的城市更新項目規劃及諮詢服務將是以市場主體形式進行改造舊城市、工廠及村落（「**三舊**」），然而由於自二零二零年初至今的新冠病毒疫情持續不間斷爆發，儘管相關的前期服務協議已經簽訂，但工作進度無可避免地受到影響。

於報告期，本集團的城市更新項目規劃及諮詢服務錄得收入人民幣1,476,000元（二零二零年度：人民幣44,466,000元）。儘管本集團一直跟進於二零二零年啟動的「三舊」改造，但其於珠海的業務進展緩慢，結果不盡人意。現時，負責本集團項目公司的董事及高級管理層成員仍認為以諮詢服務形式參與「三舊」改造項目之中也可以是本集團業務的發展戰略之一。憑藉本集團項目公司對大灣區及珠海市房地產的深刻理解以及對目標地段的深入研究，本集團繼續選擇和開展該等地區中更多具有戰略性優勢的土地，並加強物色可提供諮詢服務的項目狀況，及進一步開發本集團於該等市場的業務。本集團將密切跟進「三舊」改造政策的細則及實施出台情況，繼續協調推進項目統籌、申報與開發等相關工作，以便推進項目內外部立項審批等前期服務工作。

月堂村更新項目

茲提述(i) Elate Ample Limited (本公司之全資附屬公司)（「**買方**」）；(ii)港威（一間由擔保人（定義見下文）全資擁有之公司及現為本公司之主要股東）（「**賣方**」）；(iii)周世豪先生（賣方之實益擁有人及現為執行董事）（「**擔保人**」）；及(iv)本公司就買賣眾樂（香港）新城市控股集團有限公司（現為本公司之間接全資附屬公司）（「**目標公司**」）全部已發行股本（「**股本**」）訂立之日期為二零一九年六月十一日之有條件買賣協議（經若干補充協議修訂）及據此擬進行之交易，代價為260,000,000港元（「**買賣協議**」）。

目標公司擁有珠海華發月堂房產開發有限公司（「**華發月堂**」，一間於中國成立的公司，管理位於珠海市金灣區三灶鎮的月堂村項目）。

Management Discussion and Analysis

管理層討論及分析

Slow-down of Business

The unprecedented pandemic event of COVID-19, indeed, slowed down the business development of the Target Company in the following ways:

- (i) delay in completion of property development projects due to (a) delay in the supply of construction materials; (b) labour shortage as a result of the mandatory quarantine policy; and (c) delay in decisions made in relation to the Yuetang Village Re-development Project as physical inspections and meetings could not be arranged; and
- (ii) the increased difficulties and/or hesitation for potential buyers to perform site-visits during COVID-19 and the negative impact brought to the general economy of Zhuhai City in the PRC, which affected the property purchasing momentum.

Guaranteed Target Profit Level

Based on the unaudited consolidated financial statements of the Target Company for the three financial years ended 31 December 2021, the accumulated audited consolidated profit after tax of the Target Company after the completion of the purchase of the Share Capital by the Purchaser (the “**Acquisition**” and the “**Accumulated Net Profit**”, respectively) was approximately RMB27,486,000 (equivalent to approximately HK\$32,983,000), representing a shortfall of approximately RMB189,181,000 (equivalent to approximately HK\$227,017,000) as compared to the target profit level of HK\$260 million (the “**Target Profit Level**”) to be achieved by the Target Company.

On 11 March 2022, the Purchaser, the Vendor, the Guarantor and the Company entered into a conditional supplemental agreement to the Sale and Purchase Agreement for, among others, the extension of time for the Target Company to meet the Target Profit Level for 18 months (the “**Supplemental Agreement**”).

The Acquisition constituted a major transaction for the Company under Chapter 14 of the Listing Rules. Further, the Guarantor and the Vendor are connected persons (defined under the Listing Rules) of the Company and accordingly, the transactions contemplated under the Supplemental Agreement constitute a non-exempt connected transaction for the Company under Chapter 14A of the Listing Rules and are subject to, amongst others, the approval of the Shareholders (other than the Vendor, the Guarantor and their respective associates (defined under the Listing Rules)) not interested in the Supplemental Agreement (the “**Independent Shareholders**”) at an EGM to be convened.

拖慢業務發展

由於新冠疫情前所未見，拖慢目標公司業務發展，情況如下：

- (i) 由於(a)建築材料供應延誤；(b)強制隔離政策令勞工短缺；及(c)無法安排親身視察及會面，令月堂村更新項目決策延誤，故物業發展項目延遲竣工；及
- (ii) 於新冠期間，潛在買家更難及／或更不願意實地參觀，加上中國珠海市整體經濟受到打擊，影響置業氣氛。

保證目標溢利水平

基於目標公司截至二零二一年十二月三十一日止三個財政年度之未經審核綜合財務報表，目標公司於買方完成購買股本（「**收購事項**」）後之累計經審核綜合除稅後溢利（「**累計純利**」）約為人民幣27,486,000元（相等於約32,983,000港元），較目標公司將達到之目標溢利水平260,000,000港元（「**目標溢利水平**」）少約人民幣189,181,000元（相等於約227,017,000港元）。

於二零二二年三月十一日，買方、賣方、擔保人及本公司訂立買賣協議之有條件補充協議，以（其中包括）將目標公司達到目標溢利水平之期限延長18個月（「**補充協議**」）。

收購事項根據上市規則第十四章構成本公司之主要交易。此外，擔保人及賣方為本公司之關連人士（定義見上市規則），因此，根據補充協議擬進行之交易根據上市規則第十四A章構成本公司之不獲豁免關連交易，須待（其中包括）並無於補充協議中擁有權益之股東（賣方、擔保人及彼等各自之聯繫人（定義見上市規則）除外）（「**獨立股東**」）於將予召開之股東特別大會上批准後方可作實。

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An independent board committee comprising all the current INEDs (the “**Independent Board Committee**”) has been established to advise the Independent Shareholders in respect of the terms of the Supplemental Agreement and the transactions contemplated thereunder. An independent financial adviser (the “**Independent Financial Adviser**”) has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, further details of the Supplemental Agreement, the recommendation of the Independent Board Committee, the advice of the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders (the “**Circular**”), and a notice of the EGM, should be despatched to the Shareholders as soon as reasonably practicable.

Extension of Long Stop Date

Pursuant to the Supplemental Agreement, completion of the transactions contemplated thereunder was conditional upon the fulfillment of the condition precedent to the Supplemental Agreement on or before 31 July 2022 (the “**Long Stop Date**”). As additional time is required for the fulfillment of the condition precedent to the Supplemental Agreement, on 29 July 2022, the Purchaser, the Vendor, the Guarantor and the Company entered into a second supplemental agreement, pursuant to which the Long Stop Date shall be extended to 31 July 2023. Save as disclosed above, all other terms and conditions of the Supplemental Agreement remain unchanged and shall continue in full force and effect.

Delay in Despatch of Circular

As additional time is required to finalise certain information in the Circular, the despatch date of the Circular is expected to be postponed to a date falling on or before 31 October 2022.

For details, please refer to the Company’s announcements dated 14 March, 1 and 29 April, 1 June as well as 14 and 29 July, 2022, respectively.

Environmental Technology Related Business

It has come to the Board’s attention that environmental protection related issues in the PRC have been one of the topics being focused and mentioned in the 13th and 14th Five Year Plans for Economic and Social Development of the PRC, each of which aims to, including but not limited, contain carbon pollution and emission and promote and encourage the use of green building materials. Driven by the strengthening policies and the enforcement of environmental protection regulations made by the PRC government, the Board considers that there will be continuous substantial demand and opportunities for the integration and application of environmental technologies for the purposes of lowering operation and production costs and improving services quality and efficiency in the PRC to support and maintain its rapid urbanization and industrialization development.

本公司已成立由全體現任獨立非執行董事組成之獨立董事委員會（「**獨立董事委員會**」），以就補充協議及據此擬進行之交易之條款向獨立股東提供意見。本公司已委任一名獨立財務顧問（「**獨立財務顧問**」），以就此向獨立董事委員會及獨立股東提供意見。

本公司將在合理地切實可行的範圍內盡快向股東寄發一份通函（當中載有（其中包括）補充協議之進一步詳情、獨立董事委員會之推薦意見、獨立財務顧問向獨立董事委員會及獨立股東提供之意見）（「**通函**」）以及股東特別大會通告。

延後截止日期

根據補充協議，據此擬進行之交易須待補充協議之先決條件於二零二二年七月三十一日（「**截止日期**」）或之前達成後，方告完成。由於需要更多時間達成補充協議之先決條件，故於二零二二年七月二十九日，買方、賣方、擔保人及本公司訂立第二份補充協議，據此，截止日期將延後至二零二三年七月三十一日。除上文所披露者外，補充協議之其他條款及條件全部維持不變，並應繼續具十足效力及作用。

延遲寄發通函

由於需要更多時間落實通函內若干資料，故通函之寄發日期預計將延遲至二零二二年十月三十一日或之前。

詳情請參閱本公司日期分別為二零二二年三月十四日、四月一日及二十九日、六月一日以及七月十四日及二十九日之公告。

環保技術相關業務

董事會注意到，中國環保相關問題一直為中國國民經濟和社會發展第十三及第十四個五年規劃之重點提述議題之一，該等五年規劃均旨在（包括但不限於）控制碳污染及排放，以及推廣及鼓勵使用綠色建築材料。在中國政府加強政策及實施環保法規推動下，董事會認為，整合及應用環保技術以降低營運及生產成本同時提高服務質量及效益，可支持並維持城市化及工業化急速發展，將於中國持續湧現龐大需求及機會。

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管理層討論及分析

The Board also considers that the Grantee (as defined below), a company principally engaged in the provision of business and consultancy services, may leverage on its expertise in investment advisory services and its business network to provide certain consultancy services to the Group to assist and facilitate the development of the Group's environmental technology related business (i.e. applying or provision of environmental technologies, products, equipment and systems in the production of steel compounds and other industrial compound materials)(the "**Environmental Technology Business**").

On 12 January 2022, the Company entered into a consultancy agreement with Sino Light Investment Advisory Limited (the "**Grantee**") regarding the appointment of the Grantee as a consultant of the Company for the provision to the Group of, amongst others, the following services for or in relation to the development of the Environmental Technology Business (the "**Consultancy Services**") for a term of two years (the "**Consultancy Agreement**") from the completion date of the Consultancy Agreement:

- (i) the business and investment, consultation and advisory services;
- (ii) screening, identifying and introducing potential quality business partners to the Group, and assisting the Group in entering into joint venture agreement(s) and/or business cooperation agreement(s) with such partners; and
- (iii) proposing viable financial solutions to the Group for development of the Environmental Technology Business,

Pursuant to the Consultancy Agreement, the Board resolved to grant share options of the Company to the Grantee to subscribe for a total of 174,800,000 Shares (the "**Options**") at the exercise price of HK\$0.2 per Share under the Share Option Scheme as consideration for the Consultancy Services. Completion of the Consultancy Agreement was conditional upon the passing of the necessary resolutions by the Shareholders at an EGM to be convened, approving the grant of Options to the Grantee and the transactions contemplated thereunder. An EGM was held on 22 April 2022 and the relevant resolutions were passed by the Shareholders thereat. The Consultancy Agreement was completed on 25 April 2022.

Please refer to the Company's announcement dated 12 January 2022, circular dated 30 March 2022 and announcement dated 22 April 2022 for details.

董事會亦認為，承授人(定義見下文)(一間主要從事提供商業及顧問服務的公司)可運用其投資顧問服務專長及業務網絡為本集團提供若干顧問服務，協助並利導本集團環保技術相關業務(即在複合鋼及其他工業複合材料之生產上應用或提供環保技術、產品、設備及系統)(「**環保技術業務**」)發展。

於二零二二年一月十二日，本公司與凌勵投資顧問有限公司(「**承授人**」)訂立顧問協議，內容有關委任承授人為本公司顧問，以向本集團提供(其中包括)以下服務或有關發展環保技術業務(「**顧問服務**」)，由顧問協議完成日期起為期兩年(「**顧問協議**」)：

- (i) 業務及投資、顧問及諮詢服務；
- (ii) 篩選、物色及引薦潛在優質業務夥伴予本集團，協助本集團與該等夥伴訂立合營協議及／或業務合作協議；及
- (iii) 向本集團提出可行的財務解決方案，以發展環保科技業務。

根據顧問協議，董事會議決根據購股權計劃向承授人授出本公司購股權(「**購股權**」)，可按行使價每股股份0.2港元認購合共174,800,000股股份，作為顧問服務之代價。顧問協議完成須待股東於將予召開之股東特別大會上通過必要決議案，批准向承授人授出購股權及據此擬進行之交易後，方可作實。本公司於二零二二年四月二十二日舉行股東特別大會，且股東於會上通過相關決議案。顧問協議於二零二二年四月二十五日完成。

詳情請參閱本公司日期為二零二二年一月十二日之公告、日期為二零二二年三月三十日之通函及日期為二零二二年四月二十二日之公告。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Segment Revenue and Gross Profit

(i) Production and Sales of Steel Products

In disaggregation of revenue from contracts with customers, the revenue from:

- (a) domestic sales of steel products in the PRC during the Reporting Period was approximately RMB793,028,000, representing an increase of approximately 74.5% compared with Year 2020's approximately RMB454,416,000;
- (b) indirect export sales of steel products in the PRC during the Reporting Period was approximately RMB65,744,000, representing an increase of approximately 24.2% compared with approximately RMB52,942,000 for Year 2020; and
- (c) direct export sales of steel products outside the PRC during the Reporting Period was approximately RMB42,404,000, representing an increase of approximately 44.8% while it was approximately RMB29,288,000 for Year 2020.

As a result, the aggregate revenue of this segment increased by 67.9% from approximately RMB536,646,000 for Year 2020 to approximately RMB901,176,000 for the Reporting Period.

This segment recorded gross profit of approximately RMB117,235,000 for the Reporting Period, with a gross profit margin of approximately 13.0%, compared with gross profit of approximately RMB75,851,000 and gross profit margin of approximately 14.1% for Year 2020. The gross profit margin decreased due to an increase in domestic sale of steel pipes, steel sheets and steel products with a lower profit margin. The segment profit for the Reporting Period was approximately RMB36,464,000 (Year 2020: RMB39,078,000).

(ii) Urban Renewal Project Planning and Consulting

During the Reporting Period, revenue of approximately RMB1,476,000 was recorded from this segment (Year 2020: RMB44,466,000). Recognition of revenue in this segment mainly depends on the progress of the redevelopment projects accordingly. The segment loss was approximately RMB7,725,000 (Year 2020: profit of approximately RMB34,703,000).

財務回顧

分部收益及毛利

(i) 生產及銷售鋼製品

就客戶合約收益之拆分而言：

- (a) 報告期於中國內銷鋼材產品之收益約為人民幣793,028,000元，較二零二零年度約人民幣454,416,000元增加約74.5%；
- (b) 報告期於中國間接出口銷售鋼材產品之收益約為人民幣65,744,000元，較二零二零年度約人民幣52,942,000元增加約24.2%；及
- (c) 報告期於中國境外直接出口銷售鋼材產品之收益約為人民幣42,404,000元，較二零二零年度約人民幣29,288,000元增加約44.8%。

因此，此分部的總收益由二零二零年度的約人民幣536,646,000元增加67.9%至報告期的約人民幣901,176,000元。

此分部於報告期錄得毛利約為人民幣117,235,000元，毛利率約為13.0%，而於二零二零年度之毛利則約為人民幣75,851,000元，毛利率約為14.1%。毛利率下降乃由於利潤率較低的鋼管、鋼片及鋼製品的國內銷量增加所致。報告期之分部溢利約為人民幣36,464,000元（二零二零年度：人民幣39,078,000元）。

(ii) 城市更新項目規劃及諮詢

於報告期，此分部錄得收益約人民幣1,476,000元（二零二零年度：人民幣44,466,000元）。確認此分部的收益主要取決於重新發展項目之相應進度而定。分部虧損約為人民幣7,725,000元（二零二零年度：溢利約人民幣34,703,000元）。

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Consolidated Revenue and Gross Profit

The Group recorded revenue of approximately RMB902,652,000, gross profit of approximately RMB118,711,000 and a gross profit margin of approximately 13.1% for the Reporting Period, compared with revenue of approximately RMB581,112,000, gross profit of approximately RMB120,317,000 and a gross profit margin of approximately 20.7% for Year 2020. The substantial decrease in gross profit margin was mainly attributable to (a) the volume increase in domestic sales of steel pipe, steel sheets and other steel products with a lower profit margin; and (b) the terrible decrease in revenue of the urban renewal project planning and consulting segment, resulting in gross loss.

Other Income

The Group's other income increased from approximately RMB11,258,000 for Year 2020 to approximately RMB24,637,000 for the Reporting Period. During the Reporting Period, the Group received a subsidy from the local government authorities of the PRC of approximately RMB4,712,000 (Year 2020: RMB1,867,000) for supporting the Group's operation and encouraging innovation of production technology, and recorded an increase of scrap sales from approximately RMB8,037,000 for Year 2020 to approximately RMB18,344,000 for the Reporting Period.

Other Net Gain

The Group turned from other net loss of approximately RMB9,026,000 for Year 2020 to other net gain of approximately RMB2,525,000 for the Reporting Period. The turnaround was mainly due to the reversal of impairment on trade and other receivables and net exchange gain.

Operating Expenses

The total operating expenses of the Group for the Reporting Period were approximately RMB131,100,000 (Year 2020: RMB74,886,000), of which approximately RMB60,931,000 was distribution costs, approximately RMB70,163,000 was administrative expenses and approximately RMB6,000 was other operating expenses, accounting for approximately 46.5%, 53.5% and 0% of revenue for the Reporting Period respectively, while the amounts for Year 2020 were approximately RMB33,723,000, RMB41,125,000 and RMB38,000 respectively, accounting for approximately 45.0%, 54.9% and 0.1% of revenue for Year 2020, respectively. The increase in operating expenses was mainly due to increases of entertainment expenses and salary.

綜合收益及毛利

本集團於報告期錄得收益約人民幣902,652,000元，毛利約人民幣118,711,000元，毛利率約為13.1%，而二零二零年度之收益則約為人民幣581,112,000元，毛利約為人民幣120,317,000元，毛利率約為20.7%。毛利率顯著下跌主要是由於(a)利潤率較低之鋼管、鋼片及其他鋼製品內銷銷量增加；及(b)城市更新項目規劃及諮詢分部收益大幅減少導致毛虧損所致。

其他收入

本集團之其他收入由二零二零年度約人民幣11,258,000元增加至報告期約人民幣24,637,000元。於報告期，本集團接獲中國地方政府當局補貼約人民幣4,712,000元（二零二零年度：人民幣1,867,000元），以支持本集團營運及鼓勵生產技術創新，並錄得廢品銷售由二零二零年度約人民幣8,037,000元增加至報告期約人民幣18,344,000元。

其他收益淨額

本集團由二零二零年度之其他虧損淨額約人民幣9,026,000元轉為報告期之其他收益淨額約人民幣2,525,000元。轉虧為盈乃主要由於貿易應收賬款及其他應收款項減值撥回及匯兌收益淨額所致。

經營開支

本集團報告期之經營開支總額約為人民幣131,100,000元（二零二零年度：人民幣74,886,000元），其中分銷成本約為人民幣60,931,000元，行政開支約為人民幣70,163,000元，而其他經營開支約為人民幣6,000元，分別約佔報告期收益的46.5%、53.5%及0%；二零二零年度之金額分別約為人民幣33,723,000元、人民幣41,125,000元及人民幣38,000元，分別約佔二零二零年度收益的45.0%、54.9%及0.1%。經營開支增加乃主要由於酬酢開支及薪金增加所致。

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Finance Costs

During the Reporting Period, the Group incurred finance costs of approximately RMB17,915,000 (Year 2020: RMB14,442,000), of which the interest for a promissory note issued in the Acquisition (as stated in the “Urban Renewal Projects Planning and Consulting” paragraph of the Business Review above) amounted to approximately RMB13,269,000 (Year 2020: RMB12,112,000). Others were bank interest expenses of approximately RMB3,877,000 (2020: RMB1,920,000), lease liabilities interest of approximately RMB135,000 (2020: RMB273,000) and other finance charges of approximately RMB634,000 (2020: RMB137,000).

Loss Attributable to Owners of the Company

As a result, the Group recorded loss attributable to owners of the Company for the Reporting Period of approximately RMB14,304,000 whereas recording profit attributable to owners of the Company for Year 2020 of approximately RMB15,854,000.

Property, Plant and Equipment

As at 30 June 2022, the property, plant and equipment amounted to approximately RMB53,028,000, representing an increase of approximately 11.7% when compared to approximately RMB47,482,000 as at 31 December 2020, mainly attributable to additions to construction of property in progress.

As at 30 June 2022 and 31 December 2020, no property, plant and equipment of the Group were pledged to secure any borrowings granted to the Group.

Right-of-use Assets and Lease Liabilities

As at 30 June 2022, the Group recognized the right-of-use assets and lease liabilities amounting to approximately RMB5,377,000 and RMB203,000 respectively, as compared to approximately RMB7,820,000 and RMB2,421,000 respectively as at 31 December 2020. The Group leases various land and buildings and its lease agreements are typically made for fixed periods of 2 years. Right-of-use assets are depreciated over the lease term on a straight-line basis. Accordingly, depreciation of right-of-use assets for the Reporting Period was approximately RMB2,050,000 (Year 2020: RMB1,783,000).

Interest in an Associate

Through the completion of the Acquisition, the Group commenced a new business line on urban renewal project planning and consulting since then. The Target Company, through its invested company Hua Fa Yue Tang, as an associate of the Company, of which a 49% equity interest was indirectly owned by the Company, operates the redevelopment project of Yuetang Village* (月堂村) located in Sanzhao Town, Jinwan District, Zhuhai City, the PRC. Details of the Acquisition were set out in the announcements of the Company dated 11 June, 12 September, 30 September and 31 October 2019 and 26 November 2020, respectively and the circular of the Company dated 23 August 2019.

財務成本

本集團於報告期產生財務成本約人民幣17,915,000元(二零二零年度:人民幣14,442,000元),當中包括就(上文業務回顧「城市更新項目規劃及諮詢」一段所載)收購事項發行之承兌票據產生之利息約人民幣13,269,000元(二零二零年度:人民幣12,112,000元)。其他為銀行利息開支約人民幣3,877,000元(二零二零年:人民幣1,920,000元)、租賃負債利息約人民幣135,000元(二零二零年:人民幣273,000元)及其他財務支出約人民幣634,000元(二零二零年:人民幣137,000元)。

本公司擁有人應佔虧損

因此,本集團於報告期錄得本公司擁有人應佔虧損約人民幣14,304,000元,而於二零二零年度則錄得本公司擁有人應佔溢利約人民幣15,854,000元。

物業、廠房及設備

於二零二二年六月三十日,物業、廠房及設備約為人民幣53,028,000元,較於二零二零年十二月三十一日之約人民幣47,482,000元增加約11.7%,主要歸因於添置在建物業。

於二零二二年六月三十日及二零二零年十二月三十一日,本集團概無抵押任何物業、廠房及設備,以取得任何授予本集團之借貸。

使用權資產及租賃負債

於二零二二年六月三十日,本集團確認使用權資產及租賃負債分別約人民幣5,377,000元及人民幣203,000元,而於二零二零年十二月三十一日則分別約為人民幣7,820,000元及人民幣2,421,000元。本集團租賃多宗土地及樓宇,其租賃協議之固定年期一般為兩年。使用權資產於租期內以直線法計提折舊。據此,報告期使用權資產之折舊約為人民幣2,050,000元(二零二零年度:人民幣1,783,000元)。

於一間聯營公司之權益

本集團自此通過完成收購事項開展新的城市更新項目規劃及諮詢業務。目標公司通過其投資公司華發月堂(作為本公司之聯營公司,本公司間接擁有其股權之49%)經營中國珠海市金灣區三灶鎮月堂村更新項目。收購事項之詳情載於本公司日期分別為二零一九年六月十一日、九月十二日、九月三十日及十月三十一日以及二零二零年十一月二十六日之公告以及本公司日期為二零一九年八月二十三日之通函。

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Financial Assets at Fair Value through Profit or Loss

As at 30 June 2022, the financial assets at fair value through profit or loss generated from the Acquisition amounted to RMBNil (31 December 2020: RMB19,000). Contingent consideration receivable of RMBNil (31 December 2019: RMBNil) and put option of RMBNil (31 December 2019: RMB19,000) were designated at these financial assets which were stated at fair value. These valuations were performed by an independent professional valuer, which revalued the financial assets as at 30 June 2022 according to the fair value requirements under HKFRS 9 *Financial Instruments*.

Inventories

As at 30 June 2022, the inventories amounted to approximately RMB93,543,000 (31 December 2020: RMB87,635,000), representing a 6.7% increase and an aggregation of stock in various status, being raw materials, work-in-progress, finished goods and goods-in-transit. Raw materials decreased by 34.6% from approximately RMB43,533,000 as at 31 December 2020 to approximately RMB28,449,000 as at 30 June 2022 and finished goods increased by 65.8% from approximately RMB37,762,000 as at 31 December 2020 to approximately RMB62,598,000 as at 30 June 2022. The substantial increase in finished goods was due to lower sales in the first half of 2022 caused by the COVID-19.

Trade and Other Receivables

Trade and other receivables amounted to approximately RMB367,614,000 as at 30 June 2022, representing a decrease of 4.4% when compared to approximately RMB384,721,000 as at 31 December 2020, which was a combined effect of decreases in trade receivables of 10.2% and bills receivables of 73.4%, and increases of prepayment and other deposit of 3.5%, other receivables of 182% and amount due from joint venture of 18.74%. The substantial decrease in bills receivables was mainly owing to the maturity of most of the bills receivables and lower sales in the first half of 2022 and the substantial increase in other receivables was mainly owing to the refund from a supplier for failure to provide materials for production.

Trade and Other Payables

Trade and other payables amounted to approximately RMB115,447,000 as at 30 June 2022, representing an increase of approximately 16.9% when compared to approximately RMB98,749,000 as at 31 December 2020.

按公允價值計入損益之金融資產

於二零二二年六月三十日，收購事項產生按公允價值計入損益之金融資產約人民幣零元（二零二零年十二月三十一日：人民幣19,000元）。應收或然代價人民幣零元（二零一九年十二月三十一日：人民幣零元）及認沽期權人民幣零元（二零一九年十二月三十一日：人民幣19,000元）被指定為該等金融資產，並按公允價值列賬。該等估值由一名獨立專業估值師進行，其於二零二二年六月三十日按照香港財務報告準則第9號金融工具之公允價值規定重估該等金融資產。

存貨

於二零二二年六月三十日，存貨約為人民幣93,543,000元（二零二零年十二月三十一日：人民幣87,635,000元），相當於增加6.7%，為各種狀態之庫存總額，包括原材料、在製品、製成品及在途貨品。原材料由二零二零年十二月三十一日約人民幣43,533,000元減少34.6%至二零二二年六月三十日約人民幣28,449,000元；而製成品由二零二零年十二月三十一日約人民幣37,762,000元增加65.8%至二零二二年六月三十日約人民幣62,598,000元。製成品大幅增加乃由於新冠病毒導致二零二二年上半年銷量下降所致。

貿易應收賬款及其他應收款項

於二零二二年六月三十日，貿易應收賬款及其他應收款項約為人民幣367,614,000元，較於二零二零年十二月三十一日之約人民幣384,721,000元減少4.4%，此乃貿易應收賬款減少10.2%、應收票據減少73.4%、預付款項及其他按金增加3.5%、其他應收款項增加182%以及應收合營企業款項增加18.74%的共同影響。應收票據大幅減少乃主要由於大多數應收票據到期及於二零二二年上半年銷量下降所致，而其他應收款項大幅增加乃主要由於一名供應商因未能提供生產材料而退款所致。

貿易應付賬款及其他應付款項

於二零二二年六月三十日，貿易應付賬款及其他應付款項約為人民幣115,447,000元，較於二零二零年十二月三十一日約人民幣98,749,000元增加約16.9%。

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Borrowings

As at 30 June 2022 and 31 December 2020, the Group's outstanding borrowings were approximately RMB7,637,000 and RMB40,000,000, respectively. The loan of RMB4,000,000 from a bank in the PRC bearing fixed interest rates of 4.35% to 5.22% per annum was repaid in the Reporting Period. There were loans from third parties dominated in HK\$ and bearing interest rates of 8% to 10% per annum in the Reporting Period.

No assets of the Group were pledged to secured the borrowings as at 30 June 2022 and 31 December 2020.

Promissory Notes

Upon the completion date of the Acquisition, a subsidiary of the Company issued promissory notes with a principal amount of HK\$158,000,000 as part of the settlement of the consideration for the Acquisition (the "PNs"). The PNs bore interest at 3% per annum payable semi-annually and the maturity date was 2 years from the date of issue. The fair value of the PNs upon issuance was assessed at approximately RMB122,260,000 (HK\$136,089,944) by an independent professional valuer. The effective interest rate of the PNs was 10%.

CAPITAL STRUCTURE, FINANCIAL RESOURCES AND TREASURY POLICIES

As at 30 June 2022, the authorised share capital of the Company was approximately RMB724,843,000 (HK\$800,000,000) divided into 4,000,000,000 Shares and the issued share capital of the Company was approximately RMB391,760,000 (HK\$431,600,000) divided into 2,158,000,000 Shares. As at the date of this report, the share capital of the Company comprises ordinary Shares only.

During the Reporting Period, the Group financed its operations by (i) cash flow from operating activities; (ii) borrowings from a bank, a financial institution and a third party; and (iii) funding through an open offer in late 2018.

The Group continues to adhere to prudent treasury policies. The Group continued to insure against major receivables in order to lower the risks of credit sales and to ensure that funds would be recovered on a timely basis, hence fulfilling the requirements for debt repayments and working capital commitments.

The Group had net current assets of approximately RMB215,999,000 as at 30 June 2022 as compared with RMB231,347,000 as at 31 December 2020. The current ratio (i.e. current assets divided by current liabilities) was approximately 1.8 times as at 30 June 2022, same as that as at 31 December 2020.

借貸

於二零二二年六月三十日及二零二零年十二月三十一日，本集團之未償還借貸分別約為人民幣7,637,000元及人民幣40,000,000元。由中國一間銀行提供按固定年利率4.35%至5.22%計息之貸款人民幣4,000,000元已於報告期內償還。報告期內有由多名第三方提供以港元計值、按年利率8%至10%計息之貸款。

於二零二二年六月三十日及二零二零年十二月三十一日，本集團概無為取得借貸抵押其資產。

承兌票據

於收購事項完成日期，本公司之附屬公司發行本金額為158,000,000港元之承兌票據，作為收購事項代價之部分付款（「承兌票據」）。承兌票據按年利率3%計息，每半年派息一次，到期日為由發行日期起計兩年。承兌票據於發行時之公允價值由一名獨立估值師評定為約人民幣122,260,000元（136,089,944港元）。承兌票據之實際利率為10%。

資本架構、財務資源及庫務政策

於二零二二年六月三十日，本公司之法定股本約為人民幣724,843,000元（800,000,000港元），分為4,000,000,000股股份，而本公司之已發行股本約為人民幣391,760,000元（431,600,000港元），分為2,158,000,000股股份。於本報告日期，本公司股本僅包含普通股。

於報告期，本集團以(i)經營活動產生之現金流量；(ii)來自銀行、財務機構及第三方之借貸；及(iii)於二零一八年底公開發售之資金撥資其營運。

本集團一直秉承審慎之庫務政策。本集團繼續為主要應收款項投保，以降低賒銷風險，並確保適時收回資金，從而滿足償債及營運資金承擔之需要。

本集團於二零二二年六月三十日之流動資產淨值約為人民幣215,999,000元，而於二零二零年十二月三十一日則為人民幣231,347,000元。流動比率（即流動資產除以流動負債）於二零二二年六月三十日約為1.8倍，於二零二零年十二月三十一日與之相同。

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As at 30 June 2022, the Group had a balance of approximately RMB7,637,000 borrowings from a financial institution and a third party to finance the Group's working capital and capital expenditures (31 December 2020: from a bank of RMB40,000,000).

During the Reporting Period, the Group recorded net cash inflow of approximately RMB21,471,000 from its operating activities. The amount was mainly attributed to the loss before tax of approximately RMB3,367,000, together with finance cost of approximately RMB17,915,000, depreciation of approximately RMB7,315,000, depreciation of right-of-use assets of RMB2,050,000, which were offset by net change in inventories of approximately RMB5,908,000, but were compensated by net change in trade and other receivables of approximately RMB17,915,000 and net change in trade and other payables of RMB16,698,000. Net cash outflow of approximately RMB12,742,000 was from investing activities for the Reporting Period, mainly caused by the payment for purchase of property, plant and equipment of approximately RMB13,819,000. Net cash outflow of approximately RMB40,621,000 from financing activities for the Reporting Period mainly resulted from the repayment of the bank loan. Bank deposits and cash balances as at 30 June 2022 amounted to approximately RMB33,201,000, which was mainly denominated in Renminbi and HK dollars (31 December 2020: RMB37,575,000).

The debt-to-equity ratio (i.e. total liabilities divided by issued share capital) as at 30 June 2022 was approximately 71.1% while it was approximately 71.3% as at 31 December 2020. Current portion of borrowings accounted for approximately 1.0% and 5.2% of the total assets of the Group as at 30 June 2022 and 31 December 2020, respectively.

Update on the use of proceeds from Open Offer

On 20 July 2018, the Company entered into underwriting agreements in relation to the underwriting and certain other arrangements in respect of an open offer on the basis of four offer shares for every one share in issue and held by the Shareholders on 26 October 2018, being the record date, at the subscription price of HK\$0.2 each (the "Open Offer"). The Open Offer was completed on 19 November 2018 and totally 1,398,400,000 offer shares were issued. The net proceeds of the Open Offer amounted to approximately RMB243,873,000 (HK\$274,894,000) (equivalent to a net price of approximately HK\$0.2 per offer share). Details of the Open Offer were set out in the Company's announcements dated 16 January, 20 July, 18 September and 19 November 2018, the Company's circular dated 21 September 2018 and the Company's prospectus dated 29 October 2018.

於二零二二年六月三十日，本集團來自一間財務機構及第三方之借貸結餘約為人民幣7,637,000元（二零二零年十二月三十一日：來自銀行之人民幣40,000,000元），以撥資本集團之營運資金及資本開支。

於報告期，本集團經營活動之淨現金流入約為人民幣21,471,000元，金額主要包括除稅前虧損約人民幣3,367,000元、財務成本約人民幣17,915,000元、折舊約人民幣7,315,000元、使用權資產折舊人民幣2,050,000元，被存貨變動淨額約人民幣5,908,000元所抵銷，但由貿易應收賬款及其他應收款項變動淨額約人民幣17,915,000元以及貿易應付賬款及其他應付款項變動淨額人民幣16,698,000元所補償。於報告期，投資活動之淨現金流出約為人民幣12,742,000元，主要由購買物業、廠房及設備付款約人民幣13,819,000元所導致。於報告期，融資活動之淨現金流出約人民幣40,621,000元，主要源自償還銀行貸款。於二零二二年六月三十日之銀行存款及現金結餘約為人民幣33,201,000元（二零二零年十二月三十一日：人民幣37,575,000元），主要以人民幣及港元計值。

於二零二二年六月三十日之債務對權益比率（即總負債除以已發行股本）約為71.1%，而於二零二零年十二月三十一日則約為71.3%。借貸之即期部分分別佔本集團於二零二二年六月三十日及二零二零年十二月三十一日之總資產約1.0%及5.2%。

公开发售所得款項之最新用途

於二零一八年七月二十日，本公司訂立包銷協議，內容有關於二零一八年十月二十六日（即記錄日期）股東每持有一股已發行股份，可以每股0.2港元之認購價購買四股發售股份為基準進行公开发售（「公开发售」）之包銷及若干其他安排。公开发售已於二零一八年十一月十九日完成，並合共發行1,398,400,000股發售股份。公开发售之所得款項淨額約為人民幣243,873,000元（274,894,000港元）（相等於淨價格每股發售股份約0.2港元）。公开发售之詳情載於本公司日期為二零一八年一月十六日、七月二十日、九月十八日及十一月十九日之公告、本公司日期為二零一八年九月二十一日之通函以及本公司日期為二零一八年十月二十九日之發售章程。

Management Discussion and Analysis

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During Year 2020, the Company re-allocated partial of the unused proceeds of capital expenditure in the amount of approximately RMB43,000,000 (equivalent to approximately HK\$50,955,000 based on the exchange rate of RMB1 = HK\$1.185) to general working capital to support the daily business of the Group. Details of the change of use of proceeds were set out in the Company's announcement dated 21 December 2020 and 20 January 2021.

As at 30 June 2022, approximately RMB43,396,000 (HK\$48,761,000) was used for settling legal, consulting and professional fees and other costs and expenses arising from trading resumption of the Shares, approximately RMB57,024,000 (HK\$64,074,000) was used for repayment of outstanding loans, approximately RMB4,713,000 (HK\$5,296,000) was used for settling Directors' remuneration, approximately RMB38,502,000 (HK\$46,295,000) was used for capital expenditure, approximately RMB83,919,000 (HK\$100,645,000) was used for the general working capital of the Group and the remaining balance of approximately RMB8,169,000 (HK\$9,823,000) remained unutilized, which is expected to be utilized mainly in the year ending 30 June 2023.

FOREIGN EXCHANGE EXPOSURES

As most of the Group's monetary assets and liabilities are denominated in RMB, US dollars and HK dollars and those currencies remained relatively stable during the Reporting Period, the Group was not exposed to any significant foreign exchange risk. In general, it is the Group's policy for each operating entity to borrow in local currencies, where necessary, to minimize currency risk.

CHARGE ON GROUP ASSETS

As at 30 June 2022, no assets were pledged to banks, financial institutions or a third party for securing banking or other financing facilities granted to the Group.

CONTINGENT LIABILITIES

Writs of summons against the Company

On 29 March 2012, writs of summons were issued by Capital Wealth Finance Company Limited and Capital Wealth Corporation Limited against the Company to claim a sum of HK\$15,500,000 plus relevant legal costs incurred/ to be incurred. The Company intends to contest the claim. In the Directors' opinion, the ultimate liability, if any, will not have a material impact on the Group's financial position.

Claims against the Company

On 14 April 2021, the Company received two writs of summons under action numbers HCA 548 of 2020 and HCA 213 of 2021 issued in the High Court of Hong Kong by the solicitors acting for plaintiffs against the Company (as defendant). The plaintiffs alleged that the Company was indebted to them pursuant to convertible notes (principal amount of HK\$90,000,000 in aggregate) and a promissory note (principal amount of HK\$300,000,000) issued in May 2011 by the Company (the "Claims").

於二零二零年度，本公司將部分未動用之資本開支所得款項約人民幣43,000,000元（按照人民幣1元 = 1.185港元之匯率相等於約50,955,000港元）重新分配為一般營運資金，以支持本集團之日常業務。更改所得款項用途之詳情載於本公司日期為二零二零年十二月二十一日及二零二一年一月二十日之公告。

於二零二二年六月三十日，約人民幣43,396,000元（48,761,000港元）已用於結付股份復牌產生之法律、顧問及專業費用及其他成本及開支，約人民幣57,024,000元（64,074,000港元）已用於償還未償還貸款，約人民幣4,713,000元（5,296,000港元）已用於結付董事薪酬，約人民幣38,502,000元（46,295,000港元）已用作資本支出，約人民幣83,919,000元（100,645,000港元）已用作本集團之一般營運資金，而餘額約人民幣8,169,000元（9,823,000港元）仍未動用，預期主要於截至二零二三年六月三十日止年度動用。

外匯風險

由於本集團大部分貨幣資產及負債乃以人民幣、美元及港元計值，而該等貨幣於報告期相對穩定，故本集團並無面臨任何重大外匯風險。一般而言，本集團為各經營實體制訂之政策乃於必要時以當地貨幣借貸，以盡量減低貨幣風險。

集團資產押記

於二零二二年六月三十日，本集團並無向銀行、財務機構或第三方質押其資產，以取得授予本集團之銀行或其他融資額度。

或然負債

針對本公司發出之傳訊令狀

於二零一二年三月二十九日，寶鼎財務有限公司及寶鼎集團有限公司針對本公司發出傳訊令狀，以申索15,500,000港元款項，加上產生／將產生之相關訟費。本公司擬提起抗訴。董事認為，最終責任（如有）將不會對本集團之財務狀況造成重大影響。

針對本公司提出之申索

於二零二一年四月十四日，本公司接獲代表原告之律師針對本公司（作為被告）之兩份傳訊令狀，由香港高等法院發出編號高院民事訴訟二零二零年第548號及編號高院民事訴訟二零二一年第213號。原告指稱，根據本公司於二零一一年五月發行之可換股票據（本金總額為90,000,000港元）及承兌票據（本金總額為300,000,000港元），本公司對其負有債務（「申索」）。

Management Discussion and Analysis

管理層討論及分析

After seeking professional advice from the legal advisor, and to the best of the knowledge, information and belief of the Directors having made all reasonable enquires, the Board believes that the claimants are attempting to cause harm to the interests of the Company through the use of legal proceedings. Accordingly, the Company will strenuously defend the Claims in compliance with applicable laws and regulations, reserve the right to counterclaim against the claimants, and use its best endeavours to safeguard the overall interests of the Shareholders. In the Directors' opinion, the Claims, if any, will not have a material impact on the Group's financial position. Details of the Claims were set out in the announcements of the Company dated 14 April and 6 May 2021, respectively.

LEGAL CASES UPDATE

Claim Disputes in Shenzhen

References are made to the Company's announcements dated 13 October 2017, 5 October, 20 November and 27 November 2018 as well as 19 March 2020, respectively and circular dated 23 August 2019, Guangzhou Mayer had provided investments in aggregate amounting to RMB50 million, doubtfully, to three investment companies by the former management of Guangzhou Mayer. The current management of Guangzhou Mayer considers these investments as deceitful acts committed by the former management of Guangzhou Mayer and the three investment companies, and so proper legal actions have been conducted by Guangzhou Mayer for recovering these investments, including filing claim petitions to the People's Court of Qianhai Cooperation District, Shenzhen, Guangdong Province* (the "**Court of Qianhai**")* and reporting to the relevant police department in the PRC. In October 2018, the People's Court of Futian District of Shenzhen City* (the "**Futian District Court**") had taken up the mentioned petitions from the Court of Qianhai and had a hearing on 20 November 2018. The Futian District Court made decisions that two defendants shall repay in total RMB30 million plus interest for the Reporting Period of possession of the fund to Guangzhou Mayer. Auditors of the Company expressed their qualified opinion on the issue in the audited financial statement for the year ended 31 December 2018 with full impairment made in the same year.

Guangzhou Mayer is considering to apply for a civil lawsuit against the ultimate beneficial owner of two defendants, as Guangzhou Mayer has received notices from the Futian District Court that the two defendants did not have any executable assets for legal enforcement procedure to settle the claims according to such court decisions.

Further announcement(s) will be made to update on the progress of the matter as and when appropriate.

經尋求法律顧問之專業意見後及就董事於作出一切合理查詢後所深知、盡悉及確信，董事會認為申索人企圖利用法律程序損害本公司利益。因此，本公司將依照適用法律法規全力抗辯，保留向申索人進行反申索之權利，並竭盡全力維護股東之整體利益。董事認為，申索(如有)將不會對本集團之財務狀況造成重大影響。該等申索之詳情載於本公司日期分別為二零二一年四月十四日及五月六日之公告。

法律案件更新

深圳申索糾紛

茲提述本公司日期分別為二零一七年十月十三日、二零一八年十月五日、十一月二十日及十一月二十七日以及二零二零年三月十九日之公告以及日期為二零一九年八月二十三日之通函。廣州美亞曾經由其前管理層向三間投資公司提供合計人民幣50,000,000元之可疑投資款項。廣州美亞現時管理層視此等投資為廣州美亞前管理層與該等三間投資公司所進行之欺詐行為，因此廣州美亞已採取適當法律行動以收回此等投資，包括向廣東省深圳前海合作區人民法院(「前海法院」)提交申索訴狀及向中國有關警察部門報案。於二零一八年十月，深圳市福田區人民法院(「福田區法院」)接辦前海法院審理上述訴狀，並於二零一八年十一月二十日開庭審訊。福田區法院判決兩名被告應向廣州美亞償還合共人民幣30,000,000元，並支付報告期佔用資金期間之利息。本公司核數師已於截至二零一八年十二月三十一日止年度之經審核財務報表中就此事發表保留意見，並於同年作出全數減值。

由於廣州美亞接獲福田區法院通知，指兩名被告並無任何可供執行資產按有關法院裁決之依法強制執行程序清償申索，故廣州美亞正考慮對兩名被告的最終實益擁有人提出民事訴訟。

本公司將適時另行發表公告，提供有關事宜最新之進展。

Management Discussion and Analysis

管理層討論及分析

Suspected Breach of Fiduciary Duties by Former Directors

As announced by the Company on 2 December 2021, the Company became aware that Mr. Xu Lidi (“**Mr. Xu**”), the former Chairman and Executive Director, and Mr. Wang Dongqi (“**Mr. Wang**”), a former Non-executive Director, were suspected of in breach of their fiduciary duties owed towards the Company by abusing the use of the corporate chops of Bamian Investments Pte Ltd (“**Bamian**”), a wholly-owned subsidiary of the Company holding 81.4% of the equity interests of Guangzhou Mayer, to unlawfully dismiss the office of Mr. Lee Kwok Leung (“**Mr. Lee**”), presently the Chairman and an Executive Director, Mr. Lin Jinhe (“**Mr. Lin**”) and Ms. Wan Liman (“**Ms. Wan**”) as directors of Guangzhou Mayers. In light of the above, the Board resolved to, among other matters, take legal actions against Mr. Xu and Mr. Wang for their suspected breaches of fiduciary duties as and when necessary.

On 17 January 2022, a hearing of the High Court of Hong Kong (the “**High Court**”) in respect of the interlocutory injunction application (the “**Action**”) filed by the Company, as plaintiff, on 6 January 2022 against Mr. Xu and Mr. Wang (together with Mr. Xu, the “**Defendants**”), as defendants, took place. The Company claimed that the Defendants had acted in ways that were in breach of the undertaking letters signed by them on 4 August 2017 in favour of the Company, which stipulated that each of the Defendants shall, among other things, act in the best interests of the Company and the Shareholders as a whole. As advised by the Hong Kong legal advisers of the Company (the “**Legal Advisers**”) and as stated in the statement of claim of the Action, the Company claimed against the Defendants, amongst others, an order that the Defendants do deliver up the company seal, financial seal, contract seal, invoice seal, financial department seal, board of directors’ seal and legal representative seal of each of Guangzhou Mayer and certain indirect subsidiaries of the Company in Guangzhou and Shenzhen.

On 20 January 2022, the Company received a sealed copy of the order from the High Court that the application for the interim injunctive relief under the Action (the “**Application**”) be dismissed. As advised by the Legal Advisers, despite the Company’s efforts in seeking to persuade the Court that Hong Kong is the proper forum for the dispute to be determined based on the separate undertaking letters signed by each of Mr. Xu and Mr. Wang respectively, the High Court decided not to exercise its discretion to allow the application for service out of jurisdiction the writ of summons and the relevant documents of the High Court on Mr. Xu and Mr. Wang as defendants. The reasons given by the High Court were that as the reliefs sought concerned the seals of subsidiary companies incorporated in the PRC and involved questions of the PRC law, the more suitable forum for adjudicating the disputes among the Company, Mr. Xu and Mr. Wang should be the courts in the PRC.

懷疑前董事違反受信責任

如本公司於二零二一年十二月二日所公告，本公司獲悉前主席兼執行董事徐立地先生（「**徐先生**」）及前非執行董事王東奇先生（「**王先生**」）被懷疑濫用百門投資有限公司（「**百門**」，持有廣州美亞81.4%股權之本公司全資附屬公司）之公司印章，不法地解除李國樑先生（「**李先生**」，現任主席及執行董事）、林錦和先生（「**林先生**」）及溫麗曼女士（「**溫女士**」）作為廣州美亞董事之職務，違反彼等對本公司負有之受信責任。鑒於上述各項，董事會決議（其中包括）必要時就徐先生及王先生疑濫違反受信責任對彼等採取法律行動。

於二零二二年一月十七日，香港高等法院（「**高等法院**」）就本公司作為原告於二零二二年一月六日對徐先生及王先生（連同徐先生統稱為「**被告**」）（作為被告）提出的非正審禁制令濟助申請（「**該訴訟**」）進行聆訊。本公司指稱被告以違反彼等於二零一七年八月四日為本公司利益簽署之承諾書之方式行事。承諾書訂明被告各自應（其中包括）以符合本公司及股東整體最佳利益之方式行事。誠如本公司之香港法律顧問（「**法律顧問**」）所告知及該訴訟之申索陳述書所述，本公司針對被告提出申索（其中包括）：命令被告交出廣州美亞及本公司於廣州及深圳的若干間附屬公司各自之公司章、財務章、合同章、發票章、財務部門章、董事會章及法定代表章。

於二零二二年一月二十日，本公司收到高等法院發出之命令蓋章文本，表示該訴訟下之非正審禁制令濟助申請（「**該申請**」）已被駁回。誠如法律顧問所告知，儘管本公司努力尋求遊說該法院基於徐先生及王先生各自簽訂之獨立承諾書，香港乃裁定糾紛之適當平台，惟高等法院決定不行使其酌情權受理向徐先生及王先生作為被告在司法管轄權範圍外送達傳訊令狀及高等法院相關文件的申請。高等法院給予之理由乃所尋求濟助涉及於中國註冊成立之附屬公司的蓋章及中國法律問題，故本公司、徐先生及王先生之間糾紛在中國法院判定較為合適。

Management Discussion and Analysis

管理層討論及分析

The Company is still in the course of seeking legal advice on the above and, among other things, considering the initiation of legal proceedings in the PRC and/or Singapore against Mr. Xu and/or Mr. Wang to safeguard the legitimate rights and interests of the Company and the Shareholders.

The Company will keep the Shareholders and the potential investors informed of any further material developments in connection with the above by way of further announcement(s) as and when appropriate.

Please refer to the Company's announcements dated 2 December 2021 as well as 10, 11 and 20 January and 6 April 2022, respectively for details.

Setting up of Independent Investigation Committee

In December 2021, the Board set up an independent investigation committee (the "IIC") comprising Mr. Chan Chun Kit ("Mr. Chan"), Mr. Lau Kwok Hung and Mr. Wong Chi Kin ("Mr. Wong"), all being the INEDs, with Mr. Chan as chairman, to investigate the suspected breach of fiduciary duties by Mr. Xu and Mr. Wang and the allegations made by Mr. Xu as mentioned under the "Former Executive Director's Allegations" sub-section below. In mid-December 2021, an independent forensic and corporate recovery company (the "Independent Investigator") was appointed by the IIC to perform an investigation on the relevant matters and report its findings to the IIC based on its investigation results. In mid-January 2022, the IIC also referred the allegations made by Mr. Wang as mentioned under the "Former Non-Executive Director's Allegations" sub-section below to the Independent Investigator for investigation.

Following the resignation of Mr. Wong as an INED and the appointment of Mr. Lu Jianping as an INED, on 28 February 2022, Mr. Lu Jianping became a member of the IIC in substitution of Mr. Wong.

The Independent Investigator issued its report in early April 2022 (the "II Report") and the IIC reviewed the II Report and provided its recommendations to the Board. The Board concurred with the II Report and the IIC's recommendations for prompt implementation. Please refer to the Company's announcement dated 6 April 2022.

Based on its findings, the Independent Investigator is of the view that Mr. Xu and Mr. Wang were in breach of their fiduciary duties owed to the Company.

本公司仍正就上述各項尋求法律意見，其中包括考慮於中國及／或新加坡對徐先生及／或王先生提出法律訴訟，以保障本公司及股東的法律權利及權益。

本公司將於適當時候另行發表公告，以知會股東及潛在投資者有關上述法律程序之任何進一步重大進展。

詳情請參閱本公司日期分別為二零二一年十二月二日以及二零二二年一月十日、十一日及二十日及四月六日的公告。

成立獨立調查委員會

於二零二一年十二月，董事會成立獨立調查委員會（「獨立調查委員會」），由陳振傑先生（「陳先生」）、劉國雄先生及黃志堅先生（「黃先生」）組成，彼等全部為獨立非執行董事，由陳先生出任主席，以調查下文「前執行董事的指控」分節提及之懷疑徐先生及王先生違反受信責任以及徐先生作出之指控。於二零二一年十二月中旬，一名獨立法証及企業重整公司（「獨立調查員」）獲獨立調查委員會委任調查相關事宜，並根據調查結果向獨立調查委員會報告其調查發現。於二零二二年一月中旬，獨立調查委員會亦將下文「前非執行董事的指控」分節提及之王先生所作指控交由獨立調查員調查。

於黃先生辭任獨立非執行董事及委任陸建平先生為獨立非執行董事後，於二零二二年二月二十八日，陸建平先生接替黃先生成為獨立調查委員會成員。

獨立調查員於二零二二年四月初出具報告（「該獨立調查報告」），獨立調查委員會審閱該獨立調查報告並向董事會提供建議。董事會同意該獨立調查報告及獨立調查委員會建議予以即時實施。請參閱本公司日期為二零二二年四月六日之公告。

根據調查發現，獨立調查員認為徐先生及王先生違反彼等對本公司所負之受信責任。

Management Discussion and Analysis

管理層討論及分析

Directorship and Management Committee in Guangzhou Mayer

The Company became aware that Mr. Lee, Mr. Lin and Ms. Wan were unlawfully dismissed as directors of Guangzhou Mayer and in light of the above, the Board resolved to, among other things, invalidate the resolutions of Guangzhou Mayer in respect of the dismissal of Mr. Lee, Mr. Lin and Ms. Wan as directors of Guangzhou Mayer, as well as the appointment of Mr. Hao Qiang (“**Mr. Hao**”), Mr. He Peng (“**Mr. He**”) and Mr. Liu Haiyang (“**Mr. Liu**”) as directors of Guangzhou Mayer.

Upon the investigation by the Company in mid-December 2021, it was found out that, without the knowledge of the Board, Mr. Lee, Mr. Lin and Ms. Wan were dismissed as directors of Guangzhou Mayer and Mr. Hao, Mr. He and Mr. Liu were appointed as directors of Guangzhou Mayer at an extraordinary general meeting of Guangzhou Mayer held on 24 November 2021 (the “**GM Shareholders’ Meeting**”).

As advised by the legal advisers of the Company in the PRC, in order to give effect to the invalidation of the relevant resolutions passed at the GM Shareholders’ Meeting, the Company should, via Bamian as Guangzhou Mayer’s major shareholder, convene an extraordinary general meeting of Guangzhou Mayer (the “**Guangzhou Mayer EGM**”) and pass resolutions to remove and appoint directors of Guangzhou Mayer as it shall propose. On 29 January 2022, the Guangzhou Mayer EGM was held whereby it was legally and validly resolved by Bamian that the new directors of Guangzhou Mayer shall comprise Mr. Lee, Mr. Lin, Ms. Wan, Mr. Xiao Libo (an executive Director) and Mr. Huang Fugen. As a result, Mr. Hao, Mr. He and Mr. Liu shall no longer be directors of Guangzhou Mayer with effect from 29 January 2022.

Subsequent to the Board meeting held on 26 November 2021, it was resolved by the Board on 29 March 2022 that a general management and control committee (the “**Committee**”) shall be established by Guangzhou Mayer in substitution of the risk management committee, asset management committee, senior management nomination and remuneration committee, and internal audit committee. The Committee shall report to the board of directors of Guangzhou Mayer and provide advice on the management (including risk management and asset management), senior management nomination and remuneration, and internal audit aspects of Guangzhou Mayer. The Committee was established in late April 2022 after the approval by the board of directors of Guangzhou Mayer.

於廣州美亞的董事職務及管理委員會

本公司知悉李先生、林先生及溫女士被以不合法方式解除廣州美亞董事職位，鑒於上述情況，董事會決議（其中包括）廣州美亞有關解除李先生、林先生及溫女士廣州美亞董事職位及委任郝強先生（「**郝先生**」）、賀朋先生（「**賀先生**」）及劉海洋先生（「**劉先生**」）為廣州美亞董事的決議案無效。

經本公司於二零二一年十二月中旬調查發現，在董事會不知情的情況下，於廣州美亞於二零二一年十一月二十四日舉行的股東特別大會（「**廣州美亞股東大會**」）上，李先生、林先生及溫女士遭解除廣州美亞董事職位，及郝先生、賀先生及劉先生獲委任為廣州美亞董事。

據本公司於中國的法律顧問告知，為令於廣州美亞股東大會上通過的相關決議案無效，本公司應通過廣州美亞的主要股東百門召開廣州美亞股東特別大會（「**廣州美亞股東特別大會**」），並通過決議案按其提議罷免及委任廣州美亞董事。廣州美亞股東特別大會於二零二二年一月二十九日舉行，據此百門合法有效決議廣州美亞新任董事包括李先生、林先生、溫女士、肖立波先生（執行董事）及黃福根先生。因此，郝先生、賀先生及劉先生自二零二二年一月二十九日起不再為廣州美亞的董事。

於二零二一年十一月二十六日舉行董事會會議後，董事會於二零二二年三月二十九日決議，廣州美亞應成立一般管理及控制委員會（「**該委員會**」），取代風險管理委員會、資產管理委員會、高級管理層提名及薪酬委員會以及內部審核委員會。該委員會向廣州美亞董事會負責，就廣州美亞之管理（包括風險管理及資產管理）、高級管理層之提名及薪酬以及內部審核層面提供意見。該委員會於二零二二年四月下旬經廣州美亞董事會批准後成立。

Management Discussion and Analysis

管理層討論及分析

Former Executive Director's Allegations

Mr. Xu when resigning from the Company as the Chairman and an executive Director on 3 December 2021 made certain allegations against the Company and certain Directors, which were disclosed in the Company's announcement dated 6 April 2022. He alleged that, amongst others, after a substantial shareholder of the Company (the "**Substantial Shareholder**") had acquired 460,000,000 Shares, representing approximately 24.04% of the issued share capital of the Company, on 26 October 2021, those Directors nominated by the Substantial Shareholder used various measures to attempt to take control of the Board and ignored the facts and frequently convened Board meetings in relation to a resolution which was voted down at the Board meetings more than once to achieve their own goals.

Based on its findings, the Independent Investigator opines that the appointment of the Directors nominated by the Substantial Shareholder were valid and that it is reasonable to conclude that all the relevant resolutions of the Board meetings concerned were passed in good faith and in the interests of the Company and the Shareholders as a whole as the purpose of them was to strengthen the corporate governance of Guangzhou Mayer.

The Company is currently seeking legal advice on such allegations and will keep the Shareholders and potential investors of the Company informed of any further material developments in connection therewith by way of announcement(s) as and when appropriate.

Former Non-Executive Director's Allegations

Mr. Wang, when resigning from the Company as a NED on 11 January 2022, made certain allegations against the Company and certain Directors, which were disclosed in the Company's announcement dated 4 February 2022. He alleged that, amongst others, the Board which was under the manipulation of certain individuals passed a resolution through repeatedly convening Board meetings and considering resolutions which were of the same content and frequently proposed at various Board meetings.

Based on its findings, the Independent Investigator opines that it is reasonable to conclude that Mr. Wang's allegations were not substantiated.

The details of the legal proceedings initiated by the Company against Mr. Wang have been disclosed in the announcements of the Company dated 10 and 20 January 2022, respectively.

The Company is still in the course of seeking legal advice on the allegations made by Mr. Wang and initiating legal proceedings against him and will keep the Shareholders and potential investors of the Company informed of any further material developments in connection with the above by way of announcement(s) as and when appropriate.

Please refer to the Company's announcements dated 12 January, 4 February and 6 April 2022, respectively for details.

前執行董事的指控

徐先生於二零二一年十二月三日向本公司辭任主席兼執行董事時對本公司及若干董事提出若干指控，該等指控於本公司日期為二零二二年四月六日之公告披露。彼指稱，(其中包括)於二零二一年十月二十六日本公司一名主要股東(「**主要股東**」)收購460,000,000股股份(佔本公司已發行股本約24.04%)後，該等由主要股東提名之董事採取多項措施意圖取得董事會之控制權，並無視事實，就一項已於董事會會議上被否決不下一之決議案頻繁召開董事會會議，以達到彼等本身之目的。

基於調查發現，獨立調查員認為，由主要股東所提名董事之任命屬有效，及由於有關董事會會議之所有相關決議案均旨在加強廣州美亞之企業管治，故該等決議案乃真誠地通過且符合本公司及股東整體利益之結論屬合理。

本公司正就有關指控尋求法律意見，並將適時以公告形式告知股東及本公司潛在投資者有關事項的任何進一步重大進展。

前非執行董事的指控

王先生於二零二二年一月十一日向本公司辭任非執行董事時對本公司及若干董事提出若干指控，該等指控於本公司日期為二零二二年二月四日之公告披露。彼指稱，(其中包括)董事會在若干人士操控下，反覆召開董事會會議及審議於董事會會議上頻繁提呈內容相同之決議案，藉此通過該決議案。

基於調查發現，獨立調查員認為，王先生之指控不屬實的結論屬合理。

本公司針對王先生提起之法律程序之詳情已於本公司日期分別為二零二二年一月十日及二十日之公告披露。

本公司仍正就王先生所作出之指控及提起針對法律程序尋求法律意見，並將適時刊發公告知會股東及本公司潛在投資者有關上述事宜之任何進一步重大發展。

詳情請參閱本公司日期分別為二零二二年一月十二日、二月四日及四月六日之公告。

Management Discussion and Analysis

管理層討論及分析

Impact of Resignations of Mr. Xu and Mr. Wang to the Company

Prior to Mr. Xu's resignation as the Chairman and an executive Director, Mr. Xu was responsible for providing leadership for the Board and the strategic direction of the Company. Mr. Wang, prior to his resignation as a NED, was collectively responsible for the Company's management and operations together with other Directors although he did not have any major role in the daily operations of the Group.

Subsequent to the resignations of Mr. Xu and Mr. Wang, while the remaining Directors on the Board (with Mr. Lee being re-appointed as the Chairman on 22 February 2022) have collectively been responsible for overseeing the Group's strategic planning and development, and determining the objectives, strategies and policies of the Group, the main day-to-day operations of the Group has been handled by the senior management of the Group, who have in general over four years of working experience in the Group, and are responsible for managing the financial matters and the operation of other business departments, including production, quality control, sales and technical departments. There has been no change in the senior management of the Group and the operations of the Group remains stable. Based on the above, the Board is of the view that the resignations of Mr. Xu and Mr. Wang did not have any material impact to the Company's operations and financial position.

Updates on Market Misconduct Tribunal's Determination

By a notice dated 4 March 2016, the Company was notified by the Securities and Futures Commission of Hong Kong that it had commenced proceedings in the Market Misconduct Tribunal (the "MMT") against (i) the Company for failing to disclose price sensitive information as soon as reasonably practicable; and (ii) certain former senior officers of the Company for their reckless or negligent conduct causing the alleged breach by the Company of the provisions of the statutory corporate disclosure regime. Hearings were held on 1 November 2016 (on liability) and 15 March 2017 (on sanctions) (the "MMT Proceedings"). The MMT issued two reports on 7 February 2017 and 5 April 2017, respectively (the "MMT's Determination"), which (i) found that the Company and each of those former senior officers (together, the "Specified Persons") were in breach of the disclosure requirements; and (ii) imposed sanctions on each of the Specified Persons. Details of MMT's Proceedings are set out in the Company's announcements dated 14 March 2016, as well as 8 February and 6 April 2017.

Following an appeal against the MMT's Determination by the relevant party(ies), the Court of Appeal on 5 June 2020 handed down its judgment which set aside the determination of liability against the Specified Persons, including the Company. However, the Court ordered the case to be remitted to the MMT to consider the limited issue of whether the subject information would be likely to materially affect the price taking into account the post-suspension events.

徐先生及王先生之辭任對本公司之影響

於徐先生辭任主席兼執行董事前，徐先生負責領導董事會及制訂本公司之策略方向。於辭任非執行董事前，王先生雖然並無於本集團之日常運作中擔當任何重要角色，惟與其他董事共同負責本公司之管理及運作。

於徐先生及王先生辭任後，董事會其餘董事（李先生於二零二二年二月二十二日獲重新委任為主席）已共同負責監督本集團之策略規劃及發展，以及釐定本集團之目標、策略及政策。本集團之主要日常運作一直由本集團之高級管理層處理，彼等普遍在本集團有超過四年工作經驗，負責管理財務事宜及其他業務部門，包括生產、品質控制、銷售及技術部門。本集團之高級管理層並無變動，本集團營運亦維持穩定。基於上文所述，董事會認為，徐先生及王先生辭任並無對本公司之營運及財務狀況造成任何重大影響。

有關市場失當行為審裁處決定之更新資料

根據日期為二零一六年三月四日之通知，香港證券及期貨事務監察委員會通知本公司，證監會在市場失當行為審裁處（「審裁處」）展開研訊程序，涉及(i)本公司沒有在合理切實可行情況下盡快披露股價敏感資料；及(ii)本公司若干前高級職員罔顧後果或疏忽的行為導致本公司涉嫌違反法定企業披露制度的條文。聆訊已於二零一六年十一月一日（就責任）及二零一七年三月十五日（就制裁）進行（「審裁處研訊程序」）。審裁處分別於二零一七年二月七日及二零一七年四月五日發出兩份報告（「審裁處決定」），(i)裁定本公司及各名該等前高級職員（統稱「特定人士」）違反披露規定；及(ii)對各特定人士實施制裁。有關審裁處研訊程序之詳情載於本公司日期為二零一六年三月十四日以及二零一七年二月八日及四月六日之公告。

於相關人士針對審裁處決定之上訴後，上訴法院於二零二零年六月五日宣佈其判決，將針對特定人士（包括本公司）責任之決定作廢。然而，法院命令將案件發還審裁處以考慮有限爭議，即計及暫停買賣後之事件後，標的資料是否可能嚴重影響價格。

Management Discussion and Analysis

管理層討論及分析

The remitted hearing before the MMT was originally scheduled to be heard in August 2021 but has been adjourned to dates to be fixed by the MMT. The Company will keep the Shareholders and potential investors of the Company informed of any further material developments in connection with the above proceedings by way of announcement(s) as and when appropriate.

EMPLOYMENT, TRAINING AND DEVELOPMENT

As at 30 June 2022, the Group had a total of 345 employees (31 December 2020: 355). Total staff costs, including Directors' emoluments for the Reporting Period were approximately RMB80,039,000 (Year 2020: RMB44,265,000), including retirement benefits cost of approximately RMB9,026,000 (Year 2020: RMB2,035,000). Remuneration packages of the Group are maintained at a competitive level to attract, retain and motivate employees and are reviewed on a periodic basis. The Group always maintains good relation with its employees and is committed to employee training and development on a regular basis to maintain the quality of its products and services.

The Share Option Scheme was approved and adopted by the Shareholders at the AGM held on 31 May 2019. The Board considers that the Share Option Scheme will incentivise more persons/entities to contribute positively to the Group, and facilitate the retention and the recruitment of high-calibre staff of the Group. Options have been granted to the Grantee during the Reporting Period. Please refer to the "Environmental Technology Related Business" sub-section under the "Business Review" section above.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

The Group did not have any material acquisition and disposal of subsidiaries, associates and joint ventures during the Reporting Period and did not have any significant investments held as at 30 June 2022.

CAPITAL COMMITMENTS

The Group had no significant capital commitments outstanding at 30 June 2022 and 31 December 2020.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial conditions, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. Key risks and uncertainties affecting the Group are set out as below:

Global Economic and Macro-Economic Conditions

The impact of economic conditions on market price and customers' confidence would affect the revenues and results of the Group. The economic growth or decline in the Group's geographical markets that affect customers' demand would affect the Group's business. The Group continues to implement its strategies to develop and explore in different markets, thereby reducing its dependency on specific markets.

發還審裁處進行之聆訊原已排期於二零二一年八月進行，惟已押後至於審裁處將會釐定之日期進行。上述程序如有任何重大進一步發展，本公司將適時刊發公告告知股東及本公司潛在投資者。

僱傭、培訓及發展

於二零二二年六月三十日，本集團共有345名僱員（二零二零年十二月三十一日：355名）。報告期之總員工成本（包括董事薪酬）約為人民幣80,039,000元（二零二零年度：人民幣44,265,000元），包括退休福利成本約人民幣9,026,000元（二零二零年度：人民幣2,035,000元）。本集團之薪酬待遇維持在具競爭力之水平，以吸引、挽留及激勵僱員，並會定期檢討。本集團一向與僱員維持良好關係，並致力於定期向僱員提供培訓及發展，藉此維持其產品及服務之質素。

股東於二零一九年五月三十一日舉行之股東週年大會上批准並採納購股權計劃。董事會認為，購股權計劃將激勵更多人士／實體為本集團作出積極貢獻，並有利於本集團挽留及招攬優秀員工。購股權已於報告期授予承授人。請參閱上文「業務回顧」一節「環保技術相關業務」分節。

重大投資、附屬公司及聯營公司之重要收購及出售

本集團於報告期並無任何附屬公司、聯營公司及合營企業之重要收購及出售，於二零二二年六月三十日亦無持有任何重大投資。

資本承擔

本集團於二零二二年六月三十日及二零二零年十二月三十一日並無未履行之重大資本承擔。

主要風險及不明朗因素

本集團之財務狀況、經營業績、業務及前景可能受多項風險及不明朗因素影響。影響本集團之關鍵風險及不明朗因素載列如下：

全球經濟及宏觀經濟狀況

經濟狀況對市場價格及客戶信心之衝擊將影響本集團之收益及業績。本集團所處地區市場之經濟增長或下滑影響客戶需求，因而影響本集團業務。本集團繼續推行其策略，開發及探索不同市場，藉此降低對特定市場之依賴。

Management Discussion and Analysis

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Investment Risk

To balance risk and return across investment types is a key consideration of investment framework. Risk assessment is one of important aspects of the investment decision process. Management would regularly review and monitor the progress of the investments of the Group and submit to the Board for further strategic adjustments.

Customers' Credit Risk

The maximum exposure to credit risk by the Group, which will cause a financial loss due to failure to discharge an obligation by the counterparties, arises from the carrying amounts of the recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the Group has policies in place to determinate credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The Group only extends credit to customers based on careful evaluation of the customers' financial conditions and credit history. Credit sales of products are made to customers with an appropriate credit history. In addition, the Group reviews the recoverable amount of debts at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

Liquidity Risk

In managing the liquidity risk, the Group monitors and maintains sufficient reserves of cash and cash equivalents deemed adequate by management to support the Group's operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of bank borrowings and ensures compliance with the relevant loan covenants.

Financial Risk

The Group's major financial instruments include available-for-sale investments, trade and other receivables, cash and bank balances, trade and other payables and bank borrowings. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. Management manages and monitors these exposures to ensure that appropriate measures are implemented on a timely and effective manner.

Compliance Risk

The Board monitors and ensures that the Group is in compliance with the applicable laws, rules, regulations and codes. The Group engages professionals from time to time to keep abreast of the latest developments in the regulatory environment, including legal, financial, environmental and operational developments. The Group also implements a strict control in prohibiting any unauthorised use or dissemination of confidential or inside information.

投資風險

平衡不同投資種類之風險及回報乃投資框架之關鍵考慮因素。風險評估乃投資決策過程其中一個重要層面。管理層將定期檢討及監察本集團之投資進展，並向董事會呈交報告作進一步策略調整。

客戶信貸風險

本集團因交易對手未能履行責任而遭遇產生財務虧損之最大信貸風險，乃源自於綜合財務狀況表所列之已確認金融資產賬面金額。

為盡量減低信貸風險，本集團已制訂政策釐定信貸額度、信貸審批及其他監察程序，以確保採取跟進行動收回逾期債務。本集團僅於審慎評估客戶之財務狀況及信貸紀錄後方會擴大給予客戶之信貸。具適當信貸紀錄之客戶方可獲產品信貸銷售。此外，本集團於報告期末審閱債務之可收回金額，以確保就不可收回款項作出足夠減值虧損。

流動資金風險

本集團監察及維持管理層認為能充分支持本集團營運及減低現金流波動影響之足夠現金及現金等值項目儲備，以管理流動資金風險。管理層監察銀行借貸之動用情況，並確保遵守相關貸款契諾。

財務風險

本集團之主要金融工具包括可供出售投資、貿易應收賬款及其他應收款項、現金及銀行結存、貿易應付賬款及其他應付款項以及銀行借貸。與該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。管理層管理及監察該等風險，以確保適時有效地推行適當措施。

合規風險

董事會監察並確保本集團遵守適用法律、規則、法規及守則。本集團不時委聘專業人士以緊貼監管環境之最新發展，包括法律、財務、環境及營運發展。本集團亦採取嚴格監控，禁止任何未經授權使用或發佈機密資料或內幕消息。

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OUTLOOK

Steel pipes, steel sheets and other steel products

The central government of China has advocated domestic and international complementary “dual circulation” economic development directions, in which the domestic economic cycle plays a leading role. It has also introduced favourable policies that benefit the development of the Guangdong-Hong Kong-Macau Greater Bay Area in which the Company operates. These developments open the door to new strategic opportunities for economic development and are good news for Guangzhou Mayer. In view of citizens’ hopes and aspirations for better life and the continuous rise in consumption power in the country, many local governments in China are upgrading (from PPR plastic water pipes to stainless steel ones) and overhauling their municipal water supply systems. Citizens are also increasingly aware of the health benefits of the use of stainless steel water pipes and the supply of better water. These trends will bring the Group good development opportunities. The Group will continue to seize such historic opportunities, stay abreast of the time and foster the business of Guangzhou Mayer.

In respect of carbon steel products, the Group will further improve its production yield rate, lower its production cost per unit and satisfy customers’ requirements through constant improvement in internal management. The Group will also fully capitalise on its leadership position in the industry, brand influence and geographical advantage to steadily develop new markets and gradually increase its market share while consolidating the existing markets of its products. With the missions to safeguard quality and help outstanding enterprises achieve success, the Group will strive to establish the carbon steel business as the most influential supporting and servicing brand for steel users in the Greater Bay Area.

With respect to stainless steel products, the Group will focus on quality, service and costs. It will continue to step up technological research and modernise its production equipment. At the same time, employees’ skills will be enhanced to safeguard product quality, after-sale services will be strengthened to satisfy the customers, management will be trained to be more cost-conscious, and cost control will be engraved in every employee’s mind. Further, it is absolutely critical for the Group to expand the international market of its stainless steel pipes while enlarging its share in the domestic market at the same time. To take its export to the next level, the Group will have to steadily enlarge its overseas markets such as Southeast Asia. With the missions to make good pipes, distribute good water, improve the quality of drinking water and provide competitive water supply solutions and services to the customers, the Group’s stainless steel business will strive to bring stainless steel pipes to the Chinese households.

展望

鋼管、鋼片及其他鋼製品

中國中央政府已提出「以國內大循環為主體、國內國際雙循環相互促進」的經濟發展方向；公司正處於「粵港澳大灣區」，國家對「灣區」建設的優惠政策相繼出台等，將會迎來新的經濟發展戰略機遇期。這對於廣州美亞來講，是一個利好的消息。隨著市民對美好生活的更高嚮往，國內消費水平的持續提高，各地政府部門對城市供水管網升級改造工程項目（由PPR塑料供水管改升為不銹鋼供水管）的相繼開展；市民逐漸認識到不銹鋼水管的使用，給百姓家庭帶來的健康飲水好處等，這些會成為本集團發展的良好機遇。本集團將繼續抓牢難得的發展機遇，緊跟時代步伐，努力發展廣州美亞各項事業。

在碳鋼產品方面：本集團將通過內部管理水平的不斷提升，進一步提高生產成品率，降低單位生產成本，滿足客戶需求，充分利用行業龍頭地位和品牌效應，借助地域優勢，在鞏固原有產品市場的同時，穩步開發新市場，實現市場佔有份額的穩中有升。在碳鋼事業方面，本集團將打造「成為大灣區最具影響力的用鋼企業配套、服務品牌」，本集團的使命是「守護好品質，幫助傑出的公司更為成功！」

在不銹鋼產品方面，本集團將重點關注「質量、服務、成本」，繼續加強技術研究，對生產設備進行改造。同時，提高員工技能，從而保證產品質量；加強售後服務，讓客戶滿意；提高管控成本意識，讓管控成本成為每個員工的工作習慣。本集團的不銹鋼水管產品，不但要擴大國內市場的佔有率，還要加大國際市場的推廣，穩步擴大東南亞等市場規模，從而在外貿出口方面再上新台階。在不銹鋼事業方面，本集團將努力「把不銹鋼水管帶入中國家庭」，本集團的使命是「做好管，輸好水，使人們飲水更健康；為客戶提供有競爭力的供水解決方案和服務」。

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In view of the mounting pressure on the Group's operations such as constant market competition, the unending global pandemic, the trade disputes between China and the United States, surging raw material prices, rising labour costs and the vicious price competition adopted by some of the Group's peers, the Group simply cannot afford to be complacent about its advantages. Nevertheless, the management of the Group and, in particular, Guangzhou Mayer have to meet such challenges by capturing every business opportunity and enlarging the Group's market share.

Due to trade frictions and disputes between China and the United States, tariffs imposed on the steel products exported overseas will not be relaxed or uplifted in the near future, which will reduce the Group's overseas customers' demand for carbon steel products, resulting in a decrease in orders for Guangzhou Mayer's carbon steel products. If the situation persists, it will adversely affect the Group's business and sales. In response to the trade war between China and the United States, the Group will continue to increase the domestic sales of carbon steel products to offset the reduction of sales caused by the decrease in export orders. In terms of product sales categories, the Group will increase efforts to promote stainless steel products, and actively develop customers for domestic stainless steel pipes to expand sales channels and sales of stainless steel products.

The Group's management unanimously believes that by utilising the Group's extensive experience in project study, market analysis and investigation, product research, development and sales, customer development and services, production operation as well as cost control, the Group will be able to maintain and expand its customer base and market share, enhance the competitiveness and added value of its products, obtain the best economic benefits and maximise value for its investors.

Urban renewal project planning and consulting

With extensive knowledge of the real estate markets in the Greater Bay Area and Zhuhai City, project companies of the Group have conducted in-depth researches into their subject land lots. With such knowledge and researches, the Group will select and develop more land lots with strategic value in these regions while actively identifying more projects that require consulting services with the aim of fostering the Group's business in these markets.

The Group will also continue to design its projects and coordinate their reporting and development while closely following the promulgation of rules and measures in relation to the "Three Olds" redevelopment policy so as to expedite the application, approval and other preliminary internal and external procedures of its projects.

誠然，優勢可喜，但市場競爭無時不在，全球疫情還沒有結束，中美之間的貿易摩擦，原材料價格的不斷攀升，人力成本的日益提高以及部分同行惡意壓價銷售，都會使本集團的經營面臨諸多挑戰。但本集團，尤其是廣州美亞的管理層，將會妥善解決各種可能出現的困難，充分把握商機，不斷擴充本集團的市場份額。

由於中國與美國出現貿易摩擦及糾紛，故輸出海外的鋼製品被加徵的關稅不會於近期放寬或解除，將使本集團海外客戶對碳鋼產品需求減少，導致廣州美亞碳鋼產品訂單減少。若情況持續，將對本集團的業務及銷售額產生不利影響。本集團為應對中國與美國的貿易戰，將繼續增加碳鋼產品的內銷量，以抵銷出口訂單降低所帶來的銷量下降，在產品銷售類別方面，本集團會加大力度推廣不銹鋼產品，並積極開拓國內不銹鋼管道客戶，以擴大不銹鋼產品的銷售渠道及銷量。

本集團管理層一致相信：本集團將會善用在項目研究、市場分析和調查、產品研發和銷售、客戶開發和服務、生產經營和成本管控等方面之豐富經驗，確保客戶和市場份額的穩定及增長，提升產品競爭力和附加值，追求最佳經濟效益，為投資者創造最佳回報。

城市更新項目規劃及諮詢

憑藉本集團項目公司對大灣區、珠海市房地產的深刻理解以及對目標地段的深入研究，本集團繼續選擇和開展該等地區中具有戰略性優勢的土地，並加強物色可提供諮詢服務的項目，以進一步開發本集團於該等市場的業務。

本集團將密切跟進三舊改造政策的細則及實施上台情況，繼續協調推進項目統籌、申報與開發等相關工作，以便推進項目內外立項審批等前期服務工作。

Management Discussion and Analysis

管理層討論及分析

PROSPECTS

In the first half of 2022, the successive outbreaks of COVID-19 in different cities, including Shanghai, Suzhou, Wuxi and Changzhou and especially Shanghai cast tremendous adverse effect on the economy of China. China's gross domestic product (GDP) grew merely 2.5% during that period, lower than expected. In the current period and the rest of the second half of 2022, there will still be certain instabilities and uncertainties caused by the complex and volatile international and domestic macro-economical environment. However, the Chinese government has been proactively launching policies to boost China's economy which is expected to pick up gradually. Therefore, there would be opportunities for the steel industry and the Group is prudently optimistic that Guangzhou Mayer's management could surmount all difficulties, realise sustainable development and make precise efforts to ensure the implementation of annual indicators.

前景

於二零二二年上半年，上海、蘇州、無錫、常州（尤其上海）等不同城市接連爆發新冠病毒，對中國經濟產生巨大不利影響。期間中國國內生產總值增速僅為2.5%，低於預期。於本期間及二零二二年下半年餘下時間，國際國內宏觀經濟環境複雜多變導致的若干不穩定因素及不確定因素將仍然存在。惟中國政府一直在積極出台提振中國經濟的政策，預計中國經濟會逐步回升。因此，鋼鐵行業將獲得機會，且本集團審慎而樂觀地深信廣州美亞管理層能排除萬難，實現可持續發展，並準確達成年度指標。

Responses to/Removal of Qualified Opinion

對保留意見之回應／移除

PRELIMINARY RESPONSES TO QUALIFIED OPINION

The Board and the Audit Committee had noted that the consolidated financial statements of the Company for the Reporting Period were subject to the qualified opinion of ZHONGHUI ANDA CPA Limited, the Independent Auditor (the “**Qualified Opinion**”), on the basis as set out in the section headed “Basis for Qualified Opinion” in the Independent Auditor’s Report on pages 76 to 79 of this Report.

The Board and the Audit Committee did not express different views from that of the Independent Auditor on the basis of the qualifications as the unresolved qualifications for the Reporting Period, which might have consequential effect on the Group’s financial performance for the Reporting Period and the related disclosure thereof in the consolidated financial statements.

Further, the views of the Group towards the issues are as follows:

1. Interest in an associate

Details of, amongst others, the recent progress of the urban land redevelopment projects in Zhuhai are set out in the Company’s announcement dated 14 March 2022 and the “Management Discussion and Analysis” section of this Report (the “**MD&A**”)

2. Financial assets at fair value through profit or loss

Details of, amongst others, the development of the Supplemental Agreement, the preparation of a circular to be despatched to the Shareholders for the convening of the EGM are set out in the Company’s announcements dated 14 March, 1 and 29 April, 1 June as well as 14 and 29 July, 2022, respectively and the MD&A.

3. Prepayments and trade receivables

The Group will continue to discuss the prepayments and trade receivables with the service providers pursuant to, amongst others, the progress of the urban land redevelopment projects in Zhuhai and their mutual business relationship.

4. Consolidation of Hei Jing Photoelectric Technology Co., Limited (“Hei Jing”)

The Group is taking a legal action to rescind the agreement and resume the ownership of its 51% equity interest in Hei Jing and may consider taking appropriate further actions with professional advice in due course.

對保留意見之初步回應

董事會及審核委員會注意到根據本報告第76至第79頁獨立核數師報告內「保留意見之基礎」一節所載基礎，獨立核數師中匯安達會計師事務所有限公司已就本公司於報告期之綜合財務報表須發表保留意見（「**保留意見**」）。

董事會及審核委員會並無就保留意見之基礎與獨立核數師產生意見分歧，原因為截至報告期之未解決保留意見可能對本集團截至報告期之財務表現及綜合財務報表之相關披露造成相應的影響。

此外，本集團對該等問題的意見如下：

1. 於一間聯營公司之權益

有關（其中包括）珠海市城市土地改造項目的近期進展之詳情載於本公司日期為二零二二年三月十四日之公告以及本報告「管理層討論及分析」（「**管理層討論及分析**」）一節。

2. 按公允價值計入損益之金融資產

有關（其中包括）補充協議的制定、就召開股東特別大會將寄發予股東的通函的編製之詳情載於本公司日期分別為二零二二年三月十四日、四月一日及二十九日、六月一日以及七月十四日及二十九日之公告以及管理層討論及分析。

3. 預付款項及貿易應收賬款

本集團將繼續根據（其中包括）珠海市城市土地改造項目的進展及彼等相互的業務關係與服務供應商討論預付款項及貿易應收賬款。

4. 深圳黑晶光電技術有限公司（「黑晶」）之綜合入賬

本集團正在採取法律行動，以撤銷協議並恢復對黑晶51%股權的所有權，並可能於適當時候根據專業意見考慮採取適當的進一步行動。

Responses to/Removal of Qualified Opinion

對保留意見之回應／移除

FURTHER INFORMATION

Shortly after the Company had made its responses to the Qualified Opinion in its preliminary announcement regarding the audited consolidated results of the Group for the Reporting Period on 29 September 2022, the Stock Exchange requested in writing the Company to provide, and the Company provides, the following information in this Report below:

Update on the Property Development Projects of the Target Company (the “Projects”)

The Company has been evaluating and monitoring the progress of the Projects, namely the re-development project of Yuetang Village and other property redevelopment projects, which are situated in Zhuhai City in the PRC. However, since the outbreak of the COVID-19 pandemic (the “**Pandemic**”), the Zhuhai City government has been implementing strict preventive and containment measures, as well as lockdown and other policies relating to the restrictions of people flow, which have constricted general economic activities within the local and surrounding areas and consequently, affected and stagnated the property development industry and the operating environment in Zhuhai City (the “**Industry**”) as a whole. The construction timetable of each of the Projects has been temporarily stalled and delayed due to (i) delay in the supply of construction materials; (ii) labour shortage as a result of the abovementioned restriction and containment measures; and (iii) increased difficulties and/or hesitation for potential buyers to perform site-visits during the Pandemic and the negative impact brought to the general economy of Zhuhai City, which have affected the property purchasing momentum.

Given the circumstance as a result of the Pandemic, the Directors are not certain of the recovery time of the Industry but have been closely monitoring and assessing the status of the Projects. In attempting to evaluate the future prospect of the Projects, the Company has engaged an independent professional property valuer (the “**Valuer**”) to appraise and assess the estimated turnaround time of the Industry in order to formulate the plan to resume the Projects.

進一步資料

在本公司於二零二二年九月二十九日在其有關本集團於報告期經審核綜合業績的初步公告中就保留意見作出回應後不久，聯交所書面要求本公司提供，且本公司於本報告下文內提供以下資料：

有關目標公司之物業發展項目（「該等項目」）之更新資料

本公司一直在評估及監督該等項目的進度，即位於中國珠海市的月堂村更新項目及其他物業改造項目。然而，自新冠病毒疫情（「**疫情**」）爆發以來，珠海市政府一直實施嚴格的預防及控制措施，以及與限制人口流動有關的封鎖及其他政策，限制了當地及周邊地區的整體經濟活動，因此令珠海市的整體物業發展行業及營商環境（「**該行業**」）受到影響並停滯不前。由於(i)建築材料供應延誤；(ii)上述限制及控制措施令勞工短缺；及(iii)疫情期間潛在買家進行實地考察的困難增加及／或更加猶豫以及對珠海市整體經濟帶來的負面影響，影響了物業購買勢頭，該等項目各自的建設時間表已暫時擱置及延遲。

鑒於疫情所導致的情況，董事無法確定該行業的復甦時間，但一直在密切監督及評估該等項目狀況。為嘗試評估該等項目的未來前景，本公司已委聘一名獨立專業物業估值師（「**估值師**」），以評定及評估該行業的估計恢復時間，從而制定重啟該等項目的計劃。

Responses to/Removal of Qualified Opinion 對保留意見之回應／移除

Taking into account (i) the loosen-up of tightening policies relating to the Industry as imposed by the PRC government; (ii) the stabilised demand of the residential buildings in Zhuhai City as driven by inelastic demand and purchasers' expectation of the recovery of Industry; and (iii) the loosen-up of restriction and regulatory policies in relation to the Pandemic, which is expected to increase the market confidence in respect of the Industry and attract potential purchasers of residential buildings, the Valuer is of the view that the Industry is reckoned to recover steadily and gradually return to pre-epidemic level not later than the second half of 2023, subject to future development of the Pandemic, as well as the macroeconomic and political environment around the world.

Actions considered by the Company towards the Projects

In addition to the above arrangement, the Company has also considered the feasibility of exercising of the option granted by the Vendor to the Purchaser under the Sale and Purchase Agreement in respect of the sale and transfer of the entire issued share capital of the Target Company (the "Put Option") and taking legal action towards the Vendor and the Guarantor in case that they were not able to fulfill their obligations under the Put Option. However, having considered that (i) the Vendor and the Guarantor have expressed to the Company that they do not have the financial capacity to fulfill their obligations in a timely manner assuming that the Company exercises the Put Option; and (ii) should any legal actions be taken against the Vendor and the Guarantor, the Company upon going through lengthy legal procedures would only be able to receive cash compensation which may not be sufficient to cover the Company's initial investment costs in the Projects, the Directors consider that the exercise of the Put Option and the taking of any legal actions against the Vendor and the Guarantor by the Group are not in the interests of the Company and the Shareholders as a whole.

In relation to the realisation of investment in the Projects, the Directors have made reference to the Valuer's opinion on the estimated recovery time of the Industry of being not later than the second half of 2023. Given the condition of the Industry, having considered (i) the potential gain from the Projects; (ii) the signs of recovery from the Pandemic in the PRC; and (iii) the Company's commitment and capital investment in the Projects and that the Company may be able to recover its initial investment costs and to harvest the gain generated by the Projects upon the recovery of the Industry, the Directors have come into the conclusion that it is in the interests of the Company and the Shareholders as a whole not to realize its investment in the Projects at this very moment.

考慮到(i)中國政府施加的有關該行業的收緊政策放鬆；(ii)剛需推動對珠海市住宅樓宇的穩定需求及買家對該行業復甦的預期；及(iii)有關疫情的限制及監管政策放鬆(預期將提高市場對該行業的信心並吸引住宅樓宇的潛在買家)，估值師認為，該行業具有韌性，可穩定恢復並最遲於二零二三年下半年逐步回歸疫情前的水平，惟視乎疫情的未來發展以及全球宏觀經濟及政治環境而定。

本公司就該等項目考慮採取的行動

除上述安排外，本公司亦已考慮行使賣方根據買賣協議(內容有關出售及轉讓目標公司的全部已發行股本)授予買方的期權(「認沽期權」)並在賣方及擔保人無法履行彼等於認沽期權項下的義務時對其採取法律行動的可行性。然而，考慮到(i)賣方及擔保人已向本公司表示，假設本公司行使認沽期權，彼等並無及時履行其義務的財務能力；及(ii)倘對賣方及擔保人採取任何法律行動，本公司在經過漫長的法律程序後只能獲得現金補償，而現金補償可能不足以涵蓋本公司於該等項目的初始投資成本，董事認為，本集團行使認沽期權以及對賣方及擔保人採取任何法律行動不符合本公司及股東的整體利益。

就變現於該等項目的投資而言，董事已參考估值師之意見，即該行業的估計恢復時間不遲於二零二三年下半年。鑒於該行業狀況，考慮到(i)該等項目的潛在收益；(ii)中國從疫情中恢復的跡象；及(iii)本公司對該等項目的承諾及資本投資，以及在該行業復甦後本公司可能能夠收回其初始投資成本並獲得該等項目產生的收益，董事得出結論，此刻不變現於該等項目的投資符合本公司及股東的整體利益。

Responses to/Removal of Qualified Opinion 對保留意見之回應／移除

Given the situation, the Company currently intends to enter into a further supplemental agreement (the “**Supplemental Agreement II**”) with the Vendor to (i) further extend the New Target Period up to 31 December 2024 by making reference to the Valuer’s estimation on the recovery timeline of the Industry; and (ii) revise the calculation formula regarding the fulfillment of the Target Profit Level under the Sale and Purchase Agreement and the Supplemental Agreement in the following manner:

“For the purpose of the calculation of the Accumulated Net Profit, the Company will only base on the net profit after tax recorded in the audited consolidated financial statements of the Target Company and its subsidiaries (the “**Target Group**”) for the three years ended 31 December 2019, 2020 and 2021 (subject to the Supplemental Agreement, the New Target Period was extended for 18 months to 30 June 2023) prepared in accordance with the HKFRS (the “**Net Profit After Tax**”).”

The major asset of the Target Company is a 49% equity interest in the Project Company which is accounted for as an associate of the Target Group. Under the equity method, the Target Group shares the results of the Project Company and such accounting treatment does not account for any gain in the fair value of the Project Company unless the equity interest is wholly or partly disposed of.

The Directors consider to change the calculation method to reflect the unrealised profit on the Project Company as follows:

Accumulated Net Profit = Net Profit After Tax + Unrealised Profit on the Project Company*

* Unrealised Profit on the Project Company represents the difference between the fair value of the Project Company as at 30 June 2023 and the carrying amount of the interest in an associate in the books of the Target Company.

As at the date of this Report, the Company is still in negotiations with the Vendor and the Guarantor to formulate a detailed and achievable action plan and timetable of the Projects and to finalise the terms and conditions under the Supplemental Agreement II. Further material development in this regard will be announced by the Company as and when appropriate.

鑒於該情況，本公司現時擬與賣方訂立進一步補充協議（「**補充協議II**」），以(i)參考估值師對該行業復甦時間表的估計，將新目標期間進一步延長至二零二四年十二月三十一日；及(ii)按照以下方式修改有關實現買賣協議及補充協議項下目標溢利水平的計算公式：

「就計算累計純利而言，本公司將僅以目標公司及其附屬公司（「**目標集團**」）根據香港財務報告準則編製的截至二零一九年、二零二零年及二零二一年十二月三十一日止三個年度（根據補充協議，新目標期間延長18個月至二零二三年六月三十日）之經審核綜合財務報表內錄得的稅後純利（「**稅後純利**」）為基準。」

目標公司的主要資產為於項目公司的49%股權，而項目公司入賬列為目標集團的聯營公司。根據權益法，目標集團分佔項目公司業績且該會計處理並無將項目公司的任何公允價值收益入賬，除非有關股權被全部或部分出售則作別論。

董事考慮改變計算方法以反映項目公司的未變現溢利如下：

累計純利 = 稅後純利 + 項目公司的未變現溢利*

* 項目公司的未變現溢利指項目公司於二零二三年六月三十日之公允價值與目標公司賬簿內於聯營公司權益的賬面值之間的差額。

於本報告日期，本公司仍在與買方及擔保人磋商，以制定詳細及可實現的行動計劃以及該等項目的時間表，並落實補充協議II的條款及條件。本公司將適時就此公佈進一步重大發展。

Responses to/Removal of Qualified Opinion

對保留意見之回應／移除

Removal of Qualified Opinion

Regarding the Qualified Opinion, the Auditor has indicated its preliminary view to the Board that upon the recovery of the Industry and the resumption of development of the Projects so as to allow the Company to (a) reliably measure the value-in-use of the Company's interest in the Project Company; and (b) assess the future economic benefit to be generated from the Projects such that the prepayments and trade receivables relating to the Projects can be recovered, items (i) and (iii) of the Qualified Opinion will be removed and will no longer be required.

In respect of item (ii) of the Qualified Opinion, after (a) the procedures of the Shareholders (other than the Vendor, the Guarantor and its associates) who are not interested in the Supplemental Agreement and are not required under the Listing Rules to abstain from voting at the EGM to approve the Supplemental Agreement and the transactions contemplated thereunder for approving the same have been completed; (b) the recovery of the Industry; and (c) the resumption of development of the Projects, the Company will be able to reliably measure the fair value of the financial assets at fair value through profit or loss in respect of the guarantee provided by the Vendor and the Guarantor and the Put Option, and hence, item (ii) of the Qualified Opinion will be removed and will no longer be required.

In respect of item (iv) of the Qualified Opinion, the Group has instigated a legal action to resume the ownership of the 51% equity interest in Hei Jing and is currently awaiting the date of the hearing (the "**Hearing**") to be scheduled by the court. The Auditor has indicated to the Company that depending on the outcome of the Hearing, it will ascertain as to whether the financial statements of Hei Jing should be consolidated in the Group's consolidated financial statements, and item (iv) of the Qualified Opinion will then be removed and will no longer be required.

In light of the above, the Board and the Audit Committee are of the view that the abovementioned plans are feasible and sufficient to address the Qualified Opinion.

對保留意見之移除

就保留意見而言，核數師已向董事會表明其初步觀點，即在該行業復甦及該等項目恢復發展後，本公司能夠(a)可靠地計量本公司於項目公司的權益之使用價值；及(b)評估該等項目將產生的未來經濟利益，以便收回與該等項目相關的預付款項及貿易應收賬款，保留意見第(i)及(iii)項將被移除，不再需要。

就保留意見第(ii)項而言，在(a)於補充協議中並無權益且根據上市規則毋須於股東特別大會上就批准補充協議及其項下擬進行交易放棄投票的股東（不包括賣方、擔保人及其聯繫人）有關批准相同事項的程序完成；(b)該行業復甦；及(c)該等項目恢復發展後，本公司將能夠就賣方及擔保人提供的擔保以及認股期權可靠地計量按公允價值計入損益之金融資產的公允價值，因此，保留意見第(ii)項將被移除，不再需要。

就保留意見第(iv)項而言，本集團已提起法律訴訟，恢復對黑晶51%股權的所有權，目前正在等待法院安排聆訊（「聆訊」）日期。核數師已向本公司表示，視乎聆訊結果，其將確定黑晶的財務報表是否應於本集團的綜合財務報表合併入賬，其後保留意見第(iv)項將被移除，不再需要。

鑒於以上所述，董事會及審核委員會認為，上述計劃可行且足以解決保留意見。

Corporate Governance Report

企業管治報告

The Board and the management are committed to maintaining and ensuring high standards of corporate governance as good corporate governance can safeguard the interests of all Shareholders and enhance corporate value. The Board continuously reviews and improves the corporate governance practices and standards of the Group from time to time to ensure that business activities and decision making processes are regulated in a proper manner.

鑑於良好企業管治能同時維護全體股東之利益及提升企業價值，董事會及管理層矢志維持並確保高水平之企業管治。董事會一直不時檢討並完善本集團之企業管治常規及標準，確保業務運作及決策過程得到妥善規管。

The Company has applied the principles in, and complied with the code provisions of, the CG Code throughout the Reporting Period except for the deviation from each of the following code provisions of the CG Code explained below.

於報告期，本公司已應用及遵守企管守則的守則條文，惟偏離企管守則的下列各項守則條文除外，詳情說明如下。

Code provision 守則條文	Reason for the non-compliance and improvement actions taken or to be taken 不遵守之原因及已採取或有待採取之改進行動
C.1.8 Insurance cover 保險保障	<p>As it took time for the Company to solicit a suitable insurer with an insurance plan at reasonable commercial terms and conditions, the Company did not arrange appropriate insurance cover in respect of legal action against its Directors for the period from 1 January 2021 to 27 September 2021. A directors and officers liability insurance policy was taken out by the Company with effect from 28 September 2021.</p> <p>由於本公司須費時尋找合適的保險公司，以合理之商業條款及條件提供保險計劃，因此，本公司於二零二一年一月一日至二零二一年九月二十七日期間並無就針對董事之法律行動安排合適之保險保障。本公司已於二零二一年九月二十八日投購一份董事及高級職員責任保單。</p>
C.2.1 Separate roles of chairman and chief executive 主席與行政總裁的角色區分	<p>Mr. Xu Lidi (“Mr. Xu”), an Executive Director, ceased to act as the CEO when he was appointed as the Chairman with effect from 12 March 2021.</p> <p>當執行董事徐立地先生（「徐先生」）於二零二一年三月十二日獲委任為主席時停任行政總裁。</p> <p>The Company did not appoint a CEO as the role and function of the CEO were performed by all the Executive Directors collectively. While continuously assessing whether any changes were necessary, the Board believed that the then arrangement enabled the Company to make and implement decisions promptly, and thus, achieved the Company’s objectives effectively and efficiently in response to the changing environment.</p> <p>由於行政總裁之角色及職能由全體執行董事共同承擔，故本公司並無委任行政總裁。儘管董事會持續評估是否需要作出改變，但董事會相信，當時的安排讓本公司迅速作出並實行決定，故可因應瞬息萬變之環境有效迅速達成本公司之目標。</p> <p>Mr. Xiao Libo, an Executive Director, was appointed as the CEO with effect from 26 November 2021. The role and function of the Chairman and the CEO had been performed by two separate individuals since that date.</p> <p>執行董事肖立波先生於二零二一年十一月二十六日獲委任為行政總裁。自該日以來，主席及行政總裁的角色及職能分別由兩名人士承擔。</p> <p>Mr. Xu resigned as the Chairman and an Executive Director with effect from 3 December 2021. The roles and functions of the Chairman were resumed for performance by all the then Executive Directors.</p> <p>徐先生自二零二一年十二月三日起辭任主席及執行董事。主席的角色及職能由全體當時執行董事接續承擔。</p> <p>Mr. Lee Kwok Leung, an Executive Director, was re-appointed as the Chairman with effect from 22 February, 2022. The roles and functions of the Chairman and the CEO have been performed by two separate individuals since that date.</p> <p>執行董事李國樑先生自二零二二年二月二十二日起獲重新委任為主席。自該日起，主席及行政總裁的角色及職能分別由兩名人士承擔。</p>

Corporate Governance Report

企業管治報告

Code provision 守則條文	Reason for the non-compliance and improvement actions taken or to be taken 不遵守之原因及已採取或有待採取之改進行動
A.5.1 (in force immediately before 1 January 2022) Chairman of nomination committee (緊接二零二二年一月一日前 生效) 提名委員會主席	<p>On 28 February 2021, Mr. Cheng Yuk Ping (“Mr. Cheng”), the then Chairman, an Executive Director and the then chairman of the Nomination Committee, passed away. On 2 March 2021, Mr. Xu, who was an Executive Director and the CEO, was appointed as the chairman of the Nomination Committee, which deviated from code provision A.5.1 (which required the Nomination Committee to be chaired by the Chairman or an INED). On 12 March 2021, Mr. Xu was appointed as the Chairman and accordingly, the Company has fulfilled the code provision A.5.1 of the CG Code. With effect from 3 December 2021, Mr. Xu resigned as the Chairman and an Executive Director and ceased as the chairman and a member of the Nomination Committee. Hence, the Nomination Committee had two members without a chairman, which did not meet the composition requirement under code provision A.5.1. On 22 December, 2021, Mr. Chan Chun Kit, an INED, was appointed as the chairman of the Nomination Committee and the Nomination Committee has comprised three members with one of them being the chairman. Accordingly, the Company has complied with the composition requirement under code provision A.5.1.</p> <p>時任主席、執行董事及提名委員會時任主席鄭旭冰先生(「鄭先生」)於二零二一年二月二十八日辭世。於二零二一年三月二日，執行董事兼行政總裁徐先生獲委任為提名委員會主席，此舉偏離守則條文A.5.1(要求提名委員會主席由主席或獨立非執行董事擔任)。徐先生於二零二一年三月十二日獲委任為主席，故本公司已遵守企管守則之守則條文A.5.1。自二零二一年十二月三日起，徐先生辭任主席及執行董事，並停任提名委員會主席及成員。因此，提名委員會僅有兩名成員而主席從缺，未能符合守則條文A.5.1條下之組成規定。於二零二一年十二月二十二日，獨立非執行董事陳振傑先生獲委任為提名委員會主席，提名委員會已由三名成員組成，其中一名為主席。因此，本公司已遵守守則條文第A.5.1條下的組成規定。</p>

Save as the aforesaid and in the opinion of the Directors, the Company has met all code provisions as set out in the CG Code during the Reporting Period.

除上文所述者外，董事認為，本公司於報告期內已符合企管守則所載之所有守則條文。

BOARD OF DIRECTORS

The Board is responsible for overseeing the Group’s strategic planning and development, as well as determining the objectives, strategies and policies of the Group while delegating day-to-day operations of the Group to management. Besides, each member of the Board is expected to make a full and active contribution to the Board’s affairs and ensure that the Board acts in the best interests of the Company and the Shareholders as a whole.

Composition

As at the date of this Report, the Board currently comprises nine Directors, including Mr. Lee Kwok Leung (*Chairman*), Mr. Zhou Shi Hao, Mr. Chen Zhirui, Mr. Xiao Libo (*CEO*) and Dr. Cheung Ka Yue as Executive Directors, Mr. Lam Chung Chak as a NED and Mr. Lau Kwok Hung, Mr. Chan Chun Kit and Mr. Lu Jianping as INEDs. At least one of the three INEDs possesses appropriate professional accounting qualifications and financial management expertise, which complies with the requirement under Rule 3.10(2) of the Listing Rules. Details of their respective experiences, background and qualifications are included in the “Biographical Information of Directors and Senior Management” section on pages 57 to 60 of this Report.

董事會

董事會負責監督本集團之策略規劃及發展，以及制定本集團之目標、策略及政策，同時委派管理層負責本集團之日常營運。此外，預期各董事會成員將全力積極投入董事會事務，並確保董事會行事符合本公司及股東整體之最佳利益。

組成

於本報告日期，董事會目前由九名董事組成，包括執行董事李國樑先生(主席)、周世豪先生、陳志睿先生、肖立波先生(行政總裁)及張嘉裕博士，非執行董事林宗澤先生，以及獨立非執行董事劉國雄先生、陳振傑先生及陸建平先生。三名獨立非執行董事之中至少一名具備符合上市規則第3.10(2)條規定之合適專業會計資格及財務管理專長。有關彼等各自的經驗、背景及資格之詳情，載於本報告第57至60頁「董事及高級管理人員履歷」一節。

Board Diversity Policy

The Board has adopted a board diversity policy (the “**Board Diversity Policy**”) on 28 March 2019, which sets out the approach to achieve diversity on the Board. The Company recognizes that increasing diversity at the Board level will support the attainment of the Company’s strategic objectives and sustainable development. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Company will also take into consideration its own business model and specific needs from time to time in determining the optimum composition of the Board.

The Board has delegated certain duties under the Board Diversity Policy to the Nomination Committee. The Nomination Committee will discuss and adopt the above measurements when it reviews the composition of the Board. After assessing the suitability of the Directors’ skills and experience to the Company’s business, the Nomination Committee considered that the existing Board is suitably qualified with professional backgrounds and/or equipped with extensive expertise for the purposes of providing direction to and oversight of the Group’s strategy and business in achieving its objectives.

The Nomination Committee reviews the Board Diversity Policy at least annually or in necessary condition, as appropriate, to ensure its continued effectiveness from time to time.

Independence and Relationship

The INEDs ensure that the Board accounts for the interests of all Shareholders and all issues are considered in an objective manner. The Company has received annual confirmation from each of the INEDs as regards their independence pursuant to Rule 3.13 of the Listing Rules. Based on these confirmations, the Board considers that all of them to be independent.

Mr. Lam Chung Chak, a NED, is a son of Ms. Wong Shek Kwan, a substantial shareholder of the Company. Except as disclosed above, to the best knowledge of the Company, there is no financial, business, family or other material/relevant relationship among the members of the Board. All of them are free to exercise their individual judgment.

董事會多元化政策

董事會已於二零一九年三月二十八日採納董事會成員多元化政策（「**董事會多元化政策**」），其載列達致董事會成員多元化之方法。本公司明白董事會層面越多元化，越有利於達成本公司之策略目標及可持續發展。本公司藉考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期，務求達致董事會成員多元化。本公司亦將於釐定董事會之最佳成員組合時，不時考慮其本身業務模式及具體需要。

董事會已向提名委員會委派董事會成員多元化政策下之若干職責。提名委員會將於檢討董事會之組成時討論及採納上述計量。經評估董事技能及經驗對本公司業務之適用程度後，提名委員會認為現時董事會已具備適當之專業資格背景及／或擁有豐富專業知識，足以為本集團達致目標提供策略及業務方針和監督。

提名委員會至少每年一次或在適當而必要之情況下檢討董事會成員多元化政策，不時確保其持續有效。

獨立性及關係

獨立非執行董事確保董事會為所有股東之利益負責及以客觀態度考慮所有事宜。本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。基於該等確認書，董事會認為彼等全部均屬獨立人士。

非執行董事林宗澤先生為本公司主要股東王石筠女士之兒子。除上述所披露者外，據本公司所深知，董事會成員之間概無財務、業務、家族或其他重大／相關關係。彼等全部均可自由運用其個人判斷。

Corporate Governance Report

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

During the Reporting Period, the roles of the Chairman and the CEO of the Company were held separately by different individuals to ensure a clear division between their responsibilities and independence. The separation ensures a balance of power and authority so that power is not concentrated in any one individual.

The Chairman is responsible for the leadership and effective running of the Board and ensures that all material issues are decided by the Board in a conductive manner and effectively implements the strategies of the Group. The CEO not only shares the responsibility of running the Group's business and effectively implements the strategies of the Group, but also leads and monitors the daily operation of the Group's business with other Executive Directors.

During the period from 1 January to 14 March 2021, Mr. Lee Kwok Leung ("Mr. Lee") was the Chairman. With effective from 15 January 2021, Mr. Lee resigned as the Chairman and remained as an Executive Director, and the late Mr. Cheng was appointed as the Chairman and re-designated as an Executive Director. With effect from 12 March 2021, Mr. Xu Lidi was appointed as the Chairman and ceased as the CEO following the passing away of Mr. Cheng on 28 February 2021. Mr. Xu resigned as the Chairman and an Executive Director on 3 December 2021, Mr. Xiao Libo, appointed as an Executive Director on 9 November 2021, was appointed as the CEO on 26 November 2021. Mr. Lee was re-appointed as the Chairman on 22 February 2022.

There is no relationship between the Chairman and the CEO.

DIRECTORS' TRAINING AND CONTINUOUS PROFESSIONAL DEVELOPMENT ("CPD")

All Directors newly appointed in 2021 and the first quarter of 2022 received an induction training in respect of directors' responsibilities under the Listing Rules and other applicable rules and regulations delivered by the Company's legal advisers of Hong Kong Laws or the Company Secretary (as the case may be).

Pursuant to code provision C.1.4 of the CG Code, the Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. All Directors are encouraged to attend relevant training courses to ensure that they are fully aware of the responsibilities and obligations of directors under the Listing Rules and relevant regulatory requirements.

主席及行政總裁

於報告期，本公司之主席及行政總裁的角色分別由不同人士出任，以確保彼等之責任清楚區分及具獨立地位。有關區分確保權力及授權平衡，使權利不會集中於任何一名人士。

主席負責領導董事會及使其有效運作，並確保所有重大事宜均由董事會以務實之態度作出決策及有效推行本集團之策略。行政總裁不單分擔經營本集團業務及有效推行本集團策略之責任，亦同時與其他執行董事領導及監察本集團業務之日常運作。

於二零二一年一月一日至三月十四日期間，李國樑先生（「李先生」）任主席。自二零二一年一月十五日起，李先生已辭任主席，但仍然保留執行董事一職；而鄭先生（已故）已獲委任為主席，並調任執行董事。在鄭先生於二零二一年二月二十八日辭世後，徐立地先生已獲委任為主席，且不再為行政總裁，於二零二一年三月十二日生效。徐先生自二零二一年十二月三日起辭任主席及執行董事。肖立波先生於二零二一年十一月九日獲委任為執行董事，並於二零二一年十一月二十六日獲委任為行政總裁。李先生於二零二二年二月二十二日重新獲委任為主席。

主席與行政總裁之間並無任何關係。

董事之培訓及持續專業發展（「持續專業發展」）

於二零二一年及二零二二年第一季度獲委任的所有新董事接受本公司香港法律顧問或公司秘書（視情況而定）就上市規則及其他適用規則及規定的董事職責進行的入職培訓。

根據企管守則之守則條文C.1.4，董事應參與適當之持續專業發展，發展並更新其知識及技能，以確保其一直為董事會作出知情及適切之貢獻。本公司鼓勵所有董事參加相關培訓課程，以確保彼等充分明白上市規則下之董事責任及義務以及相關監管規定。

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All Directors have participated in CPD, by reading articles, training materials and updates as regards legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties. All Directors have provided confirmations of training they received for the Reporting Period to the Company. The Company has also continuously updated Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

During the regular Board meeting held in June 2022, the Company Secretary briefed the Directors on the amendments to the code provisions of the CG Code and the associated Listing Rules, most of which have been applicable to the Company since 1 January or 1 July 2022.

The individual training record of each of the current Directors received for the Reporting Period or for the period from the respective effective dates of their appointment as Directors to 30 June 2022 (as the case may be) is set out below:

所有董事均已參與持續專業發展，閱覽與董事履行職責有關之法律及監管變動及事宜之相關文章、培訓材料及最新資料，並向本公司提供彼等於報告期接受培訓的確認。本公司亦不斷向董事提供有關上市規則及其他適用監管規定之最新發展，確保合規及提高董事對良好企業管治常規之認知。

於二零二二年六月舉行的定期董事會會議上，公司秘書向董事簡報企管守則的守則條文及相關上市規則的修訂，其中大部分自二零二二年一月一日或七月一日起適用於本公司。

各名董事於報告期或自彼等獲委任為董事各自生效之日起至二零二二年六月三十日止期間(視情況而定)已接受之個人培訓紀錄載列如下：

**Attending training courses/seminars/
webinars/conferences and reading materials
on topics relating to directors' duties,
corporate governance and
the Listing Rules, etc**

出席主題關於董事職責、企業管治及上市規則等之
培訓課程／研討會／網絡研討會／會議及閱讀材料

Executive Directors

Mr. Lee Kwok Leung
Mr. Zhou Shi Hao
Mr. Chen Zhirui
Mr. Xiao Libo
Dr. Cheung Ka Yue

執行董事

李國樑先生
周世豪先生
陳志睿先生
肖立波先生
張嘉裕博士

✓
✓
✓
✓
✓

Non-executive Director

Mr. Lam Chung Chak

非執行董事

林宗澤先生

✓

Independent Non-executive Directors

Mr. Lau Kwok Hung
Mr. Chan Chun Kit
Mr. Lu Jianping

獨立非執行董事

劉國雄先生
陳振傑先生
陸建平先生

✓
✓
✓

Corporate Governance Report

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BOARD MEETINGS AND ANNUAL GENERAL MEETING

During the Reporting Period, the Directors passed certain resolutions in writing and the Board held 28 meetings to discuss, among other matters, the Group's affairs, investment projects and the operational and financial performance of the Group. Notice of Board meetings was given to all directors fourteen days before each regular Board meeting. All Directors have an opportunity through an official channel to raise matters for discussion in the agenda. An agenda and accompanying Board papers are sent to all directors at least three days before regular Board meetings. The Company held its AGM on 28 May 2021. The attendance record of the Directors to these Board meetings is set out in the below section headed "Attendance Records at Meetings".

During the Reporting Period, the Chairman held one meeting with the INEDs without the presence of other executive Directors.

The Company Secretary assists the Chairman in preparing the agenda for each Board meeting and ensures that all applicable rules and regulations are followed. The Company Secretary also keeps detailed minutes of each meeting, which are available to all the Directors for inspection. Drafts of Board minutes are circulated to all Directors for their comments and approved as soon as practicable after the Board meetings.

All Directors have access to relevant and timely information, and they can ask for further information or retain independent professional advisors if necessary. They also have unrestricted access to seek advice and service of the Company Secretary who is responsible for providing the Directors with Board papers and related materials and ensuring that appropriate and applicable procedures are followed.

Should a potential conflict of interest involving a substantial Shareholder or Director arise, the matter will be discussed in a physical meeting, as opposed to being dealt with by written resolutions. INEDs with no conflict of interest would be present at a meeting dealing with conflict issues. Board committees of the Company, including the Audit Committee, the Remuneration Committee and the Nomination Committee, all follow the applicable practices and procedures used in Board meetings for committee meetings.

DIRECTORS' TERM OF APPOINTMENTS AND RE-ELECTION

In accordance to article 112 of the Articles of Association, at each AGM one-third of the Director for the time being shall retire from office by rotation and shall be eligible for re-election provided that every Director shall retire from office by rotation at least once every three years. Accordingly, Mr. Zhou Shi Hao, Mr. Chen Zhirui and Mr. Lau Kwok Hung shall retire by rotation. All the retiring Directors, being eligible, will offer themselves for re-election at the forthcoming 2022 AGM.

董事會會議及股東週年大會

於報告期，董事曾通過若干書面決議及董事會共舉行二十八次會議以討論（其中包括）本集團之事務、投資項目及營運及財務表現。全體董事均於各定期董事會會議舉行前十四天獲得董事會會議通告。所有董事均有機會透過正式渠道在議程中提出討論事項。全體董事會於定期董事會會議舉行至少三天前獲得議程及相關董事會文件。本公司已於二零二一年五月二十八日舉行股東週年大會。董事出席董事會會議之記錄載於下文「會議出席紀錄」一節。

於報告期，主席曾與獨立非執行董事舉行一次並無其他執行董事與會之會議。

公司秘書協助主席準備每次董事會會議議程，並確保遵守一切適用規則及規例。公司秘書亦負責保存每次會議之詳細記錄，可供全體董事查閱。於每次董事會會議舉行之後，董事會會議記錄之初稿會於切實可行範圍內盡早給予全體董事傳閱，以供彼等表達意見及批准。

全體董事均可查閱相關及最新資料，如有需要亦可要求查閱更多資料或聘請獨立專業顧問，亦可不受限制地尋求公司秘書提供意見及服務。公司秘書負責為董事提供董事會文件及相關材料，確保符合適當及適用程序。

倘有涉及主要股東或董事之潛在利益衝突，有關事宜將於實際會議上討論，而非通過書面決議案處理。無利益衝突之獨立非執行董事應出席會議處理利益衝突事宜。本公司之董事委員會包括審核委員會、薪酬委員會及提名委員會，全部委員會會議均依循董事會會議所採用之適用常規及程序。

董事任期及重選

按照組織章程細則第112條，於每屆股東週年大會上，當時三分之一的董事應輪席退任，並有資格接受重選，惟每名董事均須至少每三年輪席退任一次。因此，周世豪先生、陳志睿先生及劉國雄先生將輪席退任。所有退任董事均合資格且願意於二零二二年應屆股東週年大會上接受重選。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the code of conduct for securities transactions by Directors. Having been made specific enquiries by the Company, all the existing Directors confirmed that they had complied with the required standard as set out in the Model Code throughout the Reporting Period or for the period from the respective effective dates of their appointment as Directors to 30 June 2022 (as the case may be).

DIRECTORS' AND INDEPENDENT AUDITOR'S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Board is responsible for presenting a clear, balanced assessment of the Group's performance and prospects. It is also responsible for preparing financial statements that give a true and fair view of the Group's financial position on a going concern basis and other inside information announcements and financial disclosures. Management provides the Board with the relevant information it needs to discharge these responsibilities.

The responsibilities of the independent auditor to the Shareholders are set out in the Independent Auditor's Report on pages 76 to 82.

NOMINATION COMMITTEE

The Nomination Committee was established on 22 August 2005 with written terms of reference in compliance with the CG Code, which are available on the respective websites of the Company and the Stock Exchange.

Responsibilities

The principal responsibilities of the Nomination Committee include reviewing the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board; identifying individuals suitably qualified to become Board members and making recommendations to the Board on the selection of individuals nominated for directorship; making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors; and reviewing the Board Diversity Policy and the measurable objectives that the Board has set for implementing such policy.

Nomination Policy and Procedures

The Board has delegated its responsibilities and authority for selection and appointment of the Directors to the Nomination Committee. Without prejudice to the authority and duties of the Nomination Committee as set out in its terms of reference, the ultimate responsibility for selection and appointment of the Directors rests with the entire Board.

董事進行之證券交易

本公司已採納標準守則作為董事進行證券交易之行為守則。經本公司作出特定查詢後，全體在任董事已確認，彼等於報告期或自彼等獲委任為董事各自生效之日起至二零二二年六月三十日止期間（視情況而定）內一直遵守標準守則所載之規定準則。

董事及獨立核數師就財務報表承擔之責任

董事會負責就本集團之表現及前景發表清晰、中肯之評估，亦負責編製財務報表，按持續經營基準真確及中肯地反映本集團之財務狀況，以及編製其他內幕消息公告及財務披露資料。管理層會向董事會提供後者履行責任所需之相關資料。

獨立核數師對股東承擔之責任載於第76至82頁之獨立核數師報告內。

提名委員會

提名委員會乃於二零零五年八月二十二日成立，並遵照企管守則以書面訂定職權範圍，內容於本公司及聯交所網站可供閱覽。

職責

提名委員會之主要職責包括檢討董事會之架構、人數、組成及多元性（包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期）；物色具備合適資格可擔任董事會成員之人士，並就獲提名出任董事之人選向董事會提供推薦意見；就董事委任或重新委任以及董事繼任計劃之相關事宜向董事會提供推薦意見；以及檢討董事會成員多元化政策及董事會就實施該政策訂定之可計量目標。

提名政策及流程

董事會已將其甄選及委任董事的責任及權力授予提名委員會。在不影響提名委員會的職權範圍所載列其權力及職責的情況下，甄選及委任董事的最終責任由全體董事會成員承擔。

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The Nomination Committee will recommend to the Board for the selection, appointment and re-appointment of a Director, including an INED in accordance with the following procedures and process:

A. The Nomination Committee:

- i. will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- ii. may consult any source it considers appropriate in identifying or selecting suitable candidates such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to:
 - (a) Diversity in the aspects of, amongst others, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
 - (b) Commitment for responsibilities of the Board in respect of available time and relevant interest (details of the Board Diversity Policy is set out on page 39 of this Report);
 - (c) Qualifications, both academic and professional, including accomplishment and experience in the relevant industries in which the Group's business is involved;
 - (d) Independence (for the INEDs);
 - (e) Reputation for integrity;
 - (f) Potential contributions that the individual can bring to the Board;
 - (g) Plan(s) in place for the orderly succession of the Board; and
 - (h) Provisions of the Listing Rules.

提名委員會將根據以下程序及流程就甄選、委任及重新委任董事(包括獨立非執行董事)向董事會提出建議:

A. 提名委員會:

- i. 將適當考慮董事會目前的組成及規模,一開始就列出需具備的技巧、觀點角度和經驗,能有效校準物色的方向;
- ii. 於物色或甄選合適候選人時可參考其認為適當的任何來源,例如現有董事的推薦、廣告、第三方代理公司的推薦及股東的建議,並適當考慮(包括但不限於)下列標準:
 - (a) 各方面的多樣性,其中包括性別、年齡、文化和教育背景、專業經驗、技能、知識和服務年限;
 - (b) 其能投放於董事會職責的可投入時間及相關利益(董事會多元化政策的詳情載於本報告第39頁);
 - (c) 學術及專業資格,包括涉及本集團業務的相關行業的成就和經驗;
 - (d) (獨立非執行董事的)獨立性;
 - (e) 誠信聲譽;
 - (f) 個人可以為董事會帶來的潛在貢獻;
 - (g) 為董事會有序繼任而制訂的計劃;及
 - (h) 上市規則的條文。

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- iii. may adopt any process it considers appropriate in evaluating the suitability of the candidates such as interviews, background checks, presentations and third party reference checks;
 - iv. will consider a broad range of candidates who are in and outside of the Board's circle of contacts;
 - v. upon considering a candidate's suitability for the directorship, will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
 - vi. will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate; and
 - vii. will thereafter make the recommendation to the Board in relation to the proposed appointment.
- B. Where a NED (including an INED) is considered, the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration;
- C. The Board may arrange for the selected candidate to be interviewed by the members of the Board, who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be;
- D. All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director (as the case may be) to be filed) with the relevant regulatory authorities, if required; and
- E. Where the Board proposes a resolution to elect or re-elect a candidate as Director at the following general meeting, the relevant information of the candidate will be disclosed in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.
- iii. 可採用其認為適當的任何程序評估候選人的合適性，例如面試、背景調查、演示及第三方背景調查；
 - iv. 將考慮在董事會聯絡圈內外的各類候選人；
 - v. 在考慮適合擔任董事職位的候選人後，提名委員會將舉行會議及／或以書面決議案方式以酌情批准向董事會提交委任建議；
 - vi. 將向薪酬委員會提供所選候選人的相關資料，以供考慮該候選人的薪酬待遇；及
 - vii. 其後將就建議委任向董事會提出建議。
- B. 就考慮非執行董事（包括獨立非執行董事）而言，薪酬委員會將就薪酬政策及架構向董事會提出建議；
- C. 董事會可安排選定的候選人由不屬提名委員會成員的董事會成員進行面試，此後，董事會將根據具體情況審議並決定任命；
- D. 所有董事的委任將通過向相關監管機構（如有需要）提交相關董事的出任董事同意書（或要求相關董事確認或接納獲委任為董事的任何其他類似文件，視乎情況而定）作存檔而予以確認；及
- E. 倘董事會擬於下屆股東大會上提呈決議案以選任或重選候選人出任董事，該候選人的相關資料將於根據上市規則及／或適用法律及法規向股東發出的通函及／或說明函件（隨附有關股東大會的通函）內披露。

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Composition

The changes in the composition of the Nomination Committee during the Reporting Period were as follows:

Mr. Chan Chun Kit (*Chairman*) (appointed on 22.12.2021)

Mr. Lu Jianping (appointed on 28.02.2022)

Mr. Lee Kwok Leung (resigned as Chairman and a member on 15.01.2021)

Late Mr. Cheng Yuk Ping (appointed as Chairman on 15.01.2021 and passed away on 28.02.2021)

Mr. Cheung, Eddie Ho Kuen (ceased to act on 18.11.2021)

Mr. Xu Lidi (appointed as a member on 15.01.2021 and as Chairman on 02.03.2021 and ceased to act as Chairman and member on 03.12.2021)

Dr. Li Yutong (appointed on 15.01.2021 and removed on 22.12.2021)

Mr. Wong Chi Kin (appointed on 22.12.2021 and ceased to act on 28.02.2022)

As at the date of this Report, the Nomination Committee comprises three INEDs, namely Mr. Chan Chun Kit (as the chairman of the committee), Mr. Lau Kwok Hung and Mr. Lu Jianping.

Summary of Work Done

Meetings of the Nomination Committee shall be held at least once a year and when required. For the Reporting Period, the Nomination Committee passed certain resolutions in writing and held six meetings, mainly to review the composition of the Board and the retirement and re-election of Directors, to assess the independence of INEDs and to make recommendation to the Board on the nomination of new Director candidates during the Reporting Period.

On 29 September 2022, the Nomination Committee met to perform certain of its functions.

REMUNERATION COMMITTEE

The Remuneration Committee was established on 22 August 2005 with written terms of reference in compliance with the CG Code, which are available on the respective websites of the Company and the Stock Exchange.

Responsibilities

The principal responsibilities of the Remuneration Committee include formulation of the remuneration policy, reviewing and recommending to the Board the annual remuneration policy of the Directors and members of senior management. The Remuneration Committee has adopted the approach made under E.1.2(c)(i) of the CG code to determine, with delegated responsibility on the remuneration packages of individual executive Directors and senior management.

組成

於報告期，提名委員會組成的變動如下：

陳振傑先生 (*主席*) (於二零二一年十二月二十二日獲委任)

陸建平先生 (於二零二二年二月二十八日獲委任)

李國樑先生 (於二零二一年一月十五日

辭任主席及成員)

鄭旭冰先生 (已故) (於二零二一年一月十五日獲委任為主席及於二零二一年二月二十八日辭世)

張灝權先生 (於二零二一年十一月十八日不再擔任)

徐立地先生 (於二零二一年一月十五日獲委任為成員及於二零二一年三月二日獲委任為主席，並於二零二一年十二月三日不再擔任主席及成員)

李雨桐博士 (於二零二一年一月十五日獲委任及於二零二一年十二月二十二日免職)

黃志堅先生 (於二零二一年十二月二十二日獲委任及於二零二二年二月二十八日不再擔任)

於本報告日期，提名委員會由三名獨立非執行董事陳振傑先生 (為委員會主席)、劉國雄先生及陸建平先生組成。

工作概要

提名委員會應每年舉行至少一次會議，並於有需要時舉行會議。於報告期，提名委員會曾通過若干書面決議及共舉行六次會議，主要檢討董事會之組成、董事之退任及重選、評估獨立非執行董事之獨立性及就報告期內之新董事候選人提名向董事會提供推薦意見。

於二零二二年九月二十九日，提名委員會舉行會議以履行若干職能。

薪酬委員會

薪酬委員會乃於二零零五年八月二十二日成立，並遵照企管守則以書面訂定職權範圍，內容於本公司及聯交所網站可供閱覽。

職責

薪酬委員會之主要職責包括制訂薪酬政策、檢討及就董事及高級管理層成員之年度薪酬政策向董事會提供推薦意見。薪酬委員會已採納企管守則 E.1.2(c)(i) 之方法，在獲指派之責任內釐定個別執行董事和高級管理層之薪酬組合。

Composition

The changes in the composition of the Remuneration Committee during the Reporting Period were as follows:

Mr. Chan Chun Kit (*Chairman*) (appointed as member on 22.12.2021 and appointed as Chairman on 28.02.2022)

Mr. Lu Jianping (appointed on 28.02.2022)

Late Mr. Cheng Yuk Ping (appointed on 15.01.2021 and passed away on 28.02.2021)

Mr. Cheung, Eddie Ho Kuen (ceased to act on 18.11.2021)

Dr. Li Yutong (appointed as Chairman on 15.01.2021 and removed as Chairman and member on 22.12.2021)

Mr. Wong Chi Kin (appointed as Chairman on 22.12.2021 and ceased to act as Chairman and member on 28.02.2022)

As at the date of this Report, the Remuneration Committee comprises three INEDs, namely Mr. Chan Chun Kit (as the chairman of the committee), Mr. Lau Kwok Hung and Mr. Lu Jianping.

Summary of Work Done

Meetings of the Remuneration Committee shall be held at least once a year. For the Reporting Period, the Remuneration Committee held six meetings, mainly to review the existing policy and structure of the remuneration of the Directors and senior management, and make recommendation to the Board on the remuneration of proposed Directors appointed during the Reporting Period.

On 29 September 2022, the Remuneration Committee met to perform certain of its functions.

組成

於報告期，薪酬委員會組成的變動如下：

陳振傑先生 (*主席*) (於二零二一年十二月二十二日獲委任為成員及於二零二二年二月二十八日獲委任為主席)

陸建平先生 (於二零二二年二月二十八日獲委任)

鄭旭冰先生 (已故) (於二零二一年一月十五日獲委任及於二零二一年二月二十八日辭世)

張灝權先生 (於二零二一年十一月十八日不再擔任)

李雨桐博士 (於二零二一年一月十五日獲委任為主席及於二零二一年十二月二十二日被免除主席及成員)

黃志堅先生 (於二零二一年十二月二十二日獲委任為主席及於二零二二年二月二十八日不再擔任主席及成員)

於本報告日期，薪酬委員會由三名獨立非執行董事陳振傑先生 (為委員會主席)、劉國雄先生及陸建平先生組成。

工作概要

薪酬委員會應每年舉行至少一次會議。於報告期，薪酬委員會共舉行六次會議，主要檢討現行董事及高級管理層薪酬政策和架構，並就報告期擬委任的董事之薪酬向董事會提供推薦意見。

於二零二二年九月二十九日，薪酬委員會舉行會議以履行若干職能。

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AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in compliance with the CG Code, which are available on the respective websites of the Company and the Stock Exchange.

Responsibilities

It is primarily responsible for reviewing the Group's relationship with auditors, financial reporting, risk management, internal controls and corporate governance as well as making relevant recommendations to the Board.

Composition

The changes in the composition of the Audit Committee during the Reporting Period were as follows:

Mr. Chan Chun Kit (appointed on 22.12.2021)

Mr. Lu Jianping (appointed on 28.02.2022)

Late Mr. Cheng Yuk Ping (ceased to act on 15.01.2021)

Mr. Cheung, Eddie Ho Kuen (ceased to act on 18.11.2021)

Dr. Li Yutong (appointed on 15.01.2021 and removed on 22.12.2021)

Mr. Wong Chi Kin (appointed on 22.12.2021 and
ceased to act on 28.02.2022)

The Audit Committee currently comprises three INEDs, Mr. Lau Kwok Hung (as the chairman of the committee), Mr. Chan Chun Kit and Mr. Lu Jianping.

Summary of Work Done

Meetings of the Audit Committee shall be held at least twice a year and as and when required. During the Reporting Period, the Audit Committee held four meetings, mainly to discuss audit planning in respect of the audit of the financial statements, to review the annual results and the interim results of the Group, to review the internal control system and to make recommendation to the Board of the appointment of independent auditor.

On 29 September 2022, the Audit Committee met to perform certain of its functions.

審核委員會

本公司已成立審核委員會，並遵照企管守則以書面訂定職權範圍，內容於本公司及聯交所網站可供閱覽。

職責

審核委員會主要負責檢討本集團與核數師之關係、財務申報、風險管理、內部監控及企業管治以及向董事會提供相關推薦意見。

組成

於報告期，審核委員會組成的變動如下：

陳振傑先生（於二零二一年十二月
二十二日獲委任）

陸建平先生（於二零二二年二月二十八日獲委任）

鄭旭冰先生（已故）（於二零二一年一月十五日停任）

張灝權先生（於二零二一年十一月十八日
不再擔任）

李雨桐博士（於二零二一年一月十五日獲委任及
於二零二一年十二月二十二日免職）

黃志堅先生（於二零二一年十二月二十二日獲委任
及於二零二二年二月二十八日不再擔任）

審核委員會目前由三名獨立非執行董事劉國雄先生（為委員會主席）、陳振傑先生及陸建平先生組成。

工作概要

審核委員會應每年舉行至少兩次會議，並於有需要時舉行會議。於報告期，審核委員會共舉行四次會議，主要就財務報表之審核討論審核規劃、審閱本集團之全年業績及中期業績、檢討內部監控系統及向董事會推薦委任獨立核數師。

於二零二二年九月二十九日，審核委員會舉行會議以履行若干職能。

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ATTENDANCE RECORDS AT MEETINGS

The attendance of individual Directors at general meetings, meetings of the Board and meetings of the Nomination Committee, the Remuneration Committee and the Audit Committee held during the Reporting Period is set out below:

會議出席紀錄

個別董事出席於報告期舉行之股東大會、董事會會議以及提名委員會、薪酬委員會及審核委員會之會議之情況載列如下：

		Board Meetings 董事會會議	2021 AGM 二零二一年 股東週年大會	2022 EGM 二零二二年 股東特別大會	Nomination Committee meetings 提名委員會 會議	Remuneration Committee meetings 薪酬委員會 會議	Audit Committee meetings 審核委員會 會議
Executive Directors	執行董事						
Mr. Lee Kwok Leung (Chairman) (Note 1)	李國樑先生 (主席) (附註1)	27/28	1/1	1/1	1/1	N/A 不適用	N/A 不適用
Mr. Zhou Shi Hao	周世豪先生	21/28	1/1	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Chen Zhirui	陳志睿先生	16/28	0/1	0/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Xiao Libo (Note 2)	肖立波先生 (附註2)	18/22	N/A 不適用	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Dr. Cheung Ka Yue (Note 3)	張嘉裕博士 (附註3)	22/22	N/A 不適用	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Late Mr. Cheng Yuk Ping (Note 4)	鄭旭冰先生 (已故) (附註4)	1/1	N/A 不適用	N/A 不適用	1/1	1/1	N/A 不適用
Mr. Xu Lidi (Note 5)	徐立地先生 (附註5)	7/13	1/1	N/A 不適用	1/2	N/A 不適用	N/A 不適用
Non-executive Directors	非執行董事						
Mr. Lam Chung Chak (Note 6)	林宗澤先生 (附註6)	11/18	N/A 不適用	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Wang Dongqi (Note 7)	王東奇先生 (附註7)	9/13	1/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Cheng Bo Kei Peggy (Note 8)	鄭寶麒女士 (附註8)	8/13	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Independent Non-executive Directors	獨立非執行董事						
Mr. Lau Kwok Hung	劉國雄先生	27/28	1/1	1/1	6/6	6/6	4/4
Mr. Chan Chun Kit (Note 9)	陳振傑先生 (附註9)	22/22	N/A 不適用	1/1	3/3	3/3	2/2
Mr. Lu Jianping (Note 10)	陸建平先生 (附註10)	6/6	N/A 不適用	1/1	1/1	N/A 不適用	N/A 不適用
Mr. Cheung, Eddie Ho Kuen (Note 11)	張灝權先生 (附註11)	6/8	1/1	N/A 不適用	3/3	3/3	2/2
Dr. Li Yutong (Note 12)	李雨桐博士 (附註12)	5/24	0/1	N/A 不適用	1/2	1/2	2/2
Mr. Wong Chi Kin (Note 13)	黃志堅先生 (附註13)	14/15	N/A 不適用	N/A 不適用	1/1	1/2	0/1

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Notes:

1. Mr. Lee Kwok Leung resigned as the Chairman and remained as an executive Director on 15 January 2021. With effect from the same date, he also resigned as the chairman and a member of the Nomination Committee. Mr. Lee Kwok Leung was re-appointed as the Chairman on 22 February 2022.
2. Mr. Xiao Libo was appointed as an Executive Director on 9 November 2021 and as the CEO on 25 November 2021.
3. Dr. Cheung Ka Yue was appointed as an INED on 9 November 2021, re-designated as a NED on 30 November 2021 and further re-designated as an Executive Director on 26 April 2022.
4. The late Mr. Cheng Yuk Ping was appointed as an INED, a member of each of the Audit Committee and the Nomination Committee, and the chairman of the Remuneration Committee on 21 January 2020. On 15 January 2021, he was re-designated as an Executive Director and appointed as the Chairman and the chairman of the Nomination Committee. With effect from the same date, he resigned as chairman and a member of the Remuneration Committee, and a member of the Audit Committee. Mr. Cheng Yuk Ping passed away on 28 February 2021 and ceased to be the Chairman and the chairman of the Nomination Committee with effect from the same date.
5. Mr. Xu Lidi was appointed as a member of the Nomination Committee on 15 January 2021. Mr. Xu Lidi has been appointed as the chairman of the Nomination Committee on 2 March 2021 to fill up the vacancy following the passing away of Mr. Cheng Yuk Ping. Mr. Xu Lidi was appointed as the Chairman and ceased as the CEO on 12 March 2021. His Director's duties were suspended by the Board with effect from 2 December 2021. He resigned as the Chairman and an Executive Director on 3 December 2021 and ceased to act as the chairman and a member of the Nomination Committee with effect from the same date.
6. Mr. Lam Chung Chak was appointed as a NED on 25 November 2021.
7. The Director's duties of Mr. Wang Dongqi had been suspended by the Board with effect from 2 December 2021 and he was not given any notice of Board meetings thereafter. He resigned as a NED on 11 January 2022.
8. Ms. Cheng Po Kei Peggy was appointed as a NED on 25 November 2021 and resigned on 10 March 2022.
9. Mr. Chan Chun Kit was appointed as an INED as well as a member of the Audit Committee, a member of the Remuneration Committee and the chairman of the Nomination Committee on 9 November 2021. He was further appointed as the chairman of the Remuneration Committee on 28 February 2022.
10. Mr. Lu Jianping was appointed as an INED and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee on 28 February 2022.
11. Mr. Cheung, Eddie Ho Kuen resigned as an INED on 18 November 2021 and ceased to act as a member of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from the same date.

附註：

1. 李國樑先生於二零二一年一月十五日辭任主席並留任執行董事，並辭任提名委員會主席及成員，於同日生效。李國樑先生於二零二二年二月二十二日獲重新委任為主席。
2. 肖立波先生於二零二一年十一月九日獲委任為執行董事，及於二零二一年十一月二十五日獲委任為行政總裁。
3. 張嘉裕博士於二零二一年十一月九日獲委任為獨立非執行董事，於二零二一年十一月三十日調任為非執行董事，及於二零二二年四月二十六日再調任為執行董事。
4. 鄭旭冰先生（已故）於二零二零年一月二十一日獲委任為獨立非執行董事、審核委員會成員、提名委員會成員以及薪酬委員會主席。於二零二一年一月十五日，彼調任執行董事，並獲委任為主席及提名委員會主席，以及辭任薪酬委員會主席及成員以及審核委員會成員，於同日生效。鄭旭冰先生於二零二一年二月二十八日辭世，並自同日起不再為主席兼提名委員會主席。
5. 徐立地先生於二零二一年一月十五日獲委任為提名委員會成員，並於二零二一年三月二日獲委任為提名委員會主席以填補鄭旭冰先生辭世後之臨時空缺。徐立地先生於二零二一年三月十二日獲委任為主席且不再擔任行政總裁。董事會自二零二一年十二月二日起暫停其董事職務。彼於二零二一年十二月三日辭任主席及執行董事，並自同日起不再擔任提名委員會主席兼成員。
6. 林宗澤先生於二零二一年十一月二十五日獲委任為非執行董事。
7. 王東奇先生之董事職務自二零二一年十二月二日起由董事會暫停，且彼此後並未收到任何董事會會議通知。彼於二零二二年一月十一日辭任非執行董事。
8. 鄭寶麒女士於二零二一年十一月二十五日獲委任為非執行董事，並於二零二二年三月十日辭任。
9. 陳振傑先生於二零二一年十一月九日獲委任為獨立非執行董事，以及審核委員會成員、薪酬委員會成員及提名委員會主席。彼於二零二二年二月二十八日再獲委任為薪酬委員會主席。
10. 陸建平先生於二零二二年二月二十八日獲委任為獨立非執行董事，並為審核委員會、提名委員會及薪酬委員會各自之成員。
11. 張灝權先生於二零二一年十一月十八日辭任獨立非執行董事，並自同日起不再擔任審核委員會、提名委員會及薪酬委員會成員。

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12. Dr. Li Yutong was appointed as an INED on 15 January 2021. With effect from the same date, he was also appointed as a member of each of the Audit Committee and the Nomination Committee, and the chairman of Remuneration Committee. He was removed as a member of each of the Audit Committee and the Nomination Committee as well as the Chairman and a member of the Remuneration Committee, all on 22 December 2021. He was then removed as an INED on 23 March 2022.
13. Mr. Wong Chi Kin was appointed as an INED on 9 November 2021 and a member of the Audit Committee, a member of the Nomination Committee and the chairman of the Remuneration Committee on 22 December 2021. He resigned as an INED on 28 February 2022 and ceased as a member of the Audit Committee, a member of the Nomination Committee and the chairman and a member of the Remuneration Committee with effect from the same date.
14. The attendances of each of the current and former Directors above were stated by reference to the number of meetings held during his/her tenure.
12. 李雨桐博士於二零二一年一月十五日獲委任為獨立非執行董事，並獲委任為審核委員會及提名委員會各自之成員以及薪酬委員會主席，於同日生效。彼於二零二一年十二月二十二日被免除審核委員會及提名委員會各自之成員以及薪酬委員會主席及成員職務。隨後，彼於二零二二年三月二十三日被免除獨立非執行董事職務。
13. 黃志堅先生於二零二一年十一月九日獲委任為獨立非執行董事，並於二零二一年十二月二十二日獲委任為審核委員會及提名委員會成員以及薪酬委員會主席。彼於二零二二年二月二十八日辭任獨立非執行董事，並自同日起不再為審核委員會及提名委員會成員以及薪酬委員會主席及成員。
14. 上述現任及前任董事各自之出席紀錄乃參照於任內舉行之會議次數列示。

INDEPENDENT AUDITOR'S REMUNERATION

The Company's independent external auditor is ZHONGHUI ANDA CPA Limited. The Audit Committee is responsible for considering the appointment of the external auditor and also reviews any non-audit functions performed by the external auditor for the Group. In particular, the Audit Committee will consider, in advance of them being contracted for and performed, whether such non-audit functions could lead to any potential material conflict of interest. The remuneration for the services in respect of the Reporting Period provided by ZHONGHUI ANDA CPA Limited amounted to as follows:

		'000 千元
Statutory audit services	法定核數服務	RMB897,000/HK\$1,080,000 人民幣897,000元/1,080,000港元
Non-audit services (including review of interim results, risk management, internal control and ESG consultancy services)	非核數服務 (包括審閱中期業績、風險管理、內部監控以及ESG諮詢服務)	RMB523,000/HK\$630,000 人民幣523,000元/630,000港元
Total	總計	RMB1,420,000/HK\$1,710,000 人民幣1,420,000元/1,710,000港元

DIRECTOR'S REMUNERATION

The emoluments payable to Directors and senior management will depend on the contractual terms under the respective letters of appointment or service contracts and are fixed by (a) the Board by reference to the recommendation of the Remuneration Committee (in case of Non-Executive Directors) or (b) the Remuneration Committee (in case of Executive Directors), both by reference to, amongst others, their duties and responsibilities within the Company as well as their qualifications and experience. No Director can be involved in deciding his/her own remuneration. Details of the remuneration of the Directors for the Reporting Period are set out in note 14 to the consolidated financial statements contained in this Report.

獨立核數師酬金

本公司之獨立外聘核數師為中匯安達會計師事務所有限公司。審核委員會負責考慮委任外聘核數師，並檢討任何由外聘核數師為本集團進行之非核數職能。具體而言，審核委員會於與外聘核數師訂約及彼等履行工作前，將考慮該等非核數職能會否引致任何潛在重大利益衝突。於報告期，就中匯安達會計師事務所有限公司所提供服務之酬金額如下：

董事薪酬

應付董事及高級管理層之酬金視乎各自委任書或服務合約之合約條款而定，並(a)由董事會參照薪酬委員會之推薦意見(就非執行董事而言)，或(b)由薪酬委員會(就執行董事而言)，均參考(其中包括)彼等於本公司之職責及責任以及彼等的資格及經驗釐定。董事不得參與其本身的薪酬釐定。於報告期，董事薪酬之詳情載於本報告綜合財務報表附註14。

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企業管治報告

DIVIDEND POLICY

The Company has adopted a dividend policy on 28 March 2019. Pursuant to the policy, the Company should maintain adequate cash reserves to satisfy its working capital requirements and future growth as well as its share value in recommending or declaring dividends. The Company does not have any pre-determined dividend distribution ratio. The proposal of payment and the amount of dividends will be made at the discretion of the Board and will depend on the Group's results of operations, earnings, financial condition, cash requirements and availability, future capital expenditure and development requirements, business conditions and strategies, interests of the Shareholders, any restrictions on payment of dividends and any other factors that the Board may consider relevant. The Board will review the dividend policy as appropriate from time to time.

CORPORATE GOVERNANCE FUNCTIONS

The Board has delegated the corporate governance duties as set out below to the Audit Committee:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Company;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Company and the Directors; and
- (e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the risk management and internal control systems of the Group and reviewing its effectiveness. The Board requires management to establish and maintain sound and effective system of internal controls to safeguard the Shareholders' investment and the Group's assets. A review of risk management and internal control system of the Group is made at least annually, covering the material financial, operational and compliance controls.

股息政策

本公司已於二零一九年三月二十八日採納一項股息政策。根據此政策，本公司應維持足夠現金儲備，以滿足其營運資金需要及未來增長，以及其建議或宣派股息時的股票價值。本公司並無任何預定之派息比率。股息派付及金額之建議將由董事會酌情提出，並將視乎本集團之經營業績、盈利、財務狀況、現金需要及可供動用情況、未來資本開支及發展需要、業務狀況及策略、股東利益、任何派付股息之限制，以及董事會可能認為相關之任何其他因素。董事會將按適用情況不時審閱股息政策。

企業管治職能

董事會已將下列企業管治職責授予審核委員會：

- (a) 制訂及檢討本公司之企業管治政策及常規；
- (b) 檢討及監察本公司董事及高級管理層之培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (d) 制訂、檢討及監察適用於本公司僱員及董事之行為守則及合規手冊 (如有)；及
- (e) 檢討本公司遵守企管守則之情況及於企業管治報告內披露之資料。

風險管理及內部監控

董事會負責本集團之風險管理及內部監控系統以及檢討其成效。董事會要求管理層建立及維護健全有效之內部監控系統，以保障股東投資及本集團資產。本集團之風險管理及內部監控系統至少每年檢討一次，範圍涵蓋重大財務、營運及合規監控。

Risk Management

A risk register with risk rating and risk owners were compiled by taking into account for continuous risk assessment purpose. Risk owners are required to take mitigating actions to address the identified risks and such actions are integrated in the day-to-day activities and their effectiveness is closely monitored. During the Reporting Period, the risk register has been circulated for discussion and assessed the ratings by key personnel and management, by considering the likelihood and impact of each identified risk. A written risks assessment report with the identified key risks, evaluation of related risks and relevant mitigating actions have been reported to the Audit Committee and reviewed by the Board. The written report facilitates the Board in considering the changes in the nature and extent of significant risks, the Group's ability in responding to changes in its business and the external environment, as well as management's ongoing monitoring of risks and of the internal control system.

Internal Control

The Group emphasises the importance of a sound internal control system which is also indispensable for mitigating the Group's key risk exposures. The Group's system of internal control is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The internal control system is reviewed on an ongoing basis by the Board in order to make it practical and effective in providing reasonable assurance in relation to protection of material assets and Shareholders' interests. For any identified internal control weaknesses or defects, the Group is committed to enhancing control measures to rectify such control weaknesses or defects.

The Group has implemented an effective control system which includes a defined management structure with limits of authority, a sound management system and periodic review of the Group's performance by the Audit Committee and the Board.

Internal Audit Function

The Group does not have a formal internal audit function but retains an independent professional risk management and internal control consultant to conduct the risk management and internal control review annually.

Review of the Effectiveness of the Risk Management and Internal Control System

Through the Audit Committee, the Board has conducted an annual review of the effectiveness of the Group's risk management and internal control systems for the Reporting Period by considering written reports prepared by an independent professional risk management and internal control consultant, covering the material financial, operational and compliance controls, which are considered effective and adequate. The Audit Committee has annually reviewed the adequacy of resources, qualifications and experience, training and budget of the accounting, internal audit and financial reporting functions.

風險管理

本集團已就持續風險評估目的，編撰附有風險評級及風險擁有人之風險登記冊。風險擁有人會被要求採取緩解行動處理已識別風險，而該等行動融入日常業務活動，成效受到密切監察。於報告期，風險登記冊已經傳閱，供主要人員及管理層考慮每項已識別風險之可能性及影響後進行討論及評級。載有已識別主要風險、相關風險之評估及相關緩解行動之風險評估報告書已呈報審核委員會，並供董事會審閱。報告書有助董事會考慮重大風險性質及程度之變化，本集團應對業務及外部環境變動之能力，以及管理層持續監察風險及內部監控系統。

內部監控

本集團重視健全內部監控系統之重要性，此亦為緩解本集團主要風險不可或缺之一環。本集團之內部監控系統旨在管而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。內部監控系統由董事會持續檢討，使之務實有效地提供保障重大資產及股東權益之合理保證。當發現內部監控弱點或缺失時，本集團承諾提升監控措施，以修正該等監控弱點或缺失。

本集團已推行一套有效監控系統，包括設有權限之界定管理架構，一套健全之管理系統，以及審核委員會及董事會定期檢討本集團之績效。

內部審核功能

本集團並不正式具備內部審核職能，但每年委聘獨立專業風險管理及內部監控顧問以進行風險管理及內部監控審查。

檢討風險管理及內部監控系統之成效

透過審核委員會，董事會已對本集團報告期之風險管理及內部監控系統成效進行年度檢討，省覽獨立專業的風險管理及內部監控顧問編製之報告書，內容涵蓋重大財務、營運及合規監控，結果認為系統充分有效。審核委員會已對會計、內部審核及財務申報職能之資源、資格及經驗、培訓及預算之充裕度進行年度檢討。

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INSIDE INFORMATION

The Company assesses the likely impact of any unexpected and significant event that may impact the price of the Shares or their trading volume and decides whether the relevant information is considered inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 13.09 and 13.10 of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. Executive Directors have responsibility for approving certain announcements and/or circulars to be issued by the Company under the powers delegated by the Board from time to time.

The Company has put in place a policy on handling and dissemination of inside information in a timely manner in such a way so as not to place any person in a privileged dealing position and to allow time for the market to price the listed securities of the Company with the latest available information. The Company has appropriate internal control and reporting systems to identify and assess potential inside information. Dissemination of inside information of the Company shall be conducted by publishing the relevant information on the respective websites of the Stock Exchange and the Company according to the requirements of the Listing Rules.

COMPANY SECRETARY

The Company has been engaging an external professional company secretarial services provider to provide regulatory compliance and a range of company secretarial services to the Group in order to assist the Group to cope with the changing regulatory environment.

Mr. Lam Man Kit (“**Mr. Lam**”) acted as the named Company Secretary for the period from 1 January 2021 to 6 January 2022. In compliance with the requirement under Rule 3.29 of the Listing Rules, Mr. Lam has taken no less than 15 hours of relevant professional training during the above period.

Mr. Lee Kwok Leung, the late Mr. Cheng Yuk Ping and Mr. Xu Lidi, the Chairman and an executive Director were the respective primary corporate contact persons at the Company in respect of company secretarial matters for Mr. Lam during the above period.

Since 7 January 2022, SK2 Corporate Services (HK) Ltd. (“**SK2**”) has been providing corporate secretarial services to the Company and Sir Kwok Siu Man KR (“**Sir Seaman Kwok**”) has been nominated by SK2 to be the Company Secretary with effect from the same date. The primary person at the Company with whom Sir Seaman Kwok contacted in respect of the company secretarial matters since then has been Mr. Lee Kwok Leung, the Chairman and an Executive Director. Sir Seaman Kwok delivered and attended relevant CPD training during the period from 7 January 2022 to 30 June 2022 pursuant to Rule 3.29 of the Listing Rules.

內幕消息

本公司評估任何可能影響股份價值或成交量之突發及重大事件之可能影響，並根據上市規則第13.09及13.10條以及證券及期貨條例第XIVA部項下之內幕消息條文，決定相關資料是否被視為內幕消息及有否需要在合理可行情況下盡快披露。執行董事負責根據董事會不時下放之權力，審批本公司所發表之公告及／或通函。

本公司訂明適時處理及發佈內幕消息之政策，概無人士可處於特權交易狀況，並讓市場有時間因應最新公開消息為本公司之上市證券定價。本公司設有適當之內部監控及申報系統，以識別及評估潛在內幕消息。發佈本公司之內幕消息須按照上市規則之規定，透過聯交所及本公司各自之網站發表。

公司秘書

本公司一直委任外聘專業公司秘書服務提供者，為本集團提供監管合規及一系列公司秘書服務，協助本集團應對監管環境之變化。

於二零二一年一月一日至二零二二年一月六日期間，林文傑先生（「**林先生**」）擔任具名公司秘書。根據上市規則第3.29條之規定，林先生已於上述期間接受不少於15小時之相關專業培訓。

李國樑先生、鄭旭冰先生（已故）及主席兼執行董事徐立地先生分別為於上述期間林先生就公司秘書事宜與本公司聯絡之主要公司聯絡人。

自二零二二年一月七日，SK2 Corporate Services (HK) Ltd.（「**SK2**」）一直為本公司提供企業秘書服務，而郭兆文黎劭騎士勳賢（「**郭勳賢**」）於同日獲SK2提名為公司秘書。自此，郭勳賢就公司秘書事宜聯絡之本公司主要人員為主席兼執行董事李國樑先生。根據上市規則第3.29條，郭勳賢於二零二二年一月七日至二零二二年六月三十日期間提供及出席相關持續專業發展培訓。

CONSTITUTIONAL DOCUMENTS

The Articles of Association as adopted by a special resolution passed at the general meeting held on 24 May 2004 is available at the respective websites of the Company and the Stock Exchange. No further changes have been made to the Company's Articles of Association during the Reporting Period.

In order to bring the Memorandum and the Articles of Association in line with the latest legal and regulatory requirements under the applicable laws of the Cayman Islands and the Listing Rules (including the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules, which have become effective from 1 January 2022) and make some other housekeeping improvements, the Board has proposed to make certain amendments to its existing Memorandum and Articles of Association and adopt the new Memorandum and Articles of Association.

The above proposals will be subject to the approval of the Shareholders by way of a special resolution at the 2022 AGM and shall take effect upon the close of the 2022 AGM if so approved.

SHAREHOLDERS TO CONVENE AN EGM

Pursuant to article 68 of the Articles of Association, any two or more Members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition and deposited at the head office and principal place of business of the Company in Hong Kong, presently located at 21st Floor, No.88 Lockhart Road, Wan Chai, Hong Kong (or, in the event the Company ceases to have such a principal office, the registered office) to require EGM(s) to be called by the Board for the transaction of any business specified in such requisition; and if the Board does not within twenty-one days from the date of deposit of the requisition proceed duly to convene the meeting(s) to be held within a further twenty-one days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene such meeting(s) in the same manner, as nearly as possible, as that those meeting(s) may be convened by the Board provided that any meeting(s) so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDER'S MEETING

Shareholders wishing to putting forward proposals for discussion at general meeting should follow the procedures set out in the "Shareholders to Convene an EGM" just above.

PROCEDURES FOR NOMINATION OF DIRECTORS FOR ELECTION

The procedures for Shareholders to propose a person for election as a Director are available and accessible on the Company's website.

憲章文件

本公司於二零零四年五月二十四日舉行之股東大會上通過特別決議案所採納之組織章程細則可於本公司及聯交所各自之網站查閱。於報告期，本公司之組織章程細則概無進一步改動。

為使組織章程大綱及細則符合開曼群島適用法律及上市規則的最新法律及監管規定（包括自二零二二年一月一日起生效的上市規則附錄三所載核心股東保障標準），並進行若干其他的內務改進，董事會提議對其現有的組織章程大綱及細則進行若干修訂，並採納新組織章程大綱及細則。

上述決議案尚待股東於二零二二年股東週年大會以特別決議案的方式批准，如獲批准，將於二零二二年股東週年大會結束後生效。

股東召開股東特別大會

按照組織章程細則第68條，任何兩名或以上於遞交要求當日須持有有權於本公司股東大會投票的本公司繳足股本不少於十分之一之本公司股東，可向本公司於香港的總辦事處暨主要營業地點（目前位於香港灣仔駱克道88號21樓）或（倘本公司並無主要辦事處）登記辦事處送達書面要求，要求董事會召開股東特別大會，處理書面要求列明之事項。倘董事會未有於接獲要求後二十一日內正式召開須於其後二十一日內舉行之大會，提出要求之人士或當中持有彼等總投票權過半之任何人士可自行以與董事會召開大會同樣之方式（盡可能相近）召開該等大會，惟如此召開的大會不可遲於提交要求當日起三個月後召開。

於股東大會上提呈建議之程序

股東希望於股東大會上提呈討論之建議應依循上述「股東召開股東特別大會」所載之程序。

提名候選董事之程序

股東提名董事候選人之程序於本公司網站可供閱覽。

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PROCEDURES BY WHICH ENQUIRIES MAY BE PUT TO THE BOARD

Shareholders may send their enquiries and concerns to the Board by addressing them to the Company Secretary by mail at the Company's head office and principal place of business in Hong Kong, presently at 21st Floor, No. 88 Lockhart Road, Wanchai, Hong Kong. The Company Secretary is responsible for forwarding communications to the Board and/or relevant Board committees of the Company, where appropriate, to answer the Shareholders' questions.

COMMUNICATION WITH SHAREHOLDERS

The Company uses a number of formal communications channels to account to Shareholders for the performance of the Company. These include the annual reports, interim reports, financial information and announcements published on the respective websites of the Company and the Stock Exchange, as well as through the AGMs and the EGMs with notice of meetings and circulars. The Company aims to provide Shareholders and potential investors with high standards of disclosure and financial transparency. In order to provide effective disclosure to investors and potential investors and ensure that they all receive equal access to the same information at the same time, information considered to be price sensitive in nature is released by way of formal public announcements as required by the Listing Rules. The Company also welcomes comments and questions from Shareholders at its AGMs and EGMs.

WHISTLEBLOWING POLICY

Each staff is regarded as an informal monitor. The Group relies on each of its employee, at all levels, to monitor quality, ethics and professional and the Group's standards. The Group listens to employees' concerns, receives recommendations for improving the Group's practices and controls and announces timely communications on policy changes and other matters of the Group.

The Company has reviewed its whistleblowing policy to provide its customers and suppliers with reporting channels in view of the amendments to the code provisions of the CG Code having come into effect on 1 January 2022.

LATEST ENHANCED GOVERNANCE

At its meeting held on 29 September 2022, the Board formalised in writing an anti-fraud and anti-bribery policy of the Company and a mechanism for ensuring independent views and input to be available to the Board with procedures for Directors to seek independent legal advice.

向董事會提出查詢之程序

股東可向董事會提出查詢及關注議題，方法為郵寄至本公司之香港總辦事處暨主要營業地點（目前地址為香港灣仔駱克道88號21樓），並註明公司秘書收。公司秘書負責向本公司之董事會及／或相關董事委員會（如適用）轉達訊息，以解答股東問題。

與股東之溝通

本公司利用多種正式通訊渠道向股東報告本公司之表現，包括於本公司及聯交所各自之網站刊發之年報、中期報告、財務資料及公告以及發出大會通知及通函召開之股東週年大會及股東特別大會。本公司致力向股東及潛在投資者提供高水平之披露及財務透明度。為向投資者及潛在投資者提供有效之披露，並確保彼等全部均可同時公平地取得相同資料，可能影響股價之資料將按照上市規則之規定以正式公開公告方式發表。本公司亦歡迎股東於股東週年大會及股東特別大會上提出意見及查詢。

舉報政策

每名員工均被視為非正式監察者。本集團仰賴各級僱員全員監督質素、操守、專業水平及本集團標準。本集團聆聽僱員之關注事項，廣納意見，以改善本集團之常規及監控，並適時公佈本集團政策變動及其他事宜之通訊。

鑒於企管守則的守則條文修訂於二零二二年一月一日生效，本公司檢討其舉報政策，為其客戶及供應商提供舉報渠道。

最新的強化管治措施

於二零二二年九月二十九日舉行的會議上，董事會以書面形式正式制訂本公司的反欺詐及反賄賂政策及確保董事會可獲得獨立的觀點及意見的機制，以及董事尋求獨立法律意見的程序。

Biographical Information of Directors and Senior Management

董事及高級管理人員履歷

DIRECTORS

Executive Directors

Mr. Lee Kwok Leung, aged 68, was nominated and appointed as an Executive Director and the Chairman by the Shareholders at the first EGM in 2014. On 15 January 2021, he resigned as the Chairman and remained as an Executive Director. Mr. Lee was re-appointed the Chairman with effect from 22 February 2022. He is currently an authorized representative of the Company under Rule 3.05 of the Listing Rules and a director in a number of subsidiaries of the Company, including Guangzhou Mayer as well as the legal representative and a member of the general management and control committee (the “**GMC Committee**”) of Guangzhou Mayer.

He has over twenty years of experience in asset management for professional and institutional investors. He has extensive experience in portfolio construction, portfolio management, risk assessment and investment due-diligence. Mr. Lee was the managing director of BOCI Direct Investment Management Limited (currently known as BOC Investment Management Limited) from 1992 to 1999, when he was responsible for the overall management of the private equity fund. He is the representative and a responsible officer of Success Advance Investments Limited, a Type 4 (advising on securities) and Type 9 (asset management) regulated entity registered with the Securities and Futures Commission of Hong Kong.

He is presently an executive director of China Internet Investment Finance Holdings Limited (formerly known as Opes Asia Development Limited) (stock code: 810) and an independent non-executive director of Ev Dynamics (Holdings) Limited (stock code 476), both companies being listed on the Stock Exchange. He was an independent non-executive director of Guoan International Limited, a company listed on the Stock Exchange (stock code: 143) and Singapore Exchange (stock code: G11), from 1 June 2000 to 27 August 2021. Further, he was a non-executive director of Starlight Culture Entertainment Group Limited (formerly known as Karce International Holdings Company Limited, and subsequently Sinogreen Energy International Group Limited and Jimei International Entertainment Group Limited) (stock code: 1159), a company listed on the Stock Exchange, until 31 August 2013.

Mr. Zhou Shi Hao, aged 27, was appointed an Executive Director with effect from 29 November 2019 and is a director in a number of subsidiaries of the Company, including Happy (Hong Kong) New City Group Limited. He is currently the sole director of Harbour Prestige International Limited, a substantial shareholder of the Company.

He graduated from the Faculty of Commerce and Business Administration of the University of British Columbia, Canada with a Bachelor of Commerce degree in 2018 and worked as a senior marketing consultant at TELUS after graduation..

董事

執行董事

李國樑先生，68歲，於二零一四年第一次股東特別大會上獲提名及獲股東委任為執行董事兼主席。於二零二一年一月十五日，李先生辭任主席但仍保留執行董事一職。李先生於二零二二年二月二十二日重新獲委任為主席。李先生現時為上市規則第3.05條下本公司之授權代表及本公司多間附屬公司（包括廣州美亞）之董事以及廣州美亞之法人代表與一般管理及控制委員會（「**管控委員會**」）之成員。

李先生在為專業及機構投資者管理資產方面擁有超過二十年經驗。彼於構建投資組合、投資組合管理、風險評估及投資盡職審查方面擁有豐富經驗。李先生曾於一九九二年至一九九九年出任中銀國際直接投資管理有限公司（現稱中銀投資管理有限公司）之董事總經理，負責私募基金整體管理。彼現為駿程投資有限公司之代表及負責人員，此公司為已向香港證券及期貨事務監察委員會註冊之第4類（就證券提供意見）及第9類（提供資產管理）受規管實體。

彼現為中國互聯網投資金融集團有限公司（前稱華保亞洲發展有限公司）（股份代號：810）之執行董事以及科軒動力（控股）有限公司（股份代號：476）之獨立非執行董事，該等公司均於聯交所上市。彼於二零零零年六月一日至二零二一年八月二十七日出任國安國際有限公司之獨立非執行董事，此公司於聯交所（股份代號：143）及新加坡交易所（股份代號：G11）上市。此外，彼曾出任聯交所上市公司星光文化娛樂集團有限公司（前稱泰盛實業集團有限公司，隨後曾經名為中國綠能國際集團有限公司及集美國際娛樂集團有限公司）（股份代號：1159）之非執行董事，直至二零一三年八月三十一日為止。

周世豪先生，27歲，於二零一九年十一月二十九獲委任為執行董事，並為眾樂（香港）新城市控股集團有限公司等本公司多間附屬公司之董事。彼現為本公司主要股東港威國際有限公司之唯一董事。

彼於二零一八年畢業於加拿大英屬哥倫比亞大學工商管理學院(Faculty of Commerce and Business Administration of the University of British Columbia, Canada)，取得商學士學位，並於畢業後於TELUS任職高級營銷顧問。

Biographical Information of Directors and Senior Management 董事及高級管理人員履歷

Mr. Chen Zhirui, aged 45, was appointed as an Executive Director with effect from 29 November 2019 and is also a director in various subsidiaries of the Company.

He has over 20 years of experience in the property industry. He has been employed by various companies in the property industry in Zhuhai City of the PRC over the years. He was appointed as the managing director of Zhuhai Hengqin Zhongle Investment Company Limited* (珠海橫琴眾樂投資有限公司) from 2016 to 2018. Since then, he has been appointed concurrently as the managing director of Zhuhai Zhongle City Renewal Company Limited* (珠海眾樂城市更新有限公司) (“**Zongle**”), the vice chairman and executive vice general manager of Zhuhai Hua Fa Fenghuang Property Development Limited* (珠海華發鳳凰房產開發有限公司) and the vice chairman and executive vice general manager of Zhuhai Hau Fa Yue Tang Property Development Limited* (珠海華發月堂房產開發有限公司) (“**Yue Tang**”). Presently, Zongle is a subsidiary of the Company and Yue Tang is an associate of the Company.

He holds a Bachelor’s degree in civil engineering from the Southeast University in the PRC.

Mr. Xiao Libo, aged 46, was appointed an Executive Director on 9 November 2021 and the CEO on 26 November 2021. He is a director of certain subsidiaries of the Company, including Guangzhou Mayer.

Mr. Xiao has worked in different types of companies for more than 20 years, including Legend Holdings Corporation, Shenzhen Qunlixin Industrial Company Ltd.* (深圳市群立鑫實業有限公司), Anno (Shenzhen) Innovation Technology Company Limited* (安諾(深圳)創新技術有限公司) and Shenzhen Ruiyuan Power Technology Company Limited* (深圳瑞源動力科技有限公司). He has many years of experience in sales, operation and management.

He graduated from Jiangxi University of Technology in the PRC, majoring in business administration.

Dr. Cheung Ka Yue, aged 50, was appointed as an Independent Non-executive Director on 9 November 2021, was re-designated as a Non-executive Director on 30 November 2021 and was further re-designated as an Executive Director with effect from 26 April 2022. He is also a director of certain subsidiaries of the Company, including Guangzhou Mayer and a member of the GMC Committee of Guangzhou Mayer.

Dr. Cheung has over 20 years of experience in strategic investment, business administration and commercial developments. He has profound knowledge and extensive experience in the regulatory, corporate finance, compliance and corporate governance fields.

Dr. Cheung is active in public and community service. He is a committee member of Sha Tin District National Education Committee in Hong Kong and an adviser of Scout Association of Hong Kong New Territories East Region.

陳志睿先生，45歲，於二零一九年十一月二十九日獲委任為執行董事，並亦為本公司多間附屬公司之董事。

陳先生於地產行業擁有逾廿年經驗。彼多年來於中國珠海市多間地產行業公司任職。於二零一六年至二零一八年，彼獲委任為珠海橫琴眾樂投資有限公司董事總經理。及後至今，彼同時兼任珠海眾樂城市更新有限公司（「眾樂」）董事總經理、珠海華發鳳凰房產開發有限公司副董事長及常務副總經理以及珠海華發月堂房產開發有限公司（「月堂」）副董事長及常務副總經理。現時，眾樂為本公司附屬公司，而月堂為本公司聯營公司。

彼持有中國東南大學土木工程系之學士學位。

肖立波先生，46歲，於二零二一年十一月九日獲委任為執行董事，及於二零二一年十一月二十六日獲委任為行政總裁。彼為本公司若干附屬公司（包括廣州美亞）之董事。

肖先生於不同類型公司任職逾20年，包括聯想控股股份有限公司、深圳市群立鑫實業有限公司、安諾（深圳）創新技術有限公司及深圳瑞源動力科技有限公司。彼擁有多年銷售、營運及管理經驗。

彼畢業於中國江西科技學院，主修工商管理。

張嘉裕博士，50歲，於二零二一年十一月九日獲委任為獨立非執行董事，於二零二一年十一月三十日調任為非執行董事，及於二零二二年四月二十六日進一步調任為執行董事。彼亦為本公司若干附屬公司（包括廣州美亞）之董事，以及廣州美亞之管控委員會成員。

張博士於戰略投資、工商管理及商業發展擁有超過20年經驗。彼於法規、企業融資、合規與企業管治領域具有淵博知識和豐富經驗。

張博士積極參與公共及社會服務。彼現時擔任香港國民教育沙田區委員會委員及香港童軍總會新界東地域顧問。

Biographical Information of Directors and Senior Management

董事及高級管理人員履歷

As a practising accountant in Hong Kong, Dr. Cheung holds a doctoral degree in business administration, a master's degree in laws, a master's degree in professional accountancy and a bachelor's degree in accounting.

Dr. Cheung is currently an independent non-executive director of IAG Holdings Limited (stock code: 8513) and has been appointed as an independent non-executive director of Success Dragon International Holdings Limited (stock code: 1182) with effect from 19 October 2022, both companies listed on the Stock Exchange.

Non-Executive Director

Mr. Lam Chung Chak, aged 48, was appointed as a Non-executive Director on 25 November 2021. He is a son of Ms. Wong Shek Kwan, a substantial shareholder of the Company.

He has over 18 years of experience in operation and investment of logistic, real estate development and food and beverage projects in Hong Kong and the PRC. He is currently the managing director of Citi-Base Holdings Limited.

He obtained a master's degree from the University of Toronto in Canada.

Independent Non-Executive Directors

Mr. Lau Kwok Hung, aged 75, was appointed an INED on 9 October 2014 and is the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee.

He has extensive experience in financial accounting, auditing, taxation, company secretarial matter and corporate finance, especially in mergers, acquisitions and corporate restructuring.

Mr. Lau is currently an independent non-executive director of Huaxi Holdings Company Limited (stock code: 1689), and was an executive director and company secretary of Rich Goldman Holdings Limited (stock code: 70) (formerly known as Massive Resources International Corporation and subsequently Neptune Group Limited), the issued shares of which are listed on the Main Board of the Stock Exchange.

A certified public accountant in Hong Kong, Mr. Lau is a fellow of the HKICPA and was a fellow of the Association of Chartered Certified Accountants in England and an associate member of the Chartered Institute of Management Accountants. Mr. Lau holds a Senior Executive Master Degree in Business Administration from Charles Darwin University in Australia and has obtained a Diploma in Insolvency issued by the HKICPA and an Executive Diploma in International Business Valuation issued by the School of Professional and Continuing Education of the University of Hong Kong.

作為香港執業會計師，張博士持有工商管理學博士學位、法學碩士學位、專業會計學碩士學位及會計學學士學位。

張博士現為官氹控股有限公司（股份代號：8513）之獨立非執行董事及自二零二二年十月十九日起獲委任為勝龍國際控股有限公司（股份代號：1182）之獨立非執行董事，該兩間公司均於聯交所上市。

非執行董事

林宗澤先生，48歲，於二零二一年十一月二十五日獲委任為非執行董事。彼為本公司之主要股東王石筠女士之兒子。

彼於中港兩地物流、房地產開發及餐飲項目營運及投資方面擁有超過18年經驗。彼現時為港基控股有限公司之董事總經理。

彼取得加拿大多倫多大學(University of Toronto)之碩士學位。

獨立非執行董事

劉國雄先生，75歲，於二零一四年十月九日獲委任為獨立非執行董事，並為審核委員會之主席以及提名委員會及薪酬委員會之成員。

彼於財務會計、核數、稅務、公司秘書事務及企業融資，尤其在合併、收購及企業重組方面具有豐富經驗。

劉先生現為華禧控股有限公司（股份代號：1689）之獨立非執行董事，並曾擔任金粵控股有限公司（股份代號：70）（前稱駿雷國際有限公司，隨後曾經名為海王國際集團有限公司）之執行董事及公司秘書，該等公司之已發行股份於聯交所主板上市。

作為香港執業會計師，劉先生為香港會計師公會之資深會員，並為英國特許公認會計師公會前資深會員及英國特許管理會計師公會前會員。劉先生持有澳洲查爾斯達爾文大學(Charles Darwin University)頒授之高級管理人員工商管理碩士學位，並已取得由香港會計師公會頒發之破產文憑(Diploma in Insolvency)及由香港大學專業進修學院頒發之國際商業估值行政人員文憑(Executive Diploma in International Business Valuation)。

Biographical Information of Directors and Senior Management

董事及高級管理人員履歷

Mr. Chan Chun Kit, aged 37, appointed as an INED with effect from 9 November 2021 and is the chairman of each of the Nomination Committee and the Remuneration Committee and a member of the Audit Committee.

He was (i) the compliance director of Supreme China Securities Limited, a licensed corporation to conduct type 1 (dealing in securities) regulated activity under the SFO from August 2014 to June 2016; (ii) the Responsible Officer of OX Financial Securities Limited, a licensed corporation to conduct type 1 (dealing in securities) regulated activity under the SFO from 15 December 2016 to 15 March 2017; and (iii) the director of VisTreasure Asset Management Limited, a licensed corporation to conduct type 4 (advising on securities) and type 9 (asset management) regulated activity under the SFO from 2017 until 2019.

He was an independent non-executive director and a non-executive director of Echo International Holdings Group Limited (stock code: 8218), the issued shares of which are listed on the GEM of the Stock Exchange, from 30 January 2015 to 9 March 2015 and from 9 March 2015 to 31 March 2020, respectively.

He graduated from the University of Exeter in England with a Bachelor's Degree in Business Studies (majoring in Finance and Economics) in 2009.

Mr. Lu Jianping, aged 58, was appointed an INED with effect from 28 February 2022 and is a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee, as well as a supervisor and a member of the GMC Committee of Guangzhou Mayer.

He has over 30 years' engineering and management experience gained from working in a number of companies in Guangzhou and Tsingtao in the PRC. He is currently a professional technical staff of Guangzhou Yangcheng Property Management Co., Ltd.

He graduated from Jingqiao University in the PRC with a professional diploma in laws.

SENIOR MANAGEMENT

Various businesses of the Group are respectively under the direct responsibility of the Executive Directors named above, led by the Chairman. They are regarded as members of the Group's senior management.

陳振傑先生，37歲，於二零二一年十一月九日獲委任為獨立非執行董事，並為提名委員會及薪酬委員會各自之主席以及審核委員會之成員。

彼(i)於二零一四年八月至二零一六年六月擔任智華證券有限公司(根據證券及期貨條例可進行第1類(證券交易)受規管活動之持牌法團)之合規董事；(ii)於二零一六年十二月十五日至二零一七年三月十五日擔任OX Financial Securities Limited(根據證券及期貨條例可進行第1類(證券交易)受規管活動之持牌法團)之負責人員；及(iii)於二零一七年至二零一九年為VisTreasure Asset Management Limited(根據證券及期貨條例可進行第4類(就證券提供意見)及第9類(提供資產管理)受規管活動之持牌法團)之董事。

彼於二零一五年一月三十日至二零一五年三月九日及二零一五年三月九日至二零二零年三月三十一日期間分別為毅高(國際)控股集團有限公司(股份代號：8218)之獨立非執行董事及非執行董事。該公司之已發行股份於聯交所GEM上市。

彼於二零零九年畢業於英國埃克塞特大學，獲頒授商學學士學位(主修財務及經濟)。

陸建平先生，58歲，於二零二二年二月二十八日獲委任為獨立非執行董事，並為審核委員會、提名委員會及薪酬委員會各自之成員，以及廣州美亞之監事及管控委員會成員。

彼因任職於中國廣州市及青島市多間公司而累積逾30年工程及管理經驗。彼目前為廣州羊城物業管理有限公司之專業技術人員。

彼畢業於中國京橋大學，獲得法律專業文憑。

高級管理層

上述執行董事在主席領導下分別直接負責本集團多項業務。彼等被視為本集團的高級管理層成員。

Report of the Directors

董事會報告

The Directors are pleased to present this report of the Directors together with the audited financial statements of the Company and the Group for the Reporting Period.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in note 37 to the consolidated financial statements.

The Group is principally engaged in (i) the processing, manufacturing and selling of steel sheets, steel pipes and other steel products in the PRC, and (ii) urban renewal project planning and consulting in the PRC.

An analysis of the Group's performance for the Reporting Period is set out in Segment Information in note 10 to the consolidated financial statements.

BUSINESS REVIEW

Details of business review during the Reporting Period are set out in the "Business Review" section of the "Management Discussion and Analysis" on pages 8 to 13 of this Report.

ENVIRONMENTAL POLICY AND PERFORMANCE

The Group has endeavoured to protect the environment by minimizing environmental adverse in daily operations, such as investing in energy-efficient lighting and equipment, enhancing paper recycling to reduce consumption and waste, and raising the environmental awareness of our employees. The Group will continue to seek better environmental practices and promote the right environmental attitudes within the organization.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

The Company was incorporated in the Cayman Islands with its issued Shares listed and traded on the main board of the Stock Exchange. The Group principally engaged in the processing, manufacturing and selling of steel sheets, steel pipes and other steel products in the PRC, as well as urban renewal project planning and consulting in the PRC.

The Group has kept itself abreast of the development of laws, rules and regulations which have or may have an impact on the operation of its business. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Group has complied in material respects with the relevant laws and regulations in the Cayman Islands, Hong Kong, Singapore, the PRC and the British Virgin Islands during the Reporting Period.

董事欣然提呈本董事會報告連同本公司及本集團於報告期之經審核財務報表。

主要業務及營運地區分析

本公司之主要業務為投資控股。其主要附屬公司之業務載於綜合財務報表附註37。

本集團之主要業務為(i)於中國加工、製造及銷售鋼片、鋼管及其他鋼製產品；及(ii)中國之城市更新項目規劃及諮詢。

本集團於報告期之表現分析載於綜合財務報表附註10之分部資料。

業務回顧

於報告期業務回顧之詳情載於本報告第8至13頁中之「管理層討論及分析」一節的「業務回顧」一節。

環境政策及表現

本集團致力盡量降低日常營運對環境之不利影響，藉此保護環境，包括投資於節能燈具及設備、鼓勵紙張回收以減少消耗和廢物，並提升僱員之環保意識。本集團將繼續尋求更優秀之環保措施，並於組織內推廣正確的環保意識。

遵守相關法律及法規

本公司於開曼群島註冊成立，其已發行之股份於聯交所主板上市及交易。本集團之主要業務為於中國加工、製造及銷售鋼片、鋼管及其他鋼製產品以及在中國提供城市更新項目規劃及諮詢。

本集團及時了解對其業務經營產生影響或可能產生影響的法律、規則及條例之相關新情況。據董事於作出一切合理查詢後所深知、盡悉及確信，本集團於報告期已在各重大方面遵守開曼群島、香港、新加坡、中國及英屬處女群島相關法律及法規。

Report of the Directors

董事會報告

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Company is committed to maintaining, and has maintained, good relationships with, its employees, customers and suppliers with a view to fostering better mutual understanding and/or a sense of belonging towards the Company. This is conducive to implementing the Group's strategies and business objectives, as well as the Group's business development and sustainability in the long run.

Employees

The Group believes that its employees are critical factors to the Group's success and competitiveness in the market. To attract high calibre people and solidify the management of the Group, eligible participants (including employees of the Group) may be granted options to subscribe for the Shares pursuant to the Share Option Scheme. The Group also provides continuous learning and training programs to its employees to enhance their skills and knowledge so as to maintain their competitiveness.

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 are monitored by the Board and the Remuneration Committee having regard to the Company's operating results, individual performance and comparable market statistics.

Customers

Customer satisfaction with the products and services of the Group has a profound effect on the Group's profitability. Its dedicated team of sales people are in constant communication with customers and potential customers to uncover and create customer needs and help customers make informed decisions. The Group will continue to grasp the market trend so as to timely adjust its operating strategies to fit the market requirement.

Suppliers

Collaborative and mutual beneficial business relationship with the Group's strategic suppliers and contractors is important to achieve higher levels of efficiency and competitive advantage. The Group evaluates the capabilities of its suppliers and contractors to determine whether they are able to meet its requirement and needs from time to time. Developing and maintaining good relationship with various commercial banks, financial institutions and high net-worth individuals are always the main tasks of the Group because its operations require on-going funding to maintain continuous growth.

與僱員、客戶及供應商的主要關係

為促進改善相互了解及／或對本公司的歸屬感，本公司致力與僱員、客戶及供應商保持（並一直保持）良好關係。此舉有助執行本集團的策略及業務目標，且長遠而言亦有利於本集團的業務發展及可持續發展能力。

僱員

本集團相信其僱員為本集團市場競爭優勢的關鍵成功因素。為有利於引進高端人才和穩定本集團的管理層，合資格參與者（包括本集團僱員）可根據購股權計劃獲授購股權以認購股份。本集團亦為僱員提供持續學習及培訓計劃，以提升彼等的技能及知識，藉此維持彼等的競爭力。

本集團僱員之酬金政策由薪酬委員會根據僱員之功績、資歷及能力制訂。董事之酬金受董事會及薪酬委員會監察，當中會參考本公司經營業績、個人表現及市場可資比較數據。

客戶

客戶對本集團的產品和服務的滿意度對本集團盈利能力產生深遠的影響。專業的銷售團隊與客戶及潛在客戶不斷的溝通，發現及創造客戶需要並協助客戶在知情的基礎上作出決策。本集團將繼續把握市場走勢、及時調整經營策略以適應市場需求。

供應商

本集團與戰略供應商和承包商的協作和互惠互利業務合作關係對實現更高的效率和競爭優勢至關重要。本集團不時對供應商及承包商的能力進行評估，以確定彼等是否能夠達到其要求及需求。與各商業銀行和金融機構發展和維護良好關係一直乃本集團的主要任務，原因在於經營需要持續的資金保持持續增長。

MAJOR CUSTOMERS AND SUPPLIERS

The largest and the five largest customers accounted for 9.61% and 31.77% (for the year ended 31 December 2020: 11.1% and 28.0% respectively) of the Group's total turnover for the Reporting Period, respectively. The largest and the five largest suppliers accounted for 25% and 53% (for the year ended 31 December 2020: 21.8% and 44.8% respectively) of the Group's purchases for the Reporting Period, respectively. None of the Directors, their associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

CONNECTED TRANSACTIONS AND RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business of the Group are set out in the note 36 to the consolidated financial statements. None of these related party transactions constitute any connected transactions as defined under Chapter 14A of the Listing Rules.

BORROWINGS

Details of borrowings of the Group during the Reporting Period are set out in notes 27 and 35 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the Reporting Period are set out in the consolidated statement of profit and loss and the consolidated statement of profit or loss and other comprehensive income on pages 83 and 84, respectively of this Report.

No interim dividend was declared during the Reporting Period. The Board does not recommend the payment of a final dividend.

SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities of the Group for the last five years including the period for 18 months ended 30 June 2022 is set out on page 160 of this Report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the Reporting Period are set out in note 17 to the consolidated financial statements.

主要客戶及供應商

最大及五大客戶於報告期分別佔本集團總營業額之9.61%及31.77%（截至二零二零年十二月三十一日止年度：分別11.1%及28.0%）。最大及五大供應商則分別佔本集團於報告期採購額之25%及53%（截至二零二零年十二月三十一日止年度：21.8%及44.8%）。概無董事、彼等之聯繫人或任何股東（據董事所知擁有本公司股本逾5%者）於該等主要客戶及供應商中擁有任何權益。

關連交易及關聯方交易

於本集團日常業務過程中進行之重大關聯方交易詳情載於綜合財務報表附註36。該等關聯方交易概不構成上市規則第十四A章下之任何關連交易。

借貸

本集團於報告期之借貸詳情載於綜合財務報表附註27及35。

業績及股息

本集團於報告期之業績分別載於本報告第83及84頁中之綜合損益表及綜合損益及其他全面收益表。

於報告期並無宣派任何中期股息。董事會不建議派付任何末期股息。

財務資料摘要

本集團過去五年（包括截至二零二二年六月三十日止十八個月期間）之業績以及資產及負債摘要載於本報告第160頁。

物業、廠房及設備

本集團之物業、廠房及設備於報告期之變動詳情載於綜合財務報表附註17。

Report of the Directors

董事會報告

SHARE CAPITAL

Details of the movements in the Company's share capital during the Reporting Period are set out in note 31 to the consolidated financial statements.

RESERVES

Details of the movements of the reserves of the Company and the Group during the Reporting Period are set out in note 32 to the consolidated financial statements and in the consolidated statement of changes in equity on page 87 of this Report, respectively.

DISTRIBUTABLE RESERVE

As at 30 June 2022 and 31 December 2020, the Company had no distributable reserves available for distribution to the Shareholders.

SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 30 June 2022 are set out in note 37 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

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

SHARE OPTION SCHEME

The Company's share option scheme previously adopted on 24 May 2004 had expired on 24 May 2014 (the "Old Share Option Scheme"). Under the Old Share Option Scheme, no options were granted from its adoption until expiration.

The Shareholders approved the adoption of the Share Option Scheme at a general meeting of the Company held on 31 May 2019. The relevant details of the Share Option Scheme were set out in the circular of the Company dated 30 April 2019 (the "Circular"). Unless otherwise defined, the capitalized terms set out herein shall have the same respective meanings as set out in the Circular.

Purpose

The purpose of the Share Option Scheme is to reward Participants who have contributed to the Group and to encourage Participants to work towards enhancing the value of the Company and the Shares for the benefit of the Company and the Shareholders as a whole. The Board considers that the Share Option Scheme will incentivise more persons to contribute positively to the Group, and facilitate the retention and the recruitment of high-calibre staff of the Group.

股本

本公司之股本於報告期之變動詳情載於綜合財務報表附註31。

儲備

本公司及本集團之儲備於報告期之變動詳情分別載於綜合財務報表附註32及本報告第87頁中之綜合權益變動表。

可供分派儲備

於二零二二年六月三十日及二零二零年十二月三十一日，本公司並無可分派予股東之可供分派儲備。

附屬公司

本公司於二零二二年六月三十日之主要附屬公司詳情載於綜合財務報表附註37。

優先購買權

組織章程細則或開曼群島法律均無載列優先購買權條文，規定本公司須按比例向現有股東提呈發售新股份。

購股權計劃

本公司以往於二零零四年五月二十四日採納之購股權計劃已於二零一四年五月二十四日屆滿（「舊購股權計劃」）。自採納起直至屆滿為止，概無於舊購股權計劃項下授出任何購股權。

股東於二零一九年五月三十一日舉行之本公司股東大會上批准採納購股權計劃。購股計劃之相關詳情載於本公司日期為二零一九年四月三十日之通函（「通函」）內。除非另有界定，否則本節所用專有詞彙分別具有通函所載之相同涵義。

目的

購股權計劃旨在獎勵為本集團作出貢獻之參與者，並鼓勵參與者為本公司及股東之整體利益，努力提升本公司及其股份之價值。董事會認為，購股權計劃將激勵更多人士為本集團作出貢獻，並有利於本集團挽留及招攬優秀員工。

Participants

Participants, including advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters and service providers of the Group, will be determined by the Board according to their potential and/or actual contribution to the business affairs of and benefits to the Group. Employees and directors of the Group, including full-time or part-time employees, directors, management, consultants and advisers will be given incentives to work towards enhancing the value and attaining the long-term objectives of the Company and for the benefit of the Group.

Previous Scheme Mandate Limit

The total number of Shares issuable pursuant to the Share Option Scheme was 174,800,000 Shares, unless the Company obtains an approval from the Shareholders to refresh the 10% limit on the basis that the maximum number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other option schemes of the Company shall not exceed 30% of the issued share capital of the Company from time to time.

Maximum Entitlement of Each Participant

The maximum number of Shares issued and to be issued upon exercise of the Options granted to each grantee under the Share Option Scheme in any 12-month period shall not exceed: (i) 1% of the Shares in issue for the time being; and (ii) 0.1% the Shares in issue and a value of HK\$5 million if the grantee is a substantial shareholder of the Company or an INED or any of their respective associates.

Exercise Price

The exercise price shall be determined by the Board in its absolute discretion but in any event shall not be less than the highest of (i) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant which must be a Business Day; (ii) the average of the closing prices of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five Business Days immediately preceding the Date of Grant; and (iii) the nominal value of the Shares.

Exercise Period

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during the period to be notified by the Board to each grantee upon the grant of Options (the "Exercise Period"); such period shall not exceed ten years from the date of grant of the relevant Option. Options granted during the life of the Share Option Scheme shall continue to be exercisable in accordance with their terms of grant after the end of the ten-year Period.

Vesting Period

There is no general requirement on the minimum period for which an Option must be held or the performance targets which must be achieved under the terms of the Share Option Scheme.

參與者

參與者 (包括本集團之諮詢人、顧問、分銷商、承辦商、供應商、代理商、客戶、業務夥伴、合營企業業務夥伴、發起人及服務供應商) 將由董事會根據彼等為本集團之業務及利益所作出之潛在及/或實際貢獻釐定。本集團僱員及董事 (包括全職或兼職僱員、董事、管理層、顧問及諮詢人) 獲發獎勵藉以努力提升本公司之價值及達成長遠目標, 使本集團獲益。

前計劃授權上限

整體而言, 根據購股權計劃可予發行之股份總數為174,800,000股, 除非本公司獲股東批准更新10%限額, 基準為因根據購股權計劃及本公司任何其他購股權計劃已授出但尚未行使之所有發行在外購股權獲行使而可予發行之股份數目上限, 不得超過本公司不時已發行股本30%。

各參與者之最高權利

在任何12個月期間因根據購股權計劃授予各承授人之購股權獲行使而已發行及將予發行之股份數目上限不得超過:(i)當時已發行股份1%;及(ii)倘若承授人為本公司主要股東或獨立非執行董事或彼等各自任何聯繫人, 不得超過已發行股份0.1%及價值不超過5百萬港元。

行使價

行使價由董事會全權酌情釐定, 惟無論如何不得低於下列各項中最高者:(i)於授出日期 (必須為營業日) 聯交所每日報價表所報股份收市價;(ii)緊接授出日期前五個營業日聯交所每日報價表所報股份平均收市價;及(iii)股份面值。

行使期

購股權可於董事會於授出購股權時通知各承授人之期間 ("行使期"), 不得超過由授出相關購股權日期起計十年) 隨時根據購股權計劃之條款行使。在購股權計劃仍然有效之期間內授出之購股權, 在該十年期間屆滿後將可根據購股權於授出時之條款繼續行使。

歸屬期

根據購股權計劃之條款, 並無有關須持有購股權之最短期限或必須達到之表現目標之一般規定。

Report of the Directors

董事會報告

Amount Payable on Acceptance and Payment Period

HK\$1.00 is payable by the grantee to the Company upon acceptance of the Option which must be taken up within 28 days from the date of offer.

Remaining Life

The Share Option Scheme is valid and effective for a term of ten years from the date of adoption until 30 May 2029.

Grant of Options During the Reporting Period

On 12 January 2022, the Company entered into a consultancy agreement with Sino Light Investment Advisory Limited (the “**Grantee**” and the “**Consultancy Agreement**”, respectively), and pursuant to which:

- (i) the Company had appointed the Grantee as a consultant of the Company for the provision of the Consultancy Services (as defined in the Consultancy Agreement) for a term of two years from the Completion Date (as defined in the Consultancy Agreement); and
- (ii) the Board had resolved to grant 174,800,000 Options to the Grantee to subscribe for a total of 174,800,000 Shares under the Share Option Scheme, subject to the conditions precedent set out under the Consultancy Agreement, as consideration for the Consultancy Services.

An ordinary resolution regarding the entering into of the Consultancy Agreement involving the grant of Options (the particulars of which are stated below) was passed by the Shareholders at the 2022 EGM.

Details of the Options

Grant Date:

12 January 2022

Exercise Price of Options Granted:

HK\$0.20 per Share

Closing Price immediately before Grant Date:

HK\$0.19 per Share as quoted on the Stock Exchange

Number of Options Granted:

174,800,000 Options (each Option shall entitle the holder thereof to subscribe for one Share)

Validity and Exercise Period of Options:

Subject to the Share Option Scheme, the Options are valid and exercisable in whole or in part for a period of ten years from the Grant Date.

有關接納的應付款項及付款期間

承授人須於接納購股權後向本公司支付1.00港元，而購股權須自要約日期起計28日內接納。

剩餘年限

購股權計劃自採納日期直至二零二九年五月三十日生效，為期十年。

於報告期授出購股權

於二零二二年一月十二日，本公司與凌勵投資顧問有限公司（「承授人」）訂立一份諮詢協議（「諮詢協議」），據此：

- (i) 本公司委任承授人為本公司顧問提供諮詢服務（定義見諮詢協議），並自完成日期（定義見諮詢協議）起為期兩年；及
- (ii) 董事會決議根據購股權計劃向承授人授出174,800,000份購股權，以認購合共174,800,000股股份，作為諮詢服務的代價，惟須受諮詢協議所載的先決條件規限。

股東於二零二二年股東特別大會上通過一項有關簽訂涉及授出購股權（有關詳情載於下文）的諮詢協議的普通決議案。

購股權詳情

授出日期：

二零二二年一月十二日

已授出購股權之行使價：

每股股份0.20港元

緊接授出日期前之收市價：

在聯交所所報每股0.19港元

已授出購股權數目：

174,800,000份購股權（每份購股權賦予其持有人權利認購一股股份）

購股權之有效期及行使期：

依據購股權計劃，購股權於由授出購股權日期起計十年期內有效，可全部或部分行使。

Vesting Conditions:

- i) 50% of the Options shall be vested on the date of completion of the Joint Venture Agreement (as defined in the Consultancy Agreement) to be entered into between the Company and a Business Partner (as defined in the Consultancy Agreement), and shall be exercisable until the expiry date of the validity period; and
- ii) conditional upon completion of the Joint Venture Agreement, 50% of the Options shall be vested on the date of the completion of the Equity/Debt Financing (as defined in the Consultancy Agreement) by the Company successfully introduced and facilitated by the Grantee, and shall be exercisable until the expiry date of the validity period.

Refreshment of Scheme Mandate Limit

Following the completion of the Consultancy Agreement, the then maximum number of Shares that could be allotted and issued upon the exercise of options, which might be granted by the Company pursuant to the Share Option Scheme (the “**Scheme Mandate Limit**”) had been fully utilized. The Board, therefore, proposed that the Scheme Mandate Limit be refreshed and an ordinary resolution regarding the refreshment of the Scheme Mandate Limit to 215,800,000 Shares, being 10% of the total number of Shares in issue as at the date of the 2022 EGM, was passed by the Shareholders at the 2022 EGM.

Shares Available for Issue

As at 29 September 2022, a total of 215,800,000 Shares (excluding the underlying Shares comprised in Options that have been granted but not yet exercised, cancelled or lapsed) were available for issue under the Share Option Scheme, which represented 10% of the issued share capital of the Company on that date.

Particulars at Beginning and End of Reporting Period

There were no and 174,800,000 outstanding Options granted under the Share Option Scheme as at 1 January 2021 and 30 June 2022, respectively. During the Reporting Period, no Options were exercised or forfeited/cancelled or lapsed.

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

During the Reporting Period, the Company did not redeem its listed securities; nor did the Company or any of its subsidiaries purchase or sell such securities.

歸屬條件：

- i) 購股權之50%於本公司與合營夥伴(定義見諮詢協議)擬訂立之合營協議(定義見諮詢協議)完成日期歸屬,可於有效期屆滿日期前行使;及
- ii) 待合營協議完成後,購股權之50%於本公司成功完成由承授人引薦及推動之股債融資(定義見諮詢協議)日期歸屬,可於有效期屆滿日期前行使。

更新計劃授權限額

完成諮詢協議後,本公司根據購股權計劃可能授出之購股權予以行使時可配發及發行之當時最高股份數目(「**計劃授權限額**」)已全部動用。因此,董事會建議更新計劃授權限額,且有關更新計劃授權限額至215,800,000股股份(即於二零二二年股東特別大會之日已發行股份總數之10%)的普通決議案於二零二二年股東特別大會上獲股東通過。

可供發行股份

於二零二二年九月二十九日,合計215,800,000股股份(不包括已授出但尚未獲行使、註銷或失效的期權所包含的相關股份)可根據購股權計劃發行,並佔本公司於該日已發行股本之10%。

於報告期初及期末之詳情

於二零二一年一月一日,並無根據購股權計劃尚未行使之購股權;而於二零二二年六月三十日,根據購股權計劃已授出174,800,000份尚未行使之購股權。於報告期內並無購股權已獲行使或沒收/註銷或失效。

購買、出售或贖回本公司之上市股份

於報告期內,本公司概無贖回其上市證券;本公司或其任何附屬公司亦概無購買或出售其上市證券。

Report of the Directors

董事會報告

DIRECTORS

The Directors during the Reporting Period and up to the date of this Report have been:

Executive Directors

Mr. Lee Kwok Leung (*Chairman*) (resigned as Chairman on 15.01.2021 and re-appointed on 22.02.2022)

Mr. Zhou Shi Hao
Mr. Chen Zhirui
Mr. Xiao Libo (*Chief Executive Officer*) (appointed on 09.11.2021)

Dr. Cheung Ka Yue (appointed as INED on 09.11.2021, re-designated as NED on 30.11.2021 and further re-designated as Executive Director on 26.4.2022)

Late Mr. Cheng Yuk Ping (appointed as Chairman on 15.01.2021 and passed away on 28.02.2021)

Mr. Xu Lidi (appointed as Chairman on 12.03.2021 and resigned as Chairman and Executive Director on 03.12.2021)

NEDs

Mr. Lam Chung Chak (appointed on 25.11.2021)

Ms. Cheng Bo Kei Peggy (appointed on 25.11.2021 and resigned on 10.03.2022)

Mr. Wang Dongqi (resigned on 11.01.2022)

INEDs

Mr. Lau Kwok Hung
Mr. Chan Chun Kit (appointed on 09.11.2021)

Mr. Lu Jianping (appointed on 28.02.2022)

Mr. Cheung, Eddie Ho Kuen (resigned on 18.11.2021)

Dr. Li Yutong (appointed on 15.01.2021 and removed on 23.03.2022)

Mr. Wong Chi Kin (appointed on 09.11.2021 and resigned on 28.02.2022)

董事

於報告期及截至本報告日期之董事如下：

執行董事

李國樑先生 (主席) (於二零二一年一月十五日辭任主席及於二零二二年二月二十二日重新獲委任為主席)

周世豪先生
陳志睿先生
肖立波先生 (行政總裁)
張嘉裕博士 (於二零二一年十一月九日獲委任)

(於二零二一年十一月九日獲委任為獨立非執行董事，於二零二一年十一月三十日獲調任為非執行董事及於二零二二年四月二十六日再獲調任為執行董事)

鄭旭冰先生 (已故) (於二零二一年一月十五日獲委任為主席及於二零二一年二月二十八日辭世)

徐立地先生 (於二零二一年三月十二日獲委任為主席，並於二零二一年十二月三日辭任主席及執行董事)

非執行董事

林宗澤先生 (於二零二一年十一月二十五日獲委任)

鄭寶麒女士 (於二零二一年十一月二十五日獲委任，並於二零二二年三月十日辭任)

王東奇先生 (於二零二二年一月十一日辭任)

獨立非執行董事

劉國雄先生
陳振傑先生 (於二零二一年十一月九日獲委任)

陸建平先生 (於二零二二年二月二十八日獲委任)

張灝權先生 (於二零二一年十一月十八日辭任)

李雨桐博士 (於二零二一年一月十五日獲委任及於二零二二年三月二十三日罷免)

黃志堅先生 (於二零二一年十一月九日獲委任，並於二零二二年二月二十八日辭任)

Report of the Directors

董事會報告

In accordance with article 112 of the Articles of Association, at each AGM one-third of the Directors for the time being shall retire from office by rotation and shall be eligible for re-election provided that every Director shall retire from office by rotation at least once every three years. Accordingly, Mr. Zhou Shi Hao, Mr. Chen Zhirui and Mr. Lau Kwok Hung shall retire by rotation. All the retiring Directors, being eligible, will offer themselves for re-election at the 2022 AGM.

BIOGRAPHIC INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management of the Group are set out on pages 57 to 60 of this Report.

EMOLUMENTS OF DIRECTORS

Details of the emoluments of the Directors are set out in note 14 to the consolidated financial statements.

RETIREMENT BENEFIT SCHEME

Details of the staff costs of the Group with retirement benefit schemes charged to the consolidated statement of profit or loss for the Reporting Period are set out in notes 13 and 29 to the consolidated financial statements.

DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors has entered into a service agreement or appointment letter with the Company for an initial term of one year commencing on the respective dates of their appointment and shall continue thereafter from year to year until and unless terminated by either party by giving to the other party with not less than one to three months' prior written notice according to the terms of the corresponding service agreement.

Each of the NEDs and the INEDs has entered into a letter of appointment with the Company for an initial term of one year commencing on the respective dates of their appointment and shall continue thereafter from year to year until and unless terminated by either party by giving to the other party one to three months' prior written notice according to the terms of the corresponding appointment letter.

Save as disclosed above, no Directors proposed for re-election at the forthcoming 2022 AGM has a service agreement or appointment letter with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

APPOINTMENT OF INEDS

The Company received each of the current INEDs an annual confirmation of their independence in the Reporting Period or for the period from the respective effective dates of their appointment to 30 June 2022 (as the case may be) pursuant to Rule 3.13 of the Listing Rules and as at the date of this report, still considers all of them to be independent.

按照組織章程細則第112條，於每屆股東週年大會上，當時三分之一的董事應輪席退任，並有資格接受重選，惟每名董事均須至少每三年輪席退任一次。因此，周世豪先生、陳志睿先生及劉國雄先生將輪席退任。所有退任董事均合資格且願意於二零二二年股東週年大會上接受重選。

董事及高級管理人員履歷

本集團之董事及高級管理人員履歷詳情載於本報告第57至60頁。

董事之酬金

董事之酬金詳情載於綜合財務報表附註14。

退休福利計劃

於報告期綜合損益表中扣除之本集團員工成本(連同退休福利計劃)詳情載於綜合財務報表附註13及29。

董事之服務合約

各執行董事已與本公司訂立初步由彼等各自之委任日期起計為期一年之服務協議或委任書，其後將每年重續，直至及除非按照相關服務協議條款任何一方向另一方發出不少於一至三個月之事先書面通知予以終止為止。

各非執行董事及獨立非執行董事已與本公司訂立初步由彼等各自之委任日期起計為期一年之委任書，其後將每年重續，直至及除非按照相關委任書條款任何一方向另一方發出一至三個月之事先書面通知予以終止為止。

除上文所披露者外，概無獲提名於二零二二年股東週年大會上接受重選之董事與本公司訂有不可由本公司於一年內無償(法定賠償除外)終止之服務協議或委任書。

獨立非執行董事之任命

本公司已接獲各獨立非執行董事根據上市規則第3.13條就報告期或自其各自委任生效日期起至二零二二年六月三十日(視情況而定)期間發出之年度獨立性確認書，而於本報告日期，本公司仍然認為獨立非執行董事屬獨立人士。

Report of the Directors

董事會報告

MANAGEMENT CONTRACTS

No contracts (except for the Executive Directors' service agreements) concerning the management and administration of the whole or any substantial part of the business of the Company and the Group was entered into or existed during the Reporting Period.

DIRECTORS' INTERESTS IN CONTRACTS

Saved as disclosed in note 36 to the consolidated financial statements, no Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group, to which the Company or any of its subsidiaries was a party during the Reporting Period.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS

As at 30 June 2022, the Directors' and chief executive's interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO, which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code to be notified to the Company and the Stock Exchange, were as follows:

Name of Directors	Capacity/ nature of interest	Long position/ short position	Number of Shares held	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本之概約百分比
董事姓名	身份／權益性質	好倉／淡倉	所持有之股份數目	
Zhou Shi Hao ("Mr. Zhou") (Note 1) 周世豪 (「周先生」) (附註1)	Interest in a controlled corporation 受控制法團之權益	Long position 好倉	410,000,000	19.00%
Lam Chung Chak ("Mr. Lam") (Note 2) 林宗澤 (「林先生」) (附註2)	Beneficial owner/ Family interest 實益擁有人／家庭權益	Long position 好倉	3,320,000	0.15%

Notes:

- As at 30 June 2022, 410,000,000 Shares, representing approximately 19% of the issued Shares, were held by Harbour Prestige, a company wholly owned by Mr. Zhou who is an Executive Director. By virtue of Divisions 7 and 8 of Part XV of the SFO, Mr. Zhou was deemed to be interested in the 410,000,000 Shares held by Harbour Prestige.
- Mr. Lam and Ms. Cheng Bo Kei Peggy ("Ms. Peggy Cheng") are spouses. Mr. Lam personally held 2,720,000 Shares while Ms. Peggy Cheng personally held 600,000 Shares. Mr. Lam is a son of Ms. Wong Shek Kwan, a substantial shareholder of the Company.
- As at 30 June 2022, there were a total of 2,158,000,000 Shares in issue.

管理合約

報告期概無訂立或存續涉及本公司及本集團所有或任何重要部分業務之管理及行政之合約(執行董事之服務協議除外)。

董事於合約之權益

除綜合財務報表附註36所披露者外,概無董事於報告期直接或間接於本公司或其任何附屬公司所訂立就本集團業務而言屬重大之任何合約中擁有重大權益。

董事及最高行政人員於本公司或其任何相聯法團之股份、相關股份及債權證中之權益及淡倉

於二零二二年六月三十日,董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中所擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例有關條文彼等被當作或被視為擁有之權益及淡倉);或(ii)根據證券及期貨條例第352條須載入該條所述之登記冊之權益及淡倉;或(iii)根據標準守則須知會本公司及聯交所之權益及淡倉如下:

附註:

- 於二零二二年六月三十日,410,000,000股股份(相當於已發行股份約19%)由港威(由執行董事周先生全資擁有之公司)持有。根據證券及期貨條例第XV部第7及8分部,周先生被視為於港威持有之410,000,000股股份中擁有權益。
- 林先生與鄭寶麒女士(「鄭寶麒女士」)為配偶。林先生個人持有2,720,000股股份,而鄭寶麒女士個人持有600,000股股份。林先生為本公司主要股東王石筠女士之兒子。
- 於二零二二年六月三十日,已發行股份合共為2,158,000,000股。

Report of the Directors

董事會報告

Save as disclosed above, none of the Directors, chief executives nor their respective associates had any interests or short positions in any Shares or underlying Shares of our Company or any of its associated corporations (as defined in the SFO) at 30 June 2022.

SUBSTANTIAL SHAREHOLDERS'/OTHER PERSONS' INTEREST AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2022, the interests or short positions of every person or entity, other than a Director or chief executive of the Company, in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO, were as follows:

Long positions in the Shares

Name of Shareholders	Note	Capacity and nature of interest	Number of Shares/underlying Shares held	Approximate percentage of the issued share capital of the Company
股東名稱／姓名	附註	身份及權益性質	所持有之股份／相關股份數目	佔本公司已發行股本之概約百分比
Cheung Ngan 張韜		Beneficial owner 實益擁有人	518,680,000	24.04
Harbour Prestige 港威	1	Beneficial owner 實益擁有人	410,000,000	19.00
Valley Park Global Corporation ("Valley Park")	2	Beneficial owner 實益擁有人	230,000,000	10.66
Liu Qiong 劉琮	2	Interest in controlled corporation 受控制法團之權益	230,000,000	10.66
Wong Shek Kwan 王石筠		Beneficial owner 實益擁有人	217,320,000	10.07
Cheng Siu Ang ("Ms. Cheng") 鄭小鶯 (「鄭女士」)	3	Interests held jointly with another person/Beneficial owner 與其他人士共同持有之權益／實益擁有人	162,000,000	7.51
So Pak Wing ("Mr. So") 蘇柏榮 (「蘇先生」)	3	Interests held jointly with another person/Beneficial owner 與其他人士共同持有之權益／實益擁有人	162,000,000	7.51

除上文所披露者外，於二零二二年六月三十日，概無董事、最高行政人員或彼等之聯繫人於本公司或其任何相聯法團之任何股份或相關股份中擁有任何權益或淡倉。

主要股東／其他人士於本公司股份及相關股份中之權益及淡倉

於二零二二年六月三十日，按本公司根據證券及期貨條例第336條須存置之登記冊所記錄，每名人士（本公司董事或最高行政人員除外）於股份及相關股份之權益或淡倉如下：

於股份之好倉

Report of the Directors

董事會報告

Notes:

1. These 410,000,000 Shares are held by Harbour Prestige, a company wholly owned by Mr. Zhou who is an Executive Director.
2. According to the notice of disclosure of interests of Valley Park filed with the Stock Exchange, Liu Qiong, who is deemed to be interested in 230,000,000 Shares held by Valley Park under Part XV of the SFO, owns 100% of the interest of Valley Park. To the best of the Directors' knowledge, information and belief having made all reasonable enquires, Liu Qiong is an independent third party to the Group and is also not a party acting in concert with any of the Shareholders.
3. These 162,000,000 shares are jointly held by Mr. So and Ms. Cheng. Mr. So is the spouse of Ms. Cheng. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, both Mr. So and Ms. Cheng are independent third parties to the Group and are also not a party acting in concert with any of the Shareholders.
4. As at 30 June 2022, there were a total of 2,158,000 Shares in issue.

Save as disclosed above, as at 30 June 2022, no person or entity had registered an interest or short position in the Shares or underlying Shares that was required to be recorded pursuant to Section 336 of the SFO.

DIRECTORS' RIGHT TO ACQUIRE SHARES

At no time during the Reporting Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors, supervisors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

No contract of significance (whether for the provision of services to the Group or not) in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which any controlling shareholder of the Company or any of its subsidiaries had a material interest, whether directly or indirectly, subsisted at 30 June 2022 or at any time during the Reporting Period ended that date.

附註：

1. 該410,000,000股股份由港威(由執行董事周先生全資擁有之公司)持有。
2. 按照Valley Park提交聯交所存檔之披露權益通知，根據證券及期貨條例第XV部，劉琼擁有Valley Park之100%權益，被視為於Valley Park持有之230,000,000股股份中擁有權益。據董事於作出一切合理查詢後所深知、盡悉及確信，劉琼為本集團之獨立第三方，亦非與任何股東一致行動之人士。
3. 該162,000,000股股份由蘇先生及鄭女士共同持有。蘇先生為鄭女士之配偶。據董事於作出一切合理查詢後所深知、盡悉及確信，蘇先生及鄭女士均為本集團之獨立第三方，亦非與任何股東一致行動之人士。
4. 於二零二二年六月三十日，已發行股份合共為2,158,000股。

除上文所披露者外，於二零二二年六月三十日，並無人士已登記須根據證券及期貨條例第336條記錄於股份或相關股份之權益或淡倉。

董事購入股份之權利

於報告期任何時間，概無任何董事、監事或彼等各自之配偶或未成年子女獲授可藉購入本公司股份或債權證而獲得利益之權利，而彼等亦無行使任何該等權利；而本公司或其任何附屬公司概無訂立任何安排致使董事可於任何其他法人團體獲得該等權利。

控股股東於合約之權益

於二零二二年六月三十日或截至該日止報告期任何時間，概無本公司或其附屬公司為訂約方而本公司或其任何附屬公司控股股東於當中擁有重大權益(不論直接或間接)的與本集團業務有關的重大合約(不論是否為向本集團提供服務)存續。

Report of the Directors

董事會報告

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as the code of conduct regarding securities transactions by the Directors. Having been made specific enquiries by the Company, all the current Directors have confirmed their compliance with the required standard set out in the Model Code during the Reporting Period or for the period from the respective effective dates of their appointment as Directors to 30 June 2022 (as the case may be).

PERMITTED INDEMNITY PROVISION

In accordance with article 175 of the Articles of Association, every Director shall be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted. Subject to the Companies Law, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affection the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

Save as the above, at no time during the Reporting Period, and up to the date of this Report was or is there any permitted indemnity provision (as defined in section 9 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)) being in force for the benefit of any of the Directors (whether made by the Company or otherwise) or any of the directors of any associated company (if made by the Company).

SUFFICIENCY OF PUBLIC FLOAT

Based on the information available to the Company and within the knowledge of the Directors, at least 25% of the Company's total Shares in issue was held by the public as at 30 June 2022.

EQUITY- LINKED AGREEMENTS

No equity-linked agreements that (i) will or may result in the Company issuing Shares or (ii) require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Company during the Reporting Period or existed at the end of such Reporting Period.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or any of their close associates had an interest in a business, which competes or may compete with the business of the Group, or has any other conflict of interest with the Group.

董事進行證券交易的標準守則

本公司已採納標準守則作為董事進行證券交易之行為守則。經向本公司作出特定查詢後，全體董事確認，全體董事於報告期或自彼等各自獲委任為董事之生效日期起至二零二二年六月三十日期間（視乎情況而定）內一直遵守標準守則所載之規定準則。

獲准許的彌償條文

按照本公司之組織章程細則第175條，各名董事有權從本公司的資產中獲得彌償，以彌償其作為本公司之董事在獲判勝訴或獲判無罪的任何民事或刑事法律訴訟中進行抗辯而招致或蒙受的一切損失或責任。在公司法的規限下，倘任何董事或其他人士須個人承擔主要由本公司結欠的任何款項，董事會可簽立或促使簽立任何涉及或影響本公司全部或任何部分資產之按揭、押記或抵押，以彌償方式確保因上述事宜而須負責之董事或人士免因有關責任蒙受任何損失。

除上文所述者外，於報告期任何時間及截至本報告日期為止，概無任何獲准許的彌償條文（定義見香港法例第622D章公司（董事報告）規例第9條）（不論是否由本公司訂立），正或曾經於惠及任何董事或（如由本公司訂立）任何有聯繫公司的董事之情況下有效。

足夠之公眾持股量

基於本公司可得資料及據董事所知，於二零二二年六月三十日，本公司已發行股本總數中至少25%由公眾持有。

股票掛鈎協議

概無(i)將或可能導致本公司發行股份或(ii)要求本公司訂立任何將或可能導致本公司發行股份的股票掛鈎協議由本公司於報告期訂立或於該報告期未存續。

董事於競爭業務之權益

概無董事或彼等之任何緊密聯繫人於與本集團業務構成競爭或可能構成競爭之業務中擁有權益，或與本集團存在任何其他利益衝突。

Report of the Directors

董事會報告

CHANGES IN DIRECTORS' DETAILS

Changes in the Directors' details since the date of the interim report of the Company for the 12 months ended 31 December 2021 (the "Interim Report") or (as the case may be) the date of announcement for the redesignation of Director issued by the Company subsequent to the date of the Interim Report and up to the date of release of the results of the Company for the 18 months ended 30 June 2022, which are required to be disclosed pursuant to Rule 13.51(2) and Rule 13.51B(1) of the Listing Rules, are set out below.

1. Mr. Lee Kwok Leung, Chairman and Executive Director, was appointed a member of the GMC Committee of Guangzhou Mayer with effect from 21 April 2022 and ceased to be an independent director of Imperial Pacific International Holdings Limited (stock code: 1076), a company listed on the Stock Exchange, with effect from 12 August 2022; and
2. Dr. Cheung Ka Yue, a NED, was redesignated as an Executive Director with effect from 26 April 2022 and was appointed as a director and a member of the GMC Committee of Guangzhou Mayer, both with effect from 21 April 2022. He was also appointed as an independent non-executive director of IAG Holdings Limited (stock code: 8513), a company listed on the Stock Exchange, with effect from 30 June 2022.
3. Mr. Lu Jianping, an INED, was appointed as a member of the GMC Committee of Guangzhou Mayer with effect from 21 April 2022.

TAX RELIEF

The Company is not aware of any relief on taxation available to the Shareholders by reason of their holdings of the Shares. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or exercising of any rights in relation to the Shares, they are advised to consult their professional advisers.

CORPORATE GOVERNANCE

Details of the principal corporate governance practices of the Group are set out in the section headed "Corporate Governance Report" in this Report.

董事之詳情變動

自本公司截至二零二一年十二月三十一日止12個月之中期報告(「中期報告」)日期或(視情況而定)本公司於中期報告日期後刊發之董事調任公告日期起及直至本公司截至二零二二年六月三十日止18個月之業績刊發日期,根據上市規則第13.51(2)條及第13.51B(1)條須予披露之董事詳情變動載列如下。

1. 李國樑先生(主席兼執行董事)自二零二二年四月二十一日起獲委任為廣州美亞管控委員會成員,並自二零二二年八月十二日起不再為聯交所上市公司博華太平洋國際控股有限公司(股份代號:1076)之獨立董事;及
2. 張嘉裕博士(非執行董事)自二零二二年四月二十六日起調任執行董事,並自二零二二年四月二十一日起同時獲委任為廣州美亞董事及管控委員會成員。彼亦獲委任為聯交所上市公司官誼控股有限公司(股份代號:8513)之獨立非執行董事,自二零二二年六月三十日起生效。
3. 陸建平(獨立非執行董事)自二零二二年四月二十一日起獲委任為廣州美亞管控委員會成員。

稅項減免

本公司並不知悉股東因持有股份而可獲得的任何稅項減免。倘股東不確定購買、持有、出售、買賣或行使與股份有關的任何權利的稅務影響,建議諮詢其專業顧問。

企業管治

本集團企業管治之詳情載於本報告中之「企業管治報告」一節。

Report of the Directors

董事會報告

INDEPENDENT AUDITORS

The consolidated financial statements for the Reporting Period have been audited by ZHONGHUI ANDA CPA Limited. The Board has taken the recommendation of the Audit Committee that a resolution for the re-appointment of ZHONGHUI ANDA CPA Limited as the independent auditors of the Company will be proposed at the 2022 AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 9 December 2022 to Wednesday, 14 December 2022 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the 2022 AGM, non-registered Shareholders must lodge all the duly completed and stamped transfer documents accompanied by the relevant share certificates with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 8 December 2022.

On behalf of the Board

Lee Kwok Leung

Chairman and Executive Director

Hong Kong, 29 September 2022

獨立核數師

報告期綜合財務報表已經由中匯安達會計師事務所有限公司審核。董事會採納審核委員會之建議，重新委任中匯安達會計師事務所有限公司為本公司獨立核數師之決議案將於二零二二年股東週年大會上提呈。

暫停辦理股份過戶登記

本公司將於二零二二年十二月九日(星期五)至二零二二年十二月十四日(星期三)(包括首尾兩天)暫停辦理股份過戶登記，期間不會辦理股份過戶登記手續。為合資格出席二零二二年股東週年大會並投票，未登記股東須將所有已填妥及蓋印之過戶文件連同相關股票於二零二二年十二月八日(星期四)下午四時三十分前送達本公司之股份過戶登記處香港中央證券登記有限公司，地址為香港皇后大道東183號合和中心17樓1712-16號舖。

代表董事會

主席兼執行董事

李國樑

香港，二零二二年九月二十九日

Independent Auditor's Report

獨立核數師報告



TO THE SHAREHOLDERS OF
MAYER HOLDINGS LIMITED 美亞控股有限公司
(Incorporated in the Cayman Islands with limited liability)

QUALIFIED OPINION

We have audited the consolidated financial statements of Mayer Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 83 to 159, which comprise the consolidated statement of financial position as at 30 June 2022, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the period from 1 January 2021 to 30 June 2022 (the “**Period**”), and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2022, and of its consolidated financial performance and its consolidated cash flows for the period from 1 January 2021 to 30 June 2022 in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR QUALIFIED OPINION

1. Interest in an associate

Included in the consolidated financial statements is interest in an associate, Zhuhai Hua Fa Yue Tang Property Development Limited (the “**Associate**”) with carrying amount of approximately RMB209 million as at 30 June 2022 and share of loss of approximately RMB225,000 for the Period. The Associate is engaged in the urban land redevelopment in Zhuhai, the People's Republic of China (the “**PRC**”). Due to the pandemic event of the novel coronavirus disease 2019 (the “**COVID-19**”) that slowed down the business development of the Associate, we are unable to obtain sufficient appropriate audit evidence to satisfy ourselves as to the estimated schedule of the redevelopment which is the major assumption adopted in the calculation of the value-in-use of the Associate. As such, the value-in-use of the Associate cannot be reliably measured. As a result, we are unable to ascertain the recoverable amount of the Associate as at 30 June 2022, and whether any impairment should be made for the Associate and the share of loss during the Period.

致美亞控股有限公司
(於開曼群島註冊成立的有限公司)
股東

保留意見

本核數師(以下簡稱「我們」)已審計列載於第83至159頁的美亞控股有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於二零二二年六月三十日的綜合財務狀況表與自二零二一年一月一日至二零二二年六月三十日止期間(「本期間」)的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,除本報告「保留意見的基礎」一節所述事項可能產生之影響外,綜合財務報表已根據由香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實及中肯地反映 貴集團於二零二二年六月三十日的綜合財務狀況,及其於二零二一年一月一日至二零二二年六月三十日止期間的綜合財務表現及綜合現金流量,並已按照香港《公司條例》披露規定妥為編製。

保留意見的基礎

1. 於一間聯營公司之權益

綜合財務報表包括於一間聯營公司珠海華發月堂房產開發有限公司(「該聯營公司」)之權益,於二零二二年六月三十日的賬面值約為人民幣209,000,000元,本期間應佔虧損約為人民幣225,000元。該聯營公司在中華人民共和國(「中國」)珠海從事城市土地改造。由於2019新型冠狀病毒病(「新冠」)疫情事件減緩了該聯營公司的業務發展,我們無法獲得充分適當的審核憑證,以使我們信納改造的估計時間表,而改造的估計時間表是計算該聯營公司的使用價值時採納的主要假設。因此,該聯營公司的使用價值無法可靠計量。因此,我們無法確定該聯營公司於二零二二年六月三十日的可收回金額,以及是否應為該聯營公司及本期間應佔虧損作出任何減值。

Independent Auditor's Report

獨立核數師報告

2. Financial assets at fair value through profit or loss

Included in the consolidated financial statements are the financial assets at fair value through profit or loss in connection with the guarantee given by the vendor and the guarantor regarding the target profit achieved by Happy (Hong Kong) New City Group Limited and its subsidiaries (the “**Happy Group**”) during the three years ended 31 December 2021 and the put option to transfer the entire interest of Happy Group to vendor of RMB Nil and RMB Nil, respectively and the change in fair value of financial assets at fair value through profit or loss of RMB19,000. On 11 March 2022, the Group, the vendor and the guarantor entered into a supplementary agreement to extend the expiry date of the profit guarantee by 18 months and corresponding amendments to the option period. The supplementary agreement constitutes connected transaction of the Company under the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited and is subject to the approval by independent shareholders at the extraordinary general meeting of the Company (the “**EGM**”). The fair value of the financial assets at fair value through profit or loss are based on the assumption that the supplementary agreement will be approved in the EGM.

Due to (i) the uncertainty in the approval of the supplementary agreement at the EGM, of which the date of the meeting is still not yet fixed at the date of this report, and (ii) insufficient appropriate audit evidence to satisfy ourselves the reasonableness of the assumptions in estimation of the future profit of the Happy Group as the pandemic event of COVID-19 that slowed down the business development of the Happy Group, we are unable to ascertain that the fair value of the financial assets at fair value through profit or loss are reliably measured.

3. Prepayments and trade receivables

During the years ended 31 December 2019 and 2020, the Group made several prepayments with total amounts of approximately RMB92 million to certain service providers for assisting the Group and trade receivables of RMB40 million for providing agency service in certain urban land redevelopment projects in Zhuhai. Due to the pandemic event of COVID-19 that slowed down the progress of the land redevelopment projects, we are unable to obtain sufficient appropriate audit evidence to ascertain whether any future economic benefit can be obtained from the redevelopment projects so that the prepayments and trade receivables can be recovered. As such, we are unable to evaluate the recoverability of the prepayments and trade receivables as at 30 June 2022 and whether any impairment should be made for the prepayments and trade receivables during the Period.

2. 按公允價值計入損益之金融資產

綜合財務報表包括按公允價值計入損益之金融資產，並涉及賣方及擔保人就眾樂（香港）新城市控股集團有限公司及其附屬公司（「**眾樂集團**」）於截至二零二一年十二月三十一日止三個年度內實現的目標溢利作出的擔保，以及將眾樂集團全部權益轉讓予賣方的認沽期權分別為人民幣零元及人民幣零元，及按公允價值計入損益之金融資產之公允價值變動為人民幣19,000元。於二零二二年三月十一日，貴集團、賣方及擔保人訂立補充協議，將溢利擔保的有效期限延長18個月，並相應修訂期權期限。該補充協議構成香港聯合交易所有限公司證券上市規則所指本公司的關連交易，並須經獨立股東於本公司股東特別大會（「**股東特別大會**」）上批准。按公允價值計入損益之金融資產之公允價值乃基於補充協議將於股東特別大會上獲得批准的假設。

由於(i)股東特別大會上批准補充協議存在不確定性，且於本報告日期尚未確定該會議日期；及(ii)新冠疫情事件減緩了眾樂集團的業務發展，導致並無充分適當的審核憑證使我們信納估計眾樂集團未來溢利時所用假設的合理性，故我們無法確定按公允價值計入損益之金融資產之公允價值能夠可靠計量。

3. 預付款項及貿易應收賬款

於截至二零一九年及二零二零年十二月三十一日止年度，貴集團就協助貴集團向若干服務供應商支付數筆總金額約人民幣92,000,000元的預付款項及就為珠海若干城市土地改造項目提供代理服務錄得貿易應收賬款人民幣40,000,000元。由於新冠疫情事件減緩了土地改造項目的進度，我們無法獲得充分適當的審核憑證以確定是否可從改造項目中獲得任何未來經濟利益，以便收回預付款項及貿易應收賬款。因此，我們無法評估於二零二二年六月三十日的預付款項及貿易應收賬款的可收回性，以及是否應為本期間的預付款項及貿易應收賬款作出任何減值。

Independent Auditor's Report

獨立核數師報告

4. Consolidation of Shenzhen Hei Jing Photoelectric Technology Co., Limited (“Hei Jing”)

On 9 February 2022, a former director of the Company who is also a former director of certain subsidiaries of the Company in the PRC using a suspected forgery seal, entered into an agreement with other parties to dispose of 51% equity interest in Hei Jing at a total cash consideration of RMB5.3 million (the “Disposal”). The consideration was received on 1 February 2022 and 31 March 2022 and the registration of the ownership of the equity interest was changed to the purchaser on 14 February 2022. After the removal of the former director, the board of directors of the Company (the “Directors”) carried out a review of the transaction. As stated note 34 to the consolidated financial statements, the Directors considered that the consideration of the Disposal was too low and unfair and the Group would suffer significant loss upon the Disposal. The Directors is of the view that the Disposal is unenforceable. Therefore, the Group instigated a legal action to rescind the agreement and resume the ownership of the 51% equity interest in Hei Jing. Accordingly, Hei Jing is still accounted for as a non-wholly owned subsidiary of the Company and the financial results for the period from 14 February 2022 (the date of the Disposal) to 30 June 2022 and the financial position as at 30 June 2022 of Hei Jing were consolidated in the Group’s consolidated financial statements and the consideration received of RMB5.3 million was included in other payable.

Due to the fact that the outcome of the legal action is uncertain, we were unable to ascertain whether the result for the period from 14 February 2022 to 30 June 2022 and the financial position as at 30 June 2022 of Hei Jing should be consolidated in the Group’s consolidated financial statements under HKFRS 10 “Consolidated Financial Statements” and whether the consideration received of RMB5.3 million is correctly accounted for as other payable.

In addition, due to the insufficient supporting documentations and explanations for the accounting books and records in respect of Hei Jing for the Period, we were unable to carry out audit procedures to satisfy ourselves as to whether the following income and expenditure for the Period and assets and liabilities as at 30 June 2022 as included in the consolidated financial statements of the Group, have been accurately recorded and properly accounted for in the consolidated financial statements.

4. 深圳黑晶光電技術有限公司（「黑晶」）之綜合入賬

於二零二二年二月九日，一名 貴公司前董事兼 貴公司於中國的若干附屬公司前董事涉嫌偽造印章與其他方訂立協議，以總現金代價人民幣5,300,000元出售黑晶51%股權（「出售事項」）。代價於二零二二年二月一日及二零二二年三月三十一日收取，股權所有權登記於二零二二年二月十四日變更為買方。罷免前董事後， 貴公司董事會（「董事」）對該交易進行審查。誠如綜合財務報表附註34所載，董事認為出售事項的代價過低及不公平， 貴集團將因出售事項蒙受重大虧損。董事認為，出售事項不可執行。因此， 貴集團提起法律訴訟，要求解除協議並恢復對黑晶51%股權的所有權。因此，黑晶仍作為 貴公司的非全資附屬公司入賬，黑晶於二零二二年二月十四日（出售事項日期）至二零二二年六月三十日期間的財務業績及於二零二二年六月三十日的財務狀況併入 貴集團的綜合財務報表，已收代價人民幣5,300,000元計入其他應付款項。

由於法律訴訟的結果不確定，我們無法確定黑晶於二零二二年二月十四日至二零二二年六月三十日期間的業績及於二零二二年六月三十日的財務狀況是否應根據香港財務報告準則第10號「綜合財務報表」併入 貴集團的綜合財務報表，以及已收代價人民幣5,300,000元作為其他應付款項入賬是否正確。

此外，由於黑晶於本期間的會計賬目及記錄的證明文件及解釋不充分，我們無法執行審核程序，使我們信納 貴集團綜合財務報表所載以下本期間收入及開支以及於二零二二年六月三十日的資產及負債是否已於綜合財務報表準確記錄及妥為入賬。

Independent Auditor's Report

獨立核數師報告

Income and expenditure for the Period

期內收入及開支

		RMB'000 人民幣千元
Revenue	收益	–
Other income	其他收入	73
Administrative expenses	行政開支	(47)
		26

The net assets as at 30 June 2022:

於二零二二年六月三十日的資產淨值：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	3,745
Inventories	存貨	1,137
Other receivables	其他應收款項	7,647
Prepayment and deposits	預付款項及按金	4,569
Cash and bank balances	現金及銀行結餘	12
Accrual expenses	應計開支	(9)
		17,101

Any adjustments to the figures as described from points 1 to 4 above might have significant consequential effects on the Group's results and cash flows for the Period and the financial position of the Group as at 30 June 2022, and the related disclosures thereof in the consolidated financial statements.

對上述第1至4點所述數字之任何調整均可能對貴集團於本期間的業績及現金流量以及貴集團於二零二二年六月三十日的財務狀況以及綜合財務報表中的相關披露產生重大影響。

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

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**」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「**守則**」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的保留意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Basis for Qualified Opinion section, we have determined the matters described below to be the Key audit matters to be communicated in our report.

Trade receivables

Refer to Note 23 to the consolidated financial statements

The Group tested the amount of trade receivables for impairment. This impairment test is significant to our audit because the balance of trade receivables of approximately RMB152,952,000 as at 30 June 2022 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgment and is based on estimates.

Our audit procedures included, among others:

- Assessing the Group's relationship and transaction history with the customers;
- Evaluating the Group's impairment assessment;
- Assessing ageing of the debts;
- Assessing creditworthiness of the customers;
- Checking subsequent settlements from the customers; and
- Assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements.

We consider that the Group's impairment test for trade receivables is supported by the available evidence.

Inventory

Refer to Note 22 to the consolidated financial statements

The Group tested the amount of inventory for impairment. This impairment test is significant to our audit because the balance of inventory of approximately RMB92,406,000 as at 30 June 2022 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的，且我們不會對這些事項提供單獨的意見。除保留意見的基礎一節所述事項外，我們已確定下述事項為本報告中將予溝通的關鍵審計事項。

貿易應收賬款

請參閱綜合財務報表附註23

貴集團已對貿易應收賬款金額進行減值測試。此減值測試對我們的審計至關重要，原因在於貿易應收賬款於二零二二年六月三十日的結餘約人民幣152,952,000元對綜合財務報表而言屬重大。此外，貴集團的減值測試涉及判斷的應用並基於多項估計。

我們的審計程序包括（其中包括）：

- 評估 貴集團與客戶的關係及交易紀錄；
- 評價 貴集團的減值評估；
- 評估債務的賬齡；
- 評估客戶的信譽；
- 檢查客戶的其後償款情況；及
- 評估綜合財務報表有關 貴集團信貸風險的披露。

我們認為，貴集團的貿易應收賬款減值測試具有證據支持。

存貨

請參閱綜合財務報表附註22

貴集團已對存貨金額進行減值測試。此減值測試對我們的審計至關重要，原因在於存貨於二零二二年六月三十日的結餘約人民幣92,406,000元對綜合財務報表而言屬重大。此外，貴集團的減值測試涉及判斷的應用並基於多項估計。

Independent Auditor's Report

獨立核數師報告

Our audit procedures included, among others:

- Attend the physical count to identify and assess aged and obsolete inventory;
- Evaluating the Group's impairment assessment;
- Assessing the ageing of the inventory;
- Assessing the net realisable values of the inventory; and
- Checking subsequent sales and usage of the inventory.

We consider that the Group's impairment test for inventory is supported by the available evidence.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the Company's 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. As described in the Basis for Qualified Opinion section above, we were unable to obtain sufficient appropriate evidence from points 1 to 4. Accordingly, we are unable to conclude whether or not the other information is materially misstated with respect to this matter.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRS 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.

我們的審計程序包括(其中包括):

- 出席盤點以識別及評估陳舊及過時存貨;
- 評價 貴集團的減值評估;
- 評估存貨的賬齡;
- 評估存貨的可變現淨值;及
- 檢查存貨的其後銷售及使用。

我們認為， 貴集團的存貨減值測試具有證據支持。

其他信息

董事需對其他信息負責。其他信息包括刊載於 貴公司年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為該其他信息存在重大錯誤陳述，我們須報告該事實。在這方面，我們沒有任何報告。誠如上文「保留意見的基礎」一節所述，我們無法就第1至第4項獲取充足、適當的證據。因此，我們無法斷定與該事項相關的其他信息是否存在重大錯誤陳述。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備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控制負責。

Independent Auditor's Report

獨立核數師報告

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.

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 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.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at: <http://www.hkicpa.org.hk/en/standards-and-setting/standards/our-views/auditre/>.

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Li Chi Hoi

Audit Engagement Director

Practising Certificate Number P07268

Hong Kong, 29 September 2022

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）發出報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

我們就審計綜合財務報表承擔的責任於香港會計師公會網站(<http://www.hkicpa.org.hk/en/standards-and-setting/standards/our-views/auditre/>)進一步詳述。

該說明構成我們的核數師報告的一部分。

中匯安達會計師事務所有限公司

執業會計師

李志海

審計業務董事

執業證書號碼P07268

香港，二零二二年九月二十九日

Consolidated Statement of Profit or Loss

綜合損益表

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

		Notes 附註	1 January 2021 to 30 June 2022 二零二一年 一月一日至 二零二二年 六月三十日 RMB'000 人民幣千元	Year ended 31 December 2020 截至 二零二零年 十二月三十一日 止年度 RMB'000 人民幣千元
Revenue	收益	7	902,652	581,112
Cost of sales	銷售成本		(783,941)	(460,795)
Gross profit	毛利		118,711	120,317
Other income	其他收入	8	24,637	11,258
Other net gain/(loss)	其他收益／(虧損)淨額	9	2,525	(9,026)
Distribution costs	分銷成本		(60,931)	(33,723)
Administrative expenses	行政開支		(70,163)	(41,125)
Other operating expenses	其他經營開支		(6)	(38)
Profit from operations	經營溢利		14,773	47,663
Share of loss of a joint venture	應佔一間合營企業之虧損		-	(449)
Share of loss of an associate	應佔一間聯營公司之虧損		(225)	(152)
Finance costs	財務成本	11	(17,915)	(14,442)
(Loss)/profit before tax	除稅前(虧損)／溢利		(3,367)	32,620
Income tax expense	所得稅開支	12	(5,452)	(11,940)
(Loss)/profit for the period/year	期／年內(虧損)／溢利	13	(8,819)	20,680
(Loss)/profit for the period/year attributable to:	下列各項應佔期／年內(虧損)／溢利：			
Owners of the Company	本公司擁有人		(14,304)	15,854
Non-controlling interests	非控股權益		5,485	4,826
			(8,819)	20,680
(Loss)/earnings per share	每股(虧損)／盈利	16		
Basic and diluted (RMB cents)	基本及攤薄(人民幣分)		(0.66)	0.73

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

		1 January 2021 to 30 June 2022 二零二一年 一月一日至 二零二二年 六月三十日 RMB'000 人民幣千元	Year ended 31 December 2020 截至 二零二零年 十二月三十一 止年度 RMB'000 人民幣千元
(Loss)/profit for the period/year	期／年內(虧損)／溢利	(8,819)	20,680
Other comprehensive income:	其他全面收益：		
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益之項目：</i>		
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額	(4,485)	19,941
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益之項目：</i>		
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額	3,579	(18,769)
Other comprehensive (expense)/ income for the period/year, net of tax	期／年內其他全面(開支)／收益，除稅後	(906)	1,172
Total comprehensive (expense)/ income for the period/year	期／年內全面(開支)／收益總額	(9,725)	21,852
Total comprehensive (expense)/ income for the period/year attributable to:	下列各項應佔期／年內全面(開支)／收益總額：		
Owners of the Company	本公司擁有人	(15,210)	17,026
Non-controlling interests	非控股權益	5,485	4,826
		(9,725)	21,852

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 June 2022 於二零二二年六月三十日

			30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
	<i>Notes 附註</i>			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	53,028	47,482
Right-of-use assets	使用權資產	18	5,377	7,820
Interest in joint ventures	於合營企業之權益	20	-	-
Interest in an associate	於一間聯營公司之權益	19	209,110	209,335
			267,515	264,637
Current assets	流動資產			
Inventories	存貨	22	93,543	87,635
Trade and other receivables	貿易應收賬款及 其他應收款項	23	367,614	384,721
Financial assets at fair value through profit or loss	按公允價值計入損益之 金融資產	21	-	19
Cash and cash equivalents	現金及現金等值項目	25	33,201	37,575
			494,358	509,950
Current liabilities	流動負債			
Trade and other payables	貿易應付賬款及 其他應付款項	26	115,447	98,749
Current tax payables	即期應付稅項		12,791	11,315
Lease liabilities	租賃負債	30	203	1,536
Borrowings	借貸	27	7,637	40,000
Promissory notes	承兌票據	28	142,281	127,003
			278,359	278,603
Net current assets	流動資產淨值		215,999	231,347
Total assets less current liabilities	總資產減流動負債		483,514	495,984
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	30	-	885
			-	885
NET ASSETS	資產淨值		483,514	495,099

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 June 2022 於二零二二年六月三十日

		Notes 附註	30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Capital and reserves	股本及儲備			
Share capital	股本	31	391,760	391,760
Reserves	儲備		28,060	43,270
Equity attributable to owners of the Company	本公司擁有人應佔權益		419,820	435,030
Non-controlling interests	非控股權益		63,694	60,069
TOTAL EQUITY	總權益		483,514	495,099

The consolidated financial statements on pages 83 to 159 were approved and authorised for issue by the board of directors on 29 September 2022 and are signed on its behalf by:

Approved by:

第83至159頁之綜合財務報表已獲董事會於二零二二年九月二十九日批准及授權刊發，並由下列董事代表簽署：

經下列董事批准：

Mr. Lee Kwok Leung

李國樑先生

Director

董事

Dr. Cheung Ka Yue

張嘉裕博士

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Special reserve	Statutory surplus reserve	Statutory public welfare fund	Foreign currency translation reserve	Accumulated losses	Sub-total	Non-controlling interests	Total
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2020	於二零二零年一月一日	391,760	213,309	67,570	25,892	4,950	(25,081)	(260,396)	418,004	55,781	473,785
Profit for the year	年內溢利	-	-	-	-	-	-	15,854	15,854	4,826	20,680
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	1,172	-	1,172	-	1,172
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	1,172	15,854	17,026	4,826	21,852
Dividend paid to non-controlling interests	支付予非控股權益之股息	-	-	-	-	-	-	-	-	(898)	(898)
Contribution from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	360	360
At 31 December 2020	於二零二零年十二月三十一日	391,760	213,309	67,570	25,892	4,950	(23,909)	(244,542)	435,030	60,069	495,099
At 1 January 2021	於二零二一年一月一日	391,760	213,309	67,570	25,892	4,950	(23,909)	(244,542)	435,030	60,069	495,099
Loss for the period	期內虧損	-	-	-	-	-	-	(14,304)	(14,304)	5,485	(8,819)
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	(906)	-	(906)	-	(906)
Total comprehensive expense for the period	期內全面開支總額	-	-	-	-	-	(906)	(14,304)	(15,210)	5,485	(9,725)
Dividend paid to non-controlling interests	支付予非控股權益之股息	-	-	-	-	-	-	-	-	(1,860)	(1,860)
At 30 June 2022	於二零二二年六月三十日	391,760	213,309	67,570	25,892	4,950	(24,815)	(258,846)	419,820	63,694	483,514

Consolidated Statement of Cash Flows

綜合現金流量表

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(Loss)/profit before taxation	除稅前(虧損)/溢利	(3,367)	32,620
Adjustments for:	就下列各項作出之調整：		
Depreciation	折舊	7,315	3,682
Depreciation of right-of-use assets	使用權資產折舊	2,050	1,783
Finance costs	財務成本	17,915	14,442
Interest income	利息收入	(722)	(769)
(Reversal of impairment)/impairment loss on trade and other receivables	貿易應收賬款及其他應收款項之 (減值撥回)/減值虧損	(2,675)	377
Share of results of an associate	應佔一間聯營公司之業績	225	152
Share of results of a joint venture	應佔一間合營企業之業績	-	449
Unrealized loss on financial assets at fair value through profit or loss	按公允價值計入損益之 金融資產之未變現虧損	19	7,551
Gain on lease modification	租賃修訂收益	73	-
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損淨額	638	318
Operating profit before working capital changes	營運資金變動前之營運溢利	21,471	60,605
Change in inventories	存貨變動	(5,908)	(4,995)
Change in trade and other receivables	貿易應收賬款及 其他應收款項之變動	17,915	(94,267)
Change in trade and other payables	貿易應付賬款及 其他應付款項之變動	16,698	(2,809)
Cash generated from/(used in) operations	經營所得/(所用)之現金	50,176	(41,466)
Income tax paid	已付所得稅	(3,976)	(3,119)
Net cash generated from/(used in) operating activities	經營活動所得/(所用)之現金淨額	46,200	(44,585)
Cash flows from investing activities	投資活動現金流量		
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	355	228
Payment for purchase of property, plant and equipment	購買物業、廠房及設備付款	(13,819)	(19,130)
Capital injection into joint ventures	向合營企業注資	-	(500)
Interest received	已收利息	722	769
Net cash used in investing activities	投資活動所用之現金淨額	(12,742)	(18,633)

Consolidated Statement of Cash Flows

綜合現金流量表

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash flows from financing activities	融資活動現金流量		
Contribution from non-controlling interests	非控股權益注資	-	360
Proceeds from new borrowings	新借貸之所得款項	7,637	-
Repayment of borrowings	償還借貸	(40,000)	(38,139)
Repayment of lease liabilities	償還租賃負債	(1,887)	(1,719)
Dividend paid to non-controlling interests	支付予非控股權益之股息	(1,860)	(610)
Interest paid	已付利息	(4,511)	(2,057)
Net cash used in financing activities	融資活動所用之現金淨額	(40,621)	(42,165)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(7,163)	(105,383)
Cash and cash equivalents at beginning of year	年初之現金及現金等值項目	37,575	146,422
Effect of changes in foreign exchange rate	外幣匯率變動之影響	2,789	(3,464)
Cash and cash equivalents at end of period/year	期／年末之現金及現金等值項目	33,201	37,575
Analysis of cash and cash equivalents	現金及現金等值項目之分析		
Bank and cash balances	銀行及現金結餘	33,201	37,575

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

1. GENERAL INFORMATION

Mayer Holdings Limited (the “**Company**”) is an exempted company with limited liability incorporated in Cayman Islands and its registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The principal place of business is located at 21th Floor, No. 88 Lockhart Road, Wan Chai, Hong Kong.

The Company is an investment holding company. The principal activities of the Company’s subsidiaries are set out in note 37 to the consolidated financial statements.

Pursuant to a resolution of the board of directors dated 22 December 2021, the Group changed its financial year end date from 31 December to 30 June. This will enable the Group to rationalise and mobilise its resources with higher efficiency for the preparation of results announcement as well as reports given the change will:

- avoid competition of resources with other listed companies with regard to results announcement and report-related external services under the peak reporting season in the market; and
- remove the uncertainty from the variation in the dates of the Chinese New Year Holiday which put pressure on the workflow.

The current financial statements cover a eighteen-months period ended 30 June 2022 and the comparative financial statements cover a twelve-months year ended 31 December 2020. The comparative amounts are, therefore, not entirely comparable.

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) New and amended standards adopted by the Group

In the current reporting period, the Group has adopted the following new and revised Hong Kong Financial Reporting Standards (“**HKFRSs**”) (which include all HKFRSs, Hong Kong Accounting Standards (“**HKAS**”), and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) for the first time for the consolidated financial statements.

HKFRS 4, 7, 9 and 16 and HKAS 39	Amendments in relation to Interest Rate Benchmark Reform
HKFRS 16 (Amendments)	Covid-19 Related Rent Concessions

The Group concluded that the application of the Amendments to Reference to the Conceptual Framework in HKFRSs and the amendments to HKFRSs in the current reporting period has had no material impact on the amounts reported and/or disclosures set out in the consolidated financial statements.

1. 一般資料

美亞控股有限公司（「**本公司**」）為一間在開曼群島註冊成立之獲豁免有限公司，其註冊辦事處為PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。主要營業地點位於香港灣仔駱克道88號21樓。

本公司為一間投資控股公司。本公司附屬公司之主要業務載於綜合財務報表附註37。

根據日期為二零二一年十二月二十二日的一項董事會決議案，本集團將其財政年度結算日由十二月三十一日更改為六月三十日，以令本集團合理及更有效地配置其資源，以編製業績公告及報告，此乃鑒於更改將：

- 避免於財報高峰期間與其他上市公司爭奪市場上有關業績公告及報告相關之外部服務資源；及
- 消除因中國農曆新年假期的日期的不確定性而為工作流程所帶來的壓力。

本期財務報表涵蓋截至二零二二年六月三十日止十八個月期間，而比較財務報表涵蓋截至二零二零年十二月三十一日止十二個月年度。因此，比較金額完全不具可比性。

2. 採納新訂及經修訂香港財務報告準則

(a) 本集團採納之新訂及經修訂準則

於本報告期，本集團於綜合財務報表首次採納香港會計師公會（「**香港會計師公會**」）頒佈之以下新訂及經修訂香港財務報告準則（「**香港財務報告準則**」）（當中包括所有香港財務報告準則、香港會計準則（「**香港會計準則**」）及詮釋）。

香港財務報告準則第4號、有關利率基準改革的修訂第7號、第9號及第16號以及香港會計準則第39號	香港財務報告準則第16號 新冠病毒相關租金優惠（修訂本）
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本集團認為於本報告期應用香港財務報告準則中引用概念框架的修訂本及香港財務報告準則的修訂本對綜合財務報表所呈報金額及／或所載披露並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (cont'd)

(b) New standards and amendments to standards issued but not yet effective for the accounting period beginning on 1 January 2021 and not early adopted by the Group

2. 採納新訂及經修訂香港財務報告準則 (續)

(b) 於二零二一年一月一日開始的會計期間已頒佈但尚未生效且本集團並無提早採納的新訂準則及經修訂準則

		Effective for accounting periods beginning on or after
		於以下日期或之後 開始的會計期間生效
HKFRS 17	Insurance contracts	1 January 2023
香港財務報告準則第17號	保險合約	二零二三年一月一日
HKAS 1 (Amendments)	Classification of liabilities as current or non-current	1 January 2023
香港會計準則第1號 (修訂本)	負債分類為流動或非流動	二零二三年一月一日
HKAS 1 (Amendments)	Amendments in relation to disclosure of accounting policies	1 January 2023
香港會計準則第1號 (修訂本)	有關披露會計政策的修訂	二零二三年一月一日
HKAS 8 (Amendments)	Amendments in relation to definition of accounting estimates	1 January 2023
香港會計準則第8號 (修訂本)	有關會計估計定義的修訂	二零二三年一月一日
HKAS 12 (Amendments)	Amendments in relation to deferred tax related to assets and liabilities arising from a single transaction	1 January 2023
香港會計準則第12號 (修訂本)	有關單一交易產生的資產及負債相關的遞延稅項的修訂	二零二三年一月一日
HKAS 16 (Amendments)	Property, plant and equipment: Proceeds before intended use	1 January 2022
香港會計準則第16號 (修訂本)	物業、廠房及設備：作擬定用途前的所得款項	二零二二年一月一日
HKAS 37 (Amendments)	Onerous contract – cost of fulfilling a contract	1 January 2022
香港會計準則第37號 (修訂本)	虧損合約—履行合約的成本	二零二二年一月一日
HKFRS 3 (Amendments)	Conceptual Framework for Financial Reporting	1 January 2022
香港財務報告準則第3號 (修訂本)	財務報告概念框架	二零二二年一月一日
HKAS 16 (Amendments)	Covid-19 Related Rent Concessions	1 April 2021
香港會計準則第16號 (修訂本)	新冠病毒相關租金優惠	二零二一年四月一日
Amendments to HKFRSs	Annual improvements to HKFRS Standards 2018-2020 Cycle	1 January 2022
香港財務報告準則 (修訂本)	香港財務報告準則二零一八年至二零二零年週期之年度改進	二零二二年一月一日
HK – Int 5	Amendments in relation to Amendments to HKAS 1	1 January 2023
香港—詮釋第5號	有關香港會計準則第1號修訂本的修訂	二零二三年一月一日
HKFRS 10 and HKAS 28 (Amendments)	Sale or contribution of assets between an investor and its associate or joint venture	To be determined
香港財務報告準則第10號及香港會計準則第28號 (修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資	待確定

The Group is in the process of making an assessment on the impact of these new standards and amendments to standards and preliminary results showed that their application are not expected to have material impact on the financial performance and financial position of the Group.

本集團正在評估該等新訂準則及經修訂準則的影響，且初步結果顯示預期該等應用不會對本集團的財務表現及財務狀況不會產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention as modified by the revaluation of financial assets at fair value through profit or loss which are carried at their fair values.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in note 4 to the consolidated financial statements.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 June/31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity’s returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company’s share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

3. 重大會計政策

本綜合財務報表乃按照香港財務報告準則、香港公認會計原則以及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》之適用披露規定編製。

本綜合財務報表乃按照歷史成本慣例編製，並就重估按公允價值列賬之按公允價值計入損益之金融資產作出修訂。

編製符合香港財務報告準則之綜合財務報表需要使用若干主要假設及估計。在應用會計政策時，董事亦須作出判斷。涉及關鍵判斷之範疇及涉及之假設及估計對本綜合財務報表而言屬重大之範疇於綜合財務報表附註4披露。

編製本綜合財務報表時應用之重大會計政策載於下文。

綜合賬目

綜合財務報表包括本公司及其附屬公司截至六月三十日／十二月三十一日之財務報表。附屬公司為本集團於其中擁有控制權之實體。當本集團承受或享有參與實體所得之可變回報，且有能力透過其對實體之權力影響該等回報時，本集團即控制該實體。當本集團現時擁有之權力賦予其目前掌控有關活動(即大幅影響實體回報之活動)之能力時，本集團即對該實體擁有權力。

在評估控制權時，本集團會考慮其潛在表決權及其他人士持有之潛在表決權，以釐定其是否擁有控制權。僅倘持有人有實際能力行使潛在表決權之情況下，方會考慮該項權利。

出售附屬公司(導致失去控制權)之收益或虧損指(i)出售代價之公允價值另加於該附屬公司所保留任何投資之公允價值與(ii)本公司應佔該附屬公司淨資產另加與該附屬公司有關之任何餘下商譽及任何相關累計外幣換算儲備兩者間之差額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Consolidation (cont'd)

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the period/year between the non-controlling interests and owners of the Company.

Profit or loss and each component of other comprehensive income are 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.

Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

3. 重大會計政策(續)

綜合賬目(續)

附屬公司由控制權轉移至本集團當日起綜合入賬，並由控制權終止之日起不再綜合入賬。

集團內公司間之交易、結餘及未變現溢利均予對銷。除非有關交易提供證據顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已作出必要更改，以確保與本集團所採納之政策一致。

非控股權益指並非直接或間接歸屬於本公司之附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表之權益項目內呈列。非控股權益於綜合損益及其他全面收益表內呈列為本公司非控股權益及擁有人之期／年內損益及全面收益總額分配。

即使此舉導致非控股權益出現虧絀結餘，溢利或虧損及其他全面收益之各個組成部分歸屬於本公司擁有人及非控股權益。

業務合併及商譽

本集團採用收購法為業務合併中所收購之附屬公司入賬。收購成本乃按所獲資產、所發行權益工具、所產生負債以及或然代價於收購當日之公允價值計量。收購相關成本於有關成本產生及獲提供服務期間確認為開支。收購時，附屬公司之可識別資產及負債按其於收購當日之公允價值計量。

收購成本超出本公司應佔附屬公司可識別資產及負債之淨公允價值之差額乃列作商譽。本公司應佔可識別資產及負債之淨公允價值超出收購成本之任何差額於綜合損益內確認為本公司應佔議價收購之收益。

對於分段進行之業務合併，先前已持有之附屬公司股權乃按其於收購當日之公允價值重新計量，由此產生之收益或虧損於綜合損益內確認。公允價值將加入至收購成本以計算商譽。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Business combination and goodwill (cont'd)

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, equity investments at fair value through other comprehensive income), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy (II) below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

3. 重大會計政策 (續)

業務合併及商譽 (續)

倘先前已持有之附屬公司股權之價值變動已於其他全面收益內確認(例如按公允價值計入其他全面收益之權益投資),則於其他全面收益內確認之金額將按在先前已持有之股權被出售之情況下所須之相同基準確認。

商譽每年均接受減值測試,或當發生事件或情況有變顯示其可能出現減值時作更頻密測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計量方法與下述會計政策(II)所載之其他資產之計量方法相同。商譽之減值虧損於綜合損益內確認,且其後不會撥回。就減值測試而言,商譽會被分配至預期將受惠於收購協同效益之現金產生單位。

於附屬公司之非控股權益初步按非控股股東於收購當日應佔附屬公司可識別資產及負債之淨公允價值之比例計量。

聯營公司

聯營公司為本集團對其有重大影響力之實體。重大影響力指有權參與實體之財務及經營政策之決定,而非控制或共同控制該等政策。於評估本集團是否擁有重大影響力時,會考慮是否存在現時可行使或可轉換之潛在表決權(包括其他實體持有之潛在表決權)及其影響。於評估潛在表決權是否構成重大影響力時,持有人之意圖及行使或轉換該權利之財務能力將不予考慮。

於聯營公司之投資以權益法於綜合財務報表內入賬,並初步按成本確認。於一項收購中之聯營公司可識別資產及負債按於收購當日之公允價值計量。收購成本超出本集團應佔該聯營公司可識別資產及負債之淨公允價值之差額乃列作商譽。商譽計入投資之賬面金額,並於有客觀證據顯示該項投資已出現減值時於各報告期末連同該項投資進行減值測試。本集團應佔可識別資產及負債之淨公允價值超出收購成本之任何差額於綜合損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Associates (cont'd)

The Group's share of an associate's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's share of the net assets of that associate plus any remaining goodwill relating to that associate and any related accumulated foreign currency translation reserve. If an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Relevant activities are activities that significantly affect the returns of the arrangement. When assessing joint control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has joint control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

3. 重大會計政策 (續)

聯營公司 (續)

本集團應佔聯營公司之收購後溢利或虧損於綜合損益內確認，其應佔收購後儲備變動則於綜合儲備內確認。收購後之累計變動於投資之賬面金額作出調整。除非本集團已承擔責任或代聯營公司付款，否則當本集團應佔該聯營公司之虧損相等於或超過其於該聯營公司之權益（包括任何其他無抵押應收款項）時，本集團不會確認進一步虧損。倘聯營公司其後錄得溢利，則本集團僅於其應佔溢利相等於其應佔未確認之虧損後，方會恢復確認其應佔之該等溢利。

出售聯營公司（導致失去重大影響力）之收益或虧損指(i)出售代價之公允價值另加任何於該聯營公司所保留投資之公允價值與(ii)本集團應佔該聯營公司淨資產另加與該聯營公司有關之任何餘下商譽及任何相關累計外幣換算儲備兩者間之差額。倘於聯營公司之投資成為於合營企業之投資，則本集團會繼續採用權益法，且不會重新計量保留權益。

本集團與其聯營公司進行交易之未變現溢利按本集團於聯營公司之權益對銷。除非有關交易提供證據顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。聯營公司之會計政策已作出必要更改，以確保與本集團所採納之政策一致。

合營安排

合營安排指兩方或以上於其中擁有共同控制權之安排。共同控制權為按照合約協定對一項安排共有之控制權，僅於相關活動要求共有控制權之各方作出一致同意之決定時存在。相關活動為對安排回報有重大影響之活動。於評估共同控制權時，本集團會考慮其潛在表決權及由其他人士持有之潛在表決權，以釐定是否擁有共同控制權。一項潛在表決權僅於持有人有實際能力行使該項權利時予考慮。

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綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Joint arrangements (cont'd)

A joint arrangement is either a joint operation or a joint venture. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

Investment in a joint venture is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the joint venture in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group's share of a joint venture's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of a joint venture that results in a loss of joint control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that joint venture and (ii) the Group's share of the net assets of that joint venture plus any remaining goodwill relating to that joint venture and any related accumulated foreign currency translation reserve. If an investment in a joint venture becomes an investment in an associate, the Group continues to apply the equity method and does not remeasure the retained interest.

3. 重大會計政策 (續)

合營安排 (續)

合營安排為共同經營或合營企業。共同經營為對一項安排擁有共同控制權之各方對有關該項安排之資產擁有權利及對其負債承擔責任之合營安排。合營企業為對安排擁有共同控制權之各方對一項安排之淨資產擁有權利之合營安排。

於合營企業之投資以權益法於綜合財務報表內入賬，並初步按成本確認。於一項收購中之合營企業可識別資產及負債按於收購當日之公允價值計量。收購成本超出本集團應佔合營企業可識別資產及負債之淨公允價值之差額乃列作商譽。商譽計入投資之賬面金額，並於有客觀證據顯示該項投資已出現減值時於各報告期末連同該項投資進行減值測試。本集團應佔可識別資產及負債之淨公允價值超出收購成本之任何差額於綜合損益內確認。

本集團應佔合營企業之收購後溢利或虧損於綜合損益內確認，其應佔收購後儲備變動則於綜合儲備內確認。收購後之累計變動於投資之賬面金額作出調整。除非本集團已承擔責任或代合營企業付款，否則當本集團應佔該合營企業之虧損相等於或超逾其於該合營企業之權益（包括任何其他無抵押應收款項）時，本集團不會確認進一步虧損。倘合營企業其後錄得溢利，則本集團僅於其應佔溢利相等於其應佔未確認之虧損後，方會恢復確認其應佔之該等溢利。

出售合營企業（導致失去共同控制權）之收益或虧損指(i)出售代價之公允價值另加任何於該合營企業所保留投資之公允價值與(ii)本集團應佔該合營企業淨資產另加與該合營企業有關之任何餘下商譽及任何相關累計外幣換算儲備兩者間之差額。倘於合營企業之投資成為於聯營公司之投資，則本集團會繼續採用權益法，且不會重新計量保留權益。

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綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The consolidated financial statements are presented in Renminbi ("**RMB**"), which is the Company's presentation currency. The functional currency of the Company is Hong Kong dollar.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

3. 重大會計政策 (續)

外幣換算

(i) 功能及呈列貨幣

本集團各實體之財務報表所載項目以實體經營所在主要經濟環境之貨幣(「**功能貨幣**」)計量。綜合財務報表以人民幣(「**人民幣**」)呈列，而人民幣為本公司之呈列貨幣。本公司之功能貨幣為港元。

(ii) 各實體財務報表之交易及結餘

外幣交易於初步確認時採用交易日之通行匯率換算為功能貨幣。以外幣計值之貨幣資產及負債按各報告期末之匯率換算。該換算政策所產生之收益及虧損於損益內確認。

按公允價值計量及以外幣計值之非貨幣項目按釐定公允價值當日之匯率換算。

當非貨幣項目之收益或虧損於其他全面收益內確認時，該收益或虧損之任何匯兌組成部分會於其他全面收益內確認。當非貨幣項目之收益或虧損於損益內確認時，該收益或虧損之任何匯兌組成部分會於損益內確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Foreign currency translation (cont'd)

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

3. 重大會計政策 (續)

外幣換算 (續)

(iii) 綜合賬目時換算

功能貨幣與本公司呈列貨幣不同之所有本集團實體之業績及財務狀況按下列方式換算為本公司之呈列貨幣：

- 就各份財務狀況表呈列之資產及負債按該財務狀況表日期之收市匯率換算；
- 收入及開支按平均匯率換算 (除非該平均匯率並非交易日通行匯率之累計影響之合理近值，在此情況下，收入及開支按交易日之匯率換算)；及
- 所有因此產生之匯兌差額於外幣換算儲備內確認。

於綜合賬目時，換算海外實體淨投資及借貸所產生之匯兌差額於外幣換算儲備內確認。當出售海外業務時，該等匯兌差額會於綜合損益內確認為出售收益或虧損一部分。

收購海外實體所產生之商譽及公允價值調整被視為該海外實體之資產及負債處理，並按收市匯率換算。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their costs/revalued amounts less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

Buildings and factory premises	5% or over the remaining term of the lease, if shorter
Leasehold improvements	10% – 33 1/3% or over the remaining term of the lease, if shorter
Plant and machinery	7% – 25%
Furniture, fixtures and office equipment	5% – 33 1/3%
Motor vehicles	10% – 25%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction and plant and machinery pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

3. 重大會計政策 (續)

物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損列賬。

其後成本僅於與該項目相關之未來經濟利益可能流入本集團，且該項目之成本能可靠地計量時，方計入資產之賬面金額或確認為獨立資產(如適用)。所有其他維修及保養於產生之期間在損益內確認。

物業、廠房及設備之折舊按足以撇銷其成本／重估金額減其剩餘價值之比率，於估計可使用年內使用直線法計算。主要可使用年期如下：

樓宇及工廠大廈	5%或按剩餘租期(以較短者為準)
租賃物業裝修	10% – 33 1/3%或按剩餘租期(以較短者為準)
廠房及機械	7% – 25%
傢俬、裝置及辦公室設備	5% – 33 1/3%
汽車	10% – 25%

本集團於各報告期末檢討及調整(如適用)剩餘價值、可使用年期及折舊方法。

在建工程指在建樓宇以及待安裝之廠房及機械，以成本減去減值虧損列賬。折舊於相關資產可供使用時開始計算。

出售物業、廠房及設備之收益或虧損為出售所得款項淨額與相關資產賬面金額兩者間之差額，並於損益內確認。

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綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Leases

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Land and buildings	25% – 50%
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Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

3. 重大會計政策 (續)

租賃

本集團作為承租人

租賃於租賃資產可供本集團使用時確認為使用權資產及相應租賃負債。使用權資產按成本減累計折舊及減值虧損列賬。使用權資產之折舊按撇銷其成本之比率，於資產可使用年期與租期之較短者內使用直線法計算。主要年率如下：

土地及樓宇	25% – 50%
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使用權資產按成本計量，該成本包括租賃負債之初始計量金額、預付租賃款項、初始直接成本及復原成本。租賃負債包括租賃款項以租賃內含利率（假設該利率可予釐定，否則採用本集團之遞增借貸利率）貼現之淨現值。每筆租賃款項均會在負債與財務成本之間分配。財務成本於租期內自損益扣除，藉以固定租賃負債餘額於每個期間之利率。

與短期租賃及低價值資產租賃相關之付款於租期內以直線法在損益內確認為開支。短期租賃指初始租期為12個月或以下之租賃。低價值資產為價值低於5,000美元之資產。

存貨

存貨按成本與可變現淨值兩者間之較低者列賬。成本採用加權平均基準釐定。製成品及在製品之成本包括原材料、直接勞工及所有生產經常性開支之適當部分和（如適用）分包支出。可變現淨值為日常業務過程中之估計售價減估計完成成本及作出銷售所需之估計成本。

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綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified under the following categories:

- Financial assets at amortised cost; and
- Financial assets at fair value through profit or loss.

3. 重大會計政策 (續)

確認及終止確認金融工具

金融資產及金融負債於本集團成為工具合約條文之訂約方時在財務狀況表內確認。

倘自資產取得現金流之合約權利屆滿；本集團轉讓資產擁有權之絕大部分風險及回報；或本集團既無轉讓亦無保留資產擁有權之絕大部分風險及回報但不保留對資產之控制權，則本集團會終止確認金融資產。終止確認金融資產時，資產賬面金額與已收代價及已於其他全面收益內確認之累計收益或虧損之總和兩者間之差額於損益內確認。

倘相關合約訂明之責任獲解除、註銷或屆滿，則本集團會終止確認金融負債。已終止確認之金融負債之賬面金額與已付代價兩者間之差額於損益內確認。

金融資產

倘金融資產買賣根據合約進行，而合約條款規定金融資產須於有關市場制定之時限內交付，則該等資產按交易日期基準確認及終止確認，並初步按公允價值另加直接應佔交易成本計量，惟按公允價值計入損益之投資除外。收購按公允價值計入損益之金融資產直接應佔之交易成本即時於損益內確認。

本集團之金融資產分為以下類別：

- 按攤銷成本計量之金融資產；及
- 按公允價值計入損益之金融資產。

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial assets (cont'd)

(i) Financial assets at amortised cost

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

(ii) Financial assets at fair value through profit or loss

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investments at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Financial assets at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss. The fair value gains or losses recognised in profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in profit or loss.

3. 重大會計政策 (續)

金融資產 (續)

(i) 按攤銷成本計量之金融資產

金融資產 (包括貿易應收賬款及其他應收款項) 如同時符合以下條件，則歸入此類別：

- 資產於旨在持有資產以收取合約現金流之業務模型內持有；及
- 資產之合約條款導致於特定日期產生純粹為支付本金及未償還本利息之現金流。

該等資產其後採用實際利息法按攤銷成本減預期信貸虧損之虧損備抵計量。

(ii) 按公允價值計入損益之金融資產

金融資產如不符合按攤銷成本計量之條件及按公允價值計入其他全面收益之債務投資之條件，除非本集團於初步確認時將並非持作買賣之權益投資指定為按公允價值計入其他全面收益，否則歸入此類別。

按公允價值計入損益之金融資產其後按公允價值計量，而公允價值變動所產生之任何收益或虧損於損益內確認。於損益內確認之公允價值收益或虧損須扣除所有利息收入及股息收入。利息收入及股息收入於損益內確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument (“lifetime expected credit losses”) for trade receivables or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

3. 重大會計政策 (續)

預期信貸虧損之虧損備抵

本集團會就按攤銷成本計量之金融資產確認預期信貸虧損之虧損備抵。預期信貸虧損為信貸虧損之加權平均數，並以發生相關違約事件之風險作為加權數值。

於各報告期末，本集團按相等於預期信貸虧損之金額計量金融工具之虧損備抵，而就貿易應收賬款而言或倘有關金融工具之信貸風險自初始確認以來大幅增加，有關預期信貸虧損指因所有可能於該項金融工具預計年內發生之違約事件而產生之預期信貸虧損（「全期預期信貸虧損」）。

倘於報告期末某項金融工具（貿易應收賬款除外）之信貸風險自初始確認以來並無大幅增加，則本集團按相等於全期預期信貸虧損之一部分金額計量該項金融工具之虧損備抵，而該部分金額乃指因可能於報告期後12個月內發生之違約事件而產生之預期信貸虧損。

預期信貸虧損金額或旨在將報告期末之虧損備抵調整至所需金額而撥回之金額於損益內確認為減值收益或虧損。

現金及現金等值項目

就現金流量表而言，現金及現金等值項目指銀行及手頭現金、於銀行及其他財務機構之活期存款，以及可隨時兌換成已知數額現金且價值變動風險不高之短期高度流通投資。按要求償還並組成本集團現金管理其中一部分之銀行透支亦計入現金及現金等值項目之組成部分。

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Derivative financial instruments

Derivatives (including contingent considerations under business combinations) are initially recognised and subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Share-based payment transactions

Equity-settled share-based payment transactions

The Group issues equity-settled share-based payments to certain consultants. Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

3. 重大會計政策(續)

金融負債及權益工具

金融負債及權益工具乃按照所訂立合約安排之內容以及香港財務報告準則對金融負債及權益工具所下之定義分類。權益工具為證明於本集團資產之剩餘權益(經扣除其所有負債)之任何合約。就特定金融負債及權益工具採用之會計政策載於下文。

借貸

借貸初步按公允價值扣除所產生之交易成本確認，其後則採用實際利息法按攤銷成本計量。

除非本集團擁有無條件權利將負債之清償日期遞延至報告期末後至少12個月，否則借貸分類為流動負債。

貿易應付賬款及其他應付款項

貿易應付賬款及其他應付款項初步按公允價值列賬，其後則採用實際利息法按攤銷成本計量，除非貼現影響並不重大，在此情況下則按成本列賬。

衍生金融工具

衍生工具(包括業務合併下之或然代價)初步按公允價值確認，其後按公允價值計量，而公允價值變動所產生之任何收益或虧損於損益內確認。

權益工具

本公司發行之權益工具按已收所得款項(扣除直接發行成本後)記賬。

股份支付交易

以權益結算的股份支付交易

本集團向若干顧問發放以權益結算的股份支付。向顧問發放以權益結算的股份支付按所提供的服務之公允價值或(倘所提供的服務之公允價值未能可靠地計量)按所授出的權益工具之公允價值計量。公允價值於本集團收取服務之日計量，並確認為開支。

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; 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.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

Other income

Interest income is recognised using the effective interest method.

Dividend income is recognised when the shareholders' rights to receive payment are established.

3. 重大會計政策 (續)

客戶合約收益

收益參考常見業務慣例按客戶合約列明之代價計量，且不包括代表第三方收取之款項。就客戶付款至轉移承諾產品或服務期間超過一年之合約而言，本集團會就重大融資組成部分之影響調整代價。

當本集團透過將某項產品或服務之控制權轉移至客戶而達成履約責任時，本集團會確認收益。視乎合約條款及適用於該合約之法例而定，履約責任可隨時間或於某一時間點達成。倘符合以下條件，則履約責任乃隨時間達成：

- 客戶同時接受及耗用本集團履約所提供之利益；
- 本集團履約產生或增強一項於產生或增強時由客戶控制之資產；或
- 本集團履約並無產生對本集團而言具替代用途之資產，且本集團對迄今完成之履約付款具有可強制執行權利。

倘履約責任隨時間達成，則收益參考距離完全達成該履約責任之進度確認，否則收益於客戶取得產品或服務控制權之時間點確認。

其他收入

利息收入採用實際利息法確認。

股息收入於股東收取付款之權利確立時確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the at the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged in profit or loss represents contributions payable by the Group to the funds.

(iii) Termination benefits

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

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 capitalised as part of 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.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

3. 重大會計政策 (續)

僱員福利

(i) 僱員應享假期

僱員應享之年假及長期服務假於賦予僱員時確認。本集團會就僱員因截至報告期末所提供服務而享有之年假及長期服務假之估計負債計提撥備。

僱員應享之病假及產假於放假時方予確認。

(ii) 退休金承擔

本集團向定額供款退休計劃作出供款，所有僱員均可參與該計劃。本集團及僱員向計劃作出之供款按僱員基本薪金之百分比計算。自損益扣除之退休福利計劃成本指本集團應向該基金支付之供款。

(iii) 離職福利

當本集團不再能夠撤回所提供之離職福利，或當本集團確認重組成本並涉及支付離職福利 (以較早者為準) 時，本集團將確認該等福利。

借貸成本

收購、興建或生產合資格資產 (即需要一段長時間方可準備就緒作擬定用途或出售之資產) 直接應佔之借貸成本會撥充資本，作為該等資產成本之一部分，直至該等資產已大致準備就緒作擬定用途或出售為止。就有待用作合資格資產支出之特定借貸進行臨時投資所賺取之投資收入會自合資格撥充資本之借貸成本扣除。

以一般性借入及用於獲取合資格資產之資金為限，合資格撥充資本之借貸成本金額乃透過對該項資產之支出應用之撥充資本比率釐定。撥充資本比率為適用於本集團之期內未償還借貸之借貸成本之加權平均數，惟特別為獲取合資格資產而作出之借貸則除外。

所有其他借貸成本於產生之期間在損益內確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes 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.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such 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 other 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 arising on investments in subsidiaries and associates, and its joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

3. 重大會計政策 (續)

稅項

所得稅指即期稅項與遞延稅項之總和。

即期應付稅項以年內應課稅溢利為基礎。應課稅溢利有別於在損益內確認之溢利，乃由於應課稅溢利不包括其他年度應課稅收入或可扣稅支出項目，並進一步不包括毋須課稅或不可扣稅項目。本集團之即期稅項負債乃採用於報告期末已制定或實質上已制定之稅率計算。

遞延稅項按財務報表內資產及負債之賬面金額與計算應課稅溢利所用之相應稅基兩者間之差異確認。本集團一般就所有應課稅暫時差異確認遞延稅項負債，並在將有應課稅溢利可供扣減可扣稅暫時差異、未動用稅務虧損或未動用稅項抵免之範圍內確認遞延稅項資產。倘暫時差異乃因商譽或由於一項既不影響應課稅溢利亦不影響會計溢利之交易（業務合併除外）中初步確認其他資產與負債而產生，則不會確認該等資產與負債。

本集團會就於附屬公司及聯營公司及合營企業之投資產生之應課稅暫時差異確認遞延稅項負債，惟倘本集團有能力控制暫時差異之撥回，且有關暫時差異不會於可見將來撥回則作別論。

本集團於各報告期末檢討遞延稅項資產之賬面金額，並在不再可能有足夠應課稅溢利容許收回全部或部分資產之範圍內作出扣減。

遞延稅項基於預期於清償負債或變現資產之期間按於報告期末已制定或實質上已制定之稅率計算。遞延稅項乃於損益內確認，惟倘遞延稅項與於其他全面收益或直接於權益內確認之項目有關，則亦於其他全面收益或直接於權益內確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Taxation (cont'd)

The measurement of deferred tax assets and liabilities 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.

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 by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Related parties

A related party is a person or entity that is related to the Group.

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

(B) An entity is related to the Group (reporting entity) if any of the following conditions applies:

- (i) The entity and the Company 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) Both 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. 重大會計政策 (續)

稅項 (續)

遞延稅項資產及負債之計量反映按本集團預期於報告期末收回或清償其資產及負債賬面金額之稅務後果。

當擁有在法律上可強制執行之權利以即期稅項資產抵銷即期稅項負債，而該等資產及負債與同一稅務機關徵收之所得稅有關，且本集團有意按淨值基準清償即期稅項資產及負債時，遞延稅項資產與負債可予對銷。

關聯方

關聯方為與本集團有關聯之人士或實體。

(A) 倘屬以下人士，即該人士或其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) 對本集團有重大影響力；或
- (iii) 為本公司或其母公司主要管理層成員。

(B) 倘符合下列任何條件，即實體與本集團 (申報實體) 有關聯：

- (i) 該實體與本公司屬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之間有關聯)。
- (ii) 一間實體為另一實體之聯營公司或合營企業 (或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方之合營企業。
- (iv) 一間實體為某第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Related parties (cont'd)

(B) (cont'd)

- (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 (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

Segment reporting

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

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

Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets other than investments, inventories and receivables, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

3. 重大會計政策 (續)

關聯方 (續)

(B) (續)

- (v) 該實體為本集團或與其有關聯之實體就僱員利益設立之離職後福利計劃。倘本集團本身即為該計劃，則提供資助之僱主亦與本集團有關聯。
- (vi) 實體受(A)所識別人士控制或共同控制。
- (vii) (A)(i)所識別人士對該實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員。
- (viii) 該實體或其所屬集團之任何成員公司向本公司或本公司之母公司提供主要管理人員服務。

分部報告

經營分部及於財務報表內呈報之各分部項目金額從財務資料中確認，而該等財務資料乃定期提供予本集團最高級行政管理人員，以向本集團各項業務分配資源並評估本集團各項業務之表現。

除非個別重大之經營分部之經濟特徵相似，且在產品及服務性質、生產過程性質、顧客種類或等級、用以分銷產品或提供服務之方式，以及監管環境性質方面均相似，否則該等分部並不為財務申報而合併計算。倘個別非重大之經營分部共同具有上述大部分之特徵，則可能會合併計算。

資產減值

本集團於各報告期末審閱有形及無形資產(投資、存貨及應收款項除外)之賬面金額，以釐定有否任何跡象顯示該等資產已出現減值虧損。如有任何有關跡象，則會估計資產之可收回金額，以釐定減值虧損之程度。如無法估計個別資產之可收回金額，則本集團會估計資產所屬現金產生單位之可收回金額。

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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Impairment of assets (cont'd)

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.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit 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 (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Provisions and contingent liabilities

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

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

3. 重大會計政策 (續)

資產減值 (續)

可收回金額為公允價值減出售成本及使用價值兩者間之較高者。評估使用價值時，估計未來現金流量採用反映市場現時所評估之金錢時值及資產特定風險之稅前貼現率貼現至其現值。

倘資產或現金產生單位之可收回金額估計少於其賬面金額，則資產或現金產生單位之賬面金額會調低至其可收回金額。減值虧損會即時於損益內確認，除非有關資產乃按重估數額列賬則作別論，在該情況下，減值虧損會被視為重估減幅處理。

倘減值虧損其後撥回，則資產或現金產生單位之賬面金額會調高至其經修訂之估計可收回金額，惟調高後之賬面金額不得高於假設過往年度並無就資產或現金產生單位確認減值虧損而原應已釐定（扣除攤銷或折舊後）之賬面金額。所撥回之減值虧損會即時於損益內確認，除非有關資產乃按重估數額列賬則作別論，在該情況下，所撥回之減值虧損會被視為重估增幅處理。

撥備及或然負債

當本集團須就已發生之事件承擔現行法律或推定責任，而履行該責任有可能導致經濟利益流出，並能可靠地估計金額，則就該時間或金額不定之負債確認撥備。倘金錢時值屬重大，則按預期履行責任所需支出之現值計提撥備。

倘流出經濟利益之可能性不大，或無法可靠地估計金額，則該責任乃披露為或然負債，除非經濟利益流出之可能性極低則作別論。倘潛在責任存在與否取決於某宗或多宗未來事件會否發生，則會披露為或然負債，除非經濟利益流出之可能性極低則作別論。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Key sources of estimation uncertainty

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

(a) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

(b) Property, plant and equipment and depreciation

The Group determines the estimated useful lives, residual values and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(c) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

(d) Impairment of interest in an associate

The interest in an associate is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts of the interest in an associate exceeds their recoverable amounts. The recoverable amounts are determined with reference to the higher of value in use and fair value less costs of disposal. Where the recoverable amounts are less than expected or there are unfavourable events and change in facts and circumstance which result in revision of recoverable amounts, a material impairment loss may arise.

4. 關鍵判斷及主要估計

估計不明朗因素之主要來源

下文論述有關未來之主要假設及於報告期末之其他主要估計不明朗因素來源，該等假設及來源具有引致須對下個財政年度資產及負債之賬面金額作出重大調整之重大風險。

(a) 呆壞賬之減值虧損

本集團基於貿易應收賬款及其他應收款項之可收回性(包括各債務人之現行信貸狀況及過往還款紀錄)評估，就呆壞賬作出減值虧損。減值於有事件發生或情況有變顯示結餘未必可收回時產生。識別呆壞賬時須運用判斷及作出估計。倘實際結果有別於原先估計，則有關差額將影響有關估計出現變動之年度之貿易應收賬款及其他應收款項賬面值以及呆賬開支。

(b) 物業、廠房及設備以及折舊

本集團為其物業、廠房及設備釐定估計可使用年期、剩餘價值及相關折舊支出。此估計以類似性質及功能之物業、廠房及設備之實際可使用年期及剩餘價值之過往經驗為基礎。倘可使用年期及剩餘價值有別於之前所估計者，則本集團將修訂折舊支出，或撤銷或撤減已棄置或出售之技術上過時或非策略性資產。

(c) 滯銷存貨備抵

滯銷存貨備抵乃基於存貨之賬齡及估計可變現淨值作出。備抵金額之評估涉及判斷及估計。倘日後實際結果有別於原先估計，則有關差額將影響有關估計變更之期間存貨之賬面值及備抵支出/撥回。

(d) 於一間聯營公司之權益減值

倘有事件發生或情況有變顯示於一間聯營公司之權益之賬面金額超過其可收回金額，則會檢討於該聯營公司之權益之減值情況。可收回金額乃參照使用價值與公允價值減出售成本兩者間之較高者釐定。倘可收回金額少於預期或發生不利事件及事實與情況出現變化導致須修訂可收回金額，則可能出現重大減值虧損。

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5. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Credit risk

The carrying amount of the cash and bank balances, trade and other receivables included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has policies in place to ensure that sales are made to customers with an appropriate credit history. The credit risk on bank and cash balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group has significant concentration of credit risk to its trade receivables as the Group's largest customer and the five largest customers shared over approximately 13.4% (31 December 2020: 12.9%) and 44.9% (31 December 2020: 33.9%) of the trade receivables respectively at the end of the reporting period. The Group has policies and procedures to monitor the collection of the trade receivables to limit the exposure to non-recoverable of the receivables and there is no recent history of default for the customer.

5. 財務風險管理

本集團之業務須承受多種財務風險：外幣風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃專注於財務市場之不可預見性，尋求盡可能減低對本集團財務表現構成之潛在不利影響。

(a) 外幣風險

本集團面對極微之外幣風險，原因在於其大部分業務交易、資產及負債主要以本集團實體之功能貨幣計值。本集團現時並無有關外幣交易、資產及負債之外幣對沖政策。本集團將密切監察其外幣風險，並將於有需要時考慮對沖重大外幣風險。

(b) 信貸風險

計入財務狀況表之現金及銀行結餘、貿易應收賬款及其他應收款項之賬面金額，為本集團就其金融資產所面對之最大信貸風險。

本集團已制定政策，確保向具備適當信貸紀錄之客戶作出銷售。由於交易對手為獲國際信貸評級機構給予高信貸評級之銀行，因此銀行及現金結餘之信貸風險有限。

本集團之貿易應收賬款面對重大信貸集中風險，原因在於本集團最大客戶及五大客戶分別佔報告期末貿易應收賬款約13.4%（二零二零年十二月三十一日：12.9%）及44.9%（二零二零年十二月三十一日：33.9%）以上。本集團已制定政策及程序，監察貿易應收賬款之收回情況，以限制無法收回應收款項之風險，而該客戶最近並無拖欠紀錄。

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5. FINANCIAL RISK MANAGEMENT (cont'd)

(b) Credit risk (cont'd)

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- actual or expected significant changes in the operating results of the borrower;
- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers.

A significant increase in credit risk is presumed if a debtor is more than 90 days past due in making a contractual payment. A default on a financial asset is when the counterparty fails to make contractual payments within 365 days of when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group normally categorises a receivable for write off when the Group determine that the debtor does not have assets or source of income that could generate sufficient cash flow to repay the amounts subject to write-off. Where receivables have been written off, the Group, if practicable and economical, continues to engage in enforcement activity to attempt to recover the receivable due.

5. 財務風險管理 (續)

(b) 信貸風險 (續)

本集團比較金融資產於報告日期之違約風險與於初始確認日期之違約風險，以評估金融資產之信貸風險有否於各報告期內按持續基準大幅增加。本集團會考慮所得合理及有理據之前瞻性資料，尤其會應用下列資料：

- 預期對借款人履行其責任之能力帶來顯著改變之業務、財務或經濟狀況之實際或預期重大不利變動；
- 借款人經營業績之實際或預期重大變動；
- 同一借款人其他金融工具之信貸風險顯著增加；
- 借款人預期表現及行為之重大變動，包括借款人付款狀況之變動。

倘債務人逾期支付合約付款超過90天，即可推定信貸風險顯著增加。倘交易對手未能於合約付款到期後365天內付款，金融資產即告違約。

倘無合理預期可收回款項（例如債務人未能與本集團訂立還款計劃），金融資產即予撇銷。倘本集團認定債務人並無資產或收入來源可產生足夠現金流償還擬撇銷之應收款項，則本集團一般會將該應收款項歸入撇銷類別。倘應收款項已經撇銷，則本集團會於實際可行及符合經濟效益之情況下繼續進行強制執行活動，嘗試收回已到期之應收款項。

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5. FINANCIAL RISK MANAGEMENT (cont'd)

(b) Credit risk (cont'd)

The Group uses two categories for non-trade receivables which reflect their credit risk and how the loan loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

Category 類別	Definition 定義	Loss provision 虧損撥備		
Performing 表現理想	Low risk of default and strong capacity to pay 違約風險低，付款能力強	12 month expected losses 12個月預期虧損		
Non-performing 表現欠佳	Significant increase in credit risk 信貸風險顯著增加	Lifetime expected losses 全期預期虧損		
		Long term receivables 長期應收款項 RMB'000 人民幣千元	Other receivables and amount due from Joint Venture 其他應收款項 及應收合營 企業款項 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance as at 30 June 2022	於二零二二年六月三十日之結餘	50,000	12,396	62,396
Provision for loss allowance	虧損備抵撥備	(50,000)	-	(50,000)
Carrying amounts	賬面金額	-	12,396	12,396
Balance as at 31 December 2020	於二零二零年 十二月三十一日之結餘	50,000	7,485	57,485
Provision for loss allowance	虧損備抵撥備	(50,000)	-	(50,000)
Carrying amounts	賬面金額	-	7,485	7,485

5. 財務風險管理 (續)

(b) 信貸風險 (續)

本集團將非貿易應收賬款分為兩類，以反映各類別之信貸風險及貸款虧損撥備方式。計算預期信貸虧損率時，本集團考慮各類別之歷史虧損比率，再就前瞻性數據作出調整。

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5. FINANCIAL RISK MANAGEMENT (cont'd)

(b) Credit risk (cont'd)

The balance for long term receivables are considered high risk as these investment companies are uncontactable and the Group considered these loan made by the former management were considered as deceitful acts and were reported to the Police Department of Huangpu District, Guangzhou Municipality in May 2018.

Expected credit loss rate	預期信貸虧損率	%	%
30 June 2022	二零二二年六月三十日	100	—
31 December 2020	二零二零年十二月三十一日	100	—

	Long term receivables	Other receivables and amount due from Joint Venture	Total	
		其他應收款項及應收合營企業款項		
	長期應收款項	其他應收款項及應收合營企業款項	總計	
	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	
Loss allowance at 1 January 2020, 31 December 2020, 1 January 2021 and 30 June 2022	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二零二二年六月三十日之虧損備抵	50,000	—	50,000

5. 財務風險管理 (續)

(b) 信貸風險 (續)

長期應收款項結餘被視為具有高風險，原因在於該等投資公司失聯，而本集團認為該等由前任管理層作出之貸款屬欺詐行為，並已於二零一八年五月向廣州市黃埔區公安局報案。

	Long term receivables	Other receivables and amount due from Joint Venture	Total	
		其他應收款項及應收合營企業款項		
	長期應收款項	其他應收款項及應收合營企業款項	總計	
	RMB'000	RMB'000	RMB'000	
	人民幣千元	人民幣千元	人民幣千元	
Loss allowance at 1 January 2020, 31 December 2020, 1 January 2021 and 30 June 2022	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二零二二年六月三十日之虧損備抵	50,000	—	50,000

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5. FINANCIAL RISK MANAGEMENT (cont'd)

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis of the Group's financial liabilities is as follows:

		Less than 1 year	2-5 years	Total
		少於一年	二至五年	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 30 June 2022	於二零二二年六月三十日			
Borrowings	借貸	8,024	-	8,024
Trade and other payables	貿易應付賬款及其他應付款項	107,073	-	107,073
Promissory notes	承兌票據	146,323	-	146,323
		261,420	-	261,420
At 31 December 2020	於二零二零年十二月三十一日			
Borrowings	借貸	40,000	-	40,000
Trade and other payables	貿易應付賬款及其他應付款項	78,063	-	78,063
Promissory notes	承兌票據	137,029	-	137,029
		255,092	-	255,092

5. 財務風險管理 (續)

(c) 流動資金風險

本集團之政策為定期監察當前及預期流動資金需求，以確保其維持充足現金儲備以應付短期及較長期流動資金所需。

本集團金融負債之到期日分析如下：

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5. FINANCIAL RISK MANAGEMENT (cont'd)

(d) Interest rate risk

The Group's exposure to interest rate risk arises from its bank deposits and borrowings.

Borrowings are arranged at fixed interest rates and expose the Group to fair value interest rate risks. Other bank deposits are arranged at floating rates, thus exposing the Group to cash flow interest rate risk.

At 30 June 2022, the Group has minimal exposure to interest rate risk, as the Group's operating cash flows are substantially independent of changes in market interest rates.

(e) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(f) Categories of financial instruments

5. 財務風險管理 (續)

(d) 利率風險

本集團所承擔之利率風險源自其銀行存款及借貸。

借貸按固定利率安排，令本集團須承擔公允價值利率風險。其他銀行存款以浮動利率安排，使本集團須面對現金流量利率風險。

於二零二二年六月三十日，由於本集團之經營現金流量幾乎不受市場利率波動影響，故本集團所承受之利率風險極低。

(e) 公允價值

綜合財務狀況表內反映之本集團金融資產及金融負債之賬面金額與各自之公允價值相若。

(f) 金融工具類別

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Financial assets			
	金融資產		
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	-	19
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本計量之金融資產 (包括現金及現金等值項目)	343,498	364,443
Financial liabilities			
	金融負債		
Financial liabilities at amortised cost	按攤銷成本計量之金融負債	256,991	245,066

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6. FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categories into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level in fair value hierarchy at 30 June 2022:

		Fair value measurements			Total
		公允價值計量			總計
		Level 1	Level 2	Level 3	2022
		第一級	第二級	第三級	二零二二年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Recurring fair value measurements:	經常性公允價值計量：				
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產				
– Put option	– 認沽期權	-	-	-	-
– Contingent consideration receivable	– 應收或然代價	-	-	-	-
Total recurring fair value measurements	經常性公允價值計量總額	-	-	-	-

6. 公允價值計量

公允價值為市場參與者於計量當日進行有序交易時因出售一項資產而將收取或因轉移一項負債而將支付之價格。以下披露之公允價值計量所使用之公允價值層級將用以計量公允價值之估值技術之輸入數據分為三個層級：

第一級輸入數據：本集團可於計量當日取得之相同資產或負債在活躍市場上之報價（未經調整）。

第二級輸入數據：除第一級所包括之報價外，資產或負債之可直接或間接觀察所得輸入數據。

第三級輸入數據：資產或負債之不可觀察輸入數據。

本集團之政策為於發生事件或情況有變導致於三個層級中任何一級轉入及轉出當日，確認有關轉移。

(a) 於二零二二年六月三十日的公允價值層級披露：

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For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

6. FAIR VALUE MEASUREMENT (cont'd)

(a) (cont'd)

Disclosures of level in fair value hierarchy at 31 December 2020:

		Fair value measurements			Total
		公允價值計量			總計
		Level 1	Level 2	Level 3	2020
		第一級	第二級	第三級	二零二零年
	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	
Recurring fair value measurements:	經常性公允價值計量：				
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產				
– Put option	– 認沽期權	–	–	19	19
– Contingent consideration receivable	– 應收或然代價	–	–	–	–
Total recurring fair value measurements	經常性公允價值計量總額	–	–	19	19

(b) Reconciliation of assets measured at fair value based on level 3:

		30 June 2022	31 December 2020
		二零二二年六月三十日	二零二零年十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January 2021/2020	於二零二一年／二零二零年一月一日	19	7,570
Total loss recognised in profit or loss [#]	於損益內確認之總虧損 [#]	(19)	(7,551)
At 30 June/31 December	於六月三十日／十二月三十一日	–	19
[#] Include gains or losses for assets held at end of reporting period	[#] 包括於報告期末持有之資產之收益或虧損	–	(19)

The total loss recognised in profit or loss including those for assets held at end of reporting period are presented in other net loss in the statement of profit or loss.

於損益內確認之總虧損(包括於報告期末持有之資產之虧損)於損益表內之其他虧損淨額列示。

6. 公允價值計量(續)

(a) (續)

於二零二零年十二月三十一日的公允價值層級披露：

(b) 根據第三級按公允價值計量之資產對賬：

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6. FAIR VALUE MEASUREMENT (cont'd)

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 30 June 2022:

The Group's directors are responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. Discussions of valuation processes and results are held between the financial controller and the board of directors at least twice a year.

Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value	Fair value
					30 June 2022	31 December 2020
描述	估值技術	不可觀察輸入數據	範圍	輸入數據增加對公允價值之影響	二零二二年六月三十日之公允價值 RMB'000 人民幣千元	二零二零年十二月三十一日之公允價值 RMB'000 人民幣千元
Put option	Black Scholes Option Pricing Model	Risk free rate	1.91%	Decrease		
認沽期權	柏力克-舒爾斯期權定價模式	無風險利率		減少		
		Volatility	68.46%	Decrease	-	19
		波幅		減少		
Contingent consideration receivable	Discounted cash flow	Discount rate	14.17%	Decrease	-	-
應收或然代價	貼現現金流量	貼現率		減少		

6. 公允價值計量 (續)

- (c) 於二零二二年六月三十日本集團所採用之估值程序及公允價值計量所採用之估值技術及輸入數據之披露：

本集團董事須為財務申報所需之資產及負債公允價值計量負責，包括第三級公允價值計量。財務總監與董事會就估值程序及結果每年進行最少兩次討論。

第三級公允價值計量

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7. REVENUE

The Group's revenue represents the aggregate of sales value of goods supplied and services provided to customers less goods returned and trade discounts. An analysis of the Group's revenue for the period/year are as follows:

7. 收益

本集團之收益為向客戶供應貨品及提供服務之銷售價值總額減退貨及貿易折扣。本集團之期/年內收益分析如下：

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sales of steel pipes, steel sheets and other steel products	銷售鋼管、鋼片及其他鋼製品	901,176	536,646
Urban renewal projects planning and consulting	城市更新項目規劃及諮詢	1,476	44,466
		902,652	581,112

Disaggregation of revenue from contracts with customers:

客戶合約收益之拆分：

		1 January 2021 to 30 June 2022		Year ended 31 December 2020	
		二零二一年一月一日至 二零二二年六月三十日		截至二零二零年 十二月三十一日止年度	
		Steel – PRC	Service – PRC	Steel – PRC	Service – PRC
		鋼－中國	服務－中國	鋼－中國	服務－中國
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Sales of steel pipes, steel sheets and other steel products:	銷售鋼管、鋼片及其他鋼製品：				
Indirect export sales	間接出口銷售	65,744	-	52,942	-
Domestic sales	國內銷售	793,028	-	454,416	-
Direct export sales	直接出口銷售	42,404	-	29,288	-
Urban renewal projects planning and consulting:	城市更新項目 規劃及諮詢：				
Consulting services	諮詢服務	-	1,476	-	44,466
Total	總計	901,176	1,476	536,646	44,466
Timing of recognition of revenue from contracts with customers:	確認客戶合約 收益之時間：				
At a point in time	單一時間點	901,176	-	536,646	-
Over time	隨時間	-	1,476	-	44,466
		901,176	1,476	536,646	44,466

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For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

7. REVENUE (cont'd)

Sales of steel pipes, steel sheets and other steel products

The Group manufactures and sells steel pipes, steel sheets and other steel products to the customers. Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

Sales to customers are normally made with credit terms of 60 to 180 days. For new customers, deposits or cash on delivery may be required. Deposits received are recognised as a contract liability.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Consultancy services

Consulting income from urban renewal projects planning and consulting is recognised in the accounting period in which the services are rendered. The customers pay the consulting service fee to the Group according to the payment schedules as stipulated in the contract.

7. 收益 (續)

銷售鋼管、鋼片及其他鋼製品

本集團製造及向客戶銷售鋼管、鋼片及其他鋼製品。當產品控制權已轉移(即產品交付予客戶之時)，並無可能影響客戶接納產品之未達成義務，且客戶已取得產品之法律所有權時確認銷售。

與客戶之銷售之信貸期一般為60至180天。新客戶可能被要求支付按金或貨到付現。已收按金確認為合約負債。

當產品交付予客戶，只要時間流逝便會到期付款時，即代價成為無條件之時間點，應收款項於此時間點確認。

諮詢服務

城市更新項目規劃及諮詢之諮詢收入於獲提供服務之會計期間確認。客戶按照合約訂明之付款期向本集團支付諮詢服務費。

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8. OTHER INCOME

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank interest income	銀行利息收入	722	769
Government subsidy [#]	政府補貼 [#]	4,712	1,867
Scrap sales	廢料銷售	18,344	8,037
Gain on lease modification	租賃修訂收益	73	-
Sundry income	雜項收入	786	585
		24,637	11,258

[#] The government subsidy was received from local government authorities for supporting the Group's operation and encouraging innovation of production technology, of which the entitlement was unconditional.

8. 其他收入

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
銀行利息收入		722	769
政府補貼 [#]		4,712	1,867
廢料銷售		18,344	8,037
租賃修訂收益		73	-
雜項收入		786	585
		24,637	11,258

[#] 因支持本集團經營及鼓勵創新生產技術而獲地方政府機關發放政府補貼，享有該等補貼乃無條件。

9. OTHER NET (GAIN)/LOSS

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額	638	318
Net exchange (gain)/loss	匯兌(收益)/虧損淨額	(507)	780
Change in fair value of financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之公允價值變動	19	7,551
(Reversal of impairment)/impairment loss on trade and other receivables	貿易應收賬款及其他應收款項之(減值撥回)/減值虧損	(2,675)	377
		(2,525)	9,026

9. 其他(收益)/虧損淨額

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
出售物業、廠房及設備之虧損淨額		638	318
匯兌(收益)/虧損淨額		(507)	780
按公允價值計入損益之金融資產之公允價值變動		19	7,551
貿易應收賬款及其他應收款項之(減值撥回)/減值虧損		(2,675)	377
		(2,525)	9,026

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10. SEGMENT INFORMATION

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the board of directors of the Company, being the Group's chief operating decision maker, for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Steel – PRC: this segment primarily derive its revenue from the manufacture and trading of steel pipes, steel sheets and other steel products. These products are manufactured in the Group's manufacturing facilities located in PRC.
- Service – PRC: this segment primarily derive its revenue from urban renewal projects planning and consulting in Zhuhai City of Guangdong Province of the PRC.

Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's chief operating decision maker monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible assets and current assets with the exception of corporate assets. Segment liabilities include all liabilities including trade and other payables and borrowings managed directly by the segments with the exception of corporate liabilities.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments. The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3. The measure used for reporting segment profit is "EBIT" i.e. "earnings before interest and taxes".

In addition to receiving segment information concerning EBIT, management is provided with segment information concerning revenue, interest income and expenses from cash balances and borrowings managed directly by the segments, depreciation and amortisation, change in fair value of financial assets at fair value through profit or loss, net gain/loss on disposal of property, plant and equipment, impairment loss on trade and other receivables, reversal of impairment loss on trade and other receivables, write down of inventories, reversal of write down of inventories, income tax expenses and additions to non-current segment assets used by the segments in their operations.

10. 分部資料

本集團按部門管理業務，而部門則以業務組合（產品及服務）及地域混合組成按與向本公司董事會（即本集團首席營運決策者）內部呈報資料以分配資源及評估表現一致之方式。本集團已呈列以下兩個可呈報分部。概無合併經營分部以組成下列可呈報分部。

- 鋼－中國：此分部之收益主要源自製造及買賣鋼管、鋼片及其他鋼製品。此等產品於本集團位於中國之製造設施製造。
- 服務－中國：此分部之收益主要源自在中國廣東省珠海市提供城市更新項目規劃及諮詢。

分部業績、資產及負債

就評估分部表現及於分部間分配資源而言，本集團首席營運決策者按以下基礎監察各個可呈報分部應佔之業績、資產及負債：

分部資產包括所有有形資產及流動資產，惟不包括企業資產。分部負債包括由各分部直接管理之所有負債，包括貿易應付賬款及其他應付款項以及借貸，惟不包括企業負債。

收益及開支參照各可呈報分部產生之銷售額，以及該等分部產生之開支或應佔之資產折舊或攤銷，分配至各個分部。可呈報分部之會計政策與附註3所載本集團會計政策相同。呈報分部溢利所用之計量方式為「除息稅前盈利」，即「除利息及稅項前盈利」。

除會收到有關除息稅前盈利之分部資料外，管理層亦獲提供有關以下各項之分部資料：收益、來自各分部直接管理之現金結餘及借貸之利息收入及開支、折舊及攤銷、按公允價值計入損益之金融資產之公允價值變動、出售物業、廠房及設備之收益／虧損淨額、貿易應收賬款及其他應收款項之減值虧損、貿易應收賬款及其他應收款項之減值虧損撥回、撇減存貨、撇減存貨撥回、所得稅開支及添置各分部於營運中使用之非流動分部資產。

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10. SEGMENT INFORMATION (cont'd)

Segment results, assets and liabilities (cont'd)

Information regarding the Group's reportable segments as provided to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance for the period from 1 January 2021 to 30 June 2022 and for the year ended 31 December 2020 is set out below:

Information about reportable segment profit or loss, assets and liabilities:

10. 分部資料 (續)

分部業績、資產及負債 (續)

自二零二一年一月一日至二零二二年六月三十日期間及截至二零二零年十二月三十一日止年度，提供予本集團首席營運決策者以分配資源及評估分部表現之本集團可呈報分部資料載列如下：

有關可呈報分部溢利或虧損、資產及負債之資料：

		Urban renewal projects planning and consulting 城市更新 項目規劃及 諮詢 RMB'000 人民幣千元	Sales of steel pipes, steel sheets and other steel products 銷售鋼管、 鋼片及其他 鋼製品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
1 January 2021 to 30 June 2022	二零二一年一月一日至二零二二年六月三十日			
Revenue	收益	1,476	901,176	902,652
Segment (loss)/profit	分部(虧損)/溢利	(7,725)	36,464	28,739
Finance costs	財務成本	(119)	(4,123)	(4,242)
Interest income	利息收入	-	721	721
Depreciation	折舊	(31)	(6,781)	(6,812)
Amortisation	攤銷	(1,298)	(333)	(1,631)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	-	(638)	(638)
Change in fair value of financial assets at fair value through profit or loss	按公允價值計入損益之金融資產之 公允價值變動	(19)	-	(19)
Share of loss of an associates	應佔一間聯營公司之虧損	(225)	-	(225)
Income tax expense	所得稅開支	-	(5,452)	(5,452)
Other material non-cash items:	其他重大非現金項目：			
Reserve of impairment on trade and other receivables	貿易應收賬款及其他應收款項 減值儲備	-	(2,675)	(2,675)
Additions to segment non-current assets	添置分部非流動資產	2	13,817	13,819
At 30 June 2022	於二零二二年六月三十日			
Segment assets	分部資產	349,861	378,267	728,128
Segment liabilities	分部負債	18,586	85,204	103,790

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10. SEGMENT INFORMATION (cont'd)

Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

10. 分部資料 (續)

可呈報分部收益、溢利或虧損、資產及負債對賬：

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Profit or loss:	溢利或虧損：		
Total profit of reportable segments	可呈報分部溢利總額	28,739	73,781
Corporate and unallocated loss	企業及未分配虧損	(37,558)	(53,101)
Consolidated (loss)/profit for the period/year	期／年內綜合(虧損)／溢利	(8,819)	20,680
Assets	資產		
Total assets of reportable segments	可呈報分部資產總值	728,128	755,803
Corporate and unallocated assets	企業及未分配資產	33,745	18,784
Consolidated total assets	綜合資產總值	761,873	774,587
Liabilities	負債		
Total liabilities of reportable segments	可呈報分部負債總額	103,790	133,075
Corporate and unallocated liabilities	企業及未分配負債	174,569	146,413
Consolidated total liabilities	綜合負債總額	278,359	279,488

Geographical information:

Since the Group's revenue and assets are derived from customers and operations based in the PRC and accordingly, no further analysis of the Group's geographical information is disclosed.

地域資料：

由於本集團之收益及資產源自以中國為基地之客戶及業務，故此並無披露本集團地域資料之進一步分析。

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綜合財務報表附註

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10. SEGMENT INFORMATION (cont'd)

Revenue from major customers:

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sales of stel pipes, steel sheet and other steel products segment:	銷售鋼管、鋼片及其他鋼製品分部：		
Customer A	客戶A	-*	64,469

No customer individually contributed 10% or more to the Group's revenue for 1 January 2021 to 30 June 2022.

* The revenue from this customer below 10% to the Group's revenue from the period from 1 January 2021 to 30 June 2022.

10. 分部資料(續)

主要客戶收益：

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Sales of stel pipes, steel sheet and other steel products segment:	銷售鋼管、鋼片及其他鋼製品分部：		
Customer A	客戶A	-*	64,469

二零二一年一月一日至二零二二年六月三十日，概無個別客戶為本集團收益貢獻10%或以上。

* 自二零二一年一月一日至二零二二年六月三十日止期間，來自該客戶的收益低於本集團收益的10%。

11. FINANCE COSTS

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank interest expenses	銀行利息開支	3,877	1,920
Promissory notes interest	承兌票據利息	13,269	12,112
Interest expense on lease liabilities	租賃負債利息開支	135	273
Other finance charges	其他財務支出	634	137
		17,915	14,442

11. 財務成本

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12. INCOME TAX EXPENSE

12. 所得稅開支

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax	即期稅項		
PRC corporation income tax	中國企業所得稅	4,981	13,192
Over provision in prior years	過往年度超額撥備	-	(1,488)
Withholding tax	預扣稅	471	236
		5,452	11,940

Hong Kong Profits Tax has not been provided for the eighteen months ended 30 June 2022 and the year ended 31 December 2020 as the Group did not generate any assessable profits arising in Hong Kong.

截至二零二二年六月三十日止十八個月及截至二零二零年十二月三十一日止年度，本集團並無計提香港利得稅，乃由於本集團並無於香港產生任何應課稅溢利。

Pursuant to the income tax rules and regulations of the PRC, the subsidiaries in the PRC are liable to PRC Corporate Income Tax at a rate of 25% (Year ended 31 December 2020: 25%) during the period.

根據中國所得稅規則及法規，期內中國附屬公司須按25%（截至二零二零年十二月三十一日止年度：25%）之稅率繳納中國企業所得稅。

During the period, Guangzhou Mayer, a core subsidiary of the Company was accredited as a High and New Tech Enterprise. As being a High and New Tech Enterprise, it was entitled to a reduced corporate income tax rate of 15% for the period (Year ended 31 December 2020: 15%).

期內，本公司之核心附屬公司廣州美亞獲評為高新技術企業，作為一家高新技術企業，期內享有15%（截至二零二零年十二月三十一日止年度：15%）之經減免企業所得稅率。

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For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

12. INCOME TAX EXPENSE (cont'd)

Additionally, a 10% withholding tax is levied on dividends declared to foreign investors from the PRC effective from 1 January 2008. A lower withholding tax rate may be applied if there is a tax treaty arrangement between the PRC and jurisdiction of the foreign investors.

Taxation arising in other jurisdictions are calculated at the rates prevailing in the relevant jurisdictions.

The reconciliation between the income tax expense and the profit before tax multiplied by applicable tax rates is as follows:

12. 所得稅開支(續)

此外，由二零零八年一月一日起，從中國向海外投資者宣派之股息須按10%之稅率扣繳稅項。倘中國與海外投資者所處之司法權區訂有稅務條約安排，則可能應用較低之扣繳稅率。

其他司法權區之稅項乃按相關司法權區之現行稅率計算。

所得稅開支與除稅前溢利乘以適用稅率之積對賬對如下：

		1 January 2021 to 30 June 2022 二零二一年 一月一日至 二零二二年 六月三十日 RMB'000 人民幣千元	Year ended 31 December 2020 截至 二零二零年 十二月三十一日 止年度 RMB'000 人民幣千元
(Loss)/profit before tax	除稅前(虧損)/溢利	(3,367)	32,620
Tax at the rates applicable to (loss)/profit in the countries concerned	按有關國家適用於(虧損)/溢利之稅率計算之稅項	(338)	10,198
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(7)	-
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	8,654	4,794
Tax effect of tax concession	稅務優惠之稅務影響	(3,328)	(1,800)
Over provision in prior years	過往年度超額撥備	-	(1,488)
Withholding tax	預扣稅	471	236
Income tax expense for the period/year	期/年內所得稅開支	5,452	11,940

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綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

13. (LOSS)/PROFIT FOR THE PERIOD/YEAR

The Group's (loss)/profit for the period/year is stated after charging/(crediting) the following:

13. 期／年內（虧損）／溢利

本集團之期／年內（虧損）／溢利乃於扣除／（計入）下列各項後列賬：

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Auditor's remuneration	核數師酬金		
– audit services	– 審核服務	897	845
– other services	– 其他服務	523	252
Cost of inventories sold [#]	已售存貨成本 [#]	783,941	460,795
Depreciation	折舊	7,315	3,682
Depreciation of right-of-use assets	使用權資產折舊	2,050	1,783
Net exchange (gain)/loss	匯兌（收益）／虧損淨額	(505)	778
Expenses related to short-term lease	短期租賃相關開支	285	523
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額	638	318
Staff costs including directors' emoluments	員工成本（包括董事酬金）		
– Salaries, bonus and allowances	– 薪金、花紅及津貼	71,013	42,230
– Retirement benefits scheme contributions	– 退休福利計劃供款	9,026	2,035
		80,039	44,265

[#] Cost of inventories sold includes the followings which are also included in the amounts disclosed separately above.

[#] 已售存貨成本包括下列各項（亦計入上文獨立披露之金額內）。

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一日 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation	折舊	6,485	2,740
Staff costs	員工成本	30,435	17,026

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For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

The emoluments of each director were as follows:

14. 董事及僱員酬金

各董事之酬金如下：

30 June 2022			二零二二年六月三十日			
		Note	Directors' Fees	Salaries and allowances	Retirement benefits scheme contributions	Total
		附註	RMB'000	RMB'000	RMB'000	RMB'000
			人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive Directors	執行董事					
Mr. Xu Lidi	徐立地先生	a	-	1,256	14	1,270
Mr. Lee Kwok Leung	李國樑先生		-	760	-	760
Mr. Zhou Shi Hao	周世豪先生		-	659	-	659
Mr. Chen Zhirui	陳志睿先生		-	781	-	781
Dr. Cheung Ka Yue	張嘉裕博士	c	-	141	-	141
Mr. Xiao Libo	肖立波先生	c	-	327	-	327
Non-executive Directors	非執行董事					
Mr. Wang Dongqi	王東奇先生		158	-	-	158
Mr. Lam Chung Chak	林宗澤先生	d	75	-	-	75
Independent Non-executive Directors	獨立非執行董事					
Mr. Lau Kwok Hung	劉國雄先生		187	-	-	187
Mr. Cheung, Eddie Ho Kuen	張灝權先生		110	-	-	110
Mr. Cheng Yuk Ping, deceased	鄭旭冰先生，已離世	b	31	-	-	31
Mr. Chan Chun Kit	陳振傑先生	c	80	-	-	80
Mr. Lu Jianping	陸建平先生	e	57	-	-	57
Total for the period from 1 January 2021 to 30 June 2022	自二零二一年一月一日至二零二二年六月三十日止期間之總計		698	3,924	14	4,636

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14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (cont'd)

14. 董事及僱員酬金 (續)

			Directors' Fees	Salaries and allowances	Retirement benefits scheme contributions	Total
		Note	董事袍金 RMB'000 人民幣千元	薪金及津貼 RMB'000 人民幣千元	退休福利 計劃供款 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
31 December 2020	二零二零年十二月三十一日					
Executive Directors	執行董事					
Mr. Xu Lidi	徐立地先生	<i>a</i>	–	670	16	686
Mr. Lee Kwok Leung	李國樑先生		–	554	–	554
Mr. Zhou Shi Hao	周世豪先生		–	424	–	424
Mr. Chen Zhirui	陳志睿先生		–	718	–	718
Non-executive Directors	非執行董事					
Mr. Wang Dongqi	王東奇先生		157	–	–	157
Independent Non-executive Directors	獨立非執行董事					
Mr. Lau Kwok Hung	劉國雄先生		133	–	–	133
Mr. Deng Shimin	鄧世敏先生		8	–	–	8
Mr. Cheung, Eddie Ho Kuen	張灝權先生		133	–	–	133
Mr. Cheng Yuk Ping	鄭旭冰先生	<i>b</i>	126	–	–	126
Total for the year ended 31 December 2020	截至二零二零年十二月三十一日止年度之總計		557	2,366	16	2,939

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14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(cont'd)

Notes:

- a Resigned on 3 December 2021
- b Appointed as independent non-executive director on 21 January 2020, redesignated to executive Director and appointed as Chairman on 15 January 2021 and deceased on 28 February 2021
- c Appointed on 9 November 2021
- d Appointed on 25 November 2021
- e Appointed on 28 February 2022

There was no arrangement under which a director waived or agreed to waive any emoluments during the period/year.

The five highest paid individuals in the Group during 1 January 2021 to 30 June 2022 included four (Year ended 31 December 2020: four) directors, whose emoluments are reflected in the analysis above. The emoluments of the remaining one (Year ended 31 December 2020: one) individual are set out below:

		1 January 2021 to 30 June 2022	Year ended 31 December 2020
		二零二一年 一月一日至 二零二二年 六月三十日	截至 二零二零年 十二月三十一 止年度
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Basic salaries and allowances	基本薪金及津貼	678	965
Retirement benefits scheme contributions	退休福利計劃供款	-	-
		678	965

14. 董事及僱員酬金 (續)

附註：

- a 於二零二一年十二月三日辭任
- b 於二零二零年一月二十一日獲委任為獨立非執行董事，於二零二一年一月十五日調任執行董事並獲委任為主席，於二零二一年二月二十八日離世
- c 於二零二一年十一月九日獲委任
- d 於二零二一年十一月二十五日獲委任
- e 於二零二二年二月二十八日獲委任

期／年內並無董事放棄或同意放棄任何酬金之安排。

於二零二一年一月一日至二零二二年六月三十日期間，本集團五名最高薪酬人士包括四名（截至二零二零年十二月三十一日止年度：四名）董事，彼等之酬金於上文之分析反映。餘下一名（截至二零二零年十二月三十一日止年度：一名）人士之酬金載列如下：

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14. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (cont'd)

The emoluments fell within the following bands:

Emolument band:	酬金範圍：	Number of individuals 人數	
		1 January 2021 to 30 June 2022 二零二一年一月一日至二零二二年六月三十日	Year ended 31 December 2020 截至二零二零年十二月三十一日止年度
Nil – HK\$ 1,000,000	零至1,000,000港元	1	1

During the period/year, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

酬金介乎以下範圍：

Emolument band:	酬金範圍：	Number of individuals 人數	
		1 January 2021 to 30 June 2022 二零二一年一月一日至二零二二年六月三十日	Year ended 31 December 2020 截至二零二零年十二月三十一日止年度
Nil – HK\$ 1,000,000	零至1,000,000港元	1	1

期／年內，本集團並無向任何董事或最高薪酬人士支付酬金作為加盟本集團之誘金或加盟時之獎勵或作為離職賠償。

15. DIVIDENDS

The directors do not recommend or declare the payment of any dividend in respect of the eighteen months ended 30 June 2022 and year ended 31 December 2020.

15. 股息

董事不建議亦不宣派截至二零二二年六月三十日止十八個月及截至二零二零年十二月三十一日止年度之任何股息。

16. (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to owners of the Company of approximately RMB14,304,000 for the period (year ended 31 December 2020: profit of approximately RMB15,854,000) and the weighted average number of 2,158,000,000 ordinary shares (year ended 31 December 2020: 2,158,000,000 ordinary shares) in issue during the period/year.

16. 每股(虧損)／盈利

每股基本(虧損)／盈利

每股基本(虧損)／盈利乃基於本公司擁有人應佔期內虧損約人民幣14,304,000元(截至二零二零年十二月三十一日止年度：溢利約人民幣15,854,000元)及期／年內已發行普通股加權平均數2,158,000,000股(截至二零二零年十二月三十一日止年度：2,158,000,000股)計算。

Diluted (loss)/earnings per share

Diluted (loss)/earnings per share is equal to basic (loss)/earnings per share as there are no potential ordinary shares outstanding for period from 1 January 2021 to 30 June 2022 and year ended 31 December 2020.

每股攤薄(虧損)／盈利

由於自二零二一年一月一日至二零二二年六月三十日止期間及截至二零二零年十二月三十一日止年度概無已發行在外之潛在普通股，因此每股攤薄(虧損)／盈利與每股基本(虧損)／盈利相同。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Land and buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures, and office equipment	Motor vehicles	Construction in progress	Total
		土地及樓宇	租賃物業裝修	廠房及機械	傢俬、裝置及辦公室設備	汽車	在建工程	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At cost	按成本							
At 1 January 2020	於二零二零年一月一日	43,385	5,554	104,223	4,073	3,521	1,441	162,197
Additions	添置	-	194	-	438	1,095	17,403	19,130
Transfer	轉撥	-	-	15,621	337	-	(15,958)	-
Disposals	出售	-	-	(2,559)	(145)	(232)	-	(2,936)
Exchange differences	匯兌差額	-	(1)	-	(2)	(114)	-	(117)
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	43,385	5,747	117,285	4,701	4,270	2,886	178,274
Additions	添置	-	2,956	470	3	-	10,390	13,819
Transfer	轉撥	-	-	3,165	164	105	(3,434)	-
Disposals	出售	-	-	(410)	-	-	-	(410)
Written off	撤銷	-	-	(6,073)	(143)	(888)	-	(7,104)
Exchange differences	匯兌差額	-	-	-	-	39	-	39
At 30 June 2022	於二零二二年六月三十日	43,385	8,703	114,437	4,725	3,526	9,842	184,618
Accumulated depreciation	累計折舊							
At 1 January 2020	於二零二零年一月一日	36,368	4,207	84,275	3,216	1,489	-	129,555
Charge for the year	年內支出	687	226	1,952	246	571	-	3,682
Disposal	出售	-	-	(2,178)	(130)	(82)	-	(2,390)
Exchange differences	匯兌差額	-	(1)	-	(1)	(53)	-	(55)
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	37,055	4,432	84,049	3,331	1,925	-	130,792
Charge for the period	期內支出	906	309	5,140	406	554	-	7,315
Disposals	出售	-	-	(118)	-	-	-	(118)
Written off	撤銷	-	-	(5,465)	(128)	(810)	-	(6,403)
Exchange differences	匯兌差額	-	-	-	4	-	-	4
At 30 June 2022	於二零二二年六月三十日	37,961	4,741	83,606	3,613	1,669	-	131,590
Carrying amounts	賬面金額							
At 30 June 2022	於二零二二年六月三十日	5,424	3,962	30,831	1,112	1,857	9,842	53,028
At 31 December 2020	於二零二零年十二月三十一日	6,330	1,315	33,236	1,370	2,345	2,886	47,482

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18. RIGHT-OF-USE ASSETS

Disclosures of lease-related items:

18. 使用權資產

租賃相關項目披露：

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
At 30 June/31 December:	於六月三十日／十二月三十一日：		
Right-of-use assets	使用權資產		
– Land and buildings	– 土地及樓宇	5,377	7,820
		5,377	7,820
The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:	本集團基於未貼現現金流之租賃負債到期日分析如下：		
– Less than 1 year	– 少於一年	206	1,678
– Between 1 and 2 years	– 一至兩年	–	917
		206	2,595
Period from 1 January 2021 to 30 June 2022/year ended 31 December 2020:	自二零二一年一月一日至二零二二年六月三十日止期間／截至二零二零年十二月三十一日止年度：		
Depreciation charge of right-of-use assets	使用權資產折舊支出		
– Land and buildings	– 土地及樓宇	2,050	1,783
Lease interests	租賃利息	135	273
Expenses related to short-term lease	短期租賃相關開支	285	523
Total cash outflow for leases	租賃現金流出總額	1,887	1,719

The Group leases various land and buildings. Lease agreements are typically made for fixed periods of 2 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

本集團租用多幅土地及多幢樓宇。租賃協議之租期通常定於2年。租賃條款按個別情況磋商，當中包含多種不同之條款及條件。租賃協議並無施加任何契諾，而租賃資產不得用作借貸之抵押。

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19. INTEREST IN AN ASSOCIATE

19. 於一間聯營公司之權益

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Unlisted investments	非上市投資		
– Share of net assets	– 應佔淨資產	161,771	161,996
Goodwill	商譽	47,339	47,339
		209,110	209,335

Details of the Group's associates at 30 June 2022 and 31 December 2020 are as follows:

於二零二二年六月三十日及二零二零年十二月三十一日，本集團聯營公司之詳情如下：

Name	Place of incorporation/ registration	Issued/ paid-up capital	Percentage of the ownership interest held by the Company 本公司所持 擁有權權益 百分比	Principal activities
名稱	註冊成立/ 註冊地點	已發行/ 繳足股本		主要業務
Zhuhai Hua Fa Yue Tang Property Development Limited*	the People Republic of China ("PRC")	Registered capital of RMB10,000,000	49%	Land redevelopment
珠海華發月堂房產開發有限公司	中華人民共和國 ("中國")	註冊資本 人民幣10,000,000元	49%	土地重新發展

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19. INTEREST IN AN ASSOCIATE (cont'd)

The following table shows information of an associate that are material to the Group. This associate is accounted for in the consolidated financial statements using the equity method. The summarised financial information presented is based on the HKFRS financial statements of the associates.

19. 於一間聯營公司之權益 (續)

下表顯示對本集團屬重大之聯營公司之資料。該聯營公司按權益法於綜合財務報表內列賬。所呈列財務資料概要乃以該等聯營公司根據香港財務報告準則所編製之財務報表為依據。

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Non-current assets	非流動資產	438,713	438,766
Current assets	流動資產	995	1,402
Non-current liabilities	非流動負債	(109,564)	(109,564)
Current liabilities	流動負債	-	-
Net assets	資產淨值	330,144	330,604
Group's share of net assets	本集團應佔淨資產	161,771	161,996
Period from 1 January 2021 to 30 June 2022/year ended 31 December 2020	自二零二一年一月一日至 二零二二年六月三十日 止期間/截至二零二零年 十二月三十一日止年度		
Revenue	收益	-	-
Loss for the period/year	期/年內虧損	(461)	(309)

* For identification purpose only

* 僅供識別

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20. INTEREST IN JOINT VENTURES

20. 於合營企業之權益

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Unlisted investments	非上市投資		
– Share of net assets	– 應佔淨資產	50,971	50,971
Less: Impairment	減：減值	(50,971)	(50,971)
		–	–

Details of the Group's joint ventures at 30 June 2022 and 31 December 2020 are as follows:

於二零二二年六月三十日及二零二零年十二月三十一日，本集團合營企業之詳情如下：

Name	Place of incorporation/ registration	Issued/ paid-up capital	Group's effective interest	Percentage of the ownership interest held by the Company 本公司所持擁有權權益百分比	Principal activities
名稱	註冊成立／註冊地點	已發行／繳足股本	本集團之實際權益		主要業務
珠海聚思創房地產顧問有限公司	the People Republic of China ("PRC") 中華人民共和國(「中國」)	Registered capital of RMB500,000 註冊資本人民幣500,000元	50.02%	–	Real estate development services 房地產發展服務
Glory World Development Limited	the British Virgin Islands 英屬處女群島	21,200,000 ordinary shares of USD1 each 21,200,000股每股面值1美元之普通股	49.80%	49.80%	Investment holdings 投資控股
Sinowise Development Limited	the British Virgin Islands 英屬處女群島	9,000,000 ordinary shares of USD1 each 9,000,000股每股面值1美元之普通股	49.80%	–	Trading of coal 煤礦貿易
Eternal Galaxy Limited	the British Virgin Islands 英屬處女群島	12,100,000 ordinary shares of USD1 each 12,100,000股每股面值1美元之普通股	49.80%	–	Trading of iron 鐵礦貿易
Grace Capital Group Limited	Samoa 薩摩亞群島	1 ordinary share of USD1 1股面值1美元之普通股	49.80%	–	Inactive 並無營業

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20. INTEREST IN JOINT VENTURES (cont'd)

The following table shows, in aggregate, the Group's share of the amounts of individually immaterial joint venture that are accounted for using the equity method.

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Carrying amounts of interest	權益之賬面金額	-	-
Period from 1 January 2021 to 30 June 2022/year ended 31 December 2020	自二零二一年一月一日至 二零二二年六月三十日止期間/ 截至二零二零年十二月三十一日 止年度		
Loss for the period/year	期/年內虧損	-	449
Other comprehensive income	其他全面收益	-	-
Total comprehensive income	全面收益總額	-	449

The accumulated losses not recognised were approximately RMB2,333,000 (2020: RMB808,000).

20. 於合營企業之權益 (續)

下表顯示按權益法入賬之本集團應佔個別不重大合營企業之總額。

未確認之累計虧損約為人民幣2,333,000元 (二零二零年：人民幣808,000元)。

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Contingent consideration receivable	應收或然代價	-	-
Put option	認沽期權	-	19
		-	19

21. 按公允價值計入損益之金融資產

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22. INVENTORIES

		30 June 2022	31 December 2020
		二零二二年 六月三十日	二零二零年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Raw materials	原材料	28,449	43,533
Work-in-progress	在製品	1,247	1,386
Finished goods	製成品	62,598	37,762
Goods-in-transit	在途貨品	1,249	4,954
		93,543	87,635

22. 存貨

23. TRADE AND OTHER RECEIVABLES

		30 June 2022	31 December 2020
		二零二二年 六月三十日	二零二零年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables	貿易應收賬款	195,599	220,256
Less: allowance for doubtful debts	減：呆賬撥備	(2,397)	(5,072)
		193,202	215,184
Bills receivables	應收票據	4,414	16,564
Prepayment and other deposit	預付款項及其他按金	150,602	145,488
Other receivables	其他應收款項	18,148	6,434
Amount due from joint venture	應收合營企業款項	1,248	1,051
		367,614	384,721

23. 貿易應收賬款及其他應收款項

Trade receivables are due within 60 to 180 days from the date of billing and may be extended to selected customers depending on their trade volumes and settlement with the Group. Debtors with balances that are more than 6 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

貿易應收賬款於由發票日期起60至180天內到期，而特選客戶可予延長，視乎與本集團之間的交易量及還款情況而定。結餘逾期超過六個月之債務人於獲授任何進一步信貸前，會被要求先結清所有未償還結餘。一般而言，本集團不會從客戶取得抵押品。

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23. TRADE AND OTHER RECEIVABLES (cont'd)

The aging analysis of trade receivables, based on invoiced date, and net of allowance, is as follows:

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
0 to 30 days	0至30天	41,900	104,402
31 to 60 days	31至60天	33,739	46,642
61 to 90 days	61至90天	20,630	32,743
91 to 180 days	91至180天	21,366	23,616
Over 180 days	超過180天	75,567	7,781
		193,202	215,184

Reconciliation of allowance for trade receivables:

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
At 1 January	於一月一日	5,072	4,695
Allowance for the period/year	期/年內撥備	(2,675)	377
At 30 June/31 December	於六月三十日/十二月三十一日	2,397	5,072

23. 貿易應收賬款及其他應收款項 (續)

貿易應收賬款扣除撥備以發票日期為基準之賬齡分析如下：

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
0 to 30 days	0至30天	41,900	104,402
31 to 60 days	31至60天	33,739	46,642
61 to 90 days	61至90天	20,630	32,743
91 to 180 days	91至180天	21,366	23,616
Over 180 days	超過180天	75,567	7,781
		193,202	215,184

貿易應收賬款撥備之對賬：

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
At 1 January	於一月一日	5,072	4,695
Allowance for the period/year	期/年內撥備	(2,675)	377
At 30 June/31 December	於六月三十日/十二月三十一日	2,397	5,072

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23. TRADE AND OTHER RECEIVABLES (cont'd)

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

		Current	Over 30 days past due	Over 60 days past due	Over 120 days past due	Total
		即期	逾期超過30天	逾期超過60天	逾期超過120天	總計
At 30 June 2022	於二零二二年六月三十日					
Weighted average expected loss rate	加權平均預期虧損率	-	1%	1%	2%	
Receivable amount (RMB)	應收款項金額 (人民幣元)	41,900	34,080	20,838	98,781	195,599
Loss allowance (RMB)	虧損撥備 (人民幣元)	-	341	208	1,848	2,397
At 31 December 2020	於二零二零年十二月三十一日					
Weighted average expected loss rate	加權平均預期虧損率	1%	1%	2%	23%	
Receivable amount (RMB)	應收款項金額 (人民幣元)	195,071	7,204	3,743	14,238	220,256
Loss allowance (RMB)	虧損撥備 (人民幣元)	1,651	72	75	3,274	5,072

24. LONG TERM RECEIVABLES

Long term receivables 長期應收款項
Less: allowance for doubtful debts 減：呆賬撥備

The amounts were deposited into certain investment companies which are unsecured, interest bearing with an effective interest rate ranged from 9.5% to 11% and repayable in January 2020. Full impairment of RMB50,000,000 was recognised during the period/year as these investment companies are uncontactable and the Group considered these loan made by the former management were considered as deceitful acts and were reported to the Police Department of Huangpu District, Guangzhou Municipality in May 2018.

23. 貿易應收賬款及其他應收款項 (續)

本集團應用香港財務報告準則第9號之簡化方針，就所有貿易應收賬款使用全期預期虧損撥備計提預期信貸虧損撥備。為計量預期信貸虧損，貿易應收賬款已按共同信貸風險特徵及逾期天數分組。預期信貸虧損亦包含前瞻性資料。

24. 長期應收款項

	30 June 2022	31 December 2020
	二零二二年六月三十日	二零二零年十二月三十一日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Long term receivables	50,000	50,000
Less: allowance for doubtful debts	(50,000)	(50,000)
	-	-

該等款項已存入若干投資公司，為無抵押，按介乎9.5%至11%之實際利率計息，並須於二零二零年一月償還。由於該等投資公司失聯，而本集團認為該等由前任管理層作出之貸款屬欺詐行為，並已於二零一八年五月向廣州市黃埔區公安局報案，故本集團於期／年內確認全數減值人民幣50,000,000元。

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25. CASH AND CASH EQUIVALENTS

As at 30 June 2022, the bank and cash balances of the Group denominated in RMB amounted to approximately RMB30,128,000 (31 December 2020: approximately RMB32,503,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

25. 現金及現金等值項目

於二零二二年六月三十日，本集團以人民幣計值之銀行及現金結餘約為人民幣30,128,000元（二零二零年十二月三十一日：約人民幣32,503,000元）。將人民幣兌換為外幣須遵守中國外匯管理條例。

26. TRADE AND OTHER PAYABLES

26. 貿易應付賬款及其他應付款項

		Note 附註	30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Trade payables	貿易應付賬款	a	38,370	38,189
Other payables	其他應付款項		50,582	39,045
Receipt in advance related to urban renewal projects	有關城市更新項目的預收款項		10,188	–
Consideration for Shenzhen Hei Jing Photo electric Technology Co., Limited	深圳黑晶光電技術有限公司之代價	*	5,301	–
Dividend payable	應付股息		2,632	829
Contract liabilities	合約負債	b	8,374	20,686
			115,447	98,749

* The amount consideration for disposal of Hei Jing and reference to outstanding litigation details refer to note 34.

* 出售黑晶的代價金額及未決訴訟詳情，請參閱附註34。

a Trade payables

The aging analysis of the trade payables, based on invoice date, is as follows:

a 貿易應付賬款

貿易應付賬款以發票日期為基準之賬齡分析如下：

			30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
0 to 30 days	0至30天		23,295	18,927
31 to 60 days	31至60天		5,908	3,134
61 to 90 days	61至90天		566	264
91 to 180 days	91至180天		1,008	6,299
181 to 365 days	181至365天		3,256	2,369
Over 365 days	超過365天		4,337	7,196
			38,370	38,189

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26. TRADE AND OTHER PAYABLES (cont'd)

b Contract liabilities

		As at 30 June 2022	As at 31 December 2020	As at 1 January 2020
		於二零二二年 六月三十日 RMB'000 人民幣千元	於二零二零年 十二月三十一日 RMB'000 人民幣千元	於二零二零年 一月一日 RMB'000 人民幣千元
Manufacturing and sales of steel pipes, steel sheets and other products made of steel	製造及銷售鋼管、鋼片及其他鋼製品	8,374	20,686	18,578
		2022	2020	
		二零二二年	二零二零年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
Revenue recognised in the period/year that was included in contract liabilities at beginning of period/year	於期／年初計入合約負債之期／年內已確認收益	18,625	18,388	

Significant changes in contract liabilities during the period/year:

合約負債於期／年內之重大變動：

		2022	2020
		二零二二年	二零二零年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Increase due to operations in the period/year	期／年內因業務而增加	6,313	20,496
Transfer of contract liabilities to revenue	轉撥合約負債至收益	18,625	18,388

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

合約負債指本集團就已收客戶代價(或到期代價款項)向客戶轉移產品或服務之義務。

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27. BORROWINGS

27. 借貸

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Bank borrowings – unsecured	銀行借貸—無抵押	–	40,000
Other borrowings – unsecured	其他借貸—無抵押	7,637	–
		7,637	40,000
The borrowings are repayable as follows:	借貸應償還如下：		
On demand or within one year	按要求或於一年內	7,637	40,000
In the second year	於第二年	–	–
		7,637	40,000
Less: Amount due for settlement within 12 months	減：於12個月內到期清償之金額	(7,637)	(40,000)
Amount due for settlement after 12 months	於12個月後到期清償之金額	–	–

The average interest rates were as follows:

平均利率如下：

		30 June 2022 二零二二年 六月三十日	31 December 2020 二零二零年 十二月三十一日
Bank borrowings – unsecured	銀行借貸—無抵押	N/A 不適用	4.35% – 5.22%
Other borrowings – unsecured	其他借貸—無抵押	8% – 10%	N/A 不適用

All borrowings are arranged at fixed interest rates and expose the Group to fair value interest rate risk.

所有借貸均為定息，使本集團須面對公允價值利率風險。

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28. PROMISSORY NOTES

Upon the completion date of the acquisition of Happy (Hong Kong) New City Group Limited on 26 November 2019, the Company issued Promissory Notes (“**PN**”) to a Company owned by a substantial shareholder of the Company with a principal amount of HK\$158,000,000 as a part of the settlement of the consideration. The PN are interest bearing at 3% p.a. payable semi-annually and the maturity date is in 2 years from the date of issue. The fair value of PN at issuance was assessed as approximately HK\$136,090,000 (equivalent to approximately RMB122,260,000) by an independent valuer. The effective interest rate is 10%.

Pursuant to the supplemental agreement dated 11 March 2022 (the “**Supplement Agreement**”), the Company, the vendor, the guarantor have agreed to extend the period for the meeting the target profit generated by Happy (Hong Kong) New City Group Limited and its subsidiary for 18 months to 30 June 2023. As a result of the extension, the maturity date of the promissory note will be extended to 30 September 2023. The Supplemental Agreement constitute connected and major transactions under Listing Rule and subject to the approval of the independent shareholders at the extraordinary general meeting to be held.

29. RETIREMENT BENEFIT OBLIGATIONS

Employee retirement benefits

The Group operates a mandatory provident fund scheme (the “**MPF Scheme**”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer makes contributions to the scheme at 5% and employees are required to make 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Mandatory contributions to the scheme vest immediately.

Subsidiaries incorporated in the PRC participate in various defined contribution retirement plans (“**Plans**”) organised by local authorities for the Group’s employees in the PRC. The subsidiaries are required to contribute, based on a certain percentage of the basic payroll, to the Plans. The Group has no other obligation for the payment of pension benefits associated with these Plans beyond the annual contributions described above.

28. 承兌票據

於二零一九年十一月二十六日完成收購眾樂（香港）新城市控股集團有限公司之日，本公司向一間由本公司主要股東擁有之公司發行本金額為158,000,000港元之承兌票據（「**承兌票據**」），作為代價之部分付款。承兌票據按年利率3%計息，每半年派息一次，到期日為由發行日期起計兩年。承兌票據於發行時之公允價值由一名獨立估值師評定為約136,090,000港元（相等於約人民幣122,260,000元）。實際利率為10%。

根據日期為二零二二年三月十一日之補充協議（「**補充協議**」），本公司、賣方、擔保人已同意將達成眾樂（香港）新城市控股集團有限公司及其附屬公司所產生目標利潤的期限延長18個月至二零二三年六月三十日。由於延期，承兌票據之到期日將延後至二零二三年九月三十日。補充協議構成上市規則項下之關連交易及主要交易，須經獨立股東於即將舉行的股東特別大會上批准。

29. 退休福利責任

僱員退休福利

本集團根據香港強制性公積金計劃條例為香港所有合資格僱員設立強制性公積金計劃（「**強積金計劃**」）。強積金計劃為由獨立信託人管理之定額供款退休計劃。根據強積金計劃，僱主按僱員相關收入之5%向計劃供款，而僱員亦須按5%供款，每月相關收入上限為30,000港元。向計劃作出之強制性供款即時歸屬。

在中國註冊成立之附屬公司為本集團中國僱員參加地方機關組織之多項定額供款退休計劃（「**該等計劃**」）。附屬公司須按照僱員基本薪資若干百分比向該等計劃供款。除上述年度供款外，本集團並無其他與該等計劃相關之退休金福利付款責任。

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30. LEASE LIABILITIES

30. 租賃負債

		Lease payments 租賃款項		Present value of lease payments 租賃款項現值	
		30 June 2022	31 December 2020	30 June 2022	31 December 2020
		二零二二年 六月三十日	二零二零年 十二月 三十一日	二零二二年 六月三十日	二零二零年 十二月 三十一日
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Within one year	一年內	206	1,678	203	1,536
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	-	917	-	885
Less: Future finance charges	減：未來財務支出	(3)	2,595 (174)		
Present value of lease liabilities	租賃負債現值	203	2,421	203	2,421
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期清償之 金額(列於流動負債 項下)			(203)	(1,536)
Amount due for settlement after 12 months	於12個月後到期清償之金額			-	885

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31. SHARE CAPITAL

31. 股本

	Number of shares	Amount
	股份數目	金額
	'000	RMB'000
	千股	人民幣千元
Authorised:		
Ordinary shares of HK\$0.2 each at 1 January 2020, 31 December 2020, 1 January 2021 and 30 June 2022	4,000,000	724,843
Issued and fully paid:		
At 31 December 2020, 1 January 2021 and 30 June 2022	2,158,000	391,760

Note:

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts, redemption of existing debts or selling assets to reduce debts in order to maintain sufficiency of working capital.

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Net debt is calculated as total debts less cash and cash equivalents. Adjusted capital comprises all components of equity (i.e. share capital, share premium, non-controlling interests, accumulated losses and other reserves).

附註：

本集團管理資本之目標為保障本集團能夠按持續經營基準繼續經營，同時透過優化債務及權益結餘，為股東帶來最大回報。

本集團透過考慮資本成本及與各類資本相關之風險，頻繁地檢討資本架構。本集團將透過派息、發行新股及股份回購以及發行新債務、贖回現有債務或出售資產減少債務以維持充足營運資金，平衡其整體資本架構。

本集團基於債務對經調整資本比率監察資本。該比率以債務淨額除以經調整資本計算。債務淨額以債務總額減現金及現金等值項目計算。經調整資本包括所有權益組成部分（即股本、股份溢價、非控股權益、累計虧損及其他儲備）。

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31. SHARE CAPITAL (cont'd)

The gearing ratios at the end of the reporting periods were as follows:

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Total debt	債務總額	149,918	167,003
Less: cash and cash equivalents	減：現金及現金等值項目	(33,201)	(37,575)
Net debt	債務淨額	116,717	129,428
Total equity	總權益	483,514	495,099
Net debt-to-capital ratio	淨債務對資本比率	24%	26%

The decrease in the debt-to-adjusted capital ratio during 2022 resulted primarily from the net cash used in operations.

31. 股本 (續)

報告期末之資產負債比率如下：

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Total debt	債務總額	149,918	167,003
Less: cash and cash equivalents	減：現金及現金等值項目	(33,201)	(37,575)
Net debt	債務淨額	116,717	129,428
Total equity	總權益	483,514	495,099
Net debt-to-capital ratio	淨債務對資本比率	24%	26%

債務對經調整資本比率於二零二二年下降乃主要由於經營所用之現金淨額所致。

32. RESERVES

(a) The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Reserves of the Company

		Share premium 股份溢價 RMB'000 人民幣千元	Special reserve 特別儲備 RMB'000 人民幣千元	Foreign currencies translation reserve 外幣換算儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2020	於二零二零年一月一日	213,309	125,211	(46,978)	(351,970)	(60,428)
Loss for the year	年內虧損	-	-	-	(9,000)	(9,000)
Exchange difference on translation of financial statements to presentation currency	換算財務報表至呈列貨幣產生之匯兌差額	-	-	(18,769)	-	(18,769)
At 31 December 2020	於二零二零年十二月三十一日	213,309	125,211	(65,747)	(360,970)	(88,197)
At 1 January 2021	於二零二一年一月一日	213,309	125,211	(65,747)	(360,970)	(88,197)
Loss for the period	期內虧損	-	-	-	(13,249)	(13,249)
Exchange difference on translation of financial statements to presentation currency	換算財務報表至呈列貨幣產生之匯兌差額	-	-	3,579	-	3,579
At 30 June 2022	於二零二二年六月三十日	213,309	125,211	(62,168)	(374,219)	(97,867)

32. 儲備

(a) 本集團儲備金額及其變動於綜合損益及其他全面收益表以及綜合權益變動表呈列。

(b) 本公司儲備

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32. RESERVES (cont'd)

(c) Nature and purpose of reserves

(i) Share premium account

The application of the share premium account is governed by the Companies Acts of the Cayman Islands.

Under the Companies Acts of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Special reserve

The special reserve of the Group represents the paid-in capital of the Company of 1 share of HK\$0.1 each and the special reserve of RMB83,570,000 arising from exchange of 1 share of the Company of HK\$0.1 for the entire share capital of Bamian pursuant to the reorganisation scheme dated 12 December 2003 less distribution of final dividends of RMB12,000,000 and RMB4,000,000 for the years ended 31 December 2004 and 2005 respectively.

The special reserve of the Company represents the difference between the nominal value of the shares of the Company issued in exchange for the issued share capital of the subsidiaries and the value of the underlying assets of the subsidiaries pursuant to the group reorganisation on 12 December 2003.

32. 儲備 (續)

(c) 儲備之性質與目的

(i) 股份溢價賬

股份溢價賬之動用受開曼群島公司法規管。

根據開曼群島公司法，本公司股份溢價賬之資金可分派予本公司股東，前提是緊隨建議派發股息之日後，本公司須能夠償付於日常業務過程中到期之債務。

(ii) 特別儲備

本集團之特別儲備指本公司1股面值0.1港元股份之實繳股本，以及因根據日期為二零零三年十二月十二日之重組計劃，以本公司1股面值0.1港元之股份交換百門全部股本而產生之特別儲備人民幣83,570,000元，並扣除分別於截至二零零四年及二零零五年十二月三十一日止年度分派之末期股息人民幣12,000,000元及人民幣4,000,000元。

本公司之特別儲備指根據二零零三年十二月十二日之集團重組，就交換附屬公司已發行股本而發行之本公司股份面值與該等附屬公司之相關資產價值之間的差額。

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32. RESERVES (cont'd)

(c) Nature and purpose of reserves (cont'd)

(iii) Statutory surplus fund

The Articles of Association of Guangzhou Mayer requires the appropriation of 10% of its profit after taxation, based on its statutory audited accounts, each year to the statutory surplus reserve until the balance reaches 50% of the registered capital. According to the provision of the Articles of Association of Guangzhou Mayer, in normal circumstances, the statutory surplus reserve shall only be used for making up losses, capitalisation into registered capital and expansion of the production and operation of Guangzhou Mayer. For the capitalisation of statutory surplus reserve into registered capital, the remaining amount of such reserve shall not be less than 25% of the registered capital.

(iv) Statutory public welfare fund

Pursuant to the PRC Company Law, Guangzhou Mayer shall make allocation from its profit after taxation at the rate of 5% to 10% to the statutory public welfare fund, based on its statutory audited accounts. The statutory public welfare fund can only be utilised on capital items for employees' collective welfare. Individual employees only have the right to use these facilities, the titles to which will remain with the Company. The statutory public welfare fund forms part of the shareholders' equity but is non-distributable other than in liquidation. With effect from 1 January 2006, the appropriation is not a statutory requirement in accordance with the PRC Company Law (2006 Amendment). Guangzhou Mayer adopted the amended Company Law and no appropriation was made.

(v) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 3.

32. 儲備 (續)

(c) 儲備之性質與目的 (續)

(iii) 法定公積金

廣州美亞之組織章程細則規定，每年須根據其法定經審核賬目，將除稅後溢利之10%撥往法定公積金，直至該儲備結餘達註冊資本50%為止。根據廣州美亞之組織章程細則條文，在一般情況下，法定公積金僅可用於抵銷虧損、撥充註冊資本及擴充廣州美亞之生產與營運。將法定公積金撥充註冊資本後，該儲備之餘額不得少於註冊資本之25%。

(iv) 法定公益金

根據中國公司法，廣州美亞須根據其法定經審核賬目，將其除稅後溢利之5%至10%轉撥至法定公益金。法定公益金僅可用於為僱員集體福利而設之資本項目。個別僱員僅有權享用有關設施，而設施所有權仍屬本公司所有。法定公益金組成股東權益一部分，除清盤以外一概不得作出分派。自二零零六年一月一日起，根據中國公司法（二零零六年修訂版），分配不再是法定要求。廣州美亞已採納經修訂之公司法，並無進行分配。

(v) 外幣換算儲備

外幣換算儲備包含換算海外業務財務報表產生之所有外匯差額。此儲備乃根據附註3所載之會計政策處理。

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綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

33. 本公司之財務狀況表

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元	31 December 2020 二零二零年 十二月三十一日 RMB'000 人民幣千元
Non-current assets	非流動資產		
Right-of-use assets	使用權資產	–	418
Investments in subsidiaries	於附屬公司之投資	113,811	112,353
		113,811	112,771
Current assets	流動資產		
Deposit, prepayments and other receivable	按金、預付款項及其他應收款項	58,123	49,861
Due from subsidiaries	應收附屬公司款項	136,820	157,438
Cash and cash equivalents	現金及現金等值項目	562	1,165
		195,505	208,464
Current liabilities	流動負債		
Other payables	其他應付款項	7,750	17,187
Due to subsidiaries	應付附屬公司款項	36	47
Lease liabilities	租賃負債	–	438
Borrowings	借貸	7,637	–
		15,423	17,672
Net current assets	流動資產淨值	180,082	190,792
Total assets less current liabilities	總資產減流動負債	293,893	303,563
NET ASSETS	資產淨值	293,893	303,563
Capital and reserves	股本及儲備		
Share capital	股本	391,760	391,760
Reserves	儲備	(97,867)	(88,197)
TOTAL EQUITY	總權益	293,893	303,563

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34. CONTINGENT LIABILITIES

Writs of summons against the Company

On 29 March 2012, writs of summons were issued by Capital Wealth Finance Company Limited and Capital Wealth Corporation Limited against the Company to claim the sum of HK\$15,500,000 plus relevant legal costs incurred/to be incurred. The Company intends to contest the claim. In the directors' opinion, the ultimate liability, if any, will not have a material impact on the Group's financial position.

Dispute on disposal of Hei Jing

On 9 February 2022, a former director of the Company who is also the former director of certain subsidiaries in the PRC using suspected forgery seal entered an agreement with other parties to disposal of 51% equity interest in Hei Jing at cash consideration of RMB5.3 million. The consideration was received on 1 February 2022 and 31 March 2022 and the registration of the ownership of the equity interest was changed to purchaser on 14 February 2022. After the removal of the former director, the board of directors of the Company carried out the review of the transaction. The directors of the Company considered the consideration of the Disposal were too low and unfair and the Group would suffer significant loss upon the Disposal. In the view of the directors of the Company, the Disposal is unenforceable. Therefore, the Group instigated a legal action to rescind the agreement and resume the ownership of the 51% equity interest in Hei Jing. Legal action is processing and outcome is uncertain.

34. 或然負債

對本公司發出之傳訊令狀

於二零一二年三月二十九日，寶鼎財務有限公司及寶鼎集團有限公司針對本公司發出傳訊令狀，以申索15,500,000港元之款項，另加已招致／將招致之相關訟費。本公司擬對申索提出抗辯。董事認為，最終責任(如有)將不會對本集團之財務狀況造成重大影響。

有關出售黑晶之糾紛

於二零二二年二月九日，本公司一名前董事(亦為中國若干附屬公司之前董事)使用涉嫌偽造印章與其他人士訂立協議，以現金代價人民幣5,300,000元出售於黑晶的51%股權。代價已於二零二二年二月一日及二零二二年三月三十一日接獲，股權擁有權登記已於二零二二年二月十四日變更為買方。於前任董事被免職後，本公司董事會對該交易進行審查。本公司董事認為，出售事項之代價屬過低及不公平，出售事項後本集團將遭受重大損失。本公司董事認為，出售事項乃不可執行。故本集團發起法律行動，要求廢止該協議並恢復於黑晶的51%股權之擁有權。法律行動正在審理中，結果不確定。

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35. NOTE TO CONSOLIDATED STATEMENT OF CASH FLOWS

Changes in liabilities arising from financing activities

The following table shows the Group's changes in liabilities arising from financing activities during the period/year:

		Promissory notes	Lease liabilities	Borrowings	Total
		承兌票據	租賃負債	借貸	總計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2020	於二零二零年一月一日	122,677	3,924	78,139	204,740
Changes in cash flows	現金流量變動	-	(1,719)	(38,139)	(39,858)
Interest paid	已付利息	-	-	(2,057)	(2,057)
Non-cash changes	非現金變動				
- interest charged	- 利息支出	12,112	273	2,057	14,442
- exchange difference	- 匯兌差額	(7,786)	(57)	-	(7,843)
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	127,003	2,421	40,000	169,424
Changes in cash flows	現金流量變動	-	(1,887)	(32,363)	(34,250)
Interest paid	已付利息	-	-	(4,511)	(4,511)
Non-cash changes	非現金變動				
- Interest charged	- 利息支出	13,269	135	4,511	17,915
- Lease modification	- 租賃修訂	-	(466)	-	(466)
- exchange difference	- 匯兌差額	2,009	-	-	2,009
At 30 June 2022	於二零二二年六月三十日	142,281	203	7,637	150,121

35. 綜合現金流量表附註

融資活動所產生負債之變動

下表顯示期／年內本集團融資活動所產生負債之變動：

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綜合財務報表附註

For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

36. RELATED PARTY TRANSACTIONS

- a. In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had no other transactions with its related parties during the period/year; and
- b. Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and certain of the highest paid employees as disclosed in note 14 is as follows:

36. 關聯方交易

- a. 除綜合財務報表其他部分所披露之關聯方交易及結餘外，本集團於期／年內並無與關聯方進行其他交易；及
- b. 本集團主要管理人員之薪酬（包括附註14所披露向本公司董事及若干最高薪僱員支付之金額）如下：

		1 January 2021 to 30 June 2022 二零二一年 一月一日至 二零二二年 六月三十日 RMB'000 人民幣千元	Year ended 31 December 2020 截至 二零二零年 十二月三十一日 止年度 RMB'000 人民幣千元
Salaries and other short-term employee benefit	薪金及其他短期僱員福利	5,538	3,578
Retirement scheme contribution	退休計劃供款	14	16
		5,552	3,594

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For the eighteen months ended 30 June 2022 截至二零二二年六月三十日止十八個月

37. PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries as at the end of reporting period are as follows:

37. 主要附屬公司

於報告期末之主要附屬公司詳情如下：

Name of company 公司名稱	Place of incorporation 註冊成立地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Percentage of ownership 擁有權百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Bamian Investments Pte. Limited 百門投資有限公司	Singapore 新加坡	16,829,670 ordinary shares of SGD1 each 16,829,670股每股面值1新加坡元之普通股	100%	-	Investment holdings 投資控股
Guangzhou Mayer Corporation Limited ("Guangzhou Mayer")# 廣州美亞股份有限公司 ("廣州美亞")#	the People Republic of China ("PRC") 中華人民共和國 ("中國")	Registered capital of RMB200,000,000 註冊資本人民幣200,000,000元	-	81.4%	Manufacturing of steel pipes and other products 製造鋼管及其他產品
Elate Ample Limited	the British Virgin Island ("BVI") 英屬處女群島 ("英屬處女群島")	50,000 ordinary shares of USD1 each 50,000股每股面值1美元之普通股	100%	-	Investment holdings 投資控股
Fulland (Hong Kong) Limited 豐益 (香港) 有限公司	Hong Kong 香港	1 ordinary share of HK\$1 each 1股面值1港元之普通股	-	81.4%	Investment holdings 投資控股
Happy (Hong Kong) New City Group Limited	the British Virgin Island ("BVI") 英屬處女群島 ("英屬處女群島")	10,000 ordinary shares of USD1 each 10,000股每股面值1美元之普通股	-	100%	Investment holdings 投資控股
Galaxy Peace Holdings Limited	the British Virgin Island ("BVI") 英屬處女群島 ("英屬處女群島")	10,000 ordinary shares of USD1 each 10,000股每股面值1美元之普通股	-	81.4%	Investment holdings 投資控股
Happy (Hong Kong) New City Group Limited 眾樂 (香港) 新城市控股集團有限公司	Hong Kong 香港	7,000,000 ordinary share of HK\$1 each 7,000,000股每股面值1港元之普通股	-	100%	Investment holdings 投資控股
珠海眾樂華豐發展有限公司	the People Republic of China ("PRC") 中華人民共和國 ("中國")	Registered capital of RMB30,000,000 註冊資本人民幣30,000,000元	-	100%	Business and economic consulting 業務及經濟諮詢
珠海眾樂城市更新有限公司	the People Republic of China ("PRC") 中華人民共和國 ("中國")	Registered capital of RMB10,000,000 註冊資本人民幣10,000,000元	-	100%	Urban renewal project planning and consulting 城市更新項目規劃及諮詢
珠海明基石地產顧問有限公司	the People Republic of China ("PRC") 中華人民共和國 ("中國")	Registered capital of RMB10,000,000 註冊資本人民幣10,000,000元	-	100%	Real estate development services 房地產發展服務
廣州市美恒鋼業有限公司	the People Republic of China ("PRC") 中華人民共和國 ("中國")	Registered capital of RMB10,000,000 註冊資本人民幣10,000,000元	-	100%	Trading of steel pipes and other products 買賣鋼管及其他產品
深圳黑晶光電技術有限公司	the People Republic of China ("PRC") 中華人民共和國 ("中國")	Registered capital of RMB29,411,800 註冊資本人民幣29,411,800元	-	100%	Trading of electric and other products 買賣電子及其他產品
深圳美恒新材料有限公司	the People Republic of China ("PRC") 中華人民共和國 ("中國")	Registered capital of RMB10,000,000 註冊資本人民幣10,000,000元	-	100%	Trading of steel pipes and other products 買賣鋼管及其他產品

Registered under the law of the PRC as a Sino foreign equity joint venture enterprise

根據中國法律註冊之中外合資經營企業

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37. PRINCIPAL SUBSIDIARIES (cont'd)

The following table shows information of subsidiaries that have non-controlling interests ("NCI") material to the Group. The summarised financial information represents amounts before inter-company eliminations.

Name	名稱	Guangzhou Mayer 廣州美亞	
		30 June 2022 二零二二年 六月三十日	31 December 2020 二零二零年 十二月三十一日
Principal place of business/country of incorporation	主要營業地點／註冊成立國家	PRC 中國	PRC 中國
% of ownership interests/voting rights held by NCI	非控股權益所持擁有權權益／表決權百分比	18.6%	18.6%
		RMB'000 人民幣千元	RMB'000 人民幣千元
At 30 June/31 December:	於六月三十日／十二月三十一日：		
Non-current assets	非流動資產	57,305	51,195
Current assets	流動資產	340,992	374,535
Current liabilities	流動負債	(84,321)	(131,568)
Non-current liabilities	非流動負債	-	-
Net assets	資產淨值	313,976	294,162
Accumulated NCI	累計非控股權益	63,694	60,069
Period from 1 January 2021 to 30 June 2022/year ended 31 December 2020:	自二零二一年一月一日至二零二二年六月三十日止期間／截至二零二零年十二月三十一日止年度：		
Revenue	收益	900,651	536,745
Profit for the year	年內溢利	29,814	31,179
Total comprehensive income	全面收益總額	29,814	31,179
(Loss)/Profit allocated to NCI	分配予非控股權益之(虧損)／溢利	5,545	5,799
Dividends paid to NCI	支付予非控股權益之股息	(1,860)	(610)
Net cash generated from/(used in) operating activities	經營活動所得／(所用)之現金淨額	53,679	(11,452)
Net cash used in investing activities	投資活動所用之現金淨額	(13,462)	(17,524)
Net cash used in financing activities	融資活動所用之現金淨額	(44,121)	(2,057)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(3,904)	(31,033)

As at 30 June 2022, the bank and cash balances of the Group's subsidiaries in the PRC denominated in RMB amounted to RMB30,128,000 (year ended 31 December 2020: RMB32,503,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

37. 主要附屬公司 (續)

下表顯示擁有對本集團屬重大之非控股權益(「非控股權益」)之附屬公司資料。所概述財務資料指於公司間抵銷前之金額。

於二零二二年六月三十日，本集團中國附屬公司以人民幣計值之銀行及現金結餘為人民幣30,128,000元(截至二零二零年十二月三十一日止年度：人民幣32,503,000元)。將人民幣兌換為外幣須遵守中國外匯管理條例。

38. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 29 September 2022.

38. 批准財務報表

董事會已於二零二二年九月二十九日批准並授權刊發財務報表。

Five-Year Financial Summary

五年財務摘要

A summary of the results and of the assets and liabilities of the Group for the last five financial period/years, as extracted from the published audited financial statements and reclassified as appropriate, is set out below:

摘錄自已刊發經審核財務報表且經適當地重新分類之本集團過去五個財政期間／年度之業績及資產與負債概要載列如下：

		For the year ended 31 December 截至十二月三十一日止年度				For 18-month period ended 30 June 2022 截至 二零二二年 六月三十日止 十八個月期間
		2017	2018	2019	2020	RMB'000 人民幣千元
		二零一七年 RMB'000 人民幣千元	二零一八年 RMB'000 人民幣千元	二零一九年 RMB'000 人民幣千元	二零二零年 RMB'000 人民幣千元	RMB'000 人民幣千元
RESULTS	業績					
Revenue	收益	367,107	426,149	580,456	581,112	902,652
(Loss)/profit before taxation	除稅前(虧損)/溢利	(12,141)	(52,271)	10,139	32,620	3,367
Income tax expense	所得稅開支	(900)	(1,133)	(2,064)	(11,940)	(5,452)
(Loss)/profit for the period/year	期/年內(虧損)/溢利	(13,041)	(53,404)	8,075	20,680	(8,819)
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	(14,606)	(48,937)	3,322	15,854	(14,304)
Non-controlling interests	非控股權益	1,565	(4,467)	4,753	4,826	5,485
		(13,041)	(53,404)	8,075	20,680	(8,819)
		As at 31 December 於十二月三十一日				As at 30 June 2022 於二零二二年 六月三十日
		2017	2018	2019	2020	RMB'000 人民幣千元
		二零一七年 RMB'000 人民幣千元	二零一八年 RMB'000 人民幣千元	二零一九年 RMB'000 人民幣千元	二零二零年 RMB'000 人民幣千元	RMB'000 人民幣千元
ASSETS AND LIABILITIES	資產及負債					
Non-current assets	非流動資產	156,205	35,776	259,330	264,637	267,515
Current assets	流動資產	224,025	441,193	522,959	509,950	494,616
Current liabilities	流動負債	(113,863)	(90,686)	(183,383)	(278,603)	(278,617)
Non-current liabilities	非流動負債	(24,086)	-	(125,121)	(885)	-
NET ASSETS	資產淨值	242,281	386,283	473,785	495,099	483,514
Share capital	股本	88,872	318,093	391,760	391,760	391,760
Share premium and reserves	股份溢價及儲備	97,914	17,162	26,244	43,270	28,060
Proposed final dividend	建議末期股息	-	-	-	-	-
Non-controlling interests	非控股權益	55,495	51,028	55,781	60,069	63,694
TOTAL EQUITY	總權益	242,281	386,283	473,785	495,099	483,514

