



ZHENGYE
INTERNATIONAL



2022

Annual Report 年報



正業國際控股有限公司
ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

Incorporated in Bermuda with limited liability
於百慕達註冊成立的有限公司

Stock Code 股份代號 : 3363.HK

www.zhengye-cn.com

VISION 願景

Strive to become

China's leading environmentally
friendly paper packaging enterprise

致力成為

中國領先環保紙類包裝企業





Financial Highlights

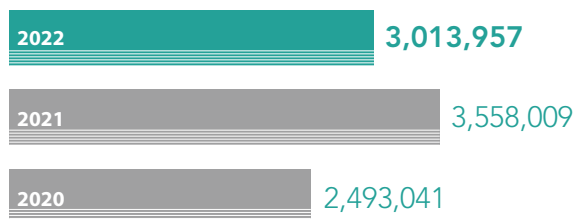
財務摘要

		For the year ended 31 December	
		截至十二月三十一日止年度	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	收入	3,013,957	3,558,009
Profit attributable to the Owners of the Company	本公司擁有人年內應佔全面收益總額	47,167	160,841
		RMB (cents)	RMB (cents)
		人民幣(分)	人民幣(分)
Dividend per Share	每股股息	1.42	9.00
Return on Equity Attributable to the Owners of the Company	本公司擁有人應佔權益回報率	4.24%	14.47%

REVENUE

收入

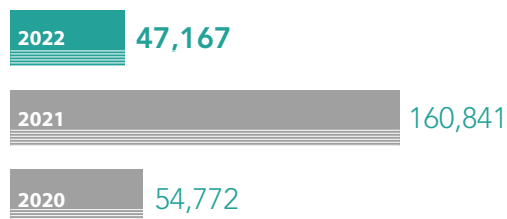
RMB'000
人民幣千元



PROFIT ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

本公司擁有人年內應佔全面收益總額

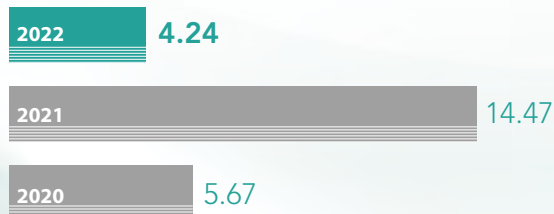
RMB'000
人民幣千元



RETURN ON EQUITY ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

本公司擁有人應佔權益回報率

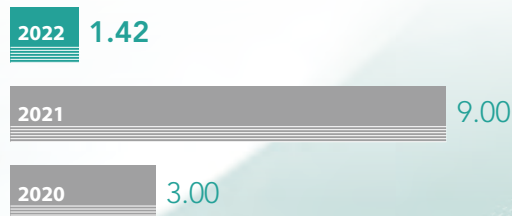
%
百分比



DIVIDEND PER SHARE

每股股息

RMB (cents)
人民幣(分)





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Corporate Information

公司資料

Board of Directors

Executive Directors

Mr. Hu Zheng (*Chairman*)
Mr. Hu Hancheng (*Co-Chairman*)
(Mr. Hu Jianjun as his alternate)
Mr. Hu Hanchao
(Mr. Tan Xijian as his alternate)
Mr. Hu Jianpeng (appointed on 8 February 2022)

Non-executive Directors

Mr. Chen Riyue (resigned on 22 July 2022)
Ms. Hu Jianwen (appointed on 22 July 2022)

Independent Non-executive Directors

Mr. Chung Kwok Mo John
Mr. Liew Fui Kiang
Mr. Shin Yick Fabian

Chief Executive Officer

Mr. Hu Jianpeng (resigned on 8 February 2022)
Ms. Chen Wei (appointed on 18 January 2022)

Company Secretary

Mr. Li Kin Wai (resigned on 31 March 2023)
Ms. Jiang Ying (appointed on 31 March 2023)

Audit Committee

Mr. Chung Kwok Mo John (*Chairman*)
Mr. Liew Fui Kiang
Mr. Shin Yick Fabian

Remuneration Committee

Mr. Shin Yick Fabian (*Chairman*)
Mr. Chung Kwok Mo John
Mr. Liew Fui Kiang
Mr. Hu Zheng

Nomination Committee

Mr. Hu Zheng (*Chairman*)
Mr. Chung Kwok Mo John
Mr. Liew Fui Kiang
Mr. Shin Yick Fabian

董事會

執行董事

胡正先生(*董事長*)
胡漢程先生(*聯席董事長*)
(胡健君先生為其候補董事)
胡漢朝先生
(譚錫健先生為其候補董事)
胡健鵬先生(於二零二二年二月八日獲委任)

非執行董事

陳日月先生(於二零二二年七月二十二日辭任)
胡健雯女士(於二零二二年七月二十二日獲委任)

獨立非執行董事

鍾國武先生
劉懷鏡先生
冼易先生

行政總裁

胡健鵬先生(於二零二二年二月八日辭任)
陳威女士(於二零二二年一月十八日獲委任)

公司秘書

李健威先生(於二零二三年三月三十一日辭任)
江穎女士(於二零二三年三月三十一日獲委任)

審核委員會

鍾國武先生(*主席*)
劉懷鏡先生
冼易先生

薪酬委員會

冼易先生(*主席*)
鍾國武先生
劉懷鏡先生
胡正先生

提名委員會

胡正先生(*主席*)
鍾國武先生
劉懷鏡先生
冼易先生

Corporate Information

公司資料

Risk Management Committee

Mr. Liew Fui Kiang (*Chairman*)
Mr. Chung Kwok Mo John
Mr. Shin Yick Fabian
Mr. Hu Zheng
Mr. Hu Jianpeng (appointed on 8 February 2022)

Budget Management Committee

Mr. Hu Hanchao (*Chairman*)
Mr. Hu Zheng
Mr. Hu Hancheng
Mr. Hu Jianpeng (appointed on 8 February 2022)

Registered Office

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Headquarters and Principal Place of Business in China

20th Floor, Building 2, Ocean Plaza
28 Boai No. 6 Road, Eastern District
Zhongshan City, Guangdong
The People's Republic of China

Principal Place of Business in Hong Kong

Suite 2502, 25th Floor
Chinaweal Centre
414-424 Jaffe Road
Wan Chai
Hong Kong

Authorized Representatives

Mr. Hu Zheng
Mr. Li Kin Wai (resigned on 31 March 2023)
Ms. Jiang Ying (appointed on 31 March 2023)

Legal Adviser

As to Hong Kong law
Loeb & Loeb LLP

As to Bermuda law
Conyers Dill & Pearman

Auditor

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditors

風險管理委員會

劉懷鏡先生(主席)
鍾國武先生
冼易先生
胡正先生
胡健鵬先生(於二零二二年二月八日獲委任)

預算管理委員會

胡漢朝先生(主席)
胡正先生
胡漢程先生
胡健鵬先生(於二零二二年二月八日獲委任)

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

中國總公司及主要營業地點

中華人民共和國
廣東省中山市
東區博愛六路28號
遠洋廣場2幢20樓

香港主要營業地點

香港
灣仔
謝斐道414-424號
中望商業中心
25樓2502室

授權代表

胡正先生
李健威先生(於二零二三年三月三十一日辭任)
江穎女士(於二零二三年三月三十一日獲委任)

法律顧問

香港法律
樂博律師事務所

百慕達法律
Conyers Dill & Pearman

核數師

德勤•關黃陳方會計師行
執業會計師
註冊公眾利益實體核數師

Corporate Information

公司資料

Principal Share Registrar and Transfer Office in Bermuda

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

Branch Share Registrar and Transfer Office in Hong Kong

Computershare Hong Kong Investor Services Limited
17/F, Shop 1712-1716, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Principal Bankers

Bank of China
Industrial Bank Company Limited
China Guangfa Bank

Share Information

Stock code: 3363

Company's Official Website Address

<http://www.zhengye-cn.com>

百慕達主要股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

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

主要往來銀行

中國銀行
興業銀行股份有限公司
中國廣發銀行

股份資料

股份編號：3363

本公司官方網站

<http://www.zhengye-cn.com>

Chairman's Statement

董事長報告

Dear Shareholders,

On behalf of the board of directors (the “**Board**”), I am pleased to present the annual report of Zhengye International Holdings Company Limited (the “**Company**” or “**Zhengye International**”, together with its subsidiaries, “**our Group**” or the “**Group**”) for the year ended 31 December 2022 (the “**Period**” or the “**Reporting Period**”).

Business Review

In 2022, the world economy was affected by unexpected factors such as repeated delays in the epidemic situation and escalation of geopolitical conflicts, and the upward pressure on the economy gradually increased. The Ukraine crisis caused the CPI of developed countries to continue to rise sharply, financial market turmoil intensified, and energy prices such as natural gas rose. The growth rate of the world economy has declined significantly. However, facing the complex and severe domestic and foreign situations, China's economy has been moving forward under pressure. By strengthening macro policy adjustments and implementing new combined tax and fee support policies, it has overcome multiple impacts such as the impact of the epidemic and made steady progress, showing an overall increase in volume and strong development trend.

During the reporting period, affected by factors such as the COVID-19, consumption was sluggish, and the market demand for packaging paper declined. Due to the imbalance between supply and demand in the market, the sales price of packaging paper dropped sharply. At the same time, due to the impact of the Russia-Ukraine War, energy costs rose significantly. The marginal efficiency of the paper manufacturing sector has dropped significantly compared with previous years.

For the 12 months ended 31 December 2022, the Group recorded a total turnover of approximately RMB3,013,957,000, representing a decrease of 15.29% year-on-year (12 months ended 31 December 2021: RMB3,558,009,000). The Group's gross profit was RMB341,730,000 and gross profit margin was approximately 11.34%, representing a decrease of 7.69 percentage points year-on-year. Profit and total comprehensive income attributable to owners of the Company amounted to RMB47,167,000, representing a significant decrease of 70.67% year-on-year. Basic earnings per share was approximately RMB9 cents. The Board has recommended the payment of a final dividend of RMB1.42 cents per share.

Prospects and Acknowledgement

In 2023, various short-term problems and long-term factors in the operation of the world economy will still be intertwined and superimposed. While short-term factors with uncertainties continue to emerge, some deep-seated contradictions and structural problems are also increasingly apparent, with more adverse effects on global economic growth and greater pressure on the world economic recovery.

致尊敬的股東：

本人謹此代表董事會(「**董事會**」)，向各位提呈正業國際控股有限公司(「**本公司**」或「**正業國際**」)，連同其附屬公司統稱(「**本集團**」)截至二零二二年十二月三十一日止十二個月(「**期內**」或「**回顧期**」)的年度業績。

業務回顧

2022年世界經濟受疫情形勢延宕反覆和地緣政治衝突升級等超預期因素影響，經濟上行壓力逐步加大，而烏克蘭危機又造成發達國家CPI持續大幅上漲、金融市場動盪加劇、天然氣等能源價格上漲，世界經濟增速明顯下滑。而中國經濟面對複雜嚴峻的國內外形勢，承壓前行，通過強化宏觀政策調節，實施新的組合式稅費支持政策，克服了疫情衝擊等多重影響，穩中有進，總體仍呈現出總量增、韌性強的發展態勢。

報告期內，受新冠疫情等因素影響，消費疲軟，包裝紙市場需求量下降，在市場供需失衡之下包裝紙銷售價格大幅下降，同時，由於俄羅斯烏克蘭戰爭影響，能源成本大幅上漲，本集團造紙板塊邊際效率較往年大幅下降。

截至二零二二年十二月三十一日止十二個月，本集團總體營業額約人民幣3,013,957,000元，同比下降15.29%(二零二一年十二月三十一日止十二個月：人民幣3,558,009,000元)。本集團的毛利為人民幣341,730,000元，毛利率約11.34%，同比下降7.69百分點。本公司擁有人應佔期內溢利及全面收益額為人民幣47,167,000元，同比大幅下降70.67%。每股基本盈利約為人民幣9分。董事會已建議派付末期股息每股人民幣1.42分。

展望與致謝

二零二三年，世界經濟運行中的各種短期問題和長期因素仍將交織疊加，帶有不確定性的短期因素不斷湧現的同時，一些深層次矛盾和結構性問題也日益顯現，全球經濟增長面臨的不利因素相對以往增多，世界經濟復甦將面臨更大壓力。

Chairman's Statement

董事長報告

Looking forward to 2023, although the world economy is still facing a complex and volatile situation, China's positive factors for stable growth and stable prices have increased significantly. After the epidemic slows down, it will usher in a "post-epidemic dividend period". By intensifying the regulation of macro policies, strengthening the coordination of various policies, exploring the potential of people's consumption, helping to restore the consumption scene, and encouraging private investment, it will gather to form a synergy to promote high-quality development, and the China's economy that is able to withstand the pressure will move steadily forward.

The paper packaging industry is closely related to the national economy. In 2023, China's infrastructure investment and manufacturing industry will strongly support economic recovery under the guidance of policies. Although overseas demand has weakened due to global turbulence, the macro economy continues to recover, especially after a number of stimulus and subsidy policies in the consumer sector, the prosperity of the paper and packaging industry is expected to show an upward trend at the bottom, a significant improvement over last year.

Zhengye International believes that crisis and opportunity coexist in the "post-epidemic era". We will face the current situation of weak industry demand and prominent contradiction between supply and demand, strive to improve our comprehensive strength, strengthen the digital and intelligent transformation of enterprises, actively seek changes, take the initiative to make breakthroughs, and strengthen papermaking research and development of new products and new materials, improve the technical content of products, and continue to deepen the integration of papermaking and packaging upstream and downstream industry chains. We believed that driven by the rapid development of express delivery, 3C, food and beverage and other packaging downstream industries, new packaging formats can be discovered, improve professional packaging service capabilities, and create greater benefits for shareholders in the future!

Zhengye International will continue to work closely with our customers and grow together in fulfilling our social responsibility for environmental protection. I hereby express my sincere gratitude to the Company's customers, suppliers, shareholders and entire staff for their continued support.

Hu Zheng
Chairman

Hong Kong, China
31 March 2023

展望二零二三年，儘管仍然面臨複雜多變的世界經濟形勢，中國穩增長、穩物價的積極因素明顯增多，疫情趨緩後將迎來「疫後紅利期」，通過加大宏觀政策調控力度，加強各類政策協調配合，發掘民眾消費潛力，助力恢復消費場景，鼓勵民間投資，將匯聚形成推動高質量發展的合力，頂住壓力的中國經濟也必將行穩致遠。

紙包裝行業與國民經濟息息相關，二零二三年中國基建類投資和製造業在政策引導下將有力支撐經濟復甦，儘管由於全球局勢動盪帶來海外需求走弱，但隨著宏觀經濟持續復甦，特別是消費領域多項刺激和補貼政策出台後，造紙和包裝行業的景氣度預期將呈現底部上升趨勢，較去年將明顯改善。

正業國際相信「後疫情時代」危機與機遇並存，將直面行業需求疲軟以及供需矛盾凸顯的現狀，努力提高自身綜合實力，加強企業數字化、智能化轉型，主動求變、主動突破，加強造紙新產品、新材料的研發，提升產品的技術含量，繼續深化造紙和包裝上、下游產業鏈的結合，相信在快遞、3C、食品飲料等包裝下游行業快速發展的推動下，能夠發掘包裝新業態，提升專業包裝服務能力，在未來為股東創造更大效益！

正業國際將繼續與客戶在環境保護的社會責任上攜手並進，共同發展。感謝本公司客戶、供應商、股東及全體員工的不懈支持！

董事長
胡正

中國香港
二零二三年三月三十一日

Management Discussion and Analysis

管理層討論與分析

Business Review

For the year 2022 (refers to the twelve months ended 31 December 2022, the same below), the Group's principal business was the provision of ancillary paper packaging products to domestic and foreign manufacturers of household appliances, fast-moving consumer goods, electronic products and cosmetics, and the provision of comprehensive services including design, printing, logistics and other customer services to provide customers with integrated packaging solutions. In addition, in order to enhance the competitiveness of the Group's paper packaging products, the Group has also extended its operations to the back-end of the industrial chain by utilising recycled waste paper as raw materials for the production of corrugated paper, liner paper and other paper products, which are used as materials for the Group's paper packaging products and for external sales of products.

We are committed to becoming one of the world's leading eco-friendly packaging enterprises.

Our products mainly include craft cartons, color printing cartons, honeycomb paper-based products, color box packaging, corrugated paper and liner paper.

Consisting currently of 10 wholly-owned subsidiaries and 2 non-wholly-owned subsidiaries in different regions of China, our Group provides services with high quality to customers.

The Group's paper packaging products have been established for many years in a number of segmented market such as home appliance packaging, fast-moving consumer goods packaging and electronic products packaging, and have gained the trust of various renowned brands both on the domestic and overseas and have established a stable relationship with a group of customers for over a decade. The Group has expanded its operations to the production and sale of color box packaging products and has gradually expanded its packaging products into the markets of cosmetics, household products, food and pharmaceuticals.

Our corrugated medium paper and containerboard products have won the recognition of customers for their consistent quality and innovative design in the segmented market. The Group actively researches and develops low-weight and high-strength corrugated paper to meet customer needs with more cost-effective products.

業務回顧

於二零二二年度(截至二零二二年十二月三十一日止十二個月,下同),本集團主要業務是為國內外知名家電、快消品、電子產品、化妝品等製造商提供配套的紙製包裝產品,並同時提供包括設計、印刷、物流等客戶服務在內的全面服務,為客戶提供一體化的包裝解決方案。以及,為提升集團紙製包裝產品的競爭力,本集團還向後端產業鏈延伸,利用回收廢紙為原料生產瓦楞芯紙、牛卡紙及其他紙製產品,作為本集團紙製包裝產品使用物料和對外銷售產品。

本集團致力成為全球領先的環保包裝生態企業之一。

本集團的產品主要包括牛卡紙箱、彩印紙箱、蜂窩紙製品、彩盒包裝、瓦楞芯紙、牛卡紙。

本集團現於中國不同地區共有10家全資子公司、2家非全資子公司開展經營業務並為客戶提供優質服務。

本集團紙製包裝產品在家電包裝、快消品包裝以及電子產品包裝等細分領域深耕多年,得到多個國內外知名品牌信任,擁有一批建立了長達十年以上穩定關係的客戶群。本集團新增彩盒包裝產品的生產銷售,包裝產品逐步向化妝品、日化用品、食品、藥品等市場延伸。

本集團生產的瓦楞芯紙、牛卡紙產品在細分市場以品質穩定、服務創新贏得客戶青睞。本集團積極研發低克重、高強度瓦楞芯紙,以更具有性價比的產品滿足客戶需求。

Management Discussion and Analysis

管理層討論與分析

In 2022, the COVID-19 pandemic continued to disrupt the recovery of the global economy. The ongoing tension in geopolitics, as well as inflationary pressures, resulted in a slowdown in the year-on-year growth rate of domestic exports, consumption, investment and other demands, and a sharp drop in orders, delivering a bigger blow to the packaging industry.

During the Year, the new production facility for exquisite color box packaging in our factory in Zhongshan officially started trial production in July 2022. The packaging business of the Group will further expand into the exquisite color box packaging business. With the addition of the exquisite color box packaging business, products variety has been enriched. Product development has been oriented towards mid-to-high end in order to further realize the profit growth of the Group. Meanwhile, during the Year, the Group also completed the acquisition of all property assets of Zheng Ye Leasing at a consideration of RMB186 million. The acquisition will enhance the packaging business' asset portfolio by properly allocating available resources to improve profitability and enhance long-term potential for capital appreciation.

In 2022, under the double influence of recurrent domestic pandemic and shrinking orders from downstream customers, our packaging sector achieved a total operating revenue of RMB732,708,000 during the period, representing a decrease of 20.75% as compared to RMB924,606,000 in the corresponding period last year, and a decrease of 24.72% in profit as compared to last year.

Regarding our paper production segment, affected by the Russo-Ukrainian war, upstream energy prices rose significantly. In addition, the consumer end was affected by the pandemic which led to sluggish consumption. As a result of the imbalance between supply and demand, paper prices decreased, resulting in a year-on-year decrease in the production and sales of products in the paper production segment of 8.48%. Meanwhile, product prices also decreased by 5.35% year-on-year. In 2022, the operating revenue of our paper production segment for the period was RMB2,281,249,000, representing a significant decrease of 13.37% as compared to the corresponding period last year.

Products Review

Paper-based packaging products

Our paper-based packaging products are mainly made of liner paper and corrugated paper and include craft cartons, color printing cartons, honeycomb paper-based products and color box packaging products. The sales revenue of our paper-based packaging products was RMB732,708,000 in 2022, decreasing by 20.75% as compared with RMB924,606,000 in 2021 and accounting for approximately 24.31% of the Group's sales. The gross margin of paper-based packaging products in 2022 was approximately 21.50%.

二零二二年度，新冠疫情持續干擾全球經濟的復甦，持續緊張的地緣政治關係、通貨膨脹的壓力，導致國內出口、消費、投資等需求同比增速放緩，訂單銳減，對紙製品包裝產業帶來較大衝擊。

本年度內，集團於中山工廠內新建彩盒包裝項目，於二零二二年七月正式試產，集團包裝業務將進一步向精美彩盒包裝業務拓展，隨著精美彩盒包裝業務的增加，豐富了紙製包裝產品的種類，產品往中高端方向發展，以期進一步實現集團利潤增長。同時，於年度內，集團也完成收購正業租賃的所有物業資產，代價為人民幣1.86億元，收購事項可提高包裝板塊妥善分配可用資源以改善盈利能力，並增強長遠資本增值潛力的資產組合。

二零二二年度，受國內疫情反覆以及下游客戶訂單萎縮的雙重影響下，集團包裝板塊期內共實現營業收入人民幣732,708,000元，較去年同期人民幣924,606,000元下降20.75%，盈利卻較去年下降24.72%。

本集團造紙板塊，受俄羅斯烏克蘭戰爭的影響，上游能源價格大幅上漲，而消費端受到疫情影響，消費疲軟，供需矛盾失衡之下紙價下跌，導致造紙板塊產品銷量同比下降8.48%，同時，產品價格亦同比下降5.35%，二零二二年度，集團造紙板塊期內營業收入為人民幣2,281,249,000元，較去年同期下降13.37%。

產品回顧

紙製包裝產品

本集團的紙製包裝產品採用牛卡紙、瓦楞芯紙作為主要生產原料，產品包括牛卡紙箱、彩印紙箱、蜂窩紙製品及彩盒包裝產品。二零二二年，本集團紙製包裝產品銷售收入人民幣732,708,000元，較二零二一年人民幣924,606,000元下降20.75%，佔集團銷售約24.31%。二零二二年度紙製包裝產品毛利率約為21.50%。

Management Discussion and Analysis

管理層討論與分析

Craft cartons

Our craft cartons are mostly used in the packaging of home appliances, fast-moving consumer goods, electronic products. The Group continues to ensure high-quality product supply and after-sales service to gain the trust of our clients, who remained supportive of our services and maintained a long-term and stable cooperative relationship with us.

Color printing cartons

The Group also provides quality color printing cartons for the packaging of home appliances, fast-moving consumer goods, electronic products and other products in order to meet clients' requirements for packaging different products. During the Year, the Group added new color printing machinery for the active and continuous expansion of its color printing carton business in the future. In 2022, the revenue for color printing cartons was RMB91,559,000.

Honeycomb paper-based products

Honeycomb paper-based products produced by the Group mainly serve as a replacement for plastic cushioning materials and foam cushioning products used for protecting the original various types of cardboard boxes. They are lightweight, smooth-surfaced, non-deformable, environmentally-friendly and energy-saving materials with outstanding cushioning performance and are widely used in various industries for cushioning. Honeycomb paper-based products currently produced by the Group are primarily used along with our craft cartons and color printing cartons.

Color box packaging

The color box packaging products produced by the Group use paper as the main raw material. After printing, surface treatment, die-cutting, bonding, molding and assembly, they are made into packaging for containing, protecting, explaining and promoting products. Such products are mainly used in cosmetics, daily chemical products, food, pharmaceuticals, etc. The Group provides integrated color box packaging solutions based on customer needs and product features.

Packaging paper

The Group produces 47G-140G high-strength corrugated paper and liner paper products. While some of these are used as raw materials for our paper-based packaging products, they are mostly sold to cardboard manufacturers and carton packaging manufacturers in the Pearl River Delta region of Guangdong. Customers of the Group's paper-making business segment spread across Guangdong, Jiangxi, Fujian, Chaoshan, and other regions; the total number of which is currently over 389. Our 47 g corrugated paper products launched this year swiftly entered the market, increasing the variety of our paper products and establishing a solid foundation for business expansion. The sales revenue of paper products during the period was RMB2,281,249,000. Due to falling selling prices and rising costs of raw and auxiliary materials, energy and so on, the profit margin is sharply reduced, and the gross margin dropping to 8.08%.

牛卡紙箱

本集團牛卡紙箱主要用於家電包裝、快消品包裝、電子產品包裝等，本集團持續確保較高品質產品供應與優質的售後服務，提高客戶信賴程度，獲得多家品牌客戶青睞並保持長期穩定合作。

彩印紙箱

本集團為滿足客戶對於不同產品包裝品質的要求亦提供優質的用於家電包裝、快消品包裝、電子產品包裝等行業的彩印紙箱，本集團於年內新增彩印生產設備，以期未來持續積極拓展彩印紙箱業務，二零二二年彩印紙箱收入人民幣91,559,000元。

蜂窩紙製品

本集團生產的蜂窩紙製品主要替代原各類紙箱中用於保護的塑膠緩衝包裝材料以及替代泡沫襯墊產品，是容量輕、表面平整、不易變形、緩衝性能好的環保節能材料，現已用於多種行業的緩衝包裝。本集團現生產的蜂窩紙製品仍主要為本集團牛卡紙箱及彩印紙箱客戶提供配套。

彩盒包裝

本集團生產的彩盒包裝產品以紙張為主要原材料，通過印刷、表面處理、模切、黏合、成型和組裝等加工程序後製成用於容納、保護、說明及促銷商品的包裝物，此類產品主要運用於化妝品、日化用品、食品、藥品等，本集團結合客戶需求及產品特性，提供一體化的彩盒包裝整體解決方案。

包裝紙

本集團生產47G-140G高強度瓦楞芯紙以及牛卡紙產品，除部分為本集團生產紙製包裝產品作為原材料外，主要向廣東珠三角地區紙板生產廠家、以及紙箱包裝廠家銷售，集團造紙客戶分佈於廣東、江西、福建、潮汕等地區，現集團造紙板塊服務的客戶總數量超過389家。集團於年內推出的47克瓦楞芯紙產品迅速進入市場，增加了集團紙產品的品種，為業務的拓展奠定了堅實基礎，期內紙產品銷售收入人民幣2,281,249,000元，受產品銷售價格下跌以及原輔材料、能源等成本上升影響，盈利空間大幅縮減，毛利率跌至8.08%。

Management Discussion and Analysis

管理層討論與分析

Breakdown of the Group's principal activities

本集團主營業務明細

		2022 二零二二年			2021 二零二一年		
		Turnover	Percentage of total revenue	Gross profit margin	Turnover	Percentage of total revenue	Gross profit margin
		營業額	佔總額	毛利率	營業額	佔總額	毛利率
		RMB'000	%	%	RMB'000	%	%
		人民幣千元	%	%	人民幣千元	%	%
Packaging paper	包裝紙						
AA grade	AA級	1,787,161	59.30		2,455,576	69.02	
C grade	C級	126	0.00		1,013	0.03	
Craft paper	牛卡紙	493,962	16.39		176,814	4.97	
Subtotal	小計	2,281,249	75.69	8.08	2,633,403	74.02	19.10
Paper-based packaging products	紙製包裝產品						
Craft cartons	牛卡印紙箱	572,383	18.99		629,385	17.69	
Honeycomb paper-based products	蜂窩紙製品	66,257	2.20		149,526	4.20	
Color printing box	彩印紙箱	91,559	3.04		145,695	4.09	
Color box packaging	彩盒包裝	2,509	0.08		-	-	
Subtotal	小計	732,708	24.31	21.50	924,606	25.98	18.82
TOTAL	總計	3,013,957	100.00	11.34	3,558,009	100.00	19.03

Management Discussion and Analysis

管理層討論與分析

Turnover by customer for paper-based packaging products

紙製裝產品營業額按客戶分析

		2022 二零二二年		2021 二零二一年	
		Percentage of total revenue		Percentage of total revenue	
		Turnover	佔總額	Turnover	佔總額
		營業額	百分比	營業額	百分比
		RMB'000	%	RMB'000	%
		人民幣千元	%	人民幣千元	%
Home appliance packaging	家電包裝	537,242	73.32	650,435	70.35
FMCG Packaging	快消品包裝	131,273	17.92	202,599	21.91
Other	其他	64,193	8.76	71,572	7.74
TOTAL	總計	732,708	100.0	924,606	100.00

Capacity and Capacity Utilisation Rate

The Group provides one-stop service solution to its customers covering from recycling of waste paper, manufacturing of packaging paper, production of paper-based packaging products to packaging services, making full use of our vertically integrated industrial chain.

產能及產能使用率

集團為客戶提供一站式服務方案由廢紙回收、包裝紙製造、紙製包裝產品的生產，以至包裝一體化服務，充分發揮集團垂直整合產業鏈的效益。

Management Discussion and Analysis

管理層討論與分析

Packaging Paper

The main production base of packaging paper is located in Zhongshan city and Jiangxi province. For the year ended 31 December 2022, the Group had 8 packaging paper production lines with a total designed annual capacity of 900,000 tons, making the Group one of the leading packaging paper producers in Guangdong region. The Group always attached emphasis on improvement of production efficiency and optimization of plant management. During the Year, the Group adopted the performance indicator approach to manage the corrugated medium paper production lines, continuously improving production volume and capacity utilisation rate.

包裝紙

包裝紙的主要生產基地位於中山市及江西省，截至二零二二年十二月三十一日止年度，本集團擁有八條包裝紙生產線，總設計年產能達900,000噸，為廣東地區領先的包裝紙生產商之一。集團一直重視提升生產效率及優化廠房管理的工作，於年內，集團繼續採用了績效指標有效管理包裝紙生產線，提高了產量以及產能使用率。

		2022 二零二二年			2021 二零二一年		
		Planned operation 計劃運行 (hours) (小時)	Actual operation 實際運行 (hours) (小時)	Effective rate 有效率 (%) (%)	Planned operation 計劃運行 (hours) (小時)	Actual operation 實際運行 (hours) (小時)	Effective rate 有效率 (%) (%)
Zhongshan Yong Fa	中山永發						
No. 1 paper machine	1 號造紙機	8,760	7,978	91.07	8,760	7,971	90.99
No. 2 paper machine	2 號造紙機	8,760	7,718	88.11	8,760	6,444	73.56
No. 3 paper machine	3 號造紙機	8,760	7,677	87.64	8,760	8,011	91.45
No. 5 paper machine	5 號造紙機	8,760	7,454	85.09	8,760	7,915	90.35
Hung Hing	鴻興						
No. 1 paper machine	1 號造紙機	8,081	7,687	95.12	8,521	8,117	95.26
No. 2 paper machine	2 號造紙機	8,430	7,838	92.98	8,357	7,779	93.08
No. 3 paper machine	3 號造紙機	7,840	7,407	94.48	8,511	8,068	94.79
Zhengyi	正億						
No. 1 paper machine	1 號造紙機	8,565	7,557	88.23	8,760	6,993	79.83

Paper-based Packaging Products

For the year ended 31 December 2022, the Group had a total of 5 production lines (including 3 corrugated cartons production lines and 2 honeycomb paper-based products production lines) which are mainly located in three cities including Zhongshan, Zhuhai and Wuhan. The Group's planned annual capacity for corrugated cartons reached 191,617,000 square meters; whereas that yearly planned capacity for honeycomb paper-based products was 11,008,000 square meters. The Group's comprehensive production deployment enables it to generate synergies in terms of production costs, industrial chain integration, and customer service, which in turn enhanced the overall operational efficiency.

紙製包裝產品

截至二零二二年十二月三十一日止年度，本集團共有5條生產線（包括3條瓦楞紙箱生產線及2條蜂窩紙製品生產線），生產基地主要分佈於中山、珠海及武漢共三個城市。本集團瓦楞紙箱總年計劃產能達191,617,000平方米；蜂窩紙製品年計劃產能達11,008,000平方米。集團完善的生產佈局，使集團在生產成本、產業鏈整合、以及客戶服務上都能夠產生協同效應，在整體營運效益上發揮優勢。

Management Discussion and Analysis

管理層討論與分析

		2022 二零二二年				2021 二零二一年				
		Numbers of equipment 設備數量	Design Capacity 設計產能 '000 sq.m. 千平方米	Yearly Planned Capacity 年計劃產能 '000 sq.m. 千平方米	Actual Capacity 實際產能 '000 sq.m. 千平方米	Capacity utilization rate 產能使用率 (%) (%)	Design Capacity 設計產能 '000 sq.m. 千平方米	Yearly Planned Capacity 年計劃產能 '000 sq.m. 千平方米	Actual Capacity 實際產能 '000 sq.m. 千平方米	Capacity utilization rate 產能使用率 (%) (%)
1. Paper plate process		一、紙板工序								
Zhongshan	中山									
No. 1 corrugated cartons production line	1號瓦楞紙箱生產線	1	38,880	14,601	7,977	54.63	38,880	14,601	12,524	85.78
New No. 2 corrugated cartons production line	新2號瓦楞紙箱生產線	1	184,140	78,174	61,353	78.48	184,140	78,174	71,235	91.12
No. 9 corrugated cartons production line ^a	9號瓦楞紙箱生產線 ^a	1	N/A不適用	N/A不適用	N/A不適用	N/A不適用	90,396	8,190	6,004	73.32
Zhuhai	珠海									
No. 11 corrugated cartons production line	11號瓦楞紙箱生產線	1	150,660	98,842	80,899	81.85	150,660	98,842	93,293	94.39
2. Printing process		二、印刷工序								
Watermark printers		水印印刷機								
Zhongshan	中山	11	N/A不適用	60,878	49,829	81.85	N/A不適用	60,878	54,487	89.5
Zhuhai	珠海	10	N/A不適用	101,964	71,539	70.16	N/A不適用	101,964	82,283	80.70
Colormark printers		彩印印刷機								
Zhongshan	中山	4	N/A不適用	29,723	14,053	47.28	N/A不適用	16,858	15,037	89.20
Color box printers		彩盒印刷機								
Zhongshan	中山	2	N/A不適用	32,091	672	2.09	N/A不適用	N/A不適用	N/A不適用	N/A不適用
3. Production of honeycomb packaging products		三、生產蜂窩包裝產品								
Zhongshan	中山									
No. 7 honeycomb paper-based product production line	7號蜂窩紙箱生產線	1	4,312	4,312	1,730	40.12	4,312	4,312	1,391	32.26
No. 8 honeycomb paper-based product production line	8號蜂窩紙箱生產線	1	N/A不適用	N/A不適用	N/A不適用	N/A不適用	3,525	3,525	2,549	72.32
No. 10 honeycomb paper-based product production line ^a	10號蜂窩紙製品生產線 ^a	1	N/A不適用	N/A不適用	N/A不適用	N/A不適用	6,696	1,116	405	36.29
Wuhan	武漢									
No. 14 honeycomb paper-based product production line	14號蜂窩紙製品生產線	1	6,696	6,696	3,396	50.72	6,696	6,696	4,817	71.93
TOTAL	總計									
corrugated cartons production lines	瓦楞紙箱生產線	3	373,680	191,617	150,229	78.40	502,956	211,132	189,373	89.69
water mark printers	水印印刷機	21	N/A不適用	162,842	121,368	74.53	N/A不適用	168,666	142,466	84.47
color mark printers	彩印印刷機	4	N/A不適用	29,723	14,053	47.28	N/A不適用	16,858	15,037	89.2
color box printers	彩盒印刷機	2	N/A不適用	32,091	672	2.09	N/A不適用	N/A不適用	N/A不適用	N/A不適用
honeycomb paper-based product production lines	蜂窩紙製品生產線	2	11,008	11,008	5,126	46.57	21,229	15,649	9,162	58.55

Management Discussion and Analysis

管理層討論與分析

- # No. 5 production line merged with No. 11 production line after optimization.
- △ No. 9 production lines merged with No. 1 production line after optimization.
- & No. 8 honeycomb paper product production line and No. 10 honeycomb paper product production line were optimized and merged into No. 7 honeycomb paper product production line.

Prospects

In 2023, the influence of geopolitics will continue, and global inflation will remain high. However, with the relaxation of pandemic prevention and control in China, the scientific optimization of pandemic prevention measures, and the full liberalization of economic activities, China will prioritize the recovery and expansion of consumption to boost the confidence in economic growth. After the pandemic, China's economy is expected to return to the medium-to-long-term growth path and develop in the direction of high value-added and high-quality. The Shenzhen-Hong Kong port will resume normal personnel exchanges between the mainland and Hong Kong in a phased and orderly manner, which will further promote the economic recovery of the Greater Bay Area. At the same time, the consumer goods market will be extensively upgraded. The mid-to-high-end service consumer goods market will bring new opportunities and development to the Group's business.

In 2023, the Group will continue to strengthen the upstream and downstream integration of the packaging and paper production industry chain and create core competitive products that can continue to create value for our customers.

With the gradual deepening of the layout of new products and new businesses in exquisite color box packaging, the market share of color box packaging will be further expanded, and the profit margin of our packaging business will be increased at the same time. The traditional packaging business will gradually recover with a steady rate. We will vigorously promote the automated production system, comprehensively upgrade the smart factory, comprehensively improve production efficiency, optimize the process, and reduce enterprise management costs in order to maintain profitability for the Group. In addition, the implementation of the "Plastic Restriction Order" in Mainland China and the increase in alternative demand caused by the plastic ban order have been a favorable news for the paper packaging industry.

Regarding our paper production business, in 2023, with the government's further emphasis on "steady growth", the demand from consumer end is expected to improve, but the introduction of new policies that reduce tariffs on certain finished papers and pulp to zero have led to reduced price of paper products and intensification of market competition. In response to this market change, the Group will continue to strengthen the optimization of internal business structure, continue to implement energy-saving and consumption-reducing measures, continue to explore new product development and innovation, actively respond, actively deploy upstream, improve its own strength while achieving corporate sustainability.

- # 15號生產線已優化併入11號生產線。
- △ 9號生產線已優化併入1號生產線。
- & 8號蜂窩紙製品生產線、10號蜂窩紙製品生產線已優化併入7號蜂窩紙製品生產線。

展望

二零二三年，地緣政治持續影響，全球通脹居高不下，但隨著中國放開防疫管控，防疫措施科學優化，經濟活動全面放開，中國把恢復和擴大消費擺在優先位置，推動經濟信心進一步恢復。疫情過後，中國經濟有望返回其中長期增長之路，向高增值和高品質方向發展。深港口岸階段有序恢復內地與香港人員正常往來，進一步促進大灣區經濟復甦，同時消費品市場廣闊升級，中高端服務消費品市場給集團業務帶來新的機遇和發展。

二零二三年，集團仍將持續加強包裝及造紙產業鏈上下游的整合，打造更能持續為客戶創造價值的核心競爭力產品。

包裝業務方面，隨著精美彩盒包裝新產品、新業務方面佈局的逐步深入，彩盒包裝的市場份額將進一步擴大，同時增加包裝業務的利潤率。而傳統的包裝業務將逐步穩定恢復，並大力推行自動化生產系統，全面升級智慧化工廠，全面提高生產效率，優化流程，降低企業管理成本，以保持集團盈利。另外，中國內地實施「限塑令」及禁塑令引致的替代需求增長，對紙製包裝行業是利好消息。

造紙業務方面，二零二三年隨著政府對「穩增長」進一步側重，消費端需求有望改善，同時石油、天然氣、煤等能源價格平穩中略有下降，紙產品成本有所降低，但年初出台的中國對部分成品紙及紙漿的關稅將下降至零的新政策，又使得紙產品價格下行，市場競爭加劇，為應對此市場變化，集團將繼續加強內部業務結構的優化，持續推行節能降耗措施，在新產品研發及創新方面不斷探索，積極應對，在增強自身實力的同時，實現企業的可持續發展。

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The Group also pays close attention to investment projects with notable prospects. The Group will achieve a steady development on the basis of maintaining a reasonable capital structure and strive to create higher returns for shareholders.

Financial Review

For the year ended 31 December 2022, the revenue of the Group was approximately RMB3,013,957,000 (2021: RMB3,558,009,000), representing a decrease of approximately RMB544,052,000 or 15.29% as compared with the same period of last year. The sales volume in the paper-making sector decreased by approximately 8.48% compared with last year, and the sales unit price decreased by approximately 5.35%, while the sales volume and sales unit price of the packaging sector decreased by approximately 19.81% and 1.18% respectively. The Group's gross profit margin in 2022 was 11.34% (2021: approximately 19.03%), a decrease of 7.69 percentage points as compared with the same period of last year.

Cost of sales

The Group's cost of sales decreased from RMB2,881,037,000 in 2021 to RMB2,672,227,000 in 2022, representing a decrease of 7.25%.

Packaging paper

The cost of sales of packaging paper were RMB2,097,018,000 in 2022 (2021: RMB2,130,398,000), representing a decrease of 1.57%.

Paper-based packaging products

The cost of sales of paper-based packaging products were RMB575,209,000 in 2022 (2021: RMB750,639,000), representing a decrease of 23.37%.

Gross profit and gross profit margin

For the Year, the gross profit recorded RMB341,730,000, representing a decrease of 49.52% as compared with RMB676,972,000 in Year 2021. The average gross profit margin decreased from 19.03% in Year 2021 to 11.34% for the Year, primarily due to the decreased market demand for paper-based packaging product as a result of sluggish consumption under the influence of the COVID-19 pandemic and other factors, leading to the decrease in sales price of packaging paper under the imbalance between supply and demand. Meanwhile, affected by the Russo-Ukrainian war, energy costs rose significantly. The marginal efficiency of the paper manufacturing sector of the Group dropped significantly compared with previous years.

Packaging paper

For the Year, the gross profit from packaging paper was RMB184,231,000 in 2022 (2021: RMB503,005,000), representing a decrease of 63.37%. The overall gross profit margin for 2022 was 8.08% (2021: 19.10%), decreased by 11.02 percentage points.

同時，集團亦留意並關注有發展前景之投資項目，在保持合理資本結構的基礎上穩步發展，努力為股東創造更高回報。

財務回顧

截至二零二二年十二月三十一日止年度，本集團的收入約人民幣3,013,957,000元（二零二一年：人民幣3,558,009,000元），較去年同期減少約人民幣544,052,000元或15.29%，其中造紙板塊產品銷售數量較去年下降約8.48%、銷售單價下降約5.35%，而包裝板塊的銷售數量及銷售單價分別下降約19.81%及1.18%。二零二二年度集團毛利率11.34%（二零二一年：約19.03%），較去年同期下降7.69個百分點。

銷售成本

本集團的銷售成本由二零二一年度人民幣2,881,037,000元下降至二零二二年度人民幣2,672,227,000元，減幅7.25%。

包裝紙

包裝紙二零二二年度銷售成本為人民幣2,097,018,000元（二零二一年：人民幣2,130,398,000元），減少1.57%。

紙製包裝產品

紙製包裝產品二零二二年度銷售成本為人民幣575,209,000元（二零二一年：人民幣750,639,000元），下降23.37%。

毛利及毛利率

本年度之毛利為人民幣341,730,000元，較二零二一年度同期的人民幣676,972,000元減少49.52%。平均毛利率由二零二一年度的19.03%下降至本年度的11.34%。主要原因是受新冠疫情等因素影響，消費疲軟，包裝紙市場需求量下降，在市場供需失衡之下包裝紙銷售價格下降，同時，由於俄羅斯烏克蘭戰爭影響，能源成本大幅上漲，本集團造紙板塊邊際效率較往年大幅下降。

包裝紙

包裝紙二零二二年度之毛利為人民幣184,231,000元（二零二一年：人民幣503,005,000元），下降63.37%。二零二二年度整體毛利率為8.08%（二零二一年：19.10%），減少11.02百分點。

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Paper-based packaging products

For the Year, the gross profit from paper-based packaging products was RMB157,499,000 (2021: RMB173,967,000), representing a decrease of 9.47%. The overall gross profit margin for 2022 was 21.50% (2021: 18.82%), increased by 2.68 percentage points.

Other income, other gains and losses

Other income, other gains and losses mainly included income from interest of RMB3,731,000 (2021: RMB4,573,000), government subsidies of RMB125,881,000 (2021: RMB41,603,000) and net amount of exchange losses of RMB3,526,000 (2021: net amount of exchange loss RMB2,670,000).

Distribution and selling expenses

The distribution and selling expenses of the Group decreased by approximately 6.56% from RMB98,569,000 for the Year 2021 to RMB92,103,000 for the Year. During the Year, the distribution and selling expenses mainly included salaries of salesmen, transportation costs and business promotion expenses. The decrease in distribution and selling expenses was attributable to the substantial decrease in the Group's sales during the year.

Administrative expenses

Administrative expenses of the Group decreased by approximately 22.48% from RMB169,821,000 for the Year 2021 to RMB131,637,000 for the Year. The administrative and other expenses mainly included salaries of management, staff welfare, rent and depreciation.

Finance costs

Finance costs of the Group decreased by approximately 5.14% from RMB62,831,000 for the Year 2021 to RMB59,600,000 for the Year. It was mainly due to the decrease in the Group's bank loan amount and the decrease in the Group's interest rate on bank loans during the year.

Research and development expenses

Research and development expenses of the Group decreased from RMB131,116,000 (about 3.69% of sales revenue) in the Year 2021 to RMB116,388,000 (about 3.86% of sales revenue) for the Year.

Profit and total comprehensive income

During the Year, the Group's profit and total comprehensive income was RMB68,604,000. The profit and total comprehensive income for the year attributable to owners of the Company was RMB47,167,000, representing a decrease of 70.67% as compared with RMB160,841,000 in 2021.

紙製包裝產品

紙製包裝產品二零二二年度毛利為人民幣157,499,000元(二零二一年：人民幣173,967,000元)，減少9.47%。二零二二年度整體毛利率為21.50%(二零二一年：18.82%)，增加2.68百分點。

其他收入、其他收益及虧損

其他收入、其他收益及虧損主要包括利息收入人民幣3,731,000元(二零二一年：人民幣4,573,000元)、政府補貼人民幣125,881,000元(二零二一年：人民幣41,603,000元)及匯兌虧損淨額人民幣3,526,000元(二零二一年：匯兌虧損淨額人民幣2,670,000元)。

分銷及銷售費用

本集團分銷及銷售費用由二零二一年度的人民幣98,569,000元下降至二零二二年度的人人民幣92,103,000元，降幅約為6.56%。於本年度內，分銷及銷售費用主要是人員工資、運輸成本及業務推廣等費用。分銷及銷售費用下降原因是由於本集團年內銷售大幅下降所致。

行政開支

本集團行政開支由二零二一年度的人民幣169,821,000元下降至二零二二年度的人人民幣131,637,000元，降幅約為22.48%，行政開支主要是管理人員工資、福利費用、租金及折舊等費用。

融資成本

本集團融資成本由二零二一年度的人民幣62,831,000元下降至二零二二年度的人人民幣59,600,000元，降幅約5.14%，這主要是本集團年內銀行借貸金額及銀行貸款平均利率均有所下降。

研發支出

本集團的研發支出由二零二一年度的人民幣131,116,000元(佔銷售收入約3.69%)下降至二零二二年度的人人民幣116,388,000元(佔銷售收入約3.86%)。

溢利及全面收益

於年內，本集團溢利及全面收益總額為人民幣68,604,000元。本司擁有人應佔年度溢利及全面收益為人民幣47,167,000元，較二零二一年度人民幣160,841,000元，下降70.67%。

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Dividend Policy

The declaration, form, frequency and amount of any dividend payout of the Company must be in accordance with relevant laws, rules and regulations and subject to the Bye-laws of the Company. Subject to compliance with applicable laws, rules, regulations and the Bye-laws, in deciding whether to propose any dividend payout, the Board will take into account, among other things, the financial results, the earnings and distributable reserves, the operations and liquidity requirements, the debt ratio and possible impact of credit facilities, and the current and future development plans of the Company.

Dividends

The Board has recommended, subject to the approval of the Shareholders at the Annual General Meeting (the "AGM"), the payment of a final dividend of RMB1.42 cents (equivalent to HKD1.6 cents) per Share for the year ended 31 December 2022 (2021: a final dividend of RMB9.00 cents per Share) to those Shareholders whose names appear on the register of members of the Company on Wednesday, 28 June 2023. The recommended final dividend, if approved at the AGM on Friday, 23 June 2023, will be paid in Hong Kong dollars. The RMB to Hong Kong dollar exchange rate for the final dividend calculated using the opening indicative counter buying telegraphic transfer rate for off-shore RMB of The Hong Kong Association of Banks announced on 31 March 2023. The final dividend is expected to be paid on or around Wednesday, 12 July 2023.

Liquidity, Financial Resources and Capital Structure

In 2022, the Group's main sources of funding were cash generated from operating activities and bank loans.

股息政策

本公司必須根據相關法律、規則、法規及受限於本公司細則制定任何股息派付的宣派、形式、頻率及金額。根據適用法律、規則、法規及公司細則，於決定是否提議派付股息時，董事會將考慮(其中包括)本公司的財務業績、收益及可分配儲備、營運及流動資金需求，負債比率及信貸額度可能產生的影響和現時及未來發展計劃。

股息

董事會建議向於二零二三年六月二十八日(星期三)名列本公司股東名冊上的股東派付截至二零二二年十二月三十一日止年度的末期股息每股人民幣1.42分，相當於每股港幣1.6仙(二零二一年：末期股息每股人民幣9分)，惟須獲股東於二零二三年六月二十三日(星期五)舉行之應屆股東週年大會(「股東週年大會」)上批准，方可作實。如在股東週年大會上獲批准，建議之末期股息將以港幣支付。末期股息的人民幣/港幣兌換率按香港銀行公會於二零二三年三月三十一日公佈之開市參考牌價的離岸人民幣電匯購入價計算。末期股息將於二零二三年七月十二日(星期三)或前後向股東派發。

流動資金、財政資源及資本結構

於二零二二年度本集團的資金來源主要為經營活動所產生的現金及銀行貸款。

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Net assets	資產淨額	1,402,556	1,381,952
Bank balances and cash	銀行結餘及現金	279,840	229,581
Total borrowings	借款總額	1,054,185	1,191,454
Equity attributable to the owners of the Company	本公司擁有人應佔權益	1,113,689	1,111,522
Current ratios	流動比率	1.08	1.19
Net gearing ratio*	淨資產負債比率*	63.78%	78.23%

* The net gearing ratio is calculated as net borrowings divided by equity attributable to the owners of the Company, in which the net borrowings are calculated as total bank and other borrowings less pledge deposits and bank balances and cash.

* 淨資產負債比率乃按借款總額除以本公司擁有人應佔權益計算，其中借款淨額按銀行及其他借款總額減去已抵押銀行存款及銀行結餘及現金計算。

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Cash flow

As at 31 December 2022, the Group had a net cash inflow of RMB50,259,000.

The IFRS Interpretation Committee (IFRIC) meeting in December 2020 has made an agenda decision on the impact of the application of financial reporting standard in cash flows. It clarified how to present the liabilities for the payment of goods or services received and the settlement-related cash flow generated by the financing arrangement of the supplier under the consolidated statement of financial position and the consolidated statement of cash flows. The direct settlement of trade-related payables by the relevant financier constitutes a non-cash transaction. Subsequent settlement between the entity and the financier shall be regarded as repayment of borrowings and reported under the financing activities item in the consolidated statement of cash flows. The agenda decision also includes content that in the context of supplier financing arrangements, the accounting policies related to the presentation of the consolidated statement of cash flows have been reassessed. When the bills discount arrangement does not meet the conditions for de-recognition of receivables, it will be presented in cash inflow from financing activities in the consolidated statement of cash flows.

For the year ended 31 December 2022, the net cash from operating activities would have been increased by approximately RMB324,627,000 (2021: RMB376,286,000) and the net cash from financing activities would have been decreased by RMB324,627,000 (2021: RMB376,286,000), if the Group has not applied the accounting policies.

現金流量

於二零二二年十二月三十一日，本集團現金淨額流入人民幣50,259,000元。

國際財務報告準則解釋委員會於二零二零年十二月的會議對關於現金流量財務報告準則應用的影響作出議程決定。當中澄清了如何在合併財務狀況表和合併現金流量表中列報支付收到的貨物或服務的負債以及供應商融資安排產生的結算相關現金流量。相關融資方直接結算與貿易有關的應付款項構成非現金交易，實體隨後與融資方的結算應視為償還借款，並在合併現金流量表的融資活動項下列報。該議程決定亦附帶內容，供應商融資安排的背景下，重新評估了與合併現金流量表列報有關的會計政策，當票據貼現安排不符合終止確認應收款的條件時，在現金流量表上按融資活動現金流入列示。

倘本集團並無應用該等會計政策，則截至二零二二年十二月三十一日止年度的經營業務所得現金會增加約人民幣324,627,000元（二零二一年：人民幣376,286,000元），及融資業務所得現金淨額會減少人民幣324,627,000元（二零二一年：人民幣376,286,000元）。

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The following table is prepared by the Management showing what the consolidated statement of cash flows for the year ended 31 December 2022 and 2021 would have been if the Group has not applied the accounting policies.

管理層已編製下表，顯示倘本集團並無應用該等會計政策，截至二零二二年及二零二一年十二月三十一日止年度綜合現金流量表的情況。

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營業務		
Profit before tax	除稅前溢利	76,867	237,316
Adjustments for:	就以下各項作出調整：		
Finance costs	融資成本	59,600	62,831
Interest income	利息收入	(3,731)	(4,573)
Impairment losses (reversed) recognised on trade and other receivables	已確認(轉回)貿易及其他應收款項減值虧損	(2,146)	1,288
Depreciation of property, plant and equipment	物業、廠房及設備折舊	109,278	96,105
Depreciation of right-of-use assets	使用權資產折舊	15,370	20,331
Amortisation of intangible assets	無形資產的攤銷	2,313	602
Impairment loss recognised on property, plant and equipment	已確認物業、廠房及設備減值虧損	-	22,229
Net loss on disposals of property, plant and equipment	出售物業、廠房及設備虧損淨額	817	1,377
Exchange gain on borrowings	借款產生的匯兌收益	(1,928)	(930)
Government grants amortised from deferred income	以遞延收入攤銷的政府補貼	(12,110)	(4,488)
Operating cash flows before movements in working capital	營運資本變動前經營現金流量	244,330	432,088
Increase in inventories	存貨增加	(12,441)	(54,869)
Increase in trade and other receivables	貿易及其他應收款項增加	(55,772)	(371,482)
Increase in borrowings relating to discounted bills receivables	有關已貼現應收票據之借款增加	291,020	92,585
Decrease in contract assets	合約資產減少	6,173	3,078
Increase in trade and other payables	貿易及其他應付款項增加	18,808	101,833
(Decrease) increase in contract liabilities	合約負債(減少)增加	(867)	4,442
Decrease in amounts due to directors	應付董事款項減少	(197)	(64)
Cash generated from operations	經營業務所得現金	491,054	207,611
Income tax paid	已付所得稅	(17,665)	(26,309)
NET CASH FROM OPERATING ACTIVITIES	經營業務所得現金淨額	473,389	181,302

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		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
INVESTING ACTIVITIES	投資業務		
Interest received	已收利息	3,731	5,556
Proceeds on disposals of property, plant and equipment	出售物業、廠房及設備所得款項	18,758	26,289
Purchases of property, plant and equipment	購置物業、廠房及設備	(152,328)	(206,226)
Deposits paid for acquisition of property, plant and equipment	購置物業、廠房及設備所付按金	(31,037)	(29,499)
Purchases of intangible assets	購買無形資產	(1,604)	(562)
Net cash outflow on acquisition of a subsidiary	收購附屬公司現金流出淨額	(94,448)	-
Consideration paid for acquisition of a subsidiary	收購附屬公司所付代價	(5,940)	(12,130)
Placement of pledged bank deposits	存入已抵押銀行存款	(149,609)	(200,339)
Withdrawal of pledged bank deposits	取出已抵押銀行存款	177,961	214,372
Receipt of government grant relating to non-current assets	收取有關非流動資產之政府補貼	794	5,105
NET CASH USED IN INVESTING ACTIVITIES	投資業務所用現金淨額	(233,722)	(197,434)
FINANCING ACTIVITIES	融資業務		
Interest paid	已付利息	(59,350)	(62,033)
Dividend paid	已付股息	(45,000)	(15,000)
Dividend paid to a non-controlling interest	已付非控股股東股息	(3,000)	(900)
Repayment of bank and other borrowings	償還銀行及其他借款	(813,018)	(852,547)
Repayments of lease liabilities	償還租賃負債	(10,543)	(15,391)
New bank and other borrowings raised	新造銀行及其他借款	741,503	1,006,217
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資業務(所用)所得現金淨額	(189,408)	60,346
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	50,259	44,214
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日的現金及現金等價物	229,581	185,367
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於十二月三十一日的現金及現金等價物	279,840	229,581

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管理層討論與分析

Inventories

As at 31 December 2022, the inventories of the Group increased by 2.27% to RMB228,353,000 as compared to the inventories balance of RMB223,283,000 as at 31 December 2021. During the Year, the inventory turnover day was approximately 30 days (2021: 25 days), remaining at a normal level.

Trade receivables not backed by bills

As at 31 December 2022, the trade receivables not backed by bills amounted to RMB423,150,000 (as at 31 December 2021: RMB585,425,000). The Group generally granted credit period of 30 to 120 days to our paper-based packaging products customers and credit period of 30 to 75 days to our wrapping paper customers. The trade receivables turnover days was approximately 61 days (2021: 56 days).

Trade receivables backed by bills

As at 31 December 2022, the trade receivables backed by bills receivables amounted to RMB324,100,000 (31 December 2021: RMB465,399,000).

Trade payables

As at 31 December 2022, the trade payables amounted to RMB173,872,000 (as at 31 December 2021: RMB114,341,000). The Group managed to obtain a credit period of 30 to 120 days from the majority of its suppliers. The trade payables turnover days was extended to 19 days (2021: 16 days).

Borrowings

As at 31 December 2022, the Group's bank and other borrowings balance amounted to RMB1,054,185,000 (as at 31 December 2021: RMB1,191,454,000).

Gearing ratio

As at 31 December 2022, the gross gearing ratio was approximately 35.33% (as at 31 December 2021: 39.27%), which was calculated on the basis of the total amount of bank and other borrowings as a percentage of the total assets. The net gearing ratio was 63.78%, which was calculated on the basis of the amount of bank and other borrowings less pledged bank deposits and cash and bank balances as a percentage of the shareholders' equity (as at 31 December 2021: 78.23%).

Pledge of assets

As at 31 December 2022, the Group pledged certain assets with carrying value of RMB1,155,148,000 as collateral for the Group's borrowings (as at 31 December 2021: RMB940,077,000).

存貨

於二零二二年十二月三十一日，本集團的存貨上升2.27%至人民幣228,353,000元，對比二零二一年十二月三十一日存貨餘額則為人民幣223,283,000元。於本年度，存貨周轉天數約30天(二零二一年：25天)，屬正常水準。

無票據為後盾的貿易應收款項

於二零二二年十二月三十一日，無票據為後盾的貿易應收款項為人民幣423,150,000元(於二零二一年十二月三十一日：人民幣585,425,000元)。本集團向包裝紙製品客戶授予介乎30天至120天的信用期，並向包裝紙客戶授予30天至75天的信用期。貿易應收款項的周轉天數約61天(二零二一年：56天)。

以票據為後盾的貿易應收款項

於二零二二年十二月三十一日，以票據為後盾的貿易應收款項為人民幣324,100,000元(二零二一年十二月三十一日：人民幣465,399,000元)。

貿易應付款項

於二零二二年十二月三十一日，貿易應付款項為人民幣173,872,000元(二零二一年十二月三十一日：人民幣114,341,000元)。大部分供應商向本集團授予介乎30天至120天的信用期。貿易應付款項的周轉天數延長至19天(二零二一年：16天)。

借款

於二零二二年十二月三十一日，本集團銀行借款及其他借款結餘人民幣1,054,185,000元(於二零二一年十二月三十一日：人民幣1,191,454,000元)。

資產負債比率

於二零二二年十二月三十一日，總資產負債比率約為35.33%(於二零二一年十二月三十一日：39.27%)，此乃按銀行借款及其他借款金額佔總資產百分比計算。淨資產負債比率為63.78%(於二零二一年十二月三十一日：78.23%)，此乃按銀行借款及其他借款金額減已抵押銀行存款及現金及銀行結餘後，佔股東權益百分比計算。

資產抵押

於二零二二年十二月三十一日，本集團抵押若干賬面值人民幣1,155,148,000元(於二零二一年十二月三十一日：人民幣940,077,000元)的資產，作為本集團借貸的抵押品。

Management Discussion and Analysis

管理層討論與分析

Capital commitments

As at 31 December 2022, the Group's capital commitments (including the engaged and authorized capital commitments) were RMB36,367,000 (as at 31 December 2021: RMB212,752,000). All the capital commitments were related to purchase of properties, plants and equipment.

Contingent liabilities

As at 31 December 2022, the Group had no significant contingent liabilities or litigation or arbitration of material importance.

Foreign currency exposure

The Group collects most of its revenue and incurs most of the expenditures in RMB. Although the Group undertakes certain transactions denominated in foreign currencies, mainly the currency of United States and the currency of Hong Kong, the exposures to exchange rate fluctuations is minimal. The Group currently does not have a foreign currency hedging policy. The Board, however, will monitor foreign exchange rate closely and consider entering into foreign currency hedging arrangement should the need arise.

Human Resource Management

The Group had 2,484 employees as at 31 December 2022 (as at 31 December 2021: 2,812 employees), in which approximately 472 were engineers and technical staff or employees with higher education backgrounds. The staff costs amounted to RMB281,497,000 for the year ended 31 December 2022 (for the year ended 31 December 2021: RMB323,577,000). The table below shows the number of employees of the Group by function as at 31 December 2022:

Function	職能	Number of employees 僱員數目	Percentage of total number of employees 佔僱員總數的百分比
Management and Administration	管理及行政	384	15.46%
Sales and Marketing	銷售及營銷	128	5.15%
Research and Development in Technology and Engineering	研發技術及工程	313	12.60%
Production and Quality Control	生產及質量控制	1,659	66.79%
Total	合計	2,484	100.00%

資本承擔

於二零二二年十二月三十一日，本集團資本承擔(包括已訂約及授權的資本承擔)為人民幣36,367,000元(於二零二一年十二月三十一日：人民幣212,752,000元)，所有資本承擔為收購物業、廠房及設備。

或有負債

於二零二二年十二月三十一日，本集團並無重大或有負債或重大訴訟或仲裁。

匯率風險

本集團大部份收入及產生的支出以人民幣計算。本集團進行若干以外幣計值的交易，主要是美元及港元，其承受匯率波動風險較低。本集團現時並無外幣對沖政策。然而，董事會緊密地監督外匯匯率及有必要時考慮安排進行外幣對策之需要。

人力資源管理

於二零二二年十二月三十一日，本集團僱用2,484名員工(於二零二一年十二月三十一日：2,812名員工)，當中472名為工程師及技術人員或具有高等教育背景的僱員。截至二零二二年十二月三十一日止年度的總員工成本達人民幣281,497,000元(截至二零二一年十二月三十一日止年度：人民幣323,577,000元)。下表載列於二零二二年十二月三十一日本集團按職能劃分的僱員數目：

Management Discussion and Analysis

管理層討論與分析

The Group offers remuneration packages determined by reference to the employees' experience, qualification and overall market situation, while the bonus is related to the financial performance of the Group and the individual performance. The Group also undertakes to provide proper trainings and sustainable professional development opportunities for the employees if needed.

The Company has adopted a share award scheme (the "Share Award Scheme") with a primary purpose of motivating our employees and other eligible persons entitled under the Share Award Scheme to further contribute to the Group and to reward them for their contribution to the Group.

Major Risks and Uncertainties

In order to achieve stable business operations, the management of the Company pays close attention to the risk factors that the company may face. Based on the key risk indicators, after evaluation and analysis, the risks faced by the Company mainly include:

1. Operational risks from macroeconomic control

Due to macroeconomic policy adjustments, certain impacts on the upstream and downstream customers of the Group will indirectly affect the sales and profits of packaging and papermaking enterprises (including the Group). Due to the tightening of the environmental protection policy, the cost of the paper packaging industry will increase and there will be certain operational risks.

2. Business risks arising from fluctuations in raw material prices

Since the costs of raw material account for a relatively high proportion of production costs, fluctuations in raw material prices have a certain impact on profits.

3. Risks from market competition

The Group's packaging business has a low concentration. The enterprises with certain scale and strength in the industry are mainly expanding their production capacity and increasing their market share. The market competition is fierce. The papermaking business of the Group faces leading enterprises in the industry to compete in the same region and the competition is fierce.

4. Quality risks

Due to the inability to meet the product quality standards in the industry, the mass quality problems caused by customers' demand cannot be met, which resulting in losses from batch waste or inventories.

本集團的薪酬待遇乃參考個別員工的經驗及資質及整體市場而定。花紅與本集團的財務業績及個別表現掛鉤。本集團亦保證會根據所有僱員的需求向彼等提供適當的培訓及持續專業發展機會。

本公司已採納股份獎勵計劃(「股份獎勵計劃」)，主要目的是透過股份獎勵計劃激勵員工及其他合資格人士，提升其對本集團的貢獻，及就彼等過去的貢獻給予獎勵。

重大風險及不確定性

為了實現業務穩定經營，本公司管理層高度關注公司經營可能面臨的風險因素，依託關鍵風險指標，經過評估和分析，本公司面臨的風險主要包括：

1. 宏觀調控帶來的經營風險

由於宏觀政策調控，對集團上、下游客戶產生一定影響，會間接影響包裝和造紙企業(包括本集團)的銷售及利潤。由於國家環保政策趨嚴，會造成造紙包裝行業成本增加，有一定經營風險。

2. 原材料價格波動帶來的經營風險

由於原料成本在生產成本中佔比較高，因此，原料價格的波動對利潤產生一定的影響。

3. 市場競爭風險

本集團包裝業務集中度較低，行業內具有一定規模和實力的企業均以進一步擴大產能、增加市場佔有率為主要經營目標，市場競爭激烈。本集團造紙業務面臨行業內的龍頭企業在同區域內競爭，競爭激烈。

4. 質量風險

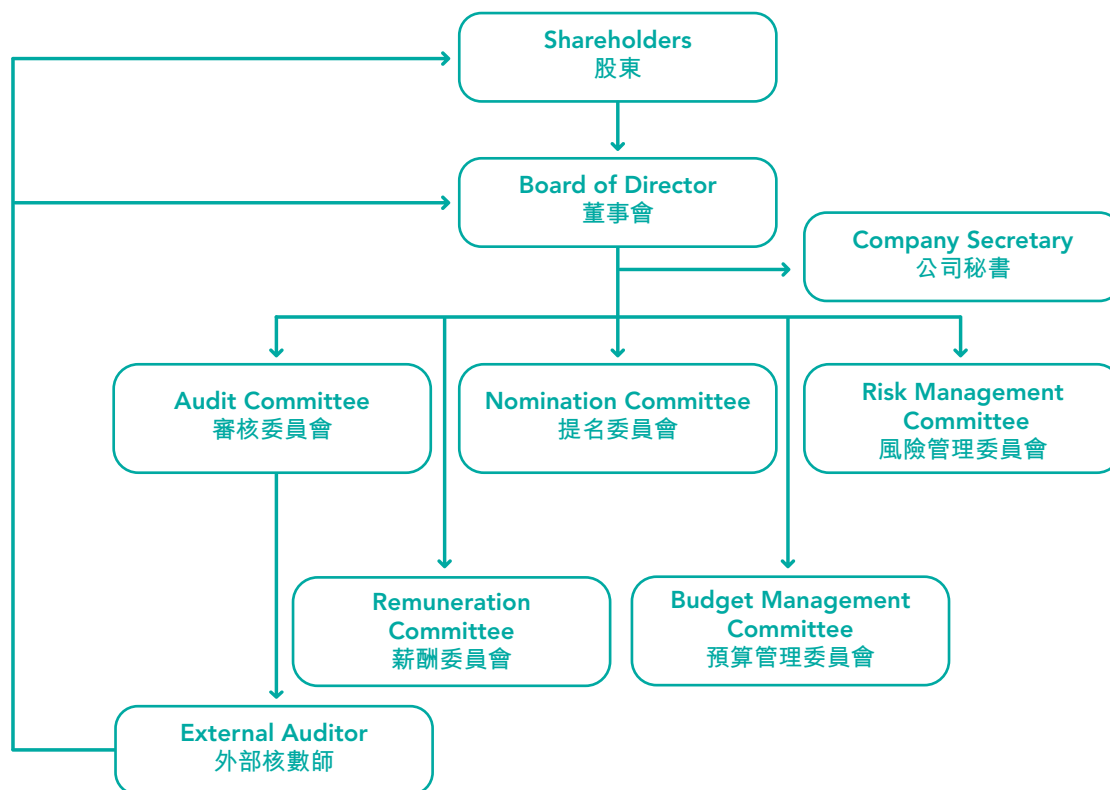
由於不能達到行業內的产品品質標準，不能滿足客戶需求造成的批量質量問題，產生批量的廢品或庫存，造成損失。

Corporate Governance Report

企業管治報告

Corporate Governance Structure

企業管治架構



The directors of the Company (the “**Directors**”) are pleased to present the corporate governance report in the annual report of the Company for the year ended 31 December 2022 (the “**Year**”).

本公司董事(「**董事**」)欣然提呈本公司於截至二零二二年十二月三十一日止年度(「**本年度**」或「**年內**」)報告的企業管治報告。

The Company has consistently adopted the Corporate Governance Code (the “**Code**”) promulgated by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as guidelines to reinforce our corporate governance principles. This report describes how the Company has applied the principles during the year.

本公司於年內始終採納香港聯合交易所有限公司(「**聯交所**」)頒佈的企業管治守則(「**守則**」)，作為鞏固我們企業管治原則的指引。本報告說明本公司運用該等原則的方式。

The Company has complied with the code provisions set out in the Code as stated in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) in force throughout the year ended 31 December 2022.

本公司於截至二零二二年十二月三十一日止年度已遵守香港聯交所證券上市規則(「**上市規則**」)附錄十四所載之守則中所有現行守則條文。

Corporate Governance Report

企業管治報告

Board of Directors

The board of directors (the “Board”) of the Company has a balance of skill and experience and a balanced composition of Executive and Non-executive Directors, the overall management of the Company’s business was vested in the Board. The Board has delegated the day-to-day management of the Company’s business to the executive management team, and focuses its attention on matters affecting the Company’s overall strategic policies, finances and shareholders. As at 31 December 2022, the Board comprised eight members, consisting of four Executive Directors namely, Mr. Hu Zheng (Chairman), Mr. Hu Hancheng (Co-Chairman), Mr. Hu Hanchao and Mr. Hu Jianpeng, one Non-Executive Director namely, Ms. Hu Jianwen and three Independent Non-executive Directors namely, Mr. Chung Kwok Mo John, Mr. Liew Fui Kiang and Mr. Shin Yick Fabian. The Directors are well-versed in respective areas such as knowledge and technical know-how of paper-making and packaging industries, accounting and finance and business management. The Board as a whole has achieved an appropriate balance of skills and experience. The profiles of all directors and the relationship among members of the Board (including financial, business, family or other material or relevant relationships, if any) are set out on pages 43 to 46.

Each Independent Non-executive Director who is subject to retirement by rotation will be appointed by a separate resolution in the Company’s annual general meeting. The Company has received from each Independent Non-executive Director an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules.

As Mr. Chung Kwok Mo John has served on the Board for more than nine years, the Board is of the view that a director’s independence should not be defined by his/her tenure on the Board. The Board assesses a director’s independence on a case-by-case basis with reference to the director’s business acumen, experience in related industries, professional qualification, international business exposure and the nature of the businesses of the Company in addition to tenure. A director who has over time gained in-depth insight into the Company’s operations and its markets are well-positioned to offer his/her perspective and advice for discussion at the Board and that he/she can bring valuable contribution to the Company with comprehensive understanding of the operations of the Company. The Board is satisfied that Mr. Chung is a person of integrity and stature, independent in character and judgment. He is independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of his independent judgment.

董事會

本公司董事會(「董事會」)成員擁有全面之專長及經驗，且執行董事及非執行董事之組合亦有均衡合理。本公司業務的整體管理由董事會負責。董事會已指派行政管理團隊負責管理本公司日常業務，從而集中處理本公司的整體戰略、財務及股東事宜。於二零二二年十二月三十一日，董事會由八名成員組成，包括四名執行董事即胡正先生(董事長)、胡漢程先生(聯席董事長)、胡漢朝先生及胡健鵬先生，一名非執行董事即胡健雯女士及三名獨立非執行董事即鍾國武先生、劉懷鏡先生及冼易先生。董事在造紙及包裝工作的知識與技能、會計與財務及業務管理等各範疇擁有深入精闢之認識。董事會整體更具備各方面之適當技能與經驗。所有董事的履歷以及董事會成員的關係(包括財務、業務、親屬或其他重大或相關關係(如有))於第43至46頁作出披露。

於本公司之股東週年大會上，每位須輪流告退之獨立非執行董事均以獨立決議案委任。本公司已根上市規則第3.13條所載的獨立指引接獲各獨立非執行董事的年度獨立確認書。

本公司獨立非執行董事鍾先生已獲委任多於九年。董事會認為，董事獨立性不應受其任期所限制。董事會將按個別董事情況，除考慮任期外，亦參考其商業決策能力、於相關行業之經驗、專業資格及國際視野，以及本公司業務性質，以評估董事獨立性。董事長久以來累積對本公司營運及市場之深入見解，正好具備優越條件提出觀點及建議以供於董事會上討論，且有關董事對本公司營運瞭如指掌，能為本公司作出寶貴貢獻。董事會信賴鍾先生之正直品格，以及其獨立之性格及判斷。彼等獨立於管理層，亦無牽涉任何業務或擁有其他關係或處於可能會重大干預作出獨立判斷之任何情況。

Corporate Governance Report

企業管治報告

The Board has expressed the view in its circular for 2023 annual general meeting that each Independent Non-executive Director who is eligible for re-election has met the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. In accordance with the CG Code, the Company has to include its own recommendation in the circular to explain why a particular candidate should be re-elected. As their relevant credentials have been included in the circular for the shareholders' information, the Company opines that it is more important for the shareholders themselves to make their own independent decision on whether to approve a particular re-election or not.

Six board meetings were held during the financial year. All the Directors actively participated in each meeting in person, via telephone or videoconferencing. They received reports on the activities of the operating divisions and which required the Board approval. Board approval also be obtained through voting at the Board meetings.

Regular Board meetings in a particular year are usually scheduled towards the end of the immediately preceding year to give all Directors adequate time to plan their schedules to attend the meetings. The dates of the 2022 regular Board meetings, of which 14 days notice was given, were determined according to the requirement of the Bye-laws and any amendments to this schedule were notified to all the Directors at least 14 days before the meeting. The Board papers including supporting analysis and related background information are normally sent to the Directors at least three days before Board meetings. Suitable arrangements were in place to allow the Directors to include items in the agenda for regular Board meetings.

If a Director had a conflict of interest in a transaction or proposal to be considered by the Board and which the Board has considered to be material, the individual Director would declare his interest and was required to abstain from voting. The matter would then be considered at a Board meeting attended by independent Directors who had no material interest in the transaction.

Mechanisms to ensure that the board has an independent perspective

The Company has put in place a mechanism to ensure that directors obtain independent views. The Board endeavours to ensure the appointment of at least three independent non-executive Directors and at least one-third of whose members are independent non-executive Directors (or the higher minimum number as may be prescribed by the Board of Directors of the Company from time to time under the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the "Listing Rules").

董事會於二零二三年度股東週年大會之通函內申明，各膺選連任之獨立非執行董事已符合上市規則第3.13條之獨立指引，並根據該指引條文屬獨立人士。根據企業管治守則，本公司需於通函內就個別董事膺選連任之原因作出建議。由於膺選連任董事之相關履歷已列載於通函內以供股東參閱，本公司認為由股東自行獨立決定是否批准個別董事連任更為重要。

本公司於年內共舉行6次董事會會議。所有董事積極親身、透過電話或視訊會議參與各會議。他們收發有關業務分部活動且須獲董事會批准的報告，董事會會議上以投票方式批准有關事項。

每年召開之董事會定期會議均在前一年年底預訂有關舉行日期，使各董事有充裕時間安排出席會議。本公司已根據細則定下二零二二年董事會定期會議的舉行日期，並給予十四天通知，所有日期改動均在最少十四天前通知各董事。董事會會議文件包括佐證分析及相關背景資料，一般於董事會會議召開前至少三天送交董事。本公司備有適當安排，讓董事提出商討事項以納入董事會定期會議議程內。

如個別董事在交易或董事會將考慮的建議書中董事會認為有重大的利益衝突，則該名董事須申明其利益，且不得投票。有關事宜由並無擁有該交易重大利益之獨立董事於董事會會議審議。

確保董事會取得獨立觀點機制

本公司已設立確保董事取得獨立觀點的機制。董事會致力確保委任最少三名獨立非執行董事及當中最少三分之一成員為獨立非執行董事(或香港聯合交易所有限公司證券上市規則(「**上市規則**」))皆適用於本公司董事會不時規定的更高人數下限)。

Corporate Governance Report

企業管治報告

In addition to complying with the requirements of the Listing Rules on the composition of certain Board committees, the Company also appoints independent non-executive Directors to other Board committees to ensure independent views as far as possible.

The Nomination Committee is empowered to assess the independence of all Independent Non-executive Directors on an annual basis in accordance with the independence criteria set out in the Listing Rules to ensure that they continue to exercise independent judgement.

Independent non-executive Directors (like other Directors) have the right to seek further information and documents from management on matters to be discussed at Board meetings. They may also seek assistance from the Company's Company Secretary and, if necessary, independent professional advice at the Company's expense.

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

The Chairman promotes a culture of openness and actively encourages Directors with different views to voice their opinion and be fully engaged in the Board's affairs so as to contribute to the Board's functions. The chairman also debates facilitating the effective contribution of non-executive directors in particular and ensuring constructive relations between executive and non-executive directors.

Cultures and Values

A healthy corporate culture across the Group is vital for the Group to achieve its vision and mission towards sustainable growth. It is the Board's role to foster a corporate culture with integrity to guide the behaviours of its employees, and ensure that the Company's vision, values and business strategies are aligned to it.

1. Integrity, simple

The Group strives to maintain high standards of business ethics and corporate governance across all our activities and operations. The Directors, management and staff are all required to act lawfully, ethically and responsibly.

2. Treasure talents, invest talents

Talent is the core competitiveness. The Group continues to invest in human capital, improve the value of human capital, activate the value creation of human resource management, and eliminate competition.

除遵守《上市規則》對若干董事會委員會組成的規定外，本公司亦盡可能委任獨立非執行董事加入其他董事會委員會，以確保取得獨立觀點。

提名委員會獲授權按《上市規則》所載獨立性準則，每年評估所有獨立非執行董事之獨立性，確保彼等能持續作出獨立判斷。

獨立非執行董事(與其他董事一樣)有權就董事會會議上討論事項向管理層尋求進一步資料及文件。彼等亦可向本公司之公司秘書尋求協助，及如有需要，可尋求獨立專業意見，費用概由本公司承擔。

董事會對於以上機制的實施和有效性進行每年評估。

主席提倡開明文化，並積極鼓勵持不同見解的董事提出意見，以及全面參與董事會的事務，以對董事會的職能作出貢獻。促進董事(特別是獨立非執行董事)對董事會作出有效貢獻，並確保執行董事與非執行董事之間維持建設性的關係。

文化與價值觀

健康的企業文化對實現本集團的願景及策略至關重要。董事會的成員都持正不阿，以身作則，致力推廣企業文化，並確保本公司的願景、價值觀及業務策略與企業文化保持一致。

1. 道正誠信、簡單透明

本集團致力於在我們所有活動及業務中保持高標準的商業道德及企業管治。董事、管理層及員工均須以合法、符合道德及負責任的方式行事。

2. 重視人才、投資人才

人才是核心競爭力。本集團持續人力資本投資，提升人力資本價值，激活人力資源管理的價值創造，競爭淘汰。

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Details of the attendance of Directors at these Board meetings and at the meetings of the five Board committees (the Audit Committee, the Remuneration Committee, the Nomination Committee, the Risk Management Committee and the Budget Management Committee) and the annual general meeting (the "AGM") for the Reporting Period are set out in the following table:

下表載述報告期間董事出席董事會會議及五個董事委員會（審核委員會、薪酬委員會、提名委員會、風險管理委員會及預算管理委員會）及股東週年大會（「股東週年大會」）的會議詳情：

Name of directors 董事姓名	Meetings Attended/Meetings Held 出席會議/舉行會議次數							AGM 股東週年大會
	Board Meeting 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Risk Management Committee 風險管理委員會	Budget Management Committee 預算管理委員會		
Executive Directors 執行董事								
Mr. Hu Zheng 胡正先生	6/6	N/A不適用	3/3	3/3	1/1	1/1	1/1	
Mr. Hu Hancheng 胡漢程先生	6/6	N/A不適用	N/A不適用	N/A不適用	N/A不適用	1/1	1/1	
Mr. Hu Hanchao 胡漢朝先生	6/6	N/A不適用	N/A不適用	N/A不適用	N/A不適用	1/1	1/1	
Mr. Hu Jianpeng (appointed on 8 February 2022) 胡健鵬先生 (於二零二二年 二月八日委任)	5/5	N/A不適用	N/A不適用	N/A不適用	1/1	1/1	1/1	
Non-Executive Directors 非執行董事								
Mr. Chen Riyue (resigned on 22 July 2022) 陳日月先生 (於二零二二年 七月二十二日辭任)	2/2	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	1/1	
Ms. Hu Jianwen (appointed on 22 July 2022) 胡健雯女士 (於二零二二年 七月二十二日獲 委任)	3/3	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	N/A不適用	
Independent Non-Executive Directors 獨立非執行董事								
Mr. Chung Kwok Mo John 鍾國武先生	6/6	2/2	3/3	3/3	1/1	N/A不適用	1/1	
Mr. Liew Fui Kiang 劉懷鏡先生	6/6	2/2	3/3	3/3	1/1	N/A不適用	1/1	
Mr. Shin Yick Fabian 洗易先生	6/6	2/2	3/3	3/3	1/1	N/A不適用	1/1	

With the support of the Executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at Board meetings and receive adequate and reliable information on a timely basis.

在執行董事及公司秘書協助下，主席致力確保董事會會議上所有董事均適當知悉當前的事項，並適時獲得足夠及可靠的資料。

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In addition to regular Board meetings, the Chairman met with the Independent Non-executive Directors without the presence of other Directors in December 2022. Attendance record in 2022 is as follows:

除董事會定期會議外，主席與獨立非執行董事於二零二二年十二月在並無任何其他董事的情況下舉行會議。於二零二二年會議之出席率如下：

		Attendance 出席次數
Chairman		
	主席	
Mr. Hu Zheng	胡正先生	1/1
Independent Non-executive Directors		
	獨立非執行董事	
Mr. Chung Kwok Mo John	鍾國武先生	1/1
Mr. Liew Fui Kiang	劉懷鏡先生	1/1
Mr. Shin Yick Fabian	冼易先生	1/1

All Directors had access to the services of the company secretary who regularly updated the Board on governance and regulatory matters. Any Director, if consider necessary in discharging their responsibility, might take independent professional advice (through the Chairman) at the Company's expense. The availability of professional advice extended to the Audit Committee, the Remuneration Committee, the Nomination Committee, the Risk Management Committee and the Budget Management Committee.

公司秘書定期更新董事會的管治及規管事宜，全體董事均可聯絡公司秘書。任何董事可在認為履行職責必要的情況下(透過董事長)尋求獨立專業意見，費用由本公司支付。審核委員會、薪酬委員會、提名委員會、風險管理委員會及預算管理委員會亦可尋求專業意見。

Minutes of Board meetings and meetings of Board committees, together with any supporting documents, were available to all Directors. Draft and final versions of the minutes were sent to all Directors for their comment and record respectively.

董事會及董事委員會會議紀錄連同任何有關文件均可提供予所有董事。初稿供所有董事提出意見，而最後定稿供其作記錄之用。

Board Diversity Policy

The Company has adopted a board diversity policy (the "Policy") which sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

董事會成員多元化政策

本公司已採納董事會成員多元化政策(「本政策」)，列載闡明達致及保持董事會多元化，以提升董事會的有效性。

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Diversity Policy

In setting up the composition of the Board, the Company considers the diversity of the Board at different levels, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, and any other factors that the Board considers relevant and applicable from time to time. The Company attaches great importance to ensuring a balanced mix of skills and experience among the Board members to provide different perspectives and perspectives, insights and questions to enable the Board to effectively discharge its duties, formulate good practices on the core business and strategies of the Company and its subsidiaries (the “Group”), and align with the succession planning and development of the Board. In order for the Board to be effective, the Company may set additional measurable targets/specific diversity targets and review them from time to time to ensure that such targets are appropriate and feasible.

In terms of gender diversity, the Board currently comprises 1 female Directors, representing 12.5% of the Board.

Measurable goals

In hiring and selecting candidates for appointment to the Board, the appointment will be based on the Company’s nomination policy and from a diverse perspective, including but not limited to consideration of gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

After considering the Company’s corporate strategy and business operations, the final decision will be based on the merits and other objective criteria of the candidate, and the contribution he or she will bring to the Board.

The Board recognised the benefits of diversity in the Board in enhancing the Board effectiveness and corporate governance. The Nomination Committee will give consideration to a number of factors as set out in the Policy when identifying suitable qualified candidates to become members of the Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, industry experience, skills, knowledge and length of service. The Board will consider well balanced and of a diverse mix which is appropriate for the business operation and development of the Company. The Company will also take into account its own business model and specific needs from time to time to determine the optimal composition of the Board. The Company will review the Policy on a regular basis to ensure its continuous effectiveness. The Board and the Nomination Committee review from time to time the Board Diversity Policy, monitor its implementation to ensure its continued effectiveness including conducting a review of the composition of the Board at least once a year, taking into account the benefits of all relevant diversity dimensions, and compliance with regulatory requirements and good corporate governance practices and the Nomination Committee makes recommendation on any revision as may be required to the Board for approval.

多元化政策

本公司在設定董事會成員組合時，會從不同層面考慮董事會成員多元化，這包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期，以及董事會不時認為相關及適用的任何其他因素。本公司非常著重確保董事會成員的技能及經驗組合均衡分布，以提供不同觀點與角度、見解和提問，讓董事會可以有效地履行其職務、就本公司及其附屬公司（「本集團」）的核心業務及策略制定良策，以及配合董事會的繼任計劃及發展。為使董事會發揮其效能，本公司或會制訂額外的可計量目標/特定多元化目標，並不時進行檢討以確保有關目標適切可行。

就性別多元化範疇而言，董事會現有一名女性董事，佔全體董事會成員12.5%。

可計量目標

在聘請及甄選董事會候選人的委任時，將根據本公司的提名政策及從多元觀點出發，包括但不限於考慮性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。

經考慮本公司之企業策略及業務營運，最終的決定將會根據候選人的優點及其他客觀標準，及其將會帶給董事會的貢獻。

董事會明白到，董事會多元化可以提升董事會的有效運作和企業管治之受益。當確認合適的候選人成為董事會成員，提名委員會考慮本政策若干因素，包括但不限於性別、年齡、文化和教育背景、種族、專業經驗、行業經驗、技能、知識及服務任期。董事會將考慮對本公司業務營運及發展而言合適而平衡多元的組合。本公司也會不定時考慮到其自身的商業模式和具體需要，以確定董事會最佳組合。本公司將定期檢閱本政策，確保其持續有效運作。董事會及提名委員會不時檢討董事會成員多元化政策，監察本政策的執行情況，包括每年進行至少一次檢討董事會成員的組合，當中考慮所有相關多元化層面的裨益，以及在提出董事任命建議時遵從本政策。並監察其實施情況以確保該政策行之有效，並符合監管規定及良好企業管治常規，以及提名委員會就任何可能需要作出之修訂向董事會提出建議以尋求批准。

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As at the date of this report, the Nomination Committee considered that the Board had achieved gender diversity and possessed skill and expertise and a diverse mix appropriate for the business of the Company and will review the composition and diversity of the Board on a regular basis to ensure its continued effectiveness.

Employee Diversity

Employees are our most important asset. Our future depends on our team's dedication and ability to provide quality products and services to our customers. As an equal opportunity employer, we strive to ensure the concepts of diversity and inclusion are incorporated into our recruitment and talent development processes. We recruit talents regardless of race, colour, nationality, religion, gender, sexual orientation, age, marital status, pregnancy, disability, medical condition, political affiliation, family responsibilities or any other characteristics protected by law.

As at 31 December 2022, in terms of gender diversity, female represent 21% of the senior management. At workforce levels, female present 22%. For details of gender diversity at workforce levels, please refer to the 2022 Environmental, Social, and Governance (ESG) Report. The Board is satisfied that the Company has achieved gender diversity in its workforce and possessed skill and expertise and a diverse mix appropriate for the business of the Company and will review the composition and diversity of the employees on a regular basis to ensure its continued effectiveness.

Board Committees

The Board has established five committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee, the Risk Management Committee and the Budget Management Committee, throughout the year ended 31 December 2022. During the year, these committees adhered to their principles, procedures and arrangements set out below. The respective committee secretary or designated person took full minutes of the meetings of these committees and the work of these committees was reported to the Board regularly.

Chairman and Chief Executive Officer ("CEO")

Under the Code provision C.2.1 in force, the roles of chairman and CEO should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and CEO should be clearly established and set out in writing.

During the year, Mr. Hu Zheng was the Chairman, Ms. Chen Wei was the CEO of the Company for purpose of maintaining and a more balanced basis for judgments and decisions. The Board considered that, under the leadership of Mr. Hu Zheng, as the Chairman of the Company, takes up the role of leadership for the Board and ensures that the Board works effectively and discharges its responsibility properly. He also ensure that the Board acts in the best interests of the Company and the Group.

於本報告日期，提名委員會認為董事會已達成性別多元化並具備有利於本公司業務發展之各種技能、專長及多元化組合，並會定期檢討董事會之組成及多元性以確保其持續有效。

員工多元化

員工是我們最重要的資產。我們的未來取決於我們團隊向客戶提供優質產品與服務的決心和能力。作為提倡平等機會的僱主，我們致力於在招聘和人才培訓的過程中體現多元共融。我們的招聘過程不會受應徵者的種族、膚色、國籍、宗教、性別、性取向、年齡、婚姻狀況、懷孕、殘疾、醫療狀況、政治聯繫、家庭責任或任何其他受法律保護的特徵影響。

於二零二二年十二月三十一日，就員工性別多元化範疇，本公司高級管理層女性比例佔21%。本公司所有員工中，女性員工比例佔22%。員工性別多元化詳情請參閱本公司二零二二年度的環境、社會及管治報告。董事會認為，本公司已經實現員工性別多元化，並具備有利於本公司業務發展之各種技能、專長及多元化組合，並會定期檢討員工之組成及多元性以確保其持續有效。

董事委員會

於截至二零二二年十二月三十一日止年度內，董事會已成立五個委員會，即審核委員會、薪酬委員會、提名委員會、風險管理委員會及預算管理委員會。該等委員會於年內均已遵守下列相關原則、程序及安排。委員會相關秘書或委派人士負責為該等委員會撰寫完整的會議記錄，而委員會則定期向董事會作出工作匯報。

董事長及行政總裁

根據現行守則條文第C.2.1條規定，董事長與行政總裁的職位應有區分，不應由同一人士同時兼任。董事長與行政總裁之間的職責分工應清楚界定並以書面列載。

於本年度，胡正先生出任本公司董事長，陳威女士則出任本公司行政總裁，以確保獨立性及更為持平之判斷及決定。董事會認為在胡正先生作為本公司董事長的帶領下，擔任領導角色以及確保董事會能夠有效地運作及適當地履行其職責，令董事會之行動符合本公司及本集團之最佳利益。

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Ms. Chen Wei, as CEO of the Company, was delegated with the authority and responsibility to operate the Group's business and day-to-day operation, and implemented the Group's strategy in achieving the business objectives with the assistance of the Executive Directors and the senior management.

Responsibilities of and Delegation by the Board

The Board is responsible for the overall leadership of the Group, overseas the Group's strategic decisions and monitors business and performance.

The management, consisting of Executive Directors along with the senior executives, is delegated with responsibilities for implementing the strategy and direction as adopted by the Board from time to time, and conducting the day-to-day operations of the Group. Executive Directors and the senior executives meet regularly to review the performance of the businesses of the Group as a whole, co-ordinate overall resources and make financial and operational decisions. The Board also gives clear directions as to their powers of management including circumstances where management should report back, and will review the delegation arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its Shareholders at all times.

Non-executive Directors

Each of Independent Non-executive Directors and Non-executive Director was appointed with specific terms. Each of Independent Non-executive Directors had signed a letter of appointment with the Company for a term of 1 year commencing from 1 January 2022, and the Non-executive Director had signed a letter of appointment with the Company for a term of 1 year commencing from 22 July 2022. They are all subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the bye-laws of the Company (the "Bye-laws").

Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Having made specific enquiries of all Directors, the Company confirms that all Directors have complied with the required standards set out in the Model Code throughout the year ended 31 December 2022.

陳威女士為本公司行政總裁，獲授予權力及責任營運本集團業務及一切日常運作，以及在執行董事和高級管理層之協助下實行本集團的策略，以至達到業務目標。

董事會的職責及授權職責

董事會負責本集團的整體領導、監督本集團的策略決定及監察業務與表現。

管理人員(包括執行董事)連同其他高級行政人員獲授權負責執行董事會不時採納的策略及指示並進行本集團的日常營運。執行董事及高級行政人員定期會面，檢討本集團整體業務表現、調配整體資源及作出財務及營運決定。董事會亦會在彼等管理權力範圍內給予清晰指示，包括管理人員應作出報告的情況，亦會定期檢討權力轉授安排，以確保有關安排切合本集團的需要。

全體董事須確保彼等於任何時候均以真誠、遵守適用法律及法規並符合本公司及其股東利益的方式履行職責。

非執行董事

各獨立非執行董事及非執行董事皆以特定年期獲委任。各自己簽訂委任函，任期為一年，各獨立非執行董事，自二零二二年一月一日起計，非執行董事，自二零二二年七月二十二日起計並需根據本公司的細則(「細則」)在本公司股東週年大會上輪席退任及膺選連任。

董事進行證券交易

本公司已採納上市公司董事進行證券交易的標準守則(「標準守則」)為其有關董事進行證券交易的守則。經向所有董事作出查詢後，本公司認為所有董事截至二零二二年十二月三十一日止年度均已遵守標準守則所規定的標準。

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Directors and Officers Liability Insurance

Liability insurance for Directors and senior management of the Company was arranged by the Company with appropriate coverage for certain legal liabilities which may arise in the course of performing their duties.

Corporate Governance Functions

The Board has adopted the terms of reference on corporate governance functions on 23 March 2012. The terms of reference of the Board in respect of corporate governance function are summarized as follows:

- (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 Directors and senior management;
- (c) to review and monitor the Company's policies and practices to ensure compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the Company's compliance with the code provisions set out in the Code and Corporate Governance Report contained in Appendix 14 of the Listing Rules and its disclosure requirements in the Corporate Governance Report.

The work performed by the Board on corporate governance functions during the year ended 31 December 2022 included developing and reviewing the Company's policies on corporate governance and making relevant recommendations.

Continuous Professional Development

Under C.1.4 of the Code in relation to Directors' training, the Directors have provided their records of continuous professional development during the year 2022.

The Directors' knowledge and skills are continuously developed and refreshed by, *inter alia*, the following means during the year 2022:

- Reading news/journal/magazine/other reading materials as regards legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties; and
- All Directors have completed continuous professional development training by attending the ESG and Anti-corruption Training jointly organized by Roma Group, Stevenson, Wong & Co., AllBright Law Offices.

董事及高級管理人員責任保險

本公司已為董事及高級管理人員購買責任保險，就彼等履行職責時所引致的若干法律責任提供適當保障。

企業管治職能

董事會於二零一二年三月二十三日採納企業管治職能的職權範圍。董事會就企業管治職能的職權範圍之摘要如下：

- (a) 制定及檢討本公司企業管治政策及常規；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司政策及常規，以遵守法律及監管規定；
- (d) 制定、檢討及監察適用於僱員及董事的操守準則及合規手冊(如有)；及
- (e) 檢討本公司有否遵守上市規則附錄十四的企業管治守則及企業管治報告有關守規條文的情況及在企業管治報告內的披露要求。

截至二零二二年十二月三十一日止年度，董事會已履行了企業管治職能的工作包括制定及檢討本公司的企業管治政策及提出了建議。

持續專業發展培訓

按照守則C.1.4條有關董事培訓，董事已向本公司提供二零二二年度內接受持續專業發展培訓記錄。

二零二二年度，本公司所有董事已透過(其中包括)參與或接受以下培訓以發展並更新董事之知識及才識：

- 閱覽有關法律及規管變更，以及其他有關董事履行其責任相關事宜之新聞/期刊/雜誌/其他閱讀資料；及
- 出席由羅馬集團有限公司、史蒂文森黃律師事務所及錦天城律師事務所聯合舉辦有關環境、社會及管治(ESG)培訓及反腐倡廉培訓。

Corporate Governance Report

企業管治報告

Remuneration Committee

The Company has established a Remuneration Committee for the purposes of making recommendations to the Board on the Company's remuneration policy and structure for directors and senior management.

The Remuneration Committee presently comprises one Executive Director, namely Mr. Hu Zheng and three Independent Non-executive Directors, namely Mr. Chung Kwok Mo John, Mr. Liew Fui Kiang and Mr. Shin Yick Fabian. The chairman of the Committee is Mr. Shin Yick Fabian. The Remuneration Committee held three meetings during the year and details of attendance are shown in the table on page 28 of this annual report. The work performed by the Remuneration Committee during the year ended 31 December 2022 included the following matters:

- make recommendations to the Board of the remuneration of Non-executive and Executive Directors for the years ended 31 December 2022. The Remuneration Committee has considered factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration;
- review and approve remuneration and performance-based remuneration scheme of Executive Directors from time to time by reference to corporate goals and objectives resolved by the Board from time to time; and
- ensure that no Director or any of respective associates is involved in deciding their respective remuneration.

The Remuneration Committee has adopted the model that it will review the proposals made by the management on the remuneration of executive Directors and senior management, and make recommendations to the Board. The Board will have final authority to approve the recommendations made by the Remuneration Committee.

The Company's share option scheme (the "Option Scheme") has lapsed. As at 31 December 2022, the Company did not adopt any new share option scheme.

The Company has also adopted a share award scheme (the "Award Scheme") whereby the Board may at its discretion grant shares to such eligible participants to award the shares of the Company. The principal terms of the Award Scheme are set out in the announcement of the Company dated 23 April 2019. The purposes of the Option Scheme and Award Scheme are to enable the Company to grant options or award shares to selected eligible participants as incentives or rewards for their contribution to the Group.

The terms of reference of the Remuneration Committee (both English and Chinese versions) are posted on the websites of the Company and Hong Kong Exchange and Clearing Limited (HKEx).

薪酬委員會

本公司已成立薪酬委員會，藉以向董事會就本公司董事及高級管理層的薪酬政策及架構提供建議。薪酬委員會的職權範圍章則已由董事會參照守則作出檢閱。

薪酬委員會現由一名執行董事胡正先生及三名獨立非執行董事即鍾國武先生、劉懷鏡先生及冼易先生組成。該委員會主席由冼易先生擔任。薪酬委員會於本年度內舉行了三次會議，會議出席詳情如本年報第28頁的表格所示。薪酬委員會於截至二零二二年十二月三十一日止年度的工作包括如下事項：

- 就截至二零二二年十二月三十一日止年度的非執行董事及執行董事的薪酬向董事會提供建議。薪酬委員會已考慮同類公司支付的薪金、董事須付出的時間及職責、本集團內其他職位的僱傭條件及是否按表現釐定的薪酬等多個因素；
- 透過參照董事會不時通過的公司目標及目的，不時檢討及批准執行董事的薪酬及按表現釐定的薪酬方案；及
- 確保任何董事或其任何聯繫人不可參與決定其各自薪酬。

薪酬委員會已採納由其檢討管理層所提出有關執行董事及高層管理人員的薪酬建議後，向董事作提出建議的模式。董事會擁有最終權力以批准經薪酬委員會提出的薪酬建議。

本公司的購股權計劃(「購股權計劃」)已經到期。截至二零二二年十二月三十一日，本公司無新的購股權計劃。

本公司已採納股份獎勵計劃(「獎勵計劃」)，據此董事會可酌情向相關合資格參與者獲取本公司股票。獎勵計劃的主要條款載於本公司日期為二零一九年四月二十三日的公告。購股權計劃和獎勵計劃旨在使本公司可向選定的合資格參與者授出購股權或獎勵股份，作為其對本集團貢獻的激勵或獎勵。

薪酬委員會之職權範圍(英文及中文版)已登載於本公司及香港交易及結算有限公司(港交所)網站。

Corporate Governance Report

企業管治報告

Nomination Committee

According to the Bye-laws, the Directors shall have power from time to time and at any time to appoint any person as a director either to fill a casual vacancy or as an addition to the Board. A director appointed by the Board is subject to re-election by shareholders at the next following general meeting of the Company. The nomination of a director should be taken into consideration of the candidate's skills and experience which are appropriate for the needs of the Company's business.

The Company has established a Nomination Committee for the purpose of making recommendations to the Board on the appointment of Directors.

The Nomination Committee presently comprises four Directors, including Mr. Hu Zheng, an Executive Director, and three Independent Non-executive Directors, namely Mr. Chung Kwok Mo John, Mr. Liew Fui Kiang and Mr. Shin Yick Fabian. The Committee is chaired by Mr. Hu Zheng.

The Board delegates the responsibility of appointing and re-electing Directors to the Nomination Committee and they are responsible for considering the suitability of a candidate, and approving and terminating the appointment of a Director. Reviews of the plans for orderly succession for appointment to the Board and its structure, size and composition are done on a regular basis by the Nomination Committee. They are provided with sufficient resources to discharge its duties and external consultants may be engaged, if necessary, to access a wider range of potential candidate(s). The Nomination Committee reviews the Director Nomination Policy and the Board Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board.

In evaluating whether an appointee is suitable to act as a director of the company, the committee will review the professional knowledge, industrial experience and personal skills of the appointee, personal ethics and integrity of the appointee as well as how the individual contributes to diversity of the Board.

The terms of reference of the Nomination Committee (both English and Chinese versions) are posted on the websites of the Company and HKEx.

According the Bye-laws, at each AGM of the Company, one-third of the Directors shall retire from office by rotation and every Director shall be subject to retirement at least once every three years. Director(s) newly appointed by the Board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at the meeting.

The Board considers that it is the responsibility of the existing Directors to give an induction on the information of the Group to the newly appointed Director and present a manual on the duties and responsibilities as a director of a listed company to enable the newly appointed Director to have a proper understanding of the business.

提名委員會

根據細則，該董事會有權不時及隨時委任任何人士成為董事，以填補董事會空缺或增加董事。獲董事會委任的董事將於本公司隨後的股東大會上被股東膺選重任。董事的提名需考慮候選人的能力及經驗是否合乎本公司業務的要求。

本公司已成立提名委員會，藉以向董事會就董事的委任提供建議。

提名委員會現由四名董事組成，包括執行董事胡正先生及三名獨立非執行董事，即鍾國武先生、劉懷鏡先生及洗易先生。該委員會由胡正先生擔任主席。

董事會將董事的委任及重選職權轉授予提名委員會。提名委員會負責考慮候選人的合適性，以及批准及終止董事的委任。提名委員會定期審閱董事會委任的有序繼任計劃及其架構、規模及組成。提名委員會擁有充分的資源履行其責任，並(倘必要)可聘請外部顧問評估更多的潛在候選人。提名委員會定期檢討本公司之董事提名政策和董事會成員多元化政策，並就任何建議修訂向董事會提出建議。

於評估一名獲委任人是否適合擔任本公司董事時，該委員會將審閱該獲委任人的專業知識、行業經驗及個人技能，個人的道德與誠信，以及該獲委任人如何促進董事會成員多元化。

提名委員會的職權範圍(英文及中文版)已登載於本公司及港交所網站。

根據本公司的細則，在本公司每屆股東週年大會上，三分之一的董事須輪席告退，且每名董事須至少每三年告退一次。董事會新委任的董事須任職至本公司下一屆股東大會，屆時將有資格於會上膺選連任。

董事會認為，現任董事有責任為新委任董事介紹本集團情況，並提供一份載有上市公司董事職責與責任的手冊，令新委任董事能夠充分了解相關業務。

Corporate Governance Report

企業管治報告

Four Executive Directors, namely, Mr. Hu Zheng, Mr. Hu Hancheng, Mr. Hu Hanchao and Mr. Hu Jianpeng had entered into a service contract with the Company for a period of three years, Mr. Hu Zheng, Mr. Hu Hancheng, Mr. Hu Hanchao's service contracts commence from 1 January 2021, Mr. Hu Jianpeng's service contract commences from 8 February 2022, unless terminated in accordance with the terms of the service contract. Each of the Independent Non-executive Directors had signed a letter of appointment with the Company for a term of one year commencing from 1 January 2022 and is renewable upon its expiration and may be terminated in accordance with the terms of the letter of appointment. The non-executive Director, Ms. Hu Jianwen had signed a letter of appointment with the Company for a term of one year commencing 22 July 2022 and is renewable upon its expiration and may be terminated in accordance with the terms of the letter of appointment. During the financial year ended 31 December 2022, there was three meetings held by the Nomination Committee. Details of attendance are shown in the table on page 28.

The work of the Nomination Committee during the year ended 31 December 2022 included the following matters:

- to make recommendation to the Board on renewal of services contracts of Non-executive Director and Independent non-executive Directors;
- to review the structure, size, diversity profile and skills matrix of the Board and the needs of the Board, and make recommendations on any proposed changes, where applicable;
- to assess the independence of the Independent Non-executive Directors; and
- to make recommendation to the Board on the re-election of Directors at the 2022 annual general meeting.

Auditors' Remuneration

For the year ended 31 December 2022, the fees charged by the Company's auditors in respect of audit amounted to approximately RMB1,965,000. There is no remuneration paid to the Auditor in respect of non-audit services.

Audit Committee

The Company has established an Audit Committee for the purposes of reviewing and providing supervision over the Company's financial reporting process and internal controls.

The Audit Committee presently comprises three Independent Non-executive Directors of the Company, namely Mr. Chung Kwok Mo John, Mr. Liew Fui Kiang and Mr. Shin Yick Fabian and is chaired by Mr. Chung Kwok Mo John.

四名執行董事即胡正先生、胡漢程先生、胡漢朝先生及胡健鵬先生已與本公司訂立三年的服務協議，其中胡正先生、胡漢程先生、胡漢朝先生由二零二一年一月一日起計，胡健鵬先生由二零二二年二月八日起計，惟根據服務協議的條款終止者除外。各獨立非執行董事已與本公司簽訂委任函，任期由二零二二年一月一日起為期一年，並在期滿後從新續任，且可根據委任函的條款予以終止。非執行董事胡健雯女士的任期由二零二二年七月二十二日起為期一年，並在期滿後從新續期，且可根據委任函的條款予以終止。於截至二零二二年十二月三十一日止財政年度期間，提名委員會舉行三次會議。會議出席詳情如第28頁的表格所示。

截至二零二二年十二月三十一日止年度，提名委員會的工作事項如下：

- 向董事會建議非執行董事及獨立非執行董事續聘服務合約；
- 檢討董事會之架構、規模、多元化概況及才能組合與董事會之需要，並就董事會之任何建議變動作出建議(如適用)；
- 評核獨立非執行董事之獨立性；及
- 就於2022年度股東週年大會上重選的董事向董事會提出建議。

核數師薪酬

截至二零二二年十二月三十一日止年度，本公司核數師就提供審核服務所得酬金約為人民幣1,965,000元。核數師並無就提供非審核服務獲取任何酬金。

審核委員會

本公司已成立審核委員會，藉以檢討及監察本公司的財務報告程序及內部監控制度。

審核委員會現由本公司的三名獨立非執行董事，即鍾國武先生、劉懷鏡先生及冼易先生組成，由鍾國武先生擔任主席。

Corporate Governance Report

企業管治報告

The Audit Committee held two meetings during the year and details of attendance are shown in the table on page 28. The work of the Audit Committee during the year ended 31 December 2022 included of the following matters:

- provide recommendation to the Board on the reappointment of external auditors, and approve the audit fee and terms of engagement of the external auditors;
- review and monitor external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard, and discuss with external auditors before audit commences, the nature and scope of the audit and reporting obligations;
- monitor integrity of financial statements, interim report and annual report, and review significant financial reporting judgments contained in them;
- review financial controls, internal controls and risk management systems;
- discuss with management regarding the system of internal controls and ensure that management has discharged its duty to have an effective internal control system including adequacy of resources, qualifications and experience of staff of accounting and financial reporting function, and their training programmes and budget;
- ensure co-ordination between internal and external auditors, and to ensure that internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor the effectiveness of internal audit function;
- review financial and accounting policies and practices; and
- review external auditors' management letter, any material queries raised by auditors to management in respect of accounting records, financial accounts or systems of control and management's response.

The terms of reference of the Audit Committee (both English and Chinese versions) are posted on the websites of the Company and HKEx.

Directors' and Auditors' Responsibilities for Accounts

The Directors acknowledge the responsibilities for preparing the accounts of the Company. The external auditors' statement about their reporting responsibilities is set out on pages 66 to 67.

審核委員會於本年度內舉行了兩次會議，會議出席詳情如第28頁的表格所示。審核委員會於截至二零二二年十二月三十一日止年度的工作包括如下事項：

- 就外部核數師的重新委任向董事會提供建議，及批准外部核數師的酬金及聘用條款；
- 按適用的標準檢討及監察外部核數師的獨立性及客觀性，以及核數程序的有效性；並與外部核數師在核數工作開始前預先討論核數工作的性質及範疇以及有關申報責任；
- 監察財務報表、中期報告及年度報告的完整性，並審閱其中所載有關財務申報判斷的重大意見；
- 檢討財務監控、內部監控及風險管理系統；
- 與管理層討論內部監控系統，並確保管理層已履行職責建立有效的內部監控系統，包括會計及財務報告方面資源、相關同事的資歷及經驗是否充足，及其所接受培訓課程及有關預算是否充足；
- 確保內部與外部核數師的工作得到協調，並確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位，並檢討及監察內部審核功能的成效；
- 檢討財務及會計政策及實務；及
- 檢查外部核數師給予管理層的《審核情況說明函件》、核數師就會計記錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應。

審核委員會的職權範圍(英文及中文版)已登載於本公司及港交所網站。

董事及核數師對賬目的責任

董事知悉其有編製本公司賬目的責任。外部核數師發表有關其申報責任的聲明載列於第66至67頁。

Corporate Governance Report

企業管治報告

Going Concern

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

Internal Controls

The Board has kept the Company's system of internal controls under review to ensure its effectiveness and convened meetings regularly to discuss financial, operational and risk management control.

Risk Management Committee

The Risk Management Committee was set up on 18 December 2015 and currently comprises ten members, including two executive Directors, namely Mr. Hu Zheng and Mr. Hu Jianpeng, three Independent Non-executive Directors, namely Mr. Chung Kwok Mo John, Mr. Liew Fui Kiang and Mr. Shin Yick Fabian, and five senior management, namely, Ms. Chen Wei, Ms. Cai Yan, Mr. Ye Ningfei, Ms. Zhang Zheng and Mr. Liang Nianlin. The chairman of the Committee is Mr. Liew Fui Kiang.

The Risk Management Committee is established to, without limitation, assist the Board to evaluate and determine the nature and extent of the risks the Board is willing to take in achieving the Group's strategic objectives, ensure that the Group establishes and maintains appropriate and effective risk management and internal control systems, and assist the Board to oversee the design, implementation and monitoring of the risk management system carried out by the management on an ongoing basis.

For the year ended 31 December 2022, the Risk Management Committee held one meeting and discussed and reviewed areas including but not limited to the key risks faced by the Group, risk management policy and practice annually.

Risk Management and Internal Control Systems

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

The Board is ultimately responsible for the Group's risk management and internal controls system and for reviewing its effectiveness.

持續經營

董事經作出適當查詢後認為，本集團具備充裕資源於可預見將來持續經營，因此，按持續經營基準編製財務報表乃屬恰當做法。

內部監控

董事會已持續檢討本公司的內部監控制度以確保其有效性。董事會會定期召開會議，討論財務、營運及風險管理控制事宜。

風險管理委員會

風險管理委員會於二零一五年十二月十八日成立，目前包括十名成員，包括二名執行董事胡正先生及胡健鵬先生；三名獨立非執行董事，分別為鍾國武先生、劉懷鏡先生及冼易先生，以及五名高層管理人員，分別為陳威女士、蔡琰女士、葉寧飛先生、張正女士及梁念林先生。該委員會主席由劉懷鏡先生擔任。

風險管理委員會的主要職責包括但不限於協助董事會評估和確定董事會願意承擔的風險性質及程度，以實現本集團的戰略目標，確保集團建立並保持適當和有效的風險管理和內部監控制度，並協助董事會持續監督管理層就風險管理系統的設計，實施和監督。

截至二零二二年十二月三十一日止年度，風險管理委員會召開一次會議討論(包括但不限於)本集團面對的主要風險、風險管理政策及常規的年度檢視。

風險管理及內部監控系統

董事會負責評估及釐定在達致本集團策略目標時願意承擔之風險性質及程度，以及確保本集團建立及設置適當而有效之風險管理及內部監控系統。

董事會對本集團風險管理及內部監控系統以及檢討其是否有效承擔最終責任。

Corporate Governance Report

企業管治報告

The Group's methodology for its risk assessment comprises three core stages including Risk Identification, Risk Assessment, and Risk Management that are shown below:

本集團之風險管理框架載有識別、評估及管理影響業務之主要風險之流程，如下：

Risk Identification 識別風險

Department/Functional Heads/Corporate Legal Entities identify risks in the operations they are responsible for as well as risks they believe are relevant to the Group as a whole. The Group has adopted a set of internal control measures to address various potential operational, financial and legal risk identified in relation to the operation, including but not limited to procurement management, inventory management, information disclosure control, IT management and other various financial control and monitor procedures. All the identified risks are consolidated into a risk inventory.

部門／職能主管／法人公司識別所負責業務之與營運有關之潛在經營、財務及法律風險，包括但不限於採購管理、存貨管理、資料披露監控、IT管理、經濟環境、健康與安全、供應鏈以及其他不同財務監控及監察程序。識別關鍵風險控制環節，所識別出之所有風險均載入風險清單加以綜合。



Risk Assessment 評估風險

Risks in the Risk Inventory are evaluated by a range of senior individuals. The group analyzes its possibility, severity and countermeasures to prioritize risk events, and confirm and identify whether the risk is a major risk.

本集團高級管理層按既定風險評估準則評估風險，分析其可能性、嚴重程度以及應對措施，針對風險事件安排優先順序，確認識別該風險是否屬於重大風險。



Risk Management 管理風險

Department/Functional Heads/Corporate Legal Entities keep ongoing communication, monitoring and review. 管理監控風險，各部門負責人員定期更新匯報，持續溝通、監察並討論。

The Group's risk management framework sets out the process of identification, evaluation and management of the principal risks affecting the business. The Group has adopted a set of internal control measures to address various potential operational, financial and legal risk identified in relation to the operation, including but not limited to procurement management, inventory management, information disclosure control, IT management and other various financial control and monitor procedures.

本集團已採納一套內部監控措施，以處理各種被識別為與營運有關之潛在經營、財務及法律風險，包括但不限於採購管理、存貨管理、資料披露監控、IT管理以及其他不同財務監控及監察程序。

The Board is responsible for reviewing the effectiveness of the Group's risk management and internal control systems through regular meetings with the management. In addition, the Audit Committee with professional advices and opinions from the external internal control consultant of the Company is responsible for ensuring the sufficiency and effectiveness of the Group's risk management and internal control systems through regular inspection and monitoring. The compliance officer is responsible for reviewing the compliance policies and procedures of the Group annually. The compliance officer will also be responsible for updating the compliance policies and procedures of the Group to ensure that they are up to date in accordance with the applicable regulatory requirements. The Group's risk management and internal control systems will be reviewed annually for the past financial year.

董事會負責透過與管理層定期會面，審閱本集團風險管理及內部監控系統之成效。此外，參考本公司聘用內部監控顧問之專業建議及意見，審核委員會負責透過定期調查及監察，確保本集團之風險管理及內部監控系統充分而有效。合規顧問負責每年審閱本集團之合規政策及程序。合規顧問負責更新本集團之合規政策及程序，以確保該等政策及程序緊貼最新之適用監管規定。本集團每年會檢討上一個財政年度之風險管理及內部監控系統。

Corporate Governance Report

企業管治報告

The Group has in place an anti-bribery and anti-corruption policy to safeguard against any corruption within the Group. The policy explains potential bribery and corruption conduct and the Group's anti-bribery and anti-corruption measures. The Group makes its internal reporting channel open and available for its employees to report any bribery and corruption acts, and its employees can also make anonymous reports to the compliance officer. The Group's compliance officer is reporting for investigating the reported incidents and taking appropriate measures in response to the relevant incidents, if any. To strengthen internal control of the Group in relation to anti-bribery and anti-corruption, the Group has also started to provide trainings of anti-bribery and anti-corruption to all its employees every year.

The risk management framework, coupled with the internal controls, ensures that the risk associated with different divisions of the Group are effectively controlled and in line with the Group's appetite. However, the Group's risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objective, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has conducted a review of the effectiveness of the internal control system for the year ended 31 December 2022 and considered the internal control system effective and adequate and no significant areas of concern which might affect shareholders were identified.

Handling and Dissemination of Inside Information

With respect to the handling and dissemination of inside information, the Group has adopted various procedures and measures on disclosure of inside information with an aim to ensure that the insiders abide by the confidentiality requirements and that inside information is to be disseminated to the public in equal and timely manner in accordance with the applicable laws and regulations. Such procedures include, among others, notification of regular blackout period and securities dealing restrictions to the Directors and employees, dissemination of information to specified persons on a need to-know basis and use of identify projects.

本集團已制定反賄賂及反貪污政策，以防止本集團內部貪污。該政策描述潛在賄賂及貪污行為以及本集團之反賄賂及反貪污措施。本集團亦已開通內部舉報渠道，讓僱員舉報任何賄賂及貪污行為，而僱員亦可向合規主任作出匿名舉報。本集團之合規主任將調查舉報個案、編製報告，並針對相關事件採取適當措施(如有)。為鞏固本集團有關反賄賂及反貪污之內部監控，本集團亦開始每年向全體僱員提供反賄賂及反貪污培訓。

風險管理框架連同內部監控確保與本集團不同部門有關之風險得到有效控制，且符合本集團所能承擔者。然而，本集團風險管理及內部監控系統之設計旨在管理而非消除未能達致業務目標之風險，且僅能為免受重大失實陳述或損失提供合理而非絕對之保證。

董事會已檢討截至二零二二年十二月三十一日止年度之內部監控系統成效，並認為內部監控系統有效而充分，且並無識別出可能影響股東之重大關注範疇。

處理及發佈內幕消息

處理及發佈內幕消息方面，本集團已採取各項有關披露內幕消息之程序及措施，旨在確保知情人士遵守保密規定，以及內幕消息按照適用法律及規例以平等適時地向公眾人士發佈。有關程序包括(其中包括)定期向董事及僱員發出禁售期及證券交易限制之通知、按須知基準向特定人士發佈消息以及使用代號識別項目。

Corporate Governance Report

企業管治報告

Budget Management Committee

The Budget Management Committee was set up on 1 September 2018 and presently comprises four executive Directors of the Company, namely Mr. Hu Hanchao, Mr. Hu Zheng, Mr. Hu Hancheng and Mr. Hu Jianpeng and is chaired by Mr. Hu Hanchao.

The responsibilities of the Budget Management Committee is established to, without limitation, assist the Board to monitor and review the effectiveness of the Group's annual business plan and financial, to review the implementation of the Group's budget in existing or potential investment projects and make recommendations, and also give the recommendations to the Board on the capital expenditures.

Company Secretary

Ms. Jiang Ying has been appointed by the Company as the company secretary since 31 March 2023, her biographical details are set out in the section headed "Profiles of Directors and Senior Management" in this annual report. Ms. Jiang has complied with the requirement under Rule 3.29 of the Listing Rules during the year. She worked and communicated closely with Ms. Chen Wei, a chief executive officer of the Company.

Communication with Shareholders

The Company endeavors to maintain an on-going dialogue with its shareholders, and in particular through annual general meetings or other general meetings to communicate with the shareholders and encourage their participation. The board has established a shareholders' communication policy. The policy is subject to review on a regular basis to ensure its effectiveness. The Chairman of the Board will make himself available at the forthcoming annual general meeting to be held on Friday, 23 June 2023 to answer any questions from shareholders.

Shareholders can measure the application of corporate governance principles against the quantifiable objectives of the Company's diversity policy and the Company's corporate governance report.

The Group's official website <http://www.zhengye-cn.com> contains an 'Investor Relations' section which offers timely access to the Company's press releases, financial reports and announcements.

The Company will continue to maintain an open and effective investor communication policy and to update investors with relevant information of the Group in a timely manner.

預算管理委員會

預算管理委員會於二零一八年九月一日成立，目前成員包括四名執行董事，即胡漢朝先生、胡正先生、胡漢程先生及胡健鵬先生，由胡漢朝先生擔任主席。

預算管理委員會的主要職責包括但不限於監控及審閱本集團年度業務計劃及財務預算的有效性提出建議，檢討本集團現有或潛在投資計劃預算的實施情況並提出建議，以及就資本承擔向董事會作出推薦建議。

公司秘書

本公司自二零二三年三月三十一日起委任江穎女士為本公司公司秘書，其簡歷載於本年報「董事及高級管理層履歷」一節。江女士已於本年度達到上市規則第3.29條的規定。彼與本公司行政總裁陳威女士緊密合作及聯繫。

與股東溝通

本公司致力於與股東保持持續的交流，尤其透過股東週年大會或其他股東大會與股東進行溝通，並鼓勵股東積極參與。董事會已制訂股東通訊政策，該政策將定期作出檢討以確保其成效。董事長將出席於二零二三年六月二十三日（星期五）舉行的應屆股東週年大會，以解答股東的疑問。

股東可按照本公司之多元化政策之可計量目標及本公司的企業管治報告衡量企業管治原則的應用。

本集團官方網站(<http://www.zhengye-cn.com>)設有「投資者關係」的網頁，提供有關本公司新聞發佈、財務報告及公告的最新訊息。

本公司將繼續維持公開及有效的投資者溝通政策，並及時向投資者提供最新的本集團相關訊息。

Corporate Governance Report

企業管治報告

Shareholders' Rights

Right to Convene Extraordinary General Meeting and Putting Forward Proposals at Shareholders' Meetings

Pursuant to the Bye-laws of the Company and Bermuda Companies Act, in addition to regular Board meetings, the Directors of the Company, on the requisition of shareholders of the Company holding not less than one-tenth of the paid-up capital of the Company, can convene a special general meeting to address specific issues of the Company within 21 days from the date of deposit of written notice to the principal place of business of the Company in Hong Kong. The same requirement and procedure also applies to any proposal to be tabled at shareholders' meetings for adoption.

Right to Put Forward Enquiries to the Board

Shareholders' enquiries can be directed to the principal place of business of the Company in Hong Kong. The address is set out in the "CORPORATE INFORMATION" section of this annual report for the attention of the Company Secretary.

Constitutional Documents

There are no significant changes in the Company's constitutional documents during the year.

股東權利

召開股東特別大會及於股東大會上提出議案權利

按照本公司的公司細則及百慕達公司法，除董事會例會外，在持有不少於本公司繳足股本10%的股東要求下，本公司董事可召開股東特別大會處理本公司的特定議題，但至少須於二十一日前向本公司的香港註冊辦事處發出書面通知。上述程序亦適用於任何在股東大會上提出以供採納的決議案。

向董事會作出查詢權利

股東如有查詢可直接發信送至本年報公司資料一節所載本公司香港之主要營業地點，並註明收件人為公司秘書。

憲章文件

於本年度，本公司之憲章文件並無任何重大變動。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Directors

Executive Directors

Mr. Hu Zheng (胡正), aged 60, he is the Chairman and executive Director and one of the founders. Furthermore, Mr. Hu Zheng is the chairman of the nomination committee and members of the remuneration committee, risk management committee and budget management committee. Mr. Hu Zheng is responsible for overseeing the overall corporate management, operation and development planning and had over 30 years of experience in the paper-making and packaging industries. Prior to founding our Group, Mr. Hu Zheng worked as a technician and as an assistant engineer at a then state-owned paper factory since 1983 then he was a director of a PRC paper and packaging products manufacturing factory, responsible for the management of daily operation and strategic planning from 1990 to 2003. In October 1981, Mr. Hu Zheng graduated from Guangdong Foshan Vocational College (廣東佛山職業技術學院) (formerly known as Guangdong Foshan Region Agricultural Mechanical College (廣東省佛山地區農業機械化學校)) and completed a Master of Business Administration at the Macau University of Science and Technology in August 2001. Mr. Hu Zheng is the brother of Mr. Hu Hancheng (an executive Director and a substantial shareholder of the Company (the “Shareholder”) through his interests in Golden Century Assets Limited) and Mr. Hu Hanchao (an executive Director and a substantial Shareholder of the Company through his interests in Leading Innovation Worldwide Corporation).

Mr. Hu Hancheng (胡漢程), aged 63, has been appointed an executive Director since 4 March 2011. He is also the Co-Chairman of the Company, and also a member of budget management committee. He is responsible for the comprehensive operation management of the Group. He joined the Group in 2003 and has been the legal representative of Zheng Ye Packaging (Zhongshan) Company Limited, an indirectly wholly-owned subsidiary of the Company, between December 2007 and January 2017. Mr. Hu Hancheng is in charge of the management and operation of the packaging business division of the Group. Prior to joining the Group, Mr. Hu Hancheng was the general manager of a PRC packaging products manufacturing factory from 1997 to 2003 responsible for the overall operational management of the business. Mr. Hu Hancheng is currently the vice president of Zhongshan Association of Packaging Industry. In January 1995, Mr. Hu Hancheng completed an economic management program at the Guangdong Polytechnic College (廣東省工程職業技術學院) formerly known as Guangdong Province Adult Technology University (廣東省成人科技大學). Mr. Hu Hancheng is the brother of Mr. Hanchao (an executive Director and a substantial Shareholder of the Company) and Mr. Hu Zheng (an executive Director and a controlling Shareholder of the Company through his interests in Gorgeous Rich Development Limited).

董事

執行董事

胡正先生，60歲，胡正先生於本集團擔任董事長兼執行董事，為本集團的創辦人之一，亦為提名委員會主席及薪酬委員會、風險管理委員會和預算管理委員會成員。胡正先生負責監察整體企業管理、營運以及發展規劃，從事造紙及包裝業有30多年。創辦本集團之前，胡正先生自一九八三年起在當時國營造紙廠擔任技術員及助理工程師；隨後於一九九零年至二零零三年期間，擔任一家中國紙類及包裝產品工廠的廠長，負責日常營運管理與戰略規劃。彼於一九八一年十月畢業於廣東佛山職業技術學院（前稱為廣東省佛山地區農業機械化學校），二零零一年八月在澳門科技大學完成工商管理碩士學位。胡正先生為執行董事及本公司主要股東（「股東」）胡漢程先生（其權益透過Golden Century Assets Limited持有）和執行董事及本公司主要股東胡漢朝先生（其權益透過Leading Innovation Worldwide Corporation持有）的親兄弟。

胡漢程先生，63歲，自二零一一年三月四日委任為執行董事。彼同時為本公司聯席董事長，亦為預算管理委員會成員。彼負責本集團全面管理工作。彼於二零零三年加入本集團，並自二零零七年十二月至二零一七年一月期間，出任本公司間接全資附屬公司正業包裝(中山)有限公司的法人代表。胡漢程先生主要負責本集團包裝事業部的管理運作。加盟本集團之前，胡漢程先生於一九九七年至二零零三年擔任一家中國包裝產品製造廠廠長，負責整體業務營運管理。胡漢程先生現為中山市包裝協會副會長。彼於一九九五年一月在廣東省工程職業技術學院（前稱為廣東省成人科技大學）完成經濟管理專業課程。胡漢程先生為執行董事及本公司主要股東胡漢朝先生和執行董事及本公司控制股東胡正先生（其權益透過Gorgeous Rich Development Limited持有）的親兄弟。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Mr. Hu Hanchao (胡漢朝), aged 65, an executive Director of the Company, he is also the chairman of budget management committee. He joined our Group in 2003 and he was appointed as a Director in September 2010 then was designated as an executive Director in March 2011 and appointed as Vice Chairman in November 2012. Mr. Hu Hanchao is responsible for the daily operations management of the Group and supervised the daily comprehensive operation management in corrugated medium paper division. He has been involved in corporate management for more than 28 years. Prior to joining the Group, Mr. Hu Hanchao was the deputy general manager at Zhongshan City Zhong Fa Equipment Rental Company Limited from 2000 to 2003 responsible for the overall operational management of the business and before that he was the assistant manager of Xinhua Bookshop from 1985 to 1994. In August 1985, Mr. Hu Hanchao graduated from Zhongshan Municipal Communist Party Cadre School (中山市幹部學校). Mr. Hu Hanchao is the brother of Mr. Hu Zheng (an executive Director and a controlling Shareholder of the Company) and Mr. Hu Hancheng (an executive Director and a substantial Shareholder of the Company).

Mr. Hu Jianpeng (胡健鵬), aged 36, joined the Group in 2014. He is an executive Director of the Company. He held the post of the Group's general manager in procurement between 2014 and 2017, was responsible for the supply chain management and procurement strategy formulation in the Group. In 2018, Mr. Hu Jianpeng served as the chief operating officer of the Group and responsible for the overall operation and management in sales, raw materials and procurement of the Group. Mr. Hu Jianpeng obtained double Master degrees in finance and marketing awarded by the University of Sydney in 2013. Mr. Hu Jianpeng is a son of Mr. Hu Zheng (an executive Director and a controlling Shareholder of the Company). Also, Mr. Hu Jianpeng is a nephew of Mr. Hu Hanchao (an Executive Director and a substantial Shareholder of the Company) and Mr. Hu Hancheng (an Executive Director and a substantial Shareholder of the Company).

胡漢朝先生，65歲，本公司執行董事，亦為預算管理委員會主席。胡漢朝先生於二零零三年加入本集團，最初於二零一零年九月獲委任為董事，隨後於二零一一年三月擔任執行董事，並於二零一二年十一月委任為副董事長。胡漢朝先生負責本集團日常的營運管理並分管造紙板塊的全面管理工作，從事企業管理工作超過28年。加盟本集團之前，胡漢朝先生於二零零零年至二零零三年擔任中山市中發設備租賃有限公司副總經理，負責整體業務營運管理，在此之前由一九八五年至一九九四年擔任新華書店的助理經理。胡漢朝先生於一九八五年八月畢業於中山市幹部學校。胡漢朝先生為執行董事及本公司控制股東胡正先生和執行董事及本公司主要股東胡漢程先生的親兄弟。

胡健鵬先生，36歲，於二零一四年加入本集團。彼為本公司執行董事。彼在二零一四年至二零一七年期間擔任本集團採購總經理職務，負責本集團供應鏈管理、採購策略制定。於二零一八年，胡健鵬先生擔任本集團營運總裁，負責本集團銷售、原料及採購全面營運管理。胡健鵬先生於二零一三年獲取由悉尼大學頒發的金融學和市場學雙碩士學位。胡健鵬先生為執行董事及本公司控制股東胡正先生的兒子；同時為本公司執行董事及本公司主要股東胡漢朝先生和本公司執行董事及本公司主要股東胡漢程先生的侄兒。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

Non-executive Director

Ms. Hu Jianwen (胡健雯), aged 41, joined our Group on 22 July 2022, from 2003 to 2008, she worked as an accountant at the Finance Office of Guangdong Light Industry Technician College (廣東省輕工業技師學院). From 2008 to till date, Ms. Hu acted as a full-time teacher of accounting at the Service Department of Guangdong Light Industry Technician College. Ms. Hu obtained an undergraduate degree from Zhengzhou University in 2003 and possesses the Accounting Practitioner Qualification Certificate and an Assistant Accountant Qualification Certificate. Ms. Hu is the niece of Mr. Hu Zheng, an executive Director and the controlling shareholder of the Company, and the niece of Mr. Hu Hanchao, an executive Director and a substantial shareholder of the Company, and Mr. Hu Hancheng, an executive Director and a substantial shareholder of the Company.

Independent Non-executive Directors

Mr. Chung Kwok Mo John (鍾國武), aged 54, joined the Company on 4 March 2011 as an independent non-executive Director. He is also the Chairman of audit committee and members of remuneration committee, nomination committee and risk management committee of the Company. Mr. Chung graduated from Macquarie University, Australia in 1992 with a Bachelor of Economics degree, then became a member of CPA Australia in 1995 and that of Hong Kong Institute of Certified Public Accountants in 1996. Mr. Chung has over 20 years of experience in auditing, financial management and corporate finance. Mr. Chung was an auditor in an international accounting firm from 1992 to 1999. From 2000, Mr. Chung had held several senior management positions, including chief financial officer, executive director and independent non-executive director, in a number of listed companies in Hong Kong. Mr. Chung is presently a vice president of Yongsheng Advanced Materials Company Limited (a listed company on the Stock Exchange; stock code: 3608). Mr. Chung is also an independent non-executive Director of BYD Electronic (International) Company Limited (a listed company on the Stock Exchange; stock code: 285), YTO International Express and Supply Chain Technology Limited (a listed company on the Stock Exchange; stock code: 6123), B & S International Holdings Ltd. (a listed company on the Stock Exchange; stock code: 1705) and Tokyo Chuo Auction Holdings Limited (a listed company on the Stock Exchange; stock code: 1939) since June 2013, December 2017, February and September 2018 respectively.

非執行董事

胡健雯女士，41歲，彼於二零二二年七月二十二日加入本集團，彼在二零零三年至二零零八年期間在廣東省輕工業技師學院財務處擔任會計師。於二零零八年至今，胡女士在廣東省輕工業技師學院現在服務系擔任會計專任教師。胡女士於二零零三年獲取鄭州大學本科學歷並持有會計從業員資格證書及助理會計師資格證。胡女士為本公司執行董事及本公司控制股東胡正先生、本公司執行董事及本公司主要股東胡漢朝先生和本公司執行董事及本公司主要股東胡漢程先生的侄女。

獨立非執行董事

鍾國武先生，54歲，於二零一一年三月四日加入本公司成為獨立非執行董事，彼亦為本公司審核委員會的主席以及薪酬委員會、提名委員會及風險管理委員會的成員。鍾先生於一九九二年取得澳洲麥覺理大學經濟學學士學位，一九九五年成為澳洲會計師公會會員，一九九六年成為香港會計師公會會員。鍾先生於審計、財務管理及企業融資方面擁有超過20年經驗。鍾先生於一九九二年至一九九九年出任一家國際會計師事務所的審計師。自二零零零年起，鍾先生於多家香港上市公司擔任多個高級管理層職位，包括首席財務官、執行董事及獨立非執行董事。鍾先生現於永盛新材料有限公司(一家於聯交所上市的公司，股份代號：3608)擔任副總裁。鍾先生亦分別由二零一三年六月、二零一七年十二月及二零一八年二月及九月起分別擔任比亞迪電子(國際)有限公司(一家於聯交所上市的公司，股份代號：285)、圓通國際快遞供應鏈科技有限公司(一家於聯交所上市的公司，股份代號：6123)、賓仕國際控股有限公司(一家於聯交所上市的公司，股份代號：1705)及東京中央拍賣控股有限公司(一家於聯交所上市的公司，股份代號：1939)的獨立非執行董事。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Mr. Liew Fui Kiang (劉懷鏡), aged 56, has been appointed as an independent non-executive Director of the Company since May 2019. He is a fellow of the Hong Kong Institute of Directors, a solicitor of England and Wales, and a solicitor of Hong Kong. Mr. Liew obtained a Bachelor of Laws (Tetley & Lupton scholar) from the University of Leeds in the United Kingdom and a Master of Business Administration from the Hull University Business School in the United Kingdom. Mr. Liew is currently an independent non-executive Director of Shandong Gold Mining Co., Ltd. (stock code: 1787 and Shanghai Stock Exchange stock code: 600547), China Apex Group Limited (stock code: 2011), Zhongchang International Holdings Group Limited (stock code: 859) and Zhaoke Ophthalmology Limited (stock code: 6622) respectively. Mr. Liew currently serves as an independent member of the board of supervisors for Ping An Insurance (Group) Company of China, Limited (stock code: 2318 and Shanghai Stock Exchange stock code: 601318), a Fortune Global 500 corporation. Mr. Liew was the chairman of the board of directors and executive director of Balk 1798 Group Limited (formerly known as PacRay International Holdings Limited) (stock code: 1010) from 2017 to 2019. He was a non-executive director of Amber Hill Financial Holdings Limited (stock code: 33) in December 2019. Mr. Liew previously served as an independent director of Baoshan Iron & Steel Company Limited* (寶山鋼鐵股份有限公司, Shanghai Stock Exchange stock code: 600019), a Fortune Global 500 corporation.

Mr. Shin Yick Fabian (洗易), aged 54, joined the Company on 31 May 2019 as an independent non-executive Director. Mr. Shin graduated from the University of Birmingham in England with a bachelor's degree in commerce. After graduation, he worked in the audit department of Deloitte Touche Tohmatsu. He had also worked in a listed company in Hong Kong as group financial controller and company secretary. He is a fellow member of Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountants, The Chartered Governance Institute and the Hong Kong Institute of Company Secretaries. Mr. Shin is also an independent non-executive Directors of Lisi Group Holdings Limited (a listed company on the Stock Exchange; stock code: 526), Newton Resources Ltd (a listed company on the Stock Exchange; stock code: 1231) since January 2013, August 2015 respectively. He was an independent non-executive Director of China Tianrui Automotive Interiors Co., Ltd (a listed company on the Stock Exchange; stock code: 6162) from December 2018 to September 2020. Mr. Shin is a non-executive Director of Pak Tak International Limited (a listed company on the Stock Exchange; stock code: 2668) since February 2017 and resigned on 3 February 2023.

劉懷鏡先生，56歲，自二零一九年五月起獲委任為本公司的獨立非執行董事。彼為香港董事學會資深會員、英格蘭和威爾斯律師以及中國香港律師。劉先生畢業於英國里茲大學獲得法律學士學位(Tetley and Lupton獎學金學者)，並畢業於英國赫爾大學商學院獲得工商管理碩士學位。劉先生現為山東黃金礦業股份有限公司(股份代號：1787和上海證券交易所股份代號：600547)、中國恒泰集團有限公司(股份代號：2011)、中昌國際控股集團有限公司(股份代號：859)以及兆科眼科有限公司(股份代號：6622)的獨立非執行董事。劉先生目前亦擔任《財富》全球500強企業中國平安保險(集團)股份有限公司(股份代號：2318和上海證券交易所證券代碼：601318)的獨立監事。劉先生曾於二零一七年至二零一九年擔任巴克1798集團有限公司(前稱太睿國際控股有限公司)(股份代號：1010)的董事會主席兼執行董事。彼於二零一九年十二月曾任安山金控股份有限公司(股份代號：33)的非執行董事。劉先生曾擔任《財富》全球500強企業寶山鋼鐵股份有限公司(上海證券交易所股份代號：600019)的獨立董事。

洗易先生，54歲，於二零一九年五月三十一日加入本公司成為獨立非執行董事，彼畢業於英國伯明翰大學，持有商學學士學位。於畢業後，彼曾供職於德勤會計師事務所之審核部門。彼亦曾任職於一間香港上市公司，擔任集團財務總監及公司秘書。彼為香港會計師公會、英國特許公認會計師公會、英國特許管治公會及香港公司秘書公會資深會員。洗先生亦分別由二零一三年一月、二零一五年八月起分別擔任利時集團(控股)有限公司(一家於聯交所上市的公司，股份代號：526)、新礦資源有限公司(一家於聯交所上市的公司，股份代號：1231)的獨立非執行董事。洗先生於二零一八年十二月至二零二零年九月曾任中國天端汽車內飾件有限公司(一家於聯交所上市的公司，股份代號：6162)的獨立非執行董事。洗先生自二零一七年二月起擔任百德國際有限公司(一家於聯交所上市的公司，股份代號：2668)的非執行董事並於二零二三年二月三日辭任。

* For identification purpose only

Biographical Details of Directors and Senior Management

董事及高級管理層履歷

Senior Management

Ms. Chen Wei (陳威), aged 47, joined our Group in 2007. Ms. Chen is the Chief Executive Officer of the Group and responsible for the management operations in finance, human resources, legal, internal audit, information systems and Hong Kong head quarter of the Group comprehensively. Ms. Chen has over 15 years of experience in financial management and tax services. She served as financial supervisor in several papermaking enterprises and group companies during the period from 1995 to 2001 and was in charge of accounting and financial management matters. Prior to joining our Group, Ms. Chen served as account manager and tax consultant in Zhongshan large-scale tax agent from 2005 to 2007. Ms. Chen completed the accounting course of Jinan University in December 2005 and obtained an undergraduate diploma. Thereafter, she was awarded the Master of Business Administration degree from the University of Wales in April 2011, and obtained the title of senior accountant awarded by Human Resources Bureau of Guangdong Province (廣東省人事廳) in December 2008. In September 2009, Ms. Chen obtained professional qualification as a senior international finance manager awarded by International Financial Management Association. She is the member of International Financial Management Association.

Mr. Hu Jianjun (胡健君), aged 38, joined the Group in 2010. Mr. Hu Jianjun is the Chief Operating Officer of the Group and is responsible for the operations, strategic planning in sales and raw paper procurement in packaging division and maintain customers relationships. Mr. Hu Jianjun obtained the undergraduate programme in design awarded by the Wuchang Shouyi University (formerly known as Huazhong University of Science and Technology (Wuchang campus)) in 2008. Mr. Hu Jianjun is a son of Mr. Hu Hancheng (an executive Director and a substantial Shareholder of the Company). Also, Mr. Hu Jianjun is a nephew of Mr. Hu Hanchao (an executive Director and a substantial Shareholder of the Company) and Mr. Hu Zheng (an executive Director and a controlling Shareholder of the Company).

Mr. Tan Xijian (譚錫健), aged 38, joined the Group in 2014. Mr. Tan is the operational vice president of the Group and is responsible for the sales and raw materials operation management. Mr. Tan was the general manager in raw materials from 2014 to 2017 and was responsible for the formulation of raw materials management and procurement strategies of the Group. Prior to joining the Group, he had five years of project planning. Mr. Tan obtained a degree in Business Administration from Guangdong University of Technology in 2016. Mr. Tan Xijian is a son-in-law of Mr. Hu Hanchao (an executive Director and a substantial Shareholder of the Company). Also, Mr. Tan is a niece-in-law of Mr. Hu Hancheng (an executive Director and a substantial Shareholder of the Company) and Mr. Hu Zheng (an executive Director and a controlling Shareholder of the Company).

高級管理層

陳威女士，47歲，於二零零七年加入本集團，彼為本集團行政總裁，全面負責集團財務、人力資源、法律、審計、資訊系統及香港總部管理工作。陳女士擁有逾15年財務管理及稅務服務工作經驗。彼由一九九五年至二零零一年期間任職多家製造企業和集團公司的財務主管，負責會計及財務管理事宜。加盟本集團之前，陳女士於二零零五年至二零零七年任職中山大型稅務師事務所的客戶經理、稅務顧問。陳女士於二零零五年十二月完成暨南大學會計專業課程(本科學歷)，隨後於二零一一年四月完成英國威爾士大學工商管理碩士學位，於二零零八年十二月獲廣東省人事廳頒授高級會計師職稱，於二零零九年九月獲國際財務管理協會頒授高級國際財務管理師職業資格，為國際財務管理協會會員。

胡健君先生，38歲，於二零一零年加入本集團。胡健君先生為本集團營運總裁，負責包裝分部的銷售及原紙採購策劃和維繫客戶關係。胡健君先生於二零零八年獲取武昌首義學院(前稱華中科技大學武昌分校)頒發的設計學本科學位。胡健君先生為執行董事及本公司主要股東胡漢程先生的兒子；同時為執行董事及本公司主要股東胡漢朝先生和執行董事及本公司控制股東胡正先生的侄兒。

譚錫健先生，38歲，於二零一四年加入本集團。譚先生現擔任本集團營運副總裁，負責集團銷售、原料營運管理。譚先生在二零一四年至二零一七年間擔任本集團原料總經理，負責本集團原料管理、採購策略制定。自二零一八年起，加入本集團前，彼擁有五年的項目策劃工作。譚先生在二零一六年獲取由廣東工業大學頒發的工商管理學位。譚錫健先生為執行董事及本公司主要股東胡漢朝先生的女婿；同時為執行董事及本公司主要股東胡漢程先生和執行董事兼本公司控制股東胡正先生的侄女婿。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Mr. Liu Haibo (劉海波), aged 52, joined our Group in 2018. Mr. Liu is the vice president of the Group, and is mainly responsible for daily management of paper producing business segment of the Group and in charge of paper sales and raw material management. Mr. Liu has over 27 years of experience in paper products sales and participated in the marketing of paper products in various paper products enterprises. He graduated tertiary level in international trade and marketing at Shandong TV University and awarded the title of assistant economist.

Mr. Fu Guofa (傅國法), aged 50, joined the Group in 2017. Mr. Fu is the vice president of the Group, and is mainly responsible for daily management of Zhongshan Rengo Hung Hing Paper Manufacturing Company Limited. Mr. Fu has over 25 years of experience in the technical, production and management skills in paper industry. Prior to joining the Group, Mr. Fu worked as deputy general manager in one of the subsidiaries of Nine Dragons Paper (Holdings) Limited from 2010 to 2016 and was responsible for the overall production management. Mr. Fu obtained an undergraduate qualification majoring in pulp paper craft from Nanjing Forestry University in 1997.

Mr. Zeng Chunlai (曾春來), aged 48, joined the Group in 1999. Mr. Zeng currently serves as the managing vice president of the Group, and is responsible for the management of daily operations of the Group's packaging business as well as the marketing department. Mr. Zeng's previous positions in the Group include director of quality control, director of business, director of sales, deputy general manager of sales, and deputy general manager of operations, during which he led the establishment of the Company's quality control system and enhanced the Company's sales management system, sales costing and customer management system. He has been involved in the development of a customer base with various industry brands and has over 20 years of solid marketing management experience. In 2017, Mr. Zeng was awarded the Group's "Excellent Manager". Mr. Zeng graduated from the School of Mechanical and Electrical Engineering of Hunan University in 1996, majoring in applied electronics.

劉海波先生，52歲，於二零一八年加入本集團，現為本集團副總裁，主要負責本集團造紙板塊日常管理工作、分管造紙銷售和原料管理工作。劉先生有超過27年的紙品銷售業務經驗，並在多間紙製品企業參與營銷紙品的職位。彼畢業於山東廣播電視大學國際貿易及市場營銷專業，並取得助理經濟師職稱。

傅國法先生，50歲，於二零一七年加入本集團，為本集團副總裁，主要負責分管聯合鴻興造紙公司日常管理工作。傅先生擁有逾25年的造紙業內技術、生產及管理工作经验。加入本集團之前，傅先生於二零一零年至二零一六年在玖龍紙業(控股)有限公司一家附屬公司任職副總經理，負責全面生產管理工作。彼於一九九七年畢業於南京林業大學，主修製漿造紙專業。

曾春來先生，48歲，於一九九九年加入本集團，現為本集團副總裁，負責本集團包裝板塊日常管理工作，分管營銷事業部。加入本集團後歷任品質部長、業務部長、銷售總監、銷售副總經理、常務副總經理，在任期間主導建立了公司品質管理體系，完善公司銷售管理體系、銷售成本核算及客戶管理體系。期間參與開拓多個行業品牌客戶，擁有逾20年豐富的市場營銷管理經驗。二零一七年，曾獲評本集團「優秀經理人」。曾先生於一九九六年畢業於湖南大學機電系電子應用專業。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷

Mr. Zhu Dejun (朱德軍), aged 48, joined the Group in 2009. Mr. Zhu currently serves as the vice president of the Group, and is responsible for the management of the Group's packaging business division (base and packaging technology centre) of the packaging business. Mr. Zhu has over 20 years of experience in sales and production management in the packaging industry. Mr. Zhu's previous positions in the Group include base director of operations, base deputy manager of sales, base director of production, and base general manager. From 1999 to 2007, he served as sales director of a Group company, and was responsible for base sales management. In 2019, Mr. Zhu was awarded the Group's "Excellent Manager". Mr. Zhu graduated from Hubei Xiangfan Normal College in 1993.

Company Secretary

Ms. Jiang Ying (江穎), was appointed as the Company Secretary and Authorized Representative of the Company on 31 March 2023. Ms. Jiang is the Company Secretary and Finance Manager of the Company. Ms. Jiang has around 10 years of experience in the corporate secretarial field. Ms. Jiang is a Chartered Secretary, a Chartered Governance Professional and an associate of both the Hong Kong Chartered Governance Institute and the Chartered Governance Institute. Ms. Jiang holds a master's degree of Professional Accounting and Corporate Governance from City University of Hong Kong and a master's degree of New Media from The Chinese University of Hong Kong.

朱德軍先生，48歲，於二零零九年加入本集團，現為本集團副總裁，負責本集團包裝板塊包裝事業部(基地及包裝技術中心)管理工作。朱先生擁有逾20年包裝行業銷售及生產管理經驗。加入本集團後歷任基地經營部長、基地銷售副總經理、基地生產廠長、基地總經理。彼由一九九九年至二零零七年期間在集團公司任銷售主管，負責基地銷售管理工作。二零一九年，曾獲評本集團「優秀經理人」。朱先生於一九九三年畢業於湖北省襄樊師範學校。

公司秘書

江穎女士，於二零二三年三月三十一日獲委任為本公司公司秘書及授權代表。江女士現為本公司的公司秘書兼財務經理。江女士在企業服務範疇擁有約十年經驗。江女士具有特許秘書及公司治理師專業資格，是香港公司治理公會及特許公司治理公會(CGI)的會員。江女士持有由香港城市大學頒授的專業會計和企業管治碩士學位及由香港中文大學頒授的新媒體碩士學位。

Directors' Report

董事會報告

The Directors are pleased to present to the shareholders their report together with audited consolidated financial statements of the Company and its subsidiaries (together the "Group") for the year ended 31 December 2022.

Principal Activities

The Company is an investment holding company. The principal activities of the Group are manufacturing and sale of paper, paperboard and paper-based packaging products. The principal activities of the subsidiaries are set out in note 43 to the consolidated financial statements.

Results and Appropriations

The results of the Group for the year ended 31 December 2022 and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 68 to 181 of this annual report.

The Directors now recommend the payment of a final dividend of RMB1.42 cents (equivalent to HKD1.60 cents) per share to the shareholders on the register of members on 28 June 2023, amounting to approximately RMB7,100,000 and the retention of the profit for the year approximately RMB40,067,000. The dividend will be payable in HKD. The exchange rate will be based on the opening indicative counter exchange rate (Buying TT for RMB) as on 31 March 2023 (the date of audited annual results' board meeting of the Company) disclosed by The Hong Kong Association of Banks.

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group for the financial year under review are set out in note 17 to the consolidated financial statements.

Share Capital

Details of movements in the share capital of the Company are set out in note 32 to the consolidated financial statements.

Distributable Reserves

Distributable reserves of the Company as at 31 December 2022, calculated in accordance with the provision of the Bermuda Companies Act 1981, amounted to RMB5,007,000.

Five-year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the latest five financial years is set out on page 182 of this annual report.

Reserves

Details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity respectively.

董事會欣然向股東提呈其報告以及本公司及其附屬公司（統稱「本集團」）於截至二零二二年十二月三十一日止年度的經審核綜合財務報表。

主要業務

本公司為一間投資控股公司。本集團的主要業務為製造及銷售紙、紙板及紙製包裝產品。該等附屬公司的主要業務載於綜合財務報表附註43。

業績及分派

本集團截至二零二二年十二月三十一日止年度的業績以及本公司及本集團於該日的財務狀況載於本年報第68至181頁的綜合財務報表。

董事會現建議向二零二三年六月二十八日名列於股東名冊上的股東派付每股人民幣1.42分，相當於港幣1.60仙的末期股息，金額約為人民幣7,100,000元，並保留本年度餘下溢利約人民幣40,067,000元。股息將會以港幣派發。匯率會按香港銀行公會於二零二三年三月三十一日（本公司經審核年度業績董事會的舉行日期）之開市參考牌價（人民幣電匯購入價）為基礎。

物業、廠房及設備

本集團於回顧財政年度的物業、廠房及設備的變動詳情載於綜合財務報表附註17。

股本

本公司的股本變動詳情載於綜合財務報表附註32。

可供分派儲備

於二零二二年十二月三十一日，本公司按百慕達一九八一年公司法的條文計算的可供分派儲備為人民幣5,007,000元。

五年財務摘要

本集團於最近五個財政年度的業績及資產與負債的摘要載於本年報第182頁。

儲備

本集團於年內的儲備變動詳情分別載於綜合權益變動表。

Directors' Report

董事會報告

Purchase, Redemption or Sale of Listed Securities of the Company

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

Pre-emptive Rights

There are no pre-emptive under the Company Bye-laws, or the laws in Bermuda which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Tax Relief and Exemption

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding the Company's securities.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period.

Directors

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

Executive Directors

Mr. HU Zheng (*Chairman*)
Mr. HU Hancheng (*Co-Chairman*) (Mr. HU Jianjun as his alternate)
Mr. HU Hanchao (Mr. TAN Xijian as his alternate)
Mr. HU Jianpeng (appointed on 8 February 2022)

Non-executive Director

Mr. CHEN Riyue (resigned on 22 July 2022)
Ms. HU Jianwen (appointed on 22 July 2022)

Independent Non-executive Directors

Mr. CHUNG Kwok Mo John
Mr. LIEW Fui Kiang
Mr. SHIN Yick Fabian

The Company confirms that it has received from each of its independent non-executive Directors an annual confirmation of their independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), and it still considers that the independent non-executive Directors are independent.

Pursuant to Bye-Law 108 and Bye-Law 112 of the Company's Bye-Laws, Mr. Hu Hanchao, Mr. Hu Jianpeng ("Mr. Hu"), Mr. Liew Fui Kiang ("Mr. Liew") and Mr. Shin Yick Fabian ("Mr. Shin") shall retire from office by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election as Directors at the AGM.

購買、贖回或出售本公司的上市證券

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

優先購買權

根據本公司細則或百慕達法律，概無載列有關本公司須按比例向現有股東提呈發售新股份的優先購買權規定。

稅務減免

董事並不知悉因任何股東持有本公司證券而享有任何稅務減免。

管理合約

於報告期內，概無訂立或存在有關管理及經營本公司所有或任何重大部份業務的合約。

董事

於回顧期間及直至本報告日期止年度，本公司的董事為：

執行董事

胡正先生(*董事長*)
胡漢程先生(*聯席董事長*)(胡健君先生為其候補董事)
胡漢朝先生(譚錫健先生為其候補董事)
胡健鵬先生(於二零二二年二月八日獲委任)

非執行董事

陳日月先生(於二零二二年七月二十二日辭任)
胡健雯女士(於二零二二年七月二十二日獲委任)

獨立非執行董事

鍾國武先生
劉懷鏡先生
冼易先生

本公司確認已接獲各獨立非執行董事根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.13條發出之年度獨立性確認函，且仍認為獨立非執行董事為獨立人士。

根據本公司細則的細則第108條和細則第112條，胡漢朝先生、胡健鵬先生(「胡先生」)、劉懷鏡先生(「劉先生」)及冼易先生(「冼先生」)將於股東週年大會上輪席告退，且彼等符合資格並願意於股東週年大會上膺選連任。

Directors' Report

董事會報告

Directors and Senior Management

The biographical details of Directors and Senior Management are set and on pages 43 to 49 of this annual report.

Directors' Service Contracts

The executive Directors namely, Mr. Hu Zheng, Mr. Hu Hancheng, Mr. Hu Hanchao have renewed their service contracts with the Company for a term of three years commencing from 1 January 2021. Mr. Hu Jianpeng has entered into service contract with company for a term of three years commencing from 8 February 2022. Both are subject to termination by either party giving not less than three months' written notice to the other.

The non-executive Director, Ms. Hu Jianwen have been appointed for a term of one year commencing 22 July 2022. Both are subject to termination by either party giving not less than one month's written notice to the other.

Each of the independent non-executive Directors namely, Mr. Chung Kwok Mo John, Mr. Liew Fui Kiang and Mr. Shin Yick Fabian have been appointed for a term of one year commencing from 1 January 2022. Both are subject to termination by either party giving not less than three months' written notice to the other.

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

Permitted Indemnity Provision

As at the date of this report, all Directors of the Company were covered under the liability insurance purchased by the Company for its Directors.

Emolument Policy

The emolument policies of the Directors and other employees are formulated based on individual experience, qualification and over market situation and are reviewed regularly, while the bonus is related to the financial performance of the Group and the individual performance. The Directors' remunerations are subject to shareholders' approval at general meetings.

The remuneration of the members of the senior management (excluding Directors) by band for the year ended 31 December 2022 was set out below:

Remuneration band (RMB)	薪酬組別(人民幣元)	Number of individual 人數
0-500,000	0-500,000	18
500,001-1,000,000	500,001-1,000,000	12
1,000,001	1,000,001	0

Details of the Directors' emolument and emoluments of the five highest paid individuals in the Group are set at the notes 13 and 14 to consolidated financial statements.

董事及高級管理層

董事及高級管理層的履歷詳情載於本年報第43至49頁。

董事服務合約

執行董事一胡正先生、胡漢程先生、胡漢朝先生均已與本公司重新訂立服務合約，自二零二一年一月一日起計，為期三年。胡健鵬先生與本公司訂立的服務合約，自二零二二年二月八日起計，為期三年。惟須由任何一方向對方發出不少於三個月的書面通知予以終止。

非執行董事胡健雯女士的任期為一年，二零二二年七月二十二日起計。任何一方可向對方發出不少於一個月的書面通知予以終止。

獨立非執行董事即鍾國武先生、劉懷鏡先生及冼易先生的任期為期一年，二零二二年一月一日起計。任何一方可向對方發出不少於三個月的書面通知予以終止。

擬於應屆股東週年大會上膺選連任的董事概無訂立可由本集團於一年內終止而毋須支付賠償(法定補償除外)的服務合約。

獲准許的彌償條文

於本報告日期，本公司全體董事均已投保本公司為其董事購買的責任保險。

薪酬政策

董事及其他員工的薪酬政策乃參考個別員工的經驗及資質及整體市況而定。花紅與本集團的財務業績及個別表現掛鈎。董事薪酬於週年大會上由股東批准。

於截至二零二二年十二月三十一日止年度按薪酬組別劃分之高級管理人員(不包括董事)薪酬載列如下：

董事的薪酬及本集團五位最高薪人士的薪酬詳情載於綜合財務報表附註13及14。

Directors' Report

董事會報告

Director's Interest in Contracts of Significance

Save as disclosed in the section headed "Continuing Connected Transactions" in this report and note 41 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, its holding companies, or any of its subsidiaries or fellow subsidiaries was a party during the year under review.

Directors' Rights to Acquire Shares or Debentures

Save as disclosed under the sections headed "Directors' and Chief Executive's Interests in the Securities of the Company or its Associated Corporations" and "Share Award Scheme", at no time during the year were rights to acquire benefits by means of the acquisition of shares or debentures of the Company granted to any Director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding companies, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

Directors' and Chief Executives' Interests in the Securities of the Company or Its Associated Corporations

As at 31 December 2022, the interests and short positions of the directors and chief executive(s) of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed issuers contained in the Listing Rules were as follows:

董事於重大合約的權益

除本報告「持續關連交易」一節及綜合財務報表附註41所披露者外，董事概無直接或間接於本公司、其控股公司或其任何附屬公司或同系附屬公司於回顧年度內所訂立並對本集團業務屬重大的合約中擁有重大權益。

董事購買股份或債券證的權利

除下述於「董事及主要行政人員於本公司或其相聯法團的證券中的權益」及「股權獎勵計劃」分節所披露外，任何董事或彼等各自的配偶或未成年子女於年內概無獲授任何可透過購入本公司股份或債券證獲利的權利，亦無行使任何該等權利，而本公司、其控股公司或其任何附屬公司或同系附屬公司概無訂立任何安排致令董事可於任何其他法團獲得該等權利。

董事及主要行政人員於本公司或其相聯法團的證券中的權益

於二零二二年十二月三十一日，本公司董事及主要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》(「證券及期貨條例」)第XV部)的股份、相關股份及債券證擁有的權益及淡倉而須根據證券及期貨條例第352條記錄於本公司所存置登記冊內，或須根據上市規則所載的上市發行人董事進行證券交易的標準守則規定知會本公司及香港聯合交易所有限公司(「聯交所」)者如下：

Name of Directors and Chief Executive 董事及 主要行政人員姓名	Name of Group member/ associated corporation 本集團成員公司／相關法團名稱	Capacity/ Nature of interest 身份／權益性質	Number and class of securities (Note 1) 證券數目及類別(附註1)	Approximate percentage of shareholding 股權概約百分比
Mr. Hu Zheng 胡正先生	The Company 本公司	Interest of controlled corporation (Note 2) 受控制法團權益(附註2)	191,250,000 ordinary shares of HKD0.10 each 191,250,000 股每股面值 0.10港元的普通股	38.25%
	Gorgeous Rich Development Limited ("Gorgeous Rich")	Beneficial owner 實益擁有人	1 ordinary share of USD1.00 1 股面值1.00美元的普通股	100%
Mr. Hu Hancheng 胡漢程先生	The Company 本公司	Interest of controlled corporation (Note 3) 受控制法團權益(附註3)	93,750,000 ordinary shares of HKD0.10 each 93,750,000 股每股面值 0.10港元的普通股	18.75%
	Golden Century Assets Limited ("Golden Century")	Beneficial owner 實益擁有人	1 ordinary share of USD1.00 1 股面值1.00美元的普通股	100%

Directors' Report

董事會報告

Name of Directors and Chief Executive 董事及 主要行政人員姓名	Name of Group member/ associated corporation 本集團成員公司／相關法團名稱	Capacity/ Nature of interest 身份／權益性質	Number and class of securities (Note 1) 證券數目及類別(附註1)	Approximate percentage of shareholding 股權概約百分比
Mr. Hu Hanchao 胡漢朝先生	The Company 本公司	Interest of controlled corporation (Note 4) 受控制法團權益(附註4)	75,000,000 ordinary shares of HKD0.10 each 75,000,000 股每股面值 0.10港元的普通股	15%
	Leading Innovation Worldwide Corporation (“ Leading Innovation ”)	Beneficial owner 實益擁有人	1 ordinary share of USD1.00 1 股面值1.00美元的普通股	100%
Ms. Hu Jianwen 胡健雯女士	The Company 本公司	Beneficial owner (Note 5) 實益擁有人(附註5)	15,000,000 ordinary shares of HKD0.10 each 15,000,000 股每股面值 0.10港元的普通股	3%
	Fortune View Services Limited (“ Fortune View ”)	Interest of spouse 配偶權益	1 ordinary share of USD1.00 1 股面值1.00美元的普通股	100%
Ms. Chen Wei 陳威女士	The Company 本公司	Beneficial owner 實益擁有人	818,000 ordinary shares of HKD0.10 each 818,000 股每股面值0.10港元的 普通股	0.16%

Notes:

- All the interests stated above represent long positions. The percentage shown was the number of shares the relevant directors or chief executive was interested in expressed as a percentage of the number of issued shares as at 31 December 2022.
- These shares were held by Gorgeous Rich, which was wholly owned by Mr. Hu Zheng. By virtue of the SFO, Mr. Hu Zheng was deemed to be interested in the shares held by Gorgeous Rich.
- These shares were held by Golden Century, which was wholly owned by Mr. Hu Hancheng. By virtue of the SFO, Mr. Hu Hancheng was deemed to be interested in the shares held by Golden Century.
- These shares were held by Leading Innovation, which was wholly owned by Mr. Hu Hanchao. By virtue of the SFO, Mr. Hu Hanchao was deemed to be interested in the shares held by Leading Innovation.
- These shares were held by Fortune View, which was wholly owned by Ms. Hu Jianwen. By virtue of the SFO, Ms. Hu Jianwen was deemed to be interested in the shares held by Fortune View.

附註：

- 上述所有權益均為好倉。所示百分比為相關董事或主要行政人員擁有權益的股份數目，以佔二零二二年十二月三十一日已發行股份數目百分比表示。
- Gorgeous Rich持有該等股份，而胡正先生全資擁有Gorgeous Rich。根據證券及期貨條例，胡正先生被視為於Gorgeous Rich所持有的股份擁有權益。
- Golden Century持有該等股份，而胡漢程先生全資擁有Golden Century。根據證券及期貨條例，胡漢程先生被視為於Golden Century所持有的股份擁有權益。
- Leading Innovation持有該等股份，而胡漢朝先生全資擁有Leading Innovation。根據證券及期貨條例，胡漢朝先生被視為於Leading Innovation所持有的股份擁有權益。
- Fortune View持有該等股份，而胡健雯女士全資擁有Fortune View。根據證券及期貨條例，胡健雯女士被視為於Fortune View所持有的股份擁有權益。

Save as disclosed above, no other interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations were recorded in the register required to be kept by the Company under Section 352 of the SFO.

除以上所述所披露外，本公司概無於本公司或其相聯法團之股份、相關股份或債券，並記錄於本公司登記冊中。

Directors' Report

董事會報告

Substantial Shareholders' Interests in the Securities of the Company

As at 31 December 2022, so far as are known to any directors or chief executive(s) of the Company, the following parties (other than directors or chief executive(s) of the Company) were recorded in the register kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company.

主要股東於本公司證券的權益

於二零二二年十二月三十一日，就任何董事或本公司主要行政人員所知，下列人士（非董事及本公司主要行政人員）須根據證券及期貨條例第336條記錄於本公司所存置登記冊內，或因其他原因知會本公司其直接或間接擁有或被視為擁有本公司已發行股本5%或以上的權益。

Name of Shareholder 股東名稱	Capacity/ Nature of interest 身份／權益性質	Number and class of shares held in the Company percentage (Note 1) 所持本公司股份數目及類別(附註1)	Approximate shareholding percentage 股權概約百分比
Gorgeous Rich (Note 2) Gorgeous Rich(附註2)	Beneficial owner 實益擁有人	191,250,000 ordinary shares of HKD0.10 each 191,250,000股每股面值0.10港元的普通股	38.25%
Ms. Li Lifan (Note 2) 李麗芬女士(附註2)	Interest of spouse 配偶權益	191,250,000 ordinary shares of HKD0.10 each 191,250,000股每股面值0.10港元的普通股	38.25%
Golden Century (Note 3) Golden Century(附註3)	Beneficial owner 實益擁有人	93,750,000 ordinary shares of HKD0.10 each 93,750,000股每股面值0.10港元的普通股	18.75%
Ms. Li Siyuan (Note 3) 李思媛(附註3)	Interest of spouse 配偶權益	93,750,000 ordinary shares of HKD0.10 each 93,750,000股每股面值0.10港元的普通股	18.75%
Leading Innovation (Note 4) Leading Innovation(附註4)	Beneficial owner 實益擁有人	75,000,000 ordinary shares of HKD0.10 each 75,000,000股每股面值0.10港元的普通股	15.00%
Ms. He Lijuan (Note 4) 何麗娟女士(附註4)	Interest of spouse 配偶權益	75,000,000 ordinary shares of HKD0.10 each 75,000,000股每股面值0.10港元的普通股	15.00%
RAYS Capital Partners Limited (Note 5) RAYS Capital Partners Limited(附註5)	Investment manager/Beneficial owner/ Interest of controlled corporation 投資經理／實益擁有人／受控制法團 權益	47,542,000 ordinary shares of HKD0.10 each 47,542,000股每股面值0.10港元的普通股	9.50%

Directors' Report

董事會報告

Name of Shareholder 股東名稱	Capacity/ Nature of interest 身份／權益性質	Number and class of shares held in the Company percentage (Note 1) 所持本公司股份數目及類別(附註1)	Approximate shareholding percentage 股權概約百分比
Mr. Ruan David Ching-chi (Note 6) Ruan David Ching-chi 先生(附註6)	Interest of controlled corporation 受控制法團權益	47,542,000 ordinary shares of HKD0.10 each 47,542,000股每股面值0.10港元的普通股	9.50%
Asian Equity Special Opportunities Portfolio Master Fund Limited (Note 5) Asian Equity Special Opportunities Portfolio Master Fund Limited(附註5)	Beneficial owner 實益擁有人	46,516,000 ordinary shares of HKD0.10 each 46,516,000股每股面值0.10港元的普通股	9.30%

Notes:

附註：

- All the interests stated above represent long positions. The percentage shown was the number of shares in the Company that the relevant director of chief executive was interested in expressed as a percentage of the number of issued shares in the Company as at 31 December 2022.
- Gorgeous Rich is wholly-owned by Mr. Hu Zheng. By virtue of the SFO, Mr. Hu Zheng was deemed to be interested in the shares held by Gorgeous Rich. Ms. Li Lifan is the spouse of Mr. Hu Zheng. Under the SFO, Ms. Li Lifan was taken to be interested in the same number of shares in which Mr. Hu Zheng was interested.
- Golden Century is wholly-owned by Mr. Hu Hancheng. By virtue of the SFO, Mr. Hu Hancheng was deemed to be interested in the shares held by Golden Century. Ms. Li Si Yuan is the spouse of Mr. Hu Hancheng. Under the SFO, Ms. Li Si Yuan was taken to be interested in the same number of shares in which Mr. Hu Hancheng was interested.
- Leading Innovation is wholly-owned by Mr. Hu Hanchao. By virtue of the SFO, Mr. Hu Hanchao was deemed to be interested in the shares held by Leading Innovation. Ms. He Lijuan is the spouse of Mr. Hu Hanchao. Under the SFO, Ms. He Lijuan was taken to be interested in the same number of shares in which Mr. Hu Hanchao was interested.
- Asian Equity Special Opportunities Portfolio Master Fund Limited ("Asian Equity") is wholly-owned by RAYS Capital Partners Limited. Therefore, RAYS Capital Partners Limited is deemed to be interested in all the Shares held by Asian Equity.
- The shares in RAYS Capital Partners Limited is held by Ruan David Ching-chi. Therefore, he is deemed interested in all the Shares held by RAYS Capital Partners Limited.

- 上述所有權益均為好倉。所示百分比為相關股東擁有權益的本公司股份數目，以佔二零二二年十二月三十一日本公司已發行股份數目百分比表示。
- 胡正先生全資擁Gorgeous Rich。根據證券及期貨條例，胡正先生被視為於Gorgeous Rich所持有的股份擁有權益。李麗芬女士為胡正先生的配偶。根據證券及期貨條例，李麗芬女士被當作於胡正先生擁有權益的相同數目股份中擁有權益。
- 胡漢程先生全資擁有Golden Century。根據證券及期貨條例，胡漢程先生被視為於Golden Century所持有的股份擁有權益。李思媛女士為胡漢程先生的配偶。根據證券及期貨條例，李思媛女士被當作於胡漢程先生擁有權益的相同數目股份中擁有權益。
- 胡漢朝先生全資擁有Leading Innovation。根據證券及期貨條例，胡漢朝先生被視為於Leading Innovation所持有的股份擁有權益。何麗娟女士為胡漢朝先生的配偶。根據證券及期貨條例，何麗娟女士被當作於胡漢朝先生擁有權益的相同數目股份中擁有權益。
- Asian Equity Special Opportunities Portfolio Master Fund Limited(「Asian Equity」)由RAYS Capital Partners Limited全資擁有。因此，RAYS Capital Partners Limited視為擁有Asian Equity所持股份的全部權益。
- Ruan David Ching-chi先生持有RAYS Capital Partners Limited股份。因此，彼等視為擁有RAYS Capital Partners Limited所持股份的全部權益。

Save as disclosed above, no other interest or short position in the shares or underlying shares in the Company were recorded in the Register.

除上述披露外，概無其他公司或其任何相聯法團的部份、相關股份或債權證的權益或淡倉載於該登記冊內。

Directors' Report

董事會報告

Share Award Scheme

The Company has adopted a share award scheme (the “**Share Award Scheme**”) with a primary purpose of motivating our employees and other eligible persons entitled under the Share Award Scheme to further contribute to the Group and to reward them for their contribution to the Group.

On 26 June 2019, the Board of Directors resolved to grant a total of 4,214,000 shares of the Company to 101 Selected Participants, who are employees and independent of the Company pursuant to the Share Award Scheme. Details of the grant to Selected Participants are as follows:

Name of Participants 參與者名稱獎勵	Number of Awarded Shares 股份數量	Vesting Date 歸屬日期
101 Selected Participants 101名選定參與者	4,214,000 Shares 4,214,000股股份	On 26 June 2019 於二零一九年六月二十六日

This Share Award Scheme was adopted on 23 April 2019 (the “**Adoption Date**”). Unless otherwise cancelled or amended, the Share Award Scheme will remain in force for 10 years from the Adoption Date. As at the year ended 31 December 2022, the remaining life of the Share Award Scheme is approximately six years.

The 4,214,000 Awarded Shares to be granted to the Selected Participants represent (i) approximately 0.84% of the total number of shares of the Company in issue as at the date of the announcement on 26 June 2019; and (ii) the value of HK\$5,183,220, taking into account of the average closing price of HK\$1.23 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant.

The maximum number of shares which may be awarded to an employee selected under the Scheme is 1 per cent.

Further details of the Scheme are set out in note 42 to the consolidated financial statements.

股份獎勵計劃

本公司已採納股份獎勵計劃(「**股份獎勵計劃**」)，主要目的是透過股份獎勵計劃激勵員工及其他合資格人士，提升其對本集團的貢獻，及就彼等過去的貢獻給予獎勵。

於二零一九年六月二十六日，董事會決議根據股份獎勵計劃向101名選定參與者授出本公司合共4,214,000股股份，該等參與者為僱員及獨立於本公司。向選定參與者授出詳情如下：

該計劃於二零一九年四月二十三日(「**採納日期**」)採納。除非另行取消或修訂，否則股份獎勵計劃將由採納日期起一直有效，為期十年。截至二零二二年十二月三十一日止年度，該計劃剩餘期限約為六年。

本計劃向選定參與者授出的4,214,000股獎勵股份相當於(i)本公司於二零一九年六月二十六日公告日期之已發行股份總數約0.84%；及(ii)價值5,183,220港元(經計及緊接授出日期前五個營業日聯交所刊發之每日報價表所報之平均收市價每股股份1.23港元)。

計劃中每名參與人可獲授權益上限1%。

有關計劃的進一步詳情載於綜合財務報表附註42。

Directors' Report

董事會報告

Details of the interests of executive Directors, Chief Executive Officer five top-paid employees (include Chief Executive Officer) (total) in the year 2022 and other grantees (total) in the Awarded Shares are set out below.

有關本公司執行董事、行政總裁五名二零二二年度最高薪酬僱員(包括行政總裁)(合共)及其他獲授人(合共)的獎授股份的權益詳情載列如下。

	Date of award	Number of		As at 1 January 2022	Shares acquired during the year out of the dividends 年內所獲 股息而取得 的股份	Number of shares			As at 31 December 2022
		Awarded Shares	Vesting period			Vested during the year	Sold during the year	Lapsed during the year	
	獎授日期	獎授股份數目	授予期	於2022年 1月1日		年內授予	年內出售	年內失效	於2022年 12月31日
Executive Director 執行董事	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	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Chief Executive Officer 行政總裁									
Ms. Chen Wei 陳威女士	26 June 2019 二零一九年六月二十六日	152,000	26 June 2019 二零一九年六月二十六日	152,000	-	-	-	-	152,000
Five Top-paid Employees (include Chief Executive Officer) 五名於2022年最高薪酬僱員 (包括行政總裁)	26 June 2019 二零一九年六月二十六日	426,000	26 June 2019 二零一九年六月二十六日	426,000	-	-	-	-	426,000
Other Selected Employees 其他入選僱員	26 June 2019 二零一九年六月二十六日	3,788,000	26 June 2019 二零一九年六月二十六日	3,636,000	-	-	158,000	-	3,478,000

The Board may, from time to time and at its sole discretion, select any eligible person to participate in the Share Award Scheme and determine the number of Shares to be awarded and the terms and conditions of the awards. Awards shall be satisfied by Shares acquired in the market at the prevailing market price and no new Shares will be allotted and issued under the Share Award Scheme. The trustee of the Share Award Scheme (the "Trustee") shall hold the awarded shares on trust for the award holders until the awarded Shares are vested in the relevant award holders according to the Share Award Scheme rules. Upon vesting, the Trustee shall either transfer the vested awarded Shares at no cost to such award holders or sell the vested awarded Shares at the then prevailing market price by way of market order and remit the net proceeds to the award holders in accordance with the direction given by such award holders.

董事會可不時按其全權酌情決定選擇任何合資格人士參與股份獎勵計劃及釐定將授予的股份數目以及獎勵的條款及條件。獎勵將以按當時市價於市場上購買的股份撥付而概不會根據股份獎勵計劃配發及發行任何新股份。股份獎勵計劃的受託人(「受託人」)應以信託方式為獎勵持有人持有獎勵股份，直至獎勵股份根據股份獎勵計劃規則歸屬予有關獎勵持有人為止。於歸屬後，受託人須按照該等獎勵持有人作出的指示，將已歸屬之獎勵股份免費轉讓予該等獎勵持有人，或於市場上按當時現行之市價盤出售已歸屬之獎勵股份並將所得款項淨額匯付予獎勵持有人。

The Board will constantly review and determine at its absolute discretion such number of Awarded Shares to be awarded to the selected persons under the Share Award Plan with such vesting conditions as the Board may deem appropriate.

董事會將不斷檢討及全權酌情釐定根據股份獎勵計劃按董事會可能視為合適的有關歸屬條件將向獲選人土授出的有關獎勵股份數目。

Directors' Report

董事會報告

Equity-linked Agreements

Other than the Share Award Scheme of the Company as disclosed above, no equity-linked agreements that will or may result in the Company issuing shares or that 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 year.

Material Acquisition, Disposal and Investment

The Group's indirect wholly-owned subsidiary, Zheng Ye Packaging (Zhongshan) Company Limited ("Zheng Ye Packaging (Zhongshan)"), entered into a sale and purchase agreement on 22 October 2021 to acquire the entire equity interest in Zhongshan City Zheng Ye Leasing Company Limited ("Zheng Ye Leasing") at an aggregate consideration of RMB186,000,000. The Completion took place on 10 February 2022, following the Completion, Zheng Ye Leasing has become an indirect wholly-owned subsidiary of the Company.

Connected Transactions

Certain related party transactions as disclosed in note 41 to the consolidated financial statements also constituted connected transactions under the Listing Rules, and are required to be disclosed in accordance with Chapter 14A of the Listing Rules. The following transactions between certain connected parties (as defined in the Listing Rules) and the Company have been entered into and/or are ongoing for which relevant disclosure had been made by the Company in the announcement dated 1 January 2020.

Continuing Connected Transactions

Under the de minimis provision set forth in Rule 14A.33 of the Listing Rules and is therefore exempt from reporting, announcement and independent shareholders' approval.

Non-exempt Continuing Connected Transactions

The following transactions between member of our Group constitute non-exempt continuing connected transaction of our Company under Rule 14A.33 of the Listing Rules since the applicable percentage ratios (other than the profits ratio) are greater than 5% on an annual basis and with annual consideration being greater than HKD1,000,000.

股票掛鈎協議

除上文所披露的本公司獎勵計劃，本公司於報告期內並無訂立或於報告期末存續任何股票掛鈎協議，而將會或可能導致本公司發行股份，或規定本公司訂立任何將會或可能導致本公司發行股份的協議。

重大收購、出售及投資

本集團之間接全資附屬公司，正業包裝(中山)有限公司(「正業包裝(中山)」)於二零二一年十月二十二日簽訂買賣協議，收購中山市正業租賃有限公司(「正業租賃」)的全部股權，總代價為人民幣186,000,000元。於二零二二年二月十日落實買賣協議完成後，正業租賃已成為本公司的間接全資附屬公司。

關連交易

財務報表附註41所披露的若干關連方交易根據上市規則亦構成關連交易，且須根據上市規則第14A章予以披露。若干關連方(定義見上市規則)與本公司已訂立下列交易及/或若干關連方與本公司訂立的下列交易已持續進行，且本公司已於二零二零年一月一日的公告內作出相關披露。

持續關連交易

上市規則第14.A33條的最低豁免規定，因而獲豁免申報、公佈及獨立股東批准。

不獲豁免持續關連交易

根據上市規則第14A.33條，本集團成員公司之間的下列交易由於按年計的任何適用百分比率(溢利比率除外)均高於5%且年度代價高於1,000,000港元，因此構成不獲豁免持續關連交易。

Directors' Report

董事會報告

Leasing of Premises

Zheng Ye Packaging (Zhongshan), a wholly-owned subsidiary of the Company and Zheng Ye Leasing entered into three tenancy agreements made between Zheng Ye Leasing as landlord and Zheng Ye Packaging (Zhongshan) as tenant in respect of the letting of the premises as summarized below:

- Date and subject matter of each tenancy agreement:
 - Tenancy agreement dated 1 January 2020 (the “**First Tenancy Agreement**”) in relation to the letting of premises located at Dongcheng Road, Dongshen Town, Zhongshan City, Guangdong Province, the PRC for use as our production site with a total gross floor area of approximately 36,475 sq.m..
 - Tenancy agreement dated 1 January 2020 (the “**Second Tenancy Agreement**”) in relation to the letting of premises located at No. 126 Dongcheng Road, Dongshen Town, Zhongshan City, Guangdong Province, the PRC for use as our production site with a total gross floor area of approximately 7,844 sq.m..
 - Tenancy agreement dated 1 January 2020 (the “**Third Tenancy Agreement**”) in relation to the letting of premises located at Nos. 119 and 126 Dongcheng Road, Dongshen Town, Zhongshan City, Guangdong Province, the PRC for use as our workshop and canteen respective site with total gross floor areas of approximately 2,622 sq.m. and 304 sq.m. respectively.
- Monthly rental and management fee payable:
 - The First Tenancy Agreement is in amount of RMB468,797.
 - The Second Tenancy Agreement is in amount of RMB100,810.
 - The Third Tenancy Agreement is in amount of RMB37,604.
 - The monthly rent payable for the renewal term under each of the renewed Tenancy Agreements will be the then market rent provided that any upward adjustment to the monthly rent will be subject to a cap of not more than 10% of the monthly rent payable immediately prior to the expiration of the original term.
- Rental deposit paid:
 - The First Tenancy Agreement in amount of RMB300,000.
 - The Second Tenancy Agreement in amount of RMB100,000.
 - The Third Tenancy Agreement in amount of RMB50,000.

租用物業

本公司全資附屬公司正業包裝(中山)及正業租賃就租賃該等物業而訂立三項租賃協議，正業租賃為業主，正業包裝(中山)為租戶，有關情況如下概述：

- 各租賃協議的日期及要旨：
 - 二零二零年一月一日(「**第一份租賃協議**」)，內容有關租用位於中國廣東省中山市東升鎮東成路的物業，作為我們的生產地點，總建築樓面面積約為36,475平方米。
 - 二零二零年一月一日(「**第二份租賃協議**」)，內容有關租用位於中國廣東省中山市東升鎮東成路126號的物業，作為我們的生產地點，總建築樓面面積約為7,844平方米。
 - 二零二零年一月一日(「**第三份租賃協議**」)，內容有關租用位於中國廣東省中山市東升鎮東成路119及126號的物業，分別作為我們的車間及餐區，總建築樓面面積分別約為2,622平方米及304平方米。
- 每月應付租金及管理費：
 - 第一份租賃協議金額為人民幣468,797元。
 - 第二份租賃協議金額為人民幣100,810元。
 - 第三份租賃協議金額為人民幣37,604元。
 - 各項租賃協議續約後的每月應付租金，按當時市值租金計算，但每月租金如有調升，將以不超過緊接原期限屆滿之前的每月應付租金10%為限。
- 已付租金按金：
 - 第一份租賃協議金額為人民幣300,000元。
 - 第二份租賃協議金額為人民幣100,000元。
 - 第三份租賃協議金額為人民幣50,000元。

Directors' Report

董事會報告

During the year, the rental and management fee of the premises from Zheng Ye Leasing amounted to VAT inclusive of RMB607,211 (2021: RMB7,143,660).

The independent non-executive Directors have reviewed the above continuing connected transactions of the Company and have confirmed that these transactions have been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms; and
- (iii) in accordance with the relevant agreements governing the transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The auditors of the Company have reported to the Directors that during the financial year:

- (i) the above continuing connected transactions have been approved by the board of Directors;
- (ii) the above continuing connected transactions have been entered into in accordance with the terms of the agreements governing such transactions; and
- (iii) the respective cap amounts set out in the relevant agreements referred to above have not been exceeded.

The Group's indirect wholly-owned subsidiary, Zheng Ye Packaging (Zhongshan), entered into a sale and purchase agreement on 22 October 2021 to acquire the entire equity interest in Zheng Ye Leasing. The Completion took place on 10 February 2022, following the Completion, Zheng Ye Leasing has become an indirect wholly-owned subsidiary of the Company.

Charitable Donations

During the Reporting Period, the Group made charitable donations of RMB889,942.

Corporate Governance

Details of the Company's corporate governance practices are set out in the Corporate Governance Report of the annual report.

Mode Code for Securities Transactions by Directors

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules. All the Directors of the Company have confirmed that they have complied with the required standards set out in the Model Code during the year ended 31 December 2022.

年內，來自正業集團已包括增值稅的物業租金及管理費為人民幣607,211元(二零二一年：人民幣7,143,660元)。

獨立非執行董事已審閱本集團上述持續關連交易，並確認該等交易：

- (i) 在本集團正常及日常業務過程中訂立；
- (ii) 按一般商業條款訂立；及
- (iii) 按對本公司股東屬公平合理且符合其整體利益的條款，根據規管各項交易的相關協議訂立。

本公司核數師已向董事會匯報，於財政年度：

- (i) 上述持續關連交易已經董事會批准；
- (ii) 上述持續關連交易已根據規管該等交易的協議之條款訂立；及
- (iii) 上述有關協議各自的上限並未超越。

本集團之間接全資附屬公司，正業包裝(中山)於二零二一年十月二十二日簽訂買賣協議，收購正業租賃的全部股權。於二零二二年二月十日落實買賣協議完成後，正業租賃已成為本公司的間接全資附屬公司。

慈善捐款

於報告期內，本集團慈善捐款人民幣889,942元。

企業管治

本公司企業管治常規的詳情載於本年報企業管治報告。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則作為董事進行證券交易的操守守則。經本公司向全體董事作出具體查詢後，彼等均確認截至二零二二年十二月三十一日止年度一直遵守標準守則所載的規定準則。

Directors' Report

董事會報告

Major Customers and Suppliers

In the year under review, 17.51% of the Group's revenue was attributable to the Group's five largest customers and sales to the Group's largest customer accounted for 4.10% of the Group's revenue for the year. 55.48% of the Group's total purchases was attributable to the Group's five largest supplier and purchases from the Group's largest supplier accounted for 21.18% of the Group's total purchases.

None of the Directors, their associates or shareholders, who to the knowledge of the Directors, own more than 5% of the Company's share capital, had an interest in these major customers or suppliers.

Directors' Interests in Competing Business

During the year, no Directors of the Company or their respective associates (as defined in the Listing Rules) were considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group, other than those businesses of which the Directors were authorised to represent the interests of the Company and/or the Group.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float during the year and up to the date of this report under the Listing Rules.

Auditor

The consolidated financial statements have been audited by Deloitte Touche Tohmatsu who retire and, being eligible, offer themselves for re-appointment at the AGM.

By order of the Board

Hu Zheng

Chairman

Hong Kong, 31 March 2023

主要客戶及供應商

於回顧年度，本集團五大客戶應佔本集團收益的17.51%，且向本集團最大客戶作出的銷售額佔本集團於本年度收益的4.10%。本集團五大供應商應佔本集團總採購額的55.48%，且向本集團最大供應商作出的採購額佔本集團總採購額的21.18%。

據董事所知，董事、彼等的聯繫人或股東（該等人士擁有本公司股本的逾5%）概無於該等主要客戶或供應商擁有權益。

董事於競爭性業務的權益

於年內，本公司董事或彼等各自聯繫人（定義見上市規則）概無於被視為與本集團業務直接或間接構成或可能構成競爭之業務中擁有權益（本公司董事代表本公司及／或本集團利益獲委任為董事之業務除外）。

足夠公眾持股量

根據本公司可從公開途徑獲得的資料及據董事會所知，截至及直至本報告日期止年度，本公司一直維持上市規則所規定的足夠公眾持股量。

核數師

財務報表經由德勤•關黃陳方會計師行審核，其將於股東週年大會上退任，惟符合資格並願意接受續聘。

承董事會命

董事長

胡正

香港，二零二三年三月三十一日

TO THE SHAREHOLDERS OF
ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

正業國際控股有限公司

(incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Zhengye International Holdings Company Limited (the “**Company**”) and its subsidiaries (collectively referred to as “**the Group**”) set out on pages 68 to 181, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional 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.

致正業國際控股有限公司股東
(於百慕達註冊成立的有限公司)

意見

吾等已審計正業國際控股有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)載於第68至181頁的綜合財務報表，當中包括於二零二二年十二月三十一日的綜合財務狀況表，以及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括主要會計政策概要)。

吾等認為，該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)真實而公平地反映 貴集團於二零二二年十二月三十一日的綜合財務狀況及截至該日止年度其綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

意見的基礎

吾等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。吾等於該等準則項下承擔的責任已在本報告中「核數師就審計綜合財務報表須承擔的責任」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**」)，吾等獨立於 貴集團之外，並已根據守則履行吾等的其他專業道德責任。吾等相信，吾等所獲得的審核憑證能充足和適當地為吾等的意見提供基礎。

關鍵審計事項

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

Independent Auditor's Report

獨立核數師報告

Key Audit Matters (Continued)

Key audit matter 關鍵審計事項

Impairment assessment of trade receivables not backed by bank bills and contract assets 無銀行票據為後盾的貿易應收款項及合約資產的減值評估

We identified the impairment assessment of trade receivables not backed by bank bills and contract assets as a key audit matter due to the management's judgment and estimates involved in the determining provision for expected credit loss ("ECL").

吾等將無銀行票據為後盾的貿易應收款項及合約資產的減值評估識別為關鍵審計事項，乃由於確定預期信貸虧損（「預期信貸虧損」）撥備涉及管理層判斷及估計。

As disclosed in notes 4 and 39 to the consolidated financial statements, the ECL on contract assets and trade receivables not backed by bank bills is assessed individually for debtors and contract assets with significant balances or credit-impaired and/or collectively using a provision matrix with appropriate groupings based primarily on the debtors' ageing profiles. The provision rates applied in the provision matrix are estimated using the historical observed default rates of the debtors and contract assets taking into consideration forward-looking information that is reasonable, supportable and available to the directors of the Company without undue costs or effort, and are updated if considered to be required. 誠如綜合財務報表附註4及39所披露，就合約資產及無銀行票據為後盾的貿易應收款項而言，對於具有大額結餘或出現信貸減值的賬款及合約資產，預期信貸虧損會以單獨形式及／或使用主要基於債務人賬齡資料的適當分組的撥備矩陣的集體形式進行評估。撥備矩陣所使用撥備率，乃利用過往觀察的賬款及合約資產違約率，計及本公司董事毋須花費不必要的成本或費力即可獲取的合理有根據（且在必要情況下更新）的前瞻性資料後進行估計。

As disclosed in notes 21 & 23 to the consolidated financial statements, the carrying amount of trade receivables not backed by bank bills and contract assets as at 31 December 2022, are RMB590,001,000 (net of allowance for credit losses of RMB5,476,000) and RMB9,377,000 (net of allowance for credit losses of nil), respectively.

誠如綜合財務報表附註21及23所披露，於二零二二年十二月三十一日，無銀行票據為後盾的貿易應收款項及合約資產的賬面值分別為人民幣590,001,000元（扣除信貸虧損撥備人民幣5,476,000元）及人民幣9,377,000元（扣除信貸虧損撥備零）。

關鍵審計事項(續)

How our audit addressed the key audit matter 吾等在審計中如何處理關鍵審計事項

Our procedures in relation to the impairment assessment of the trade receivables not backed by bank bills and contract assets included:

吾等就無銀行票據為後盾的貿易應收款項及合約資產的減值評估所進程序包括：

- Obtaining an understanding of the management process in assessing the estimated provision for ECL for trade receivables not backed by bank bills and contract assets;
- 了解管理層對於無銀行票據為後盾的貿易應收款項及合約資產評估預期信貸虧損的估計撥備的程序；
- Evaluating the reasonableness of the management's determination of the estimated loss rates (with reference to historical default rates, internal credit rating, and publicly available forward-looking information);
- 評估管理層經參考過往違約率、內部信貸評級、公開可獲取前瞻性資料後確定估計虧損率是否合理；
- Testing the accuracy of the ageing analysis of the trade receivables not backed by bank bills on a sample basis to the supporting documents;
- 抽樣檢查支持文件，檢查無銀行票據為後盾的貿易應收款項的賬齡分析的準確性；
- Checking the accuracy of the management's calculation of ECL for trade receivables not backed by bank bills and contract assets under provision matrix;
- 檢查管理層就無銀行票據為後盾的貿易應收款項及合約資產根據撥備矩陣所計算預期信貸虧損的準確性；
- Evaluating the historical accuracy of estimated provision for ECL for trade receivables not backed by bank bills and contract assets.
- 評估過往對並無銀行票據為後盾的貿易應收款項及合約資產所估計撥備的準確性。

Independent Auditor's Report

獨立核數師報告

Other Information

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

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

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

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

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

其他資料

貴公司董事須對其他資料負責。其他資料包括年報內所載資料，但不包括綜合財務報表及吾等就此作出的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式的鑒證結論。

就吾等對綜合財務報表的審核，吾等的責任是閱讀其他資料，在此過程中考慮其他資料是否與綜合財務報表或吾等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。基於吾等已執行的工作，倘吾等認為該其他資料存在重大錯誤陳述，吾等需要報告該事實。在這方面，吾等並無任何報告。

董事及管治層就綜合財務報表須承擔的責任

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

在編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並在適當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 貴集團清盤或停止營運，或別無其他實際的代替方案。

管治層須負責監督 貴集團的財務報告過程。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審核綜合財務報表須承擔的責任

吾等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，並出具包括吾等意見的核數師報告。吾等僅按照百慕達公司法第90條向閣下(作為整體)報告吾等的意見，除此之外本報告別無其他目的。吾等不會就本報告的內容對任何其他人士負責或承擔任何責任。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，倘合理預期錯誤陳述單獨或匯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，則有關錯誤陳述被視為重大。

作為根據香港審計準則所進行審計工作的一部分，於審計過程中吾等運用了專業判斷並保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及所作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露，或倘有關披露不足，則吾等應當發表非無保留意見。吾等的結論是基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Stephen C. L. Yuen.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
31 March 2023

核數師就審核綜合財務報表須承擔的責任 (續)

- 評價綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。吾等負責集團審計的方向、監督和執行。吾等為審計意見承擔全部責任。

除其他事項外，吾等與管治層溝通計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別內部控制的任何重大缺陷。

吾等亦向管治層提交聲明，說明吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理被認為會影響吾等獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

從與管治層溝通的事項中，吾等確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。吾等在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在吾等的報告中溝通某事項造成的負面後果超出產生的公眾利益，則吾等決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是袁忠亮。

德勤•關黃陳方會計師行
執業會計師
香港
二零二三年三月三十一日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		NOTES 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	收入	5	3,013,957	3,558,009
Cost of sales	銷售成本		(2,672,227)	(2,881,037)
Gross profit	毛利		341,730	676,972
Other income	其他收入	7	138,337	50,715
Impairment losses under expected credit loss model, net of reversal	根據預期信貸虧損模型計提減值 虧損，扣除撥回	8	2,146	(1,288)
Other gains and losses	其他收益及虧損	9	(4,343)	(26,276)
Distribution and selling expenses	分銷及銷售費用		(92,103)	(98,569)
Administrative expenses	行政開支		(131,637)	(169,821)
Finance costs	融資成本	10	(59,600)	(62,831)
Other expenses	其他開支		(1,275)	(470)
Research and development costs	研發開支		(116,388)	(131,116)
Profit before tax	除稅前溢利	11	76,867	237,316
Income tax expense	所得稅開支	12	(8,263)	(29,038)
Profit and total comprehensive income for the year	年內溢利及全面收益總額		68,604	208,278
Profit and total comprehensive income for the year attributable to:	以下人士應佔年內溢利及全面收益 總額：			
Owners of the Company	本公司擁有人		47,167	160,841
Non-controlling interests	非控股權益		21,437	47,437
			68,604	208,278
Earnings per share	每股盈利			
Basic (RMB)	基本(人民幣)	16	0.09	0.32

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2022
於二零二二年十二月三十一日

		NOTES	2022	2021
		附註	二零二二年 RMB'000 人民幣千元	二零二一年 RMB'000 人民幣千元
Non-current Assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	1,370,453	1,132,113
Right-of-use assets	使用權資產	18	174,010	193,094
Intangible assets	無形資產	19	12,616	5,416
Deferred tax assets	遞延稅項資產	31	335	11,223
Deposits for acquisition of property, plant and equipment	收購物業、廠房及設備按金		31,037	29,499
			1,588,451	1,371,345
Current Assets	流動資產			
Inventories	存貨	20	228,353	223,283
Trade and other receivables	貿易及其他應收款項	21	805,278	1,101,478
Contract assets	合約資產	23	9,377	15,550
Tax recoverable	可回收稅項		8,348	323
Pledged bank deposits	已抵押銀行存款	24	64,016	92,368
Bank balances and cash	銀行結餘及現金	24	279,840	229,581
			1,395,212	1,662,583
Current Liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	25	356,910	337,347
Consideration payables	應付代價	26	5,809	5,818
Tax liabilities	稅項負債		2,219	11,521
Bank and other borrowings	銀行及其他借款	27	870,919	1,022,356
Lease liabilities	租賃負債	28	5,119	15,458
Contract liabilities	合約負債	29	7,158	8,025
Amounts due to directors	應付董事款項	30	46,746	443
			1,294,880	1,400,968
Net Current Assets	流動資產淨值		100,332	261,615
Total Assets Less Current Liabilities	資產總值減流動負債		1,688,783	1,632,960

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2022
於二零二二年十二月三十一日

		NOTES 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Capital and Reserves	資本及儲備			
Share capital	股本	32	41,655	41,655
Share premium and reserves	股本溢價及儲備		1,072,034	1,069,867
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,113,689	1,111,522
Non-controlling interests	非控股權益		288,867	270,430
Total Equity	權益總額		1,402,556	1,381,952
Non-current Liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	31	6,087	8,737
Consideration payables	應付代價	26	–	5,681
Amounts due to directors	董事款項	30	44,640	–
Bank and other borrowings	銀行及其他借款	27	183,266	169,098
Lease liabilities	租賃負債	28	25,915	29,857
Deferred income	遞延收入	34	26,319	37,635
			286,227	251,008
			1,688,783	1,632,960

The consolidated financial statements on pages 68 to 181 were approved and authorised for issue by the board of directors on 31 March 2023 and are signed on its behalf by:

董事會於二零二三年三月三十一日批准及授權刊發第68至181頁的綜合財務報表，並由以下人士代為簽署：

Hu Zheng
胡正
DIRECTOR
董事

Hu Hancheng
胡漢程
DIRECTOR
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔					Non-controlling interests		Total
		Share capital 股本 RMB'000 人民幣千元	Share premium 股本溢價 RMB'000 人民幣千元	Statutory reserve 法定儲備 RMB'000 人民幣千元 (note a) (附註a)	Other reserve 其他儲備 RMB'000 人民幣千元 (note b) (附註b)	Retained profits 留存溢利 RMB'000 人民幣千元	Sub-total 小計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	
At 1 January 2021	於二零二一年一月一日	41,655	92,968	134,911	(23,389)	719,536	965,681	223,893	1,189,574
Profit and total comprehensive income for the year	年度溢利及全面收益總額	-	-	-	-	160,841	160,841	47,437	208,278
Dividend paid (note 15)	已付股息(附註15)	-	-	-	-	(15,000)	(15,000)	-	(15,000)
Dividend paid to a non-controlling interest	已付非控股股東股息	-	-	-	-	-	-	(900)	(900)
Transfer to statutory reserve	轉撥至法定儲備	-	-	7,289	-	(7,289)	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	41,655	92,968	142,200	(23,389)	858,088	1,111,522	270,430	1,381,952
Profit and total comprehensive income for the year	年度溢利及全面收益總額	-	-	-	-	47,167	47,167	21,437	68,604
Dividend paid (note 15)	已付股息(附註15)	-	-	-	-	(45,000)	(45,000)	-	(45,000)
Dividend paid to a non-controlling interest	已付非控股股東股息	-	-	-	-	-	-	(3,000)	(3,000)
Transfer to statutory reserve	轉撥至法定儲備	-	-	3,282	-	(3,282)	-	-	-
At 31 December 2022	於二零二二年十二月三十一日	41,655	92,968	145,482	(23,389)	856,973	1,113,689	288,867	1,402,556

Notes:

(a) In accordance with the relevant laws and regulations of the People's Republic of China (the "PRC"), the subsidiaries established in the PRC are required to provide for the PRC statutory reserve, by way of appropriations from their respective statutory net profit (based on the subsidiaries' PRC statutory financial statements) but before dividend distributions.

In accordance with the Articles of Association of certain subsidiaries established in the PRC, those subsidiaries are required to transfer 10% of the profit after taxation to the statutory reserve.

Certain subsidiaries' appropriations to the funds are made at the discretion of the subsidiaries' board of directors. The board of directors of the subsidiaries shall decide on the amounts to be appropriated based on the profitability of each subsidiary each year.

(b) The amount mainly relates to reserve arising from group reorganisation carried out by the Group (as defined in note 1) in preparation for the public listing of the Company's shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in 2011.

附註：

(a) 根據中華人民共和國(「中國」)有關法律法規，於中國成立的附屬公司須於派發股息前透過撥出彼等各自的法定純利(基於該附屬公司的中國法定財務報表)就中國法定儲備作出撥備。

根據於中國成立的若干附屬公司的組織章程細則，該等附屬公司須轉撥除稅後溢利的10%予法定儲備。

若干附屬公司對基金的撥款由該附屬公司的董事會酌情作出。董事會須根據每年各附屬公司的盈利能力確定將予撥付的金額。

(b) 該金額主要與本集團於二零一一年籌備本公司股份於香港聯合交易所有限公司(「聯交所」)上市進行集團重組(定義見附註1)所產生儲備相關。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營業務		
Profit before tax	除稅前溢利	76,867	237,316
Adjustments for:	就以下各項作出調整：		
Finance costs	融資成本	59,600	62,831
Interest income	利息收入	(3,731)	(4,573)
Impairment losses (reversed) recognised on trade and other receivables	已確認(轉回)貿易及其他應收款項減值虧損	(2,146)	1,288
Depreciation of property, plant and equipment	物業、廠房及設備折舊	109,278	96,105
Depreciation of right-of-use assets	使用權資產折舊	15,370	20,331
Amortisation of intangible assets	無形資產攤銷	2,313	602
Impairment losses recognised on property, plant and equipment	已確認物業、廠房及設備減值虧損	-	22,229
Loss on disposals of property, plant and equipment, net	出售物業、廠房及設備虧損，淨額	817	1,377
Exchange gain on borrowings	借款產生的匯兌收益	(1,928)	(930)
Government grants amortised from deferred income	以遞延收入攤銷的政府補貼	(12,110)	(4,488)
Operating cash flows before movements in working capital	營運資本變動前經營現金流量	244,330	432,088
Increase in inventories	存貨增加	(12,441)	(54,869)
Increase in trade and other receivables	貿易及其他應收款項增加	(89,379)	(655,183)
Decrease in contract assets	合約資產減少	6,173	3,078
Increase in trade and other payables	貿易及其他應付款項增加	18,808	101,833
(Decrease) increase in contract liabilities	合約負債增加	(867)	4,442
Decrease in amounts due to directors	應付董事款項減少	(197)	(64)
Cash generated from (used in) operations	經營業務所得(所用)現金	166,427	(168,675)
Income tax paid	已付所得稅	(17,665)	(26,309)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	經營業務所得(所用)現金淨額	148,762	(194,984)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

			2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
	NOTES 附註			
INVESTING ACTIVITIES	投資業務			
Interest received	已收利息		3,731	5,556
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項		18,758	26,289
Purchases of property, plant and equipment	購置物業、廠房及設備		(152,328)	(206,226)
Purchases of intangible assets	購買無形資產		(1,604)	(562)
Deposits paid for acquisition of property, plant and equipment	購置物業、廠房及設備所付按金		(31,037)	(29,499)
Net cash outflow on acquisition of a subsidiary	收購附屬公司現金流出淨額	35	(94,448)	-
Consideration paid for acquisition of a subsidiary	收購附屬公司所付代價	26	(5,940)	(12,130)
Placement of pledged bank deposits	存入已抵押銀行存款		(149,609)	(200,339)
Withdrawal of pledged bank deposits	取出已抵押銀行存款		177,961	214,372
Receipt of government grant relating to non-current assets	收取有關非流動資產之政府補貼		794	5,105
NET CASH USED IN INVESTING ACTIVITIES	投資業務所用現金淨額		(233,722)	(197,434)
FINANCING ACTIVITIES	融資業務			
Interest paid	已付利息		(59,350)	(62,033)
Dividend paid	已付股息		(45,000)	(15,000)
Dividend paid to a non-controlling interest	已付非控股股東股息		(3,000)	(900)
Repayment of bank and other borrowings	償還銀行及其他借款		(813,018)	(852,547)
Repayments of lease liabilities	償還租賃負債		(10,543)	(15,391)
New bank and other borrowings raised	新造銀行及其他借款		1,066,130	1,382,503
NET CASH FROM FINANCING ACTIVITIES	融資業務所得現金淨額		135,219	436,632
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額		50,259	44,214
CASH AND CASH EQUIVALENTS At 1 January	現金及現金等價物 於一月一日		229,581	185,367
CASH AND CASH EQUIVALENTS At 31 December represented by bank balances and cash	現金及現金等價物 於十二月三十一日 即銀行結餘及現金		279,840	229,581

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

1. General Information

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Stock Exchange. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company acts as an investment holding company. Mr. Hu Zheng, Mr. Hu Hancheng, Mr. Hu Hanchao and Ms. Hu Jianwen, who collectively own 75% of the Company's shares in aggregate and act in concert, are regarded as the controlling shareholders of the Company.

The principal activities of its subsidiaries are mainly engaged in manufacture and sale of paper, paperboard and paper-based packaging products. The Company and its subsidiaries are hereinafter collectively referred to as the "Group".

The consolidated financial statements are presented in Renminbi ("RMB"), the currency of the primary economic environment in which the Company and its principal subsidiaries operate.

2. Application of Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") Amendments to HKFRSs that are mandatorily effective of the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the Group's annual period beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

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

Except as described below, the application of the amendments to HKFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

1. 一般資料

本公司為於百慕達註冊成立的獲豁免有限公司，其股份於聯交所上市。本公司註冊辦事處地址及主要營業地點已在本年報中公司資料部份披露。

本公司為一家投資控股公司。胡正先生、胡漢程先生、胡漢朝先生及胡健雯小姐累計共同擁有本公司75%股票並為一致行動人士，被視為本公司控股股東。

本公司的附屬公司主要從事生產及銷售紙、紙板及紙製包裝產品。本公司及其附屬公司於下文統稱為「本集團」。

綜合財務報表乃以人民幣（「人民幣」）列值，人民幣為本公司及主要附屬公司營運所在的主要經濟環境的貨幣。

2. 應用香港財務報告準則（「香港財務報告準則」）修訂本 於本年度強制生效之香港財務報告準則修訂本

本年度，本集團首次應用以下由香港會計師公會（「HKICPA」）頒佈的香港財務報告準則修訂，於二零二二年一月一日或之後開始的年度期間強制生效合併財務報表的編製：

香港財務報告準則第3號（修訂本）	概念框架的提述
香港財務報告準則第16號（修訂本）	二零二一年六月三十日後的Covid-19相關租金寬免
香港會計準則第16號（修訂本）	物業、廠房及設備：作擬定用途前之所得款項
香港會計準則第37號（修訂本）	虧損性合約－履行合約之成本
香港財務報告準則之改進（修訂本）	二零一八年至二零二零年香港財務報告準則之年度改進

除下文所述者外，於本年度應用經修訂香港財務報告準則對本集團於本年度及過往年度的財務狀況及表現及／或此等綜合財務報表所載披露資料並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

2. Application of Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued) Amendments to HKFRSs that are mandatorily effective of the current year (Continued)

Impacts on application of Amendments to HKFRS 3 Reference to the Conceptual Framework

The Group has applied the amendments to business combinations for which the acquisition date was on or after 1 January 2022. The amendments update a reference in HKFRS 3 *Business Combinations* so that it refers to the *Conceptual Framework for Financial Reporting 2018* issued in June 2018 (the “**Conceptual Framework**”) instead of *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting 2010* issued in October 2010), add a requirement that, for transactions and events within the scope of HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or HK(IFRIC)-Int 21 *Levies*, an acquirer applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination and add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The application of the amendments in the current year has had no impact on the Group’s consolidated financial statements.

Impacts on application of Amendments to HKAS 16 Property, Plant and Equipment – Proceeds before Intended Use

The Group has applied the amendments for the first time in the current year. The amendments specify that the costs of any item that were produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management (such as samples produced when testing whether the relevant property, plant and equipment is functioning properly) and the proceeds from selling such items should be recognised and measured in the profit or loss in accordance with applicable standards. The cost of the items are measured in accordance with HKAS 2 *Inventories*.

The application of the amendments in the current year has had no significant impact on the Group’s financial positions and performance.

2. 應用香港財務報告準則(「香港財務報告準則」)修訂本(續)

於本年度強制生效之香港財務報告準則修訂本(續)

應用香港財務報告準則第3號(修訂本)的影響

本集團已就收購日期為二零二二年一月一日或之後之業務合併應用該等修訂。該等修訂更新了香港財務報告準則第3號業務合併中的一項參考，從而通過參考二零一八年六月發佈的二零一八年財務報告概念框架(「概念框架」)取代參考財務報表的編製及呈報框架(由二零一零年十月發佈的二零一零年財務報告概念框架取代)，添加一項要求，即對於香港會計準則第37號撥備、或然負債及或然資產或香港(國際財務報告詮釋委員會)–詮釋第21號徵費範圍內的交易及其他事件，收購方應採用香港會計準則第37號或香港(國際財務報告詮釋委員會)–詮釋第21號取代用概念框架來確定其在企業合併中承擔的負債，及添加明確的聲明，即收購方不確認在企業合併中收購的或然資產。

本年度應用該等修訂對本集團的綜合財務報表並無影響。

應用香港財務報告準則第16號(修訂本)物業、廠房及設備：作擬定用途前之所得款項的影響

本集團於本年度首次應用該等修訂。該等修訂規定，使物業、廠房及設備項目達致能夠按照管理層擬定的方式運作所必要的位置及條件過程中產生的任何項目的成本(如測試相關物業、廠房及設備是否正常運行時產生的樣品)及出售該等項目的所得款項應根據適用準則於損益中確認及計量。項目成本根據香港會計準則第2號存貨計量。

本年度應用該等修訂對本集團的財務狀況及業績並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

2. Application of Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	<i>Insurance Contracts</i> ¹
Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ²
Amendment to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ³
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)</i> ¹
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> ¹
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i> ¹
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ¹

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

² Effective for annual periods beginning on or after a date to be determined.

³ Effective for annual periods beginning on or after 1 January 2024.

Except for the new and amendments to HKFRSs mentioned below, the directors of the Company anticipate the application of all other new and amendments to HKFRSs will have no material impact on the Group’s consolidated financial statements in the foreseeable future.

2. 應用香港財務報告準則(「香港財務報告準則」)修訂本(續)

已頒佈惟尚未生效的新訂香港財務報告準則及準則修訂本

本集團並無提前應用以下已頒佈惟尚未生效的新訂香港財務報告準則及準則修訂本：

香港財務報告準則第17號 (包括二零二零年十月及二零二二年二月香港財務報告準則第17號(修訂本))	<i>保險合約</i> ¹
香港財務報告準則第10號及香港會計準則第28號(修訂本)	<i>投資者與其聯營公司或合營企業間的資產出售或注資</i> ²
香港財務報告準則第16號(修訂本)	<i>售後租回的租賃負債</i> ³
香港會計準則第1號(修訂本)	<i>將負債分類為流動或非流動以及對香港詮釋第5號之相關修訂(二零二零年)</i> ¹
香港會計準則第1號及香港財務報告準則實務聲明第2號(修訂本)	<i>會計政策披露</i> ¹
香港會計準則第8號(修訂本)	<i>會計估計定義</i> ¹
香港會計準則第12號(修訂本)	<i>與單一交易產生的資產及負債相關的遞延稅項</i> ¹

¹ 於二零二三年一月一日或之後開始之年度期間生效。

² 於待定期日或之後開始之年度期間生效。

³ 於二零二四年一月一日或之後開始之年度期間生效。

除下文新訂香港財務報告準則及其修訂本外，本公司董事預期應用所有其他新訂香港財務報告準則及其修訂本於可見將來不會對本集團的綜合財務報表造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

2. Application of Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued) New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classify liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

2. 應用香港財務報告準則(「香港財務報告準則」)修訂本(續)

已頒佈惟尚未生效的新訂香港財務報告準則及準則修訂本(續)

香港會計準則第1號(修訂本)將負債分類為流動或非流動以及對香港詮釋第5號之相關修訂(二零二零年)(「二零二零年修訂本」)及香港會計準則第1號(修訂本)附帶契諾的非流動負債(「二零二零年修訂本」)

該等二零二零年修訂本為評估將結清負債期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為即期或非即期，當中包括：

- 澄清倘負債具有若干條款，可由對手方選擇透過轉讓實體本身的股本工具進行結清，僅當實體應用香港會計準則第32號金融工具「呈列」，將選擇權單獨確認為股本工具時，該等條款不影響將其分類為即期或非即期。
- 訂明負債應基於報告期末存在的權利分類為即期或非即期。具體而言，有關修訂澄清該分類不受管理層在十二個月內結清負債的意圖或預期所影響。

對於以遵從契約為條件的自報告日起至少延遲12個月結算的權利，二零二零年修訂本引入的要求已被二零二零年修訂本修訂。二零二零年修訂本訂明只有實體必須在報告期末或以前遵從的契約，才會影響實體將結清負債期限延遲至報告日期後最少十二個月的權利。只在報告期後才必須遵從的契約不會影響有關權利在報告期末是否存在。

此外，二零二零年修訂本訂明有關資料的披露要求，倘實體必須在報告期後十二個月內遵從契約方能享有延遲結清負債的權利，並且實體將貸款安排產生的負債歸類為非即期負債，則有關資料有助財務報表使用者瞭解負債可能在報告期後十二個月內變成應付的風險。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

2. Application of Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued) New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group’s outstanding liabilities as at 31 December 2022, the application of the 2020 and 2022 Amendments will not result in reclassification of the Group’s liabilities.

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 *Making Materiality Judgements* (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

2. 應用香港財務報告準則(「香港財務報告準則」)修訂本(續)

已頒佈惟尚未生效的新訂香港財務報告準則及準則修訂本(續)

香港會計準則第1號(修訂本)將負債分類為流動或非流動以及對香港詮釋第5號之相關修訂(二零二零年)(「二零二零年修訂本」)及香港會計準則第1號(修訂本)附帶契諾的非流動負債(「二零二零年修訂本」)(續)

有關二零二零年修訂本亦將二零二零年修訂本的生效日期遞延至二零二四年一月一日或之後開始的年度報告期。有關二零二零年修訂連同二零二零年修訂本適用於二零二四年一月一日或之後開始的年度報告期，並容許提前應用。倘實體在二零二零年修訂本頒佈後的較早期間應用二零二零年修訂本，則該實體亦應於相關期間應用二零二零年修訂本。

根據本集團於二零二零年十二月三十一日的未償還負債，應用二零二零年及二零二零年修訂本不會令本集團負債被重新分類。

香港會計準則第1號(修訂本)及香港財務報告準則實務聲明第2號(修訂本)會計政策披露

經修訂的香港會計準則第1號以「重大會計政策資料」取代所有「重大會計政策」的提述。當一併考慮會計政策資料與實體財務報表內所載的其他資料時，可以合理預期會對一般財務報表主要使用者根據該等財務報表作出的決定產生影響，則有關會計政策資料屬重大性質。

有關修訂亦釐清，基於關連交易、其他事件或條件的性質，即使金額並不重大，會計政策資料亦可能屬重大資料，惟並非所有與重大交易、其他事件或條件相關的會計政策資料均屬重大性質。若實體選擇披露非重大會計政策資料，則有關資料不得隱藏重大會計政策資料。

香港財務報告準則實務公告第2號就重大性作出判斷(「實務公告」)亦作出修訂，闡述實體如何將「四個重大性步驟」應用於會計政策披露，並判斷有關會計政策的資料對其財務報表是否屬重大性。實務公告新增指引及示例。

應用該等修訂預期不會對本集團的財務狀況或表現產生重大影響，惟可能會影響本集團重要會計政策的披露。應用該等修訂之影響(如有)將於本集團未來的綜合財務報表中披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies

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

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies set out below.

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

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

3. 重大會計政策

綜合財務報表乃根據香港會計師公會所頒佈的香港財務報告準則編製。就編製綜合財務資料而言，倘有關資料合理預期會影響主要用戶作出的決定，則有關資料被視為重大。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則及香港公司條例所規定的適用披露事項。

本公司董事於批准綜合財務報表時合理預期本集團有充足資源可於可見未來持續經營。因此，彼等於編製本綜合財務報表時繼續採用持續經營基準的會計處理。

綜合財務報表乃按各歷史成本基準於各報告期末編製，詳情載於下文所載會計政策。

歷史成本一般基於交換商品和服務時所考慮的對價的公允值。

公允值乃市場參與者於計量日期於有序交易中出售資產所收取或轉讓負債所支付之價格，而不論該價格為可直接觀察取得或可使用其他估值方法估計。於估計資產或負債的公允值時，倘市場參與者於計量日期對資產或負債定價時將考慮資產或負債之特點，則本集團會考慮該等特點。於該等綜合財務報表中作計量及／或披露用途之公允值乃按此基準釐定，惟香港財務報告準則第2號股份為基礎付款範圍內股份為基礎付款之交易、按香港財務報告準則第16號租賃記賬之租賃交易，以及與公允值類似但並非公允值之計量（例如香港會計準則第2號存貨之可變現淨值或香港會計準則第36號資產減值之使用價值）除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
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3. Significant Accounting Policies (Continued)

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

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

The significant accounting policies are set out below.

Basis of consolidation

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

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

3. 重大會計政策(續)

此外，就財務報告而言，公允值計量可按公允值計量之輸入數據可觀察程度及公允值計量之輸入數據對其整體之重要性劃分為第一、二及三級，詳述如下：

- 第一級輸入數據乃實體於計量日期可於活躍市場就相同資產或負債獲得之報價(未經調整)；
- 第二級輸入數據乃為第一級所載報價以外之輸入數據，而該等數據乃就有關資產或負債可直接或間接觀察之輸入數據；及
- 第三級輸入數據乃資產或負債之不可觀察輸入數據。

主要會計政策載列如下。

綜合基準

綜合財務報表包括本公司及本公司及其附屬公司控制之企業之財務報表。控制是指本公司：

- 可對投資對象行使之權力；
- 須承擔或享有參與投資對象可變回報之風險及權力；及
- 可運用其權力以影響其回報。

倘有事實及情況顯示上述三項因素其中一項或以上出現變動，則本集團重新評估其是否對被投資對象存有控制權。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

Basis of consolidation (Continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specially, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

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

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

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

3. 重大會計政策(續)

綜合基準(續)

附屬公司乃於本集團取得附屬公司控制權起綜合入賬，並於本集團失去該附屬公司控制權時終止入賬，則停止該附屬公司之綜合入賬。特別是，年內所收購或出售之附屬公司之收入及開支由本集團取得控制權當日起至本集團不再控制該附屬公司之日止計入綜合損益及其他全面收益表。

損益及其他全面收入的各部分歸屬於本公司應佔擁有人及非控股權益。附屬公司的全面收入總額歸屬於本公司應佔擁有人及非控股權益，即使此將導致非控股權益產生虧絀結餘。

倘有必要，將對附屬公司的財務報表作出調整，以使其會計政策與本集團其他成員公司所採用者保持一致。

本集團成員之間交易之所有集團內公司間資產與負債、權益、收入、開支及現金流量已於綜合時抵銷。

附屬公司的非控股權益與本集團的權益分開呈列，而該等權益代表其持有者於清算時有權按相關附屬公司的淨資產比例分配的現有所有權權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies (Continued) Business combinations or asset acquisitions

Optional concentration test

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to investment properties which are subsequently measured under cost model and financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

Business combinations

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of business are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

3. 重大會計政策(續) 業務合併或資產收購

選擇性集中度測試

本集團可選擇以逐項交易基準應用可選集中度測試，可對所收購之一組活動及資產是否並非一項業務作簡化評估。倘所購入資產總額的公允值幾乎全部集中在單一可識別資產或一組類似資產，則符合集中度測試。評估之總資產不包括現金及現金等價物、遞延稅項資產、及由遞延稅項負債影響產生之商譽。倘符合集中度測試，該組活動及資產被釐定為並非業務及毋須作進一步評估。

資產收購

當本集團收購一組並不構成一項業務之資產及負債，本集團透過先將購買價按其各自之公允值分配至其後根據成本模式計量的投資物業以及金融資產／金融負債，以識別及確認所收購之個別可識別資產及所承擔負債，而餘下之購買價結餘其後按於購買日期之相關公允值，分配至其他可識別資產及負債。有關交易並不產生商譽或議價購買收益。

業務合併

業務是一組綜合的活動和資產，包括一項資源投入和一項實質過程，而兩者對創造產出的能力有重大貢獻。倘收購過程對繼續生產產出的能力至關重要，並且所收購的投入包括具備執行該過程所必需的技能、知識或經驗的組織勞動力，或對持續生產產出的能力有重大貢獻，則被認為屬獨特或稀缺，或在無重大成本、努力或持續生產產出能力出現延遲的情況下不可取代。

收購業務採用收購法入賬。於業務合併時所轉讓代價須按公允值計量，其公允值乃本集團所轉讓資產於收購日期之公允值、本集團向被收購方前擁有人所產生之負債，以及本集團為換取被收購方的控制權而所發行股本權益之綜合計算得出。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies (Continued) Business combinations or asset acquisitions (Continued)

Business combinations (Continued)

For business combinations in which the acquisition date is on or after 1 January 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework except for transactions and events within the scope of HKAS 37 or HK(IFRIC)-Int 21, in which the Group applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised, and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively.
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low-value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after reassessment, the net of the acquisition date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 重大會計政策(續) 業務合併或資產收購(續)

業務合併(續)

就收購日期於二零二二年一月一日或之後的業務合併而言，所收購的可識別資產及所承擔的負債必須符合概念框架內資產及負債的定義，惟國際會計準則第37號或國際財務報告詮釋委員會詮釋第21號範圍內的交易及事件除外，於該情況下，本集團應用國際會計準則第37號或國際財務報告詮釋委員會詮釋第21號而非概念框架以識別其於業務合併中所承擔的負債。或然資產不予確認。

於收購日期，可識別的收購資產及承擔負債按彼等的公允值確認，惟以下項目除外：

- 遞延稅項資產或負債，以及有關僱員福利安排的資產或負債乃分別根據香港會計準則第12號*所得稅*及香港會計準則第19號*僱員福利*確認及計量。
- 租賃負債按剩餘租賃付款額(定義見香港財務報告準則第16號)的現值確認和計量，如同已獲得的租賃在購買日為新租賃一樣，但(a)租賃期限自收購日期起12個月內結束；或(b)相關資產的價值低的租賃除外。使用權資產按相關租賃負債相同金額確認和計量，並進行調整以反映該租賃與市場條款相比有利或不利的條件。

商譽乃按所轉讓的代價、收購對象中任何非控股權益及買方先前已持有收購對象股權權益的公允值(如有)之總和，減可識別的收購資產及承擔負債於收購日期的淨值後所超出的差額計量。倘經重估後，可識別的收購資產及承擔負債於收購日期的淨額高於所轉讓代價、收購對象中任何非控股權益及買方先前已持有收購對象股權權益的公允值(如有)之總和，則超出的差額即時於損益內確認為議價購買收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
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3. Significant Accounting Policies (Continued) Business combinations or asset acquisitions (Continued)

Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

Revenue from contracts with customers

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

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

3. 重大會計政策(續) 業務合併或資產收購(續)

業務合併(續)

屬現時擁有權益、在發生清盤的情況下持有人有權按比例分佔相關實體淨資產的非控股權益，初步按非控股權益按比例分佔收購對象所確認可識別資產淨值或公允計量。計量基準乃逐項交易作出選擇。

倘本集團於業務合併中轉讓之代價包括或然代價安排，則或然代價按其於收購日期之公允值計量，並計入於業務合併轉讓之代價之一部分。符合資格為計量期間調整之或然代價公平值變動將予追溯調整。計量期間調整為於「計量期間」(不可超過自收購日期起計一年)取得有關於收購日期已存在之事實及情況之額外資料產生之調整。

不合資格為計量期間調整之或然代價的後續會計處理取決於如何將或然代價分類。分類為權益之或然代價不會於後續報告日期重新計量，其後續結算亦於權益內入賬。分類為資產或負債之或然代價將按公允值於後續報告日期重新計量，相應之盈虧於損益內確認。

來自客戶合約的收入

本集團於(或隨著)完成履約責任時(即與特定履約責任相關的貨品或服務的「控制權」獲轉讓予客戶時)確認收入。

履約責任指一項貨品或服務(或一攬子貨品或服務)屬大致上相同的獨立或一系列獨立貨品或服務。

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綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Revenue from contracts with customers (Continued)

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

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

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

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

3. 重大會計政策(續)

來自客戶合約的收入(續)

控制權隨時間轉讓，而倘符合下列其中一項條件，則收入參考完全達成相關履約責任的進度隨時間確認：

- 本集團履約時，客戶同時收取及消耗本集團履約所提供的利益；
- 本集團履約時，本集團履約創造或提升客戶控制的資產；或
- 本集團履約並無創造本集團可用於其他用途的資產，而本集團擁有可強制執行權利對截至當日完成的履約收取款項。

否則，收入於客戶取得獨立貨品或服務控制權的某一時間點確認。

合約資產指本集團就其已轉讓的貨品或服務收取客戶所付換取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即只需待時間過去代價即須到期支付。

合約負債指本集團因已自客戶收取代價(或到期代價金額)，而須向客戶轉讓貨品或服務的責任。

與同一合約相關的合約資產及合約負債按淨額入賬及呈列。

隨時間確認收入：計量履約責任至履行完畢的進度

履約責任至履行完畢的進度乃根據輸入法計量，即根據本集團對於履行某項履約責任所投入努力或輸入相對履行該履約責任的預期總輸入，以求最清楚說明本集團轉移商品或服務的表現，從而確認收入。

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綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application of HKFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interests of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases

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

3. 重大會計政策(續)

租賃

租賃的定義

倘合約為換取代價而給予在一段時間內控制使用所識別資產的權利，則該合約屬租賃或包含租賃。

就於首次應用香港財務報告準則第16號日期或之後訂立或修訂或自業務合併產生的合約而言，本集團根據香港財務報告準則第16號的定義於初始日期、修訂日期或收購日期(視乎適用者)評估該合約是否屬租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人

將代價分配至合約成分

就含有租賃成分以及一項或多項額外租賃或非租賃成分的合約而言，本集團根據租賃成分的相對獨立價格及非租賃成分的總獨立價格，包括對收購包含租賃土地和非租賃樓宇成分物業的擁有權的合約，除非不能可靠地作該等分配。

本集團應用權宜辦法不將非租賃成分與租賃成分分開，而是將租賃成分及任何相關非租賃成分視作單一租賃成分記賬。

短期租賃

對於租期自開始日期起計為12個月或以內且並無包含購買選擇權的汽車及物業的租賃，本集團應用短期租賃確認豁免。短期租賃的租賃款項於租期內按直線法或其他有系統基準確認為開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use assets includes:

- the amount of the initial measurement of the lease liability; and
- any lease payments made at or before the commencement date, less any lease incentives received.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

3. 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；及
- 於開始日期或之前作出的任何租賃款項，減任何已收租賃優惠。

使用權資產按成本計量，減去任何累計折舊及減值虧損，並就租賃負債的任何重新計量作出調整，惟本集團對Covid-19相關租賃優惠所產生租賃負債調整應用權宜辦法除外。

本集團合理確定可於租期結束時取得相關租賃資產所有權的使用權資產由開始日期起至可使用年期結束止計提折舊。在其他情況下，使用權資產按直線法於其估計可使用年期及租期(以較短者為準)內計提折舊。

本集團於綜合財務狀況表內將使用權資產呈列為獨立項目。

可退回租金按金

已付可退回租金按金根據香港財務報告準則第9號入賬，並初步按公允值計量。初步確認的公允值調整被視為額外租賃款項，並計入使用權資產的成本內。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable; and
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債

於租賃開始日期，本集團按該日未付的租賃款項現值確認及計量租賃負債。於計算租賃款項現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量借款利率計算。

租賃款項包括：

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠；及
- 在本集團合理確定會行使購買權的情況下，該購買權的行使價。

於開始日期後，租賃負債經應計利息及租賃款項調整。

每當租期有變或有關行使購買權的評估有變，本集團即重新計量租賃負債(並就有關使用權資產作相應調整)，於此情況下，相關租賃負債透過使用於重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表內將租賃負債呈列為獨立項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use assets.

Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the COVID-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

3. 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃修訂

除本集團對Covid-19相關租賃優惠應用權宜辦法外，倘出現以下情況，本集團將租賃修訂入賬列作一項單獨租賃：

- 該項修訂通過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 租賃代價增加的金額相當於範圍擴大相應的單獨價格，以及按照特定合約的實際情況對單獨價格進行任何適當調整。

就並無入賬列作一項單獨租賃的租賃修訂而言，本集團基於經修訂租賃的租期，透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃款項，重新計量租賃負債。

本集團對租賃負債重新計量的記賬方法為對相關使用權資產進行相應調整。

新冠相關租賃優惠

本集團已選擇對新冠疫情直接造成的租賃優惠應用權宜辦法，在符合以下所有條件的情況下不會評估有關變動是否屬於租賃修訂：

- 租賃付款的改動導致租賃經修訂代價大致相等於或低於緊接改動前的租賃代價；
- 任何租賃付款扣減僅對原於二零二一年六月三十日或之前到期的付款構成影響；及
- 該租賃的其他條款及條件並無重大變動。

承租人應用權宜辦法時，對租賃優惠造成租賃付款改動的記賬方法與對應用香港財務報告準則第16號且並非租賃修訂的改動的記賬方法相同。免除或豁免租賃付款記賬為可變租賃付款，透過於事項發生期間於損益確認相應調整，調整相關租賃負債，以反映獲免除或豁免的款項。

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3. Significant Accounting Policies (Continued)

Leases (Continued)

Sale and leaseback transactions

The Group applies the requirements of HKFRS 15 *Revenue from Contracts with Customers* to assess whether sale and leaseback transaction constitutes a sale by the Group.

The Group as a seller-lessee

For a transfer that does not satisfy the requirements as a sale, the Group as a seller-lessee continues to recognise the assets and accounts for the transfer proceeds as borrowings within the scope of HKFRS 9.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. 重大會計政策(續)

租賃(續)

售後租回交易

本集團採用香港財務報告準則第15號*客戶合約收入*的規定，以評估售後租回交易是否構成本集團的銷售。

集團作為賣方承租人

對於不符合銷售要求的轉讓，本集團(作為賣方承租人)繼續確認有關資產，並將轉讓所得款項記賬為香港財務報告準則第9號範圍內的借款。

外幣

編製各集團實體的財務報表時，以非該實體功能貨幣(外幣)進行的交易會按交易日期當日的匯率以相關功能貨幣列賬確認。於報告期末，以外幣計值的貨幣項目均按當日的匯率重新換算。以外幣計值按歷史成本計量之非貨幣項目毋須重新換算。

於結算及重新換算貨幣項目時所產生的匯兌差額，於其產生期間在損益內確認。

借款成本

收購、興建或生產合資格資產(需要大量時間製作以供擬定用途或銷售的資產)應佔的直接借貸成本將會加入該資產的成本，直至該資產大致可作預定用途或銷售。

在相關資產準備用於其預期用途或出售後仍未償還的任何特定借款，計入一般借款池，以計算一般借款的資本化率。在特定借款用於符合條件的資產的支出之前，將其暫時投資所賺取的投資收入從符合資本化條件的借款費用中扣除。

所有其他借貸成本均於產生期間於損益內確認。

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3. Significant Accounting Policies (Continued)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivables as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

Retirement benefit costs

Payments to state-managed retirement benefit schemes/the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries) after deducting any amount already paid.

Taxation

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

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

3. 重大會計政策(續)

政府補貼

當可合理保證本集團符合附帶條件且會收到補貼時，方確認政府補貼。

政府補貼乃於有關補貼擬補償的相關成本獲本集團確認為開支的期間有系統地確認於損益。具體而言，以本集團購買、建造或以其他方式獲得非流動資產為主要條件的政府補貼，於綜合財務狀況表確認為遞延收入，並按相關資產的可使用年期有系統及合理地轉撥至損益。

與應收收入相關的政府補助是作為已產生的開支或虧損補償，或旨在給予本集團即時的財務支援而發放，並無未來相關成本，且在應收期間於損益中確認。該等補貼呈列為「其他收入」。

退休福利成本

國家管理退休福利計劃／強制性公積金計劃的付款在僱員提供可獲取該等供款的服務時確認為開支。

短期僱員福利

短期僱員福利於僱員提供服務時就預計將支付福利的未貼現金額確認。所有短期僱員福利確認為開支，除非另一項香港財務報告準則要求或允許將有關福利納入資產成本，則作別論。

在扣除已經支付的任何金額後，對僱員應計福利(例如工資及薪金、年假及病假)確認負債。

稅項

所得稅開支指即期應付稅項及遞延稅項的總額。

即期應繳稅項乃按年內應課稅溢利計算。由於於其他年度課稅或可扣稅之收入或開支及永久毋須課稅或不可扣減之項目，故應課稅溢利有別於綜合損益及其他全面收益表內呈報之除稅前溢利。本集團之即期稅項負債乃按現行稅率或報告期末時實際確立之稅率計算。

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綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Taxation (Continued)

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

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

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

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

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

3. 重大會計政策(續)

稅項(續)

遞延稅項為就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基的暫時差額。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產一般乃於可能出現應課稅溢利對銷可用的可扣稅暫時差額時確認。倘若暫時差額由商譽或不影響應課稅溢利及會計溢利的交易中首次確認(業務合併除外)的其他資產及負債所產生，則不會確認該等資產及負債。此外，若暫時差額是源自商譽之首次確認，則不確認遞延稅項負債。

與附屬公司的投資相關的應課稅暫時差額確認為遞延稅項負債，惟若本集團可控制暫時差額的回撥而暫時差額於可見將來應不會回撥的情況除外。與該等投資及權益相關的可扣稅暫時差額所產生的遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額的益處且預計於可見將來可以回撥時確認。

遞延稅項資產的賬面值於報告期末作檢討，並撇減至不再可能有足夠應課稅溢利可供收回全部或部分資產時為限。

遞延稅項資產及負債乃按預期於負債獲償還或資產獲變現期間適用的稅率(以報告期末已生效或實質上已生效的稅率(及稅法)為基準)計算。

遞延稅項負債及資產的計算反映本集團於報告期末所預期對收回或償還其資產及負債的賬面值的方式所產生的稅務結果。

就本集團確認使用權資產及相關租賃負債之租賃交易計量遞延稅項而言，本集團首先釐定稅項扣減是否歸屬於使用權資產或租賃負債。

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3. Significant Accounting Policies (Continued)

Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

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 the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

3. 重大會計政策(續)

稅項(續)

就稅項扣減歸屬於租賃負債的租賃交易而言，本集團就整體租賃交易應用香港會計準則第12號。與使用權資產及租賃負債相關的暫時差額按淨額評估。使用權資產折舊超出租賃負債租賃部分的租賃付款主要部分導致產生可扣減暫時差額淨額。

倘有法定權利可將本期稅項資產與本期稅項負債互抵且彼等為同一稅務當局向同一課稅實體所徵收之所得稅，則將遞延稅項資產與負債互抵。

當期及遞延稅項於損益中確認。倘業務合併的初步會計處理引起當期或遞延稅項，則於業務合併的會計處理計及有關稅務影響。

於評估任何不確定稅項處理時，本集團考慮有關稅務當局是否可能接納個別集團實體申報所得稅時使用或擬使用的不確定稅項處理。倘可能性高，則與申報所得稅一致的稅項處理釐定當期及遞延稅項。倘有關稅務當局不太可能接納不確定稅務處理，則透過採用最大可能金額或預期值反映每項不確定性之影響。

物業、廠房及設備

物業、廠房及設備(包括持有作用於生產或供應貨品或服務或作行政用途的樓宇，不包括下文所述在建工程)按成本減其後累計折舊及其後減值虧損(如有)記賬。

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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

Property, plant and equipment (Continued)

Buildings and machinery in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management, including costs of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Sale proceeds of items that are produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management (such as samples produced when testing whether the asset is functioning properly), and the related costs of producing those items are recognised in the profit or loss. The cost of those items are measured in accordance with the measurement requirements of HKAS 2. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

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

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

3. 重大會計政策(續)

物業、廠房及設備(續)

供生產、供應或行政用途的在建工程按成本減去任何已確認的減值虧損列賬。成本包括任何直接歸屬將有關資產達到必要地點及狀態可按管理層擬定方式營運的成本，包括測試相關資產是否正常運作的成本，及(就合資格資產而言)根據本集團之會計政策資本化的借貸成本。當將一項物業、機器及設備移至必要的位置及狀況使其能夠以管理層預期的方式運行而生產的物品(例如當測試資產是否可正常運行時所生產的樣本)的銷售所得款項，以及生產該等物品的相關成本，乃於損益中確認。此等項目的成本乃根掬香港會計準則第2號的計量規定計量。此等資產的折舊基準與其他物業資產相同，乃於資產可供用於擬定用途時開始計提。

倘本集團為包含租賃土地及樓宇成分的物業擁有權益作出付款，整筆代價按初步確認的相對公允值比例分配至租賃土地與樓宇成分。在可以可靠地分配有關付款的情況下，租賃土地的權益於綜合財務狀況表呈列為「使用權資產」。如不能可靠地將代價分配至非租賃樓宇成分與相關租賃土地不可分割權益，則將整項物業分類為物業、廠房及設備。

物業、廠房及設備項目(在建工程除外)的折舊乃以直線法確認，以撇銷其估計可使用年期內的成本減剩餘價值。估計使用年期及折舊方法乃於各報告期末檢討，估計變動的影響按預先計提的基準入賬。

物業、廠房及設備項目乃於出售後或預期繼續使用該資產不會產生未來經濟利益時終止確認。出售或廢棄物業、廠房及設備項目產生的任何收益或虧損按出售所得款項與資產賬面值間的差額計算，並於損益內確認。

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3. Significant Accounting Policies (Continued)

Intangible assets

Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred. Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any).

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

3. 重大會計政策(續)

無形資產

內部產生無形資產－研發開支

研究活動的開支於其產生期間確認為開支。

僅在出現所有下列情況下，來自開發活動(或來自內部項目開發階段)的內部產生無形資產始予以確認：

- 完成無形資產以使其可供使用或出售的技術可行性；
- 完成無形資產及使用或出售無形資產的意圖；
- 使用或出售無形資產的能力；
- 無形資產如何帶來可能的未來經濟利益；
- 有足夠技術、財務及其他資源以完成開發及使用或出售無形資產；及
- 可靠計量無形資產於開發期間所需開支的能力。

內部產生無形資產的初步確認金額為無形資產於首次符合上述確認準則日期起產生的開支總和。倘並無內部產生無形資產可予確認，開發開支於其產生期間於損益內確認。初步確認後，內部產生無形資產按成本減累計攤銷及累計減值虧損(如有)報告。

無形資產於出售時或預期使用或出售有關資產不會產生未來經濟利益時解除確認。任何因解除確認無形資產而產生的收益及虧損將獲計算為出售所得款項淨額與資產賬面值之間的差額，並於有關資產獲解除確認時於損益內確認。

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3. Significant Accounting Policies (Continued)

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

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

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

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

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

3. 重大會計政策(續)

物業、廠房及機器、使用權資產及無形資產減值

於報告期末，本集團會檢討其物業、廠房及機器、使用權資產及可使用年期有限的無形資產之賬面值，以確定是否有任何跡象顯示該等資產已出現減值虧損。倘有任何該等跡象，則估計有關資產的可收回款額，以確定減值虧損(如有)的程度。

物業、廠房及機器、使用權資產及無形資產的可收回金額會個別估計。倘不能個別估計資產的可收回金額，則本集團會估計其資產所屬現金產生單位的可收回金額。

於測試減值的現金產生單位時，當可確立一個合理及一致的分配基準時，分配企業資產至相關現金產生單位，或分配至最小現金產生單位組別直至能確立一個合理及一致的分配基準。可收回金額按企業資產所屬現金產生單位或現金產生單位組別釐定可收回金額，並與相關現金產生單位或現金產生單位組別的賬面值進行比較。

可收回金額為公允值減去銷售成本及使用價值兩者中的較高者。於評估使用價值時，估計未來現金流量乃以稅前貼現率貼現至現值，該貼現率能反映當前市場所評估的貨幣時間值及資產特定風險(就此而言，未來現金流量估計尚未作出調整)。

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綜合財務報表附註

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截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

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

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

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

3. 重大會計政策(續)

物業、廠房及機器、使用權資產及無形資產減值(續)

倘估計資產(或現金產生單位)之可收回金額將少於其賬面值,則資產(或現金產生單位)之賬面值將調減至其可收回金額。就不能按合理及一致的分配基準分配至現金產生單位的企業資產或部份企業資產而言,本集團將一組現金產生單位(包括分配至該組現金產生單位的企業資產或部份企業資產的賬面值)的賬面值與該組現金產生單位的可收回金額進行比較。於分配減值虧損時,首先分配減值虧損以減少任何商譽的賬面值(如適用),然後按比例根據該單位各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公允價值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。已另行分配至資產之減值虧損數額按比例分配至該單位其他資產。減值虧損在損益內即時確認。

倘減值虧損其後撥回,則增加資產的賬面值(或現金產生單位)至其可收回數額的修訂後估計金額,惟增加後的賬面值不能超過倘於過往年度並無確認該資產(或現金產生單位)的減值虧損而應確定的賬面值。減值虧損的撥回即時確認為收入。

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綜合財務報表附註

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3. Significant Accounting Policies (Continued)

Bank balances and cash

Bank balances and cash presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

Bank balances for which use by the Group is subject to third party contractual restrictions are included as part of cash unless the restrictions result in a bank balance no longer meeting the definition of cash. Contractual restrictions affecting use of bank balances are disclosed in note 24.

Inventories

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

3. 重大會計政策(續)

銀行結餘及現金

於綜合財務狀況表呈列的銀行結餘及現金包括：

- (a) 現金，包括手頭現金及活期存款；及
- (b) 現金等價物，包括短期(一般原到期日為三個月或以內)，隨時可轉換為已知金額現金且價值變動風險不大的高流動投資。現金等價物乃為應付短期現金承擔而持有，而非用作投資或其他用途。

本集團使用受第三方合約限制的銀行結餘計為現金的一部分，除非該限制導致銀行結餘不再符合定義。影響動用銀行結餘的合約限制於附註24中披露。

存貨

存貨乃按成本與可變現淨值之間較低者列賬。存貨成本以加權平均法釐定。可變現淨值則指存貨的估計售價減去所有估計完工成本及成功出售所需的成本。成功出售所需的成本包括直接歸屬出售之增量成本以及本集團成功出售必須承擔之非增量成本。

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3. Significant Accounting Policies (Continued)

Share-based payments

Equity-settled share-based payment transactions

Shares granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve. For shares that vest immediately at the date of grant, the fair value of the shares granted is expensed immediately to profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities other than financial liabilities at fair value through profit or loss ("FVTPL") are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

3. 重大會計政策(續)

股份為基礎的付款

以權益結算的股份為基礎付款交易

向員工授出股票

向員工及其他提供類似服務的以權益結算的股份為基礎付款按授予日期的權益工具公允值計量。

於授予日期釐定以權益結算的股份為基礎付款的公允值(不計及所有非市場的歸屬條件)根據本集團對最終歸屬的權益工具的估計於歸屬期間以直線法支銷,並相應增加權益(股份為基礎付款儲備)。於各報告期末,本集團根據所有相關非市場的歸屬條件的評估修訂預期歸屬的權益工具數目的估計。修訂原先估計之影響(如有)於損益中確認,以使累計開支反映經修訂估計,並對股份為基礎付款儲備作相應調整。對於在授予日期即時歸屬的股票,所授出股票的公允值即時於損益支銷。

金融工具

金融資產及金融負債於集團實體成為該工具合約條文的訂約方時確認。所有按常規買賣的金融資產按交易日期基準確認及解除確認。按常規買賣指要求在市場規定或慣例所定時限內交付資產的金融資產買賣。

金融資產及金融負債初步按公允值計量,惟客戶合約產生的貿易應收款項根據香港財務報告準則第15號進行初步計量除外。收購或發行金融資產及金融負債(按公允值計入損益(「按公允值計入損益」)之金融負債除外)直接應佔的交易成本,於初步確認時計入金融資產或金融負債的公允值或自金融資產或金融負債的公允值中扣除(視乎適用者)。收購按公允值計入損益之金融資產或金融負債直接應佔的交易成本即時於損益確認。

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3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost as measured at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch.

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

3. 重大會計政策(續)

金融工具(續)

實際利率法為計算於相關期間內金融資產或金融負債的攤銷成本以及分配利息收入及利息開支的方法。實際利率為將估計未來現金收入及支出(包括構成整體實際利率的所有已付或已收費用及利率差價、交易成本及其他溢價或折讓)按金融資產或金融負債的預期年期或較短期間(視乎適用者)準確貼現至初步確認賬面淨值的利率。

金融資產

金融資產的分類及其後計量

金融資產當符合至以下情況時則其後以攤銷成本計量：

- 金融資產以收取合約現金流量為目的之業務模式持有；及
- 合約條款導致於特定日期僅按未清償本金金額支付本金及利息之現金流量。

此外，倘可對銷或顯著減少會計錯配，本集團可不可撤銷地指定須按攤銷成本計量的金融資產為以按公允值計入損益計量。

攤銷成本及利息收入

其後按攤銷成本計量的金融資產的利息收入按實際利率法確認。利息收入乃對金融資產賬面總值應用實際利率法計算，除非該金融資產其後出現信貸減值(見下文)。就其後出現信貸減值的金融資產，利息收入乃自下一報告期間對該金融資產之攤銷成本應用實際利率法確認。若出現信貸減值的金融工具之信貸風險有所改善而不再出現信貸減值，則利息收入乃自釐定該資產不再出現信貸減值之報告期間開始對該金融資產賬面總值採用實際利率法確認。

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3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, pledged bank deposits and bank balances) and contract assets which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for contract assets and trade receivables. Trade receivables are categorised into receivables fully backed by bank bills and not backed by bank bills. The ECL on contract assets and trade receivables not backed by bank bills is assessed individually for debtors and contract assets with significant balances or credit-impaired and/or collectively using a provision matrix with appropriate groupings based primarily on the debtors’ ageing profiles. The ECL for debtors with trade receivables backed by bank bills is assessed individually taking into consideration of credit rating and reputation of the banks issuing the bills.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

- (i) Significant increase in credit risk
- In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

根據香港財務報告準則第9號須進行減值評估的金融資產及合約資產的減值

本集團對根據香港財務報告準則第9號須進行減值評估的金融資產(包括貿易應收款項及其他應收款項、已抵押銀行存款及銀行結餘)及合約資產的減值按預期信貸虧損(「預期信貸虧損」)模型進行減值評估，並於每個報告日期更新預期信貸虧損金額，以反映自初步確認以來信貸風險的變動。

全期預期信貸虧損指有關工具可使用年期內所有可能發生的違約事件所導致的預期信貸虧損，而12個月預期信貸虧損(「12個月預期信貸虧損」)則指全期預期信貸虧損當中，於報告日期後12個月內可能發生的違約事件預期導致的部分。評估工作乃根據本集團過往信貸虧損記錄，並就債務人的特定因素、整體經濟情況以及對報告日期當前情況和未來情況預測的評估等因素予以調整。

本集團無論何時皆對合約資產及貿易應收款項確認全期預期信貸虧損。貿易應收款項分類為全面以銀行票據為後盾的貿易應收款項及無銀行票據為後盾的貿易應收款項。就合約資產及無銀行票據為後盾的貿易應收款項而言，對於具有大額結餘或出現信貸減值的賬款及合約資產，預期信貸虧損會以單獨形式及/或使用主要基於債務人賬齡資料的適當分組的撥備矩陣的集體形式進行評估。就以銀行票據為後盾的貿易應收款項的貿易應收款項而言，賬款的預期信貸虧損會以單獨形式並計及信貸評級及出票銀行的聲譽進行評估。

就所有其他工具而言，本集團以相等於12個月預期信貸虧損計量虧損撥備，除非自初步確認以來信貸風險顯著增加，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃基於自初步確認以來發生違約的可能性或風險是否顯著增加。

- (i) 信貸風險顯著增加
- 於評估自初步確認以來信貸風險是否顯著增加時，本集團將於報告日期金融工具發生違約之風險與於初步確認日期金融工具發生違約之風險作比較。進行評估時，本集團同時考慮合理及有理據的定性及定量資料，包括過往經驗及毋須花費不必要成本或費力而可取得的前瞻性資料。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

根據香港財務報告準則第9號須進行減值評估的金融資產及合約資產的減值(續)

(i) 信貸風險顯著增加(續)

具體而言，以下為評估信貸風險是否顯著增加所考慮的資料：

- 金融工具之外部(如有)或內部信貸評級實質上或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如信用利差、債務人信用違約掉期價格顯著增加；
- 現行或預測業務的不利逆轉，財政或經濟狀況預期會導致債務人顯著減低其履行債務責任的能力；
- 債務人經營業績實質上或預期顯著惡化；
- 債務人於法規、經濟、或技術環境實質或預期的重大不利逆轉導致債務人顯著減低其履行債務責任的能力。

無論上述評估之結果如何，當合約付款逾期超過30天，本集團即假定信貸風險自初步確認以來顯著增加，除非本集團有合理及有理據的資料另作證明。

本集團定期監察用作識別是否出現信貸風險顯著增加的標準之效益，並於適當時候修訂標準，以確保該標準於金額逾期前可識別信貸風險出現顯著增加。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9 (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

根據香港財務報告準則第9號須進行減值評估的金融資產及合約資產的減值(續)

(ii) 違約的定義

就內部信貸風險管理而言，當內部編製資料或取得外部資料顯示債務人不太可能全數償付其債權人，包括本集團（不計及本集團持有任何抵押品），則本集團認為已發生違約事件。

無論上文所述情況，當金融資產逾期超過90天，本集團認為已發生違約事件，除非本集團具合理及有理據資料顯示使用滯後違約標準更為合適。

(iii) 金融資產出現信貸減值

金融資產在發生一項或多項對該金融資產的估計未來現金流量造成不利影響的違約事件的情況下為出現信貸減值。金融資產出現信貸減值的證據包括對於以下事件的可觀察數據：

- (a) 發行人或借款人存在嚴重財政困難；
- (b) 違反合約，例如拖欠或過期事件；
- (c) 借款人之貸款人因有關借款人財政困難的經濟或合約原因而給予借款人貸款人一般不會考慮的讓步；或
- (d) 借款人有可能面臨破產或其他財務重組。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets subject to impairment assessment under HKFRS 9 (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward-looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, other receivables and contract assets where the corresponding adjustment is recognised through a loss allowance account.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

根據香港財務報告準則第9號須進行減值評估的金融資產及合約資產的減值(續)

(iv) 撇銷政策

當有資料顯示對手方存在嚴重財政困難及並無實際把握收回款項，例如，當對手方已進行清盤或已進入破產程序，或(如屬貿易應收款項)當金額乃逾期超過兩年(視乎較早發生者)，則本集團將該金融資產撇銷。本集團仍會根據回收程序對已撇銷的金融資產採取行動，並在適用情況下考慮法律建議。撇銷構成解除確認項目，任何其後收回款項於損益確認。

(v) 計量及確認預期信貸虧損

計量預期信貸虧損為違約概率、假設違約的損失(即發生違約的情況下所蒙受損失規模)與所面臨違約風險的函數。違約概率和假設違約的損失的評估乃基於過往數據並按前瞻性資料作調整。預期信貸虧損的估計反映不偏倚及概率加權金額(以相關違約風險作權重)。本集團採用權宜辦法，使用撥備矩陣估計預期信貸虧損，並計及過往信貸虧損記錄及按毋須花費不必要成本或費力而可取得的前瞻性資料作調整。

一般而言，預期信貸虧損為根據合約所有欠付本集團合約現金流量與本集團於初步確認時預期收到，按實際利率貼現的現金流量之間的差額。

利息收入按金融資產賬面總值計算，惟已出現信貸減值的金融資產則除外，在此情況下，利息收入按金融資產之攤銷成本計算。

本集團就所有金融工具經調整其賬面值於損益賬確認減值收益或虧損，惟貿易應收款項、其他應收款項及合約資產則除外，其相關調整乃通過虧損撥備賬確認。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is contingent consideration of an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, consideration payables, amounts due to directors and bank and other borrowings are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

解除確認金融資產

倘從資產收取現金流量之合約權利已屆滿，或本集團轉讓金融資產及已將其於資產擁有權之絕大部分風險及回報轉移予另一實體，本集團方會解除確認金融資產。倘本集團既無轉移亦無保留擁有權之絕大部分風險及回報及繼續控制已轉移資產，則本集團確認其於資產留存權益及就或須支付金額確認相關負債。倘本集團保留已轉移資產擁有權之絕大部分風險及回報，則本集團繼續確認該金融資產並就已收取款項確認抵押借貸。

於解除確認以攤銷成本計量的金融資產時，資產賬面值與已收及應收代價之差額於損益確認。

金融負債及權益工具

分類為債務或權益

集團旗下實體所發行債務及權益工具，按所訂立之合約安排性質及金融負債及權益工具之定義分類為金融負債或權益。

權益工具

權益工具為實體扣除所有負債後證明於該實體資產中持有剩餘權益之任何合約。本公司發行的權益工具按收取所得款項減直接發行成本確認。

金融負債

所有金融負債其後以實際利率法按攤銷成本計量，或按公允值計入損益計量。

按公允值計入損益的金融負債

倘金融負債為香港財務報告準則第3號適用之業務合併中，收購方的或然代價，則分類為按公允值計入損益。

按攤銷成本計量的金融負債

金融負債(包括貿易及其他應付款項、應付代價款項、應付董事款項及銀行及其他借款)其後以實際利率法按攤銷成本計量。

解除確認金融負債

當且僅當本集團的責任告解除、註銷或屆滿時，本集團方會解除確認金融負債。獲解除確認之金融負債賬面值與已付及應付代價之間的差額於損益中確認。

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綜合財務報表附註

For the year ended 31 December 2022
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4. Critical Accounting Judgement and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgement in applying accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the directors of the Company has made in the process of applying the Group's accounting policies and that has the most significant effect on the amounts recognised in the consolidated financial statements.

Sale and leaseback transactions – seller-lessee

The Group has entered into sale and leaseback arrangements in relation to machinery leases with financial institutions. The Group applied the requirements of HKFRS 15 to assess whether sale and leaseback transaction constitutes a sale by the Group. When the Group enters into sale and leaseback agreements, the legal title of the machinery is transferred to the financial institution, while the machinery remain in the factories of the Group. The management considered that the control of these machinery have not been transferred to the financial institutions and these legal transfers do not satisfy the requirements of HKFRS 15 to be accounted for as a sale of the machinery. Thus, the Group as a seller-lessee continues to recognise the assets and accounts for the transfer proceeds as borrowings within the scope of HKFRS 9. During the year ended 31 December 2022, the Group has raised RMB67,600,000 (2021: RMB91,792,000) borrowings in respect of such sale and leaseback arrangements. The information about the sale and leaseback transactions are disclosed in notes 18 and 27, respectively.

4. 關鍵會計判斷及估計不明朗因素的主要來源

於應用附註3所述的本集團會計政策時，本公司董事須對無法隨時從其他渠道確認的資產及負債賬面值作出多項判斷、估計及假設。該等估計及相關假設乃基於過往經驗及其他視作相關的因素作出。實際結果或會有別於該等估計。

本公司會持續檢討該等估計及相關假設。倘就會計估計的修訂只影響修訂估計的期間，則有關修訂會在該期間確認；倘有關修訂影響本期及未來期間，則有關修訂均會在修訂期間及未來期間確認。

應用會計政策所行使關鍵判斷

以下為本公司董事於應用本集團會計政策時所行使關鍵判斷(涉及估計者除外，請參閱下文)，其對綜合財務報表中所確認金額構成最大影響。

售後租回交易 – 賣方承租人

本集團已就機械租賃與金融機構訂立售後租回安排。本集團採用香港財務報告準則第15號的規定，以評估售後租回交易是否構成本集團的銷售。本集團於訂立售後租回協議時，將有關機械之法定所有權轉讓予有關金融機構，而該等機械則留於本集團工廠。管理層認為，該等機械之控制權並無轉讓予該等金融機構，而該等法定轉讓則不符合香港財務報告準則第15號的規定以出售該等機械記賬。因此，本集團作為賣方承租人繼續確認有關資產，並將轉讓所得款項記賬為香港財務報告準則第9號範圍內的借款。於截至二零二二年十二月三十一日止年度，本集團已就該等售後租回安排籌集人民幣67,600,000元的借款(二零二一年：人民幣91,792,000元)。有關售後租回交易的資料分別披露於附註18及附註27。

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4. Critical Accounting Judgement and Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty

The following are 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.

Impairment assessment of ECL for trade receivables not backed by bank bills and contract assets

The ECL on trade receivables not backed by bank bills and contract assets is assessed individually for debtors and contract assets with significant balances or credit-impaired and/or collectively using a provision matrix with appropriate groupings based primarily on the debtors' ageing profiles.

The provision rates applied in the provision matrix are estimated based on the historical observed default rates of the debtors taking into consideration forward-looking information that is reasonable, supportable and available without undue costs or effort. At the end of each reporting period, the historical observed default rates are reassessed and updated if required after considering the forward-looking information that is available to the directors of the Company. The contract assets relate to unbilled work in progress have substantially the same risk characteristics as the trade receivables not backed by bank bills for the same types of contracts. The Group has therefore estimated the expected loss rates for the trade receivables not backed by bank bills and the contract assets on the same basis.

The allowance for credit losses is sensitive to changes in estimates. Due to eased financial uncertainty triggered by the COVID-19 pandemic, the Group has decreased the expected loss rates in the current year as the moderated pandemic could lead to decreased credit default rates. The carrying amounts of trade receivables not backed by bank bills and contract assets are RMB590,001,000 (2021: RMB783,053,000) (net of allowance for credit losses of RMB5,476,000 (2021: RMB7,312,000) and RMB9,377,000 (2021: RMB15,550,000) (net of allowance for credit losses of nil (2021: nil) respectively. The information about the ECL and the Group's trade receivables not backed by bank bills and contract assets are disclosed in note 39.

4. 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源

以下為於報告期末所作出有關未來的主要假設及其他估計不明朗因素的主要來源，其具有相當風險，可能導致須於下個財政年度就資產及負債的賬面值作出重大調整。

無銀行票據為後盾的貿易應收款項及合約資產的預期信貸虧損減值評估

就無銀行票據為後盾的貿易應收款項及合約資產而言，對於具有大額結餘或出現信貸減值的賬款及合約資產，預期信貸虧損會以單獨形式及／或使用主要基於債務人賬齡資料的適當分組的撥備矩陣的集體形式進行評估。

就無銀行票據為後盾的貿易應收款項及合約資產而言，對於具有大額結餘或出現信貸減值的賬款及合約資產，預期信貸虧損會以單獨形式及／或使用主要基於債務人賬齡資料的適當分組的撥備矩陣的集體形式進行評估。於各報告期末，本公司董事會在考慮可獲取的前瞻性資料後，重新評估及在必要情況下更新過往所觀察違約率。合約資產與未開單的半成品有關，並且與相同類型合約的無銀行票據為後盾的貿易應收款項具有大致相同的風險特徵。因此，本集團按同一基準估計無銀行票據為後盾的貿易應收款項及合約資產的預期損失率。

信貸虧損撥備對估計的變化相當敏感。由於新冠疫情引發較大財務不明朗因素，而疫情持續或會招致較高的信用違約率上升風險，因此本集團已提高本年度的預期損失率。無銀行票據為後盾的貿易應收款項及合約資產的賬面值分別為人民幣590,001,000元(二零二一年：人民幣783,053,000元)(扣除信貸虧損撥備人民幣5,476,000元(二零二一年：人民幣7,312,000元))及人民幣9,377,000元(二零二一年：人民幣15,550,000元)(扣除信貸虧損撥備零(二零二一年：零))。有關預期信貸虧損及本集團無銀行票據為後盾的貿易應收款項及合約資產的資料披露於附註39。

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For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

4. Critical Accounting Judgement and Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty (Continued)

Deferred tax asset

As at 31 December 2022, a deferred tax asset of RMB335,000 (2021: RMB11,223,000) in relation to unused tax losses and deductible temporary difference for certain operating subsidiaries has been recognised in the consolidated statement of financial position. No deferred tax asset has been recognised on the tax losses of RMB 314,732,000 due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future, which is a key source of estimation uncertainty especially the uncertainty on how the volatility or disruptions in energy, financial, foreign currency or commodity markets may progress and evolve. In cases where the actual future taxable profits generated are less or more than expected, or change in facts and circumstances which result in revision of future taxable profits estimation, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or further recognition takes place.

4. 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

遞延稅項資產

於二零二二年十二月三十一日，有關未動用稅項虧損及若干附屬公司可抵扣暫時性差異的遞延稅項資產人民幣335,000元(二零二一年：人民幣11,223,000元)已於綜合財務狀況表中確認。由於未能確定會否產生未來溢利，本集團並未就未動用稅項虧損人民幣314,732,000元確認遞延稅項資產。遞延稅項資產的實現主要依靠是否有足夠未來溢利或未來存在的臨時稅務差異，此為估計不確定性的主要來源，尤其是能源、金融、外匯或商品市場的波動或中斷可能如何發展和演變的不確定性。倘若產生的實際未來應課稅溢利低於或超過預期，或事實和情況的變化導致未來應課稅溢利估計的修訂，可能產生遞延稅項資產的重大回撥或進一步確認，並於回撥或確認的期間於損益進一步確認。

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5. Revenue

(a) Disaggregation of revenue from contracts with customers

For the year ended 31 December 2022

Types of goods or service	貨品或服務類別	Packaging paper 包裝紙 RMB'000 人民幣千元	Paper-based packaging 紙製包裝 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Sales of packaging paper products	銷售包裝紙產品			
Corrugated medium paper AA grade	AA級瓦楞芯紙	1,787,161	–	1,787,161
Corrugated medium paper C grade	C級瓦楞芯紙	126	–	126
Craft paper	牛卡紙	493,962	–	493,962
		2,281,249	–	2,281,249
Sales of paper-based packaging products	銷售紙製包裝產品			
Craft box	牛卡印紙箱	–	572,383	572,383
Honeycomb paper	蜂窩紙製品	–	66,257	66,257
Color printing box	彩印紙箱	–	91,559	91,559
Color box packaging	彩盒包裝	–	2,509	2,509
		–	732,708	732,708
Total	總計	2,281,249	732,708	3,013,957
Timing of revenue recognition	確認收入的時間			
A point in time	某一時間點	2,281,249	–	2,281,249
Over time	隨時間確認	–	732,708	732,708
		2,281,249	732,708	3,013,957

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

下表列載來自客戶合約的收入與分部資料所披露金額的對賬。

	Segment revenue 分部收入 RMB'000 人民幣千元	Elimination 抵銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Sales of packaging paper products	2,400,368	(119,119)	2,281,249
Sales of paper-based packaging products	732,708	–	732,708
Revenue from contracts with customers	3,133,076	(119,119)	3,013,957

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For the year ended 31 December 2022
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5. Revenue (Continued)

(a) Disaggregation of revenue from contracts with customers (Continued)

For the year ended 31 December 2021

		Packaging paper 包裝紙 RMB'000 人民幣千元	Paper-based packaging 紙製包裝 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Types of goods or service	貨品或服務類別			
Sales of packaging paper products	銷售包裝紙產品			
Corrugated medium paper AA grade	AA級瓦楞芯紙	2,455,576	–	2,455,576
Corrugated medium paper C grade	C級瓦楞芯紙	1,013	–	1,013
Craft paper	牛卡紙	176,814	–	176,814
		2,633,403	–	2,633,403
Sales of paper-based packaging products	銷售紙製包裝產品			
Craft box	牛卡印紙箱	–	629,385	629,385
Honeycomb paper	蜂窩紙製品	–	149,526	149,526
Color printing box	彩色紙箱	–	145,695	145,695
		–	924,606	924,606
Total	總計	2,633,403	924,606	3,558,009
Timing of revenue recognition	確認收入的時間			
A point in time	某一時間點	2,633,403	–	2,633,403
Over time	隨時間確認	–	924,606	924,606
		2,633,403	924,606	3,558,009

Set out below is the reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

下表列載來自客戶合約的收入與分部資料所披露金額的對賬。

		Segment revenue 分部收入 RMB'000 人民幣千元	Elimination 抵銷 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Sales of packaging paper products	銷售包裝紙產品	2,944,245	(310,842)	2,633,403
Sales of paper-based packaging products	銷售紙製包裝產品	924,606	–	924,606
Revenue from contracts with customers	來自客戶合約的收入	3,868,851	(310,842)	3,558,009

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截至二零二二年十二月三十一日止年度

5. Revenue (Continued)

(b) Performance obligations for contracts with customers

(1) Sales of packaging paper products (revenue recognised at a point in time)

For sales of packaging paper products, revenue is recognised when control of goods has transferred, being when the goods have been shipped to the customer's specific location. The normal credit term is 30-120 days.

The Group requires certain customers to provide deposits. When the Group receives a deposit before delivery of goods, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the specific contract exceeds the amount of the deposit.

(2) Sales of paper-based packaging products (revenue recognised over time)

The Group's contracts with customers for the manufacture and sales of paper-based packaging products are tailor-made based on customers' specification with no alternative use to the Group. Taking into account the contract terms, the legal and regulatory environment in the PRC, the contracts provide the Group an enforceable right to payment for performance completed to date and revenue is recognised over time based on the stage of completion of the contract using input method. The normal credit term is 30-120 days.

Please refer to note 23 for details on recognition of contract assets.

(c) Transaction price allocated to the remaining performance obligation for contracts with customers

The performance obligation under the contracts for the sales of packaging paper and paper-based packaging products has original expected duration of less than one year and as permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

5. 收入(續)

(b) 客戶合約的履約責任

(1) 銷售包裝紙產品(於某一時間點確認收入)

就銷售包裝紙產品而言，收入於轉讓貨品控制權時(即於貨品已運至客戶指定地點)確認。信用期一般介乎30至120天。

本集團要求若干客戶提供訂金。在本集團於交付貨品前收取訂金的情況下將會於合約開始時產生合約負債，直至具體合約所確認收入超出訂金金額。

(2) 銷售紙製包裝產品(隨時間確認收入)

本集團與客戶訂立的紙製包裝產品製造及銷售合約乃根據客戶的規格個人化定製，本集團無其他用途。考慮到合約條款、中國的法律及監管環境，部分合約規定本集團享有法定權利就迄今已履約者索款，有關收入根據合約完成階段按輸入法隨時間確認。信用期一般介乎30至120天。

有關確認合約資產的詳情，請參閱附註23。

(c) 分配至客戶合約餘下履約責任的交易價格

銷售包裝紙產品及紙製包裝產品的合約項下履約責任的原定預期年期為一年以下，根據香港財務報告準則第15號所允許，分配至該等未履約合約的交易價格不予披露。

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6. Segment Information

The Group is principally engaged in manufacture and sales of packaging paper and paper-based packaging products.

The Group is organised into business units based on their products, based on which information is prepared and reported to the Group's chief operating decision maker (i.e. the executive directors of the Company) for the purposes of resource allocation and assessment of performance. The Group's reportable segments under HKFRS 8 *Operating Segments* are identified as two main operations:

1. Packaging paper: this segment produces and sells corrugated medium paper and craft paper.
2. Paper-based packaging products: this segment produces and sells craft cartons, color-printed cartons, honeycomb paper products and color box packaging.

During the year, the Group has changed the name of the reportable segment – Corrugated medium paper to Packaging paper to better reflect the various product types in the segment.

(a) Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segment.

For the year ended 31 December 2022

		Packaging paper 包裝紙 RMB'000 人民幣千元	Paper-based packaging 紙製包裝 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
REVENUE	收入			
External sales	外部銷售	2,281,249	732,708	3,013,957
Inter-segment sales	分部間銷售	119,119	-	119,119
Segment revenue	分部收入	2,400,368	732,708	3,133,076
Eliminations	對銷			(119,119)
Group revenue	集團收入			3,013,957
Segment profit	分部溢利	76,176	10,305	86,481
Unallocated other income	未分配其他收入			2,219
Unallocated corporate expenses	未分配企業開支			(11,833)
Profit before tax	除稅前溢利			76,867

6. 分部資料

本集團主要從事製造及銷售包裝紙及紙製包裝產品。

本集團按其產品劃分業務單位，並編製業務單位的資料，呈報本集團主要營運決策者（即本公司執行董事），以作資源分配及表現評估用途。本集團根據香港財務報告準則第8號營運分部識別的需呈報分部主要分為兩類：

1. 包裝紙：此分部生產及銷售瓦楞芯紙及牛卡紙。
2. 紙製包裝產品：此分部生產及銷售牛卡紙箱、彩印紙箱、蜂窩紙製品和彩盒包裝。

年內，本集團已更改可呈報分部的名稱—瓦楞芯紙改為包裝紙以更能反映此分部的各類產品。

(a) 分部收入及業績

本集團按需呈報及營運分部劃分的收入及業績分析如下。

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截至二零二二年十二月三十一日止年度

6. Segment Information (Continued)

(a) Segment revenue and results (Continued)

Other segment information included in the measurement of segment results:

		Packaging paper 包裝紙 RMB'000 人民幣千元	Paper-based packaging 紙製包裝 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Depreciation on property, plant and equipment	物業、廠房及設備折舊	88,913	20,903	109,816
Depreciation on right-of-use assets	使用權資產折舊	9,571	5,799	15,370
Amortisation of intangible assets	無形資產攤銷	2,313	-	2,313
Total depreciation and amortisation	折舊及攤銷總計	100,797	26,702	127,499
Less: Amount capitalised in inventories	減：已資本化的存貨金額	(57,955)	-	(57,955)
Less: Amount capitalised in intangible assets	減：已資本化的無形資產金額	(538)	-	(538)
		42,304	26,702	69,006
Impairment losses reversed on trade and other receivables	就貿易及其他應收款項確認的減值虧損	(556)	(1,590)	(2,146)

6. 分部資料(續)

(a) 分部收入及業績(續)

計量分部業績所包括其他分部資料：

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截至二零二二年十二月三十一日止年度

6. Segment Information (Continued)

(a) Segment revenue and results (Continued)

For the year ended 31 December 2021

		Packaging paper 包裝紙 RMB'000 人民幣千元	Paper-based packaging 紙製包裝 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
REVENUE	收入			
External sales	外部銷售	2,633,403	924,606	3,558,009
Inter-segment sales	分部間銷售	310,842	–	310,842
Segment revenue	分部收入	2,944,245	924,606	3,868,851
Eliminations	對銷			(310,842)
Group revenue	集團收入			3,558,009
Segment profit	分部溢利	232,566	13,688	246,254
Unallocated other income	未分配其他收入			614
Unallocated corporate expenses	未分配企業開支			(9,552)
Profit before tax	除稅前溢利			237,316

6. 分部資料(續)

(a) 分部收入及業績(續)

截至二零二一年十二月三十一日止年度

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For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

6. Segment Information (Continued)

(a) Segment revenue and results (Continued)

Other segment information included in the measurement of segment results:

		Packaging paper 包裝紙 RMB'000 人民幣千元	Paper-based packaging 紙製包裝 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Depreciation on property, plant and equipment	物業、廠房及設備折舊	75,643	20,462	96,105
Depreciation on right-of-use assets	使用權資產折舊	7,081	13,250	20,331
Amortisation of intangible assets	無形資產攤銷	602	–	602
Total depreciation and amortisation	折舊及攤銷總計	83,326	33,712	117,038
Less: Amount capitalised in inventories	減：已資本化的存貨金額	(58,820)	–	(58,820)
Less: Amount capitalised in intangible assets	減：已資本化的無形資產金額	(105)	–	(105)
		24,401	33,712	58,113
Impairment losses recognised on trade and other receivables	就貿易及其他應收款項確認的減值虧損	482	806	1,288
Impairment losses recognised on property, plant and equipment	就物業、廠房及設備確認的減值虧損	22,229	–	22,229

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment results represented the profit earned by each segment without allocation of corporate income and expenses.

營運分部的會計政策與附註3所述本集團會計政策相同。分部業績指各分部賺取的溢利，並無分配企業收入及開支。

6. 分部資料(續)

(a) 分部收入及業績(續)

計量分部業績所包括其他分部資料：

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6. Segment Information (Continued)

(b) Information about products

The following is an analysis of the Group's revenue from its major products:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Corrugated medium paper AA grade	AA級瓦楞芯紙	1,787,161	2,455,576
Corrugated medium paper C grade	C級瓦楞芯紙	126	1,013
Craft paper	牛卡紙	493,962	176,814
Craft box	牛卡印紙箱	572,383	629,385
Honeycomb paper	蜂窩紙製品	66,257	149,526
Color printing box	彩印紙箱	91,559	145,695
Color box packaging	彩盒包裝	2,509	-
		3,013,957	3,558,009

(c) Geographical information

The Group's operations and customers are all located in the PRC.

(d) Information about major customers

For the years ended 31 December 2022 and 2021, no customer contributed over 10% of the total revenue of the Group for the respective year.

(e) Segment assets and liabilities

Information of the reporting and operating segments of the Group reported to the chief operating decision maker for the purposes of resource allocation and performance assessment does not include any assets and liabilities. Accordingly, no segment assets and liabilities are presented.

6. 分部資料(續)

(b) 有關產品資料

本集團主要產品的收入分析如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Corrugated medium paper AA grade	AA級瓦楞芯紙	1,787,161	2,455,576
Corrugated medium paper C grade	C級瓦楞芯紙	126	1,013
Craft paper	牛卡紙	493,962	176,814
Craft box	牛卡印紙箱	572,383	629,385
Honeycomb paper	蜂窩紙製品	66,257	149,526
Color printing box	彩印紙箱	91,559	145,695
Color box packaging	彩盒包裝	2,509	-
		3,013,957	3,558,009

(c) 地區資料

本集團的業務及客戶均位於中國。

(d) 有關主要客戶的資料

截至二零二二年及二零二一年十二月三十一日止年度，並無任何客戶於相應年度對本集團總收入貢獻10%以上。

(e) 分部資產及負債

向主要營運決策者呈報以作資源分配及表現評估用途的本集團需呈報及營運分部資料並不包括任何資產及負債。因此，並無呈列分部資產及負債。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

7. Other Income

7. 其他收入

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Interest income from bank deposits	銀行存款利息收入	3,616	4,469
Imputed interest income from rental deposits	租賃按金推算利息收入	115	104
Management fee income	管理費收入	74	27
Net income from sales of scrap materials	銷售廢料收入淨額	4,323	2,503
Government grants related to income (note)	與收入相關的政府補貼(附註)	113,771	37,115
Government grants amortised from deferred income (note 34)	計入遞延收入攤銷的政府補貼(附註34)	12,110	4,488
Sundry income	雜項收入	4,328	2,009
Total	總計	138,337	50,715

Note: Government grants received and receivable by the Group's PRC subsidiaries as financial incentives for operation. No conditions are attached to these financial incentives.

附註：本集團的中國附屬公司獲取及應收的政府補貼為業務財政獎勵，該等財政獎勵並無附加任何條件。

8. Impairment Losses under Expected Credit Loss Model, Net of Reversal

8. 根據預期信貸虧損模型計提減值虧損，扣除撥回

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Impairment losses (reversed) recognised on trade and other receivables	已確認(轉回)貿易及其他應收款項減值虧損	(2,146)	1,288

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

9. Other Gains and Losses

9. 其他收益及虧損

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Exchange loss, net	匯兌虧損，淨額	3,526	2,670
Loss on disposals of property, plant and equipment, net	出售物業、廠房及設備虧損，淨額	817	1,377
Impairment losses recognised on property, plant and equipment (note)	就物業、廠房及設備確認的減值虧損(附註)	-	22,229
		4,343	26,276

Note: During the year ended 31 December 2021, certain machinery became idle after the completion of "coal-to-gas" conversion project in two of the subsidiaries in the Group. As a result, impairment losses were recognised in profit or loss.

附註：截至二零二一年十二月三十一日，本集團旗下兩家附屬公司完成「煤改氣」改造項目後，若干機械處於閒置狀態，因此於損益確認減值虧損。

10. Finance Costs

10. 融資成本

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Interest on:	以下項目的利息：		
Bank and other borrowings	銀行及其他借款	51,742	58,017
Lease liabilities	租賃負債	2,138	4,016
Amounts due to directors	應付董事款項	5,470	-
Others	其他	250	798
		59,600	62,831

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

11. Profit before Tax

Profit before tax has been arrived at after charging (crediting):

11. 除稅前溢利

除稅前溢利已扣除(計入)下列各項：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	109,816	96,105
Depreciation of right-of-use assets	使用權資產折舊	15,370	20,331
Amortisation of intangible assets	無形資產攤銷	2,313	602
Total depreciation and amortisation	折舊及攤銷總計	127,499	117,038
Less: Amount capitalised in inventories	減：已資本化的存貨金額	(57,955)	(58,820)
Less: Amount capitalised in intangible assets	減：已資本化的無形資產金額	(538)	(105)
		69,006	58,113
Auditor's remuneration	核數師酬金	1,965	1,950
Cost of inventories recognised as an expense (including write-down of inventories amounting to RMB1,374,000 (2021: RMB262,000))	確認為開支的存貨成本(包括撇減存貨人 民幣1,374,000元(二零二一年：人民幣 262,000元))	2,555,821	2,767,047
Staff costs	員工成本		
– directors' and chief executive's emoluments (note 13)	– 董事及行政總裁酬金(附註13)	5,744	5,504
– salaries and other benefits costs for staff other than directors and chief executive	– 董事及行政總裁以外員工的薪金及 其他福利	253,524	296,020
– retirement benefits schemes contributions for staff other than directors and chief executive	– 董事及行政總裁以外員工的退休福利 計劃供款	22,229	22,053
Total staff costs	員工成本總額	281,497	323,577
Less: Amount capitalised in inventories	減：已資本化的存貨金額	(55,633)	(54,677)
Less: Amount capitalised in intangible assets	減：已資本化的無形資產金額	(1,604)	(258)
		224,260	268,642

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

12. Income Tax Expense

12. 所得稅開支

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
PRC Enterprise Income Tax:	中國企業所得稅：		
Current tax	即期稅項	131	27,271
Overprovision in prior years	過往年度超額撥備	(3,156)	(839)
		(3,025)	26,432
Withholding tax	預提所得稅	3,050	4,614
Deferred tax (note 31)	遞延稅項(附註31)	8,238	(2,008)
		8,263	29,038

No provision for Hong Kong Profits Tax has been made as the Group has no assessable profits for both years.

本集團於兩年年度均無在香港產生應課稅溢利，故並無就香港利得稅作出撥備。

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years. Certain PRC subsidiaries approved as advanced-technology enterprises or enterprises applicable to EIT policies for large-scale development in the Western Region by the relevant government authorities are subject to a preferential tax rate of 15%. During the year, certain PRC subsidiaries approved as "small and low-profit enterprises" by the relevant government authorities are subject to two-tiered preferential tax rates. The first RMB1 million of taxable profit of the qualifying group entities will be taxed at 2.5% (2021: 2.5%) and taxable profit above RMB1 million but less 3 million will be taxed at 5% (2021: 10%).

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司的稅率兩個年度均為25%。若干中國附屬公司獲政府有關當局認定為高新技術企業，可享有優惠稅率15%。於本年度，若干附屬公司政府有關當局認定為「小型微利企業」，可享有兩級制優惠稅率。合資格集團旗下實體首筆人民幣1百萬元的應課稅溢利按2.5%課稅(二零二一年：2.5%)，而超過人民幣1百萬元但少於3百萬元的應課稅溢利則按5%(二零二一年：10%)課稅。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

12. Income Tax Expense (Continued)

The tax expense for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

12. 所得稅開支(續)

本年度稅項開支與綜合損益及其他全面收益表內除稅前溢利的對賬如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Profit before tax	除稅前溢利	76,867	237,316
PRC Enterprise Income Tax at 25%	按25%計提中國企業所得稅	19,217	59,329
Tax effect of income tax credit granted to subsidiaries for research and development costs	附屬公司就研發成本獲提供所得稅抵免的稅務影響	(23,673)	(25,638)
Tax effect of income not taxable for tax purpose (note a)	就稅務而言毋須課稅收入之稅務影響(附註a)	(78,372)	-
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣稅開支的稅務影響	7,095	6,499
Effect of tax exemption on concessionary rates granted to the PRC subsidiaries	中國附屬公司獲提供優惠稅率的稅務寬減影響	(10,751)	(19,820)
Tax effect of tax deductible temporary differences not recognised	未確認可扣稅暫時性差額的稅務影響	13,060	1,631
Tax effect of tax losses not recognised	未確認稅務虧損的稅務影響	82,843	2,447
Overprovision in prior years	過往年度超額撥備	(3,156)	(839)
Withholding tax on profits distribution of the PRC subsidiaries (note b)	對中國附屬公司的分配利潤計提預提所得稅(附註b)	2,000	5,429
Tax expense for the year	本年度稅項開支	8,263	29,038

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

12. Income Tax Expense (Continued)

Notes:

- (a) In accordance with the Circular of the Ministry of Finance and the State Administration of Taxation on Issues Concerning Implementing the Enterprise Income Tax Incentive Catalogue for Comprehensive Utilization of Resources Cai Shui [2008] No. 47, and the Enterprise Income Tax Incentive Catalogue for Comprehensive Utilization of Resources (2021) issued by the Circular of the Ministry of Finance, the State Administration of Taxation, National Development and Reform Commission and Ministry of Ecology and Environment on 16 December 2021, an enterprise, which uses the raw materials under the catalogue to produce recycled resource products under the catalogue and the products meet the national or industrial standards, is entitled to incentive tax arrangement such that only 90% of the sales revenue of the products is subject to the calculation of the taxable income. During the year ended 31 December 2022, three of the subsidiaries of the Group obtained confirmation from their tax administration that their sales of recycled products qualified for the incentive tax arrangement. Therefore 10% of the revenue from sales of recycled products of these three subsidiaries was not taxable for income tax calculation purpose.
- (b) In accordance with the PRC tax circular (Guoshuihan [2008] 112) effective from 1 January 2008, the PRC withholding income tax at the rate of 10% is applicable to dividends declared to “non-resident” investors who do not have an establishment or place of business in the PRC. For “resident” investors with establishment or place of business in the PRC and fulfilling criteria of “beneficial owner”, the PRC withholding income tax rate is 5%. The above withholding income tax represents the withholding income tax provided on the profits arising from the PRC subsidiaries of the Company during the year ended 31 December 2022 which are available for distribution amounting to RMB40,000,000 (2021: RMB77,500,000). During the year ended 31 December 2022 and 2021, the investor of one subsidiary is a Hong Kong resident and fulfil the criteria of “beneficial owner”, and the withholding tax rate applicable to dividends declared was 5%.

12. 所得稅開支(續)

附註：

- (a) 根據《財政部、國家稅務總局關於執行資源綜合利用企業所得稅優惠目錄有關問題的通知》財稅[2008]47號及財政部、國家稅務總局、國家發展和改革委員會及生態環境部於二零二一年十二月十六日頒佈的《資源綜合利用企業所得稅優惠目錄(二零二一年版)》，企業以目錄規定的原材料生產目錄規定的再生資源產品以及符合國家或行業標準的產品，有權獲得優惠稅務安排，僅90%的產品銷售收入須計入應課稅收入。截至二零二二年十二月三十一日止年度，本集團旗下三間附屬公司獲得稅務機關確認，其回收產品銷售符合優惠稅務安排條件。因此，就所得稅計算而言，來自該三間附屬公司的回收產品銷售收入不徵稅。
- (b) 根據中國稅務通知(國稅函[2008]112號)，二零零八年一月一日起，於中國未設立機構或場所的「非居民」企業獲得的股息將按照10%的稅率徵收預提所得稅。於中國設立機構或場所並符合「實益擁有人」標準的「居民」企業的預提所得稅稅率則為5%。上表所列預提所得稅指截至二零二二年十二月三十一日止年度，對本公司中國附屬公司產生可分配利潤人民幣40,000,000元(二零二一年：人民幣77,500,000元)所計提預提所得稅。截至二零二二年及二零二一年十二月三十一日止年度，一家附屬公司的投資者為香港居民並符合「實益擁有人」標準，而適用於獲得的股息的預提所得稅稅率則為5%。

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For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

13. Directors' and Chief Executive's Emoluments

The emoluments paid or payable to each of the 9 (2021: 7) directors and the chief executive were as follows:

For the year ended 31 December 2022

13. 董事及行政總裁酬金

已付或應付九名董事(二零二一年：七名)及行政總裁的酬金如下：

截至二零二二年十二月三十一日止年度

		Fee	Salary	Performance related bonus	Retirement benefits schemes contributions	Total
		袍金	薪金	表現獎金	退休福利計劃供款	總計
		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
Executive directors	執行董事					
– Hu Zheng	– 胡正	–	1,004	–	15	1,019
– Hu Hancheng	– 胡漢程	–	1,004	–	15	1,019
– Hu Hanchao	– 胡漢朝	–	1,001	–	–	1,001
– Hu Jianpeng (appointed on 8 February 2022)	– 胡健鵬 (於二零二二年二月八日獲委任)	–	1,084	–	14	1,098
Non-executive directors	非執行董事					
– Chen Riyue (resigned on 22 July 2022)	– 陳日月 (於二零二二年七月二十二日辭任)	200	–	–	–	200
– Hu Jianwen (appointed on 22 July 2022)	– 胡健雯 (於二零二二年七月二十二日獲委任)	160	–	–	–	160
Independent non-executive directors	獨立非執行董事					
– Chung Kwok Mo John	– 鍾國武	171	–	–	–	171
– Shin Yick Fabian	– 冼易	154	–	–	–	154
– Liew Fui Kiang	– 劉懷鏡	154	–	–	–	154
Chief executive	行政總裁					
– Chen Wei (appointed on 18 January 2022)	– 陳威 (於二零二二年一月十八日獲委任)	–	753	1	14	768
		839	4,846	1	58	5,744

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For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

13. Directors' and Chief Executive's Emoluments

(Continued)

For the year ended 31 December 2021

13. 董事及行政總裁酬金(續)

截至二零二一年十二月三十一日止年度

		Fee	Salary	Performance related bonus	Retirement benefits contributions	Total
		袍金 RMB'000 人民幣千元	薪金 RMB'000 人民幣千元	表現獎金 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
Executive directors	執行董事					
– Hu Zheng	– 胡正	–	999	–	15	1,014
– Hu Hancheng	– 胡漢程	–	999	–	15	1,014
– Hu Hanchao	– 胡漢朝	–	1,000	–	–	1,000
Non-executive director	非執行董事					
– Chen Riyue	– 陳日月	360	–	–	–	360
Independent non-executive directors	獨立非執行董事					
– Chung Kwok Mo John	– 鍾國武	166	–	–	–	166
– Shin Yick Fabian	– 冼易	149	–	–	–	149
– Liew Fui Kiang	– 劉懷鏡	149	–	–	–	149
Chief executive	行政總裁					
– Hu Jianpeng (resigned on 8 February 2022)	– 胡健鵬(於二零二二年二月八日辭任)	–	1,213	420	19	1,652
		824	4,211	420	49	5,504

Note: Mr. Hu Zheng and Mr. Hu Hancheng are the co-chairmen of the Company and their emoluments disclosed above include those for services rendered by them as the co-chairmen. The executive directors' emoluments and chief executive's emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The emoluments of non-executive director and independent non-executive directors shown above were for their services as the directors of the Company.

During both years, no emolument was paid by the Group to the directors or the chief executive as compensation for loss of office or an inducement to join the Group. None of the directors or the chief executive waived any emoluments for both years.

附註：胡正先生及胡漢程先生同時為本公司聯席董事長，上表所披露彼等的酬金包括就擔任聯席董事長提供服務的酬金。上表所示執行董事及行政總裁酬金乃就彼等管理本公司及本集團事務提供服務的酬金。上表所示非執行董事及獨立非執行董事酬金乃就彼等擔任本公司董事提供服務的酬金。

於兩個年度，本集團並無向董事或行政總裁支付任何酬金，作為離職補償或加入本集團誘因。於兩個年度，並無董事或行政總裁放棄任何酬金。

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截至二零二二年十二月三十一日止年度

14. Five Highest Paid Employees

The five highest paid employees of the Group during the year included four directors (2021: the chief executive), details of whose remuneration are set out in note 13 above. Details of the remunerations for the year of the remaining one (2021: four) highest paid employee who is neither a director nor chief executive of the Company are as follows:

14. 五名最高薪金員工

於本年度，本集團五名最高薪酬僱員包括行政總裁（二零二一年：行政總裁），其酬金詳情載於上文附註13。其餘一名（二零二一年：四名）並非本公司董事或行政總裁的最高薪酬僱員的薪酬詳情如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries	薪金	808	4,518
Performance related bonus	表現相關花紅	78	2,487
Retirement benefits schemes contributions	退休福利計劃	13	49
		899	7,054

Their emoluments were within the following bands:

彼等的酬金介乎以下範圍：

		Number of employees 員工人數	
		2022 二零二二年	2021 二零二一年
HKD1,000,001 to HKD1,500,000	1,000,001港元至1,500,000港元	1	1
HKD1,500,001 to HKD2,000,000	1,500,001港元至2,000,000港元	-	1
HKD2,000,001 to HKD2,500,000	2,000,001港元至2,500,000港元	-	1
HKD2,500,001 to HKD3,000,000	2,500,001港元至3,000,000港元	-	1
		1	4

During the year, no emoluments of the five highest paid individuals (including directors and other employees) were incurred as inducement to join the Group or compensation for loss of office.

於本年度並無任何五名最高薪酬人士（包括董事及其他僱員）的酬金乃作為加入本集團誘因或離職補償而產生。

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15. Dividend

Dividend for ordinary shareholders of the Company recognised as distribution during the year:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
2021 Final – RMB9 cents (2021: 2020 Final – RMB3 cents) per share	二零二一年度末期 – 每股人民幣9分 (二零二一年：二零二零年度末期 – 每股人民幣3分)	45,000	15,000

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2022 of RMB1.42 cents (2021: final dividend in respect of the year ended 31 December 2021 of RMB9 cents) per ordinary share, in an aggregate amount of RMB7,100,000 (2021: RMB45,000,000), has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming general meeting.

16. Earnings per Share

The calculation of the basic earnings per share attributable to owners of the Company is based on the following data:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Earnings Profit for the year attributable to owners of the Company for the purpose of basic earnings per share	盈利 用以計算每股基本盈利的本公司擁有人應佔年內溢利	47,167	160,841
Number of shares Number of ordinary shares for the purpose of basic earnings per share	股份數目 用以計算每股基本盈利的普通股股數	500,000,000	500,000,000

No diluted earnings per share for both 2022 and 2021 were presented as there were no potential ordinary shares in issue for both 2022 and 2021.

15. 股息

本年度確認為分派予本公司普通股股東之股息：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
於報告期末後，本公司董事會決議就截至二零二二年十二月三十一日止年度宣派末期股息每股普通股人民幣1.42分(二零二一年：就截至二零二一年十二月三十一日止年度宣派末期股息每股普通股人民幣9分)，總額為人民幣7,100,000元(二零二一年：人民幣45,000,000元)，並須待股東於應屆股東大會上批准後，方可作實。		45,000	15,000

16. 每股盈利

本公司擁有人應佔每股基本盈利按以下數據計算：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
由於二零二二年及二零二一年均無發行潛在普通股，故並無呈列二零二二年及二零二一年的每股攤薄盈利。		47,167	160,841
		500,000,000	500,000,000

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17. Property, Plant and Equipment

17. 物業、廠房及設備

		Buildings 樓宇 RMB'000 人民幣千元	Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Furniture and fixtures 傢俬及固定裝置 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
COST	成本							
At 1 January 2021	於二零二一年一月一日	242,267	10,507	45,699	24,471	1,323,922	45,384	1,692,250
Additions	添置	-	-	390	3,448	33,559	200,293	237,690
Disposals	出售	(5)	(438)	(1,335)	(2,077)	(64,126)	(672)	(68,653)
Transfer from construction in progress	由在建工程轉撥	12,035	-	964	-	165,938	(178,937)	-
At 31 December 2021	於二零二一年 十二月三十一日	254,297	10,069	45,718	25,842	1,459,293	66,068	1,861,287
Acquisition of a subsidiary (note 35)	收購一家附屬公司 (附註35)	185,961	-	-	14	-	-	185,975
Additions	添置	356	-	235	2,611	1,765	176,789	181,756
Disposals	出售	(8,474)	(32)	(1,955)	(4,703)	(84,738)	-	(99,902)
Transfer from construction in progress	由在建工程轉撥	55,522	-	6,620	100	130,823	(193,065)	-
At 31 December 2022	於二零二二年 十二月三十一日	487,662	10,037	50,618	23,864	1,507,143	49,792	2,129,116
DEPRECIATION AND IMPAIRMENT	折舊及減值							
At 1 January 2021	於二零二一年一月一日	103,897	9,011	21,733	19,190	497,996	-	651,827
Provided for the year	年內計提	12,124	742	2,315	2,723	78,201	-	96,105
Eliminated on disposals	出售時對銷	(4)	(40)	(1,144)	(1,860)	(37,939)	-	(40,987)
Impairment loss recognised in profit or loss	於損益確認的減值虧損	-	-	-	-	22,229	-	22,229
At 31 December 2021	於二零二一年 十二月三十一日	116,017	9,713	22,904	20,053	560,487	-	729,174
Provided for the year	年內計提	20,483	307	2,504	2,406	84,116	-	109,816
Eliminated on disposals	出售時對銷	(6,665)	(12)	(1,777)	(4,099)	(67,774)	-	(80,327)
At 31 December 2022	於二零二二年 十二月三十一日	129,835	10,008	23,631	18,360	576,829	-	758,663
CARRYING VALUES	賬面值							
At 31 December 2022	於二零二二年 十二月三十一日	357,827	29	26,987	5,504	930,314	49,792	1,370,453
At 31 December 2021	於二零二一年 十二月三十一日	138,280	356	22,814	5,789	898,806	66,068	1,132,113

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17. Property, Plant and Equipment (Continued)

The above items of property, plant and equipment, except for construction in progress are depreciated on a straight-line basis over their estimated useful lives and after taking into account of their estimated residual values at the following rates per annum:

Buildings	Over the shorter of the term of the lease, or 4.50%–18%
Leasehold improvements	Over the shorter of the term of the lease, or 20%–50%
Furniture and fixtures	11.25%–18%
Motor vehicles	18%
Plant and machinery	4.50%–18%

Details of property, plant and equipment pledged are set out in note 37.

Impairment assessment

During the year ended 31 December 2021, certain machinery became idle after the completion of “coal-to-gas” conversion project in two of the subsidiaries in the Group. The management concluded that there was an indication for impairment and conducted impairment assessment on these machinery with an aggregate carrying amount of RMB36,388,000. The recoverable amount of the machinery, within the packaging paper segment, was estimated individually.

The recoverable amount of these machinery had been determined based on their fair value less costs of disposal. The Group estimated the fair value less costs of disposal of the machinery by obtaining direct quotation from the potential buyer. The fair value measurement was categorised into Level 2 fair value hierarchy. The machinery were impaired to their recoverable amount of RMB14,159,000, which was their carrying value at 31 December 2021 and the impairment losses of RMB22,229,000 had been recognised in profit or loss during the year ended 31 December 2021.

During the year ended 31 December 2022, most of these machinery has been disposed of and the remaining machinery had been fully impaired in 2021.

17. 物業、廠房及設備(續)

除在建工程外，上表所列物業、廠房及設備項目在計及估計餘值後，以直線法於估計可使用年內按下列年度比率計提折舊：

樓宇	租約期限或4.50%至18%，以較短者為準
租賃物業裝修	租約期限或20%至50%，以較短者為準
傢俬及固定裝置	11.25%至18%
汽車	18%
廠房及機械	4.50%至18%

已抵押的物業、廠房及設備詳情載於附註37。

減值評估

截至二零二一年十二月三十一日止年度，本集團旗下兩家附屬公司完成「煤改氣」改造項目後，若干機械處於閒置狀態。管理層認為出現減值跡象，並對總賬面值人民幣36,388,000元的該等機械進行減值評估。該等機械屬於包裝紙分部，其可收回金額會個別估計。

該等機械的可收回金額透乃根據公允值減出售成本釐定。本集團藉獲得潛在買家的直接報價估計機械的公允值減出售成本。公允值計量分類為公允值第二層級。該機械減值至其可收回金額人民幣14,159,000元，為二零二一年十二月三十一日賬面值，並於截至二零二一年十二月三十一日止年度於損益確認減值虧損人民幣22,229,000元。

截至二零二二年十二月三十一日止年度，該等機械大部分已出售，餘下機械已於二零二一年完全減值。

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18. Right-of-use Assets

18. 使用權資產

		Leasehold lands 租賃土地 RMB'000 人民幣千元	Leased properties 物業租賃 RMB'000 人民幣千元	Machinery and vehicles 機器及車輛 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2022 Carrying amount	於二零二二年十二月三十一日 賬面值	160,770	10,129	3,111	174,010
At 31 December 2021 Carrying amount	於二零二一年十二月三十一日 賬面值	166,806	20,486	5,802	193,094
For the year ended 31 December 2022 Depreciation charge	截至二零二二年 十二月三十一日止年度 折舊費用	6,035	5,811	3,524	15,370
For the year ended 31 December 2021 Depreciation charge	截至二零二一年 十二月三十一日止年度 折舊費用	5,525	11,815	2,991	20,331
				2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Expense relating to short-term leases	短期租賃相關的開支			1,292	4,319
Total cash outflow for leases	租賃之現金流出總額			13,973	23,726
Additions to right-of-use assets	添置使用權資產			1,853	15,482

For both years, the Group leases various offices, warehouses, machinery and vehicles for its operations. Lease contracts are entered into for fixed term of 12 months to 22 years, but may have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns several industrial buildings where its manufacturing facilities are primarily located and office buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests. The leasehold land components of these owned properties are presented separately only if the payments made can be allocated reliably.

於兩個年度，本集團就其營運租用若干辦公室、貨倉、機械及汽車。租賃以固定租期12個月至22年訂立合約，且如下文所述可能附帶延長選擇權。租賃條款乃按個別基準磋商，並包含廣泛的不同條款及條件。於釐定租期及評估不可撤銷期限年期時，本集團應用合約之定義及釐定可行使合約之期間。

此外，本集團擁有數個主要生產設施所在之工業樓宇及辦公室樓宇。本集團乃此等物業權益(包括相關租賃土地)之登記持有人。購入此等物業權益時作出一次性預付款。此等持有物業的租賃土地成分僅在所支付款項能可靠地分配的情況下方會獨立列示。

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18. Right-of-use Assets (Continued)

The Group regularly entered into short-term leases for motor vehicles and properties. As at 31 December 2022 and 2021, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

Extension options

The Group has extension options in a number of leases for properties. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension options held are exercisable only by the Group and not by the respective lessors.

The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The potential exposures to these future lease payments for extension options in which the Group is not reasonably certain to exercise is summarised below:

		Potential future lease payments not included in lease liabilities recognised as at		Potential future lease payments not included in lease liabilities recognised as at	
		31 December 2022	31 December 2022	31 December 2021	31 December 2021
		於二零二二年十二月三十一日	於二零二二年十二月三十一日	於二零二一年十二月三十一日	於二零二一年十二月三十一日
		不計入租賃負債的潛在未來租賃確認的租賃負債	不計入租賃負債的潛在未來租賃付款(未貼現)	不計入租賃負債的潛在未來租賃確認的租賃負債	不計入租賃負債的潛在未來租賃付款(未貼現)
		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
Properties	物業	-	-	6,723	20,819

In addition, the Group reassesses whether it is reasonably certain to exercise an extension option upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the year ended 31 December 2022 and 2021, there is no such triggering event.

18. 使用權資產(續)

本集團定期就汽車及物業訂立短期租賃。於二零二二年及二零二一年十二月三十一日，短期租賃組合與上表所披露短期租賃相關開支的相關短期租賃組合相似。

延長選擇權

本集團就若干物業租賃享有延長選擇權，可就管理本集團營運所使用資產爭取最大業務彈性。所持有延長選擇權當中，大部分僅可由本集團行使，而不得由有關出租人行使。

本集團於租賃開始日期評估是否合理確定行使延長選擇權。下表概述就本集團不能合理確定行使延長選擇權而言或會負擔的未來租賃付款：

此外，當發生重大事件或承租人控制範圍內的情況發生重大變化時，本集團會重新評估是否合理地確定行使延期選擇權。截至二零二二年及二零二一年十二月三十一日止年度，概無發生觸發該等情況的事件。

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18. Right-of-use Assets (Continued)

Restrictions or covenants on leases

Lease liabilities of RMB31,034,000 (2021: RMB45,315,000) are recognised with related right-of-use assets of RMB27,082,000 as at 31 December 2022 (2021: RMB37,671,000). The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Rent concessions

During the year ended 31 December 2022 and 2021, there was no rent concession provided by the lessors.

Sale and leaseback transactions – seller-lessee

To better manage the Group's capital structure and financing needs, the Group sometimes enters into sale and leaseback arrangements in relation to machinery leases. These legal transfers do not satisfy the requirements of HKFRS 15 to be accounted for as a sale of the machinery. During the year ended 31 December 2022, the Group has raised RMB67,600,000 (2021: RMB91,792,000) borrowings in respect of such sale and leaseback arrangements.

Details of the leasehold lands pledged are set out in note 37.

Details of the lease maturity analysis of lease liabilities are set out in notes 28 and 39.

18. 使用權資產(續)

租賃限制或契諾

於二零二二年十二月三十一日，已確認租賃負債為人民幣31,034,000元(二零二一年：人民幣45,315,000元)及相關使用權資產為人民幣27,082,000元(二零二一年：人民幣37,671,000元)。除出租人於租用資產持有擔保權益外，有關租賃協議概無施加任何契諾。租用資產不得用作借款擔保。

租金優惠

截至二零二二年及二零二一年十二月三十一日止年度並無任何出租人提供的租金優惠。

售後租回交易－賣方承租人

為更好地管理本集團的資本結構和融資需求，本集團不時就機械租賃訂立售後租回安排。該等法定轉讓並不符合香港財務報告準則第15號的規定以出售該等機械記賬。於截至二零二二年十二月三十一日止年度，本集團已就該等售後租回安排籌集人民幣67,600,000元的借款(二零二一年：人民幣91,792,000元)。

有關已抵押租賃土地的詳情載於附註37。

有關租賃負債的租賃到期分析的詳情載於附註28及附註39。

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19. Intangible Assets

19. 無形資產

		Development costs 開發成本 RMB'000 人民幣千元
COST	成本	
At 1 January 2021	於二零二一年一月一日	12,683
Additions	添置	1,898
At 31 December 2021	於二零二一年十二月三十一日	14,581
Additions	添置	9,513
At 31 December 2022	二零二二年十二月三十一日	24,094
AMORTISATION	攤銷	
At 1 January 2021	於二零二一年一月一日	8,563
Charge for the year	年內費用	602
At 31 December 2021	二零二一年十二月三十一日	9,165
Charge for the year	年內費用	2,313
At 31 December 2022	二零二二年十二月三十一日	11,478
CARRYING VALUES	賬面值	
At 31 December 2022	二零二二年十二月三十一日	12,616
At 31 December 2021	二零二一年十二月三十一日	5,416

Development costs are internally generated.

開發成本源自內部。

The above intangible asset has finite useful lives. Such intangible asset is amortised on a straight-line basis over 5 years.

上述無形資產的可使用年期有限。該無形資產按直線法分5年攤銷。

20. Inventories

20. 存貨

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Raw material and consumables	原材料及消耗品	115,140	127,365
Finished goods	成品	113,213	95,918
		228,353	223,283

During the year, the cost of inventories capitalised in intangible assets amounted to RMB7,371,000 (2021: RMB1,366,000).

於本年度，存貨成本當中已資本化為無形資產的金額為人民幣7,371,000元(二零二一年：人民幣1,366,000)元。

Details of inventories pledged are set out in note 37.

有關已抵押存貨的詳情載於附註37。

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21. Trade and Other Receivables

21. 貿易及其他應收款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Trade receivables not backed by bills	無票據為後盾的貿易應收款項	428,505	592,568
Less: allowance for credit losses	減：信貸虧損撥備	(5,355)	(7,143)
		423,150	585,425
Trade receivables backed by other bills	以其他票據為後盾的貿易應收款項	166,972	197,797
Less: allowance for credit losses	減：信貸虧損撥備	(121)	(169)
		166,851	197,628
Total trade receivables not backed by bank bills	無銀行票據為後盾的貿易應收款項總額	595,477	790,365
Less: allowance for credit losses	減：信貸虧損撥備	(5,476)	(7,312)
		590,001	783,053
Trade receivables backed by bank bills	以銀行票據為後盾的貿易應收款項	157,703	268,533
Less: allowance for credit losses	減：信貸虧損撥備	(454)	(762)
		157,249	267,771
Total trade receivables	貿易應收款項總額	747,250	1,050,824
Advances to suppliers	墊付供應商款項	14,382	11,600
Prepayments	預付款項	4,345	20,434
Other receivables	其他應收款項	39,442	18,763
Less: allowance for credit losses	減：信貸虧損撥備	(141)	(143)
		58,028	50,654
Total trade and other receivables	貿易及其他應收款項總額	805,278	1,101,478

As at 1 January 2021, trade receivables from contracts with customers amounted to RMB878,999,000.

The Group allows an average credit period of 30 to 120 days from the invoice date to its trade customers except for the newly accepted customers for which payment is made when goods are delivered. For customers with good credit quality, the Group also allows them to settle with bills before the due date of settlement. Those bank bills with maturity ranging from 60 to 180 days are guaranteed by banks.

於二零二一年一月一日，客戶合約產生的貿易應收款項為人民幣878,999,000元。

本集團由發票開具日期起計算，向貿易客戶提供平均30至120天的信用期，惟新承接的客戶須於貨品交付時付款。對於信譽良好的客戶，本集團亦允許其於結算到期日前以票據結算。該等票據由銀行擔保，到期日介乎60至180天。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

21. Trade and Other Receivables (Continued)

As at 31 December 2022, total gross amounts of bills received amounting to RMB324,675,000 (2021: RMB466,330,000) before ECL are held by the Group for future settlement of trade receivables, of which certain bills were further discounted/endorsed by the Group. The Group continues to recognise their full carrying amounts at the end of the reporting period and details are disclosed in note 22. All bills received by the Group are with a maturity period of less than one year.

The following is an aged analysis of trade receivables not backed by bills presented based on dates of delivery of goods at the end of the reporting period:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
0-60 days	0至60天	331,971	470,595
61-90 days	61至90天	33,527	49,589
91-180 days	91至180天	53,378	55,421
Over 180 days	180天以上	4,274	9,820
		423,150	585,425

The aged analysis of trade receivables backed by bills based on dates of delivery of goods at the end of the reporting period is analysed as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
0-60 days	0至60天	1,140	48,245
61-90 days	61至90天	28,969	64,798
91-180 days	91至180天	100,574	216,694
Over 180 days	180天以上	193,417	135,662
Total	總計	324,100	465,399

21. 貿易及其他應收款項(續)

於二零二二年十二月三十一日，本集團持有的票據總額於計提預期信貸虧損前為人民幣324,675,000元（二零二一年：人民幣466,330,000元），用作日後結算貿易應收款項，當中若干票據已獲本集團進一步貼現／背書。於報告期末，本集團繼續確認賬面值全額，有關詳情於附註22披露。本集團收取的所有票據於一年以內到期。

以下為於報告期末按貨品交付日期呈列的無票據為後盾的貿易應收款項賬齡分析：

以下為於報告期末按貨品交付日期呈列的以票據為後盾的貿易應收款項賬齡分析：

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截至二零二二年十二月三十一日止年度

21. Trade and Other Receivables (Continued)

As at 31 December 2022, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB57,792,000 (2021: RMB65,578,000) which are past due as at the reporting date. Out of the past due balances, RMB4,274,000 (2021: RMB9,820,000) has been past due 90 days or more and is not considered as in default after taking into account the repayment histories and financial position of debtors. For trade receivables in which customers have provided bills for settlement are not considered as past due nor in default. Other than bills received, the Group does not hold any collateral over these balances.

Details of trade receivables backed or not backed by bills pledged are set out in note 37.

Details of impairment assessment of trade and other receivables for the year ended 31 December 2022 are set out in note 39.

During the year ended 31 December 2022 and 2021, the Group discounted bills provided by external customers with recourse to banks or other financial institutions for short-term financing. The proceeds received from discounting of bills to banks which do not qualify for derecognition have been included under cash inflows under financing activities in the consolidated statement of cash flows. For proceeds received from discounting of bills to other financial institutions of customers, the relevant cash flows are presented as operating cash flows in the consolidated statement of cash flows as the management considers the cash flows are, in substance, the receipts from trade debtors. For the non-cash settlement of discounted bills, please refer to note 40.

During the year, the Group endorsed bills with recourse amounted to RMB37,734,000 (2021: RMB25,260,000) to suppliers for settlement. The relevant transactions are non-cash transactions and the effects are excluded from the consolidated statement of cash flows.

The Group's trade and other receivables that are denominated in the following currencies other than the functional currencies of the relevant group entities are set out below:

Hong Kong Dollars ("HKD")	港元(「港元」)
United States Dollars ("USD")	美元(「美元」)
Great Britain Pound ("GBP")	英鎊(「英鎊」)

21. 貿易及其他應收款項(續)

於二零二二年十二月三十一日，本集團的貿易應收款項結餘包括於報告日期已到期的賬款，總賬面值人民幣57,792,000元(二零二一年：人民幣65,578,000元)。已到期的結餘當中，人民幣4,274,000元(二零二一年：人民幣9,820,000元)已逾期90天或以上，惟經考慮債務人的還款記錄及財務狀況後，不視作違約。客戶已提供票據作結算的貿易應收款項既不視作逾期亦不視作違約。除已收票據外，本集團並無就該等結餘持有任何抵押品。

有關以抵押票據為後盾及無抵押票據為後盾的貿易應收款項的詳情載於附註37。

有關截至二零二二年十二月三十一日止年度貿易及其他應收款項的減值評估的詳情載於附註39。

於截至二零二二年及二零二一年十二月三十一日止年度，本集團將外部客戶所提供附帶追索權票據貼現予銀行或其他金融機構，以獲取短期融資。貼現票據予銀行所得款項不符合解除確認的條件，並已計入綜合現金流量表內融資業務項下現金流入項目。就貼現客戶票據予其他金融機構所得款項而言，由於管理層認為相關相關現金流量實質上為貿易賬款收款，故相關現金流量於綜合現金流量表內呈列為經營現金流量。就貼現票據之非現金結算而言，請參閱附註40。

於本年度，本集團將附帶追索權票據人民幣37,734,000元(二零二一年：人民幣25,260,000元)背書予供應商作結算。有關交易為非現金交易，其影響不計入綜合現金流量表。

本集團以下列相關集團旗下實體功能貨幣以外的貨幣計值的貿易及其他應收款項載列如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Hong Kong Dollars ("HKD")	港元(「港元」)	73	64
United States Dollars ("USD")	美元(「美元」)	-	234
Great Britain Pound ("GBP")	英鎊(「英鎊」)	-	1

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

22. Transfers of Financial Assets

The following were the Group's bills as at 31 December 2022 and 2021 that were transferred to banks, other financial institutions or suppliers by discounting or endorsing on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to the bills, it continues to recognise the full carrying amount of the related trade receivables and trade payables and has recognised the cash received from banks and other financial institutions on the transfer as a secured borrowings (see note 27).

The bills from external customers are carried at amortised cost. Bills arising from intra-group transactions in which the relevant group entities discounted or transferred the bills to banks, other financial institutions or suppliers, such trade receivables and related intra-group payables have been eliminated in the Group's consolidated statement of financial position.

At 31 December 2022

22. 轉讓金融資產

以下為於二零二二年及二零二一年十二月三十一日本集團將附帶全面追索權的票據透過貼現或背書轉讓予銀行、其他金融機構或供應商。由於本集團並無轉讓與票據相關的主要風險及回報，其繼續確認相關貿易應收款項及貿易應付款項的賬面值全額，並將轉讓後從銀行及其他金融機構獲取的現金確認為有抵押借款(見附註27)。

外部客戶票據以攤銷成本記賬。就集團旗下實體將集團內實體之間交易所產生票據貼現或轉讓予銀行、其他金融機構或供應商而言，該等貿易應收款項及相關集團內實體之間應付款項已於本集團綜合財務狀況表對銷。

於二零二二年十二月三十一日

		Bills discounted to banks/ other financial institutions with full recourse	Bills endorsed to suppliers with full recourse	Total
		貼現附帶全面 追索權票據予 銀行/其他 金融機構 RMB'000 人民幣千元	背書附帶全面 追索權票據 予供應商 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Carrying amount of bills	票據賬面值	238,196	3,568	241,764
– external customers	– 外部客戶	232,643	2,561	235,204
– intra-group customers	– 集團內實體間客戶	5,553	1,007	6,560
Carrying amount of trade payables	貿易應付款項賬面值	–	(3,568)	(3,568)
Carrying amount of bank and other borrowings	銀行及其他借款賬面值	(238,196)	–	(238,196)

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22. Transfers of Financial Assets (Continued)

At 31 December 2021

22. 轉讓金融資產(續)

於二零二一年十二月三十一日

		Bills discounted to banks/ other financial institutions with full recourse	Bills endorsed to suppliers with full recourse	Total
		貼現附帶全面 追索權票據予 銀行/其他 金融機構 RMB'000 人民幣千元	背書附帶全面 追索權票據 予供應商 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Carrying amount of bills	票據賬面值	322,749	10,380	333,129
– external customers	– 外部客戶	305,999	8,756	314,755
– intra-group customers	– 集團內實體間客戶	16,750	1,624	18,374
Carrying amount of trade payables	貿易應付款項賬面值	–	(10,380)	(10,380)
Carrying amount of bank and other borrowings	銀行及其他借款賬面值	(322,749)	–	(322,749)

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23. Contract Assets

23. 合約資產

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Made-to-order paper-based packaging products	定製紙製包裝產品	9,377	15,550
Current	即期	9,377	15,550

At 1 January 2021, contract assets amounted to RMB18,628,000.

The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on the Group's future performance. The contract assets are transferred to trade receivables when the rights become unconditional.

Typical payment terms which impact on the amount of contract assets recognised are as follows:

Made-to-order paper-based packaging products

The Group typically does not require a deposit on acceptance of order. The consideration is payable on the earlier of the delivery and acceptance of the finished goods by customers or notice from the customer to cancel the order. If the customer cancels the order then the Group is entitled to receive payment for work done to date pursuant to legal and regulatory environment in the PRC. The Group typically issue bills to customers when the finished goods are delivered to customers and acknowledged by customers. The credit term is ranging from 30 to 120 days.

Details of the impairment assessment are set out in note 39.

於二零二一年一月一日，合約資產為人民幣18,628,000元。

合約資產乃主要關於本集團就已完成項目應收取代價的權利，惟因該等權利須待本集團未來履約方作實而尚未開具發票。合約資產於該等權利成為無條件時轉撥貿易應收款項。

對所確認合約資產金額構成影響的一般付款條款如下：

定製紙製包裝產品

一般而言，本集團承接訂單時不會要求收取訂金。代價應於成品交付予客戶及獲客戶接收時或接獲客戶取消訂單時（以較早發生者為準）支付。倘客戶取消訂單，則本集團有權根據中國的法律和監管環境收取迄今為止所完成工作的付款。一般而言，本集團於成品交付予客戶及獲客戶簽收時向客戶開具發票，信用期介乎30至120天。

有關減值評估的詳情載於附註39。

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24. Bank Balances and Cash/Pledged Bank Deposits

Bank balances include demand deposits and short term deposits for the purpose of meeting the Group's short term cash commitments, which carry interest at market rates range from 0.01% to 0.35% (2021: 0.01% to 0.35%) per annum.

Pledged bank deposits carry interest rates which range from 0.3% to 2.25% (2021: 0.3% to 1.65%) per annum, and represent deposits pledged to banks to secure banking facilities granted to the Group. Deposits amounting to RMB64,016,000 (2021: RMB92,368,000) have been pledged to secure the short-term bank borrowings and bills payables repayable within three to six months and are therefore classified as current assets. The pledged bank deposits will be released upon the settlement of relevant bank borrowings and bills payables.

Detail of impairment assessment of pledged bank deposits and bank balances are set out in note 39.

The Group's bank balances that are denominated in the following currencies other than the functional currencies of the relevant group entities are set out below:

24. 已抵押銀行存款及銀行結餘及現金

銀行結餘包括為符合本集團短期現金承擔用途的活期存款及短期存款，按介乎年利率0.01厘至0.35厘（二零二一年：0.01厘至0.35厘）的市場利率計息。

已抵押存款按介乎0.3厘至2.25厘（二零二一年：0.3厘至1.65厘）的年利率計息，指抵押予銀行的存款，作為授予本集團的銀行融資的擔保。存款人民幣64,016,000元（二零二一年：人民幣92,368,000元）已獲抵押，作為須於三至六個月內償還的短期銀行借款及應付票據的擔保，故分類為流動資產。已抵押銀行存款將於償還相關銀行借款時解除。

有關已抵押銀行存款及銀行結餘的減值評估的詳情載於附註39。

本集團以下列相關集團旗下實體功能貨幣以外的貨幣計值的銀行結餘載列如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
HKD	港元	8,507	1,654
USD	美元	438	401
GBP	英鎊	6	9
Euro ("EUR")	歐元(「歐元」)	286	760

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25. Trade and Other Payables

25. 貿易及其他應付款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Trade payables	貿易應付款項	173,872	114,341
Bills payables – secured	應付票據—有抵押	68,013	83,630
Other tax payables (note)	其他應付稅項(附註)	51,964	51,959
Payroll and welfare payables	應付薪酬及福利費	24,639	43,080
Construction payables	應付工程款項	5,192	5,668
Others	其他	33,230	38,669
		356,910	337,347

Note: Included in other tax payables is provision for value-added tax amounting to RMB48,469,000 (2021: RMB44,261,000).

附註：其他應付稅項包括人民幣48,469,000元(二零二一年：人民幣44,261,000元)的增值稅撥備。

The following is an aged analysis of trade payables presented based on the dates of receipt of goods at the end of the reporting period.

以下為於報告期末按收取貨品日期呈列的貿易應付款項賬齡分析：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
0–60 days	0至60天	87,452	96,334
61–90 days	61至90天	24,816	5,126
91–180 days	91至180天	32,445	5,093
Over 180 days	180天以上	29,159	7,788
		173,872	114,341

The aged analysis of bills payables based on the dates of receipt of goods at the end of the reporting period are analysed as follows:

以下為於報告期末按收取貨品日期呈列的應付票據賬齡分析：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
0–60 days	0至60天	23,256	12,326
61–90 days	61至90天	7,215	6,000
91–180 days	91至180天	23,303	37,104
Over 180 days	180天以上	14,239	28,200
		68,013	83,630

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25. Trade and Other Payables (Continued)

The credit period on purchase of materials is 30 to 120 days. The Group has financial risk management policies in place to monitor the settlement.

The Group's trade and other payables that are denominated in the currency other than the functional currencies of the relevant group entities at 31 December 2021 was USD amounted to RMB81,000. At 31 December 2022, no trade and other payables of the Group denominated in the currency other than the functional currencies of the relevant group entities.

26. Consideration Payables

Non-current
Current

非流動
流動

Fixed consideration payables at amortised cost
Contingent consideration payables at FVTPL

按攤銷成本計量的定額應付代價款項
按公允值計入損益的或然應付代價款項

2022
二零二二年
RMB'000
人民幣千元

2021
二零二一年
RMB'000
人民幣千元

-
5,809

5,681
5,818

5,809

11,499

1,656
4,153

3,282
8,217

5,809

11,499

On 1 March 2020, the Group completed the acquisition of 80% equity interest in Yudu County Zhengyi Paper Products and Paper Industry Company Limited ("Zhengyi") for an aggregate consideration of RMB47,200,000 plus contingent consideration. The aggregate amount of cash consideration of RMB29,800,000 was paid upon completion of the acquisition. For the remaining cash consideration, RMB6,200,000, RMB7,860,000, RMB1,670,000 and RMB1,670,000 should be paid in September 2020, March 2021, March 2022 and March 2023 respectively. Regarding the contingent consideration arrangement, the Group is required to pay additional amounts of RMB4,270,000, RMB4,270,000 and RMB4,260,000 as at 30 June 2021, 2022 and 2023 respectively if Zhengyi's profit after tax in each of the calendar years 2020, 2021 and 2022 exceeds RMB3,000,000, RMB4,000,000 and RMB5,000,000 respectively. The present value of the consideration amounted to RMB27,829,000 was accounted for by the Group with discount rate of 5.23% applied on consideration payables at initial recognition. The fixed and contingent considerations are subsequently measured at amortised cost and FVTPL respectively.

During the year, imputed interest amounted to RMB44,000 (2021: RMB242,000) and loss from changes in fair value of financial liabilities at FVTPL amounted to RMB206,000 (2021: RMB556,000) have been charged to profit or loss and total consideration amounted to RMB5,940,000 (2021: RMB12,130,000) has been paid.

25. 貿易及其他應付款項(續)

購買材料的信用期介乎30至120天。本集團設有財務風險管理政策以監控償還情況。

於二零二一年十二月三十一日，本集團以相關集團旗下實體功能貨幣以外的貨幣計值的貿易及其他應付款項為人民幣81,000元的美元。於二零二二年十二月三十一日，本集團並無以相關集團旗下實體功能貨幣以外的貨幣計值的貿易及其他應付款項。

26. 應付代價款項

於二零二零年三月一日，本集團以總代價人民幣47,200,000元另加或然代價收購于都縣正億紙品及紙業有限公司(「正億」)80%的股權。於完成時已支付現金代價人民幣29,800,000元。餘下現金代價人民幣6,200,000元、人民幣7,860,000元、人民幣1,670,000元及人民幣1,670,000元應分別於二零二零年九月，二零二一年三月，二零二二年三月及二零二三年三月支付。就有關或然對價安排，倘若正億於二零二零年、二零二一年和二零二二年各曆年的稅後利潤分別超過人民幣3,000,000元、人民幣4,000,000元和人民幣5,000,000元，本集團需於二零二一年六月三十日，二零二二年和二零二三年六月三十日分別支付人民幣4,270,000元、人民幣4,270,000元和人民幣4,260,000元的額外金額。本集團於初步確認或然應付款項時應用貼現率5.23%將人民幣27,829,000元的代價現值記賬。定額及或然應付代價款項其後分別按攤銷成本計量及按公允值計入損益。

於本年度，推算利息為人民幣44,000元(二零二一年：人民幣242,000元)及按公允值計入損益的金融負債的公允值變動虧損為人民幣206,000元(二零二一年：人民幣556,000元)已自損益扣除，及總代價人民幣5,940,000元(二零二一年：人民幣12,130,000元)已支付。

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27. Bank and Other Borrowings

27. 銀行及其他借款

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Bank and other borrowings	銀行及其他借款	1,054,185	1,191,454
Less: Amount due within one year shown under current liabilities	減：於一年內到期並列作流動負債的金額	(870,919)	(1,022,356)
Amount shown under non-current liabilities	列作非流動負債的金額	183,266	169,098

Bank borrowings

銀行借款

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Bank borrowings	銀行借款	687,949	710,252
Bank borrowings (discounted bills with full recourse)	銀行借款(附帶全面追索權的貼現票據)	129,880	180,825
		817,829	891,077
Secured	有抵押	791,031	873,907
Unsecured	無抵押	26,798	17,170
		817,829	891,077
Carrying amount repayable:*	須於以下期間償還的賬面值：*		
Within one year	一年內	684,680	796,955
Within a period of more than one year but not more than two years	一年以上及兩年以下的期間	55,753	57,376
Within a period of more than two years but not more than five years	兩年以上及五年以下的期間	66,496	-
Within a period of more than five years	五年以上的期間	10,900	36,746
		817,829	891,077
Less: Amount due within one year shown under current liabilities	減：於一年內到期並列作流動負債的金額	(684,680)	(796,955)
Amount shown under non-current liabilities	列作非流動負債的金額	133,149	94,122

* The amounts are based on scheduled repayment dates set out in the loan agreements.

* 該等金額乃按相關貸款協議所載的計劃還款日期呈列。

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27. Bank and Other Borrowings (Continued)

Bank borrowings (Continued)

The Group's bank borrowings that are denominated in the following currencies other than the functional currencies of the relevant group entities are set out below:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
HKD	港元	26,798	17,170
USD	美元	-	2,761

Detail of assets pledged for secured bank borrowings are set out in note 37.

有關已抵押資產作為有抵押銀行借款擔保的詳情載於附註37。

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

本集團借款的實際利率(相等於合約利率)範圍如下:

	2022 二零二二年	2021 二零二一年
Effective interest rate: 實際利率:		
Fixed rate borrowings 固定利率計息借款	1.05% to 5.70% per annum 年利率1.05厘至5.70厘	2.66% to 7.20% per annum 年利率2.66厘至7.20厘
Variable rate borrowings 浮動利率計息借款	5.44% to 6.48% per annum 年利率5.44厘至6.48厘	3.08% to 3.17% per annum 年利率3.08厘至3.17厘

At 31 December 2022, variable-rate bank borrowings amounted to RMB36,798,000 (2021: RMB17,170,000). The borrowings are charged at the interest rate based on Hong Kong Interbank Offered Rate ("HIBOR") plus 3% (2021: HIBOR plus 3%) and loan prime rate plus 2.8%, and expose the Group to cash flow interest rate risk. At 31 December 2022, fixed rate bank borrowings amounted to RMB781,031 (2021: RMB873,907,000).

於二零二二年十二月三十一日，浮動利率計息借款為人民幣36,798,000元(二零二一年：人民幣17,170,000元)。該等借款按香港銀行同業拆息(「香港銀行同業拆息」)加3厘(二零二一年：香港銀行同業拆息加3厘)及貸款優惠利率加2.8厘的利率計息，使本集團面臨現金流利率風險。於二零二二年十二月三十一日，固定利率計息借款為人民幣781,031元(二零二一年：人民幣873,907,000元)。

As at 31 December 2022, secured bank borrowings include the proceeds received from the discounting of (i) bills from external customers amounting to RMB124,327,000 (2021: RMB164,075,000), and (ii) bills issued by group entities amounting to RMB5,553,000 (2021: RMB16,750,000), to banks with recourse.

於二零二二年十二月三十一日，有抵押銀行借款包括貼現附帶全面追索權的(i)外部客戶票據人民幣124,327,000元(二零二一年：人民幣164,075,000元)；及(ii)集團旗下實體出具票據人民幣5,553,000元(二零二一年：人民幣16,750,000元)予銀行之所得款項。

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27. Bank and Other Borrowings (Continued)

Other borrowings

27. 銀行及其他借款(續)

其他借款

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Other borrowings	其他借款	128,040	158,453
Other borrowings (discounted bills with full recourse)	其他借款(附帶全面追索權的貼現票據)	108,316	141,924
		236,356	300,377
Secured (note 1)	有抵押(附註1)	236,356	298,577
Unsecured (note 2)	無抵押(附註2)	-	1,800
		236,356	300,377
Carrying amount repayable:	須於以下期間償還的賬面值：		
Within one year	一年內	186,239	225,401
Within a period of more than one year but not more than two years	一年以上及兩年以下的期間	40,078	57,112
Within a period of more than two years but not more than five years	兩年以上及五年以下的期間	10,039	17,864
		236,356	300,377
Less: Amount due within one year shown under current liabilities	減：於一年內到期並列作流動負債的金額	(186,239)	(225,401)
Amount shown under non-current liabilities	列作非流動負債的金額	50,117	74,976

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27. Bank and Other Borrowings (Continued)

Other borrowings (Continued)

Notes:

- (1) In 2020, the Group entered into agreements (the “**Agreements A**”) with PRC financial institutions (“**Financial Institutions A**”) whereby the Group drew down RMB137,757,000 from the Financial Institutions A (included in other borrowings) which are to be repayable within 3 years from the date of draw down at variable rates based on Benchmark Rate plus a premium. The effective interest rates of the borrowings as at 31 December 2022 ranged from 9.60% to 10.24% (2021: 9.60% to 10.24%) per annum.

In 2021, the Group entered into agreements (the “**Agreements B**”) with PRC financial institutions (“**Financial Institutions B**”) whereby the Group drew down RMB91,792,000 from the Financial Institutions B (included in other borrowings) which are to be repayable within 3 years from the date of draw down at variable rates based on Benchmark Rate plus a premium. The effective interest rates of the borrowings as at 31 December 2022 ranged from 9.60% to 10.24% (2021: 9.60% to 10.24%) per annum.

In 2022, the Group entered into agreements (the “**Agreements C**”) with PRC financial institutions (“**Financial Institutions C**”) whereby the Group drew down RMB67,600,000 from the Financial Institutions D (included in other borrowings) which are to be repayable within 3 years from the date of draw down at variable rates based on Benchmark Rate plus a premium. The effective interest rates of the borrowings as at 31 December 2022 ranged from 7.80% to 9.90% per annum.

As collaterals for the above financing, the Group transferred the ownership title of the related machinery to the Financial Institution A, Financial Institutions B and Financial Institutions C.

Upon discharging all the Group’s obligations under the Agreements A, Agreements B and Agreements C, the Financial Institution A, Financial Institutions B and Financial Institutions C will return the ownership title of the machinery to the Group for nominal amount of RMB100 for each agreement. Despite these agreements involve a legal form of a lease, the Group accounted for the Agreements A, Agreements B and Agreements C as collateralised borrowings at amortised cost using effective interest method in accordance with the actual substance of the Agreements A, Agreements B and Agreements C.

Except for the other borrowings related to Agreements A, Agreements B and Agreements C, as at 31 December 2022, secured other borrowings also include the proceeds received from the discounting of bills provided by external customers amounting to RMB108,316,000 (2021: RMB141,924,000) to other financial institutions with recourse. Secured other borrowings are at fixed-rate.

- (2) At 31 December 2021, loans of RMB1,800,000 were obtained from two companies controlled by a non-controlling interest. The loans are arranged as entrusted loans through banks, which are to be repayable within one year at fixed interest rate of 3.50% per annum. During the year ended 31 December 2022, the loans have been fully repaid.

27. 銀行及其他借款(續)

其他借款(續)

附註:

- (1) 於二零二零年，本集團與一間中國金融機構(「**金融機構甲**」)訂立協議(「**協議甲**」)，據此，本集團向金融機構甲提取人民幣137,757,000元(計入其他借款)，須於提取日期起計三年以內償還，按基於基準利率的浮動利率計息，另加一筆溢價。於二零二零年十二月三十一日，該等借款之實際利率介乎年利率9.60厘至10.24厘(二零二一年：介乎9.60厘至10.24厘)。

於二零二一年，本集團與多間中國金融機構(「**金融機構乙**」)訂立協議(「**協議乙**」)，據此，本集團向金融機構乙提取人民幣91,792,000元(計入其他借款)，須於提取日期起計三年以內償還，按基於基準利率的浮動利率計息，另加一筆溢價。於二零二一年十二月三十一日，該等借款之實際利率介乎年利率9.60厘至10.24厘(二零二一年：介乎9.60厘至10.24厘)。

於二零二二年，本集團與多間中國金融機構(「**金融機構丙**」)訂立協議(「**協議丙**」)，據此，本集團向金融機構丙提取人民幣67,600,000元(計入其他借款)，須於提取日期起計三年以內償還，按基於基準利率的浮動利率計息，另加一筆溢價。於二零二二年十二月三十一日，該等借款之實際利率介乎年利率7.80厘至9.90厘。

作為上述融資之抵押，本集團已將相關機械之所有權轉讓予該金融機構甲、金融機構乙及金融機構丙。

於解除本集團在協議甲、協議乙及協議丙下所有責任後，金融機構甲、金融機構乙及金融機構丙將就每項協議按名義值人民幣100元將相關機械之所有權歸還予本集團。儘管該等協議涉及法定租賃，本集團根據協議甲、協議乙及協議丙的實質內容，將協議甲、協議乙及協議丙記賬為使用實際利率法攤銷成本的有抵押借款。

除與協議甲、協議乙及協議丙有關的其他借款外，於二零二零年十二月三十一日，有抵押的其他借款亦包括貼現附帶全面追索權的外部客戶票據予其他金融機構所得款項人民幣108,316,000元(二零二一年：人民幣141,924,000元)。有抵押的其他借款按固定利率計息。

- (2) 於二零二一年十二月三十一日，人民幣1,800,000元的貸款乃向非控股權益控制的兩家公司獲取。該等貸款為透過銀行安排的委託貸款，須於一年內償還，按固定年利率3.50厘計息。截至二零二二年十二月三十一日止年度，該等貸款已悉數償還。

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28. Lease Liabilities

28. 租賃負債

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Lease liabilities payable:	須於以下期間償還的租賃負債：		
Within one year	一年內	5,119	15,458
Within a period of more than one year but not more than two years	一年以上及兩年以下的期間	3,877	4,678
Within a period of more than two years but not more than five years	兩年以上及五年以下的期間	12,155	14,874
Within a period of more than five years	五年以上的期間	9,883	10,305
		31,034	45,315
Less: Amount due within one year shown under current liabilities	減：於一年內到期並列作流動負債的金額	(5,119)	(15,458)
Amount shown under non-current liabilities	列作非流動負債的金額	25,915	29,857

The incremental borrowing rates applied to lease liabilities range from 4.9% to 6.12% (2021: from 5.7% to 6.12%).

對租賃負債應用的遞增借款率介乎4.9厘至6.12厘（二零二一年：5.7厘至6.12厘）。

Lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

以相關集團旗下實體功能貨幣以外的貨幣計值的租賃承擔載列如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
HKD	港元	485	209

29. Contract Liabilities

29. 合約負債

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Packaging paper products	包裝紙產品	7,158	8,025

As at 1 January 2021, contract liabilities amounted to RMB 3,583,000.

於二零二一年一月一日，合約負債為人民幣3,583,000元。

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29. Contract Liabilities (Continued)

The amount of contract liabilities includes the revenue to be recognised and the related value-added tax. The contract liabilities balance varies in accordance with the number of contracts outstanding at the end of reporting period. The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

29. 合約負債(續)

合約負債金額包括將予確認收入及相關增值稅。合約負債結餘因各據報告期末尚未完成的合約數目而異。下表列示本年度所確認收入當中有關結轉合約負債的部分。

		Packaging paper products 包裝紙產品 RMB'000 人民幣千元
For the year ended 31 December 2022	截至二零二二年十二月三十一日止年度	
Revenue recognised that was included in the contract liability balance at the beginning of the year	所確認於年初計入合約負債結餘的收益	7,102
For the year ended 31 December 2021	截至二零二一年十二月三十一日止年度	
Revenue recognised that was included in the contract liability balance at the beginning of the year	所確認於年初計入合約負債結餘的收益	3,272

No revenue relates to performance obligations that were satisfied in prior periods for both years ended 31 December 2022 and 2021.

截至二零二二年及二零二一年十二月三十一日止兩個年度並無收入為與過往期間已履行的履約義務相關。

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

對所確認合約負債金額構成影響的一般付款條款如下：

Sales of packaging paper products

The Group requires a deposit on acceptance of orders from some of the customers. When the Group receives a deposit before the delivery of packaging paper products, this will give rise to contract liabilities at the start of a contract, until the revenue recognised on the relevant contract exceeds the amount of the deposit.

銷售包裝紙產品

本集團承接若干客戶的訂單時會要求收取訂金。在本集團於交付銷售包裝紙產品前收取訂金的情況下將會於合約開始時產生合約負債，直至有關合約所確認收入超出訂金金額。

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30. Amounts Due to Directors

30. 應付董事款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Consideration payables (note a)	應付代價(附註a)	91,140	–
Other amounts due to directors (note b)	應付董事其他款項(附註b)	246	443
		91,386	443
Less: Amount due within one year shown under current liabilities	減：於一年內到期並列作流動負債的金額	(46,746)	(443)
Amount shown under non-current liabilities	列作非流動負債的金額	44,640	–

Notes:

- (a) As at 31 December 2022, the consideration payables to four directors of the Company for the acquisition of Zhongshan City Zheng Ye Leasing Company Limited ("Zheng Ye Leasing"), are secured by the Group's 51% equity interest in Zheng Ye Leasing, bearing interest of 4.65% per annum and repayable from 2023 to 2025. Details of the acquisition are set out in note 35.
- (b) Other amounts due to directors are unsecured, interest free and repayable on demand.

附註：

- (a) 於二零二二年十二月三十一日，就收購中山市正業租賃有限公司(「正業租賃」)應付本公司四名董事的代價，以本集團於正業租賃的51%股權作擔保，按年利率4.65%計息並由二零二三年至二零二五年期間償還。收購詳情載於附註35。
- (b) 應付董事其他款項為無抵押、免息及按要求償還。

31. Deferred Taxation

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

31. 遞延稅項

就綜合財務狀況表呈列而言，已將若干遞延稅項資產與負債互抵。以下為財務報告而言遞延稅項結餘分析：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	(335)	(11,223)
Deferred tax liabilities	遞延稅項負債	6,087	8,737
		5,752	(2,486)

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31. Deferred Taxation (Continued)

The following are the major deferred tax (assets) liabilities recognised and movements thereon during the current and prior years:

31. 遞延稅項(續)

以下為於本年度及過往年度已確認的主要遞延稅項(資產)負債及其變動:

		Right-of-use assets	Lease liabilities	Contract assets	Provision for inventories	Deferred income	Impairment on receivables	Depreciation differences	Undistributed profit of subsidiaries	Unused tax losses	Other payables	Impairment on property, plant and equipment	Total
		RMB'000	RMB'000	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	人民幣千元	人民幣千元
At 1 January 2021	於二零二一年一月一日	7,275	(7,301)	589	(2,019)	(5,554)	(1,029)	3,479	5,190	(920)	(5)	(183)	(478)
(Credit) charge for the year	年內(計入)扣除	(1,443)	1,374	(140)	(39)	(104)	(178)	117	815	920	5	(3,335)	(2,008)
At 1 January 2022	於二零二二年一月一日	5,832	(5,927)	449	(2,058)	(5,658)	(1,207)	3,596	6,005	-	-	(3,518)	(2,486)
(Credit) charge for the year	年內(計入)扣除	(3,697)	3,744	(59)	2,058	5,497	999	183	(4,005)	-	-	3,518	8,238
At 31 December 2022	於二零二二年十二月三十一日	2,135	(2,183)	390	-	(161)	(208)	3,779	2,000	-	-	-	5,752

At the end of the reporting period, the Group has unused tax losses of RMB345,715,000 (2021: RMB14,342,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the unused tax losses of RMB345,715,000 (2021: RMB14,342,000) due to the unpredictability of future profit streams. The unrecognised tax losses at the end of reporting period will be expired in the following years:

於報告期末，本集團有未動用稅項虧損人民幣345,715,000元(二零二一年：人民幣14,342,000元)可用於抵銷未來溢利。由於未來溢利來源難以預測，並無就未動用稅項虧損人民幣345,715,000元(二零二一年：人民幣14,342,000元)確認任何遞延稅項資產。於報告期末的未動用稅項虧損將於以下年度到期：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
2024	二零二四年	2,570	2,570
2025	二零二五年	1,986	1,986
2026	二零二六年	9,786	9,786
2027	二零二七年	331,373	-
		345,715	14,342

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31. Deferred Taxation (Continued)

At the end of the reporting period, the Group has deductible temporary differences of RMB68,522,000 (2021: RMB16,282,000). No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

The aggregate amount of temporary differences associated with undistributed earnings of the PRC subsidiaries for which deferred tax liabilities have not been recognised was RMB813,131,000 (2021: RMB767,171,000). No deferred tax liabilities have been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such difference will not reverse in the foreseeable future.

32. Share Capital

31. 遞延稅項(續)

於報告期末，本集團有可扣減暫時差額人民幣68,522,000元(二零二一年：人民幣16,282,000元)。由於不太可能有應課稅溢利作動用可扣減暫時差額抵銷用途，並無就該等可扣減暫時差額確認任何遞延稅項資產。

未確認遞延稅項負債的中國附屬公司未分派溢利相關暫時差額總額為人民幣813,131,000元(二零二一年：人民幣767,171,000元)。由於本集團能控制撥回該等暫時差額的時間，且該等差額於可見將來可能不會回撥，故並無就該等差額確認遞延稅項負債。

32. 股本

		Number of shares 股份數目	Nominal value 票面值 HKD 港元
Ordinary shares of HKD0.10 each	每股面值0.10港元的普通股		
Authorised:	法定：		
At 1 January 2021, 31 December 2021, and 31 December 2022	於二零二一年一月一日、二零二一年 十二月三十一日及二零二二年 十二月三十一日	1,000,000,000	100,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2021, 31 December 2021, and 31 December 2022	二零二一年一月一日、二零二一年 十二月三十一日及二零二二年 十二月三十一日	500,000,000	50,000,000
			RMB'000 人民幣千元
Presented as at 31 December 2021 and 2022	於二零二一年及二零二二年十二月三十一日呈列		41,655

There were no changes in the Company's authorised, issued and fully paid share capital during both years.

於兩年度，本公司的法定、已發行及繳足股本均沒有變動。

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33. Retirement Benefits Schemes

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of a trustee. The Group contributes 5% of relevant payroll costs to the scheme, which contribution is matched by employees but subject to a maximum amount of HKD1,500 per month (2021: HKD1,500 per month) for each employee.

The employees of the Company's subsidiaries established in the PRC are members of state-managed retirement benefit schemes operated by the PRC government. The subsidiaries are required to contribute certain percentage of payroll costs to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the specific contributions.

The total cost charged to income of RMB22,287,000 (2021: RMB22,102,000) represents contributions payable to these schemes by the Group in respect of the current accounting period.

During the year ended 31 December 2022 and 2021, the Group had no forfeited contributions under the retirement benefits schemes utilised to reduce future contributions.

34. Deferred Income

In 2022, the Group received government subsidies of RMB794,000 (2021: RMB5,105,000) for the cost of constructions of its paper-based packaging and packaging paper plant and the replacement of machinery. The amount was treated as deferred income at 31 December 2022 and 2021. The amount is transferred to income over the useful lives of the relevant assets and the amount transferred to income during the current year is RMB12,110,000 (2021: RMB4,488,000). As at 31 December 2022, an amount of RMB26,319,000 (2021: RMB37,635,000) remains to be amortised.

35. Acquisition of a Subsidiary

On 22 October 2021, the Group entered into a sale and purchase agreement (as supplemented by a supplemental agreement date 13 December 2021) (the "Sale and Purchase Agreement") with the equity owners of Zheng Ye Leasing, who are also four directors of the Company, pursuant to which the Group has conditionally agreed to acquire the entire equity interest in Zheng Ye Leasing at an aggregate cash consideration of RMB186,000,000, payable by four instalments from 2022 to 2025.

33. 退休福利計劃

本集團為所有香港合資格僱員設有強制性公積金計劃。該計劃的資產與本集團的資產分開，由信託人控制之基金持有。本集團及僱員均按相關入息的5%向該計劃供款，但上限為每名僱員每月1,500港元（二零二一年：1,500港元）。

本公司中國附屬公司之僱員均為中國政府所管理之國家退休福利計劃之成員。附屬公司須按僱員薪金若干百分比向退休福利計劃供款以推行有關福利。本集團在退休福利計劃之下之唯一責任為根據該計劃作出指定供款。

於收入表扣除的總成本約人民幣22,287,000元（二零二一年：人民幣22,102,000元）指本集團於本會計期間就上述計劃應付的供款。

於截至二零二二年及二零二一年十二月三十一日止年度，本集團並無任何退休福利計劃項下已沒收供款可用於扣減未來供款。

34. 遞延收入

於二零二二年，本集團就其紙製包裝及包裝紙廠房的建築成本以及機器更換收到政府補貼人民幣794,000元（二零二一年：人民幣5,105,000元），於二零二二年及二零二一年十二月三十一日以遞延收入記賬，並按相關資產的可使用年期轉撥至收入。於本年度轉撥至收入的金額為人民幣12,110,000元（二零二一年：人民幣4,488,000元）。於二零二二年十二月三十一日，尚未攤銷的金額為人民幣26,319,000元（二零二一年：人民幣37,635,000元）。

35. 收購附屬公司

於二零二一年十月二十二日，本集團與正業租賃的股權持有人訂立買賣協議（「買賣協議」）（作為日期為二零二一年十二月十三日補充協議的補充），據此，本集團有條件地同意收購正業租賃的全部股權，總現金代價為人民幣186,000,000元，自二零二二年至二零二五年分四期支付。

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35. Acquisition of a Subsidiary (Continued)

On 10 February 2022, all conditions precedent to the Sale and Purchase Agreement were fulfilled and the Group had completed the acquisition of Zheng Ye Leasing. Zheng Ye Leasing became an indirect owned subsidiary of the Company. The Group determined that substantially all of the fair value of the gross assets (excluding cash and cash equivalents) acquired is concentrated in a single identifiable asset and concluded that the acquired set of assets and liabilities do not constitute a business and the transaction is accounted for as an asset acquisition.

Zheng Ye Leasing is engaged in real estate leasing and property management in the PRC. The acquisition can enhance the Group's asset base, help improve business financing and reduce the Group's reliance on the assets of the controlling shareholders.

Assets and liabilities recognised by the Group at the date of acquisition

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	185,975
Other receivables	其他應收款項	752
Bank balances and cash	銀行結餘及現金	412
Other payables	其他應付款項	(826)
Tax liabilities	稅項負債	(313)
		186,000

Net cash outflow on acquisition of Zheng Ye Leasing

		RMB'000 人民幣千元
Consideration paid in cash	以現金支付代價	94,860
Less: bank balances and cash acquired	減：已收購銀行結餘及現金	(412)
		94,448

35. 收購附屬公司(續)

於二零二二年二月十日，該等買賣協議之所有先決條件已獲達成，而本集團已完成收購正業租賃。正業租賃成為本公司間接擁有附屬公司。本集團釐定所收購總資產(不包括現金及現金等價物)的絕大部分公允價值均集中於單一可識別資產，並認為所收購該組資產及負債並不構成一項業務，故該交易以收購資產記賬。

正業租賃於中國從事房地產租賃及物業管理。該收購能提升本集團的資產基礎、有助改善業務融資及減少本集團對控股股東資產的依賴。

於收購日本集團確認之資產及負債

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36. Capital Commitments

36. 資本承擔

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	已訂約收購物業、廠房及設備但未於綜合財務報表計提撥備的資本開支	36,367	26,752
Commitment to acquire Zheng Ye Leasing	收購正業租賃的承擔	-	186,000
		36,367	212,752

37. Pledge of Assets

The following assets were pledged to secure certain banking and other facilities granted to the Group at the end of the reporting period:

37. 資產抵押

以下為於報告期末本集團已抵押資產，作為授予本集團若干銀行及其他融資的擔保：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Buildings and construction in progress	樓宇及在建工程	267,888	95,813
Plant and machinery	廠房及機械	268,299	148,207
Leasehold lands	租賃土地	101,820	106,428
Trade receivables not backed by bills	無票據為後盾的貿易應收款項	80,000	80,000
Trade receivables backed by bills	以票據為後盾的貿易應收款項	232,643	305,999
Pledged bank deposits	已抵押銀行存款	64,016	92,368
Inventories	存貨	140,482	111,262
		1,155,148	940,077

In addition to the pledge of assets above, bank borrowings of RMB5,553,000 (2021: RMB16,750,000) are secured by the bills issued by group entities as at 31 December 2022. Amounts due to directors of RMB91,140,000 (2021: nil) are secured by the Group's 51% equity interest in a subsidiary.

除上表之已抵押資產外，於二零二二年十二月三十一日，銀行借款人民幣5,553,000元(二零二一年：人民幣16,750,000元)以集團旗下實體出具的票據作擔保。應付董事款項人民幣91,140,000元(二零二一年：無)以集團於一間附屬公司的51%股權作擔保。

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38. Capital Risk Management

The Group manages its capital to ensure the entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts, which includes bank borrowings and other borrowings as disclosed in note 27, net of cash and cash equivalents and equity attributable to owners of the Company, comprising share capital and reserves.

The directors of the Company review the capital structure periodically. As part of the review, the directors consider the cost of capital and the risks associated with the capital. Based on recommendations of the directors, the Group will balance its overall capital structure through payment of dividends, new share issues as well as the issue of the new debt or the redemption of existing debt.

39. Financial Instruments

a. Categories of financial instruments

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>Financial assets</i>	<i>金融資產</i>		
Amortised cost	攤銷成本	1,130,407	1,391,393
<i>Financial liabilities</i>	<i>金融負債</i>		
Amortised cost	攤銷成本	1,416,335	1,429,036
FVTPL	按公允值計入損益	4,153	8,217

b. Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, pledged bank deposits, bank balances, trade and other payables, amounts due to directors, bank and other borrowings, lease liabilities and consideration payables. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

38. 資本風險管理

本集團通過維持債務與股本之間的最佳平衡來管理其資金，確保本集團旗下實體能夠持續經營，同時為股東爭取最大回報。本集團的整體策略與去年維持不變。

本集團的資本構架包括債務（包括附註27所披露的銀行借款及其他借款），扣除現金及現金等價物以及本公司擁有人應佔權益（包括股份及儲備）。

本公司董事會定期檢討資本架構。作為檢討的一部分，董事考慮資本成本及資本相關風險。本集團會根據董事推薦建議，通過派付股息、發行新股，以及發行新債務或償還現有負債來平衡整體資本架構。

39. 金融工具

a. 金融工具の種類

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>Financial assets</i>	<i>金融資產</i>		
Amortised cost	攤銷成本	1,130,407	1,391,393
<i>Financial liabilities</i>	<i>金融負債</i>		
Amortised cost	攤銷成本	1,416,335	1,429,036
FVTPL	按公允值計入損益	4,153	8,217

b. 金融風險管理目標及政策

本集團的主要金融工具包括貿易及其他應收款項、已抵押銀行存款、銀行結餘、貿易及其他應付款項、應付董事款項、銀行及其他借款、租賃負債以及應付代價。有關該等金融工具的詳情已於相關附註披露。與該等金融工具有關的風險包括市場風險（貨幣風險及利率風險）、信用風險及流動資金風險。下文載列如何降低該等風險的政策。管理層會管理及監控該等風險，以確保及時、有效地採取適當措施。

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39. Financial Instruments (Continued)

b. Financial risk management objectives and policies

(Continued)

Market risk

The Group's activities expose primarily to the market risks of changes in interest rates and currency rates.

There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risk.

(i) *Currency risk*

The Group collects most of its revenue and incurs most of the expenditures in RMB.

The Group undertakes certain transactions denominated in foreign currencies, hence exposures to exchange rate fluctuations arises. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposures and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets (mainly including bank balances and cash, and trade and other receivables) and monetary liabilities (mainly including trade and other payables, lease liabilities and bank borrowings) at the reporting date are as follows:

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Assets	資產		
HKD	港元	8,580	1,718
USD	美元	438	635
GBP	英鎊	6	10
EUR	歐元	286	760
Liabilities	負債		
HKD	港元	27,283	17,379
USD	美元	-	2,842

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險

本集團的業務主要承受利率及外幣匯率變動的市場風險。

本集團承受的市場風險或其管理及計量該等風險的方法概無重大變動。

(i) *貨幣風險*

集團的大部分收入及開支均以人民幣計值。

本集團進行若干以外幣計值的交易，因此承受匯率波動風險。本集團現時並無外幣對沖政策。然而，管理層會留意外匯風險，並會考慮於必要時對沖重大外匯風險。

本集團於報告日期以外幣計值的貨幣資產(主要包括銀行結餘及現金以及貿易及其他應收款項)及貨幣負債(主要包括貿易及其他應付款項、租賃負債以及銀行借款)的賬面值如下：

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39. Financial Instruments (Continued)

b. Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis

The Group mainly exposes to the currency of HKD relative to RMB.

The following table details the Group's sensitivity to a 10% (2021: 10%) increase and decrease in RMB against the relevant foreign currencies. 10% represents the management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 10% (2021: 10%) change in foreign currency rates. A positive number below indicates an increase in post-tax profit where the RMB strengthens 10% (2021: 10%) against the relevant currency. For a 10% weakening of RMB against the relevant currency, they would be an equal and opposite impact on the profit and balances below would be negative.

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
HKD	港元		
Profit or loss	溢利或虧損	1,836	1,265
USD	美元		
Profit or loss	溢利或虧損	(44)	203
GBP	英鎊		
Profit or loss	溢利或虧損	(1)	(1)
EUR	歐元		
Profit or loss	溢利或虧損	(29)	(68)

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析

本集團主要承受港元兌人民幣的風險。

下表詳述本集團對人民幣兌相關外幣匯率上升及下跌10%(二零二一年:10%)的敏感度。10%代表管理層對匯率的合理可能變動的評估。敏感度分析僅包括未結算的外幣計值貨幣項目，並於報告期末調整其兌換以反映匯率的10%(二零二一年:10%)變動。下文的正數反映人民幣兌相關外幣匯率上升10%(二零二一年:10%)的情況下除稅後溢利增加。倘人民幣兌相關外幣的匯率減弱10%，則對下文的溢利及結餘帶來同等的負面影響。

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For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

39. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(ii) Interest rate risk

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances, bank and other borrowings which carry at prevailing deposit interest rates and variable rate based on the interest rates from HIBOR and loan prime rate, and amounts due to directors which carry at loan prime rate.

The Group's fair value interest rate risk relates primarily to its fixed rate pledged bank deposits, bank and other borrowings and lease liabilities. The Group currently does not have any interest rate hedging policy to hedge its exposure to interest rate risk. However, the management will consider hedging significant interest rate exposure should the need arise.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note.

As listed in note 27, several of the Group's HIBOR bank borrowings have been subject to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

While the Hong Kong Dollar Overnight Index Average ("HONIA") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist. The Group's bank borrowings linked to HIBOR will continue till maturity and hence, not subject to transition.

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險

由於銀行結餘以及銀行及其他借款(按現行存款利率及根據香港銀行同業拆息及貸款優惠利率所報利率計算的浮息計息)以及應付董事款項(按貸款優惠利率計息)的現行市場利率波動,因此本集團須承受現金流量利率風險。

本集團的公允值利率風險主要有關其定息已抵押銀行存款、銀行及其他借款以及租賃負債。本集團現時並無利用任何利率對沖政策對沖其承擔的利率風險。然而,管理層將考慮於必要時對沖重大利率風險。

本集團須承受與金融負債有關的利率風險,詳情載於本附註流動資金風險管理一節。

誠如附註27所述,本集團多個按香港銀行同業拆息計算的銀行借款已被利率基準改革所影響。本集團正在密切監察市場及管理過渡至新基準利率的情況,包括相關銀行同業拆息監管機構發佈的公告。

儘管港元隔夜平均指數(「港元隔夜平均指數」)已獲識別為香港銀行同業拆息的替代利率,惟並無計劃終止使用香港銀行同業拆息。香港採用多種利率並存方案,香港銀行同業拆息和港元隔夜平均指數將並存。本集團與香港銀行同業拆息掛鈎的銀行借款將持續至到期日,並因此不受過渡影響。

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綜合財務報表附註

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39. Financial Instruments (Continued)

b. Financial risk management objectives and policies

(Continued)

Market risk (Continued)

(ii) Interest rate risk (Continued)

Sensitivity analysis

Sensitivity analysis on bank balances is not presented as the management considers that the Group's exposure to interest rate fluctuation is insignificant.

The sensitivity analyses below have been determined based on the exposure to interest rates for the variable rate bank and other borrowings at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the year. A 100 basis points (2021: 100 basis points) increase or decrease for variable rate bank and other borrowings are used when reporting interest rate risk internally to key management personnel and represent management's assessment of the reasonably possible change in interest rates in respect of bank and other borrowings.

If interest rates had been 100 basis points (2021: 100 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2022 would have decreased/increased by RMB1,620,000 (2021: RMB1,351,000).

Credit risk and impairment assessment

As at 31 December 2022, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets except that the credit risks associated with trade receivables is partially mitigated because settlement of certain trade receivables are backed by bills issued by reputable banks.

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險

敏感度分析

由於管理層認為本集團承受利率波動風險不大，銀行結餘的敏感度分析並無呈列。

下列敏感度分析乃根據報告期末的浮息銀行及其他借款利率風險以及財政年度開始時的規定改變並於整個年度保持不變而釐定。公司內部向主要管理人員匯報利率風險時會以升跌100個基點(二零二一年：100個基點)(就浮息銀行及其他借款而言)為基準，即管理人員分別評估銀行及其他借款利率的合理可能變動。

倘利率上升/下降100個基點(二零二一年：100個基點)，而所有其他變數維持不變，則本集團截至二零二二年十二月三十一日止年度的除稅後溢利會減少/增加人民幣1,620,000元(二零二一年：人民幣1,351,000元)。

信貸風險及減值評估

於二零二二年十二月三十一日，因對手方未能履行責任而對本集團造成財務損失的最大信用風險為綜合財務狀況表內所列各項已確認金融資產的賬面值。

本集團並無持有任何抵押品或其他信貸增強措施以彌補其與其金融資產相關的信貸風險，惟與貿易應收款項相關的信貸風險已部分減輕，因為若干貿易應收款項的結算以信譽良好的銀行所發出票據為後盾。

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綜合財務報表附註

For the year ended 31 December 2022
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39. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Trade receivables and contract assets arising from contracts with customers

In order to minimise the credit risk, the management has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit assessment system to assess the potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed regularly. The Group may require a deposit to be received from certain customers of packaging paper products before acceptance of orders. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade balances individually or based on provision matrix. Trade receivables are assessed for ECL by categorising into receivables fully backed by bank bills and not backed by bank bills. Debtors with trade receivables backed by bank bills are assessed individually taking into consideration of the credit rating and reputation of the banks issuing the bills. The Group assessed the ECL on trade receivables not backed by bank bills and contract assets individually for debtors and contract assets with significant balance or credit-impaired and/or collectively based on provision matrix with appropriate groupings based primarily on the debtors' ageing profiles.

Pledged bank deposits/bank balances

The credit risks on bank balances are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Other receivables

Other receivables are assessed individually and not included in provision matrix. The credit quality of other receivables have been assessed with reference to the historical information about the past due information, default rate, the financial position of counterparties and also supportive forward-looking information. The directors of the Company consider that the credit risk of other receivables is low in view of the good collection history.

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

與客戶訂立合約產生的貿易應收款項及合約資產

為盡量減低信貸風險，本集團管理層已委派團隊負責釐定信貸限額及信貸審批。在接納任何新客戶之前，本集團使用內部信貸評估系統評估潛在客戶的信用質量並定義客戶的信貸額度。給予客戶的額度獲定期審查。本集團可能要求若干包裝紙客戶提供訂金，方承接訂單，並已制訂其他監察程序確保採取後續行動收回逾期債務。此外，本集團根據預期信貸虧損模型以單獨或撥備矩陣形式對貿易結餘進行減值評估。貿易應收款項分類為全面以銀行票據為後盾及無銀行票據為後盾進行預期信貸虧損評估。賬款為以銀行票據為後盾的貿易應收款項，則經考慮出具票據的銀行的信用評級和信譽後以單獨形式進行評估。本集團對具有大額結餘或出現信貸減值的無銀行票據為後盾的貿易應收款項及合約負債，以單獨形式及／或使用主要基於債務人賬齡資料的適當分組的撥備矩陣的集體形式進行預期信貸虧損評估。

已質押銀行存款／銀行結餘

銀行結餘的信貸風險有限，原因為交易對手為獲國際信貸評級機構評為具有高信貸評級的銀行。

其他應收款項

其他應收款項單獨進行評估，不包括在撥備矩陣中。其他應收款項的信貸級數已參考有關逾期資料的過往資料、違約率、交易對手的財務狀況以及有合理的前瞻資料進行評估。鑑於良好的收款記錄，本公司董事認為其他應收款項的信貸風險較低。

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綜合財務報表附註

For the year ended 31 December 2022
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39. Financial Instruments (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

Other receivables (Continued)

The Group has concentration of credit risk as 37% (2021: 25%) of total trade receivables represented amounts due from the Group's largest three (2021: three) trade debtors as at 31 December 2022. The management is of the view that these trade debtors of the Group have good trade record without default history and consider that the trade receivable from these customers is recoverable.

Other than those described above, the Group has no significant concentration of credit risk.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Trade receivables/ contract assets 貿易應收款項/合約資產	Other financial assets/ other items 其他金融資產/其他項目
Low risk 低風險	The counterparty has a low risk of default or does not have any past-due amounts 交易對手具有低違約風險或沒有任何逾期款項	Lifetime ECL – not credit-impaired 全期預期信貸虧損—無信貸減值	12m ECL 12個月預期信貸虧損
Watch list 觀察名單	Debtor frequently repays after due dates but usually settle in full 債務人經常在到期日之後還款，但通常都能夠全面清償款項	Lifetime ECL – not credit-impaired 全期預期信貸虧損—無信貸減值	12m ECL 12個月預期信貸虧損
Doubtful 呆賬	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 通過內部開發資料或外部資源顯示自初步確認以來信貸風險顯著增加	Lifetime ECL – not credit-impaired 全期預期信貸虧損—無信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損—無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產已出現信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損—信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損—信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人已陷入嚴重財務困難，且本集團並無實際收回款項的機會	Amount is written off 撇銷金額	Amount is written off 撇銷金額

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

其他應收款項(續)

於二零二二年十二月三十一日，本集團三大貿易債務人(二零二一年：三名)佔本集團貿易應收款項總額37%(二零二一年：25%)，因此本集團存在集中信貸風險。管理層認為，本集團的貿易債務人擁有良好的交易記錄，並無違約歷史，因此認為應收該等客戶的貿易應收款項可予收回。

除上述者外，本集團並無重大集中信貸風險。

本集團的內部信貸風險級別評估包括以下組別：

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39. Financial Instruments (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets and contract assets, which are subject to ECL assessment:

2022	Notes	Internal credit rating	12m or lifetime ECL 12個月或全期 預期信貸風險	Gross carrying amount	
				RMB'000 人民幣千元	RMB'000 人民幣千元
二零二二年	附註	內部信貸評級		總賬面值	
Pledged bank deposits 已抵押銀行存款	24	Low risk (note (i)) 低風險(附註(i))	12m ECL 12個月預期信貸虧損	64,016	64,016
Bank balances 銀行結餘	24	Low risk (note (i)) 低風險(附註(i))	12m ECL 12個月預期信貸虧損	279,825	279,825
Other receivables 其他應收款項	21	Low risk (note (ii)) 低風險(附註(ii))	12m ECL 12個月預期信貸虧損	39,442	39,442
Trade receivables – contracts with customers 貿易應收款項 – 客戶合約	21	Low risk (note (iii)) 低風險(附註(iii))	Lifetime ECL (collective assessment) 全期預期信貸虧損(集體評估)	252,216	
		Low risk 低風險	Lifetime ECL (individual assessment) 全期預期信貸虧損(個別評估)	499,645	
		Loss 虧損	Credit-impaired 信貸減值	1,319	753,180
Contract assets 合約資產	23	Low risk (note (iii)) 低風險(附註(iii))	Lifetime ECL (individual assessment) 全期預期信貸虧損(個別評估)	9,377	9,377

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

下表詳列本集團須進行預期信貸虧損評估的金融資產及合約資產的信貸風險：

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39. Financial Instruments (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

2021	Notes	Internal credit rating	12m or lifetime ECL 12個月或全期 預期信貸虧損	Gross carrying amount 總賬面值	
二零二一年	附註	內部信貸評級		RMB'000 人民幣千元	RMB'000 人民幣千元
Pledged bank deposits 已抵押銀行存款	24	Low risk (note (i)) 低風險(附註(i))	12m ECL 12個月預期信貸虧損	92,368	92,368
Bank balances 銀行結餘	24	Low risk (note (i)) 低風險(附註(i))	12m ECL 12個月預期信貸虧損	229,540	229,540
Other receivables 其他應收款項	21	Low risk (note (iii)) 低風險(附註(iii))	12m ECL 12個月預期信貸虧損	18,763	18,763
Trade receivables – contracts with customers 貿易應收款項 – 客戶合約	21	Low risk (note (iii)) 低風險(附註(iii))	Lifetime ECL (collective assessment) 全期預期信貸虧損(集體評估)	336,045	
		Low risk 低風險	Lifetime ECL (individual assessment) 全期預期信貸虧損(個別評估)	721,534	
		Loss 虧損	Credit-impaired 信貸減值	1,319	1,058,898
Contract assets 合約資產	23	Low risk (note (iii)) 低風險(附註(iii))	Lifetime ECL (individual assessment) 全期預期信貸虧損(個別評估)	15,550	15,550

Notes:

- (i) For the purpose of internal credit risk management, the Group has made reference to the external credit rating for its major bank balances.
- (ii) For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition. As at 31 December 2022 and 2021, the Group has no past due other receivables.
- (iii) For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with significant outstanding balances, credit-impaired or trade receivables backed by bills, the Group determines the ECL on these items by using a provision matrix as mentioned above.

信貸風險及減值評估(續)

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：

- (i) 就內部信貸風險管理而言，本集團已參考其主要銀行結餘的外部信貸評級。
- (ii) 就內部信貸風險管理而言，本集團使用逾期信息評估自初步確認後信貸風險是否顯著增加。於二零二二年及二零二一年十二月三十一日，本集團並無逾期其他應收款項。
- (iii) 就貿易應收款項及合約資產而言，本集團已採用香港財務報告準則第9號的簡化方法計量全期預期信貸虧損的虧損準備。除具有重大未償還結餘、出現信貸減值或以票據為後盾的貿易應收款項的賬款外，本集團採用上述撥備矩陣確定該等項目的預期信貸虧損。

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綜合財務報表附註

For the year ended 31 December 2022
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39. Financial Instruments (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The following table provides information about the exposure to credit risk for trade receivables not backed by bank bills which are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired).

Gross carrying amount

		2022 二零二二年		2021 二零二一年	
		Average loss rate 平均虧損率	Trade receivables 貿易應收款項 RMB'000 人民幣千元	Average loss rate 平均虧損率	Trade receivables 貿易應收款項 RMB'000 人民幣千元
0-60 days	0至60日	0.66%	244,709	0.66%	319,912
61-90 days	61至90日	0.82%	3,544	0.95%	10,727
91-180 days	91至180日	1.04%	3,549	2.02%	5,292
Over 180 days	超過180日	100.00%	414	100.00%	114
			252,216		336,045

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by the management to ensure relevant information about specific debtors is updated.

During the year ended 31 December 2022, a reversal of allowance for credit losses of nil (2021: RMB395,000) was made on credit-impaired debtors and an allowance for credit losses of RMB4,036,000 (2021: RMB5,824,000) and a reversal of allowance for credit losses of RMB 5,824,000 (2021: RMB4,562,000) were made on the not credit-impaired debtors.

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

下表提供有關無銀行票據為後盾並使用撥備矩陣集體進行全期預期信貸虧損(未出現信貸減值)集體評估的貿易應收款項的信貸風險資料。

賬面總值

估計虧損率乃根據債務人預期年期的過往可觀察違約率估計，及按毋須花費不必要成本或費力而可取得的前瞻性資料作出調整。管理層定期審查分組，以確保更新有關特定債務人的相關資料。

於截至二零二二年十二月三十一日止年度，本集團就並無出現信貸減值的賬款撥回(二零二一年：人民幣395,000元)的信貸虧損準備，以及就並無信貸減值的賬款計提人民幣4,036,000元(二零二一年：人民幣5,824,000元)的信貸虧損準備，並撥回人民幣5,824,000元(二零二一年：4,562,000元)的信貸虧損準備。

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39. Financial Instruments (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables not backed by bills under the simplified approach.

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Total amount 總金額 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	4,562	2,166	6,728
Changes due to financial instruments recognised as at 1 January 2021:	因二零二一年一月一日已確認金融工具而發生的變動：			
– Impairment losses reversed	– 撥回減值虧損	(4,562)	(395)	(4,957)
– Write-offs	– 撇銷	–	(452)	(452)
New financial assets originated	新增源生金融資產	5,824	–	5,824
At 31 December 2021	於二零二一年十二月三十一日	5,824	1,319	7,143
Changes due to financial instruments recognised as at 1 January 2022:	因二零二二年一月一日已確認金融工具而發生的變動：			
– Impairment losses reversed	– 撥回減值虧損	(5,824)	–	(5,824)
New financial assets originated	新增源生金融資產	4,036	–	4,036
At 31 December 2022	於二零二二年十二月三十一日	4,036	1,319	5,355

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier. The Group has taken legal action against the debtors to recover the amount due.

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

下表顯示根據簡化方法對無銀行票據為後盾的貿易應收款項確認的全期預期信貸虧損之變動。

	Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) RMB'000 人民幣千元	Total amount 總金額 RMB'000 人民幣千元
At 1 January 2021	4,562	2,166	6,728
Changes due to financial instruments recognised as at 1 January 2021:			
– Impairment losses reversed	(4,562)	(395)	(4,957)
– Write-offs	–	(452)	(452)
New financial assets originated	5,824	–	5,824
At 31 December 2021	5,824	1,319	7,143
Changes due to financial instruments recognised as at 1 January 2022:			
– Impairment losses reversed	(5,824)	–	(5,824)
New financial assets originated	4,036	–	4,036
At 31 December 2022	4,036	1,319	5,355

當有資料顯示債務人陷入嚴重財政困難及並無實際把握收回款項，例如，當債務人已進行清盤或已進入破產程序，或貿易應收款項逾期超過兩年（視乎較早發生者），則本集團將該貿易應收款項撇銷。本集團已對債務人採取法律行動，以收回應收款項。

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39. Financial Instruments (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables backed by bank bills under the simplified approach.

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

下表顯示根據簡化方法對以銀行票據為後盾的貿易應收款項確認的全期預期信貸虧損之變動。

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	327
Changes due to financial instruments recognised as at 1 January 2021:	因二零二一年一月一日已確認金融工具而發生的變動：	
– Impairment losses reversed	– 撥回減值虧損	(327)
New financial assets originated	新增源生金融資產	762
At 31 December 2021	於二零二一年十二月三十一日	762
Changes due to financial instruments recognised as at 1 January 2022:	因二零二二年一月一日已確認金融工具而發生的變動：	
– Impairment losses reversed	– 撥回減值虧損	(762)
New financial assets originated	新增源生金融資產	454
At 31 December 2022	於二零二二年十二月三十一日	454

For trade receivables backed by bank bills, an impairment allowance of RMB454,000 (2021: RMB762,000) has been made by the directors of the Company after considering the probability of default and taking into consideration of the credit rating and reputation of the banks issuing the bills.

就以銀行票據為後盾的貿易應收款項而言，本公司董事於考慮違約的可能性及計及發行票據的銀行的信貸等級及聲譽後，作出了人民幣454,000元(二零二一年：人民幣762,000元)的減值準備。

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綜合財務報表附註

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39. Financial Instruments (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables backed by other bills under the simplified approach.

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

下表顯示根據簡化方法對以銀行票據為後盾的貿易應收款項確認的全期預期信貸虧損之變動。

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	145
Changes due to financial instruments recognised as at 1 January 2021:	因二零二一年一月一日已確認金融工具而發生的變動：	
– Impairment losses reversed	– 撥回減值虧損	(145)
New financial assets originated	新增源生金融資產	169
At 31 December 2021	於二零二一年十二月三十一日	169
Changes due to financial instruments recognised as at 1 January 2022:	因二零二二年一月一日已確認金融工具而發生的變動：	
– Impairment losses reversed	– 撥回減值虧損	(169)
New financial assets originated	新增源生金融資產	121
At 31 December 2022	於二零二二年十二月三十一日	121

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

39. Financial Instruments (Continued)

b. Financial risk management objectives and policies

(Continued)

Credit risk and impairment assessment (Continued)

The following table shows the movement in 12m ECL that has been recognised for other receivables under the simplified approach.

		12m ECL (not credit- impaired) 12個月預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元
As at 1 January 2021	於二零二一年一月一日	181
Changes due to financial instruments recognised as at 1 January 2021:	因二零二一年一月一日確認了金融工具而發生的變動：	
– Impairment losses reversed	– 撥回減值虧損	(181)
New financial assets originated	新增源生金融資產	143
At 31 December 2021	於二零二一年十二月三十一日	143
Changes due to financial instruments recognised as at 1 January 2022:	因二零二二年一月一日確認了金融工具而發生的變動：	
– Impairment losses reversed	– 撥回減值虧損	(143)
New financial assets originated	新增源生金融資產	141
At 31 December 2022	於二零二二年十二月三十一日	141

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings.

The following table details the Group's contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the year of the reporting period, taking into consideration interest rate curve, if available.

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

信貸風險及減值評估(續)

下表顯示根據簡化方法對其他應收款項確認的12個月預期信貸虧損之變動。

		12m ECL (not credit- impaired) 12個月預期 信貸虧損 (無信貸減值) RMB'000 人民幣千元
As at 1 January 2021	於二零二一年一月一日	181
Changes due to financial instruments recognised as at 1 January 2021:	因二零二一年一月一日確認了金融工具而發生的變動：	
– Impairment losses reversed	– 撥回減值虧損	(181)
New financial assets originated	新增源生金融資產	143
At 31 December 2021	於二零二一年十二月三十一日	143
Changes due to financial instruments recognised as at 1 January 2022:	因二零二二年一月一日確認了金融工具而發生的變動：	
– Impairment losses reversed	– 撥回減值虧損	(143)
New financial assets originated	新增源生金融資產	141
At 31 December 2022	於二零二二年十二月三十一日	141

流動資金風險

在管理流動資金風險時，本集團監控及維持管理層認為充足的現金及現金等價物，以為本集團的營運提供資金，並減低現金流量波動的影響。管理層監督銀行借款的使用情況。

下表詳列本集團金融負債的合約到期日。該表乃根據本集團須付款的最早日期按照金融負債的未貼現現金流量編製。

該表包括利息及本金現金流量。倘利率為浮動利率，則未貼現金額按報告期年度的利率計算(計及利率曲線(如有))。

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39. Financial Instruments (Continued)

b. Financial risk management objectives and policies

(Continued)

Liquidity risk (Continued)

Liquidity table

		Weighted average interest rate	On demand or less than 6 months 按要求或 少於六個月 RMB'000 人民幣千元	6 months to 1 year 六個月 至一年 RMB'000 人民幣千元	1-5 years 一至五年 RMB'000 人民幣千元	Over 5 years 五年以上 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金 流動總額 RMB'000 人民幣千元	Carrying amounts 賬面值 RMB'000 人民幣千元
2022	二零二二年							
Trade and other payables	貿易及其他應付款項	N/A不適用	269,108	-	-	-	269,108	269,108
Amounts due to directors	應付董事款項	4.65	46,746	-	44,640	-	91,386	91,386
Bank borrowings	銀行借款							
- fixed rate	- 定息	3.89	539,540	122,561	132,109	11,353	805,563	781,031
- variable interest rate	- 浮息	5.72	10,947	26,798	-	-	37,745	36,798
Lease liabilities	租賃負債	5.83	3,629	3,096	19,735	15,462	41,922	31,034
Other borrowings	其他借款							
- fixed rate	- 定息	4.00	108,512	-	-	-	108,512	108,316
- variable interest rate	- 浮息	9.40	46,930	39,055	52,661	-	138,646	128,040
Consideration payables	應付代價款項	5.23	1,670	-	-	-	1,670	1,656
			1,027,082	191,510	249,145	26,815	1,494,552	1,447,369
2021	二零二一年							
Trade and other payables	貿易及其他應付款項	N/A不適用	233,857	-	-	-	233,857	233,857
Amounts due to directors	應付董事款項	N/A不適用	443	-	-	-	443	443
Bank borrowings	銀行借款							
- fixed rate	- 定息	4.25	645,256	151,740	65,520	37,514	900,030	873,907
- variable interest rate	- 浮息	3.17	274	17,170	-	-	17,444	17,170
Lease liabilities	租賃負債	5.83	9,171	8,511	24,196	16,462	58,340	45,315
Other borrowings	其他借款							
- fixed rate	- 定息	4.20	143,104	1,816	-	-	144,920	143,724
- variable interest rate	- 浮息	10.56	46,560	46,560	80,068	-	173,188	156,653
Consideration payables	應付代價款項	5.23	1,670	-	1,670	-	3,340	3,282
			1,080,335	225,797	171,454	53,976	1,531,562	1,474,351

The amounts included above for variable interest rate instruments are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

倘浮息的變動有別於報告期末所釐定的估計利率，則計入上表的浮息工具的金額亦會有變。

39. 金融工具(續)

b. 金融風險管理目標及政策(續)

流動資金風險(續)

流動資金表

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39. Financial Instruments (Continued)

c. Fair value

Fair value of the Group's financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the fair value is observable.

	Fair value as at 31 December 2021 於二零二一年十二月 三十一日的公允值	Fair value hierarchy 公允值層級	Valuation technique(s) & key inputs 估值技術及 重大輸入數據	Significant unobservable input(s) 重大不可觀察 輸入數據	Sensitivity 敏感度
Contingent consideration payables	RMB4,153,000 (2021: RMB8,217,000)	Level 3	(i) Discounted cash flow model: The key input are probability of payment for the contingent consideration and discount rate	Probability of payment 100%; (2021: 100%) discount rate of 5.23% (2021: 5.23%)	The higher the probability of payment, the higher the fair value of the derivative financial instrument; the higher the discount rate, the lower the fair value of the derivative financial instrument
或然應付代價	人民幣4,153,000元 (二零二一年：人民幣 8,217,000元)	第三級	(i) 貼現現金流量模式：重大輸入數據為支付或然代價的概率及貼現率	支付概率為100%（二零二一年：100%），貼現率為5.23%（二零二一年：5.23%）	支付概率越高，衍生金融工具的公允值越高；貼現率越高，衍生金融工具的公允值越低

39. 金融工具(續)

c. 公允值

按經常基準以公允值計量之本集團金融負債之公允值

本集團的若干金融負債於各報告期末以公允值計量。下表提供有關如何釐定該等金融負債的公允值的資料(尤其是使用的估值方法及輸入數據)，以及根據公允值的可觀察程度將公允值計量進行分類(第一級至第三級)的公允值層級的資料。

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

39. Financial Instruments (Continued)

c. Fair value (Continued)

Reconciliation of Level 3 fair value measurements

		Financial liability at FVTPL 按公允值計入損益的金融負債 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	11,931
Fair value loss in profit or loss	計入損益的公允值虧損	556
Settlement	結算	(4,270)
At 31 December 2021	於二零二一年十二月三十一日	8,217
Fair value loss in profit or loss	計入損益的公允值虧損	206
Settlement	結算	(4,270)
At 31 December 2022	於二零二二年十二月三十一日	4,153

Except for the contingent consideration payables, the fair value of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

除應付或然代價之外，金融資產及金融負債的公允值均根據貼現現金流量分析並按照公認定價模式釐定。

本公司董事認為綜合財務報表中按攤銷成本入賬的金融資產及金融負債的賬面值與其公允值相若。

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綜合財務報表附註

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40. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

40. 融資活動所產生負債對賬

下表詳列本集團的融資活動所產生負債變動，包括現金及非現金變動。融資活動所產生負債指現金流量或未來現金流量於本集團綜合現金流量表內分類為融資活動之現金流量。

		Bank borrowings	Other borrowings	Lease liabilities	Interest payables	Dividend payable	Amount due to a non-controlling interest	Total
		銀行借款	其他借款	租賃負債	應付利息	應付股息	應付非控股權益款項	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 1 January 2021	於二零二一年一月一日	848,076	263,267	45,224	-	-	-	1,156,567
Financing cash flows	融資現金流量	512,802	17,154	(19,407)	(58,017)	(15,000)	(900)	436,632
Foreign exchange translation	外幣兌換	(930)	-	-	-	-	-	(930)
Interest expense	利息支出	-	-	4,016	58,017	-	-	62,033
Dividend	股息	-	-	-	-	15,000	900	15,900
Gross amount of bills from external customers discounted with recourse	已貼現及附帶追索權之外部客戶應收票據總額	-	173,470	-	-	-	-	173,470
Non-cash settlement of discounted bills	已貼現應收票據之非現金結算	(468,871)	(153,514)	-	-	-	-	(622,385)
New lease	新訂租賃	-	-	15,482	-	-	-	15,482
At 31 December 2021	於二零二一年十二月三十一日	891,077	300,377	45,315	-	-	-	1,236,769
Financing cash flows	融資現金流量	283,526	(30,414)	(12,681)	(57,212)	(45,000)	(3,000)	135,219
Foreign exchange translation	外幣兌換	(1,928)	-	-	-	-	-	(1,928)
Interest expense	利息支出	-	-	2,138	57,212	-	-	59,350
Dividend	股息	-	-	-	-	45,000	3,000	48,000
Gross amount of bills from external customers discounted with recourse	已貼現及附帶追索權之外部客戶應收票據總額	-	286,858	-	-	-	-	286,858
Non-cash settlement of discounted bills	已貼現應收票據之非現金結算	(354,846)	(320,465)	-	-	-	-	(675,311)
New lease	新訂租賃	-	-	1,829	-	-	-	1,829
Derecognition on acquisition of a subsidiary	解除確認收購附屬公司	-	-	(5,567)	-	-	-	(5,567)
At 31 December 2022	於二零二二年十二月三十一日	817,829	236,356	31,034	-	-	-	1,085,219

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

41. Related Parties Transactions

(a) Name and relationship

Name 名稱	Relationship 關係
Zheng Ye Leasing (note) 正業租賃(附註)	Controlled by the controlling shareholders of the Company 由本公司控股股東控制

Note: Zheng Ye Leasing has been acquired by the Group on 10 February 2022 and was no longer a related party of the Group.

附註：於二零二二年二月十日，正業租賃已被本集團收購且不再為本集團的關聯方。

(b) Related parties transactions

During the year, the Group entered into the following transactions with related parties:

41. 關聯方交易

(a) 名稱及關係

(b) 關聯方交易

於本年度，本集團與關聯方訂立以下交易：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Zheng Ye Leasing	正業租賃		
– Interest on lease liabilities	– 租賃負債利息	33	595
– Lease liabilities	– 租賃負債	–	6,795
Directors of the Company	本公司董事		
– Interest on amounts due to directors	– 應付董事款項利息	5,470	–
– Consideration paid	– 已付代價	94,860	–

(c) Rental deposit of RMB450,000 paid to Zheng Ye Leasing has been included in trade and other receivables in the consolidated statement of financial position at 31 December 2021.

(c) 已付正業租賃的人民幣450,000元租賃按金已計入於二零二一年十二月三十一日綜合財務狀況表中的貿易及其他應收款項。

(d) Related parties balances

Amounts due to directors are disclosed on note 30.

(d) 關聯方結餘

應付董事款項於附註30披露。

(e) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

(e) 主要管理層人員的薪酬

董事及其他主要管理層成員於年內的薪酬如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries and other benefits	薪金及其他福利	20,745	29,099
Retirement benefits schemes contributions	退休福利計劃供款	447	377
		21,192	29,476

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

41. Related Parties Transactions (Continued)

(e) Compensation of key management personnel

(Continued)

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

41. 關聯方交易(續)

(e) 主要管理層人員的薪酬(續)

董事及主要行政人員的薪酬由薪酬委員會經考慮個人表現及市場趨勢後釐定。

42. Share-based Payment Transactions

Cash-settled share-based award scheme

On 23 April 2019, an employees' share award scheme ("the Scheme") was adopted by the Company which will remain in force for 10 years. Pursuant to the Scheme, the Company would subsidise some employees of the Group (the "Selected Participants") a portion of funds to purchase issued shares of the Company by a trustee through market transactions. Up to 26 June 2019, a total of 4,214,000 shares of the Company had been purchased and vested to the Selected Participants. The Group recognised the total expense of RMB1,467,000 for the year ended 31 December 2019 in relation to its contribution in the Scheme. For the year ended 31 December 2022 and 2021, no employee was awarded under the Scheme and no expense was recognised.

42. 股份為基礎付款交易

以現金結算的股份為基礎獎勵計劃

本公司於二零一九年四月二十三日採納一項僱員股份獎勵計劃(「該計劃」)。根據該計劃，本公司將提供部分資金，由受託人透過市場交易購買已發行股份，藉以補貼若干本集團僱員(「選定參與者」)。截至二零一九年六月二十六日，已購買合計4,214,000股本公司股份並歸屬予選定參與者。截至二零一九年十二月三十一日止年度，本集團就其對該計劃的供款確認總支出人民幣1,467,000元。截至二零二二年及二零二一年十二月三十一日止年度，概無根據該計劃向任何僱員授出獎勵，亦無確認任何費用。

43. Particulars of Subsidiaries of the Company

43. 本公司附屬公司的詳情

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/operations 註冊成立/ 註冊/營運地點	Paid up issued/ registered capital 已繳發行/ 註冊股本	Class of shares hold 本公司持有的 持有股份類別	Proportion ownership interest held by the Company 本公司持有的 所有權益比率		Proportion of voting power held by the Company 所有投票權比率		Principal activities 主要業務
				At 31 December 於十二月三十一日 2022 二零二二年	2021 二零二一年	At 31 December 於十二月三十一日 2022 二零二二年	2021 二零二一年	
TYAZ International Limited ("Zheng Ye (BVI)") 英屬處女群島 (「英屬處女群島」)	British Virgin Islands ("the BVI") 英屬處女群島	Authorised USD50,000 Paid USD20,000* 法定50,000美元 已繳20,000美元*	Ordinary 普通股	100%	100%	100%	100%	Investment holding 投資控股
Zheng Ye International Company Limited 正業國際有限公司	Hong Kong 香港	HKD10,000 10,000港元	Ordinary 普通股	100%	100%	100%	100%	Investment holding 投資控股
Shing Yip (Hong Kong) Investment Enterprises Limited 誠業(香港)投資實業有限公司	Hong Kong 香港	HKD322,384,575 322,384,575港元	Ordinary 普通股	100%	100%	100%	100%	Investment holding 投資控股

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43. Particulars of Subsidiaries of the Company (Continued) 43. 本公司附屬公司的詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/operations 註冊成立/ 註冊/營運地點	Paid up issued/ registered capital 已繳發行/ 註冊股本	Class of shares hold 本公司持有的 持有股份類別	Proportion ownership interest held by the Company 本公司持有的 所有權益比率		Proportion of voting power held by the Company 所有投票權比率		Principal activities 主要業務
				At 31 December 於十二月三十一日 2022 二零二二年	2021 二零二一年	At 31 December 於十二月三十一日 2022 二零二二年	2021 二零二一年	
Zheng Ye Packaging (Zhongshan) Company Limited	The PRC	HKD156,211,400	Ordinary	100%	100%	100%	100%	Manufacturing and operating of paper-based packaging products, packaging related business and printing of decorative packaging products
正業包裝(中山)有限公司	中國	156,211,400港元	普通股					生產及經營紙製包裝產品、包裝相關業務及印刷包裝裝潢印刷品
Zhongshan Yong Fa Paper Industry Company Limited	The PRC	HKD106,500,000	Ordinary	100%	100%	100%	100%	Manufacturing and sale of paper and paperboard
中山永發紙業有限公司	中國	106,500,000港元	普通股					生產和銷售紙和紙板
Zhuhai Zheng Ye Packing Company Limited	The PRC	RMB52,164,718.50	Ordinary	100%	100%	100%	100%	Manufacturing and sale of paper-based packaging products and related packaging service
珠海正業包裝有限公司	中國	人民幣52,164,718.50元	普通股					生產和銷售紙製包裝產品及相關包裝服務
Shijiazhuang Zheng Ye Packaging Company Limited	The PRC	RMB20,000,000	Ordinary	N/A 不適用	100%	N/A 不適用	100%	Deregistered during the year
石家莊正業包裝有限公司	中國	人民幣20,000,000元	普通股					年內已註銷
Wuhan Zheng Ye Alliance Packaging Company Limited	The PRC	RMB35,000,000	Ordinary	100%	100%	100%	100%	Manufacturing and sale of paper-based packaging products and printing of decorative packaging products
武漢正業聯合包裝有限公司	中國	人民幣35,000,000元	普通股					生產和銷售紙製包裝產品及印刷包裝裝潢印刷品
Zhongshan Rengo Hung Hing Paper Manufacturing Company Limited ("Hung Hing")	The PRC	USD53,660,000	Ordinary	58.7%	58.7%	58.7%	58.7%	Manufacturing and sale of paper and paperboard
中山聯合鴻興造紙有限公司(「鴻興」)	中國	53,660,000美元	普通股					生產和銷售紙和紙板

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綜合財務報表附註

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43. Particulars of Subsidiaries of the Company (Continued) 43. 本公司附屬公司的詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/operations 註冊成立/ 註冊/營運地點	Paid up issued/ registered capital 已繳發行/ 註冊股本	Class of shares hold 本公司持有的 持有股份類別	Proportion ownership interest held by the Company 本公司持有的 所有權權益比率		Proportion of voting power held by the Company 所有投票權比率		Principal activities 主要業務
				At 31 December 於十二月三十一日 2022 二零二二年	2021 二零二一年	At 31 December 於十二月三十一日 2022 二零二二年	2021 二零二一年	
Zhengyi 于都縣正德紙品紙業有限公司	The PRC 中國	RMB89,000,000 人民幣89,000,000元	Ordinary 普通股	80%	80%	80%	80%	Manufacturing and sale of paper and paperboard 生產和銷售紙和紙板
Zhongshan Lianfa Transportation Company Limited 中山市聯發運輸有限公司	The PRC 中國	RMB5,000,000 人民幣5,000,000元	Ordinary 普通股	100%	100%	100%	100%	Transportation 運輸
Zhongshan Zhengye Transportation Company Limited 中山市正業運輸有限公司	The PRC 中國	RMB3,000,000 人民幣3,000,000元	Ordinary 普通股	100%	100%	100%	100%	Transportation 運輸
Gaoan Guangyong Logistics Company Limited 高安廣永物流有限公司	The PRC 中國	RMB3,000,000 人民幣3,000,000元	Ordinary 普通股	100%	100%	100%	100%	Transportation 運輸
Gaoan Guangzheng Transportation Company Limited 高安廣正運輸有限公司	The PRC 中國	RMB850,000 人民幣850,000元	Ordinary 普通股	100%	100%	100%	100%	Transportation 運輸
Zhongshan Yongfa Zhizao Company Limited 中山永發製造有限公司	The PRC 中國	Registered capital: RMB45,000,000, Paid up capital: RMB nil 註冊資本： 人民幣45,000,000元， 實繳資本：人民幣零元	Ordinary 普通股	100%	N/A不適用	100%	N/A不適用	Manufacturing and sale of paper and paperboard 生產和銷售紙和紙板
Zheng Ye Leasing 中山市正業租賃有限公司	The PRC 中國	RMB1,000,000 人民幣1,000,000元	Ordinary 普通股	100%	N/A不適用	51%	N/A不適用	Properties leasing and management 物業租賃及管理

* Except for Zheng Ye (BVI), all other companies are indirectly held by the Company.

None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

* 除Zheng Ye (BVI)外，所有其他公司的已發行股本均已繳足，並由本公司間接持有。

於年末或年內任何時間，附屬公司概無任何未償還債務證券。

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綜合財務報表附註

For the year ended 31 December 2022
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44. Details of Non-wholly Owned Subsidiaries that have Material Non-Controlling Interests

44. 擁有重大非控股權益之非全資附屬公司詳情

Name of subsidiary 附屬公司名稱	Place of registration and principal place of business 註冊地點及主要營業地點	Proportion of ownership interests held by non-controlling interests 非控股權益所持有擁有權比例		Profit allocated to non-controlling interests 分配非控股權益之溢利		Accumulated non-controlling interests 累計非控制權益	
		31/12/2022	31/12/2021	31/12/2022	31/12/2021	31/12/2022	31/12/2021
		二零二二年十二月三十一日	二零二一年十二月三十一日	二零二二年十二月三十一日	二零二一年十二月三十一日	二零二二年十二月三十一日	二零二一年十二月三十一日
				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
Hung Hing 鴻興	Zhongshan, the PRC 中國中山市	41.3%	41.3%	19,668	42,165	265,157	245,489
Zhengyi 正億	Yudu, the PRC 中國于都縣	20.0%	20.0%	1,769	5,272	23,710	24,941
				21,437	47,437	288,867	270,430

Hung Hing

鴻興

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current assets	流動資產	327,726	343,627
Non-current assets	非流動資產	399,613	422,314
Current liabilities	流動負債	(68,045)	(147,770)
Non-current liabilities	非流動負債	(17,269)	(23,766)
Equity attributable to owners of the Company	本公司擁有人應佔權益	376,868	348,916
Non-controlling interests of Hung Hing	鴻興之非控股權益	265,157	245,489

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44. Details of Non-wholly Owned Subsidiaries that have Material Non-controlling Interests (Continued) Hung Hing (Continued)

44. 擁有重大非控股權益之非全資附屬公司詳情(續) 鴻興(續)

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	收入	1,105,835	1,173,391
Expenses	開支	(1,058,215)	(1,071,296)
Profit and total comprehensive income for the year	年內溢利及全面收益	47,620	102,095
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收益總額	27,952	59,930
Profit and total comprehensive income attributable to the non-controlling interests of Hung Hing	鴻興之非控股權益應佔溢利及全面收益總額	19,668	42,165
Net cash inflows from operating activities	經營業務流入現金淨額	16,635	53,271
Net cash (used in) from investing activities	投資業務(所用)所得現金淨額	(11,421)	58,350
Net cash used in financing activities	融資業務所用現金淨額	(35,687)	(36,343)
Net cash (outflows) inflow	(流出)流入現金淨額	(30,473)	75,278

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綜合財務報表附註

For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

44. Details of Non-wholly Owned Subsidiaries that have Material Non-controlling Interests (Continued) Zhengyi

44. 擁有重大非控股權益之非全資附屬公司詳情(續) 正億

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current assets	流動資產	91,170	83,203
Non-current assets	非流動資產	148,413	138,422
Current liabilities	流動負債	(85,688)	(82,693)
Non-current liabilities	非流動負債	(35,343)	(14,229)
Equity attributable to owners of the Company	本公司擁有人應佔權益	94,842	99,762
Non-controlling interests of Zhengyi	正億之非控股權益	23,710	24,941

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44. Details of Non-wholly Owned Subsidiaries that have Material Non-controlling Interests (Continued) Zhengyi (Continued)

44. 擁有重大非控股權益之非全資附屬公司詳情(續) 正億(續)

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	收入	394,473	285,302
Expenses	開支	(385,626)	(258,946)
Profit and total comprehensive income for the year	年內溢利及全面收益	8,847	26,356
Profit and total comprehensive income attributable to owners of the Company	本公司擁有人應佔溢利及全面收益總額	7,078	21,084
Profit and total comprehensive income attributable to the non-controlling interests of Zhengyi	正億之非控股權益應佔溢利及全面收益總額	1,769	5,272
Net cash inflows from operating activities	經營業務流入現金淨額	22,268	13,526
Net cash used in investing activities	投資業務所用現金淨額	(18,157)	(22,876)
Net cash used in financing activities	融資業務所用現金淨額	(2,959)	(11,491)
Net cash inflows (outflows)	流入(流出)現金淨額	1,152	(20,841)

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For the year ended 31 December 2022
截至二零二二年十二月三十一日止年度

45. Statement of Financial Position of the Company

45. 本公司財務狀況表

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current Assets	非流動資產		
Unlisted investment in a subsidiary	於一家非上市附屬公司的投資	230,979	230,979
Amounts due from subsidiaries	應收附屬公司款項	18,141	16,546
		249,120	247,525
Current Assets	流動資產		
Other receivables	其他應收款項	339	435
Bank balances and cash	銀行結餘及現金	1,474	160
		1,813	595
Current Liabilities	流動負債		
Other payables	其他應付款項	295	140
Net Current Assets	流動資產淨值	1,518	455
Total Assets less Current Liabilities	資產總值減流動負債	250,638	247,980
Capital and Reserves	資本及儲備		
Share capital	股本	41,655	41,655
Share premium and reserves	股份溢價及儲備	195,534	190,666
Total Equity	權益總額	237,189	232,321
Non-current Liabilities	非流動負債		
Amounts due to subsidiaries	應付附屬公司款項	13,449	15,659
		250,638	247,980

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45. Statement of Financial Position of the Company

(Continued)

Movement in the Company's reserves

45. 本公司財務狀況表(續)

本公司儲備之變動

		Share premium 股本溢價 RMB'000 人民幣千元	Merger reserves 合併儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	92,968	97,559	16,085	206,612
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	(946)	(946)
Dividend paid	已付股息	-	-	(15,000)	(15,000)
At 31 December 2021	於二零二一年十二月三十一日	92,968	97,559	139	190,666
Profit and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	49,868	49,868
Dividend paid	已付股息	-	-	(45,000)	(45,000)
At 31 December 2022	於二零二二年十二月三十一日	92,968	97,559	5,007	195,534

Financial Summary

財務摘要

Consolidated Results

綜合業績

		For the year ended 31 December					
		截至十二月三十一日止年度					
		2018	2019	2020	2021	2022	
		二零一八年	二零一九年	二零二零年	二零二一年	二零二二年	
		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	
Revenue	收入	2,848,016	2,367,151	2,493,041	3,558,009	3,013,957	
Profit before tax	除稅前溢利	154,014	119,180	64,931	237,316	76,867	
Income tax expense	所得稅開支	(23,301)	(18,152)	(2,371)	(29,038)	(8,263)	
Profit for the year	年內溢利	130,713	101,028	62,560	208,278	68,604	
Attributable to:	以下人士應佔：						
the owners of the Company	本公司擁有人	109,358	82,184	54,772	160,841	47,167	
non-controlling interests	非控股權益	21,355	18,844	7,788	47,437	21,437	
		130,713	101,028	62,560	208,278	68,604	

Consolidated Assets and Liabilities

綜合資產及負債

		At 31 December					
		於十二月三十一日					
		2018	2019	2020	2021	2022	
		二零一八年	二零一九年	二零二零年	二零二一年	二零二二年	
		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	
Total assets	資產總值	2,557,823	2,424,551	2,682,775	3,033,928	2,983,663	
Total liabilities	負債總額	(1,484,444)	(1,300,144)	(1,493,201)	(1,651,976)	(1,581,107)	
Net assets	資產淨值	1,073,379	1,124,407	1,189,574	1,381,952	1,402,556	



ZHENGYE
INTERNATIONAL

正業國際控股有限公司
ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED