



**CARRY**

W E A L T H HOLDINGS LIMITED

恒 富 控 股 有 限 公 司

*(Incorporated in Bermuda with limited liability)*  
*(於百慕達註冊成立之有限公司)*

(Stock Code 股份代號: 643)

2022

年 度 報 告  
Annual Report

*We Carry quality apparel with  
A Wealth of Human Resources*



## CONTENTS 目錄

2	Corporate Profile 集團簡介
3	Corporate Information 公司資料
8	Financial Highlights 財務摘要
11	Chairman's Statement 主席報告
14	Management Discussion and Analysis 管理層討論及分析
20	Corporate Governance Report 企業管治報告
41	Report of the Directors 董事會報告
61	Independent Auditor's Report 獨立核數師報告
66	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收入表
67	Consolidated Statement of Financial Position 綜合財務狀況表
69	Consolidated Statement of Changes in Equity 綜合權益變動表
70	Consolidated Statement of Cash Flow 綜合現金流轉表
72	Notes to the Consolidated Financial Statements 綜合財務報表附註

## **CARRY WEALTH HOLDINGS LIMITED**

manufactures and trades garment products for internationally renowned brand names and engages in securities investment. The Group has production facilities in Mainland China.

Headquartered in Hong Kong, Carry Wealth Holdings Limited has been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 2000.

The Chinese name of the Company means “enduring prosperity”. The Group is committed to maximizing the return of its shareholders for their ongoing support.

**恒富控股有限公司**為多個國際知名品牌生產及買賣成衣產品並從事證券投資。本集團於中國大陸有生產設施。

恒富控股有限公司的總部設於香港，於二零零零年在香港聯合交易所有限公司主板上市。

本公司取名恒富，喻意「恒久富足」。本集團致力爭取最佳回報，回饋一直鼎力支持本集團的股東們。

## Corporate Information 公司資料

### Executive Directors

Ms. Ma Xiaoqiu (*Chairlady*) (*appointed on 1 February 2023*)

Mr. Tsang Chun Ho Anthony (*appointed on 1 February 2023*)

Mr. Choi Tan Yee (*appointed on 1 February 2023*)

Mr. Jiang Jinbo (*appointed on 1 February 2023*)

Ms. Chen Jun (*appointed on 1 February 2023*)

Mr. Li Haifeng (*Chairman and Chief Executive Officer*)  
(*resigned on 1 February 2023*)

Mr. Tsang Hing Bun (*appointed on 1 July 2022 and*  
*resigned on 1 February 2023*)

### Non-Executive Director

Mr. Wang Ke (*resigned on 1 February 2023*)

### Independent Non-Executive Directors

Mr. Wang Tianzi (*appointed on 1 February 2023*)

Mr. Wang Fan (*appointed on 1 February 2023*)

Mr. Cheng Wai Hei (*appointed on 1 February 2023*)

Mr. Peng Peng (*appointed on 1 February 2023*)

Mr. Yau Wing Yiu (*resigned on 1 February 2023*)

Mr. Wang Shiming (*resigned on 1 February 2023*)

Mr. Yu Ping Ming (*appointed on 1 August 2022 and*  
*resigned on 1 February 2023*)

Mr. Zhang Zhenyi (*resigned on 1 August 2022*)

### 執行董事

馬小秋女士 (主席)  
(於二零二三年二月一日獲委任)

子辰先生  
(於二零二三年二月一日獲委任)

蔡丹義先生  
(於二零二三年二月一日獲委任)

姜金波先生  
(於二零二三年二月一日獲委任)

陳君女士  
(於二零二三年二月一日獲委任)

李海楓先生 (主席及行政總裁)  
(於二零二三年二月一日辭任)

曾慶賓先生  
(於二零二二年七月一日獲委任及  
於二零二三年二月一日辭任)

### 非執行董事

王科先生  
(於二零二三年二月一日辭任)

### 獨立非執行董事

王添梓先生  
(於二零二三年二月一日獲委任)

王帆先生  
(於二零二三年二月一日獲委任)

鄭偉禧先生  
(於二零二三年二月一日獲委任)

彭鵬先生  
(於二零二三年二月一日獲委任)

邱永耀先生  
(於二零二三年二月一日辭任)

王世明先生  
(於二零二三年二月一日辭任)

余秉明先生  
(於二零二二年八月一日獲委任及  
於二零二三年二月一日辭任)

張振義先生  
(於二零二二年八月一日辭任)

## Corporate Information 公司資料

### Audit Committee

Mr. Cheng Wai Hei (*Committee Chairman*)  
(*appointed on 1 February 2023*)

Mr. Wang Tianzi (*appointed on 1 February 2023*)

Mr. Wang Fan (*appointed on 1 February 2023*)

Mr. Yau Wing Yiu (*Committee Chairman*)  
(*resigned on 1 February 2023*)

Mr. Wang Shiming (*resigned on 1 February 2023*)

Mr. Yu Ping Ming (*appointed on 1 August 2022 and*  
*resigned on 1 February 2023*)

Mr. Zhang Zhenyi (*resigned on 1 August 2022*)

### Remuneration Committee

Mr. Wang Fan (*Committee Chairman*)  
(*appointed on 1 February 2023*)

Ms. Ma Xiaoqiu (*appointed on 1 February 2023*)

Mr. Cheng Wai Hei (*appointed on 1 February 2023*)

Mr. Wang Tianzi (*appointed on 1 February 2023*)

Mr. Yau Wing Yiu (*Committee Chairman*)  
(*resigned on 1 February 2023*)

Mr. Wang Ke (*resigned on 1 February 2023*)

Mr. Wang Shiming (*resigned on 1 February 2023*)

Mr. Yu Ping Ming (*appointed on 1 August 2022 and*  
*resigned on 1 February 2023*)

Mr. Zhang Zhenyi (*resigned on 1 August 2022*)

### 審核委員會

鄭偉禧先生 (*委員會主席*)  
(*於二零二三年二月一日獲委任*)

王添梓先生  
(*於二零二三年二月一日獲委任*)

王帆先生  
(*於二零二三年二月一日獲委任*)

邱永耀先生 (*委員會主席*)  
(*於二零二三年二月一日辭任*)

王世明先生  
(*於二零二三年二月一日辭任*)

余秉明先生  
(*於二零二二年八月一日獲委任及*  
*於二零二三年二月一日辭任*)

張振義先生  
(*於二零二二年八月一日辭任*)

### 薪酬委員會

王帆先生 (*委員會主席*)  
(*於二零二三年二月一日獲委任*)

馬小秋女士  
(*於二零二三年二月一日獲委任*)

鄭偉禧先生  
(*於二零二三年二月一日獲委任*)

王添梓先生  
(*於二零二三年二月一日獲委任*)

邱永耀先生 (*委員會主席*)  
(*於二零二三年二月一日辭任*)

王科先生  
(*於二零二三年二月一日辭任*)

王世明先生  
(*於二零二三年二月一日辭任*)

余秉明先生  
(*於二零二二年八月一日獲委任及*  
*於二零二三年二月一日辭任*)

張振義先生  
(*於二零二二年八月一日辭任*)

## Corporate Information 公司資料

### Nomination Committee

Mr. Wang Tianzi (*Committee Chairman*)  
(appointed on 1 February 2023)

Ms. Ma Xiaoqiu (*appointed on 1 February 2023*)

Mr. Cheng Wai Hei (*appointed on 1 February 2023*)

Mr. Wang Fan (*appointed on 1 February 2023*)

Mr. Li Haifeng (*Committee Chairman*)  
(resigned on 1 February 2023)

Mr. Yau Wing Yiu (*resigned on 1 February 2023*)

Mr. Wang Shiming (*resigned on 1 February 2023*)

Mr. Yu Ping Ming (*appointed on 1 August 2022 and*  
*resigned on 1 February 2023*)

Mr. Zhang Zhenyi (*resigned on 1 August 2022*)

### Investment Committee

Ms. Ma Xiaoqiu (*Committee Chairlady*)  
(appointed on 1 February 2023)

Mr. Tsang Chun Ho Anthony (*appointed on 1 February 2023*)

Mr. Choi Tan Yee (*appointed on 1 February 2023*)

Mr. Li Haifeng (*Committee Chairman*)  
(resigned on 1 February 2023)

Mr. Wang Ke (*resigned on 1 February 2023*)

### Company Secretary

Ms. Lam Wai (*appointed on 1 February 2023*)

Ms. Or Yan Tung (*appointed on 24 May 2022 and*  
*resigned on 1 February 2023*)

Mr. Chan Pak Hang (*resigned on 24 May 2022*)

### 提名委員會

王添梓先生 (*委員會主席*)  
(於二零二三年二月一日獲委任)

馬小秋女士  
(於二零二三年二月一日獲委任)

鄭偉禧先生  
(於二零二三年二月一日獲委任)

王帆先生  
(於二零二三年二月一日獲委任)

李海楓先生 (*委員會主席*)  
(於二零二三年二月一日辭任)

邱永耀先生  
(於二零二三年二月一日辭任)

王世明先生  
(於二零二三年二月一日辭任)

余秉明先生  
(於二零二二年八月一日獲委任及  
於二零二三年二月一日辭任)

張振義先生  
(於二零二二年八月一日辭任)

### 投資委員會

馬小秋女士 (*委員會主席*)  
(於二零二三年二月一日獲委任)

子辰先生  
(於二零二三年二月一日獲委任)

蔡丹義先生  
(於二零二三年二月一日獲委任)

李海楓先生 (*委員會主席*)  
(於二零二三年二月一日辭任)

王科先生  
(於二零二三年二月一日辭任)

### 公司秘書

林慧女士  
(於二零二三年二月一日獲委任)

柯昕彤女士  
(於二零二二年五月二十四日獲委任  
及於二零二三年二月一日辭任)

陳百恆先生  
(於二零二二年五月二十四日辭任)

## Corporate Information 公司資料

### Authorised Representative

Mr. Choi Tan Yee (*appointed on 1 February 2023*)

Ms. Lam Wai (*appointed on 1 February 2023*)

Mr. Li Haifeng (*resigned on 1 February 2023*)

Ms. Or Yan Tung (*appointed on 24 May 2022 and resigned on 1 February 2023*)

Mr. Chan Pak Hang (*resigned on 24 May 2022*)

### Auditors

SHINEWING (HK) CPA Limited  
17/F, Chubb Tower, Windsor House  
311 Gloucester Road  
Causeway Bay  
Hong Kong

### Principal Bankers

Bank of China (Hong Kong) Ltd  
China CITIC Bank International Limited  
Standard Chartered Bank

### Principal Share Registrar and Transfer Agent

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

### Branch Share Registrar and Transfer Agent in Hong Kong

Tricor Abacus Limited  
17/F., Far East Finance Centre,  
16 Harcourt Road, Hong Kong

### Registered Office

Clarendon House, 2 Church Street  
Hamilton HM 11, Bermuda

### 授權代表

蔡丹義先生  
(於二零二三年二月一日獲委任)

林慧女士  
(於二零二三年二月一日獲委任)

李海楓先生  
(於二零二三年二月一日辭任)

柯昕彤女士  
(於二零二二年五月二十四日獲委任  
並於二零二三年二月一日辭任)

陳百恆先生  
(於二零二二年五月二十四日辭任)

### 核數師

信永中和(香港)會計師事務所有限公司  
香港  
銅鑼灣  
告士打道311號  
皇室大廈安達人壽大樓17樓

### 主要往來銀行

中國銀行(香港)有限公司  
中信銀行(國際)有限公司  
渣打銀行

### 主要股份登記及過戶處

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

### 香港股份登記及過戶分處

卓佳雅柏勤有限公司  
香港夏慤道16號  
遠東金融中心17樓

### 註冊辦事處

Clarendon House, 2 Church Street  
Hamilton HM 11, Bermuda



## Corporate Information 公司資料

### Head Office and Principal Place of Business in Hong Kong

Room 7801-7803,  
78th Floor, The Center,  
99 Queen's Road Central,  
Central, Hong Kong  
Tel: (852) 2180 0001  
Fax: (852) 2122 9773

### Legal Adviser As To Hong Kong Law

HANS  
Room 802, 8/F., LKF29,  
29 Wyndham Street, Central,  
Hong Kong

### Website

[www.carrywealth.com](http://www.carrywealth.com)

### E-mail Address

[info@carrywealth.com](mailto:info@carrywealth.com)

### Stock Code

643

### Board Lot Size

10,000 shares

### 總辦事處及香港主要營業地點

香港中環  
皇后大道中99號  
中環中心78層  
7801-7803室  
電話：(852) 2180 0001  
傳真：(852) 2122 9773

### 有關香港法律之法律顧問

韓氏律師事務所  
香港  
中環雲咸街29號  
LKF29大廈八樓802室

### 網站

[www.carrywealth.com](http://www.carrywealth.com)

### 電子郵箱

[info@carrywealth.com](mailto:info@carrywealth.com)

### 股份代號

643

### 每手買賣單位

10,000股股份

# Financial Highlights 財務摘要

## FIVE YEAR FINANCIAL SUMMARY

### Results

## 五年財務摘要

### 業績

		Year ended 31 December 截至十二月三十一日止年度				
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	<b>499,024</b>	441,171	290,515	331,722	328,513
Loss attributable to equity holders of the Company	本公司權益持有人應佔虧損	<b>(7,625)</b>	(19)	(15,274)	(14,825)	(50,615)

### Assets and liabilities

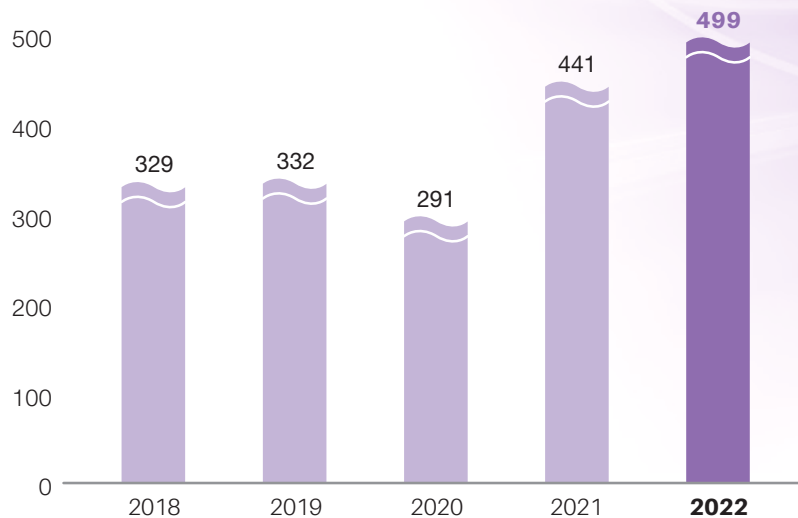
### 資產及負債

		Year ended 31 December 截至十二月三十一日止年度				
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	<b>254,726</b>	289,225	246,256	229,940	243,015
Total liabilities	總負債	<b>(118,305)</b>	(140,880)	(107,004)	(78,635)	(82,261)
Total equity	總權益	<b>136,421</b>	148,345	139,252	151,305	160,754

## Financial Highlights 財務摘要

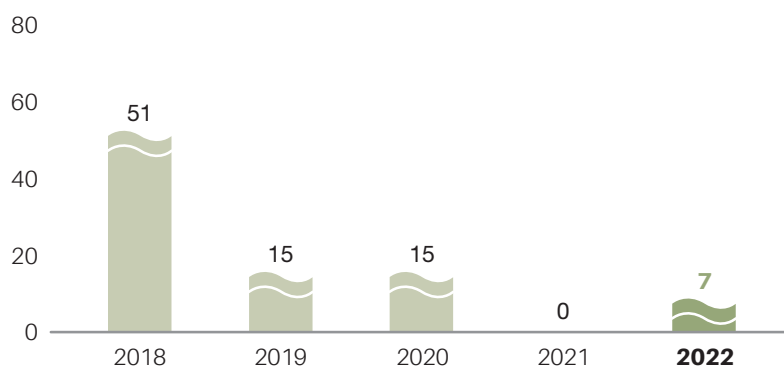
### REVENUE 收益

HK\$ million  
百萬港元



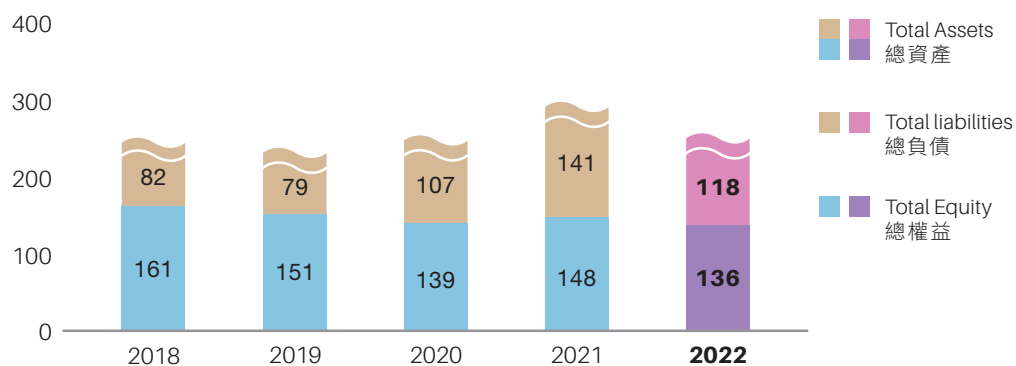
### LOSS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY 本公司權益持有人應佔虧損

HK\$ million  
百萬港元



### TOTAL ASSETS, TOTAL LIABILITIES AND TOTAL EQUITY 總資產、總負債及總權益

HK\$ million  
百萬港元



## Financial Highlights 財務摘要

		2022 二零二二年 HK'000 千港元	2021 二零二一年 HK'000 千港元	Changes 變化幅度
<b>Operating results</b>	<b>經營業績</b>			
Revenue	收益	499,024	441,171	13.1%
Gross profit	毛利	80,223	61,088	31.3%
Loss attributable to equity holders of the Company	本公司權益持有人應佔虧損	<u>(7,625)</u>	<u>(19)</u>	<u>40,031.6%</u>
<b>Financial position at year end</b>	<b>於年終之財務狀況</b>			
Properties, plant and equipment	物業、廠房及設備	59,081	69,874	-15.4%
Cash and cash equivalents	現金及銀行結餘	95,686	97,546	-1.9%
Net current assets	流動資產淨值	85,319	85,630	-0.4%
Total assets	總資產	254,726	289,225	-11.9%
Bank borrowings	銀行貸款	33,333	64,989	-48.7%
Total liabilities	總負債	118,305	140,880	-16.0%
Capital and reserves attributable to the Company's equity holders	本公司權益持有人應佔之資本及儲備	<u>136,421</u>	<u>148,345</u>	<u>-8.0%</u>
<b>Per share information</b>	<b>每股資料</b>			
Basic and diluted loss per share (Hong Kong cents)	每股基本及攤薄虧損 (港仙)	(0.93)	-	-100.0%
Capital and reserves attributable to the Company's equity holders per share (Hong Kong cents)	每股由本公司權益持有人應佔之資本及儲備 (港仙)	<u>16.7</u>	<u>18.1</u>	<u>-8.0%</u>
<b>Ratio analysis</b>	<b>比率分析</b>			
<b>Profitability</b>	<b>盈利水平</b>			
Gross profit margin	毛利率	16.1%	13.8%	2.2%
Net loss margin	淨虧損率	-1.5%	0.0%	-1.5%
Return on the Company's equity holders	本公司權益持有人資金回報	<u>-5.6%</u>	<u>0.0%</u>	<u>-5.6%</u>
<b>Liquidity</b>	<b>流動狀況</b>			
Current ratio	流動比率	1.8	1.7	9.3%
Gearing ratio	資本負債比率	<u>-31.4%</u>	<u>-18.0%</u>	<u>N/A 不適用</u>
<b>Operating efficiency</b>	<b>經營效益</b>			
Inventory turnover period (days)	存貨周轉 (日數)	45	48	-5.2%
Trade receivable turnover (days)	貿易應收款項周轉 (日數)	29	32	-8.1%
Trade payable turnover (days)	貿易應付款項周轉 (日數)	<u>30</u>	<u>40</u>	<u>-24.2%</u>

## Chairman's Statement 主席報告

On behalf of the board of directors (the "Board") of Carry Wealth Holdings Limited (the "Company", together with its subsidiaries, the "Group"), I hereby present the annual report of the Group for the year ended 31 December 2022.

In 2022, the global economy experienced a sharp increase in inflation pressure, where central banks of major countries led by the Federal Reserve System continued to raise interest rates, together with other unfavorable situations such as the continuous war between Russia and Ukraine, the repeated COVID-19 pandemic and the supply chain crisis. As a result, according to the latest data issued by International Monetary Fund (IMF), the global economic growth declined to 3.4% in 2022 after a 6% increase in 2021, with China's economic growth expected to be 3% in 2022, restrained by the rapid spread of the COVID-19 pandemic, while India's economic growth in 2022 was expected to remain strong at 6.8%. China and India together contribute more than half in terms of the driving force of global economic development.

Looking ahead, China and the United States, two major economies, play very important roles in the global economic recovery. In particular, since 2023, driven by positive factors such as China's full relaxation of anti-epidemic policies and reopening of its borders, the easing of the supply chain crisis, the improvement of the global fight against inflation, and the faster-than-expected adjustments of the energy market to the impact of the Russia-Ukraine war, the world economy has gradually emerged from the recession.

Despite the resurgence of the COVID-19 pandemic, geopolitical and economic and trade tensions and policy uncertainties, the revenue of the Group's garment manufacturing and trading segment from the United States market increased by 23.8% to HK\$313.9 million for the year, reaching a total revenue of HK\$499.0 million, representing an increase of 13.1% year-on-year compared to HK\$441.1 million in 2021, thanks to our sales team's tremendous efforts to minimize the impact of the pandemic on profitability in the face of the current difficulties.

本人謹代表恒富控股有限公司（「本公司」，連同其附屬公司，統稱為「本集團」）董事會（「董事會」）提呈本集團截至二零二二年十二月三十一日止年度之年度報告。

二零二二年全球經濟歷經通脹壓力劇增，以美國聯邦儲備局為首的主要國家央行持續加息，俄烏戰爭持續未止，新冠疫情反覆和供應鏈危機等不利局面。有鑑於此，根據國際貨幣基金組織(IMF)最新發佈的數據，在二零二一年全球經濟增長百分之六後，二零二二年全球經濟增長下降至百分之三點四，其中由於新冠疫情的快速蔓延抑制了中國在二零二二年的經濟增長，其經濟增長率預計為百分之三，而印度於二零二二年的經濟增長率維持強勢，預期為百分之六點八。就全球經濟發展動力而言，中印兩國合計貢獻超過一半。

面向未來，中美兩大經濟體在全球經濟復甦上扮演著非常重要的角色，尤其是進入二零二三年以來，在中國全面放寬防疫政策以及重新開放邊境，供應鏈危機有所緩解，全球抗擊通脹有所改善，以及能源市場對俄烏戰爭衝擊作出的調整快於預期等積極因素驅動下，世界經濟逐漸走出衰退陰霾。

儘管新冠疫情有所反覆、地緣政治及經濟貿易關係緊張和政策的不確定性，於本年度，得益於我們銷售團隊之不懈努力應對當前難關盡力減低疫情對利潤的影響，來自集團的成衣製造及貿易分部的美國市場收益增加23.8%至三億一千三百九十萬港元，總收益達四億九千九百萬港元，較二零二一年之四億四千一百一十萬港元同比增加13.1%。

## Chairman's Statement 主席報告

Regarding the securities investment segment, most of the gains from securities have been realized and will be used for our business diversifications, with the principal goal of generating sustainable long-term returns. Segment loss totalled HK\$5.0 million versus a segment loss of HK\$4.9 million last year.

Our openness to explore new opportunities has enabled us to diversify from our traditional business, and we are actively exploring and investing in new businesses that show good development potential.

### GOING FORWARD

According to the IMF's latest announcement, the global economic forecast for this year tends to be more optimistic, with the global economic growth rate this year rising to 2.9% from the previously expected 2.7%. In China and the United States, the Purchasing Managers' Index (PMI) for both the manufacturing and service sectors have rebounded sharply since China adjusted its anti-epidemic policies last November. Under the Chinese government's main tone of emphasizing the economy and maintaining growth, China's economy is expected to grow by 5% to 5.5% this year, much higher than 3% in last year. The U.S. economy has shown full resilience so far this year, with inflation declining and the unemployment rate remaining at a low level, and the IMF predicts that its economy will grow by 1.4% this year, avoiding a recession. In addition, growth in emerging markets and developing economies is expected to rise slightly from 3.9% in 2022 to 4% in 2023.

Under the vision of global economic recovery this year, we will continue to actively explore and develop the European and American markets related to our garment manufacturing business. At the same time, we are also paying close attention to the healthcare industry in different regions of the world, with business diversification as one of the directions of our corporate development. On the equity investment segment side, we will continue to monitor the market and replenish the portfolio as appropriate. With our strong financial position, dedicated staff and experienced management team, we are confident that our long-term sustainable development will be achieved.

在證券投資分部方面，我們已變現大部分股票收益將用於本集團的業務多元化發展，旨在產生長期可持續回報。該分部虧損五百萬港元，而去年同期虧損為四百九十萬港元。

對探索新機遇持開放性態度令我們得以在傳統業務之外實現多元化發展，積極開發及投資具良好發展潛力之新業務。

### 展望

根據IMF的最新發佈，對今年全球經濟的預測趨於樂觀，今年全球的經濟增長率由之前預期的百分之二點七調升至百分之二點九。中美兩國方面，中國自去年十一月調整防疫政策以來，製造業與服務業的採購經理人指數(PMI)都出現大幅反彈。在中國政府重經濟，保增長的主調下，預計其今年的經濟增長在百分之五到百分之五點五之間，遠高於去年的百分之三。而美國經濟於今年以來展現了十足的韌性，通脹有所下降，失業率仍維持低檔，IMF預測其今年的經濟增長率為百分之一點四，避免了衰退的局面。此外，新興市場和發展中經濟體的增長預計將從二零二二年的百分之三點九小幅升至二零二三年的百分之四。

在今年全球經濟復甦的願景下，我們將繼續積極開拓和發展與成衣製造業務相關的歐美市場。與此同時，全球各地區的健康醫療行業也為我們所密切關注，營業業務的多元化是我們企業發展的方向之一。就股權投資部分而言，我們將繼續監察市況並適時補充投資組合。憑藉我們雄厚的財務實力、盡心盡力之員工及具豐富經驗之管理團隊，我們相信未來長期持續發展之目標將得以實現。

## APPRECIATION

At this time, I would like to extend my sincerest appreciation to my fellow directors and the entire Carry Wealth workforce for their commitment, diligence and contributions to the Group during the past year. I wish to also express my gratitude to all of our customers, suppliers, business partners and shareholders for their unwavering support.

**Ma Xiaoqiu**

*Chairlady*

31 March 2023

## 致謝

本人藉此機會衷心感謝董事全人及全體恒富員工在過去一年對本集團的不懈努力、盡忠職守及熱心貢獻。本人亦謹此感謝各客戶、供應商、業務夥伴及股東多年來始終如一的支持。

主席

**馬小秋**

二零二三年三月三十一日

# Management Discussion and Analysis 管理層討論及分析

## OVERVIEW

The Group's principal activity is manufacturing and trading garment products for internationally renowned brand names. The Group utilizes its production facilities in Heshan, Mainland China, and engages overseas subcontractors for its manufacturing process.

In addition, the Group has a securities investment business segment that trades securities listed on the Hong Kong Stock Exchange. Concerning the volatile stock market, the Group continues to adopt a conservative investment strategy during the year.

## RESULTS

For the year ended 31 December 2022, the Group's revenue amounted to HK\$499.0 million (2021: HK\$441.2 million), and gross profit totalled HK\$80.2 million (2021: HK\$61.1 million). The increase in revenue and gross profits for the year was mainly due to the rise in customer orders and sales volume. Loss attributable to equity holders was HK\$7.6 million (2021: HK\$0.02 million), and basic and diluted loss per share were both 0.93 HK cents (2021: 0.00 HK cents).

## MARKET AND BUSINESS REVIEW

### Garment manufacturing and trading segment

The COVID-19 Pandemic ("Pandemic") continued to impact how businesses were operated in 2022. The emergency of the Omicron variant led to renewed restrictions and lockdowns in early 2022. Meanwhile, the global economy continued recovering from the Pandemic and many countries experienced growths in their gross domestic product as they continued to reopen their economies and implement stimulus policies.

Global brands had placed more production orders compared with 2021. Thus, the segment revenue increased by 13.2% to HK\$499.3 million (2021: HK\$441.1 million).

## 概覽

本集團的主要業務為多個國際知名品牌製造及貿易成衣產品。本集團利用位於中國大陸鶴山市的生產設施，亦就其生產流程委聘海外分包商。

此外，本集團的證券投資業務分部買賣於香港聯交所上市的證券。鑑於股市波動，本集團年內繼續採取保守投資策略。

## 業績

截至二零二二年十二月三十一日止年度，本集團之收益為四億九千九百萬港元（二零二一年：四億四千一百二十萬港元），而毛利合共為八千零二十萬港元（二零二一年：六千一百一十萬港元）。期內之收益及毛利增加乃主要由於客戶訂單及銷量增加所致。權益持有人應佔虧損為七百六十萬港元（二零二一年：二萬港元），且每股基本及攤薄虧損均為0.93港仙（二零二一年：0.00港仙）。

## 市場及業務回顧

### 成衣製造及貿易分部

二零二二年，新型冠狀病毒疫情（「疫情」）持續影響業務經營方式。二零二二年初，Omicron變種的突發事件導致重新實施限制及封鎖。同時，全球經濟從疫情中持續復甦，並且隨著許多國家繼續開放經濟及實施刺激政策，其國內生產總值得以實現增長。

全球各品牌較二零二一年生產訂單增加。因此，分部收益增加13.2%至四億九千九百三十萬港元（二零二一年：四億四千一百一十萬港元）。



## Management Discussion and Analysis 管理層討論及分析

The US and Europe regions remained the predominant geographical regions of our garment manufacturing and trading business and contributed 84.0% (2021: 84.3%) of segment revenue, which amounted to HK\$419.6 million (2021: HK\$371.8 million).

We have continued allocating customer orders to our subcontracted factories in South East Asian countries, including Cambodia and Indonesia. The contributions from products from South East Asian countries increased to 63% (2021: 47%), and our Heshan Factory contributed the remaining 37% (2021: 53%).

Although the Group still faced rising raw material prices, the transfer of production to South East Asian countries has led to a higher profit margin in sales. Lower labour costs and overheads are two competitive advantages compared to manufacturing the same goods in Mainland China. Furthermore, the supplies of international shipment containers and freight cargo space have gradually returned to normal, which has lowered the logistic costs for raw materials sourcing. As a result, the gross profit margin of the garment manufacturing and trading segment has increased to 16.1% (2021: 13.9%). Nevertheless, the segment has recorded a decrease in segment profit of HK\$5.6 million (2021: HK\$13.8 million), mainly due to increased finance costs caused by interest rate hikes and administrative expenses.

### Securities investment segment

The ongoing Pandemic adversely affected the investment market, tightening monetary policies implemented by central banks and geopolitical issues. As a result, the Hong Kong Hang Seng Index ("HSI") gradually fell from its highs in the first quarter throughout the year and closed at 19,781 points on 31 December 2022 (2021: 23,397 points). The HSI fluctuated between 14,597 points and 25,050 points.

The Group continued to adopt a conservative investment strategy for 2022. The securities investment business recorded a fair value loss of HK\$0.4 million (2021: HK\$0.06 million).

美國及歐洲地區仍是我們成衣製造及貿易業務的主要銷售地區，貢獻分部收益84.0%（二零二一年：84.3%），達四億一千九百六十萬港元（二零二一年：三億七千一百八十萬港元）。

本集團繼續將客戶訂單分配給我們位於東南亞國家（包括柬埔寨及印尼）的分包廠商。東南亞國家產品的貢獻增加至63%（二零二一年：47%），而我們的鶴山工廠貢獻餘下37%（二零二一年：53%）。

雖然本集團仍面臨原材料價格上漲，但將生產轉移至東南亞國家已為銷售帶來較高利潤率。相較於在中國大陸製造相同貨品，低勞工成本及管理費用乃兩大競爭優勢。此外，國際付運貨櫃及貨運倉位的供應已逐漸恢復正常，從而降低原材料採購的物流成本。因此，成衣製造及貿易分部的毛利率上升至16.1%（二零二一年：13.9%）。儘管如此，該分部仍錄得分部利潤減少五百六十萬港元（二零二一年：一千三百八十萬港元），乃主要由於利率攀升造成的融資成本增加，以及行政開支增加。

### 證券投資分部

投資市場受到持續的疫情、中央銀行實施的緊縮貨幣政策和地緣政治問題的不利影響。受此影響，恆生指數（「恆生指數」）全年從第一季度的高位逐漸回落，並於二零二二年十二月三十一日收市數19,781點（二零二一年：23,397點）。恆生指數於14,597點至25,050點之間波動。

本集團於二零二二年繼續採取審慎投資策略。證券投資業務錄得公允值虧損四十萬港元（二零二一年：虧損六萬港元）。

## FINANCIAL REVIEW

### Administrative and other operating expenses

Administrative and other operating expenses increased 52.5% to HK\$76.5 million (2021: HK\$50.2 million), mainly due to increase in certain operating expenses concerning the Pandemic and business expansion.

### Selling and distribution expenses

The selling and distribution expenses ratio to garment manufacturing and trading revenue decreased to 1.9% (2021: 3.2%).

### Finance expense

Finance expense increased 147.9% to HK\$4.5 million (2021: HK\$1.8 million). The increase was mainly due to the rate hikes on interest expenses on borrowings.

### Other income and gains

During the year under review, other income and gains amounted to HK\$2.2 million (2021: HK\$4.9 million), mainly from customer compensation and government subsidies.

### Liquidity and Financial Resources

Adhering to a conservative financial management methodology, the Group maintained a healthy financial position. As of 31 December 2022, the Group's cash and cash equivalents were HK\$95.7 million (2021: HK\$97.5 million) and no deposits were pledged to banks to secure short term loans. Working capital represented by net current assets amounted to HK\$85.3 million (2021: HK\$85.6 million). The Group's current ratio was 1.8 (2021: 1.7).

Bank borrowings comprised term loans of HK\$33.3 million (2021: HK\$65.0 million), which were repayable within one year. The bank loans were denominated in Renminbi.

## 財務回顧

### 行政及其他營運開支

行政及其他營運開支增加52.5%至七千六百五十萬港元(二零二一年：五千零二十萬港元)，乃主要因疫情及業務擴張相關的若干運營費用的增加所致。

### 銷售及分銷開支

銷售及分銷開支佔成衣製造及貿易收益比例下降至1.9% (二零二一年：3.2%)。

### 融資開支

融資開支增加147.9%至四百五十萬港元(二零二一年：一百八十萬港元)。增加乃主要由於加息所導致之融資利息開支。

### 其他收入及收益

回顧年內，其他收入及收益達二百二十萬港元(二零二一年：四百九十萬港元)，主要來自客戶賠償及政府補助。

### 流動資金及財務資源

本集團秉持審慎之財務管理方法，得以繼續保持健康之財務狀況。於二零二二年十二月三十一日，本集團的現金及現金等值項目為九千五百七十萬港元(二零二一年：九千七百五十萬港元)，並沒有抵押予銀行作為短期貸款擔保之存款。營運資金(即流動資產淨值)為八千五百三十萬港元(二零二一年：八千五百六十萬港元)。本集團流動比率為1.8(二零二一年：1.7)。

銀行貸款包括須於一年內償還的定期貸款三千三百三十萬港元(二零二一年：六千五百萬港元)。銀行貸款以人民幣計值。

## Management Discussion and Analysis 管理層討論及分析

### Capital Expenditure

For the year under review, the Group incurred a total capital expenditure of HK\$2.2 million (2021: HK\$2.8 million), mainly related to relocating the headquarter office in Hong Kong and replacing obsolete office equipment for the Heshan factory.

### Foreign Exchange Exposure

The Group's sales are principally transacted in US dollars. With a factory in Mainland China and offices in Hong Kong and Mainland China, the Group's operating expenses are primarily settled in Hong Kong dollars, Renminbi, and US dollars.

As the Hong Kong dollar is pegged to the US dollar, exposure to US dollars foreign exchange risk is minimal. The Group will closely monitor the fluctuation of the other foreign currency exchange rates and, if necessary, enter into foreign currency forward contracts to reduce such fluctuation risks. As at 31 December 2022, there were no the outstanding forward contracts.

### Credit Policy

Consistent with prevailing industry practice, the Group's business was transacted on an open account basis with its long-standing customers during the year. The credit ratings of customers are constantly reviewed and their respective credit limits will be adjusted, as and when necessary.

### CHARGES ON ASSETS

As at 31 December 2022, the Group's land use rights of HK\$8.0 million (2021: HK\$9.1 million) and buildings of HK\$47.7 million (2021: HK\$57.7 million) in Heshan, Mainland China were pledged as security for the Group's bank borrowings.

### CONTINGENT LIABILITIES

As at 31 December 2022 and 2021, the Group had no contingent liabilities.

### 資本開支

回顧期間，本集團所產生的資本開支總額為二百二十萬港元（二零二一年：二百八十萬港元），主要涉及香港總部辦公室的搬遷及鶴山工廠更換陳舊辦公室設備。

### 外匯風險

本集團之銷售主要以美元交易。本集團於中國大陸設有一間廠房，並於香港及中國大陸設有辦事處，本集團之經營開支主要以港元、人民幣及美元結算。

由於港元與美元掛鈎，故所承受美元之外匯風險較低。本集團將會密切監察其他外幣匯率的波動情況，並於有需要時訂立遠期外匯合約以減低有關波動的風險。於二零二二年十二月三十一日，並沒有未償遠期合約。

### 信貸政策

與現時行業慣例相符，本集團於年內與已建立長遠穩定關係之客戶以記賬形式進行業務交易。本集團定期審閱客戶之信貸評級，並於有需要時調整彼等之個別信貸額。

### 資產抵押

於二零二二年十二月三十一日，本集團位於中國大陸鶴山市之土地使用權為八百萬港元（二零二一年：九百一十萬港元）及樓宇為四千七百七十萬港元（二零二一年：五千七百七十萬港元）被抵押作本集團銀行貸款之擔保。

### 或然負債

於二零二二年及二零二一年十二月三十一日，本集團並無或然負債。

## HUMAN RESOURCES AND REMUNERATION POLICIES

The Group provides a harmonious working environment to employees whose commitment and expertise are critical to the long-term success of its business. The Group offers employees rewarding careers and provides them with a variety of training programs aimed at enhancing their professionalism. It rewards employees according to prevailing market practices, individual experience and performance. To attract and retain high caliber employees, the Group also offers discretionary bonuses and share options to staff members based on performance of the individual as well as the Group.

As at 31 December 2022, the Group's had 488 full-time employees (2021: 491).

## ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITY

As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure sustainable development of its business. The Board has overall responsibility for the Group's environmental, social and governance ("ESG") strategy. The Board is responsible for ensuring appropriate and effective risk management and internal control systems to mitigate ESG-related risks and meet stakeholders' needs and expectations. The Group's ESG management team is assigned key responsibilities, including monitoring the implementation of ESG strategic plans, alerting the Board of any potential ESG-related risks, reporting to the Board about the effectiveness of the ESG system and reviewing stakeholders' needs and expectations.

A full 2022 ESG report is being prepared with reference to Appendix 27 of the Environmental, Social and Governance Reporting Guide pertaining to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"), and will be published on the Group's and the Stock Exchange's websites at the same time as the publication of the 2022 annual report.

## 人力資源及薪酬政策

本集團為僱員提供和諧及專業之工作環境，其業務之長期成功全賴僱員之竭誠投入工作及其專業技能。本集團亦給予僱員具價值之事業及提供旨在加強其專業技能之不同培訓課程。本集團僱員薪酬福利乃根據現行市場慣例及按其個人經驗與表現而釐定。為吸引及挽留高質素僱員，本集團亦按個別僱員之表現及本集團之業績授予酌情花紅及購股權。

於二零二二年十二月三十一日，本集團之全職僱員總數為488名（二零二一年：491名）。

## 環境、社會及企業責任

作為一間負責任的企業，本集團致力維持最高之環境及社會標準，以確保其業務可持續發展。董事會對本集團之環境、社會及管治（「環境、社會及管治」）策略承擔整體責任。董事會負責確保設立合適及有效之風險管理及內部監控系統，從而降低環境、社會及管治相關風險，以達致持份者之需求及預期。本集團之環境、社會及管治管理團隊負責包括監察環境、社會及管治策略計劃之實施、警示董事會任何潛在環境、社會及管治相關風險，向董事會報告有關環境、社會及管治系統成效及審查持份者之需求及預期在內之主要職責。

完整之二零二二年環境、社會及管治報告乃參考香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄二十七環境、社會及管治報告指引而編製，並將與2022年度報告同時刊載於本集團及聯交所之網站。

## OUTLOOK

2023 will continue to be challenging for the Group concerning risk factors that affect the global economy. Geopolitical risks, such as energy disruption from Ukraine-Russia and Sino-US trade tensions, are expected to influence the economy significantly. Since the US is the major geographical location where our goods are exported, we plan to reduce our production scale in Mainland China and allocate more production orders to Southeast Asian countries to cope with geopolitical risks. Correspondingly, such a transfer may lead to downsizing in the Group's manufacturing facility at Heshan. On the other hand, we will also look for the opportunity to engage new manufacturing partners in other regions.

Global inflation is also crucial as the rising consumer price index pressures the business environment. Therefore, central banks are expected to increase interest rates further to control inflation, increasing the burden on our business via higher interest expenses. However, the monetary policy may be gradually loosened, followed by the recent bank crisis (including the collapses of Silvergate Bank and Silicon Valley Bank). Our management will closely monitor the ongoing changes and adjust the financing activities of the Group accordingly.

As the markets gradually reopened from the Pandemic, retailers have been more conservative in sourcing and maintaining their inventory level amid macroeconomic headwinds and concerns about a potential economic recession. It is observed that order demand from our brand customers has turned more conservative. Nevertheless, our staff will continue to try to maintain customer orders.

To improve efficiency and meet customer requirements, capital expenditures in advanced manufacturing machinery and equipment with modern technology are expected to incur in the coming year.

Regarding the securities investment business, the Group will continue to take a cautious approach with uncertainties in the stock market.

We will continue focusing on our existing garment manufacturing and trading business. We will monitor the impacts of the macroenvironment factors and adjust the Group's operation strategies accordingly. The Group pledged to seek and evaluate every opportunity and will strive to achieve long-term sustainable growth to maximise returns to its shareholders.

## 前景

二零二三年，就影響環球經濟的風險因素而言，本集團將繼續面臨挑戰。預計地緣政治風險（如烏克蘭－俄羅斯的能源中斷以及中美貿易緊張）將繼續在影響經濟方面發揮重要作用。由於美國為我們貨品出口的主要所在地，我們計劃縮小於中國大陸的生產規模，並將更多的生產訂單分配給東南亞國家，以應對地緣政治風險。相應地，有關轉移將導致本集團於鶴山市的生產設施有所減少。另一方面，我們亦將尋找機會與其他地區的新製造夥伴合作。

由於消費物價指數上升對營商環境帶來壓力，全球通脹亦為關鍵因素。預計央行將進一步加息以控制通脹，此舉將通過更高的利息開支進一步加重我們的業務負擔。然而，隨著近期的銀行危機（包括Silvergate Bank及矽谷銀行（Silicon Valley Bank）倒閉），貨幣政策可能會逐步放鬆。管理層將會密切監察持續的變動並相應調整本集團的融資活動。

隨著市場從疫情中逐漸重啟，在宏觀經濟受阻及對潛在經濟衰退的擔憂下，零售商更加審慎地採購及維持其存貨水平。據觀察，我們品牌客戶的訂單需求已變得更加保守。儘管如此，我們的員工仍將繼續努力維持客戶的訂單。

為提高效率及滿足客戶需求，預計於來年將在具現代技術的先進製造機器及設備方面產生若干資本開支。

就證券投資業務而言，鑑於股市不明朗，本集團將繼續採取審慎態度。

展望未來，我們將繼續專注於我們現有的成衣製造和貿易業務。我們將會監察宏觀環境因素的影響並相應調整本集團的營運策略。本集團承諾尋求及評估每個機會，並將努力實現長期持續增長，以為其股東帶來最大回報。

# Corporate Governance Report 企業管治報告

The Board is committed to maintaining high standards of corporate governance to safeguard the interests of all shareholders of the Company and to enhance corporate value. The Company continuously reviews and improves the corporate governance practices and standards of the Group to ensure that business activities and decision making processes are regulated in a proper manner.

## CORPORATE GOVERNANCE PRACTICES

The Board is of the view that the Company has complied with all the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) throughout the year ended 31 December 2022, except for certain deviations as explained in this Annual Report.

## THE BOARD OF DIRECTORS

### Board Composition

As at the date of this Annual Report, Biographical information of the Directors is set out on pages 44 to 51 of this Annual Report. The Board is led by the Chairlady and currently comprises five executive directors, and four independent non-executive directors as follows:

#### Executive Directors

Ms. Ma Xiaoqiu (Chairlady) (appointed on 1 February 2023)

Mr. Tsang Chun Ho Anthony (appointed on 1 February 2023)

Mr. Choi Tan Yee (appointed on 1 February 2023)

Mr. Jiang Jinbo (appointed on 1 February 2023)

Ms. Chen Jun (appointed on 1 February 2023)

#### Independent Non-executive Directors

Mr. Wang Tianzi (appointed on 1 February 2023)

Mr. Wang Fan (appointed on 1 February 2023)

Mr. Cheng Wai Hei (appointed on 1 February 2023)

Mr. Peng Peng (appointed on 1 February 2023)

董事會致力維持高水平之企業管治，藉以保障本公司全體股東利益及提高企業價值。本公司持續檢討及改善本集團之企業管治常規及標準，藉以確保業務活動及決策過程受到適當規管。

## 企業管治常規

董事會認為於截至二零二二年十二月三十一日止年度內，本公司一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）之所有守則條文，除本年報所述的若干偏離外。

## 董事會

### 董事會之組成

於本年報日期，董事之履歷資料載於本年報第44至第51頁，董事會由主席領導，現由下列五名執行董事，及四名獨立非執行董事組成：

#### 執行董事

馬小秋女士 (主席)

(於二零二三年二月一日獲委任)

子辰先生

(於二零二三年二月一日獲委任)

蔡丹義先生

(於二零二三年二月一日獲委任)

姜金波先生

(於二零二三年二月一日獲委任)

陳君女士

(於二零二三年二月一日獲委任)

#### 獨立非執行董事

王添梓先生

(於二零二三年二月一日獲委任)

王帆先生

(於二零二三年二月一日獲委任)

鄭偉禧先生

(於二零二三年二月一日獲委任)

彭鵬先生

(於二零二三年二月一日獲委任)

## Corporate Governance Report 企業管治報告

The Board possesses a balance of skill and experience which is appropriate for the requirements of the business of the Group. A balanced composition of executive and non-executive directors also generates a strong independent element on the Board, which can exercise independent judgement effectively and make decision objectively for the best interests of the Company.

Save for those as disclosed in the section headed “Directors’ Biographical Details” as set out on pages 44 to 51 of this Annual Report, there is no relationship (including financial, business, family or other material or relevant relationship) among members of the Board.

During the year ended 31 December 2022, four Board meetings and one general meeting were held. The attendance records of directors are set out on pages 31 to 32 of this Annual Report.

### Chairman and Chief Executive Officer

According to code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. During the year ended 31 December 2022, Mr. Li Haifeng has assumed both the roles of chairman and chief executive officer of the Company. The Board is of the view that the balance of power and authority is ensured by its operations which comprises experienced and high caliber individuals with a highly independent element. As at the date of this Annual Report, Ms. Ma Xiaoqi serves as the chairlady of the Board. Since the resignation of Mr. Li Haifeng as, among others, the chief executive officer of the Company on 1 February 2023 and up to the date of this Annual Report, the position of chief executive officer of the Company remains vacant. The responsibilities of the chief executive officer are taken up by Mr. Tsang Chun Ho Anthony, an executive Director. The Board believes that this arrangement enables the Company to make and implement decisions promptly, and thus achieve the Company’s objectives efficiently. The Board also believes that the Company already has a strong corporate governance structure in place to ensure effective oversight of management.

董事會具備適合本集團業務所需之技能及經驗。執行董事及非執行董事之均衡組成，亦使董事會具備強大之獨立元素，以便有效率地進行獨立判斷及客觀地作出決策，以符合本公司之最佳利益。

除於本年度報告第44至第51頁之「董事簡歷」一節內所披露者外，董事會各成員之間概無任何關係（包括財務、業務、家族或其他重大或相關關係）。

於截至二零二二年十二月三十一日止年度，董事會曾舉行四次董事會會議及一次股東大會，董事之出席記錄載於本年度報告第31至第32頁。

### 主席及行政總裁

根據企業管治守則第A.2.1條，主席及行政總裁之職務應予區分，並不應由同一人同時擔任。於截至二零二二年十二月三十一日止年度，李海楓先生兼任本公司之主席及行政總裁之職務，董事會認為董事會由擁有豐富經驗及才幹、兼具獨立元素之人士所組成，故其運作已足以確保權力與職權之平衡。於本年度報告日期，馬小秋女士擔任董事會主席。自李海楓先生於二零二三年二月一日辭任（其中包括）本公司行政總裁及直至本年度報告日期，本公司行政總裁一職仍然空缺。行政總裁的職責由執行董事子辰先生承擔。董事會相信，有關安排可使本公司快速做出及落實決定，因此可高效達成本公司目標。董事會同時相信，本公司已具備穩固的企業管治架構，確保有效監督管理層。

### Independent Non-executive Directors

During the year, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors representing one-third of the Board with at least one of whom possessing appropriate professional qualifications or accounting or related financial management expertise, which is in compliance with Rules 3.10 and 3.10A of the Listing Rules. All independent non-executive directors have confirmed their independence during the year and the Company considers that they are independent in accordance with the independent guidelines set out in Rule 3.13 of the Listing Rules.

### Appointments and Re-election of Directors

The Board is empowered under the Company's Bye-laws to appoint any person as a director either to fill a casual vacancy on or as an additional member of the Board. The selection criteria are mainly based on the professional qualification and experience of the candidate and the recommendations of the Nomination Committee. Each of the directors has entered into a service agreement or a letter of appointment with the Company for a term of not more than three years and is subject to termination provision therein and provision on retirement by rotation of Directors as set out in the Company's Bye-laws. A newly appointed director must retire and be re-elected at the first general meeting after his/her appointment.

At each annual general meeting of the Company, one-third of the directors of the Company for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation. Every director shall be subject to retirement by rotation at least once every three years. The directors to retire every year will be those who have been the longest in office since their last re-election or appointment. In the upcoming annual general meeting, Ms. Ma Xiaoqiu, Mr. Tsang Chun Ho Anthony, Mr. Choi Tan Yee, Mr. Jiang Jinbo, Ms. Chen Jun, Mr. Wang Tianzi, Mr. Wang Fan, Mr. Cheng Wai Hei and Mr. Peng Peng would retire and be subject to re-election.

### 獨立非執行董事

於年內，董事會一直符合上市規則的規定，委任至少三名獨立非執行董事（人數佔董事會成員三分之一），當中至少一人具備合適的專業資格或會計或相關的財務管理專業知識，符合上市規則第3.10及3.10A條。全體獨立非執行董事均已確認其於年內的獨立性，根據上市規則第3.13條所載列的獨立指引，本公司認為彼等均具有獨立性。

### 委任及重選董事

董事會獲本公司之章程細則授權委任任何人士為董事，以填補臨時空缺或成為董事會新成員。甄選因素主要以候選人之專業資格及經驗以及提名委員會之建議為基準。本公司與各董事均已簽訂任期不多於三年之服務協議或委任函及須遵守其終止條文及本公司章程細則所載的董事輪值退任條文。新委任董事須於彼獲委任後首個股東大會上退任及膺選連任。

於本公司每屆股東週年大會上，三分之一本公司在任董事（或倘其數目並非三或三之倍數，則必須為最接近但不少於三分之一之人數）須輪值退任。每名董事須至少每三年輪值退任一次。每年退任董事為自上次重選或任職時間最長者。於即將舉行之股東週年大會上，馬小秋女士、子辰先生、蔡丹義先生、姜金波先生、陳君女士、王添梓先生、王帆先生、鄭偉禧先生及彭鵬先生將退任及膺選連任。



### Board and Management

To enable all directors to make informed decisions in the Board meetings and to discharge their duties and responsibilities, appropriate, complete and reliable information prepared by the management are provided in a timely manner. All directors are kept informed on a timely basis of major changes that may affect the Group's business, including relevant rules and regulations. To reinforce independence, the Board and each director can have separate and independent access to the management of the Company if additional information is required. To further assist the directors to discharge their duties to the Company, the Board has also established a written procedure to enable directors to seek independent professional advice at the Company's expenses.

In order to have a clear principle in relation to the matters specifically reserved to the Board for decisions, functions between the Board and the management are formalized. The Board has established a written guideline determining which issues require a decision of the Board and those delegated to the management. Matters reserved to the Board for decision include the making of significant financial and legal commitments, mergers and acquisitions, material asset acquisitions or disposals, the change of share capital, the approval of financial reporting, budgeting, management succession and representation to shareholders. The management is responsible for the day-to-day running of the Group. The management is required to submit reports on the operations to the Board on a regular basis and make recommendations to the Board on the development of major projects or business proposals and their respective implementation. The Board is of the view that such division of responsibilities can enhance the corporate governance of the Company.

The Board considers that corporate governance should be the collective responsibility of directors and delegated the corporate governance duties to the Audit Committee which include:

- to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- to review and monitor the training and continuous professional development of Directors and senior management of the Company;

### 董事會及管理層

管理層須適時提供由彼等編製之適合、完整及可靠資訊，以確保全體董事於董事會會議上作出知情決定及履行彼等之職務及職責。若有可能影響本集團業務的重大變動（包括相關法例及法規），本公司將會適時知會全體董事。為增強獨立性，董事會及各董事可於需要更多資訊時自行透過獨立途徑接觸本公司之管理層。為進一步協助董事對本公司履行彼等之職務，董事會亦已設立一套書面程序，使董事可尋求獨立專業意見，費用由本公司支付。

為就特別須董事會作決定之事項提供明確原則，董事會及管理層之職能已予界定。董事會已訂立一份書面指引，釐定須由董事會決定及授權予管理層之議題。須董事會作決定之事項包括重要財務及法律承擔、合併及收購、重大資產收購或出售、更改股本、審批財務報告、編訂預算、管理層繼任及向股東作出陳述等。管理層負責本集團之日常營運。管理層須定期向董事會呈交營運報告，並就發展主要項目或業務計劃書及彼等各自之落實情況向董事會提出建議。董事會認為，如此職責劃分可增強本公司之企業管治。

董事會認為企業管治應屬董事的共同責任，且彼等授予審核委員會的企業管治職能包括：

- 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- 檢討及監察董事及本公司高級管理層的培訓及持續專業發展；

## Corporate Governance Report 企業管治報告

- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
  - to develop, review and monitor the code of conduct applicable to employees and directors; and
  - to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
  - 制定、檢討及監察適用於僱員及董事的行為守則；及
  - 檢討本公司遵守企業管治守則的情況及企業管治報告的披露資料。

### Directors' Continuous Professional Development

To develop and refresh the knowledge and skills, all directors have participated in continuous professional development and provided the Company their training records for the year ended 31 December 2022 which are summarized as follows:

### 董事之持續專業發展

為發展並更新其知識及技能，全體董事已參與持續專業發展並向本公司提供彼等截至二零二二年十二月三十一日止年度培訓之記錄，概述如下：

**Read materials and/or attended seminars on responsibility of directors and other relevant topics**  
**閱讀有關董事職責及其他相關題目的資料及／或出席相關研討會**

Directors	董事	
<i>Executive Directors</i>	執行董事	
Ms. Ma Xiaoqiu (appointed on 1 February 2023)	馬小秋女士 (於二零二三年二月一日獲委任)	N/A 不適用
Mr. Tsang Chun Ho Anthony (appointed on 1 February 2023)	子辰先生 (於二零二三年二月一日獲委任)	N/A 不適用
Mr. Choi Tan Yee (appointed on 1 February 2023)	蔡丹義先生 (於二零二三年二月一日獲委任)	N/A 不適用
Mr. Jiang Jinbo (appointed on 1 February 2023)	姜金波先生 (於二零二三年二月一日獲委任)	N/A 不適用
Ms. Chen Jun (appointed on 1 February 2023)	陳君女士 (於二零二三年二月一日獲委任)	N/A 不適用
Mr. Li Haifeng (resigned on 1 February 2023)	李海楓先生 (於二零二三年二月一日辭任)	✓
Mr. Tsang Hing Bun (appointed on 1 July 2022 and resigned on 1 February 2023)	曾慶贊先生 (於二零二二年七月一日獲委任及於二零二三年二月一日辭任)	✓
<i>Non-executive Director</i>	非執行董事	
Mr. Wang Ke (resigned on 1 February 2023)	王科先生 (於二零二三年二月一日辭任)	✓

**Read materials and/or  
attended seminars on  
responsibility of directors  
and other relevant topics  
閱讀有關董事職責及  
其他相關题目的資料及/  
或出席相關研討會**

Directors	董事	
<i>Independent Non-executive Directors</i>	獨立非執行董事	
Mr. Wang Tianzi ( <i>appointed on 1 February 2023</i> )	王添梓先生 (於二零二三年二月一日獲委任)	N/A 不適用
Mr. Wang Fan ( <i>appointed on 1 February 2023</i> )	王帆先生 (於二零二三年二月一日獲委任)	N/A 不適用
Mr. Cheng Wai Hei ( <i>appointed on 1 February 2023</i> )	鄭偉禧先生 (於二零二三年二月一日獲委任)	N/A 不適用
Mr. Peng Peng ( <i>appointed on 1 February 2023</i> )	彭鵬先生 (於二零二三年二月一日獲委任)	N/A 不適用
Mr. Yau Wing Yiu ( <i>resigned on 1 February 2023</i> )	邱永耀先生 (於二零二三年二月一日辭任)	✓
Mr. Wang Shiming ( <i>resigned on 1 February 2023</i> )	王世明先生 (於二零二三年二月一日辭任)	✓
Mr. Yu Ping Ming ( <i>appointed on 1 August 2022 and resigned on 1 February 2023</i> )	余秉明先生 (於二零二二年八月一日獲委任及 於二零二三年二月一日辭任)	✓
Mr. Zhang Zhenyi ( <i>resigned on 1 August 2022</i> )	張振義先生 (於二零二二年八月一日辭任)	✓

### Directors' Securities Transactions

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"). Having made specific enquiry of all directors of the Company, all directors have confirmed that they have complied with the required standard set out in the Model Code and the Company's code of conduct regarding directors' securities transactions during the year.

Details of the directors' interests in the shares of the Company as at 31 December 2022 are set out on page 52 of this Annual Report.

### 董事證券交易

本公司已採納一套有關董事進行證券交易之行為守則，其規定標準不低於上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）。經向本公司全體董事作出特定查詢後，全體董事均已確認，彼等於年內已符合標準守則及本公司有關董事進行證券交易之行為守則所載之規定標準。

有關董事於二零二二年十二月三十一日擁有本公司股份之權益之詳情已載於本年度報告第52頁。

The Board has also established a written guideline on no less exacting terms than the Model Code for employees of the Company or director or employee of the Company's subsidiaries or holding company who are likely to possess inside information in relation to the Group or securities of the Company. No incident of non-compliance was noted by the Company in 2022.

### Directors' Liability Insurance

Appropriate insurance cover has been arranged by the Company in respect of legal action against its directors and officers of the Company.

## BOARD COMMITTEES

### Audit Committee

The Board set up the Audit Committee in 2000 with specific written terms of reference which deal clearly with its authority and duties. The terms of reference of Audit Committee are available on the websites of the Company and the Stock Exchange. The principal duties of the Audit Committee include reviewing the Group's financial reporting, the external auditor's independence, risk management, internal controls and corporate governance issues and making recommendations to the Board.

The Audit Committee currently comprises three members, namely Mr. Cheng Wai Hei (Committee Chairman), Mr. Wang Tianzi and Mr. Wang Fan, all Audit Committee members are independent non-executive directors.

During the year, the Audit Committee held three meetings and the attendance records of members are set out on pages 31 to 32 of this Annual Report. The major work performed by the Audit Committee during the year included, amongst other things, the following:

- making recommendation to the Board on the appointment or re-appointment of the external auditors and approved their terms of engagement;
- reviewing the effectiveness of the audit process in accordance with the applicable standards;

董事會亦已就可能會擁有關於本集團或本公司證券之內幕資料之本公司僱員或本公司之附屬公司或控股公司之董事或僱員訂立一份書面指引，其規定標準不低於標準守則。本公司於二零二二年並不知悉任何不遵守書面指引之事件。

### 董事責任保險

本公司已就針對本公司董事及高級管理人員之法律訴訟安排適當保險。

### 董事委員會

#### 審核委員會

董事會於二零零零年成立審核委員會，書面職權範圍已闡明其權力與職務。審核委員會之職權範圍在本公司及聯交所網站可供查閱。審核委員會主要職責包括審閱本集團之財務報告、外聘核數師之獨立性、風險管理、內部監控及企業管治事宜，並向董事會提出建議。

審核委員會目前由三名成員組成，即鄭偉禧先生（委員會主席）、王添梓先生及王帆先生，所有審核委員會成員均為獨立非執行董事。

於年內，審核委員會曾舉行三次會議，成員之出席記錄載於本年度報告第31至第32頁。於年內，審核委員會履行的主要工作（其中包括）如下：

- 就委任或續聘外聘核數師向董事會提出建議，並審批其聘用條款；
- 按適用標準檢討審計過程之有效性；

## Corporate Governance Report 企業管治報告

- reviewing the change in accounting standards and assessment of potential impacts on the Group's financial statements;
  - reviewing the interim and annual financial statements and the related results announcements;
  - discussing the risk management and internal control systems with management including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions;
  - overseeing and monitoring the operation of Risk Management and Steering Committee ("RMSC") such as reviewing the quarterly and annual report or any ad hoc report;
  - reviewing the Company's policies and practices on corporate governance and made recommendations to the Board; and
  - reviewing the Company's compliance with the CG Code.
- 審閱會計準則之變動，以及評估對本集團財務報表之潛在影響；
  - 審閱中期及全年財務報表，以及相關業績公布；
  - 與管理層商討風險管理及內部監控系統，包括本集團在會計、內部審核及財務匯報職能方面之資源、員工資歷及經驗、以及員工培訓課程及有關預算是否足夠；
  - 監督及監察風險管理督導委員會（「風險管理督導委員會」）之運作，包括審閱季度及年度報告或任何特別的報告；
  - 檢討本公司之企業管治政策及常規，並向董事會提出建議；及
  - 檢討本公司遵守企業管治守則的情況。

### Remuneration Committee

The Board set up the Remuneration Committee in 2005 with specific written terms of reference which deal clearly with its authority and duties. The terms of reference of Remuneration Committee, which was updated on 30 December 2022, are available on the websites of the Company and the Stock Exchange. The principal duties of the Remuneration Committee include assessing performance of executive directors of the Company, reviewing and making recommendations to the Board on the remuneration policy and structure for directors and senior management, reviewing and making recommendations to the Board on the remuneration packages of all directors and senior management with reference to corporate goals and objectives resolved by the Board from time to time and ensuring that no director or any of his associates is involved in deciding his own remuneration.

The Remuneration Committee currently comprises four members, namely Mr. Wang Fan (Committee Chairman), Ms. Ma Xiaoqiu, Mr. Cheng Wai Hei and Mr. Wang Tianzi. Except for Ms. Ma Xiaoqiu who is an executive director, all Remuneration Committee members are independent non-executive directors.

### 薪酬委員會

董事會於二零零五年成立薪酬委員會，書面職權範圍已闡明其權力與職務。於二零二二年十二月三十日更新的薪酬委員會職權範圍在本公司及聯交所網站可供查閱。薪酬委員會主要職責包括評估本公司執行董事的表現、檢討董事及高級管理人員之薪酬政策及架構並向董事會提出建議，參考董事會不時議決之企業目標及宗旨，檢討全體董事及高級管理人員之薪酬待遇並向董事會提出建議，以及確保任何董事或其任何聯繫人不得參與釐定其本人之薪酬。

薪酬委員會目前由四名成員組成，即王帆先生（委員會主席）、馬小秋女士、鄭偉禧先生及王添梓先生。除馬小秋女士為執行董事外，薪酬委員會全體成員均為獨立非執行董事。

## Corporate Governance Report 企業管治報告

During the year, no meeting was held by the Remuneration Committee.

The major work performed by the Remuneration Committee during the year included, amongst other things, the following:

- making recommendation to the Board in relation to the remuneration package of Mr. Tsang Hing Bun and Mr. Yau Wing Yiu;
- making recommendation to the Board in relation to the remuneration of Directors and senior management of the Group; and
- making recommendation to the Board as to the terms of reference of the Remuneration Committee.

The remuneration of each of the directors was determined in accordance with the remuneration policy. The main principles of remuneration policy of the Company are:

- to retain and motivate executive directors and senior management by linking their compensation with performance as measured against corporate objectives;
- to align executive directors' and senior management's remuneration with shareholders' interests; and
- to ensure that no director or senior management or any of his associate is involved in deciding his own remuneration.

When fixing the remuneration packages of executive directors, considerations have been given to the qualifications and experience of the executive directors, their duties and responsibilities with and contributions to the Group, the level of executive directors' remuneration of other comparable listed companies in Hong Kong, the Group's performance and the prevailing market condition. The principal elements of the remuneration packages of executive directors of the Company include salary, director's fee, double pay, discretionary bonus and share options.

Details of the remuneration of each director, on a named basis, are disclosed in Note 12 to the consolidated financial statements on pages 119 to 120 of this Annual Report. Reimbursement is provided for out-of-pocket expenses incurred (including traveling and hotel expenses) in connection with the performance of directors' duties.

於年內，並無舉行薪酬委員會會議。

薪酬委員會於年內履行的主要工作(其中包括)如下:

- 就曾慶贊先生及邱永耀先生的薪酬待遇向董事會提出建議;
- 就董事及本集團高級管理層的薪酬向董事會提出建議;及
- 就薪酬委員會的職責範圍向董事會提出建議。

每位董事之薪酬根據薪酬政策而釐定。本公司薪酬政策之主要原則包括:

- 為挽留及激勵執行董事及高級管理人員，將彼等之薪酬與按企業目標之表現掛鉤;
- 將執行董事及高級管理人員之薪酬與股東利益達成一致;及
- 確保並無董事或高級管理人員或其任何聯繫人士參與釐定其本人之薪酬。

釐定執行董事之薪酬待遇時，已考慮該等執行董事之資歷及經驗、彼等之職務及職責和對本集團之貢獻、香港其他同類型上市公司之執行董事薪酬水平、本集團之業績及現行市場情況。本公司執行董事薪酬待遇之主要元素包括薪金、董事袍金、雙糧、酌情花紅及購股權。

有關以記名方式列明每名董事薪酬之詳情，於本年度報告第119頁至第120頁綜合財務報表附註12內披露。彼等亦可獲償付一切於履行董事職務時所產生之實報實銷費用(包括差旅及酒店費用)。

## Nomination Committee

The Board set up the Nomination Committee in 2012 with specific written terms of reference which deal clearly with its authority and duties. The terms of reference of Nomination Committee are available on the websites of the Company and the Stock Exchange. The principal duties of the Nomination Committee include reviewing the structure, size, composition and diversity of the Board and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, formulating, reviewing and implementing the nomination policy, selection criteria and nomination procedures for identification, selection and nomination for the director for the Board's approval and making recommendations to the Board on appointment or re-appointment of directors.

The Nomination Committee currently comprises four members, namely Mr. Wang Tianzi (Committee Chairman), Ms. Ma Xiaoqiu, Mr. Cheng Wai Hei and Mr. Wang Fan. Except for Ms. Ma Xiaoqiu who is an executive director, all Nomination Committee members are independent non-executive directors.

During the year, one meeting was held by the Nomination Committee and the attendance records of members are set out on pages 31 to 32 of this Annual Report. During the year, the Nomination Committee considered and made recommendations to the Board for the appointment of Mr. Tsang Hing Bun as an executive director of the Company. Apart from that, the major work performed by the Nomination Committee during the year included, amongst other things, the following:

- to review the structure, size, composition and diversity of the Board;
- to assess the independence of the independent non-executive directors; and
- to consider and make recommendations to the Board on the re-election of Directors at the annual general meeting.

The Board has adopted a board diversity policy which sets out the approach to achieve diversity on the Board.

## 提名委員會

董事會於二零一二年成立提名委員會，書面職權範圍已闡明其權力與職務。提名委員會職權範圍在本公司及聯交所網站可供查閱。提名委員會主要職責包括檢討董事會的架構、人數、組成及董事會成員多元化，並就任何為配合本公司企業策略而擬對董事會作出的變動向董事會提出建議，制定、檢討及實施有關物色、甄選及提名出任董事人選的提名政策、甄選準則及提名程序供董事會批准及就董事委任或續任向董事會提出建議。

提名委員會目前由四名成員組成，即王添梓先生（委員會主席）、馬小秋女士、鄭偉禧先生及王帆先生。除馬小秋女士為執行董事外，提名委員會全體成員均為獨立非執行董事。

於年內，提名委員會曾舉行一次會議而成員之出席記錄載於本年度報告第31至第32頁。於年內，提名委員會考慮並向董事會推薦委任曾慶贊先生為本公司之執行董事。除此之外，提名委員會於年內履行的主要工作（其中包括）如下：

- 檢討董事會架構、人數、組成及董事會成員多元化；
- 評核獨立非執行董事的獨立性；及
- 考慮及就於股東週年大會上重選董事向董事會提出建議。

董事會已採納董事會成員多元化政策，列載為達致董事會成員多元化之方針。

In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Board currently has two female Directors out of nine Directors, achieving the gender diversity of the Board at approximately 22.2%. The Board targets to maintain at least the current level of female representation. The current arrangement and structure of the Board of the Company is appropriate for the development need of the existing business operation of the Group and is conducive for providing the Company with extensive valuable advice and supervision on decision-making. The Company will continually assess the gender diversity of the Board and objectively consider the composition and effectiveness of the Board for the 2023 financial year.

The Board has also adopted a nomination policy which sets out the selection criteria and nomination procedures to identify, select and recommend candidates for directors. When evaluating and selecting candidates for directorships, the Board will consider criteria include the board diversity policy, qualifications, character and integrity and such other perspectives appropriate to the Company's business.

### Investment Committee

The Board set up the Investment Committee in 2014 with specific written terms of reference which deal clearly with its authority and duties. The primary role of the Investment Committee include reviewing and approving the investment policy and monitoring the securities investment business as it deems proper to meet the latest development of the Group or changes in the securities market.

The Investment Committee currently comprises of three Directors of the Company, namely Ms. Ma Xiaoqi (Committee Chairman), Mr. Tsang Chun Ho Anthony and Mr. Choi Tan Yee.

During the year, one meeting was held by the Investment Committee and the attendance records of members are set out on pages 31 to 32 of this Annual Report. The major work performed by the Investment Committee during the year included, amongst other things, the following:

本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

目前董事會九名董事中有兩名董事為女性，達到董事會性別多元化（約22.2%）。董事會力圖至少保持目前的女性董事人數水平。本公司目前董事會組成及架構符合本集團目前業務經營發展需要，能夠為本公司提供多方面的寶貴建議及決策監督。本公司將在二零二三年財政年度持續進行董事會性別多元化的評估，客觀地考慮董事會的組成及成效。

董事會亦已採納提名政策，列出識別、甄選及推薦候選人擔任董事時的甄選準則及提名程序。在評估及甄選候選人擔任董事時，董事會將考慮的準則包括董事會成員多元化政策、資格、品格與誠實以及適用於本公司業務的其他各項因素。

### 投資委員會

董事會於二零一四年成立投資委員會，書面職權範圍已闡明其權力與職務。投資委員會之主要角色包括按其認為合適時審閱及批准投資政策及監察證券投資業務，以配合本集團之最新發展或證券市場之變化。

投資委員會目前由三名本公司之董事組成，即馬小秋女士（委員會主席）、子辰先生及蔡丹義先生。

於年內，投資委員會曾舉行一次會議而成員之出席紀錄載於本年度報告第31至第32頁。於年內，投資委員會履行的主要工作（其中包括）如下：



## Corporate Governance Report 企業管治報告

- reviewing the investment policy including objectives and strategy that direct investment activities;
  - overseeing investment activities of the Group and controlling the associated risk levels to assure adherence to the investment policy; and
  - monitoring the performance of the investment portfolio and considered the re-appointment of the external investment professionals.
- 審閱投資政策，包括指引投資活動之目的及策略；
  - 監督本集團之投資活動及控制相關風險程度以確保遵循投資政策；及
  - 監察投資組合之表現及考慮重新委任外聘投資專材。

### ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance of individual Board member in Board meetings, Board Committees meetings and general meeting for the year ended 31 December 2022 is set out in the table below:

### 董事及委員會成員之出席記錄

截至二零二二年十二月三十一日止年度，個別董事會成員於董事會會議、董事委員會會議及股東大會之出席記錄載於下表：

	No. of meetings attended/No. of meetings held 出席/舉行會議次數					
	Board Meetings 董事會會議	Audit Committee Meetings 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	Investment Committee Meeting 投資委員會會議	General Meeting 股東大會
<b>Executive Director</b> <b>執行董事</b>						
Ms. Ma Xiaoqiu (Chairlady) (appointed on 1 February 2023) 馬小秋女士 (主席) (於二零二三年二月一日獲委任)	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
Mr. Tsang Chun Ho Anthony (appointed on 1 February 2023) 子辰先生 (於二零二三年二月一日獲委任)	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
Mr. Choi Tan Yee (appointed on 1 February 2023) 蔡丹義先生 (於二零二三年二月一日獲委任)	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
Mr. Jiang Jinbo (appointed on 1 February 2023) 姜金波先生 (於二零二三年二月一日獲委任)	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
Ms. Chen Jun (appointed on 1 February 2023) 陳君女士 (於二零二三年二月一日獲委任)	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
Mr. Li Haifeng (resigned on 1 February 2023) 李海楓先生 (於二零二三年二月一日辭任)	4/4	N/A 不適用	N/A 不適用	1/1	1/1	1/1
Mr. Tsang Hing Bun (appointed on 1 July 2022 and resigned on 1 February 2023) 曾慶禧先生 (於二零二二年七月一日獲委任及於二零二三年二月一日辭任)	1/4	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	0/1

## Corporate Governance Report 企業管治報告

	No. of meetings attended/No. of meetings held 出席／舉行會議次數					
	Board Meetings 董事會會議	Audit Committee Meetings 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	Investment Committee Meeting 投資委員會會議	General Meeting 股東大會
<b>Non-Executive Director</b> <b>非執行董事</b>						
Mr. Wang Ke ( <i>resigned on 1 February 2023</i> ) 王科先生 (於二零二三年二月一日辭任)	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1	1/1
<b>Independent Non-Executive Directors</b> <b>獨立非執行董事</b>						
Mr. Wang Tianzi ( <i>appointed on 1 February 2023</i> ) 王添梓先生 (於二零二三年二月一日獲委任)	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
Mr. Wang Fan ( <i>appointed on 1 February 2023</i> ) 王帆先生 (於二零二三年二月一日獲委任)	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
Mr. Cheng Wai Hei ( <i>appointed on 1 February 2023</i> ) 鄭偉禧先生 (於二零二三年二月一日獲委任)	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
Mr. Peng Peng ( <i>appointed on 1 February 2023</i> ) 彭鵬先生 (於二零二三年二月一日獲委任)	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
Mr. Yau Wing Yiu ( <i>resigned on 1 February 2023</i> ) 邱永耀先生 (於二零二三年二月一日辭任)	2/4	3/3	N/A 不適用	1/1	N/A 不適用	1/1
Mr. Wang Shiming ( <i>resigned on 1 February 2023</i> ) 王世明先生 (於二零二三年二月一日辭任)	2/4	3/3	N/A 不適用	1/1	N/A 不適用	1/1
Mr. Yu Ping Ming ( <i>appointed on 1 August 2022 and resigned on 1 February 2023</i> ) 余秉明先生 (於二零二二年八月一日獲委任及於二零二三年二月一日辭任)	1/4	1/3	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Zhang Zhenyi ( <i>resigned on 1 August 2022</i> ) 張振義先生 (於二零二二年八月一日辭任)	1/4	2/3	N/A 不適用	1/1	N/A 不適用	1/1

Apart from regular Board meetings, the Chairman also held a meeting with independent non-executive directors without the presence of executive directors during the year.

除定期董事會會議外，在執行董事未列席的情況下，主席亦與獨立非執行董事於年內舉行了一次會議。

## RESPONSIBILITY FOR PREPARATION AND REPORTING OF FINANCIAL STATEMENTS

The directors of the Company acknowledge their responsibility for preparing the financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The directors will select suitable accounting policies and apply them consistently, make judgements and estimates that are prudent, fair and reasonable and prepare the financial statements on a going concern basis. The Board aims to present a balanced, clear and understandable assessment of the Group's position and prospects in presenting annual and interim reports, inside information announcements and other financial disclosures required under the Listing Rules as well as the information required to be disclosed pursuant to statutory requirements.

The statement of the auditor of the Company regarding their reporting responsibilities for the financial statements of the Group is set out on pages 64 to 65 of this Annual Reports.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for evaluating and determining the nature and extent of the risks that the Group is willing to take in achieving its strategic objectives, and has the ultimate responsibility to maintain a sound and effective risk management and internal control systems for the Group and review their effectiveness so as to safeguard the shareholders' investment and the Group's assets and ensure strict compliance with relevant laws, rules and regulations. The Audit Committee is also responsible for reviewing the effectiveness of the risk management and internal control systems, ensuring strict compliance with relevant rules and regulations as well and reporting to the Board.

## 編製及呈報財務報表之責任

本公司董事確認彼等編製本集團財務報表之責任，而該等財務報表乃根據法定要求及適用會計準則編製。董事將選用合適會計政策及貫徹運用、作出審慎、公平及合理之判斷及估計，並按持續經營為基準編製財務報表。於呈列年度報告及中期報告、內幕消息公布及根據上市規則規定須予披露之其他財務資料，以及根據法例規定須予披露的資料時，董事會致力對本集團的情況及前景作出平衡、清晰及易於理解的評估。

本公司核數師就彼等有關本集團之財務報表之呈報責任所作之聲明載於本年度報告第64頁至第65頁內。

## 風險管理及內部監控

董事會有責任評估及確定就達致本集團策略目標而願意承擔的風險的性質及程度，並負上維持本集團穩健及有效的風險管理及內部監控系統及審閱其成效之最終責任，以保障股東之投資、本集團之資產及確保本集團嚴格遵守有關法律、規則及條例。審核委員會亦有責任審閱風險管理及內部監控系統之效能，同時確保嚴格遵守相關規則及條例，並向董事會報告。

In line with last year, the Group's risk management and internal control systems are based on the Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of Treadway Commission in the US in 2013 ("2013 COSO Framework") and Internal Control and Risk Management – A Basic Framework issued by the Hong Kong Institute of Certified Public Accountants which are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The RMSC, with management from different business units, has assisted the Board and Audit Committee in discharging their duties in risk management and internal control functions by drafting an annual internal audit plan, ensuring a smooth audit checking on the Group business operations according to the audit plans designed and reporting to the Board and/or Audit Committee any potential risks facing the Group in a timely manner.

The Group understands that risk management and internal control systems are not merely about policies and manuals, but about people and the actions they take at every level of the Group. To support all employees in ever-changing markets, regular training is provided to strengthen their awareness of risk and capability to manage risks. During the year, the Board together with the Audit Committee, reviewed the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions, and were satisfied with the results of the review.

All in all, the Board continues to enhance and oversee the Group's risk management and internal control systems with the support of the Audit Committee and RMSC. Below are the review process and results regarding the Group's risk management and internal control systems for the year ended 31 December 2022.

一如往年，本集團之風險管理及內部監控系統乃參考Committee of Sponsoring Organizations of Treadway Commission於二零一三年在美國發佈之《內部控制整體框架》（「二零一三年COSO框架」）及香港會計師公會發佈之《內部控制及風險管理－基本框架》而形成。該等系統旨在管理而非消除未能達成業務目標之風險而設，並只能就重大的失實陳述或損失作出合理而非絕對之保證。風險管理督導委員會由來自不同部門的管理層組成，通過起草年度內審計劃，協助董事會和審核委員會履行風險管理和內部控制職能，確保對本集團業務營運的審核工作根據審核計劃順利進行，並及時向董事會和／或審核委員會報告本集團面臨的任何潛在風險。

本集團認為風險管理及內部監控系統不僅有關政策及手冊，亦關乎本集團各層級人士及其採取之行動。為支持所有僱員適應不斷變化之市場，本集團向其提供常規培訓以加強其風險意識及風險管理能力。於年內，董事會及審核委員會一同審閱在會計、內部審核及財務匯報職能方面之資源、員工資歷及經驗，以及員工培訓課程及有關預算是否足夠，並對本次審閱結果表示滿意。

總而言之，董事會在審核委員會及風險管理督導委員會之支持下繼續加強及監管本集團之風險管理及內部監控系統。以下為本集團截至二零二二年十二月三十一日止年度之風險管理及內部監控系統之審核過程及結果。

## Review of Risk Management and Internal Control Systems

RMSC designed, implemented and monitored the Group's risk management and internal control systems by considering the five integrated components of 2013 COSO Framework, namely, control environment, risk assessment, control activities, information and communication and monitoring activities.

During the risk assessment process, RMSC identified the significant risks facing the Group. A risk matrix report was prepared which prioritised risks according to the likelihood of their occurrence and the significance of their impact on the business of the Group.

Following the review and endorsement of the risk matrix report by the Audit Committee and the Board, RMSC developed an annual internal audit plan to evaluate the effectiveness of the Group's risk management and internal control systems. RMSC investigated and assessed what internal control procedures were to be executed to ensure the identified significant risks were managed within the acceptable level. These internal control procedures covered material controls designed to provide reasonable assurance as to the achievement of the Group's objectives including financial, operational and compliance controls. A monthly Independent internal audit was performed by RMSC members to test and evaluate whether the selected internal controls were effective. During the year, RMSC members had performed internal audit on the Group's business cycles including foreign currency exchange, revenue, purchase, information management, human resources, payroll, health and safety check as well as cash payment.

In addition, each existing business segment was required to perform assessment on the effectiveness of its risk management and internal control systems on an annual basis. The assessment questionnaire sets out key factors in each of the five integrated components of 2013 COSO Framework.

## 風險管理及內部監控系統審核

經考慮二零一三年COSO框架下之五個互相關連之元素，即監控環境、風險評估、監控活動、信息及溝通及對活動之監察，風險管理督導委員會設計、執行並監察本集團之風險管理及內部監控系統。

於風險評估過程中，風險管理督導委員會確定本集團面臨之重大風險。風險管理督導委員會編製出一份風險矩陣報告，根據出現風險之可能性及其對本集團業務之影響重大程度列出優先級別。

於審核委員會及董事會審查及認可風險矩陣報告後，風險管理督導委員會制定出一份年度內部審核計劃，以評估本集團風險管理及內部監控系統之有效性。風險管理督導委員會調查及評估實施之內部監控程序，以確保在可予接受之範圍內管理已識別之重大風險。該等內部監控程序已涵蓋設計之重大監控，旨在為實現本集團之目標提供合理保證，包括財務、運作及合規之監控。風險管理督導委員會成員每月進行獨立之內部審核，以測試及評估選擇之內部監控是否有效。於年內，風險管理督導委員會成員已對本集團之商業週期進行內部審核，包括外匯兌換、收益、採購、信息管理、人力資源、工資、健康與安全檢查及現金支付。

此外，各現有業務分部須每年評估其風險管理及內部監控系統之有效性。評估問卷列出二零一三年COSO框架之五個組成部分各部分之關鍵因素。

## Corporate Governance Report 企業管治報告

With the assessment questionnaires from each business segment, monthly, quarterly and annual reports from RMSC, the Audit Committee closely monitored the effectiveness of the Group's risk management and internal control systems and reported to the Board on an ongoing basis.

For the year ended 31 December 2022, both the Audit Committee and the Board were not aware of any material internal control defects and were satisfied that the risk management and internal control systems of the Group have been effective and adequate.

### Procedures and Internal Controls for the Handling and Dissemination of Inside Information

The Company formulated the inside information policy as a guideline to handle and disseminate inside information in order to ensure the Group is in compliance with the regulatory requirements. The inside information policy contains a strict prohibition on unauthorised use of inside information and sets out, inter alia, establishment of the inside information identification, reporting and disclosure protocol and procedures. For the year ended 31 December 2022, inside information was disseminated in accordance with the inside information policy and the applicable laws and regulations.

### AUDITOR'S REMUNERATION

SHINEWING (HK) CPA Limited is the external auditor of the Company. For the year ended 31 December 2022, the external auditor received the following remuneration for audit services provided to the Group:

		HK\$'000 千港元
Audit services	審計服務	900
Non-audit services	非審計服務	
Review of indebtedness statement	審閱債務聲明	180
		<u>1,080</u>

The Audit Committee received written confirmation from the external auditor on its independence and objectivity as required by the Hong Kong Institute of Certified Public Accountants.

藉著各業務分部之評估問卷、風險管理督導委員會月度報告、季度報告及年度報告，審核委員會密切監察本集團風險管理及內部監控系統之有效性，並持續向董事會匯報。

截至二零二二年十二月三十一日止年度，審核委員會及董事會並不知悉任何重大內部監控缺陷，並信納本集團之風險管理及內部監控系統有效且足夠。

### 處理及發布內幕消息之程序及內部監控

本公司已制定內幕消息政策作為處理及發布內幕消息之指引，以確保本集團符合監管規定。內幕消息政策包括嚴格禁止未經授權使用內幕消息，以及載列（其中包括）設置內幕消息識別、報告及披露協議及程序。截至二零二二年十二月三十一日止年度，內幕消息乃根據內幕消息政策及適用法律及法規發布。

### 核數師酬金

信永中和(香港)會計師事務所有限公司為本公司之外聘核數師。截至二零二二年十二月三十一日止年度，外聘核數師已就向本集團提供之審計服務收取下列酬金：

審核委員會已接獲外聘核數師就其獨立性及客觀性發出之書面確認書，表示其已符合香港會計師公會之規定。

## COMPANY SECRETARY

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company engages an external service provider to provide secretarial service and has appointed Ms. Lam Wai (“**Ms. Lam**”) as its company secretary on 1 February 2023. Since Ms. Lam is not an employee of the Group, Mr. Choi Tan Yee, our executive director, is the person whom Ms. Lam can contact for the purpose of Code Provision F.1.1 of the CG Code.

The Company Secretary for the year ended 31 December 2022 has confirmed that she has taken no less than 15 hours of relevant professional training.

## WORKFORCE DIVERSITY

The Group had a workforce of 488 employees as of 31 December 2022. Among them, approximately 76.8% of the workforce (including senior management) were female. In light of the business nature of the Group, the Group considers the total workforce diversity (including gender diversity) of the Group is balanced as a whole and intends to maintain a similar level of gender diversity of the overall workforce, and will continue to promote diversity through training programs, employee networks, equitable hiring and recruitment practices.

## COMMUNICATION WITH SHAREHOLDERS

In order to maintain an on-going dialogue with shareholders, shareholders are encouraged to attend annual general meeting of the Company at which the Chairman of the Board and the chairmen of the Board committees are pleased to answer questions related to the Group’s business.

## 公司秘書

為維持良好企業管治以及確保遵守上市規則及適用香港法律，本公司外聘服務供應商提供秘書服務，並於二零二三年二月一日委任林慧女士（「**林女士**」）為公司秘書。由於林女士並非本集團僱員，故林女士可就企業管治守則之守則條文第F.1.1條與本公司執行董事蔡丹義先生聯絡。

公司秘書確認其於截至二零二二年十二月三十一日止年度接受不少於十五小時的相關專業培訓。

## 員工多元化

於二零二二年十二月三十一日，本集團擁有488名員工。其中，約76.8%員工（包括高級管理人員）為女性。鑑於本集團的業務性質，本集團認為本集團整體於各方面的員工多元化（包括性別多元化）已取得平衡，並有意將整體員工的性別多元化保持在類似水平，並將繼續透過培訓計劃、僱員網絡、公平僱傭及招聘常規推廣多元化。

## 與股東溝通

為與股東保持持續對話，茲鼓勵股東出席本公司之股東週年大會，而董事會主席及各董事委員會主席均樂意解答與本集團業務有關之提問。

To promote effective communication, the Company has adopted a shareholders communication policy which aims at ensuring the shareholders of the Company are provided with ready, equal and timely access to balanced and understandable information about the Company, in order to enable shareholders to exercise their rights in an informed manner, and to allow shareholders to engage actively with the Company. The Company also maintains a corporate website at [www.carrywealth.com](http://www.carrywealth.com) in order to disseminate information on a timely basis and the published information will be maintained at the above website for at least five years.

The Board has reviewed the implementation of the shareholders' communication policy of the Company. Taking into account the variety of existing channels for communication and participation, the Company is of the view that its shareholders' communication policy was effective during the year ended 31 December 2022.

### DIVIDEND POLICY

To maintain a balance between meeting expectations of the shareholders of the Company and prudent capital management, the Company has also adopted a dividend policy which sets out the basic principles and considerations factors in determining the distribution of the dividends by the Board. Under the dividend policy, the Company may declare and distribute dividends to the shareholders, provided that the Group records a profit and that the declaration and distribution of dividend does not affect the Group's normal operations, the distribution and payment of dividend shall be subject to the requirements under the Bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) and all applicable laws and regulations. In proposing distribution of dividends, the Board will consider the factors include the actual and expected financial performance of the Group, general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group and any other factors that the Board deem appropriate.

為促進有效的溝通，本公司已採納股東通訊政策，該政策旨在確保本公司股東可適時取得全面、相同及容易理解的本公司資料，一方面使股東可在知情的情況下行使其權力，另一方面也讓股東與本公司積極溝通。本公司亦設有公司網站[www.carrywealth.com](http://www.carrywealth.com)，以適時發放資料，而已公佈之資料將於上述網站保留最少五年。

董事會已審閱本公司股東通訊政策的執行情況。考慮到現有的各種溝通及參與渠道，本公司認為，於截至二零二二年十二月三十一日止年度，本公司的股東通訊政策屬有效。

### 股息政策

為維持滿足本公司股東的期望與審慎的資本管理之間的平衡，本公司亦採納了股息政策，列載董事會決定股息分派的基本原則及考慮因素。根據股息政策，倘本集團錄得溢利且宣派及派發股息不影響本集團的正常營運，本公司可向股東宣派及派發股息，股息的分派及支付須遵守根據本公司之章程細則、百慕達一九八一年公司法（經修訂）及所有適用法律及法規的規定。在建議派發股息時，董事會將考慮的因素包括本集團的實際及預期財務表現，總體經濟狀況及可能對本集團的業務或財務表現及狀況產生影響的其他內部或外部因素及任何董事會認為合適的其他因素。



## SHAREHOLDERS' RIGHTS

### Shareholders to Convene a Special General Meeting and Putting Forward Proposals at General Meeting

According to the Bye-laws of the Company, shareholders' holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, can by written requisition to the Board or the Company Secretary of the Company to convene a special general meeting for the transaction of any business specified in such requisition and such meeting shall be held within two months after the deposit of such requisition. In compliance with the requirements of the Listing Rules and the Bye-laws of the Company, any annual general meeting, and general meeting at which the passing of a special resolution is to be considered shall be called by at least 21 clear days' notice, whilst others may be called by at least 14 clear days' notice.

To further enhance the minority shareholders' right, all resolutions at any general meeting are decided on poll and such practice has been adopted since 2005. The chairman of any general meetings ensures that the shareholders are informed of the detailed procedures for conducting a poll by way of making the explanation at the commencement of the general meetings. The chairman of general meetings also ensures full compliance with the requirements about voting by poll contained in the Listing Rules and the Bye-laws of the Company.

## 股東權利

### 股東召開股東特別大會及於股東大會上提出議案

根據本公司之章程細則，任何於發出要求當日持有有權於本公司股東大會上投票之本公司繳足股本不少於十分之一的股東，可向董事會或本公司公司秘書作出書面要求召開股東特別大會，以處理該等要求列明之任何事項，而有關大會須於發出有關要求後兩個月內舉行。為符合上市規則及本公司之章程細則之規定，任何股東週年大會以及用以考慮通過特別決議案之股東大會須以至少足21日之通知召開，而其他股東大會則須以至少足14日之通知召開。

為進一步提高少數股東之權利，任何股東大會上之一切決議案均以投票方式表決，此常規自二零零五年起已獲採納。任何股東大會主席須確保已透過於股東大會開始時作出詳細闡釋之方式，使股東知悉以投票方式表決之程序。股東大會主席亦須確保全面符合上市規則及本公司之章程細則中有關以投票方式表決之規定。

### Shareholders to Propose a Person for Election as a Director

The procedures for a shareholder to propose a person for election as a director can be found on the website of the Company. Pursuant to Bye-laws of the Company, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a written notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such written notice is given of his intention to propose such person for election and also a written notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such written notice(s) given, shall be at least seven (7) days and that the period for lodgment of such written notice(s) shall commence on the day after the despatch of the written notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

### Shareholders' enquiries

Specific enquiries or suggestions by shareholders can be sent in writing to the Board at the Company's principal place of business in Hong Kong or by email to the Company (info@carrywealth.com). In addition, shareholders can contact Tricor Abacus Limited, the Hong Kong branch share registrar and transfer agent of the Company, if they have any enquiries about their shareholdings and entitlement to dividend. Relevant contact details are set out on page 6 of this Annual Report.

## CONSTITUTIONAL DOCUMENTS

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

### 股東提名人選參選董事

股東提名人選參選董事之程序可於本公司網站上瀏覽。根據本公司之章程細則，於任何股東大會，除於大會退任之董事以外，其他人士概不合資格選任為董事，除非董事推薦參選，並經正式合資格出席大會及於會上表決之股東（擬推選人士除外）簽署書面通告，當中表明其擬推薦該名人士參選之意願，連同擬推選人士簽署表示願意選任之書面通告送交總辦事處或登記處，惟遞交該等書面通告的期限為最少七(7)日，而該書面通告的遞交期限須由發送指定進行該等選任之股東大會書面通告翌日起計，亦不得遲於該股東大會舉行日期前七(7)日。

### 股東查詢

倘股東有特別查詢或建議，可致函本公司之香港主要營業地點予董事會或電郵至本公司(info@carrywealth.com)。此外，股東如有任何有關其股權及股息之查詢，可以聯絡本公司的香港股份登記及過戶分處卓佳雅柏勤有限公司，有關聯絡詳情載於本年報第6頁。

## 憲章文件

於年內，本公司之憲章文件並無變動。

# Report of the Directors 董事會報告

The directors present their report together with the audited financial statements of the Group for the year ended 31 December 2022.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in Note 32 to the financial statements. An analysis of the Group's performance for the year by operating segment is set out in Note 8 to the financial statements.

## BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2022 is set out on pages 14 to 19 under Management Discussion and Analysis of this Annual Report.

## RESULTS AND DIVIDENDS

The results of the Group for the year are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on page 66 of this Annual Report. The directors do not recommend the payment of a final dividend for the year ended 31 December 2022 (2021: Nil).

## FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 8 of this Annual Report.

## BANK BORROWING

Particulars of the Group's borrowing and pledged assets are set out in Note 24 to the financial statements.

董事會提呈其報告，連同本集團截至二零二二年十二月三十一日止年度之經審核財務報表。

## 主要業務

本公司之主要業務為投資控股。主要附屬公司之業務載於財務報表附註32。本集團於本年度之業績按營運分部之分析載於財務報表附註8。

## 業務回顧

本集團截至二零二二年十二月三十一日止年度之業務回顧載於本年度報告第14頁至19頁「管理層討論及分析」一節。

## 業績及股息

本集團之本年度業績載於本年報第66頁之綜合損益及其他全面收入表。董事不建議派付截至二零二二年十二月三十一日止年度之末期股息（二零二一年：無）。

## 五年財務摘要

本集團於過去五個財政年度之業績與資產及負債摘要載於本年度報告第8頁。

## 銀行貸款

本集團之貸款及抵押資產之詳細資料載於財務報表附註24。

## MAJOR SUPPLIERS AND CUSTOMERS

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

(i)	Purchases	採購	
	– the largest supplier	– 最大供應商	23.1%
	– five largest suppliers in aggregate	– 五大供應商合計	63.6%
(ii)	Sales	銷售	
	– the largest customer	– 最大客戶	99.9%
	– five largest customers in aggregate	– 五大客戶合計	100%

None of the directors, their close associates or any shareholder of the Company (which to the knowledge of the directors owns more than 5% of the issued shares of the Company) had an interest in the major suppliers or customers.

## SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in Note 27 to the consolidated financial statements.

## DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company had no reserve (31 December 2021: Nil) available for distribution as computed in accordance with the Companies Act 1981 of Bermuda (as amended). However, the Company's share premium account in the amount of HK\$217,761,000 as at 31 December 2022 (31 December 2021: HK\$217,761,000) may be distributed in the form of fully paid bonus shares, subject to the shareholders' approval of the Company and compliance with provision of the Companies Act 1981 of Bermuda (as amended) and the Bye-laws of the Company.

Movements in the reserves of the Group and of the Company during the year are set out in Note 28 to the consolidated financial statements.

## 主要供應商及客戶

本集團主要供應商及客戶於年內所佔之採購及銷售百分比如下：

本公司董事、彼等之緊密聯繫人士或任何股東（據董事所知於本公司已發行股份數目中擁有5%以上權益者）概無於主要供應商或客戶中擁有權益。

## 股本

於本年度內，本公司股本變動之詳情載列於綜合財務報告附註27。

## 可供分派儲備

根據一九八一年百慕達公司法（經修訂）計算，本公司於二零二二年十二月三十一日並無儲備可供分派（二零二一年十二月三十一日：無）。然而，本公司股本溢價賬於二零二二年十二月三十一日錄得217,761,000港元（二零二一年十二月三十一日：217,761,000港元），在獲得本公司股東同意及符合一九八一年百慕達公司法（經修訂）條款及本公司之章程細則情況下，可以繳足紅股的形式進行分配。

於年內，本集團及本公司儲備之變動情況載於綜合財務報表附註28。

## DIRECTORS

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

### Executive Directors

- Ms. Ma Xiaoqiu (*Chairlady*)  
(appointed on 1 February 2023)
- Mr. Tsang Chun Ho Anthony  
(appointed on 1 February 2023)
- Mr. Choi Tan Yee  
(appointed on 1 February 2023)
- Mr. Jiang Jinbo  
(appointed on 1 February 2023)
- Ms. Chen Jun  
(appointed on 1 February 2023)
- Mr. Li Haifeng (*Chairman and Chief Executive Officer*)  
(resigned on 1 February 2023)
- Mr. Tsang Hing Bun  
(appointed on 1 July 2022 and  
resigned on 1 February 2023)

### Non-Executive Director

- Mr. Wang Ke  
(resigned on 1 February 2023)

### Independent Non-Executive Directors

- Mr. Wang Tianzi  
(appointed on 1 February 2023)
- Mr. Wang Fan  
(appointed on 1 February 2023)
- Mr. Cheng Wai Hei  
(appointed on 1 February 2023)
- Mr. Peng Peng  
(appointed on 1 February 2023)
- Mr. Yau Wing Yiu  
(resigned on 1 February 2023)
- Mr. Zhang Zhenyi  
(resigned on 1 August 2022)
- Mr. Wang Shiming  
(resigned on 1 February 2023)
- Mr. Yu Ping Ming  
(appointed on 1 August 2022 and  
resigned on 1 February 2023)

## 董事

於年內及截至本報告之日期，本公司之董事如下：

### 執行董事

- 馬小秋女士 (*主席*)  
(於二零二三年二月一日獲委任)
- 子辰先生  
(於二零二三年二月一日獲委任)
- 蔡丹義先生  
(於二零二三年二月一日獲委任)
- 姜金波先生  
(於二零二三年二月一日獲委任)
- 陳君女士  
(於二零二三年二月一日獲委任)
- 李海楓先生 (*主席及行政總裁*)  
(於二零二三年二月一日辭任)
- 曾慶賓先生  
(於二零二二年七月一日獲委任及  
於二零二三年二月一日辭任)

### 非執行董事

- 王科先生  
(於二零二三年二月一日辭任)

### 獨立非執行董事

- 王添梓先生  
(於二零二三年二月一日獲委任)
- 王帆先生  
(於二零二三年二月一日獲委任)
- 鄭偉禧先生  
(於二零二三年二月一日獲委任)
- 彭鵬先生  
(於二零二三年二月一日獲委任)
- 邱永耀先生  
(於二零二三年二月一日辭任)
- 張振義先生  
(於二零二二年八月一日辭任)
- 王世明先生  
(於二零二三年二月一日辭任)
- 余秉明先生  
(於二零二二年八月一日獲委任及  
於二零二三年二月一日辭任)

Pursuant to the Company's Bye-laws, the Directors have the power to appoint any person as a Director from time to time to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Ms. Ma Xiaoqiu, Mr. Tsang Chun Ho Anthony, Mr. Choi Tan Yee, Mr. Jiang Jinbo, Ms. Chen Jun, Mr. Wang Tianzi, Mr. Wang Fan, Mr. Cheng Wai Hei and Mr. Peng Peng shall hold office only until the forthcoming annual general meeting and be eligible for re-election at the forthcoming annual general meeting.

Mr. Wang Tianzi, Mr. Wang Fan, Mr. Cheng Wai Hei and Mr. Peng Peng are independent non-executive directors of the Company as at the date of this Report and all of them were appointed for a term not more than three years.

### DIRECTORS' BIOGRAPHICAL DETAILS

#### EXECUTIVE DIRECTORS

##### Ms. Ma Xiaoqiu (馬小秋女士)

Ms. Ma, aged 62, is a seasoned investor with over 20 years' experience in culture tourism, technology and healthcare. She has served as (i) the chairlady and a non-executive director of China Investment Fund Company Limited (stock code: 612) since 27 June 2017 and 24 January 2020, respectively; (ii) the chairlady and the non-executive director of Fullwealth International Group Holdings Limited (stock code: 1034) since 14 January 2021; and (iii) the chairlady and the executive director of TOMO Holdings Limited (stock code: 6928) since 21 July 2021. The shares of these companies are listed on the Main Board of the Stock Exchange.

As at the date of this report, Ms. Ma is the sole beneficial owner and the sole director of MARS Worldwide Holdings Limited which is interested in 411,293,396 Shares, representing approximately 45.71% of the issued share capital of the Company. Therefore, Ms. Ma is deemed to be interested in the Shares held by MARS Worldwide Holdings Limited by virtue of the SFO.

根據本公司之章程細則，董事有權不時委任任何人士為董事，以填補董事會臨時空缺或作為現有董事會之增補董事，而據此獲董事會委任之任何董事之任期僅直至本公司下屆股東週年大會為止，且於該會上屆時將合資格膺選連任。因此，馬小秋女士、子辰先生、蔡丹義先生、姜金波先生、陳君女士、王添梓先生、王帆先生、鄭偉禧先生及彭鵬先生之任期僅直至即將舉行之股東週年大會為止，且於即將舉行之股東週年大會上將合資格膺選連任。

於本報告日期，王添梓先生、王帆先生、鄭偉禧先生及彭鵬先生均為本公司的獨立非執行董事，彼等的任期均不超過三年。

### 董事簡歷

#### 執行董事

##### 馬小秋女士

馬女士，62歲，為於文旅、科技及醫療保健領域具有逾20年經驗的資深投資者。彼：(i)自二零一七年六月二十七日以及自二零二零年一月二十四日起分別出任中國投資基金有限公司(股份代號：612)的主席及非執行董事；(ii)自二零二一年一月十四日起出任富匯國際集團控股有限公司(股份代號：1034)的主席兼非執行董事，以及(iii)自二零二一年七月二十一日起出任萬馬控股有限公司(股份代號：6928)的主席兼執行董事。該等公司的股份均於聯交所主板上市。

於本報告日期，馬女士為MARS Worldwide Holdings Limited的唯一實益擁有人及唯一董事，於411,293,396股股份中擁有權益，佔本公司已發行股本約45.71%。因此，根據證券及期貨條例，馬女士被視為於MARS Worldwide Holdings Limited持有的股份中擁有權益。

## Report of the Directors 董事會報告

Save as disclosed above, as at the date of this report, Ms. Ma (i) does not have any other interests in the Shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

### **Mr. Tsang Chun Ho Anthony (also known as Zichen)**

Mr. Tsang, aged 39, is currently the managing director of Fuchsia Capital Limited. He was also a fund manager of Emperor Greater China Investment Fund and Orient Investment Fund. Mr. Tsang has accumulated over 15 years of experience in financial investment, capital operation, corporate governance, strategic planning and mergers and acquisitions. He holds the Honorary Doctor of Business Administration from Lincoln University College and a Master Degree of Business Administration from Heriot-Watt University Edinburgh Business School. Mr. Tsang has been accredited with the “Forbes Outstanding Leader Award” and the “World Outstanding Chinese Award” in 2022.

Save as disclosed above, as at the date of this report, Mr. Tsang (i) does not have any other interests in the Shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

除上文所披露者外，於本報告日期，馬女士(i)於本公司股份中並無任何其他權益(定義見證券及期貨條例第XV部)；(ii)並無於本公司或其附屬公司中擔任任何其他職務；(iii)與任何董事、高級管理層、主要股東或控股股東並無任何其他關係；及(iv)於過去三年，並無於任何香港或海外上市公眾公司擔任任何董事職務。

### **子辰先生(本名：曾俊豪)**

子辰先生，39歲，現時為Fuchsia Capital Limited的董事總經理。彼曾亦為Emperor Greater China Investment基金及Orient Investment基金之基金經理。子辰先生在金融投資、資本運作、企業管治、戰略規劃及併購方面擁有逾15年經驗。彼持有林肯大學榮譽工商管理博士學位及赫瑞瓦特大學愛丁堡商學院工商管理碩士學位。子辰先生榮獲2022年「福布斯卓越領袖獎」和「世界傑出華人獎」。

除上文所披露者外，於本報告日期，子辰先生(i)於本公司股份中並無任何其他權益(定義見證券及期貨條例第XV部)；(ii)並無於本公司或其附屬公司中擔任任何其他職務；(iii)與任何董事、高級管理層、主要股東或控股股東並無任何其他關係；及(iv)於過去三年，並無於任何香港或海外上市公眾公司擔任任何董事職務。

## Report of the Directors 董事會報告

### Mr. Choi Tan Yee (蔡丹義先生)

Mr. Choi, aged 39, is currently a responsible officer for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO for Rainbow Capital (HK) Limited, where he is responsible for supervising and leading execution of corporate finance projects. Mr. Choi has over 15 years of experience in corporate finance, accounting and auditing.

Prior to the establishment of Rainbow Capital (HK) Limited in 2019, Mr. Choi worked in China Tonghai Capital Limited (formerly known as “Quam Capital Limited”) between January 2015 and December 2019 with the last position as director. Between December 2009 and December 2014, Mr. Choi worked in Somerley Capital Limited with the last position as senior manager. He handled various initial public offerings, merger and acquisition transactions and fund-raising exercises. Mr. Choi also worked in the audit division of Grant Thornton from 2006 to 2009.

Mr. Choi graduated from The Chinese University of Hong Kong with a bachelor's degree of business administration in December 2005.

Save as disclosed above, as at the date of this report, Mr. Choi (i) does not have any other interests in the Shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

### Mr. Jiang Jinbo (姜金波)

Mr. Jiang, aged 42, is currently the legal representative and chairman of Shenzhen Dingxin Holding Group Limited Company\* (深圳市鼎新控股集團有限公司) and the legal representative and chairman of Shenzhen Feng Yuan Xin Technology Industrial Holding Limited Company\* (深圳市豐源芯科技產業控股有限公司). Mr. Jiang has accumulated over 10 years of extensive experience in the information technology and corporate management. Mr. Jiang received a bachelor's degree in Economics from Guangdong Institute of Economics and Trade\* (廣東經貿易學院) in July 2006.

### 蔡丹義先生

蔡先生，39歲，現時為泓博資本有限公司第一類（證券交易）及第六類（就機構融資提供意見）受證券及期貨條例規管業務之負責人員，負責監督及領導企業融資項目的執行。蔡先生於企業融資、會計及核數方面擁有逾15年經驗。

於二零一九年創立泓博資本有限公司之前，蔡先生自二零一五年一月至二零一九年十二月任職於中國通海企業融資有限公司（前稱「華富嘉洛企業融資有限公司」），最後職位為董事。蔡先生自二零零九年十二月至二零一四年十二月任職於新百利融資有限公司，最後職位為高級經理。彼曾處理多項首次公開發售、併購交易及集資活動。蔡先生亦於二零零六年至二零零九年任職於均富會計師事務所審計部門。

蔡先生於二零零五年十二月取得香港中文大學工商管理學士學位。

除上文所披露者外，於本報告日期，蔡先生(i)於本公司股份中並無任何其他權益（定義見證券及期貨條例第XV部）；(ii)並無於本公司或其附屬公司中擔任任何其他職務；(iii)與任何董事、高級管理層、主要股東或控股股東並無任何其他關係；及(iv)於過去三年，並無於任何香港或海外上市公眾公司擔任任何董事職務。

### 姜金波先生

姜先生，42歲，目前為深圳市鼎新控股集團有限公司之法定代表及主席，並為深圳市豐源芯科技產業控股有限公司之法定代表及主席。姜先生於資訊科技及企業管理方面積累逾10年的豐富經驗。姜先生於二零零六年七月獲取廣東經貿易學院經濟學學士學位。



## Report of the Directors 董事會報告

Save as disclosed above, as at the date of this report, Mr. Jiang (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

### Ms. Chen Jun (陳君)

Ms. Chen, aged 48, is currently the general manager of Shenzhen Changbaishan Tourism Cultural Management Limited\* (深圳市長佰山旅遊文化管理有限公司). Ms. Chen was appointed as a non-executive director of TOMO Holdings Limited (stock code: 6928) on 1 February 2023. Prior to that, Ms. Chen was the regional manager of Shenzhen Win-Win Business Travel Business Consulting Co., Ltd.\* (深圳市雙贏商旅商務諮詢有限公司) from February 2005 to October 2010. Ms. Chen received a bachelor's degree in Administration Management from Wuhan University in December 2015 and has accumulated extensive experience in sales and marketing and corporate management.

Save as disclosed above, as at the date of this report, Ms. Chen (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

除上文所披露者外，於本報告日期，姜先生(i)於本公司股份中並無任何其他權益(定義見證券及期貨條例第XV部)；(ii)並無於本公司或其任何附屬公司中擔任任何其他職務；(iii)與任何董事、高級管理層、主要股東或控股股東並無任何其他關係；及(iv)於過去三年，並無於任何香港或海外上市公眾公司擔任任何董事職務。

### 陳君女士

陳女士，48歲，現於深圳市長佰山旅遊文化管理有限公司擔任總經理。陳女士於二零二三年二月一日被委任為萬馬控股有限公司(股份代號：6928)的非執行董事。此前，陳女士於二零零五年二月至二零一零年十月於深圳市雙贏商旅商務諮詢有限公司任職區域經理。陳女士於二零一五年十二月獲得武漢大學行政管理學士學位，且於市場營銷及企業管理方面積累豐富經驗。

除上文所披露者外，於本報告日期，陳女士(i)於本公司股份中並無任何其他權益(定義見證券及期貨條例第XV部)；(ii)並無於本公司或其任何附屬公司中擔任任何其他職務；(iii)與任何董事、高級管理層、主要股東或控股股東並無任何其他關係；及(iv)於過去三年，並無於任何香港或海外上市公眾公司擔任任何董事職務。

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### Mr. Wang Tianzi (王添梓先生) (“Mr. TZ Wang”)

Mr. TZ Wang, aged 30, has been the vice president of Silverbricks Securities Company Limited since December 2021. Prior to that, Mr. TZ Wang has accumulated over 7 years of experience in corporate finance and management. He worked in various companies including local and foreign banks, private equity funds in China and asset management companies and has gained extensive experience in investment and finance. Mr. TZ Wang obtained a bachelor's degree in marketing from the Southwest University of Science and Technology in 2015.

Save as disclosed above, as at the date of this report, Mr. TZ Wang (i) does not have any other interests in the Shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

### Mr. Wang Fan (王帆先生) (“Mr. F Wang”)

Mr. F Wang, aged 31, has over 5 years of experience in investment and asset management. Mr. F Wang held managerial positions in an investment company and an asset management company in the People's Republic of China during the period from June 2015 to March 2022, where he took up a wide range of duties such as formulation of investment strategies, execution of investment orders, investment portfolio monitoring, compliance and risk control and advisory for private equity funds. Mr. F Wang obtained a bachelor of arts degree in art and design from Jingchu University of Technology\* (荊楚理工學院) in June 2015.

## 獨立非執行董事

### 王添梓先生 (「王添梓先生」)

王添梓先生，30歲，自二零二一年十二月起出任元庫證券有限公司副總裁。在此之前，王添梓先生曾在企業融資及管理方面積逾7年工作經驗。彼曾就職於多家公司，包括在中外資銀行、中國境內私募基金及資產管理公司工作，並於投融資領域具備豐富的工作經驗。王添梓先生於二零一五年在西南科技大學取得市場營銷學學士學位。

除上文所披露者外，於本報告日期，王添梓先生(i)於本公司股份中並無任何其他權益(定義見證券及期貨條例第XV部)；(ii)並無於本公司或其任何附屬公司中擔任任何其他職務；(iii)與任何董事、高級管理層、主要股東或控股股東並無任何其他關係；及(iv)於過去三年，並無於任何香港或海外上市公眾公司擔任任何董事職務。

### 王帆先生 (「王帆先生」)

王帆先生，31歲，擁有逾5年的投資及資產管理經驗。王帆先生於二零一五年六月至二零二二年三月期間在中華人民共和國的一家投資公司和一家資產管理公司擔任管理職務，期間彼承擔了廣泛的職責，包括制定投資策略、執行投資指令、投資組合監控、合規和風險控制以及私募股權基金諮詢。王帆先生於二零一五年六月獲得荊楚理工學院藝術設計學士學位。

## Report of the Directors 董事會報告

Save as disclosed above, as at the date of this report, Mr. F Wang (i) does not have any other interests in the Shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

### **Mr. Cheng Wai Hei (鄭偉禧先生)**

Mr. Cheng, aged 42, obtained his Bachelor's degree of arts in accounting and finance from the Leeds Metropolitan University (currently known as Leeds Beckett University) in the United Kingdom in May 2005. He obtained his Master's degree of business administration from The Hong Kong Polytechnic University in September 2017. He has been a fellow of the Association of Chartered Certified Accountants since October 2011. He was admitted to Graduateship of The Institute of Chartered Secretaries and Administrators (currently known as The Chartered Governance Institute) in February 2013 and has been an associate of The Hong Kong Institute of Chartered Secretaries (currently known as The Hong Kong Chartered Governance Institute) since May 2013.

除上文所披露者外，於本報告日期，王帆先生(i)於本公司股份中並無任何其他權益(定義見證券及期貨條例第XV部)；(ii)並無於本公司或其附屬公司中擔任任何其他職務；(iii)與任何董事、高級管理層、主要股東或控股股東並無任何其他關係；及(iv)於過去三年，並無於任何香港或海外上市公眾公司擔任任何董事職務。

### **鄭偉禧先生**

鄭先生，42歲，於二零零五年五月取得英國Leeds Metropolitan University(現稱Leeds Beckett University)會計及財經文學學士學位，於二零一七年九月在香港理工大學取得工商管理碩士學位。彼自二零一一年十月起為特許公認會計師公會資深會員。彼於二零一三年二月成為特許秘書及行政人員公會(現稱特許公司治理公會)畢業學員；及自二零一三年五月起為香港特許秘書公會(現稱香港公司治理公會)會員。

## Report of the Directors 董事會報告

Mr. Cheng has over 15 years of audit, financial management and company secretarial experience. He joined Shu Lun Pan Horwath Hong Kong CPA Limited as a semi-senior in the audit and assurance division in October 2006, and was transferred to BDO Limited due to a corporate merger in May 2009 with his last position as a senior associate in July 2010. He joined Inno-Tech Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8202), as a financial manager in July 2010 and was promoted to a financial controller. He also acted as the company secretary of Inno-Tech Holdings Limited from May 2013 to August 2014 and from July 2015 to November 2015 respectively. He joined Win Win Way Construction Holdings Ltd. (currently known as CT Vision S.L. (International) Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 994), as chief financial officer in November 2015 and also acted as its company secretary since May 2016, where he was responsible for the financial and secretarial matters of the company until July 2019. He acted as the company secretary of Chi Kan Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 9913), from August 2020 to November 2021, where he was responsible for the secretarial matters of the company. He joined Zhicheng Technology Group Ltd. (currently known as Min Fu International Holding Limited), a company listed on GEM of the Stock Exchange (stock code: 8511), as financial controller in December 2021 and also acted as company secretary since January 2022, where he was responsible for the financial and secretarial matters of the company.

Save as disclosed above, as at the date of this report, Mr. Cheng (i) does not have any other interests in the Shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

鄭先生於審計、財務管理及公司秘書方面擁有逾15年經驗。彼於二零零六年十月加入香港立信浩華會計師事務所有限公司，擔任審計及鑒證部中級主任，其後於二零零九年五月因公司合併轉職至香港立信德豪會計師事務所有限公司，於二零一零年七月最後擔任的職位為高級審計員。彼於二零一零年七月加盟匯創控股有限公司（為於聯交所GEM上市的公司，股份代號：8202），擔任財務經理，並獲擢升為財務總監。彼亦曾分別於二零一三年五月至二零一四年八月以及二零一五年七月至二零一五年十一月擔任匯創控股有限公司的公司秘書。彼於二零一五年十一月加入恆誠建築控股有限公司（現時名為中天順聯（國際）控股有限公司，為於聯交所主板上市的公司，股份代號：994），出任財務總監，並自二零一六年五月起兼任其公司秘書，負責該公司的財務及秘書事務，直至二零一九年七月為止。彼於二零二零年八月至二零二一年十一月擔任智勤控股有限公司（為於聯交所主板上市的公司，股份代號：9913）的公司秘書，彼負責該公司的秘書事宜。彼於二零二一年十二月加入志承科技集團有限公司（現時名為民富國際控股有限公司，為於聯交所GEM上市的公司，股份代號：8511），出任財務總監，並自二零二二年一月起兼任其公司秘書，負責該公司的財務及秘書事務。

除上文所披露者外，於本報告日期，鄭先生(i)於本公司股份中並無任何其他權益（定義見證券及期貨條例第XV部）；(ii)並無於本公司或其附屬公司中擔任任何其他職務；(iii)與任何董事、高級管理層、主要股東或控股股東並無任何其他關係；及(iv)於過去三年，並無於任何香港或海外上市公眾公司擔任任何董事職務。

### Mr. Peng Peng (彭鵬)

Mr. Peng, aged 56, obtained a doctor's degree in History from Sun Yat-sen University in June 1994. He has been a founder of the Institute for Maritime Silk Road Studies at Shenzhen University\* (深圳大學海洋海上絲綢之路研究所) since 2008, a professor in the People's College at Shenzhen University since 2010 and the Executive Dean of Shenzhen Liu Yuyi Art Institute\* (深圳劉宇一藝術院) since 2019. He also served as the cultural director of Guangzhou Puwen Science Education Culture Co., Ltd\* (廣州普文科教文化有限公司) from 1998 to 2010. Mr. Peng has over 20 years of extensive experience in cultural and artistic studies. He is currently a founder of Shenzhen Maker Association\* (深圳創客協會), with the aim to promote life science and high-tech related work. Mr. Peng is currently an independent non-executive Director of Fullwealth International Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1034) and an independent non-executive Director, a member of each of the remuneration committee and the nomination committee of the TOMO Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 6928).

Save as disclosed above, as at the date of this report, Mr. Peng (i) does not have any other interests in the shares of the Company (within the meaning of Part XV of the SFO); (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any other relationship with any Director, senior management, substantial shareholder or controlling shareholder; and (iv) did not hold any directorship in any public companies listed in Hong Kong or overseas in the past three years.

### DIRECTORS' SERVICE CONTRACTS

None of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company, which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### PERMITTED INDEMNITY PROVISIONS

Pursuant to the Company's Bye-laws, directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to the directors. Such provisions were in force during the year ended 31 December 2022 and remained in force as of the date of this report.

### 彭鵬先生

彭先生，56歲，於一九九四年六月取得中山大學歷史學博士學位。彼自二零零八年起為深圳大學海洋海上絲綢之路研究所之創辦人、自二零一零年起任深圳大學人民學院教授及自二零一九年起任深圳劉宇一藝術院之執行院長。彼於一九九八年至二零一零年亦為廣州普文科教文化有限公司之文化總監。彭先生於文化藝術研究方面擁有逾20年的豐富經驗。彼現為深圳創客協會的創辦人，該協會旨在促進生命科學及高科技相關工作。彭先生現為富匯國際集團控股有限公司（一家聯交所主板上市公司，股份代號：1034）之獨立非執行董事以及萬馬控股有限公司（一家聯交所主板上市公司，股份代號：6928）之獨立非執行董事、薪酬委員會及提名委員會各自之成員。

除上文所披露者外，於本報告日期，彭先生(i)於本公司股份中並無任何其他權益（定義見證券及期貨條例第XV部）；(ii)並無於本公司或其任何附屬公司中擔任任何其他職務；(iii)與任何董事、高級管理層、主要股東或控股股東並無任何其他關係；及(iv)於過去三年，並無於任何香港或海外上市公眾公司擔任任何董事職務。

### 董事之服務合約

擬於即將舉行之股東週年大會上重選連任之董事，概無與本公司訂立任何本公司不能於一年內免付賠償（法定賠償除外）而予以終止之服務合約。

### 獲准許的彌償條文

根據本公司的章程細則，董事因執行職務或受託之職責或據稱職責或因就此而作出、贊同作出或沒有作出之任何行動而將會或可能承擔或蒙受之所有訴訟、成本、押記、虧損、損害及開支獲得以本公司之資產及溢利作出之彌償保證及免受損害，惟本彌償保證不延伸至任何與董事之任何欺詐或不誠實行為有關之任何事項。該等條文於截至二零二二年十二月三十一日止年度期間有效，並於本報告日期仍然有效。

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION**

As at the date of this Annual Report, the interests of the directors and chief executives of the Company in the shares of the Company as recorded in the register required to be kept by the Company under section 352 of Part XV of the Securities and Futures Ordinance (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 (the "Model Code") were as follows:

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

Name of director	Capacity	Personal interests	Number of shares held		Percentage of issued share capital (approximately)
			Corporate interests	Total interests	
董事姓名	身份	個人權益	公司權益	總權益	佔已發行股本百分比 (概約)
Ms. Ma Xiaoqiu 馬小秋女士	Interest of a controlled corporation 受控制法團之權益	-	411,293,396 (Note) (附註)	411,293,396	45.71

Note: The shares were held by MARS Worldwide Holdings Limited, which was wholly owned by Ms. Ma Xiaoqiu. Therefore, Ms. Ma Xiaoqiu is deemed to be interested in the Shares of the Company held by MARS Worldwide Holdings Limited by virtue of the SFO.

Save as disclosed above, as at the date of this Annual Report, none of the directors and chief executives of the Company or their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

**董事及最高行政人員於本公司或本公司的任何指明企業或任何其他相聯法團之股份、相關股份及債權證之權益及／或淡倉**

於本年報日期，本公司董事及最高行政人員於本公司之股份，擁有須記入根據證券及期貨條例（「證券及期貨條例」）第XV部第352條本公司須予備存之登記冊，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須通知本公司及聯交所之權益如下：

**於本公司股本中每股面值0.10港元之普通股之好倉**

附註：該等股份由MARS Worldwide Holdings Limited持有，而該公司則由馬小秋女士全資擁有。此外，根據證券及期貨條例，馬小秋女士被視為於MARS Worldwide Holdings Limited持有的本公司股份中擁有權益。

除上述所披露者外，於本年報日期，概無本公司董事及最高行政人員或彼等各自聯繫人於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中，擁有須記入根據證券及期貨條例第352條須予備存的登記冊，或根據標準守則須通知本公司及聯交所的任何權益或淡倉。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed in the sections headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION" and "SHARE OPTION SCHEME" herein, at no time was the Company or any of its subsidiaries, its parent company or any subsidiary of its parent company a party to any arrangement to enable the Company's directors or their respective spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

No transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, any of its subsidiaries, its parent company or any subsidiary of its parent company was a party and in which a director of the Company or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

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

## 董事購買股份或債權證之權利

除本年度報告「董事及最高行政人員於本公司或本公司的任何指明企業或任何其他相聯法團之股份、相關股份及債權證之權益及／或淡倉」及「購股權計劃」兩節所披露者外，於任何時間，本公司或其任何附屬公司、其母公司或其母公司的任何附屬公司概無參與訂立任何安排，使本公司董事或彼等各自之配偶或未滿十八歲的子女可藉購買本公司或任何其他法人團體之股份或債權證而獲得利益。

## 董事於重要交易、安排及合約的重大權益

本公司或其任何附屬公司、其母公司或其母公司的任何附屬公司於本年度結束或於本年度任何時間內，概無訂立任何與本集團業務有關之任何重要交易、安排及合約，而本公司董事及其關連實體於其中直接或間接擁有重大權益。

## 董事於競爭業務之權益

於年內，概無本公司董事於被視為與本集團業務構成或可能構成直接或間接競爭的業務中持有任何權益（並不包括本公司董事獲委任為有關公司之董事以代表本公司及／或本集團任何成員公司權益之業務）。

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at the date of this Annual Report, as recorded in the register kept by the Company under section 336 of the SFO, the Company had been notified of the following person (other than the directors and chief executive of the Company) who had interests in the shares and/or underlying shares of the Company which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

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

Name of shareholder 股東名稱	Capacity 身份	Number of ordinary shares 普通股股份數目	Percentage of issued share capital 佔已發行股本百分比
MARS Worldwide Holdings Limited	Beneficial owner 實益擁有人	411,293,396 (Note) (附註)	45.71

Note: The shares were held by MARS Worldwide Holdings Limited, which was wholly owned by Ms. Ma Xiaoqiu. These interests were duplicated with the interests of Ms. Ma Xiaoqiu as disclosed in the section headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION".

Save as disclosed above, as at the date of this Annual Report, the Company had not been notified of any other person (other than the directors and chief executive of the Company) who had an interest or short positions in the shares and/or underlying shares of the Company which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

## 主要股東在本公司股份及相關股份之權益及／或淡倉

於本年報日期，記錄於本公司按證券及期貨條例第336條備存之名冊所載，本公司已獲以下人士（本公司董事或最高行政人員除外）通知其於本公司股份及／相關股份中持有權益，而須根據證券及期貨條例第XV部第2及第3分部向本公司披露：

### 於本公司股本中每股面值0.10港元之普通股之好倉

附註：該等股份由MARS Worldwide Holdings Limited持有，而該公司則由馬小秋女士全資擁有。此等權益與「董事及最高行政人員於本公司或本公司的任何指明企業或任何其他相聯法團之股份、相關股份及債權證之權益及／或淡倉」一節所披露馬小秋女士之權益重複。

除上文所披露者外，於本年報日期，本公司並無接獲任何其他人士（本公司董事或最高行政人員除外）通知，表示其於本公司股份及／相關股份中持有權益或淡倉，而須根據證券及期貨條例第XV部第2及第3分部向本公司披露，或須記錄於本公司按證券及期貨條例第336條備存之名冊。



## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company, there is a sufficiency of public float of the Company's securities as required under the Listing Rules as at the date of this Annual Report.

## SHARE OPTIONS SCHEME

On 22 May 2012, the shareholders of the Company approved the adoption of a share option scheme (the "Scheme"). A summary of the principal terms of the Scheme, as disclosed in accordance with the Listing Rules is as follows:

### (i) Purpose

The purpose of the Scheme is to enable the Company to grant options to participants as incentives or rewards for their contribution or potential contribution to the Company and/or any of the subsidiaries.

### (ii) Qualifying participants

Any person being an employee, director (including executive director, non-executive director or independent non-executive director), consultant, representative, professional adviser, customer, business partner, joint venture partner, strategic partner, landlord or tenant of, or any supplier or provider of goods or services to, the Company or any subsidiary, and any trustee(s) of a discretionary trust of which one or more beneficiaries belong to any of the abovementioned category(ies) of persons.

## 足夠公眾持股量

據本公司可公開獲取之資料以及據本公司董事所知，於本年度報告日期，本公司之證券符合上市規則所規定之足夠公眾持股量規定。

## 購股權計劃

於二零一二年五月二十二日，本公司股東批准採納購股權計劃（「該計劃」）。按上市規則須予披露之該計劃主要條款概要如下：

### (i) 目的

該計劃之目的為使本公司可向參與者授出購股權，以鼓勵或回饋彼等對本公司及／或任何附屬公司作出或可能作出之貢獻。

### (ii) 合資格參與人士

本公司或任何附屬公司之僱員、董事（包括執行董事、非執行董事或獨立非執行董事）、顧問、代表、專業顧問、客戶、業務夥伴、合營夥伴、策略性夥伴、業主或租客或向本公司或任何附屬公司提供貨品或服務之任何供應商或提供者及任何酌情信託之受託人（該信託之一位或多位受益人須隸屬上述任何一種類別之人士）之任何人士。

**(iii) Maximum number of shares**

The total number of shares available for issue under the Scheme is 80,470,023.

**(iv) Maximum entitlement of each qualifying participant**

No qualifying participant shall be granted any options which, if exercised in full, would result in such person's maximum entitlement exceeding 1% of the aggregate number of shares for the time being issued and issuable under the Scheme in the 12-month period up to and including the proposed grant date unless such grant is approved in advance by the shareholders in general meeting.

No qualifying participant who is a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates shall be granted any options, which, if exercised in full, would result in the shares issued and issuable to such person under the Scheme in the 12-month period up to and including the proposed grant date for such options, unless such grant of options is approved in advance by the shareholders of the Company in general meeting:

- (a) representing in aggregate over 0.1% of the number of shares then in issue; and
- (b) having an aggregate value, based on the closing price of the shares as stated in the Stock Exchange's daily quotations sheets on each relevant date on which the grant of such options is made to such person under the relevant scheme, in excess of HK\$5 million.

**(iii) 最高股份數目**

根據該計劃可予發行之股份總數為80,470,023股股份。

**(iv) 每位合資格參與者可獲授權益上限**

倘若授予合資格參與者之購股權於截至建議授出日期(包括當日)止12個月期間獲全面行使,將導致該人士可獲授權益上限超逾當時根據該計劃已發行股份及可發行股份總數之1%,則該合資格參與者不獲授予購股權,惟獲股東於股東大會上預先批准者除外。

如合資格參與者為本公司之主要股東或獨立非執行董事或任何彼等各自之聯繫人士及符合以下情況,均不得獲授購股權(惟購股權授予已經本公司股東在股東大會上預先批准者除外):根據該計劃,授予該等人士之購股權獲全面行使後將導致已經及將予發行股份之數目於截至建議授出日期(包括當日)止12個月期間:

- (a) 合計超逾當時已發行股份數目0.1%;及
- (b) 根據相關購股權計劃,每次授出購股權予該人士之有關日期於聯交所之每日報價表所列之股份收市價計算,總值超逾五百萬港元。

**(v) Option period**

In respect of any particular option, such period commencing on the date of grant or such later date as the directors may decide and expiring on such date as the directors may determine, such period not to exceed 10 years from the date of grant.

**(vi) Acceptance of offer**

An offer of the grant of an option shall remain open for acceptance for a period of 30 days from the date of the letter containing the grant. An offer of the grant of the option shall be regarded as having been accepted when the duplicate of the grant letter duly signed by the grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company.

**(vii) Subscription price**

The subscription price in respect of any particular option shall be such price as the Board may determine at the date of grant of the relevant option but shall be at least the highest of:

- (a) The closing price of the Company's shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day;
- (b) The average closing price of the Company's shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and
- (c) The nominal value of the Company's shares.

**(v) 購股權有效期**

就任何特定之購股權而言，有效期由授出日期或董事決定之較後日期起計，及至董事決定之日期屆滿，惟該有效期由授出購股權日期起計不得超逾十年。

**(vi) 接納建議**

接納授出購股權建議之開放期，由發出載有授出購股權之函件之日期起計，為期三十日。本公司一經收到由獲授人正式簽署載有授出函件副本連同付予本公司1.00港元之款項作為授出購股權之代價後，授出購股權建議即被視作已獲接納。

**(vii) 認購價**

任何特定購股權之認購價為董事會於授出相關購股權日期時所釐定之價格，惟不可少於下列三項之最高者：

- (a) 於購股權授出當日（其須為營業日），本公司股份在聯交所每日報價表所列之收市價；
- (b) 本公司股份在緊接授出購股權日期前五個營業日在聯交所每日報價表所列之平均收市價；及
- (c) 本公司股份之面值。

**(viii) The remaining life of the Scheme**

The Scheme has expired on 21 May 2022. No share options were outstanding as at 1 January 2022 and 31 December 2022. No share options were granted, exercised, cancelled or lapsed during the year.

As at the date of this Annual Report, the Company had no effective share option scheme in place.

**EQUITY-LINKED AGREEMENT**

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 or subsisted at the end of the year.

**PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

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

**PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the Company's Bye-laws or the Laws of Bermuda.

**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 year.

**(viii) 該計劃尚餘有效期**

該計劃已於二零二二年五月二十一日屆滿。於二零二二年一月一日及二零二二年十二月三十一日，並無尚未行使之購股權。於年內，概無購股權獲授出、行使、註銷或失效。

於本年報日期，本公司並無有效的購股權計劃。

**權益掛鈎協議**

於年內或年度結束時，本公司概無訂立或存在任何股票掛鈎協議將會或可導致本公司發行股份，或要求本公司訂立任何協議從而將會或可導致本公司發行股份。

**購買、出售或贖回本公司之上市證券**

於年內，本公司及其任何附屬公司並無購買、出售或贖回本公司之任何上市證券。

**優先認股權**

本公司之章程細則或百慕達法例均無優先認股權之規定。

**管理合約**

年內並無訂立或存在有關本公司整體或任何重大部份業務之管理及行政合約。

## CORPORATE GOVERNANCE

The Company's corporate governance practices are set out in the Corporate Governance Report on pages 20 to 40 of this Annual Report.

## ENVIRONMENTAL AND SOCIAL MATTERS

The Company's compliance with the relevant provisions set out in the Environmental, Social and Governance Reporting Guide in Appendix 27 of the Listing Rules for the financial year ended 31 December 2022 will be set out in a standalone Environmental, Social and Governance Report and published on the Group's and the Stock Exchange's websites.

## CHANGE OF CONTROLLING SHAREHOLDER AND THE OFFER

On 30 September 2022 (after trading hours), Dragon Peace Limited and Mr. Li Haifeng (collectively, the "Vendors") and MARS Worldwide Holdings Limited (the "Purchaser") entered into a sale and purchase agreement (the "SPA"), pursuant to which the Vendors agreed to sell to the Purchaser and the Purchaser agreed to buy from the Vendors an aggregate of 411,289,396 shares of the Company, representing approximately 50.28% of the total issued share capital of the Company at that time, for a total cash consideration of HK\$98,298,165.63 (being HK\$0.239 per share of the Company). The completion of the SPA took place on 30 September 2022. Since then, the Purchaser had become the controlling shareholder of the Company. The Purchaser was required under the Code on Takeovers and Mergers in Hong Kong to make a mandatory unconditional cash offer for all the issued Shares not already owned and/or agreed to be acquired by it and/or parties acting in concert with it at a price of HK\$0.239 per share of the Company (the "Offer"). The Offer was closed on 6 January 2023. Having made all reasonable enquiries and to the best knowledge and belief of the Company, the Purchaser held 411,293,396 shares of the Company, representing approximately 50.28% of the issued share capital of the Company after the close of the Offer on 6 January 2023 and approximately 45.71% of the issued share capital of the Company as at the date of this Annual Report. Details of the SPA and the Offer are set out in the announcements of the Company dated 30 September 2022, 20 October 2022, 18 November 2022, 25 November 2022, 20 December 2022, and 6 January 2023 respectively and the circular of the Company dated 18 November 2022.

## 企業管治

本公司之企業管治常規載於本年度報告第20頁至第40頁之企業管治報告。

## 環境及社會事宜

本公司於截至二零二二年十二月三十一日止財政年度遵守上市規則附錄二十七所載《環境、社會及管治報告指引》的相關條文的情況將載於一份獨立環境、社會及管治報告，並於本公司及聯交所之網站刊載。

## 控股股東變更及要約

於二零二二年九月三十日(交易時段後)，Dragon Peace Limited及李海楓先生(統稱「賣方」)與MARS Worldwide Holdings Limited(「買方」)訂立買賣協議(「買賣協議」)，據此，賣方同意出售予買方而買方同意自賣方購買合共411,289,396股本公司股份，相當於本公司於當時的已發行股本總額約50.28%，總現金代價為98,298,165.63港元(即每股本公司股份0.239港元)。買賣協議於二零二二年九月三十日完成。自此，買方成為本公司控股股東。根據香港公司收購及合併守則，買方須就所有已發行股份及／或其一致行動人士尚未擁有及／或未同意收購的按每股本公司股份0.239港元作出強制性無條件現金要約(「要約」)。要約於二零二三年一月六日截止。經本公司作出一切合理查詢後，就其所深知及所信，買方持有411,293,396股本公司股份，相當於於二零二三年一月六日要約截止後本公司已發行股本約50.28%及於本年報日期本公司已發行股本約45.71%。買賣協議及要約詳情分別載於本公司日期為二零二二年九月三十日、二零二二年十月二十日、二零二二年十一月十八日、二零二二年十一月二十五日、二零二二年十二月二十日及二零二三年一月六日的公布以及本公司日期為二零二二年十一月十八日的通函。

## EVENTS AFTER THE REPORTING PERIOD

On 10 February 2023 (after trading hours), the Company entered into two subscription agreements with Ms. Zhang Huanhuan (張歡歡) and Ms. Huang Liqing (黃麗青) (the “Subscribers”) respectively, pursuant to which the Company has conditionally agreed to issue to the Subscribers, and the Subscribers have conditionally agreed to subscribe for 81,804,141 new shares of the Company (the “Subscription Shares”) at the subscription price of HK\$0.59 per Subscription Share under the general mandate granted by the shareholders of the Company at the annual general meeting of the Company held on 20 May 2022 (the “Subscription”). The completion of the Subscription took place on 2 March 2023 and the number of issued shares of the Company upon the allotment and issue of the Subscription Shares is 899,845,554.

## AUDITOR

The financial statements have been audited by SHINEWING (HK) CPA Limited who retire and, being eligible, offer themselves for re-appointment in the forthcoming Annual General Meeting. A resolution will be submitted to the forthcoming Annual General Meeting to re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company.

Save for the above, there has been no other change in the auditor of the Company in any of the preceding three years.

On behalf of the Board

**Ma Xiaoqiu**

*Chairlady and executive director*

Hong Kong, 31 March 2023

## 報告期後事項

於二零二三年二月十日(交易時段後)，本公司與張歡歡女士及黃麗青女士(「該等認購方」)分別訂立兩份認購協議，據此，本公司已有條件同意根據本公司股東於二零二二年五月二十日舉行的本公司股東週年大會上授出的一般授權向該等認購方發行，而該等認購方已有條件同意以認購價每股認購股份0.59港元認購本公司81,804,141股新股份(「認購股份」)(「認購事項」)。認購事項已於二零二三年三月二日完成，且於配發及發行認購股份後，本公司已發行股份數目為899,845,554股。

## 核數師

本財務報表已經由信永中和(香港)會計師事務所有限公司審核，該核數師任滿退任，惟合資格並表示願意於即將舉行之股東週年大會應聘連任。續聘信永中和(香港)會計師事務所有限公司為本公司核數師之決議案將於即將舉行之股東週年大會上提呈。

除上述者外，本公司核數師於過去三年內未有其他變動。

代表董事會

**主席兼執行董事**

**馬小秋**

香港，二零二三年三月三十一日

# Independent Auditor's Report 獨立核數師報告



SHINEWING (HK) CPA Limited  
17/F, Chubb Tower, Windsor House,  
311 Gloucester Road,  
Causeway Bay, Hong Kong

信永中和(香港)會計師事務所有限公司  
香港銅鑼灣告士打道311號  
皇室大廈安達人壽大樓17樓

## TO THE MEMBERS OF CARRY WEALTH HOLDINGS LIMITED

*(incorporated in Bermuda with limited liability)*

### OPINION

We have audited the consolidated financial statements of Carry Wealth Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) set out on pages 66 to 144, 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, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 (the “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 (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”) and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## 致恒富控股有限公司股東

*(於百慕達註冊成立的有限公司)*

### 意見

我們已審計恒富控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第66至144頁的綜合財務報表,其包括於二零二二年十二月三十一日的綜合財務狀況表,及截至該日止年度的綜合損益及其他全面收入表、綜合權益變動表及綜合現金流轉表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「《香港財務報告準則》」)真實而中肯地反映了貴集團於二零二二年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露規定妥為擬備。

### 意見的基礎

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

# Independent Auditor's Report 獨立核數師報告

## KEY AUDIT MATTERS

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

### Impairment assessment of property, plant and equipment and right-of-use assets

Refer to notes 6, 17 and 26 to the consolidated financial statements respectively and the accounting policies on page 90.

#### The key audit matter 關鍵審計事項

The carrying value of property, plant and equipment and right-of-use assets attributable to the Group amounted to HK\$59,081,000 and HK\$9,571,000 as at 31 December 2022 respectively. The Group's property, plant and equipment comprised of buildings and other fixed assets amounted to HK\$47,667,000, HK\$11,414,000 respectively and the Group's right-of-use assets comprised of land use right and office premise of HK\$7,974,000 and HK\$1,597,000 respectively.

於二零二二年十二月三十一日，貴集團應佔物業、廠房及設備及使用權資產的賬面值分別為59,81,000港元及9,571,000港元。貴集團的物業、廠房及設備包括金額分別為47,667,000港元及11,414,000港元的樓宇及其他固定資產及貴集團的使用權資產包括金額分別為7,974,000港元及1,597,000港元的土地使用權及辦公室。

For the year ended 31 December 2022, the Group recorded a loss of HK\$7,625,000. Management considers this as an indicator of impairment, triggering a need to perform an impairment assessment of the Group's property, plant and equipment and right-of-use assets.

截至二零二二年十二月三十一日止年度，貴集團錄得虧損7,625,000港元。管理層認為此乃減值跡象，引致需評估貴集團物業、廠房及設備及使用權資產之減值。

Based on the estimation of the recoverable amount of the cash-generating unit ("CGU") by reference to a value-in-use calculation, the management determined that no impairment of these property, plant and equipment and right-of-use assets is required.

根據參考使用價值計算法對該現金產生單位的可收回金額進行估計，管理層釐定該等物業、廠房及設備及使用權資產無需減值。

The estimate of recoverable amount of these assets involved management judgement in determining the future cash flows and key parameters for the value-in-use calculation.

該等資產可收回金額的估計涉及管理層於釐定未來現金流量及使用價值計算主要參數時的判斷。

## 關鍵審計事項

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

### 物業、廠房及設備及使用權資產之減值虧損

請分別參閱綜合財務報表附註6、17及26以及第90頁的會計政策。

#### How the matter was addressed in our audit 我們的審計如何處理關鍵審計事項

Our procedures in relation to management's impairment assessment of property, plant and equipment and right-of-use assets included the following:

我們有關管理層對物業、廠房及設備及使用權資產減值評估的程序包括：

- assessed the impairment assessment performed by the management and the reasonableness of value-in-use calculation prepared by the management including assessed the reasonableness of cash flow forecast and compared with actual results available up to the report date.
- 評估管理層進行的減值評估及管理層準備的使用價值計算的合理性，包括評估現金流量預測的合理性及與截至報告日的實際結果進行比較。
- challenged the appropriateness of the key parameters underlying the cash flows forecasts against the historical performance and latest market expectations.
- 基於歷史表現及最新市場預期質疑現金流量預測所依據的主要參數的適當性。
- challenged the discount rate adopted in the value-in-use calculations by reviewing the basis of calculation and comparing the input data to market sources.
- 通過審查計算基礎並將輸入數據與市場來源進行比較，質疑使用價值計算中採用的貼現率。



## Independent Auditor's Report 獨立核數師報告

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

### RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of 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 of the Company determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The audit committee is responsible for reviewing and providing supervision over the Group's financial reporting process.

### 綜合財務報表及其核數師報告以外的資料

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。我們就此並無任何須報告的事項。

### 貴公司董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會須負責審閱及監督貴集團的財務報告過程。

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

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

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

### 董事就審計綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們按照百慕達《公司法》第90條及我們委聘的協定條款僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。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，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計證據，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致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。
- 評價貴公司董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對貴公司董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計證據，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。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計證據。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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lee Shun Ming.

### **SHINEWING (HK) CPA Limited**

*Certified Public Accountants*

#### **Lee Shun Ming**

Practising Certificate Number: P07068

Hong Kong

31 March 2023

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，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信息獲取充足、適當的審計證據，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除有關威脅而採取的行動或應用的防範措施。

從與審核委員會溝通的事項中，我們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。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們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李順明。

### **信永中和(香港)會計師事務所有限公司**

*執業會計師*

#### **李順明**

執業證書號碼：P07068

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入表

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 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收益	7	<b>499,024</b>	441,171
Cost of sales	銷售成本		<b>(418,801)</b>	(380,083)
<b>Gross profit</b>	<b>毛利</b>		<b>80,223</b>	61,088
Other income and gains, net	其他收入及收益—淨額	9	<b>2,166</b>	4,920
Selling and distribution expenses	銷售及分銷開支		<b>(9,660)</b>	(14,237)
Administrative and other operating expenses	行政及其他營運開支		<b>(76,511)</b>	(50,166)
Finance income	融資收入	10	<b>646</b>	187
Finance expense	融資開支	10	<b>(4,489)</b>	(1,811)
<b>Loss before taxation</b>	<b>除稅前虧損</b>	11	<b>(7,625)</b>	(19)
Income tax expense	所得稅開支	14	—	—
<b>Loss for the year attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔年度虧損</b>		<b>(7,625)</b>	(19)
<b>Other comprehensive income</b>	<b>其他全面收入</b>			
<i>Item that will not be reclassified subsequently to profit or loss</i>	<i>其後不可重新分類至損益賬之項目</i>			
(Loss) gain on revaluation of properties, net of tax	物業之重估(虧損)收益，扣除稅項		<b>(316)</b>	8,995
<i>Item that may be reclassified subsequently to profit or loss</i>	<i>其後可重新分類至損益賬之項目</i>			
Exchange differences on translation of overseas operations	換算海外業務之匯兌差額		<b>(2,347)</b>	117
Other comprehensive (expense) income for the year, net of tax	年度其他全面(開支)收入，扣除稅項		<b>(2,663)</b>	9,112
<b>Total comprehensive (expense) income for the year attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔年度全面(開支)收入總額</b>		<b>(10,288)</b>	9,093
<b>LOSS PER SHARE – (HK CENT)</b>	<b>每股虧損—(港仙)</b>			
– basic and diluted	—基本及攤薄	15	<b>(0.93)</b>	—

# Consolidated Statement of Financial Position 綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Notes 附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	59,081	69,874
Right-of-use assets	使用權資產	26	9,571	9,886
Interests in a joint venture	於一間合營企業之權益	18	-	-
Deposit and other receivables	按金及其他應收款項	21	335	-
			<b>68,987</b>	79,760
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	19	43,791	60,532
Trade and other receivables	貿易及其他應收款項	21	44,933	49,263
Financial assets at fair value through profit or loss ("FVTPL")	按公允值計入損益賬 (「按公允值計入損益賬」)			
	之金融資產	20	1,329	2,124
Cash and bank balances	現金及銀行結餘	22	95,686	97,546
			<b>185,739</b>	209,465
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	23	66,363	58,183
Lease liabilities	租賃負債	26	724	663
Bank borrowings	銀行貸款	24	33,333	64,989
			<b>100,420</b>	123,835
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>85,319</b>	85,630
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產值減流動負債</b>		<b>154,306</b>	165,390

## Consolidated Statement of Financial Position 綜合財務狀況表

As 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 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	26	946	–
Deferred tax liabilities	遞延稅項負債	25	16,939	17,045
			<b>17,885</b>	17,045
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>136,421</b>	148,345
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	27	81,804	81,804
Reserves	儲備	28	54,617	66,541
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>136,421</b>	148,345

The consolidated financial statements on pages 66 to 144 were approved and authorised for issue by the board of directors on 31 March 2023 and are signed on its behalf by:

第66頁至第144頁的綜合財務報表已由董事會於二零二三年三月三十一日批核及授權刊發，並代表董事會簽署。

**Ma Xiaoqiu**  
**馬小秋**  
Chairman  
主席

**Tsang Chun Ho Anthony**  
**子辰**  
Executive Director  
執行董事

# 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  
本公司權益持有人應佔

		Share capital 股本	Share premium 股份溢價	Merger reserve 合併儲備	Property revaluation reserve 物業重估儲備	Translation reserve 匯兌儲備	Accumulated losses 累計虧損	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	81,804	217,761	(200)	42,141	(34,788)	(167,466)	139,252
Loss for the year	年度虧損	-	-	-	-	-	(19)	(19)
Other comprehensive income for the year:	年度其他全面收入：							
Gain on revaluation of properties, net of tax	重估物業之收益，扣除稅項	-	-	-	8,995	-	-	8,995
Exchange differences on translation of overseas operations	換算海外業務所產生之 匯兌差額	-	-	-	-	117	-	117
Total comprehensive income (expense) for the year	年度全面收入(開支)總額	-	-	-	8,995	117	(19)	9,093
At 31 December 2021	於二零二一年 十二月三十一日	81,804	217,761	(200)	51,136	(34,671)	(167,485)	148,345
Loss for the year	年度虧損	-	-	-	-	-	(7,625)	(7,625)
Other comprehensive expense for the year:	年度其他全面開支：							
Loss on revaluation of properties, net of tax	重估物業之虧損，扣除稅項	-	-	-	(316)	-	-	(316)
Exchange differences on translation of overseas operations	換算海外業務所產生之 匯兌差額	-	-	-	-	(2,347)	-	(2,347)
Total comprehensive expense for the year	年度全面開支總額	-	-	-	(316)	(2,347)	(7,625)	(10,288)
Dividends recognised as distribution (note 16)	已確認之股息分配(附註16)	-	-	-	-	-	(1,636)	(1,636)
At 31 December 2022	於二零二二年 十二月三十一日	<b>81,804</b>	<b>217,761</b>	<b>(200)</b>	<b>50,820</b>	<b>(37,018)</b>	<b>(176,746)</b>	<b>136,421</b>

# Consolidated Statement of Cash Flows 綜合現金流轉表

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 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Loss before taxation	除稅前虧損	(7,625)	(19)
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	10,872	8,173
Depreciation of right-of-use assets	使用權資產折舊	1,558	2,480
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	7	-
Provision for inventories	存貨撥備	1,402	667
Exchange loss (gain), net	匯兌虧損(收益)淨額	359	(1,560)
Fair value loss on equity investment at FVTPL	按公允值計入損益賬之股本投資之公允值虧損	418	61
Fair value gain on financial derivatives at FVTPL	按公允值計入損益賬之金融衍生工具之公允值收益	(96)	(366)
Interest income from structured deposits	結構性存款之利息收入	-	(427)
Interest income	利息收入	(646)	(187)
Interest expenses	利息開支	4,489	1,811
<b>Operating cash flows before movements in working capital</b>	<b>營運資金變動前之營運現金流入</b>	<b>10,738</b>	10,633
Decrease (increase) in inventories	存貨減少(增加)	15,339	(21,122)
Decrease (increase) in trade and other receivables	貿易及其他應收款項減少(增加)	3,995	(6,631)
Increase (decrease) in trade and other payables	貿易及其他應付款項增加(減少)	8,180	(12,742)
<b>Net cash from (used in) operations</b>	<b>經營產生(所用)之淨現金</b>	<b>38,252</b>	(29,862)
Interest paid	已付利息	(4,489)	(1,811)
<b>NET CASH FROM (USED IN) OPERATING ACTIVITIES</b>	<b>經營活動產生(所用)之淨現金</b>	<b>33,763</b>	(31,673)



## Consolidated Statement of Cash Flows 綜合現金流轉表

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 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Purchases of property, plant and equipment	購買物業、廠房及設備	(2,236)	(2,802)
Placement of structured deposits	存放結構性存款	-	(81,325)
Withdrawal of structured deposits	提取結構性存款	-	81,325
Placement of pledged bank deposits	存放已抵押銀行存款	-	(53,054)
Withdrawal of pledged bank deposits	提取已抵押銀行存款	47,805	8,939
Interest received	已收利息	646	614
<b>NET CASH FROM (USED IN) INVESTING ACTIVITIES</b>	<b>投資活動產生(所用)之淨現金</b>	<b>46,215</b>	<b>(46,303)</b>
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Proceeds from bank borrowings	銀行貸款所得款項	34,884	65,766
Repayments of bank borrowings	銀行貸款之償還	(64,989)	(19,266)
Dividend paid	已付股息	1,636	-
Principal elements of lease payments	租賃付款之本金部份	(1,123)	(2,349)
<b>NET CASH (USED IN) FROM FINANCING ACTIVITIES</b>	<b>融資活動(所用)產生之淨現金</b>	<b>(32,864)</b>	<b>44,151</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值項目增加(減少)淨額</b>	<b>47,114</b>	<b>(33,825)</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>於年初之現金及現金等值項目</b>	<b>49,741</b>	<b>83,468</b>
Effect of foreign exchange rates changes	外匯匯率變動之影響	(1,169)	98
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>於年末之現金及現金等值項目</b>	<b>95,686</b>	<b>49,741</b>

22

# 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

Carry Wealth Holdings Limited (the “Company”) is a public company incorporated in Bermuda with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Following the change of the controlling shareholder of the Company on 30 September 2022, the Company’s ultimate holding company became MARS Worldwide Holdings Limited (“MARS Worldwide”), a company incorporated in the British Virgin Island (the “BVI”). The ultimate beneficial owner of MARS Worldwide is Ms. Ma Xiaoqiu.

The principal activities of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) are manufacturing and trading of garment products, and securities investment.

The addresses of the registered office and principal place of business of the Company are disclosed in the section headed “corporate information” to this annual report.

The consolidated financial statements are presented in HK\$, which is the Company’s functional currency.

## 2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, the following amendments to the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) which are effective for the Group’s financial year beginning 1 January 2022:

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

The application of the amendments to HKFRSs in the current year has had no material effect on the Group’s financial performance and positions for the current and prior periods and/or on the disclosures set out in these consolidated financial statements.

## 1. 一般資料

恒富控股有限公司（「本公司」）乃於百慕達註冊成立的股份有限公司，其股份在香港聯合交易所有限公司（「聯交所」）主板上市。

本公司控權股東於二零二二年九月三十日發生變動後，本公司最終控股公司成為MARS Worldwide Holdings Limited（「MARS Worldwide」），一間於英屬處女群島（「BVI」）註冊成立的公司。MARS Worldwide的最終實益擁有人為馬小秋女士。

本公司及其附屬公司（統稱為「本集團」）主要業務為生產及買賣成衣產品以及證券投資。

本公司的註冊辦事處及主要營業地點的地址於本年報「公司資料」一節披露。

綜合財務報表以港元呈列，而港元亦為本公司之功能貨幣。

## 2. 新訂及修訂之香港財務報告準則之應用

本年度，本集團已首次應用下列由香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）之修訂本，於本集團自二零二二年一月一日起的財政年度生效。

香港財務報告準則第3號之修訂	對概念框架之提述
香港財務報告準則第16號之修訂	二零二一年六月三十日後與Covid-19相關的租金優惠
香港會計準則第16號之修訂	物業、廠房及設備—擬定用途前之所得款項
香港會計準則第37號之修訂	虧損性合約—履行合約之成本
香港財務報告準則之修訂	對二零一八年至二零二零年週期之香港財務報告準則的年度改進

於本年度應用香港財務報告準則之修訂對本集團於本年度及之前年度的財務表現及狀況及／或該等綜合財務報表所載列的披露並無重大影響。

## 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 NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS(s)”) (Continued)

#### New and amendments to HKFRSs issued 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 HKFRS17)	Insurance Contracts <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>2</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and the related amendments to Hong Kong Interpretation 5(2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause <sup>2</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>2</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies <sup>1</sup>
Amendments to HKAS 8	Definition of Accounting Estimates <sup>1</sup>
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2023.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2024.

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of the new and amendments to HKFRSs will have no material impact on the results and the financial position of the Group.

### 2. 新訂及修訂之香港財務報告準則之應用 (續)

#### 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒佈但尚未生效的新訂香港財務報告準則及其修訂本：

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的香港財務報告準則第17號之修訂)	保險合同 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	關於投資者與其聯營企業或合營企業之間資產出售或出資 <sup>3</sup>
香港財務報告準則第16號之修訂	售後回租中的租賃 <sup>2</sup>
香港會計準則第1號之修訂	負債分類為流動或非流動及相關香港詮釋第5號(2020年)的修訂財務報表之呈列—借款人對包含隨時要求償還條文之有期貨款之分類 <sup>2</sup>
香港會計準則第1號之修訂	有契約的非流動負債 <sup>2</sup>
香港會計準則第1號及香港財務報告準則實務報告第2號之修訂	會計政策的披露 <sup>1</sup>
香港會計準則第8號之修訂	會計估計的定義 <sup>1</sup>
香港會計準則第12號之修訂	與單一交易產生的資產及負債相關的遞延稅項 <sup>1</sup>

<sup>1</sup> 於二零二三年一月一日或以後開始之年度期間生效。

<sup>2</sup> 於二零二四年一月一日或以後開始之年度期間生效。

<sup>3</sup> 生效日期尚未釐定。

本公司董事預期，應用新訂香港財務報告準則及其修訂本將不會對本集團的業績及財務狀況造成重大影響。

## 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

### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. 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 consolidated financial statements have been prepared on the historical cost basis, except for buildings and financial instruments that are measured at revalued amounts or fair values, at the end of each reporting period.

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 in the principal (or most advantageous) market at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

#### Fair value measurement

When measuring fair value except for value in use of non-current assets for the purpose of impairment assessment, 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.

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

### 3. 主要會計政策

本綜合財務報表乃遵照由香港會計師公會頒佈之香港財務報告準則編製。該等綜合財務報表亦符合聯交所證券上市規則之適用披露條文及香港《公司條例》之披露規則。

於各報告期末，綜合財務報表乃按照歷史成本原則編製，惟樓宇及若干金融工具乃按重估價值或公允值計量。

歷史成本法一般以交換商品及服務所付代價之公允值為基準。

公允值是於計量日期市場參與者在主要市場（或最有利的市場）進行的有序交易所出售資產所收取或轉讓負債須支付的價格，不論該價格是否直接可觀察或使用另一估值技術估計所得。有關公允值計量的詳情載於下文所載之會計政策。

#### 公允值計量

就除非流動資產的使用價值減值評估進行公允值計量時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的該等特徵。

非金融資產的公允值計量須計及市場參與者通過使用該資產之最高及最佳用途或將該資產出售予將使用其最高及最佳用途的另一市場參與者而產生經濟效益的能力。

## 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)

#### Fair value measurement (Continued)

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follow:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

The principal 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 where the Group has: (i) the power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the Group's returns.

The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control stated above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Income and expenses of subsidiaries 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.

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

### 3. 主要會計政策(續)

#### 公允值計量(續)

本集團採納適用於不同情況且具備充分數據以供計量公允值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。尤其是，本集團根據輸入數據的特徵按以下三個層級將公允值計量分為：

- 第一層 — 以活躍市場上同等的資產或負債的報價(未經調整)作為基礎。
- 第二層 — 以對公允值有重大影響，而可直接或間接觀察的最低層輸入數據，作為估值技術的基礎。
- 第三層 — 以對公允值有重大影響，而不可觀察的最低層輸入數據，作為估值技術的基礎。

於報告期末，本集團釐定資產及負債的公允值層級是否已發生轉移，公允值層級乃通過審閱其各自的公允值計量按經常性基準以計量公允值。

主要會計政策載列於下文。

#### 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的實體之財務報表。

本集團於下列情況下獲得控制權：(i)有權控制被投資方；(ii)自參與被投資方業務獲得或有權獲得可變回報；及(iii)有能力行使其對被投資對象的權力以影響本集團回報金額。

倘有事實及情況顯示上列控制權該等要素中的一個或多個要素發生變動，本集團會重新評估是否對被投資方擁有控制權。

附屬公司於本集團獲得該附屬公司的控制權時開始綜合入賬，並於本集團失去該附屬公司控制權時終止綜合入賬。

附屬公司之收入及開支自本集團獲得控制權之日起計直至本集團不再擁有附屬公司控制權之日止列入綜合損益及其他全面收入表內。

與本集團實體進行交易有關的集團內公司間的所有資產與負債、權益、收支及現金流量均於綜合賬目時全面對銷。

## 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)

#### Investments in a and joint venture

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

The Group's investments in a joint venture are accounted for in the consolidated financial statements using the equity method.

Under the equity method, investments in a joint venture are initially recognised at cost. The Group's share of the profit or loss and changes in the other comprehensive income of the joint venture is recognised in profit or loss and other comprehensive income respectively after the date of acquisition. If the Group's share of losses of a joint venture equals or exceeds its interest in the joint venture, which determined using the equity method together with any long-term interests that, in substance, form part of the Group's net investment in the joint venture, the Group discontinues recognising its share of further losses. Additional losses are provided for, and a liability is recognised, only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

If a joint venture uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made to make the joint venture's accounting policies conform to those of the Group when the joint venture's financial statements are used by the Group in applying the equity method.

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment, any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets and liabilities of the joint venture is recognised as goodwill and is included in the carrying amount of the investment.

The requirements of HKAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised to the extent that the recoverable amount of the net investment subsequently increases.

### 3. 主要會計政策(續)

#### 於一間合營企業的投資

合營企業指擁有共同控制權的各方享有安排的資產權利的一種合營安排。共同控制指按照合約協定對一項安排所共有之控制權，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。

本集團於一間合營企業的投資使用權益法於綜合財務報表入賬。

根據權益法，於一間合營企業之投資首先以成本確認。本集團分佔該合營企業的損益及其他全面收入變動於收購日後分別在損益及其他全面收入內確認。當本集團分佔一間合營企業之虧損等於或超過本集團於該合營企業權益(使用權益法釐定連同實質屬於本集團於該合營企業之投資淨值之任何長期權益)時，本集團不再確認其分佔之進一步虧損。僅在本集團已招致法定或推定責任或代表一間合營企業支付款項的情況下計提外虧損撥備及確認負債。

倘合營企業使用的會計政策有別於其就類似交易及於類似情況下之事件所採納者，則在本集團使用合營企業財務報表時，須透過權益法調整合營企業之會計政策，以符合本集團之會計政策。

於被投資方成為一間合營企業當日，於合營企業的投資採用權益法入賬。於收購投資時，收購成本超過本集團應佔合營企業可識別資產及負債之公平淨值之部份確認為商譽，計入投資賬面值。

採納香港會計準則第36號以釐定是否需要確認有關本集團投資於一間合營企業之任何減值虧損。倘為需要，投資之全部賬面值(包括商譽)透過比較其可收回金額(使用價值及公允值減出售成本之較高者)與其賬面值，作為單一資產進行減值測試。被確認之任何減值虧損(包括商譽)均形成投資賬面值之一部分。該減值虧損之任何回撥根據均獲得確認，惟受隨後增加之可收回投資金額所規限。

## 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)

#### Leasing

##### Definition of a lease

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

##### The Group as lessee

For contracts entered into on or after the date of initial application of HKFRS 16, the Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

##### Lease liabilities

At the commencement date, the Group measures lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

### 3. 主要會計政策(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可識別資產使用的權利，則該合約是租賃或包含租賃。

##### 本集團作為承租人

於香港財務報告準則第16號的初始應用日期或之後訂立之合約，本集團於合約初始日期評估一份合約是否(或包含)租賃。本集團就其為承租人的所有租賃安排確認使用權資產及相應租賃負債，惟短期租賃(界定為自開始日期起租賃為12個月或少於12個月及不包含購買權的租賃)及低價值租賃除外。就該等租賃而言，本集團於租期內以直線法確認租賃付款為經營開支，惟倘有另一系統化基準更能代表耗用租賃資產所產生經濟利益的時間模式則作別論。

##### 租賃負債

於開始日期，本集團按該日未支付的租賃付款的現值計量租賃負債。該等租賃付款使用租賃中隱含的利率予以貼現。倘該利率不能輕易釐定，則本集團會採用其增量借貸利率。

計入租賃負債計量的租賃付款包括：

- 固定租賃付款(包括實質性的固定付款)，減任何應收租賃優惠；
- 視乎指數或利率而定的可變租賃付款，其使用於開始日期的指數或利率初步計量；
- 承租人根據剩餘價值擔保預期應付的金額；
- 購買權的行使價(倘承租人合理確定行使該等權利)；及
- 終止租賃的罰金付款(倘租賃條款反映本集團行使權利終止租賃)。

## 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)

#### Leasing (Continued)

##### Lease liabilities (Continued)

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

Lease liability is remeasured (and with a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured 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.

##### Right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received. Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under HKAS 37 "Provision, Contingent Liabilities and Contingent Assets". The costs are included in the related right-of-use asset.

### 3. 主要會計政策 (續)

#### 租賃 (續)

##### 租賃負債 (續)

租賃負債在綜合財務狀況表中單獨呈列。

租賃負債其後透過增加賬面值以反映租賃負債的利息 (採用實際利率法) 及透過減少賬面值以反映所支付的租賃付款計量。

倘出現以下情況，租賃負債予以重新計量 (並就相關使用權資產作出相應調整)：

- 租賃期有所變動或發生重大事件或情況改變導致行使購買選擇權的評估發生變化，在該情況下，租賃負債透過使用經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因指數或利率變動或有擔保剩餘價值下預期付款變動而出現變動，在此情況下，租賃負債使用初始貼現率貼現經修訂租賃付款重新計量 (除非租賃付款由於浮動利率改變而有所變動，在該情況下則使用經修訂貼現率)。
- 租賃合約已修改且租賃修改不作為一項單獨租賃入賬，在該情況下，租賃負債基於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付款而重新計量。

##### 使用權資產

使用權資產包括相應租賃負債、在開始日期或之前支付的租賃付款以及任何初始直接成本的初始計量，減已收到租賃獎勵。當本集團產生拆除及移除租賃資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態的成本責任時，將根據香港會計準則第37號「撥備、或然負債及或然資產」確認及計量撥備。成本包括在相關使用權資產中。



## 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)

#### Leasing (Continued)

##### *Right-of-use assets (Continued)*

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. They are depreciated over the shorter period of lease term and useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

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

The Group applies HKAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

#### Investment in subsidiaries

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses.

#### Property, plant and equipment

Property, plant and equipment (excluding buildings) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses. Buildings are stated in the consolidated statement of financial position at revaluated amount.

Revaluations of buildings are made annually at the end of each reporting period. Any increase in carrying amount of buildings as a result of a revaluation is recognised in other comprehensive income and accumulated in equity under the heading of properties revaluation reserve. However, an increase is recognised in profit or loss when that it reverses a revaluation decrease of the same asset previously recognised in profit or loss while a decrease is recognised in other comprehensive income when it reduces the related amount accumulated in properties revaluation reserve.

The properties revaluation reserve in respect of an item of property, plant and equipment stated at revaluated amount is transferred directly to retained earnings when it is realised on retirement or disposal.

Depreciation is recognised so as to allocate the cost or fair value of items of property, plant and equipment 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.

### 3. 主要會計政策 (續)

#### 租賃 (續)

##### *使用權資產 (續)*

使用權資產隨後按成本減累計折舊及減值虧損計量並就租賃負債的任何重新計量作出調整。使用權資產乃按租賃期及相關資產的使用年期之間較短者折舊。折舊由租賃開始日期開始計算。

本集團在綜合財務狀況表中將使用權資產呈列為單獨項目。

本集團採用香港會計準則第36號確定使用權資產是否已減值，並入賬任何已識別減值虧損。

#### 於附屬公司之投資

於本公司財務狀況表中，於附屬公司的投資按成本減減值虧損計量。

#### 物業、廠房及設備

物業、廠房及設備 (不包括樓宇) 於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損入賬。樓宇按重估金額於綜合財務狀況表入賬。

樓宇於各報告期末進行重估。因重估導致的樓宇賬面值的任何增加於物業重估儲備項下的其他全面收入確認並於權益累計。然而，倘增加扭轉了先前於損益確認的相同資產的重估減少時，則增加於損益確認，而當減少減少了物業重估儲備累計的有關金額時，則減少於其他全面收入確認。

倘物業重估儲備透過退休金或出售資產變現，則對於按重估金額列賬之物業、廠房及設備之物業重估儲備應直接轉換為保留盈利。

物業、廠房及設備項目乃於其估計可使用年期以直線法確認折舊，以分配其成本或公允價值。估計可使用年期、剩餘價值及折舊方法於各報告期末進行檢討，任何估計變動的影響按未來適用法入賬。

## 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)

#### Property, plant and equipment (Continued)

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.

#### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

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 assets or financial liabilities at fair value through profit or loss) 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 fair value through profit or loss are recognised immediately in profit or loss.

#### Financial assets

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 marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("FVTOCI"), and FVTPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

### 3. 主要會計政策 (續)

#### 物業、廠房及設備 (續)

物業、廠房及設備的項目於出售時或於預計不會從持續使用該項資產中獲得未來經濟利益時終止確認。任何因出售或廢置物業、廠房及設備的項目而產生的收益或虧損釐定為該項目的銷售所得款項與賬面值之間的差額，並於損益中確認。

#### 金融工具

當集團實體成為工具合約條文的訂約方時，於合併財務狀況表確認金融資產及金融負債。

金融資產及金融負債初步按公允值計量，惟初始根據香港財務報告準則第15號計量的客戶合約產生之貿易應收款項除外。收購或發行金融資產及金融負債直接應佔之交易成本（透過損益按公允值列賬之金融資產或金融負債除外）乃於初步確認時加入金融資產之公允值，或從金融負債之公允值扣除（如適用）。收購透過損益按公允值列賬之金融資產或金融負債直接應佔之交易成本，即時於損益內確認。

#### 金融資產

金融資產的所有常規買賣乃按交易日期基準確認及取消確認。常規買賣指須於市場規定或慣例所訂時限內交付資產的金融資產買賣。

所有已確認金融資產其後均按攤銷成本或公允值（視金融資產類別而定）整體計量。於初步確認時，金融資產分類為其後按攤銷成本計量及按公允值計入損益賬。

初步確認時的金融資產分類取決於金融資產的合約現金流特徵和本集團管理該等資產的業務模式。

## 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)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Financial assets at amortised cost (debt instruments)

The Group measures financial assets subsequently at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment.

##### Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets other than purchased or originated credit-impaired financial assets (i.e. assets that are credit-impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (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) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. For financial assets other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

Interest income is recognised in profit or loss and is included in the "Finance income" (note 10).

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 按攤銷成本計量的金融資產(債務工具)

如符合下列兩項條件，本集團隨後會按攤銷成本計量金融資產：

- 金融資產是在一個商業模式內持有的，該商業模式的目標是持有金融資產，以收集合約現金流；及
- 金融資產的合約條款在特定日期產生現金流，這些現金流僅為未償付本金的本金和利息的付款。

按攤銷成本計量的金融資產隨後採用實際利率法進行計量，並可能出現減值。

##### 攤銷成本與實際利率法

實際利率法乃計算相關期間內債務工具之攤銷成本及分配利息收入之方法。

對於購買或源自信貸減值金融資產以外的金融資產(即在初始確認時信貸減值的資產)，實際利率指確切折現債務工具之預計可使用年期或較短期間(如適用)內估計未來現金收入(包括構成實際利率不可或缺部分之已付或已收之一切費用及利率差價、交易成本及其他溢價或折讓)不包括預期信貸虧損，至初步確認債務工具的賬面總值。

金融資產的攤銷成本是指金融資產在初始確認時的計量金額減去本金償還額，再加上使用實際利率法計算的該初始金額與到期金額之間的任何差額的累計攤銷金額，並根據任何虧損撥備進行調整。金融資產的賬面總值是指金融資產在調整虧損撥備前的攤銷成本。

利息收入乃按其後按攤銷成本計量的債務工具的實際利率法確認。對於購買或源自信貸減值金融資產以外的金融資產，利息收入按照金融資產賬面總值的實際利率計算。

利息收入於損益確認，並計入「融資收入」項目內(附註10)。

## 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)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Financial assets at FVTOCI (debt instruments)

The Group classifies and measure subsequently its debt instruments at FVTOCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group's debt instruments classified as at FVTOCI includes accounts receivables. Fair value is determined in the manner described in note 5. Debt instruments are initially measured at fair value plus transaction costs. Subsequently, changes in the carrying amount of debt instruments as a result of foreign exchange gains and losses, impairment gain or losses, and interest income calculated using effective interest method are recognised in profit or loss if these debt instruments had been measured at amortised cost. All other changes in the carrying amount of these debts instruments are recognised in other comprehensive income. When these accounts receivables are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

### 3. 主要會計政策(續)

#### 金融工具(續)

#### 金融資產(續)

按公允值計入其他全面收益之金融資產(債務工具)

倘符合以下兩個條件，本集團將其後按公允值計入其他全面收益分類及計量債務工具：

- 目的是收取合約現金流量及出售金融資產的業務模式內持有的金融資產；及
- 金融資產之合約條款於指定日期產生現金流量僅為支付尚未償還本金及本金之利息。

本集團分類為按公允值計入其他全面收益的債務工具包括於貿易應收款項。公允值按附註5所述之方式釐定。債務工具初始按公允值加交易成本計量。因使用實際利率法計算的匯兌收益及虧損、減值收益或虧損及利息收入導致的債務工具賬面值的其後變動於損益中確認。於損益中確認的金額與倘該等債務工具按攤銷成本計量時原應於損益中確認的金額相同。該等債務工具賬面值的的所有其他變動於其他全面收益中確認。當取消確認該等債務工具時，先前於其他全面收益確認的累計收益或虧損重新分類至損益。

## 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)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship.

The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in consolidated statement of profit or loss and other comprehensive income. Fair value is determined in the manner described in note 5.

Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "Revenue" (note 7).

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 按公允值計入損益賬的金融資產

不符合按攤銷成本或按公允值計入其他全面收益計量的標準的金融資產乃按公允值計入損益計量。具體而言：

- 除非本集團於初步確認時指定並非持作交易亦非業務合併產生的或然代價的股權投資為按公允值計入其他全面收益，否則於股權工具的投資分類為按公允值計入損益。
- 不符合攤銷成本標準或按公允值計入其他全面收益標準的債務工具分類為按公允值計入損益賬。此外，倘有關指定消除或大大減少按不同基準計量資產或負債或確認與彼等有關的損益可能產生的計量或確認不一致，則符合攤銷成本標準或按公允值計入其他全面收益標準的債務工具可能於初步確認時獲指定為按公允值計入損益賬。本集團並無指定任何按公允值計入損益賬的債務工具。

按公允值計入損益的金融資產乃按各報告期末的公允值計量，在彼等並非指定對沖關係的一部分的情況下，任何公允值損益均於損益中確認。

於損益中確認的盈虧淨額不包括就金融資產賺取的任何股息或利息且計入綜合損益及其他全面收益表。公允值乃以附註5所述的方式予以釐定。

當本集團確認收取股息的權利時，該等股本工具投資的股息於損益中確認，除非股息明確表示收回部分投資成本。股息計入「收益」項目中(附註7)。

## 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)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Financial assets at FVTPL (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition, it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

##### Derivative financial instruments

Derivatives are initially recognised at fair value at the date when a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

##### Impairment of financial assets

The Group recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The expected credit losses on these financial assets are estimated individually 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 as well as the forward-looking information at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group measures the loss allowance equal to 12-month ECL, unless when there has a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 按公允值計入損益賬的金融資產(續)

倘存在以下情況，則金融資產乃持作交易：

- 對其進行收購主要目的為於近期内出售；或
- 於初步確認時，其為本集團一起管理的已識別金融工具組合的一部分且有證據表明近期實際存在短期獲利了結的模式；或
- 其為衍生品(屬於財務擔保合約或指定及有效對沖工具的衍生品除外)。

##### 衍生金融工具

衍生工具初步以衍生工具合約簽訂日的公允值確認，其後則以報告期末的公允值重新計量。所產生的收益或虧損將在損益表內確認，除非該衍生工具是一項指定並有效的對沖工具，在此情況下，於損益表內確認的時間取決於對沖關係的性質。

##### 金融資產減值

本集團確認按攤銷成本或按公允價值變動列入其他綜合損益計量的債務工具投資預期信貸虧損撥備。預期信貸虧損金額在每個報告日更新，以反映自初步確認有關財務工具以來信貸風險的變化。

本集團一直確認貿易應收款項的全期預期信貸虧損。該等金融資產的預期信貸虧損乃根據本集團過往信貸虧損經驗單獨估計，就債務人特有的因素、整體經濟狀況及於報告日期有關目前及前瞻性資料的評估(包括貨幣時間價值(如適用))作出調整。

對於所有其他財務工具，本集團計算相當於12個月預期信貸虧損的虧損撥備，除非自初始確認以來信貸風險顯著增加，否則本集團確認全期預期信貸虧損。對全期預期信貸虧損是否應予以確認的評估，是基於自初始確認以來發生違約的可能性或風險的顯著增加。

## 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)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Significant increase in credit risk

In assessing whether the credit risk on a financial instrument 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. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- internal credit rating;
- 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;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 信貸風險顯著增加

在評估自初始確認以來財務工具的信貸風險是否顯著增加時，本集團將於報告日期財務工具發生的違約風險與於初始確認日期財務工具發生的違約風險進行比較。在進行評估時，本集團會考慮合理且有理據的定量及定性資料，包括過往經驗及無需過多的成本或努力即可獲得的前瞻性資料。前瞻性資料考慮包括自經濟專家報告、財務分析師、相關智庫及其他類似組織活動的本集團債務人運營所在行業的未來前景，以及考慮與本集團運營有關的實際及預測經濟資料的各自外部資源。

尤其是，在評估自初始確認以來信貸風險是否顯著增加時，會考慮以下資料：

- 內部信貸評級；
- 預計會導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 同一債務人的其他財務工具的信貸風險顯著增加；
- 債務人的監管、經濟或技術環境中實際或預期的重大不利變化導致債務人履行其債務責任的能力大幅下降。

## 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)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset 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.

Despite the foregoing, the Group assumes that the credit risk on debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt asset to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing' under the Group's current credit risk grading framework.

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.

##### Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- 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 collateral held by the Group).

The Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 信貸風險顯著增加(續)

無論上述評估的結果如何，本集團均假設金融資產的信貸風險自初始確認(當合約付款逾期超過30天時)以來大幅增加，除非本集團有合理及有理據的資料證明其他情況。

儘管如此，如果債務工具在報告日期釐定具有低信貸風險，則本集團假設債務工具的信貸風險自初始確認以來並未顯著增加。如果(i)財務工具違約風險較低，(ii)借款人在短期內具有較強的履行其合約現金流量責任的能力，以及(iii)較長遠的經濟及業務狀況的不利變化可能但將未必會削弱借款人履行其合約現金流量責任的能力，則釐定財務工具具有較低的信貸風險。當資產具有根據全球公認定義的「投資等級」的外部信貸評級或者如果並無外部評級，而該資產根據本集團現時風險評級框架的內部評級為「正常」，則本集團認為債務資產具有較低的信貸風險。

本集團定期監察用以識別信貸風險是否顯著增加的準則的有效性，並對其進行修訂(如適當)，以確保該準則能夠在金額到期前識別信貸風險的顯著增加。

##### 違約的定義

本集團認為以下各項構成內部信貸風險管理的違約事件，因為過往經驗表明符合以下任何一項標準的應收款項一般不可收回：

- 債務人違反財務契諾時；或
- 內部開發或從外部來源獲得的資料表明債務人不可能全額支付其債權人(包括本集團)(未計及本集團持有的任何抵押品)。

本集團認為，除非本集團有合理且可支持的資料證明更為寬鬆的違約標準更為合適，否則金融資產逾期超過90天時即已發生違約。



## 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)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Credit-impaired financial assets

A financial asset is credit-impaired when one or more events 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:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- 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;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

##### Write-off policy

The Group writes off a financial asset 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 counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

##### Measurement and recognition of expected credit losses

The measurement of expected credit losses 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. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 信貸減值的金融資產

當一項或多項事件對該金融資產的估計未來現金流量產生不利影響時，金融資產即為信貸減值。金融資產存在信貸減值的證據包括有關以下事件的可觀察數據：

- 發行人或借款人的重大財務困難；
- 違反合約，例如違約或逾期事件；
- 借款人的貸款人因有關借款人財務困難的經濟或合約理由而向借款人授出貸款人不會另行考慮的優惠；及
- 借款人很可能會破產或進行其他財務重組；或
- 由於財務困難，該金融資產的活躍市場消失。

##### 撇銷政策

當有資料表明債務人處於嚴重的財務困難且並無實際收回的可能(例如當對手方已被清盤或已進入破產程序)時，本集團會撇銷一項金融資產。撇銷的金融資產仍可進行本集團收回程序下的強制執行活動，並在適當的情況下考慮法律建議。所作出的任何收回均在損益中確認。

##### 預期信貸虧損之計量及確認

預期信貸虧損的計量是違約概率、違約虧損率(即違約時的虧損程度)及違約風險的函數。違約概率及違約虧損率的評估基於根據前瞻性資料作出調整的過往數據。對於違約風險，就金融資產而言，指於報告日期資產的總賬面金額。

## 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)

#### Financial instruments (Continued)

##### Financial assets (Continued)

##### Measurement and recognition of expected credit losses (Continued)

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

##### 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 party.

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 instruments

##### Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融資產(續)

##### 預期信貸虧損之計量及確認(續)

就金融資產而言，預期信貸虧損估計為根據合約應付本集團的所有合約現金流量與本集團預期收取的所有現金流量(按原實際利率貼現)之間的差額。

如本集團已在上一個報告期內按相等於全期預期信貸虧損的金額計量財務工具的虧損撥備，但在本報告日期確定不再符合全期預期信貸虧損的條件，則本集團在本報告日期按等於12個月預期信貸虧損的金額計量虧損撥備，惟使用簡化方法的資產除外。

本集團於損益確認所有財務工具的減值收益或虧損，並通過虧損撥備賬對其賬面金額進行相應調整。

##### 終止確認金融資產

本集團僅在自資產收取現金流量的合約權利到期或將金融資產及資產所有權的絕大部分風險及回報轉移至另一方時終止確認金融資產。

於終止確認按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總額之間的差額於損益中確認。

##### 金融負債及股本工具

##### 分類為債務或權益

集團實體發行的債務及股本工具根據合約安排的性質以及金融負債及股本工具的定義分類為金融負債或權益。

##### 股本工具

股本工具是指在扣除所有負債後證明實體對資產的剩餘權益的任何合約。集團實體發行的股本工具按已收所得款項確認，扣除直接發行成本。

## 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)

#### Financial instruments (Continued)

##### Financial liabilities

The Group's financial liabilities are subsequently measured at amortised cost using the effective interest method.

##### Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not 1) contingent consideration of an acquirer in a business combination, 2) held-for-trading, or 3) designated as at FVTPL, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash 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 liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

##### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

#### Inventories

Inventories are stated at the lower of cost, on the first-in, first-out basis, and net realisable value. Costs comprise direct materials and the related purchase costs. In the case of finished goods and work in progress, costs also include direct labour and an appropriate proportion of manufacturing overheads. Net realisable value of inventories is based on estimated selling prices in ordinary course of business less all estimated costs to be incurred to completion and disposal.

### 3. 主要會計政策(續)

#### 金融工具(續)

##### 金融負債

本集團的金融負債其後採用實際利率法按攤銷成本計量。

##### 其後按攤銷成本計量的金融負債

倘金融負債並非1)於業務合併中收購方之或然代價,2)持作買賣,或3)指定為按公允值計入損益,則其後採用實際利率法按攤銷成本計量。

實際利率法是計算金融負債的攤銷成本及在相關期間分配利息開支的方法。實際利率是於金融負債的預期年限或(倘適當)較短期間準確折現估計未來現金付款(包括構成實際利率不可或缺部分的一切已付或已收費用及基點、交易成本及其他溢價或折讓)至金融負債攤銷成本的利率。

##### 終止確認金融負債

當且僅當本集團的責任被解除、取消或到期時,本集團終止確認金融負債。已終止確認的金融負債的賬面值與已付及應付代價(包括已轉讓的非現金資產或承擔的負債)之間的差額於損益中確認。

#### 存貨

存貨按成本及可變現淨值兩者之較低者以先入先出基準列賬。成本包括直接材料及相關採購成本。倘為製成品及在製品,成本亦包括直接勞工及製造費用的一定比率。存貨的變現淨值指存貨之在普通的業務過程中的估計售價減所有估計竣工及出售成本。

## 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)

#### Impairment of losses on tangible assets and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets with finite useful lives and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or the CGU) 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 CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard. Where an impairment loss subsequently reverses, the carrying amount of the asset (or the CGU) 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 the CGU) in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

#### Cash and cash equivalents

In the consolidated statement of financial position, cash and bank balances comprise cash at bank and on hand.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of bank balances and cash as defined above.

### 3. 主要會計政策(續)

#### 有形資產及使用權資產的減值虧損

本集團於報告期末檢討其可使用年期有限的有形資產及使用權資產的賬面值，以釐定該等資產有否任何減值虧損跡象。如有任何有關跡象，則估計相關資產的可收回金額，以釐定減值虧損(如有)的程度。倘無法單獨估計一項資產的可收回金額，則本集團會估計該資產所屬現金產生單位(「現金產生單位」)的可收回金額。當可確定合理一致的分配基準時，則公司資產亦可分配至個別現金產生單位，否則，公司資產將分配至能確定合理一致分配基準的最小現金產生單位組別。

可收回金額為公允值減出售成本與使用價值之間的較高者。於評估使用價值時，估計未來現金流量會採用稅前貼現率貼現至其現值，反映對貨幣時間價值及資產(或現金產生單位)(其未來現金流量估計未經調整)特定風險的現時市場評估。

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則資產(或現金產生單位)賬面值將減少至其可收回金額。就無法按合理一致基準分配至現金產生單位之企業資產或部分企業資產而言，本集團會將現金產生單位組別之賬面值(包括分配至該現金產生單位組別之企業資產或部分企業資產之賬面值)與現金產生單位組別之可收回金額進行比較。減值虧損即時於損益確認，除非相關資產按照其他準則按重估金額列賬，在這種情況下，減值虧損被視為重估減少。倘減值虧損其後撥回，則有關資產(或現金產生單位)的賬面值會調高至經修訂的估計可收回金額，惟調高後的賬面值不可超過有關資產(或現金產生單位)於過往年度並無確認減值虧損時應釐定的賬面值。減值虧損撥回即時於收入確認，除非相關資產按照其他準則按重估金額列賬，在這種情況下，減值虧損的撥回被視為重估收益。

#### 現金及現金等值項目

在綜合財務狀況表中，現金和銀行結餘包括銀行存款和手頭現金。

就綜合現金流轉表而言，現金和現金等價物包括上文定義的銀行結餘和現金。

## 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)

#### Revenue recognition

Revenue is recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

The Group recognised 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 customers.

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 same.

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

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

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

Revenue is measured based on the consideration specified in a contract with a customer, excludes amounts collected on behalf of third parties.

Revenue from the sales of goods is recognised when control of the products has transferred, which generally coincides with the time when shipment is made, and there is no unfulfilled obligation that could affect the customer’s acceptance of the products. Revenue is shown net of value-added tax and after eliminating sales within the Group.

### 3. 主要會計政策(續)

#### 收益確認

收益確認以說明向客戶轉讓承諾貨品或服務，該金額反映該實體預期就交換該等貨品或服務可獲得之代價。具體而言，本集團採用五個步驟確認收益：

- 第1步： 識別與客戶之合約
- 第2步： 識別合約之履約責任
- 第3步： 釐定交易價
- 第4步： 將交易價分配至合約之履約責任
- 第5步： 於實體完成履約責任時(或就此) 確認收益

本集團於完成履約責任時(或就此) 確認收益，即於特定履約責任相關的貨品或服務的「控制權」轉讓予客戶時。

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

倘符合以下其中一項條件，則控制權為隨時間轉移，而收益則參考相關履約責任的完成進度隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益；
- 於增設及加強資產時，本集團履約增設及加強客戶控制的資產；或
- 本集團的履約並無增設對本集團具有替代用途的資產，而本集團對迄今已完成履約的付款擁有強制執行權。

否則，收益於客戶獲得明確貨品或服務的控制權時在某一時點確認。

收益根據與客戶的合約規定的代價計量，不包括代表第三方收取的金額及折扣。

出售貨品之收益指其於產品控制權轉移時確認，一般與付運時同時發生，以及並無可能影響客戶對產品接受程度的未履行責任。收益於扣除增值稅並抵銷本集團內銷售額後列示。

## 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)

#### Employee benefits

##### *Pension schemes and other retirement benefits*

The Group joins defined contribution retirement benefits schemes in Hong Kong for those employees who are eligible and have elected to participate in the schemes. Contributions are made based on a percentage of the participating employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. In respect of the Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme"), the Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a specific amount for the employees in Mainland China, pursuant to the local municipal government regulations. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

##### *Short-term employee benefits*

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

##### *Bonus plans*

The Group recognises a liability and an expense for bonuses, based on performance and takes into consideration the segment result. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

##### *Borrowing costs*

Borrowing costs are not relating to the acquisition, construction or production of qualifying assets and are recognised as expenses in profit or loss in the period in which they are incurred.

### 3. 主要會計政策(續)

#### 僱員福利

##### *退休金計劃及其他退休福利*

集團於香港為合資格及已選擇參與計劃之僱員設立定額供款之退休福利計劃。供款乃按參與之僱員之基本薪金之某一百分比作出，並按該等計劃之規則於應付供款時自損益扣除。該等計劃之資產以本集團以外之獨立管理基金持有。至於強制性公積金退休福利計劃（「強積金計劃」）方面，本集團之僱主供款一旦注入強積金計劃，即悉數歸僱員所有。

本集團於中國內地營運的附屬公司的僱員均須參與由當地政府設立的統一退休金計劃。根據當地政府管理條例，該等附屬公司須為其僱員作出特定比例的供款。供款於根據統一退休金計劃的規則應付時自損益扣除。

##### *短期僱員福利*

僱員有關工資及薪金、年假及病假之應計福利乃於提供有關服務期間，按預期將就換取該服務而支付的未貼現福利金額確認為負債。

就短期僱員福利確認的負債按預期將支付以換取相關服務的溢利的未折現金額計量。

##### *獎金計劃*

本集團根據表現以及考慮分部業績予以確認獎金的負債及開支。本集團就合約責任或有前期實施而建立之推定責任，確認撥備。

##### *借貸成本*

借貸成本與收購、建造或生產合資格資產無關及於其產生期間於損益內確認為開支。

## 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)

#### 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 accounting profit because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable and deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

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.

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.

### 3. 主要會計政策(續)

#### 稅項

所得稅開支指即期應付稅項與遞延稅項之總和。

即期應付稅項乃根據年內的應課稅溢利計量。應課稅溢利與會計溢利不同，原因在於不包括其他年度的應課稅收入或可扣稅支出項目，亦不包括從未課稅及不可扣稅的項目。本集團的即期稅項負債以報告期末已頒佈或實質已頒佈的稅率計算。

遞延稅項為就根據綜合財務報表中資產及負債賬面值與其用於計量應課稅溢利的相應稅基之間的暫時差額預計應付或可收回的稅項。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般限於有可能取得應課稅溢利以抵銷可扣稅暫時差額時就可動用所有可扣稅暫時差額而確認。

遞延稅項負債乃就有關附屬公司投資的應課稅暫時差額確認，惟本集團可控制暫時差額的撥回，且暫時差額在可預見將來有可能不會撥回則除外。與該等投資有關的可扣稅暫時差額產生的遞延稅項資產僅於可能有充足的應課稅溢利以動用暫時差額的利益，以及預期將於可預見將來撥回時，方予確認。

遞延稅項資產賬面值於各報告期末審閱，並調低至將不再可能獲得足夠應課稅溢利以收回全部或部分該項資產為止。

遞延稅項負債及資產的計量反映按照本集團預期的方式於報告期末收回或清償其資產及負債的賬面值的稅務後果。

## 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)

#### Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority on either (i) the same taxable entity; or (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

#### Foreign currency

Foreign currency transactions are translated at the foreign exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of each reporting period. All exchange differences are recognised in profit or loss.

Non-monetary assets and liabilities measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the date the fair value was measured.

### 3. 主要會計政策(續)

#### 稅項(續)

僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且彼等與同一稅務機關對(i)同一應稅實體；或(ii)於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債的不同稅務實體徵收的所得稅相關，則遞延稅項資產與負債可予抵銷。

為計量本集團於其確認使用權資產及相關租賃負債之租賃交易之遞延稅項，本集團會首先釐定稅項扣減是否歸屬於使用權資產或租賃負債。

就稅項扣減歸屬於租賃負債之租賃交易而言，本集團將香港會計準則第12號所得稅之規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，故與使用權資產及租賃負債相關之暫時差額不會於初步確認時及於租期內確認。

即期及遞延稅項於損益中確認，惟項目於其他全面收益或直接於權益中確認者除外，若如是，即期及遞延稅項亦分別於其他全面收益或直接於權益中確認。

#### 外幣

外幣交易使用交易當日之現行外幣匯率換算。以外幣呈列之貨幣資產及負債按每個報告期完結時之外幣匯率換算。所有匯兌差異於損益表中確認。

以外幣過往成本計量的非貨幣資產和負債，採用交易日的匯率換算。以公允值列賬的外幣非貨幣資產和負債，採用公允值計量日的匯率換算。



## 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)

#### Foreign currency (Continued)

The results and financial position of all the Group's foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- i) assets and liabilities for consolidated statement of financial position presented are translated at the closing rate at the end of each reporting period;
- ii) income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- iii) all of the resulting exchange differences are recognised in other comprehensive income.

#### Related parties

- a) A person, or a close member of that person's family, is related to the Group if that person:
  - i) has control or joint control over the Group;
  - ii) has significant influence over the Group; or
  - iii) is a member of the key management personnel of the Group or of a parent of the Group.
- b) An entity is related to the Group if any of the following conditions applies:
  - i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

### 3. 主要會計政策(續)

#### 外幣(續)

所有本集團之海外經營若其功能貨幣與呈列貨幣不同(各公司均無惡性通貨膨脹經濟體系之貨幣),其業績及財政狀況均按以下方法換算為呈列貨幣:

- i) 在綜合財務狀況表所列之資產及負債均按該各個報告期完結時之收市匯率換算;
- ii) 所列之收入及開支均按平均匯率換算(除非該平均匯率對交易日通行匯率之累計影響並非是一個合理約數;在此情況下,收入及開支則按交易當日的匯率換算);及
- iii) 所有產生之匯兌差額須確認在其他全面收入。

#### 關聯方

- a) 倘屬以下人士,即該人士或該人士之近親與本集團有關聯:
  - i) 控制或共同控制本集團;
  - ii) 對本集團有重大影響;或
  - iii) 為本集團或本集團母公司之主要管理層成員。
- b) 倘符合下列任何條件,即實體與本集團有關聯:
  - i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)。
  - ii) 一間實體為另一實體之聯營公司或合營企業(或另一實體為成員公司之公司旗下成員之聯營公司或合營企業)。

## 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)

#### Related parties (Continued)

- b) An entity is related to the Group if any of the following conditions applies: (Continued)
- iii) both entities are joint ventures of the same third party.
  - iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - vi) the entity is controlled or jointly controlled by a person identified in (a).
  - vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

#### 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.

Government grants related to income that are receivable 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.

### 3. 主要會計政策 (續)

#### 關聯方 (續)

- b) 倘符合下列任何條件，即實體與本集團有關聯：(續)
- iii) 兩間實體均為同一第三方之合營企業。
  - iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
  - v) 實體為本集團或與本集團有關聯之實體就僱員利益設立之離職福利計劃。
  - vi) 實體受(a)所識別人士控制或受共同控制。
  - vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員。
  - viii) 該實體或集團內任何成員向本集團或本集團母公司提供主要管理人員服務。

某名人士的近親指在與實體進行交易的過程中預計會影響該名人士或受其影響的家庭成員。

#### 政府補助

除非有合理保證本集團將遵守政府補助所附條件，否則政府補助將不會被確認。

政府補助在本集團將補助擬補償的相關成本確認為費用的期間內，有系統地在損益中確認。

政府補助與應收收入有關，該收入應作為已發生的費用或損失的補償，或者是為了向本集團提供直接財務支助而沒有未來相關費用為目的，在其成為應收款項期間確認為損益。

## 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

### 4. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that 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 debt, which includes the borrowings and lease liabilities disclosed in notes 24 and 26 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 this review, the directors of the Company consider the cost of capital and the risks associates with each class of capital. Based on the recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends and new share issues.

The Group is not subject to either internally or externally imposed capital requirements.

The Group monitors its capital on the basis of the gearing ratio. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total debt less cash and cash equivalents. Total capital is calculated as equity as shown in the consolidated statement of financial position.

### 4. 資本風險管理

本集團資本管理旨在保證本集團旗下實體持續經營之能力，並透過優化債務與資本間之平衡，以為股東創造最大回報。本集團之整體策略與過往年度並無差異。

本集團之資本結構包括債務（包括附註24及26披露的借貸及租賃負債）及本公司擁有人應佔權益（由股本及儲備構成）。

本公司董事定期檢討資本架構。作為檢討的一部分，本公司董事考慮資本成本及各類資本的相關風險。根據本公司董事的建議，本集團將透過派發股息及發行新股平衡其整體資本結構。

本集團不受內部或外部施加的資本要求限制。

本集團根據資本負債比率對資本進行監控。資本負債比率乃按債務淨額除以資本總額計算。債務淨額按債務總額減現金及現金等值項目。資本總額是以綜合財務狀況表所列權益計算。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等值項目	95,686	49,741
Less:	減：		
Bank borrowings	銀行貸款	(33,333)	(64,989)
Lease liabilities	租賃負債	(1,670)	(663)
Net cash (debt)	現金(債務)淨值	60,683	(15,911)
Total capital	資本總額	136,421	148,345
Gearing ratio	資本負債比率	N/A 不適用	10.7%

The Group maintained a net cash position as at 31 December 2022, hence the gearing ratio is not applicable. There was no change in the Group's approach to capital management during the year.

本集團於二零二二年十二月三十一日維持現金淨額狀況。年內，本集團之資本管理方法並無任何變動。

## 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

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

#### (a) Categories of financial instruments

The categories of financial assets and financial liabilities included in the consolidated statement of financial position and the headings in which they are included are as follows:

### 5. 財務風險管理目標及政策

#### (a) 金融工具類別

計入綜合財務狀況表之金融資產及金融負債分類及所歸入之相關項目標題如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Financial assets at amortised cost	按攤銷成本計量之金融資產		
– Trade and other receivables	– 貿易及其他應收款項	3,372	45,733
– Cash and bank balances	– 現金及銀行結餘	95,686	97,546
		<b>99,058</b>	143,279
Financial assets at FVTPL	按公允價值計入損益賬之金融資產		
– Listed equity securities at FVTPL	– 按公允價值計入損益賬之 上市股本證券	1,329	1,747
– Financial derivatives at FVTPL	– 按公允價值計入損益賬之 金融衍生工具	–	377
		<b>1,329</b>	2,124
Financial assets at FVTOCI	按公允價值計入其他全面收益之 金融資產		
– Trade receivables	– 貿易應收款項	38,950	–
		<b>38,950</b>	–
		<b>2022 二零二二年 HK\$'000 千港元</b>	<b>2021 二零二一年 HK\$'000 千港元</b>
<b>Financial liabilities</b>	<b>金融負債</b>		
Financial liabilities at amortised cost	按攤銷成本計量之金融負債		
– Trade and other payables	– 貿易及其他應付款項	66,363	58,183
– Bank borrowings	– 銀行貸款	33,333	64,989
		<b>99,696</b>	123,172

## 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

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (b) Financial risk management objectives and policies

The Group's financial instruments include trade receivables, deposits and other receivables, cash and bank balances, listed equity securities at FVTPL, financial derivatives at FVTPL, trade and other payables and bank borrowings. The main purpose of these financial instruments is to raise finance for the Group's capital expenditure and operations. Details of the financial instruments are disclosed in respective notes.

The risks associated with these financial instruments include credit risk, liquidity risk and market risk (interest rate risk, foreign currency risk and price 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 on a timely and effective manner.

#### *Credit risk*

The Group's credit risk is primarily attributable to cash at banks, bank deposits and trade and other receivables. Management has a credit policy in place and the exposure to these credit risks are monitored on an ongoing basis.

Cash at banks and bank deposits are placed with licensed financial institutions with high credit ratings. The Group monitors the exposure to each single financial institution.

Credit checks are part of the normal operating process and stringent monitoring procedures are in place to deal with overdue debts. In addition, the Group reviews the recoverable amounts of trade and other debtors at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance. The Group does not provide any guarantees which would expose the Group to credit risk.

### 5. 財務風險管理目標及政策 (續)

#### (b) 財務風險管理目標及政策

本集團的金融工具包括貿易應收款項、按金及其他應收款項、現金及銀行結餘、按公允值計入損益賬之上市股本證券、按公允值計入損益賬之金融衍生工具、貿易及其他應付款項及銀行貸款。該等金融工具的主要目的乃為本集團的資本開支及業務籌集資金。金融工具之詳情於相關附註披露。

與該等金融工具相關之風險包括信貸風險、流動資金風險及市場風險(利率風險、外匯風險及價格風險)。有關如何減低該等風險的政策載於下文。管理層管理及監察該等風險，以確保及時及有效地採取適當措施。

#### *信貸風險*

本集團之信貸風險主要來自銀行現金、銀行存款及貿易及其他應收款項。管理層已訂有適當信貸政策，而本公司按持續經營基準監察該等信貸風險。

銀行現金及銀行存款乃存放於具有高信用等級之持牌金融機構。本集團監察各個單一金融機構之風險。

信貸檢查為正常經營程序之一部分，亦有嚴格監察程序對處理過期應收款。此外，本集團於各個報告期完結時檢查貿易及其他應收款之可收回款額，以確保就無法收回款額作出足夠減值虧損撥備。

最高信貸風險為於綜合財務狀況表內各項金融資產於扣除任何減值撥備後之面值。本集團不會提供本集團將面臨信貸風險之擔保。

## 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

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (b) Financial risk management objectives and policies

##### *Credit risk (Continued)*

For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Loss allowances for trade receivables are based on management's estimate of the expected credit losses to be incurred, which involved the estimate of probability of default, loss given default and forward looking adjustments.

Management estimated these parameters by taking into account the credit loss experience, ageing of overdue trade receivables, customers' repayment history and customers' financial position and an assessment of both the current and forecast general economic conditions.

In the Group's trade receivable balance as at 31 December 2022, 99% (2021: 99%) of the total trade receivables is due from the Group's largest customer. There are no other customers who represent more than 5% of the total trade receivable balance as at the end of the reporting periods. The credit risk is limited due to long-established relationship and good credit worthiness for the largest customer.

For other receivables, the Group has assessed whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant deterioration in the operating results of the borrower

### 5. 財務風險管理目標及政策 (續)

#### (b) 財務風險管理目標及政策 (續)

##### *信貸風險 (續)*

就貿易應收款項而言，本集團已應用香港財務報告準則第9號的簡化方法，按全期預期信貸虧損計算虧損撥備。貿易應收款項的虧損撥備乃基於管理層估計將產生的預期信貸虧損釐定，其涉及違約概率、違約損失率及前瞻性調整。

管理層乃經計及信貸虧損經驗、逾期貿易應收款項的賬齡、客戶的還款歷史及客戶的財務狀況及對現時及預測一般經濟條件之評審而估計該等因素。

於二零二二年十二月三十一日，本集團的貿易應收款項餘額中，貿易應收款項總額的99%（二零二一年：99%）來自本集團的最大客戶。於報告期末，概無其他客戶佔貿易應收款項總額的5%以上。由於最大客戶的長期合作關係以及良好信譽，因此信貸風險有限。

就其他應收款項而言，本集團已評估自初始確認以來的信貸風險有否大幅增加。倘信貸風險顯著增加，本集團將根據全期而非12個月的預期信貸虧損計算虧損撥備。

本集團於初步確認資產時考慮違約的可能性，以及於報告期內信貸風險有否持續大幅增加。為評估信貸風險有否大幅增加，本集團將資產於報告日的違約風險與初步確認日的違約風險作比較，並已考慮現有合理及支援性的前瞻性資訊。特別是已納入以下指標：

- 內部信貸評級
- 業務、財務或經濟狀況發生實際或預期的重大不利變化，預計將導致借款人履行義務的能力發生重大變化
- 借款人經營業績的實際或預期嚴重惡化

## 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

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (b) Financial risk management objectives and policies

##### Credit risk (Continued)

- significant increase in credit risk on other financial instruments of the borrower
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group.

In order to minimise credit risk, the Group has maintained the Group's credit risk grading to categorise exposures according to their degree of risk of default. The credit rating information is drawn from the Group's own trading records to rate its customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework comprises the following categories:

Category 類別	Description 描述	Basis for recognising ECL 確認預期信貸虧損的基準
Performing 履約中	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit impaired (refer to as Stage 1) 對於違約風險較低或自初始確認以來信貸風險未有顯著增加，且並未發生信貸減值的金融資產（稱為第一階段）	12-month ECL 12個月預期信貸虧損
Doubtful 呆滯	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit impaired (refer to as Stage 2) 對於自初始確認以來信貸風險顯著增加，惟並未發生信貸減值的金融資產（稱為第二階段）	Lifetime ECL – not credit impaired 全期預期信貸虧損—並無信貸減值
Default 拖欠	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3) 當發生一項或多項對該資產的估計未來現金流量造成不利影響的事件時，金融資產被評估為已信貸減值（稱為第三階段）	Lifetime ECL – credit impaired 全期預期信貸虧損—已信貸減值
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 具有證據表明，債務人處於嚴重的財務困境，而本集團並無確實收回的前景	Amount is written off 撇銷金額

### 5. 財務風險管理目標及政策 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 信貸風險 (續)

- 借款人的其他金融工具之信貸風險大幅增加
- 借款人的預期業績及行為發生重大變化，包括借款人於本集團的付款狀況的變化。

為最小化信貸風險，本集團已維持本集團的信貸風險評級，以根據違約風險程度將風險敞口分類。信貸評級資料來自用以評估其客戶及其他債務人之本集團本身的交易記錄。本集團持續監察其交易方之風險及信貸評級，而所達成交易總額則分散於認可交易方之間。

本集團目前的信貸風險評級框架包括以下類別：

## 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

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity level to ensure that it maintains sufficient reserves of cash and bank balances for its daily operation and investment purposes.

Liquidity risk is the risk that funds will not be available to meet liabilities as they fall due, and it results from amount and maturity mismatches of assets and liabilities.

Prudent liquidity risk management implies maintaining sufficient bank balances.

The following table details the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities which are based on contractual undiscounted cash flows and the earliest date 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 curve at the end of the reporting period.

### 5. 財務風險管理目標及政策 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 流動資金風險

本集團之政策為定期監督當期及預期流動資金水平，以確保為日常業務及投資目的保留足夠現金及銀行結餘儲備。

流動資金風險為將無法獲得資金以支付到期應付之負債之風險，而其因資產及負債之款額及到期日不協調所致。

審慎流動資金風險管理意味著維持足夠銀行結餘。

下表詳述本集團非衍生金融負債於報告期完結時之剩餘約定到期日，剩餘約定到期日乃基於約定非貼現現金流量及本集團須支付之最早日期。

該表包括利息及本金現金流。倘利息流量為浮動利率，則未貼現的金額來自報告期末的利率曲線。

2022  
二零二二年

		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 5 years
	賬面值	HK\$'000	合約非貼現現金流量總額	於一年內或按要求	超過一年但於五年內
		千港元	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade and other payables	貿易及其他應付款項	66,363	66,363	66,363	–
Bank borrowings	銀行貸款	33,333	33,333	33,333	–
		<b>99,696</b>	<b>99,696</b>	<b>99,696</b>	<b>–</b>
Lease liabilities	租賃負債	1,670	1,743	775	968



## 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

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### Liquidity risk (Continued)

		2021 二零二一年			
		Carrying amount	Total contractual undiscounted cash flow 合約非貼現現金流量總額	Within 1 year or on demand 於一年內或按要求	More than 1 year but less than 5 years 超過一年但於五年內
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and other payables	貿易及其他應付款項	58,183	58,183	58,183	–
Bank borrowings	銀行貸款	64,989	64,989	64,989	–
		123,172	123,172	123,172	–
Lease liabilities	租賃負債	663	668	668	–

Bank borrowings with a repayment on demand clause are included in the “within 1 year or on demand” time band in the above maturity analysis. As at 31 December 2022, the aggregate undiscounted principal amounts of these bank borrowings amounted to HK\$33,333,000 (2021: HK\$64,989,000). Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$34,354,000 (2021: HK\$65,095,000).

##### Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate pledged bank deposits, bank borrowings and lease liabilities. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary action when significant interest rate exposure is anticipated.

The Group is exposed to cash flow interest rate risk in relation to bank deposits and bank balances.

### 5. 財務風險管理目標及政策 (續)

#### (b) 財務風險管理目標及政策 (續)

##### 流動資金風險 (續)

		2021 二零二一年			
		Carrying amount	Total contractual undiscounted cash flow 合約非貼現現金流量總額	Within 1 year or on demand 於一年內或按要求	More than 1 year but less than 5 years 超過一年但於五年內
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade and other payables	貿易及其他應付款項	58,183	58,183	58,183	–
Bank borrowings	銀行貸款	64,989	64,989	64,989	–
		123,172	123,172	123,172	–
Lease liabilities	租賃負債	663	668	668	–

具有按要求償還條款之銀行貸款列入上述到期日分析「一年內或按要求」之時間段內。於二零二二年十二月三十一日，該等銀行貸款未折現本金總額為33,333,000港元（二零二一年：64,989,000港元）。經計及本集團之財務狀況，本公司董事認為銀行不大可能行使其酌情權要求立刻還款。本公司董事認為有關銀行貸款將按照貸款協議所載之既定償還日期償還。屆時，本金及利息合計現金流出量將達34,354,000港元（二零二一年：65,095,000港元）。

##### 利率風險

我們面對有關固定利率抵押銀行存款、銀行貸款及租賃負債的公允價值利率風險。本集團現時並無利率對沖政策。然而，管理層監督利率風險及將於預期面臨重大利率風險時考慮其他必要措施。

本集團面對與銀行存款及銀行結餘有關的現金流量利率風險。

## 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

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### *Interest rate risk (Continued)*

Management does not anticipate significant impact on interest-bearing assets resulted from the changes in interest rates because the interest rates at bank deposits are not expected to change significantly.

The Group's bank borrowings do not use floating interest rate.

##### *Foreign currency risk*

5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

Several subsidiaries of the Company have sales and subcontracting arrangement transacted in United States dollar ("US\$"). In addition, several subsidiaries of the Company have US\$ bank balances. It does not expose the Group to material foreign currency risk as HK\$, the functional currency of the relevant group entities, is pegged to US\$, and therefore no sensitivity analysis has been prepared for US\$ against HK\$.

In addition, the Group had bank borrowings denominated in Euro ("EUR") which also expose the Group to foreign currency risk. If a 5% increase/decrease in EUR against Renminbi ("RMB") (the functional currency of the relevant group entity as borrower) and all other variables were held constant, the Group's loss after tax for the year would increase/decrease by approximately HK\$693,000 as at 31 December 2021 (2022: nil).

The Group currently does not have a foreign currency hedging policy. The Group monitors foreign exchange exposure and uses derivative financial instruments (foreign currency forward contracts) to hedge risk arising from fluctuations in foreign currency change rates should the need arise. If a 5% increase/decrease in US\$ against the RMB and all other variables were held constant, the Group's loss after tax for the year would increase/decrease by approximately HK\$584,000 as at 31 December 2021 (2022: nil).

### 5. 財務風險管理目標及政策 (續)

#### (b) 財務風險管理目標及政策 (續)

##### *利率風險 (續)*

管理層預期利率變動不會對計息資產產生重大影響，乃由於銀行存款的利率風險不會發生重大變化。

本集團的銀行貸款並無使用浮息利率。

##### *外幣風險*

5%乃向主要管理人員內部呈報外幣風險時採用之敏感度比率，並代表管理層對外幣匯率合理可能變動之評估。

本公司若干附屬公司擁有以美元(「美元」)交易的銷售及分包安排。此外，本公司若干附屬公司擁有美元銀行結餘。由於港元與美元掛鈎，其不會使本集團面臨重大外幣風險，因此並無就港元(相關集團實體的功能貨幣)對美元編製敏感度分析。

此外，本集團擁有以歐元(「歐元」)計值的銀行貸款，亦使本集團面對外幣風險。倘歐元對人民幣(「人民幣」)(相關集團實體作為借款人的功能貨幣)上升/下降5%而所有其他變量保持不變，於二零二一年十二月三十一日，本集團的年度除稅後虧損將增加/減少約693,000港元(二零二二年：無)。

本集團目前並無任何外幣對沖政策。本集團監督其外匯風險及使用衍生金融工具(外匯遠期合約)對沖外幣匯率波動產生的風險(倘需要)。倘美元對人民幣上升/下降5%而所有其他變量保持不變，於二零二一年十二月三十一日，本集團的年度除稅後虧損將增加/減少約584,000港元(二零二二年：無)。

## 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

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### *Price risk*

The Group is exposed to price changes arising from listed equity securities classified as financial assets at FVTPL (see note 20). These investments are measured at fair value at the end of each reporting period with reference to the quoted price. Management monitors this exposure and takes appropriate actions when it is required.

If price in respect of listed equity securities had been 10% (2021: 10%) higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 December 2022 would decrease/increase by HK\$133,000 (2021: post-tax loss for the year would decrease/increase by HK\$175,000). This is mainly attributable to the Group's exposure to quoted price on its listed equity securities.

The sensitivity analysis has been determined assuming that the reasonably possible changes in price had occurred as at the end of the reporting period and had been applied to the exposure to price risk for the financial instruments in existence at that date and that all other variables remain constant. The stated changes represent management's assessment of reasonably possible changes in price over the period until the end of the next reporting period.

### 5. 財務風險管理目標及政策 (續)

#### (b) 財務風險管理目標及政策 (續)

##### *價格風險*

本集團面對來自已分類為按公允值計入損益賬之上市股本證券之價格變動風險(見附註20)。該等投資參考報價按於各報告期末之公允值計量。管理層監察其風險及於必要時採取適當行動。

倘上市股本證券之價格上升/下降10%(二零二一年:10%)而所有其他變量維持不變,本集團於截至二零二二年十二月三十一日止年度之除稅後虧損將減少/增加133,000港元(二零二一年:年內除稅後虧損將減少/增加175,000港元)。此乃主要由於本集團就其上市股本證券之報價所面對之風險。

敏感度風險乃假設價格合理可能變動已於報告期完結時發生及適用於該日存在之金融工具之價格風險及所有其他變量維持不變而予以釐定。所述變動指管理層對合理可能變動直至下個報告期完結時之期間價格之估計。

## 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

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (c) Fair value measurements recognised in the consolidated statement of financial position

##### Fair value hierarchy and assets measured at fair value

The following table presents the fair value of the Group's financial instruments measured at the end of each reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement.

		Fair value at 31 December 2022 於二零二二年 十二月三十一日 之公允值	Fair value measurement as at 31 December 2022 categorised into 於二零二二年十二月三十一日之 公允值計量分為以下等級		
		HK\$'000 千港元	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
<b>Recurring fair value measurement 經常性公允值計量</b>					
Assets:	資產：				
Financial assets at FVTPL	按公允值計入損益賬之 金融資產				
Listed equity securities	上市股本證券	1,329	1,329	-	-
Financial assets at FVTOCI	按公允值計入其他全面收益 之金融資產				
Trade receivables	貿易應收款項	38,950	-	38,950	-
		<b>40,279</b>	<b>1,329</b>	<b>38,950</b>	<b>-</b>
		Fair value at 31 December 2021 於二零二一年 十二月三十一日 之公允值	Fair value measurement as at 31 December 2021 categorised into 於二零二一年十二月三十一日之 公允值計量分為以下等級		
		HK\$'000 千港元	Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元
<b>Recurring fair value measurement 經常性公允值計量</b>					
Assets:	資產：				
Financial assets at FVTPL	按公允值計入損益賬之 金融資產				
Listed equity securities	上市股本證券	1,747	1,747	-	-
Financial derivatives	金融衍生工具	377	-	377	-
		<b>2,124</b>	<b>1,747</b>	<b>377</b>	<b>-</b>

### 5. 財務風險管理目標及政策 (續)

#### (c) 於綜合財務狀況表確認之公允值計量

##### 公允值層級及按公允值計量資產

下表呈列本集團於各報告期完結時按經常性基準計量的金融工具公允值，有關公允值於香港財務報告準則第13號「公允值計量」所界定之公允值三級架構中進行分類。

## 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

### 5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### (c) Fair value measurements recognised in the consolidated statement of financial position (Continued)

During the years ended 31 December 2022 and 2021, there were no transfer between Level 1 and Level 2.

#### *Fair values of financial instruments carried at other than fair value*

The carrying amounts of the Group's other financial instruments carried at amortised cost are not materially different from their fair value as at 31 December 2022 and 2021.

#### *Estimation of fair values*

The valuation techniques and inputs used in the fair value measurements of each financial instrument on a recurring basis are set out below:

### 5. 財務風險管理目標及政策 (續)

#### (c) 於綜合財務狀況表確認之公允值計量 (續)

於截至二零二二年及二零二一年十二月三十一日止各年度內並無第一級和第二級之間之轉移。

#### *金融資產公允值除公允值外列賬*

於二零二二年及二零二一年十二月三十一日，本集團之其他金融工具賬面值以攤銷成本列賬，與其公允值並無重大差異。

#### *估計公允值*

每項金融工具按經常性基準的公允值計量所採用的估值方法及輸入值載列如下：

Financial Instruments	Fair value hierarchy	Fair value as at		Valuation technique and key inputs
		31/12/2022	31/12/2021	
金融工具	公允值層級	二零二二年十二月三十一日	二零二一年十二月三十一日	估值方法及關鍵輸入數據
Listed equity securities	Level 1	HK\$1,329,000	HK\$1,747,000	Quoted bid prices in an active market
上市股本證券	第一級	1,329,000港元	1,747,000港元	活躍市場中的報價
Financial derivatives – foreign currency forward contracts	Level 2	–	HK\$377,000	The present value of future cash flows based on the forward exchange rates taking into account the credit risk of counterparty
金融衍生工具 外匯遠期合約	第二級	–	377,000港元	計及對手方信貸風險並以遠期匯率計算的未來現金流量現值
Trade receivables	Level 2	HK\$38,950,000	–	Based on discounted cash flow and the discount rate which have been adjusted for counterparty or own credit risk
貿易應收款項	第二級	38,950,000港元	–	貿易應收款項的公允價值基於其賬面價值，所使用的貼現率已針對交易對手或自身的信用風險進行了調整

## 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

### 6. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. 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 on-going 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.

#### 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 resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### Impairment of trade receivables

The impairment provisions for trade receivables are based on assumptions about ECL. Loss allowances for trade receivables are based on management's estimate of the expected credit losses to be incurred, which involved the estimate of probability of default, loss given default and forward looking adjustments.

Management estimated these parameters by taking into account the credit loss experience, ageing of overdue trade receivables, customers' repayment history and customers' financial position and an assessment of both the current and forecast general economic conditions.

Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income. At 31 December 2022, the carrying amount of trade receivables is HK\$38,950,000 (2021: HK\$40,356,000). At 31 December 2022, impairment loss of trade receivables is nil (2021: nil).

### 6. 估計不確定因素之主要來源

在應用本集團載於附註4的會計政策時，本公司董事須對綜合財務狀況表內呈報及披露的資產、負債、收益及開支作出判斷、估計及假設。該等估計及相關假設乃按照過往經驗及被視為相關之其他因素作出。實際結果可能有別於該等估計。

此等估計及相關假設會持續檢討。若會計假設的修訂僅影響作出修訂的期間，將會於該期間確認，若修訂影響當期及未來期間，則會於作出修訂及其後期間確認。

#### 估計不確定因素之主要來源

下文為於報告期末有關未來的主要假設及其他估計不確定因素的主要來源，涉及可能導致下一個財政年度資產及負債賬面值有重大調整的重大風險。

#### 貿易應收款項減值

貿易應收款項的減值撥備乃基於有關預期信貸虧損的假設。貿易應收款項減值撥備乃基於管理層對將產生的預期信貸虧損的估計，其涉及違約概率、違約損失率及前瞻性調整。

管理層乃經計及信貸虧損經驗、逾期貿易應收款項的賬齡、客戶的還款歷史及客戶的財務狀況及對現時及預測一般經濟條件之評審而估計該等因素。

該等假設及估計的變動可能會對評估結果產生重大影響及或須對綜合損益及其他全面收入表作出額外的減值扣減。於二零二二年十二月三十一日，貿易應收款項賬面值為38,950,000港元(二零二一年：40,356,000港元)。於二零二二年十二月三十一日，貿易應收款項的減值虧損為零(二零二一年：零)。

## 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

### 6. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Provision for inventories

The management of the Group reviews an ageing analysis at the end of each reporting period and makes provision for obsolete and slow-moving items identified. The management estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions. As at 31 December 2022, the carrying amount of inventories was approximately HK\$43,791,000 (2021: HK\$60,532,000) (net of impairment provision of approximately HK\$2,309,000 (2021: HK\$971,000)).

#### Estimated impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment (other than buildings carried at revalued amount) and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount. For the year ended 31 December 2022, the Group recorded a loss of HK\$7,625,000. The management considered this as an indicator of impairment and performs an impairment assessment accordingly. Management determined the recoverable amounts of the CGU to which these assets belong based on the higher of their estimate of the value-in-use and the fair value less costs of disposal. The value-in-use calculation requires the Group to estimate the future cash flows expected to generate from the CGU and an appropriate discount rate in order to calculate the present value of the future cash flows. In addition, the Group engaged an independent valuer to perform the valuation on the land use rights classified under right-of-use assets and buildings. Based on the estimation of the recoverable amount of the CGU, the management determined that no impairment of these property, plant and equipment and right-of-use assets is required. Where the actual future cash flows are less than expected, an impairment loss may arise.

As at 31 December 2022, the carrying amounts of property, plant and equipment and right-of-use assets were HK\$59,081,000 and HK\$9,571,000 (2021: HK\$69,874,000 and HK\$9,886,000) respectively.

### 6. 估計不確定因素之主要來源 (續)

#### 存貨撥備

本集團管理層於各報告期末審閱賬齡分析，及就已識別的陳舊及滯銷存貨項目作出撥備。管理層根據最新的發票價格及現行市況估計該等存貨的可變現價值淨額。於二零二二年十二月三十一日，存貨的賬面值約為43,791,000港元(二零二一年：60,532,000港元)已扣除2,309,000港元(二零二一年：971,000港元)之減值撥備。

#### 估計物業、廠房及設備以及使用權資產之減值

物業、廠房及設備(按重估金額列賬的樓宇除外)及使用權資產乃按成本減累計折舊及減值(如有)列賬。在釐定資產是否減值時，本集團須行使判斷及作出估計，特別是評估：(1)是否有事件已發生或有任何指標可能影響資產價值；(2)資產賬面值是否能夠以可收回金額支持。截止二零二二年十二月三十一日止年度，本集團錄得虧損約7,625,000港元。管理層將此視為減值跡象，並據此進行減值評估。管理層根據彼等估計的使用價值及公允值減出售成本之間的較高者，釐定該等資產所屬的現金產生單位的可收回金額。使用價值計算法要求本集團估計該現金產生單位預期產生的未來現金流量及適當的貼現率，以計算未來現金流量的現值。此外，本集團委聘獨立估值師對於使用權資產項下分類的土地使用權及樓宇進行估值。根據對該現金產生單位的可收回金額的估計，管理層釐定該等物業、廠房及設備及使用權資產無需減值。倘實際未來現金流量少於預期，則可能出現減值虧損。

於二零二二年十二月三十一日，物業、廠房及設備及使用權資產的賬面值分別為59,081,000港元及9,571,000港元(二零二一年：69,874,000港元及9,886,000港元)。

## 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

### 6. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Estimated useful life of property, plant and equipment

At the end of each reporting period, the directors of the Company review the estimated useful life of property, plant and equipment. The carrying amounts of property, plant and equipment with finite useful life as at 31 December 2022 is HK\$59,081,000 (2021: HK\$69,874,000). The estimate is based on the historical experience of the actual useful lives of properties, plant and equipment of similar nature and functions. The management of the Group will increase the depreciation charge where useful lives are less than previously estimated lives. Technically obsolete or non-strategic assets that have been abandoned will be written-off or written-down. Actual economic lives may differ from estimated useful lives.

#### Buildings in property, plant and equipment carried at valuation

Buildings included in property, plant and equipment are revalued at the end of the reporting period based on depreciated replacement cost basis by an independent professional valuer. These valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. At 31 December 2022, the carrying amount of properties measured at fair value was approximately HK\$47,667,000 (2021: HK\$57,683,000) and fair value loss for the year then ended was approximately HK\$422,000 (2021: fair value gain HK\$11,994,000). The methods and significant assumptions used by valuers in estimating the fair value of properties are set out in note 17.

#### Income taxes and deferred taxes

The Group is subject to income taxes in Hong Kong and Mainland China. No deferred tax asset has been recognised on the tax losses 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. In cases where the actual future profits generated are greater than expected, a material recognition of deferred tax assets may arise, which would be recognised in profit or loss for period in which such a recognition takes place.

### 6. 估計不確定因素之主要來源 (續)

#### 物業、廠房及設備的估計使用年期

於各報告期末，本公司董事審閱物業、廠房及設備的估計使用年期。於二零二二年十二月三十一日具有確定使用年期之物業、廠房及設備的賬面值為59,081,000港元（二零二一年：69,874,000港元）。此項估計乃按照性質及用途相似之物業、廠房及設備之實際可使用年期之過往經驗而作出。本集團管理層將於可使用年期少於過往之估計年期時增加折舊開支，撇銷或撇減技術上陳舊或非策略性而已遭廢棄的資產。實際經濟年期或會與估計可使用年期有所不同。

#### 物業、廠房及設備中按估值列賬之樓宇

物業、廠房及設備中的樓宇於報告期末由獨立專業估值師按折舊重置成本法之估值重估。該等估值基於若干假設，其受限於不確定因素及可能與實際結果重大不同。於二零二二年十二月三十一日，按公允值計量的物業的賬面值約為47,667,000港元（二零二一年：57,683,000港元）及截至該日止年度的公允值虧損約為422,000港元（二零二一年：公允值收益11,994,000港元）。估值師於估計物業公允值時使用的重要方法及假設載於附註17。

#### 所得稅及遞延稅項

本集團須繳納香港及中國大陸之所得稅。由於未來溢利流不可預測，故並無就稅項虧損確認遞延稅項資產。變現遞延稅項資產主要視乎是否有足夠未來溢利或將來可供利用之應課稅臨時差額而定。倘若實際未來溢利產生大於預期，將可能產生對遞延稅項資產的重大確認，該等確認將於發生期間於損益中確認。



## 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

### 7. REVENUE

Revenue recognised during the year is as follows:

### 7. 收益

於年內確認之收益如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>Revenue from contracts with customers</b>	<b>客戶合約之收益</b>		
Revenue from garment manufacturing and trading*:	成衣製造及貿易之收益*:		
Sale of garment products	銷售成衣產品	498,899	440,402
Sale of scrap materials	銷售廢棄物料	420	692
		<b>499,319</b>	441,094
<b>Revenue from other sources</b>	<b>其他來源之收益</b>		
Securities investment:	證券投資：		
Fair value loss on equity investment at FVTPL	按公允值計入損益賬之 金融資產公允值虧損	(418)	(61)
Dividend income from listed equity securities	自上市股本證券之股息收入	123	138
		<b>(295)</b>	77
		<b>499,024</b>	441,171

\* Revenue from garment manufacturing and trading is recognised at a point in time.

\* 成衣製造及貿易之收益於某個時間點確認。

#### Transaction price allocated to the remaining performance obligations

The sales contracts are with an original expected duration of one year or less. Accordingly, the Group has selected the practical expedient and has not disclosed the amount of transaction price allocated to the performance obligations that are unsatisfied as of the end of the reporting period.

#### 分配至剩餘履約責任之交易價格

銷售合約的原預期期限為一年或更短。據此，本集團選擇了便於實務操作的方法，未披露截至報告期末分攤至尚未履行履約義務的交易價格金額。

## 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

### 8. SEGMENTAL INFORMATION

Information reported to the executive directors, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance focuses on operation nature, specifically, the Group’s reportable segments are as follows:

1. Garment manufacturing and trading
2. Securities investment

The CODM assesses the performance of the operating segments based on a measure of adjusted operating results. This measurement basis represented operating loss excluding material gain or loss which is capital in nature or of non-recurring nature such as impairment.

The accounting policies of the reportable segments are the same as the Group’s accounting policies described in note 3.

#### Segment revenues and results

The following is an analysis of the Group’s revenue and results by reportable operating segments.

For the year ended 31 December 2022

### 8. 分部資料

向執行董事(即主要營運決策者(「主要營運決策者」))呈報作分配資源及評估分部表現之資料集中於經營性質,尤其是,本集團的可報告分部如下:

1. 成衣製造及貿易
2. 證券投資

主要營運決策者根據經調整經營業績基準評估營運分部之表現。此評估基準代表經營虧損不包括屬資本性質或非經常性質之重大收益或虧損(如減值)。

可報告分部之會計政策與附註3所述之本集團會計政策相同。

#### 分部收益及業績

以下為按可報告營運分部對本集團之收益及業績之分析。

截至二零二二年十二月三十一日止年度

		Garment manufacturing and trading 成衣製造及 貿易 HK\$'000 千港元	Securities investment 證券投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>REVENUES</b>	<b>收益</b>			
Reportable segment revenue-external	可報告分部收益 – 外部	<b>499,319</b>	<b>(295)</b>	<b>499,024</b>
Reportable segment profit (loss)	可報告分部利潤(虧損)	<b>5,641</b>	<b>(5,018)</b>	<b>623</b>
Unallocated other income and gains	未分配之其他收入及收益			<b>656</b>
Corporate administrative expenses	企業行政開支			<b>(8,845)</b>
Finance income	融資收入			<b>2</b>
Finance expense	融資開支			<b>(61)</b>
Loss before tax	除稅前虧損			<b>(7,625)</b>

## 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

### 8. SEGMENTAL INFORMATION (Continued)

#### Segment revenues and results (Continued)

For the year ended 31 December 2021

### 8. 分部資料 (續)

#### 分部收益及業績 (續)

截至二零二一年十二月三十一日止年度

		Garment manufacturing and trading 成衣製造及 貿易 HK\$'000 千港元	Securities investment 證券投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>REVENUES</b>	<b>收益</b>			
Reportable segment revenue-external	可報告分部收益 – 外部	441,094	77	441,171
Reportable segment profit (loss)	可報告分部利潤 (虧損)	13,830	(4,884)	8,946
Unallocated other income and gains	未分配之其他收入及收益			1,117
Corporate administrative expenses	企業行政開支			(10,004)
Finance expense	融資開支			(78)
Loss before tax	除稅前虧損			(19)

Segment profit (loss) represents the profit (loss) from each segment without allocation of corporate administrative expenses, certain other income and gains and certain finance income and expense. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

分部利潤 (虧損) 指各分部所產生利潤 (虧損) 並無分配企業行政開支、若干其他收入及收益及若干融資收入及開支。此乃呈報予主要營運決策者供資源分配及表現評估所用計量方法。

## 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

### 8. SEGMENTAL INFORMATION (Continued)

#### Segment revenues and results (Continued)

The following is an analysis of the Group's assets by reportable operating segments.

#### ASSETS

Garment manufacturing and trading segment assets	成衣製造及貿易分部資產
Securities investment segment assets	證券投資分部資產
Unallocated corporate assets	未分配公司資產

Consolidated total assets

#### 資產

成衣製造及貿易分部資產
證券投資分部資產
未分配公司資產

綜合總資產

#### LIABILITIES

Garment manufacturing and trading segment liabilities
Securities investment segment liabilities
Unallocated corporate liabilities

Consolidated total liabilities

#### 負債

成衣製造及貿易分部負債
證券投資分部負債
未分配公司負債

綜合總負債

For the purposes of monitoring segment performance and allocating resources between segments:

- All assets are allocated to operating segments other than certain property, plant and equipment, certain right-of-use assets, cash and bank balances managed on central basis, and head office assets.
- All liabilities are allocated to operating segments other than certain lease liabilities, accruals, deferred tax liabilities and head office liabilities.

### 8. 分部資料 (續)

#### 分部收益及業績 (續)

以下為按可報告營運分部對本集團之資產分析。

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
----------------------------------	----------------------------------

Garment manufacturing and trading segment assets	成衣製造及貿易分部資產	240,428	275,323
Securities investment segment assets	證券投資分部資產	2,883	3,734
Unallocated corporate assets	未分配公司資產	11,415	10,168
Consolidated total assets		254,726	289,225
Garment manufacturing and trading segment liabilities	成衣製造及貿易分部負債	98,280	122,222
Securities investment segment liabilities	證券投資分部負債	325	102
Unallocated corporate liabilities	未分配公司負債	19,700	18,556
Consolidated total liabilities		118,305	140,880

就監察分部表現及於分部間分配資源而言：

- 所有資產均分配至營運分部，惟若干物業、廠房及設備、若干使用權資產、集中管理之現金及銀行結餘以及總辦事處資產除外。
- 所有負債均分配至營運分部，惟若干租賃負債、應計費用、遞延稅項負債以及總部負債除外。

## 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

### 8. SEGMENTAL INFORMATION (Continued)

#### Other segment information

For the year ended 31 December 2022	截至二零二二年 十二月三十一日止年度	Garment manufacturing and trading	Securities investment	Unallocated	Total
		成衣製造及貿易 HK\$'000 千港元	證券投資 HK\$'000 千港元	未分配 HK\$'000 千港元	總計 HK\$'000 千港元
<b>Amounts included in the measure of segment results:</b>		<b>計量分部業績時計入的款項：</b>			
Finance income	融資收入	644	-	2	646
Finance expense	融資開支	(4,428)	-	(61)	(4,489)
Other income	其他收入	1,278	232	656	2,166
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	(10,012)	(251)	(609)	(10,872)
Depreciation of right-of-use assets	使用權資產之折舊	(247)	-	(1,311)	(1,558)
Additions to property, plant and equipment	物業、廠房及設備之添置	1,318	-	918	2,236
Provision for inventories	存貨撥備	(1,402)	-	-	(1,402)
Additions to right-of-use assets	使用權資產之添置	-	-	2,130	2,130
		Garment manufacturing and trading	Securities investment	Unallocated	Total
For the year ended 31 December 2021	截至二零二一年 十二月三十一日止年度	成衣製造及貿易 HK\$'000 千港元	證券投資 HK\$'000 千港元	未分配 HK\$'000 千港元	總計 HK\$'000 千港元

<b>Amounts included in the measure of segment results:</b>		<b>計量分部業績時計入的款項：</b>			
Finance income	融資收入	187	-	-	187
Finance expense	融資開支	(1,733)	-	(78)	(1,811)
Other income	其他收入	3,803	-	1,117	4,920
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	(7,500)	(60)	(613)	(8,173)
Depreciation of right-of-use assets	使用權資產之折舊	(256)	-	(2,224)	(2,480)
Additions to property, plant and equipment	物業、廠房及設備之添置	2,699	103	-	2,802
Provision for inventories	存貨撥備	(667)	-	-	(667)

## 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

### 8. SEGMENTAL INFORMATION (Continued)

#### Information about major customers

Revenue from customers of the corresponding year contributing over 10% of the total revenue of the Group is as follows:

Customer A<sup>1</sup> 客戶A<sup>1</sup>

<sup>1</sup> Revenue from garment manufacturing and trading.

#### Geographical information

Information about the Group's revenue from external customers is presented based on the geographical location of the shipping destination. Information about the Group's non-current assets is presented based on the geographical location of the assets.

### 8. 分部資料 (續)

#### 有關主要客戶之資料

於相應年度對本集團總收益貢獻超過10%之客戶收益如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Customer A <sup>1</sup>	498,607	438,629

<sup>1</sup> 成衣製造及貿易收益。

#### 地域資料

有關本集團來自外部客戶的收益資料根據運輸目的地的所在地呈列。有關本集團非流動資產的資料根據資產所在地呈列。

	Revenues from external customers 外部客戶收益		Non-current assets* 非流動資產*	
	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
USA 美國	313,947	253,494	-	-
Mainland China 中國大陸	292	1,534	63,280	73,029
Europe 歐洲	105,690	118,350	-	-
Hong Kong 香港	26,191	21,576	3,780	4,835
Other regions 其他地區	52,904	46,217	1,592	1,896
	<b>499,024</b>	441,171	<b>68,652</b>	79,760

\* Non-current assets excluded financial instruments.

\* 非流動資產不包括金融工具。

## 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

### 9. OTHER INCOME AND GAINS, NET

### 9. 其他收入及收益—淨額

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Losses on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(7)	-
Government subsidies <sup>1</sup>	政府補助 <sup>1</sup>	632	109
Interest income from structured deposits	結構性存款利息收入	-	427
Consultancy fee <sup>2</sup>	諮詢費 <sup>2</sup>	-	300
Secondment service fee <sup>3</sup>	借調服務費 <sup>3</sup>	469	817
Fair value gain on financial derivatives at FVTPL	按公允價值計入損益賬之 金融衍生工具之公允價值收益	96	366
Compensation from customer	來自客戶的賠償	1,335	-
Compensation from suppliers	來自供應商的賠償	-	964
Exchange (losses) gain, net	匯兌(虧損)收益, 淨額	(359)	1,560
Others	其他	-	377
		<b>2,166</b>	<b>4,920</b>

<sup>1</sup> During the year ended 31 December 2022, the Group recognised government grants of HK\$632,000, of which an amount of HK\$424,000 is related to Employment Support Scheme provided by the Government of the Hong Kong Special Administrative Region under the Anti-Epidemic Fund. The remaining government subsidies of approximately HK\$208,000 were received from the PRC government and were designated for the encouragement of business development (2021: HK\$109,000).

There are no unfulfilled conditions and other contingencies attached to the receipts of those subsidies.

<sup>2</sup> During the year ended 31 December 2021, the Group provided consultancy service related to garment manufacturing business operation (2022: nil).

<sup>3</sup> During the year ended 31 December 2022 and 2021, the Group provided secondment service of personnel involved in securities investment for a fixed period of time pursuant to secondment service agreements.

<sup>1</sup> 截至二零二二年十二月三十一日止年度, 本集團就與新型冠狀病毒相關補貼確認政府補助632,000港元, 其中金額424,000港元與香港特別行政區政府於抗疫基金項目下提出的「保就業」計劃有關。剩餘的208,000港元政府補貼從中國政府收取(二零二一年: 109,000港元), 用於鼓勵業務發展。

收取該等補貼並無附帶尚未達成條件及其他或然事項。

<sup>2</sup> 截至二零二一年十二月三十一日止年度, 本集團提供與成衣製造業務營運有關之諮詢服務(二零二二年: 無)。

<sup>3</sup> 截至二零二二年及二零二一年十二月三十一日止年度, 本集團根據借調服務協議提供固定期限的證券投資人員借調服務。

## 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

### 10. FINANCE EXPENSE, NET

### 10. 融資開支，淨額

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interest income on short-term bank deposit	短期銀行存款之利息收入	646	187
Total finance income	總融資收入	646	187
Interest expense on borrowings	貸款之利息開支	(4,428)	(1,703)
Interest expense on employee's loan advances	僱員貸款墊款之利息開支	-	(30)
Interest expense on lease liabilities	租賃負債之利息開支	(61)	(78)
Total finance expense	總融資開支	(4,489)	(1,811)
Finance expense, net	融資開支，淨額	(3,843)	(1,624)

### 11. LOSS BEFORE TAXATION

### 11. 除稅前虧損

Loss before taxation has been arrived at after charging:

除稅前虧損已扣除下列各項：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	993	933
Depreciation on:	折舊：		
– Property, plant and equipment	– 物業、廠房及設備	10,872	8,173
– Right-of-use assets	– 使用權資產	1,558	2,480
		12,430	10,653
Employee benefits expenses (including directors' emoluments)	僱員福利開支 (包括董事酬金)		
– Salaries, allowances and benefits in kind	– 薪金、津貼及實物福利	78,855	67,352
– Contributions to retirement benefits schemes	– 退休福利計劃供款	3,114	2,256
Total staff costs	員工成本總額	81,969	69,608
Cost of inventories recognised in profit or loss (including provision for inventories of HK\$1,402,000 (2021: HK\$667,000))	在損益表中確認之存貨成本 (包括存貨撥備1,402,000港元 (二零二一年：667,000港元))	316,323	282,076
Subcontracting and processing charges	分包及加工費用	102,478	98,007



## 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

### 11. LOSS BEFORE TAXATION (Continued)

During the year ended 31 December 2022, there was no forfeiture of retirement benefit scheme contribution (by employers on behalf of employees who leave the scheme prior to vesting fully in such contributions) in the Group. As at 31 December 2022, no forfeited contribution under the retirement benefit schemes of the Group is available to reduce the contribution payable in future years.

### 12. DIRECTORS' AND CHIEF EXECUTIVES EMOLUMENTS

Details of directors' emoluments of the Group are as follows:

### 11. 除稅前虧損 (續)

截至二零二二年十二月三十一日止年度，本集團並無沒收任何退休福利計劃供款（由僱主代於有關供款悉數歸屬前退出計劃之僱員作出）。於二零二二年十二月三十一日，本集團之退休福利計劃下並無任何被沒收供款可用於扣減未來年度之應繳供款。

### 12. 董事及最高行政人員酬金

本集團董事之酬金詳情如下：

		2022 二零二二年				
		Fees	Salaries and other benefits	Bonus	Employer's contribution to the MPF scheme	Total
		袍金	薪酬及其他福利	獎金	強積金計劃僱主供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Executive directors:</b>	<b>執行董事：</b>					
Mr. Li Haifeng (Resigned on 1 February 2023)	李海楓先生 (於二零二三年二月一日辭任)	120	1,849	4,000	18	5,987
Mr. Tsang Hing Bun (Appointed on 1 July 2022 and resigned on 1 February 2023)	曾慶贊先生 (於二零二二年七月一日獲委任及於二零二三年二月一日辭任)	120	-	-	-	120
<b>Non-executive director:</b>	<b>非執行董事：</b>					
Mr. Wang Ke (Resigned on 1 February 2023)	王科先生 (於二零二三年二月一日辭任)	240	-	-	-	240
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>					
Mr. Wang Shiming (Resigned on 1 February 2023)	王世明先生 (於二零二三年二月一日辭任)	120	-	-	-	120
Mr. Yau Wing Yiu (Resigned on 1 February 2023)	邱永耀先生 (於二零二三年二月一日辭任)	240	-	-	-	240
Mr. Yu Ping Ming (Appointed on 1 August 2022 and resigned on 1 February 2023)	余秉明先生 (於二零二二年八月一日獲委任及於二零二三年二月一日辭任)	100	-	-	-	100
Mr. Zhang Zhenyi (Resigned on 1 August 2022)	張振義先生 (於二零二二年八月一日辭任)	70	-	-	-	70
		<b>1,010</b>	<b>1,849</b>	<b>4,000</b>	<b>18</b>	<b>6,877</b>

## 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

### 12. DIRECTORS' AND CHIEF EXECUTIVES EMOLUMENTS (Continued)

### 12. 董事及最高行政人員酬金 (續)

		2021 二零二一年				
		Fees	Salaries and other benefits	Bonus	Employer's contribution to the MPF scheme	Total
		袍金	薪酬及其他福利	獎金	僱主供款	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Executive directors:</b>	<b>執行董事：</b>					
Mr. Li Haifeng	李海楓先生	120	1,845	-	18	1,983
Mr. Wang Ke (Re-designated from an executive director to a non-executive director on 1 November 2021)	王科先生 (於二零二一年十一月一日由執行董事調任為非執行董事)	200	411	-	15	626
<b>Non-executive director:</b>	<b>非執行董事：</b>					
Mr. Wang Ke (Re-designated from an executive director to a non-executive director on 1 November 2021)	王科先生 (於二零二一年十一月一日由執行董事調任為非執行董事)	40	-	-	-	40
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>					
Mr. Wang Shiming	王世明先生	120	-	-	-	120
Mr. Yau Wing Yiu	邱永耀先生	240	-	-	-	240
Mr. Zhang Zhenyi	張振義先生	120	-	-	-	120
		840	2,256	-	33	3,129

**Notes:**

Fees represent emoluments of directors paid or receivable in respect of a person's services as a director, whether of the Company and its subsidiary undertakings.

Mr. Li Haifeng is also the chief executive officer of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive officer. The discretionary bonus is determined by the Remuneration Committee having regard to his performance and the Company's operating results.

None of the directors and chief executive waived or agreed to waive any emoluments paid by the Group during the years ended 31 December 2022 and 2021. No emoluments were paid or payable by the Group to any directors and chief executive as an inducement to join or upon joining the Group, or as compensation for loss of the office during the years ended 31 December 2022 and 2021.

**附註：**

袍金指就出任董事 (不論屬本公司或其附屬公司) 提供個人服務而獲支付或應收之董事酬金。

李海楓先生亦為本公司行政總裁，且上文所披露之酬金包括其擔任行政總裁提供服務之酬金。獎金由薪酬委員會參考其表現及本公司經營業績而釐定。

截至二零二二年及二零二一年十二月三十一日止年度，概無董事及最高行政人員放棄或同意放棄本集團支付之任何酬金。截至二零二二年及二零二一年十二月三十一日止年度，本集團概無向任何董事及最高行政人員支付或應付酬金，作為鼓勵加盟或加盟本集團時的獎勵金，或作為離任補償。

## 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

### 13. EMPLOYEES' EMOLUMENTS

The five highest paid individuals in the Company include one (2021: two) executive directors for the year ended 31 December 2022, details of whose emoluments have been disclosed in note 12 above.

The details of the emoluments for the year of remaining four (2021: three) highest paid individuals who are neither director nor chief executive of the Company are as follows:

### 13. 僱員酬金

截至二零二二年十二月三十一日止年度，本公司五名最高薪酬人士包括一名（二零二一年：兩名）執行董事，其酬金詳情於上文附註12披露。

餘下四名（二零二一年：三名）最高薪酬人士（既非本公司董事亦非最高行政人員）於年內之酬金詳情如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	4,216	2,427
Retirement benefit scheme contribution	退休福利計劃供款	66	54
		<b>4,282</b>	<b>2,481</b>

Their emoluments were within the following bands:

酬金範圍如下：

		2022 二零二二年 No. of employee 僱員人數	2021 二零二一年 No. of employee 僱員人數
HK\$ nil to HK\$1,000,000	零至1,000,000港元	3	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1

## 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

### 14. INCOME TAX EXPENSE

Group entities which are either registered or incorporated in Hong Kong are subject to Hong Kong Profits Tax. Under the two tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25% and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in those places in which the Group operates, based on existing legislation, interpretations and practices in respect thereof. In general, the Group's subsidiaries operating in the Mainland China ("PRC") are subject to the Enterprise Income Tax rate of 25%.

No tax is payable on the profit for the years ended 31 December 2022 and 2021 arising in Hong Kong and PRC since the assessable profit is wholly absorbed by tax losses brought forward. At the end of the reporting period, tax losses carried forward amount to approximately HK\$121,923,000.

The tax expense for the year can be reconciled to the loss before taxation per consolidated statement of profit or loss and other comprehensive income is as follows:

### 14. 所得稅開支

於香港登記或註冊成立之集團實體須繳納香港利得稅。根據兩級制利得稅率制度，合資格集團實體的首2,000,000港元溢利將按8.25%的稅率徵稅，而超過2,000,000港元的溢利將按16.5%的稅率徵稅。不符合兩級制利得稅制度的集團實體溢利將繼續按16.5%的統一稅率徵稅。

源自香港以外之應課稅溢利之稅項，乃按本集團營運所屬地區之現行稅率根據相關現行立法、詮釋或慣例計算。一般而言，本集團於中國大陸（「中國」）營運之附屬公司須按25%之稅率繳納企業所得稅。

截至二零二二年及二零二一年十二月三十一日止年度在香港和中國產生的利潤無需繳稅，因為應課稅利潤全部被結轉稅項虧損所抵銷。於報告期末，結轉稅項虧損約為121,923,000港元。

本年度稅項開支與綜合損益及其他全面收入表內除稅前虧損之對賬如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss before taxation	除稅前虧損	<b>(7,625)</b>	(19)
Tax calculated at domestic tax rates applicable in the respective jurisdictions	就所在國家／地區按當地適用稅率計算之稅項	<b>(745)</b>	398
Tax effect of income not taxable	不可扣稅收入之稅項影響	<b>(101)</b>	(23)
Tax effect of expenses that are not deductible	不可扣稅開支之稅項影響	<b>1,955</b>	2,845
Tax effect of unrecognised tax losses	未確認稅項虧損之稅項影響	<b>576</b>	558
Tax effect of utilisation of tax losses previously unrecognised	利用以前未確認稅項虧損之稅項影響	<b>(1,685)</b>	(3,778)
Tax expenses for the year	年度稅項開支	<b>-</b>	-

## 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

### 15. LOSS PER SHARE

The calculation of the basic and diluted loss per share is based on the following data:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss attributable to equity holders of the Group	本集團權益持有人應佔虧損	(7,625)	(19)
		<b>Number of shares 股份數目 '000 千股</b>	<b>Number of shares 股份數目 '000 千股</b>
<b>Number of shares</b>	<b>股份數目</b>		
Number of ordinary shares for the purpose of basic and diluted loss per share	用作計算每股基本及攤薄虧損的普通股數目	<b>818,042</b>	818,042

The number of shares for the purpose of basic and diluted loss per share is the same as the Group has no potential ordinary shares in both years.

每股基本及攤薄虧損乃根據下列數據計算：

由於本集團於兩個年度均無潛在普通股，故計算每股基本及攤薄虧損的股份數目相同。

### 16. DIVIDEND

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Dividends recognised as distribution during the year:	年內已確認之股息分配：		
2022 Interim – HK\$0.002 (2021: Interim dividend – nil) per share	2022年中期—每股0.002港元 (2021中期股息—無)	<b>1,636</b>	–

Except for the interim dividend paid as mentioned above, no dividend was paid or proposed during the year ended 31 December 2022, nor has any dividend been proposed since the end of the reporting period (2021: nil).

除上述派發的中期股息外，截至二零二二年十二月三十一日止年度並無派發或建議派發股息，自報告期末以來亦無建議派息（二零二一年：無）。

## 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

### 17. PROPERTY, PLANT AND EQUIPMENT

### 17. 物業、廠房及設備

		Buildings	Leasehold improvements	Plant and machinery	Furniture, office equipment, vessel and motor vehicles 傢俬、辦公室設備、船舶及汽車	Total
		樓宇 HK\$'000 千港元	租賃裝修 HK\$'000 千港元	廠房及機器 HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日					
Cost or valuation	成本或估值	51,905	28,005	21,086	36,979	137,975
Accumulated depreciation and impairment	累計折舊及減值	-	(24,625)	(20,235)	(30,378)	(75,238)
Carrying value	賬面值	51,905	3,380	851	6,601	62,737
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度					
Opening net book amount	期初賬面淨值	51,905	3,380	851	6,601	62,737
Additions	添置	-	920	812	1,070	2,802
Depreciation	折舊	(6,574)	(170)	(136)	(1,293)	(8,173)
Currency translation differences	匯兌差額	358	101	22	33	514
Revaluation surplus	重估盈餘	11,994	-	-	-	11,994
Carrying value	賬面值	57,683	4,231	1,549	6,417	69,874
At 31 December 2021	於二零二一年十二月三十一日					
Cost or valuation	成本或估值	57,683	29,580	22,413	38,582	148,258
Accumulated depreciation and impairment	累計折舊及減值	-	(25,349)	(20,864)	(32,171)	(78,384)
Carrying value	賬面值	57,683	4,231	1,549	6,411	69,874
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度					
Opening net book amount	期初賬面淨值	57,683	4,231	1,549	6,411	69,874
Additions	添置	-	1,019	474	743	2,236
Disposal	出售	-	-	-	(7)	(7)
Depreciation	折舊	(8,383)	(419)	(220)	(1,850)	(10,872)
Currency translation differences	匯兌差額	(1,211)	315	(83)	(119)	(1,728)
Revaluation losses	重估虧損	(422)	-	-	-	(422)
Carrying value	賬面值	47,667	4,516	1,720	5,178	59,081
At 31 December 2022	於二零二二年十二月三十一日					
Cost or valuation	成本或估值	47,667	29,508	20,955	35,801	133,931
Accumulated depreciation and impairment	累計折舊及減值	-	(24,992)	(19,235)	(30,623)	(74,850)
Carrying value	賬面值	47,667	4,516	1,720	5,178	59,081

## 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

### 17. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes

i) The Group's buildings comprise:

Buildings in PRC	於中國之樓宇

ii) Depreciation on property, plant and equipment is calculated on the straight-line basis to allocate cost to their residual value over their estimated useful lives as follows:

Buildings	Over the estimated useful life
Leasehold improvements	5% – 33 $\frac{1}{3}$ % p.a.
Plant and machinery	10% – 40% p.a.
Furniture, office equipment, vessel and motor vehicles	10% – 40% p.a.

Buildings are stated at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The fair values of the buildings as at 31 December 2022 and 2021 have been arrived at on the basis of a valuation carried out on that date by Vigers Appraisal and Consulting Limited ("Vigers"), independent qualified professional valuers not connected with the Group. Vigers is a member of the Institute of Valuers. The valuation was arrived at by valuation techniques and assumptions as discussed below.

There has been no change from the valuation technique used in the prior year.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The Group's finance department includes a team that review the valuations performed by the independent valuer for financial reporting purposes. This team reports directly to the board of directors. Discussions of valuation processes and results are held between the valuation team and valuer annually.

If the buildings had not been revalued, they would have been included in these consolidated financial statements at historical cost less accumulated depreciation of HK\$11,296,000 (2021: HK\$14,201,000).

### 17. 物業、廠房及設備(續)

附註

i) 本集團之樓宇包括：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元

<b>47,667</b>	57,683
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ii) 物業、廠房及設備之折舊按下列比率於其估計可用年期以直線法將成本攤至其餘值計算：

樓宇	估計可使用年期
租賃裝修	每年5% – 33 $\frac{1}{3}$ %
廠房及機器	每年10% – 40%
傢俬、辦公室設備、船舶及汽車	每年10% – 40%

樓宇按其重估金額列賬，即重估日期之公允價值，減任何其後累計折舊及其後累計減值虧損。

樓宇於二零二二年及二零二一年十二月三十一日之公允價值乃根據與本集團並無關連之獨立專業合資格估值師威格斯資產評估顧問有限公司(「威格斯」)於該日進行之估值結果達致。威格斯乃估值師協會成員。估值乃採用下述估值方法及假設釐定。

估值方法較於過往年度所採用者並無變動。

就估計物業之公允價值而言，物業之最高及最佳使用乃其當前之使用。

本集團財務部設有一個小組，專責就財務報告目的而對獨立估值師之估值進行檢討。該小組直接向董事會匯報。估值小組與估值師每年討論估值流程和相關結果。

倘樓宇未獲重估，其將按歷史成本減累計折舊11,296,000港元(二零二一年：14,201,000港元)計入該等綜合財務報表。

## 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

### 17. PROPERTY, PLANT AND EQUIPMENT (Continued)

An analysis of the Group's buildings that are measured subsequent to initial recognition at fair value, grouped into fair value hierarchy Levels 1 to 3 based on the degree to which the inputs to fair value measurements are observable is as follows:

### 17. 物業、廠房及設備 (續)

本集團於初步確認後按公允值計量的樓宇乃按照公允值計量輸入數據的可觀察程度分類至公允值架構第一級至第三級的分析如下：

**Fair value measurements as at  
31 December 2022 categorised into  
於二零二二年十二月三十一日公允值計量分類為**

		Level 1	Level 2	Level 3
		第一級	第二級	第三級
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Recurring fair value measurement</b>	<b>經常性公允值計量</b>			
Buildings – PRC	樓宇－中國	-	-	47,667

Fair value measurements as at  
31 December 2021 categorised into  
於二零二一年十二月三十一日公允值計量分類為

		Level 1	Level 2	Level 3
		第一級	第二級	第三級
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Recurring fair value measurement</b>	<b>經常性公允值計量</b>			
Buildings – PRC	樓宇－中國	-	-	57,683

There were no transfers between levels of fair value hierarchy during the year.

年內公允值等級之間並無轉撥。



## 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

### 17. PROPERTY, PLANT AND EQUIPMENT (Continued)

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

### 17. 物業、廠房及設備(續)

所用估值技術及物業估值主要輸入資料概述如下：

Properties	Valuation techniques	Significant unobservable inputs	Range	Relationship of key inputs and significant unobservable inputs to fair value 主要輸入資料及重大不可觀察之輸入資料與公允值之關係
物業	估值技術	重大不可觀察之輸入資料	範圍	
Buildings – PRC	Depreciated replacement cost approach	Construction costs per square meter  – Based on the type of building structure (steel structure/reinforced concrete structure) and taking into account market data on current construction costs for similar properties located in nearby cities	RMB1,902 per square meter (2021: RMB1,812 per square meter) for steel structure and RMB1,655 per square meter (2021: RMB1,576 per square meter) for reinforced concrete structure	The higher the construction costs per square meter, the higher the fair value
樓宇—中國	折舊代替成本法	每平方米建築成本  —根據樓宇結構類型(鋼結構/鋼筋混凝土結構)並計及位於鄰近城市之類似物業目前建築成本之市場資料	鋼結構為每平方米人民幣1,902元(二零二一年：每平方米人民幣1,812元)，鋼筋混凝土結構為每平方米人民幣1,655元(二零二一年：每平方米人民幣1,576元)	每平方米建築成本越高，公允值越高
		Economic life of buildings  –Taking into account the estimated useful life of buildings depending on the building structure (steel structure/reinforced concrete structure)	30 to 35 years (2021: 40 to 50 years)	The longer the economic useful life, the higher the fair value
		樓宇之經濟壽命  —計及根據樓宇結構(鋼結構/鋼筋混凝土結構)之樓宇估計可使用年期	30至35年(二零二一年：40至50年)	經濟使用年期越長，公允值越高

## 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

### 17. PROPERTY, PLANT AND EQUIPMENT (Continued)

In other comprehensive income, fair value change of properties, plant and equipment, net of tax comprise:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Net (decrease) increase in fair value	公允值淨(減少)增加	(422)	11,994
Deferred tax (note 25)	遞延稅項(附註25)	106	(2,999)
At end of year	年末	<b>(316)</b>	8,995

### 18. INTERESTS IN A JOINT VENTURE

As at 31 December 2022 and 2021, the carrying values of interests in a joint venture were nil.

As at 31 December 2022 and 2021, the Group had interests in the following joint venture:

Name of entity 企業名稱	Form of entity 企業狀態	Place of incorporation /operation /registration 註冊成立/ 經營/登記地點	Class of shares held 所持股份類別	Proportion of nominal value of issued capital held by the Group 本集團所持已發行股本面值之比例		Proportion of voting power held by the Group 本集團所持投票權之比例		Principal activities 主營業務
				2022 二零二二年	2021 二零二一年	2022 二零二二年	2021 二零二一年	
Phoenix Cloud (Beijing) Technologies Company Limited	Incorporated	PRC, limited liability by share company	Ordinary	24.86%	24.86%	24.86%	24.86%	Sale and development of smart card application products in Mainland China
鳳凰雲(北京)科技股份有限公司	註冊成立	中國, 股份有限公司	普通					於中國大陸從事銷售及開發智能卡應用產品

### 17. 物業、廠房及設備(續)

於其他全面收入內，物業、廠房及設備之公允值變動，扣除稅項包括：

### 18. 於一間合營企業之權益

於二零二二年及二零二一年十二月三十一日，於一間合營企業之權益賬面值為零。

於二零二二年及二零二一年十二月三十一日，本集團於下列合營企業擁有權益：

## 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

### 18. INTERESTS IN A JOINT VENTURE (Continued)

The Group has stopped recognising its share of losses of the joint venture when applying the equity method. The unrecognised share of the joint venture, both for the year and cumulatively, is set out below:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Unrecognised share of losses of joint venture for the year	年度未確認應佔合營企業之虧損	(56)	(52)
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Accumulated unrecognised share of losses of joint venture	累計未確認應佔合營企業之虧損	(2,318)	(2,262)

### 19. INVENTORIES

Raw materials	原材料	10,073	13,657
Work in progress	半製成品	27,911	40,167
Finished goods	製成品	5,807	6,708
		<b>43,791</b>	<b>60,532</b>

As at 31 December 2022, the carrying amount of inventories was net of impairment provisions of approximately HK\$2,309,000 (2021: HK\$971,000). During the year ended 31 December 2022, provision for inventories of HK\$1,402,000 (2021: HK\$667,000) has been recognised and included in cost of sales.

### 18. 於一間合營企業之權益 (續)

本集團於採用權益法時已停止確認其應佔合營企業之虧損。年度及累計未確認應佔合營企業之虧損載列如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Unrecognised share of losses of joint venture for the year	年度未確認應佔合營企業之虧損	(56)	(52)
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Accumulated unrecognised share of losses of joint venture	累計未確認應佔合營企業之虧損	(2,318)	(2,262)

### 20. 存貨

Raw materials	原材料	10,073	13,657
Work in progress	半製成品	27,911	40,167
Finished goods	製成品	5,807	6,708
		<b>43,791</b>	<b>60,532</b>

於二零二二年十二月三十一日，存貨的賬面值已包括存貨撥備約為2,309,000港元（二零二一年：971,000港元）。截至二零二二年十二月三十一日止年度內，已確認1,402,000港元（二零二一年：667,000港元）之存貨撥備及計入銷售成本。

## 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

### 20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

### 20. 按公允值計入損益賬之金融資產

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Equity securities listed in Hong Kong (note i)	於香港上市之股本證券(附註i)	1,329	1,747
Financial derivative – Foreign currency forward contracts (note ii)	金融衍生工具 – 外幣遠期合約(附註ii)	–	377
		<b>1,329</b>	<b>2,124</b>

Note i:

During the year ended 31 December 2022 and 2021, the Group did not dispose of any listed equity securities. The fair values of all equity securities are based on their current bid prices in an active market and the Group is exposed to price risk.

Note ii:

As at 31 December 2021, the Group had the following foreign currency forward contracts. The major terms of these contracts are as follows:

31 December 2021

Carrying amount 賬面值 HK\$'000 千港元	Notional amount 名義金額	Maturity 到期日	Exchange rates 匯率
188	Sell US\$, buy RMB6,526,000 售出美元，購買人民幣6,526,000	14 January 2022 二零二二年一月十四日	US\$1: RMB6.5 1美元：人民幣6.5元
189	Sell US\$, buy RMB6,544,000 售出美元，購買人民幣6,544,000	24 February 2022 二零二二年二月二十四日	US\$1: RMB6.5 1美元：人民幣6.5元

During the year ended 31 December 2022, fair value gains of HK\$96,000 (2021: gains of HK\$366,000) have been recognised in the consolidated statement of profit or loss and other comprehensive income.

Details of the fair value of these investments are disclosed in note 5(c).

附註i:

截至二零二二年及二零二一年十二月三十一日止年度，本集團並未出售任何上市股本證券。所有股本證券之公允值均以其現時交投活躍市場之報價為基準，本集團因而面對價格風險。

附註ii:

於二零二一年十二月三十一日，本集團有以下外幣遠期合約。該等合約之主要條款如下：

二零二一年十二月三十一日

截至二零二二年十二月三十一日止年度，公允值收益96,000港元(二零二一年：收益366,000港元)已於綜合損益及其他全面收入表中確認。

該等投資之公允值詳情於附註5(c)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

### 21. TRADE AND OTHER RECEIVABLES

### 21. 貿易及其他應收款項

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Trade receivables (note)	貿易應收款項 (附註)	38,950	40,356
Deposits and other receivables	按金及其他應收款項	3,372	5,377
Prepayments	預付款項	2,946	3,530
		<b>45,268</b>	<b>49,263</b>

In 2022, the Group managed its trade receivables with a business model whose objective was achieved by both collect contractual cash flow and sell such financial assets. Hence, the trade receivables are classified as financial asset at FVTOCI.

於二零二二年，本集團管理其貿易應收款項採用其目標通過既收取合同現金流量又出售此類金融資產來實現的業務模式，因此分類為以公允價值計量且其變動計入其他綜合收益的金融資產。

In 2021, the Group managed its trade receivables with a business model whose objective was achieved by collect contractual cash flow and hence, trade receivables were classified as financial asset at amortised cost.

於二零二一年，本集團採用以收取合同現金流量為目標的業務模式管理貿易應收賬款，因此分類為按攤餘成本計量的金融資產。

Trade and other receivables analysed for reporting purpose as:

貿易及其他應收款項就報告目的分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current assets	非流動資產	335	-
Current assets	流動資產	44,933	49,263
		<b>45,268</b>	<b>49,263</b>

The Group does not hold any collateral over these balances.

本集團並無就該等款項持有任何抵押品。

## 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

### 21. TRADE AND OTHER RECEIVABLES (Continued)

#### Ageing analysis of trade receivables

At as 31 December 2022, the gross amount of trade receivable arising from contracts with customers amounted to HK\$38,950,000 (2021: HK\$40,356,000). The Group allows credit periods ranging from 30 to 90 days to its customers. The following is an aged analysis of trade receivables presented based on the invoice date, at the end of the reporting period. In addition, for certain customers with long-established relationship and have good credit worthiness, a longer credit period may be granted.

Within 30 days	30日內
31 to 60 days	31至60日
61 to 90 days	61至90日
Over 90 days	超過90日

Loss allowances for trade receivables are based on management's estimate of the expected credit losses to be incurred, which involved the estimate of probability of default, loss given default and forward looking adjustments.

Management estimated these parameters by taking into account the credit loss experience, ageing of overdue trade receivables, customers' repayment history and customers' financial position and an assessment of both the current and forecast general economic conditions.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

No loss allowance has been made for the year ended 31 December 2022 and 2021 as the impact of the expected loss is assessed to be insignificant. At 31 December 2022 and 2021, no trade debtor of the Group was individually determined to be impaired.

### 21. 貿易及其他應收款項 (續)

#### 貿易應收款項之賬齡分析

於二零二二年十二月三十一日，客戶合約產生之貿易應收款項總額為38,950,000港元（二零二一年：40,356,000港元）。本集團向其客戶授予介乎30至90日之信貸期。下文為於報告期末，按發票日期呈列之貿易應收款項賬齡分析。此外，就具有長期合作關係及良好信譽之若干客戶而言，可向其授予較長之信貸期。

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 30 days	32,664	17,815
31 to 60 days	2,924	8,885
61 to 90 days	1,705	7,723
Over 90 days	1,657	5,933
	<b>38,950</b>	<b>40,356</b>

貿易應收款項之虧損撥備乃基於管理層對將引致之預期信貸虧損估計，其涉及違約概率估計、違約損失率及前瞻性調整。

管理層經計及信貸虧損經驗、逾期貿易應收款項賬齡、客戶還款歷史及客戶財務狀況以及對當前及預期總體經濟狀況的評估估計該等參數。

於本報告期內，估值技術或所作出重大假設概無任何變動。

截至二零二二年及二零二一年十二月三十一日止年度，並無作出虧損撥備，概因本集團評估預期虧損之影響微不足道。於二零二二年及二零二一年十二月三十一日，概無個別斷定已減值之貿易應收賬款。

## 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

### 21. TRADE AND OTHER RECEIVABLES (Continued)

#### Ageing analysis of trade receivables (Continued)

Included in trade and other receivables are the following amounts denominated in currencies other than the functional currency of the respective group entities to which they relate:

US\$ 美元

The directors of the Company considered that the deposit and other receivables to be categorised as “Performing” under the Group’s credit risk grading framework and the 12-months ECL is insignificant taking into account the past repayment patterns of deposit and other receivables. Thus, no impairment provision is recognised during the year.

### 22. CASH AND BANK BALANCES

Cash at bank and in hand  
Pledged bank deposits

銀行及手頭現金  
已抵押銀行存款

Cash and bank balances

現金及銀行結餘

Cash at banks earns interest at floating rates based on daily bank deposit rates.

### 21. 貿易及其他應收款項 (續)

#### 貿易應收款項之賬齡分析 (續)

貿易及其他應收款項包括以下金額乃以相關集團實體之功能貨幣以外之貨幣計量：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
39,246	40,811

本公司董事認為，經計及按金及其他應收款項之過往償還模式，將分類為本集團信貸風險分級框架項下「執行」之按金及其他應收款項以及12個月預期信貸虧損屬微不足道。因此，年內並未確認減值撥備。

### 22. 現金及銀行結餘

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
95,686	49,741
-	47,805
95,686	97,546

銀行現金根據每日銀行存款利率賺取浮動利息。

## 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

### 22. CASH AND BANK BALANCES (Continued)

As at 31 December 2021 cash and bank balances included deposits pledged to a bank. Deposits amounting to HK\$1,305,000 (2022: nil) were pledged to secure short-term foreign currency forward contracts and were therefore classified as current assets. Deposits amounting to HK\$46,500,000 (2022: nil) were pledged to secure short-term bank borrowings and were therefore classified as current assets.

As at 31 December 2021 the pledged deposits carried fixed interest rates from 0.9% to 1.6% (2022: nil) per annum.

At 31 December 2022, cash and cash equivalents represented the cash at bank and in hand amounting to HK\$95,686,000 (2021: HK\$49,741,000).

Included in the cash and bank balances are the following amounts denominated in a currency other than the functional currency of the group entities to which they relate:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
US\$	美元	40,559	80,665

### 23. TRADE AND OTHER PAYABLES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Trade payables	貿易應付款項	29,714	40,962
Accruals and other payables (note i)	應計費用及其他應付款項(附註i)	19,933	11,519
Bonus payables	應付獎金	16,716	5,702
		<b>66,363</b>	<b>58,183</b>

Note i:

As at 31 December 2022, accruals and other payables consisted of HK\$3,148,000 of salary and wages payables (2021: HK\$5,721,000).

### 22. 現金及銀行結餘(續)

於二零二一年十二月三十一日，現金及銀行結餘包括已抵押給銀行之存款。存款為1,305,000港元(二零二二年：無)已抵押作為短期外幣遠期合約之擔保並因此被歸類為流動資產。存款為46,500,000港元(二零二二年：無)已抵押作為短期銀行貸款擔保並因此被歸類為流動資產。

於二零二一年十二月三十一日，該等已抵押存款之固定年利率由0.9%至1.6%(二零二二年：無)。

於二零二二年十二月三十一日，現金及現金等值項目指95,686,000港元(二零二一年：49,741,000港元)之銀行及手頭現金。

現金及銀行結餘包括以下金額乃以相關集團實體之功能貨幣以外之貨幣計量：

### 23. 貿易及其他應付款項

附註i:

於二零二二年十二月三十一日，應計費用及其他應付款項包括應付酬金及薪金3,148,000港元(二零二一年：5,721,000港元)。



## 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

### 23. TRADE AND OTHER PAYABLES (Continued)

The following is an aged analysis of trade payable presented based on the invoice date at the end of the reporting period.

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 30 days	30日內	14,695	21,635
31 – 60 days	31至60日	9,541	17,107
61 – 90 days	61至90日	5,357	810
Over 90 days	超過90日	121	1,410
		<b>29,714</b>	<b>40,962</b>

The trade payables were due according to the terms stated in the relevant contracts. The average credit periods are 30 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

Included in the trade and other payables are the following amounts denominated in currencies other than the functional currency of the relevant group entities:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
US\$	美元	7,722	4,483

### 23. 貿易及其他應付款項 (續)

下文為於報告期末，按發票日期呈列之貿易應付款項賬齡分析。

貿易應付款項乃根據相關合約所載之條款到期。平均信貸期為30日。本集團已制定金融風險管理政策，確保所有應付款項均於信貸時間框架內結清。

貿易及其他應付款項包括以下金額乃以相關集團實體之功能貨幣以外之貨幣計量：

## 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

### 24. BANK BORROWINGS

### 24. 銀行貸款

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
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Secured	有抵押	<b>33,333</b>	64,989
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The bank borrowings carry fixed interest rates of 3.7% (2021: 0.7%) per annum.

銀行貸款按每年3.7% (二零二一年：0.7%) 的固定利率計息。

The directors of the Company consider that the carrying amounts of bank borrowings approximate to their fair values.

本公司董事認為銀行貸款之賬面值與其公允值相若。

All of the bank borrowings are repayable within one year and contain a repayment on demand clause as stipulated in the respective loan agreements.

所有銀行貸款均須於一年內償還，並包含相應貸款協議中規定的按需還款條款。

As at 31 December 2022, the bank borrowings are secured by the Group's buildings, land use rights and pledged bank deposits with carrying amounts of HK\$47,667,000 (2021: HK\$57,683,000), HK\$7,974,000 (2021: HK\$9,108,000) and nil (2021: HK\$46,500,000) respectively.

於二零二二年十二月三十一日，銀行貸款由本集團賬面值分別為47,667,000港元 (二零二一年：57,683,000港元)、7,974,000港元 (二零二一年：9,108,000港元) 及無 (二零二一年：46,500,000港元) 之樓宇及土地使用權及已抵押銀行存款作抵押。

Included in the bank borrowings balance is the following amount denominated in a currency other than the functional currency of relevant group entity:

銀行貸款餘額包括以下金額乃以相關集團實體之功能貨幣以外之貨幣計量：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
EUR	歐元	-	18,489
USD	美元	-	46,500

## 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

### 25. DEFERRED TAX LIABILITIES

The following is the deferred tax liabilities recognised and movements thereon during the current and prior years:

### 25. 遞延稅項負債

下文為於本年度及過往年度已確認之遞延稅項負債及其變動：

		Revaluation of properties 物業重估 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	14,046
Charged to other comprehensive income (note 17)	扣自其他全面收入(附註17)	2,999
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	17,045
Charged to other comprehensive income (note 17)	扣自其他全面收入(附註17)	(106)
At 31 December 2022	於二零二二年十二月三十一日	16,939

At the end of the reporting period, the Group has unused tax losses of HK\$121,923,000 (2021: HK\$127,828,000) available to offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams.

於報告期末，本集團未使用稅務虧損121,923,000港元(二零二一年：127,828,000港元)，可抵銷未來溢利。由於未來溢利流無法預測，故並無就稅項虧損確認任何遞延稅項資產。

The tax losses can be carried forward to offset against the taxable profits of subsequent years. Cumulative tax losses of HK\$108,542,000 (2021: HK\$106,796,000) can be carried forward indefinitely while tax losses of HK\$13,381,000 (2021: HK\$21,032,000) will expire as follows:

稅項虧損可結轉以抵銷隨後年度之應課稅溢利。累計稅項虧損108,542,000港元(二零二一年：106,796,000港元)可無限期結轉，而稅項虧損13,381,000港元(二零二一年：21,032,000港元)之到期情況如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Expiring in:	到期年份：		
2022	二零二二年	-	-
2023	二零二三年	1,158	7,396
2024	二零二四年	12,223	13,636
Total	總計	13,381	21,032

## 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

### 26. LEASES

#### (i) Right-of-use assets

At 1 January	於一月一日
Additions	添置
Depreciation	折舊
Exchange realignment	匯兌調整
At 31 December	於十二月三十一日

As at 31 December 2022, approximately HK\$7,974,000 of right-of-use assets represents prepayment for land use rights located in the PRC (2021: HK\$9,108,000) and is amortised over 50 years on a straight line basis.

As at 31 December 2022, the Group has leased arrangement for leased property of office premise of approximately HK\$1,597,000 (2021: HK\$778,000). The lease term is three years.

The additions to the right-of-use assets for the year ended 31 December 2022 amounted HK\$2,130,000 (2021: nil).

### 26. 租賃

#### (i) 使用權資產

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1 January	9,886	12,123
Additions	2,130	-
Depreciation	(1,558)	(2,480)
Exchange realignment	(887)	243
At 31 December	9,571	9,886

於二零二二年十二月三十一日，使用權資產約7,974,000港元指中國土地使用權之預付款項（二零二一年：9,108,000港元），以直線法於五十年內攤銷。

於二零二二年十二月三十一日，本集團對辦公室之租賃物業有約為1,597,000港元（二零二一年：778,000港元）之租賃安排。租賃期限為三年。

截至二零二二年十二月三十一日止年度之使用權資產增加2,130,000港元（二零二一年：無）。

## 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

### 26. LEASES (Continued)

### 26. 租賃 (續)

#### (ii) Lease liabilities

#### (ii) 租賃負債

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current	非流動	946	–
Current	流動	724	663
		<u>1,670</u>	<u>663</u>

#### Amount payable under lease liabilities

#### 租賃負債項下之應付款項

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within one year	一年內	724	663
After one year but within two years	一年後但兩年內	753	–
After two years but within five years	兩年後但五年內	193	–
		<u>1,670</u>	<u>663</u>
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：十二個月內到期償還之款項 (列於流動負債項下)	<u>(724)</u>	<u>(663)</u>
Amount due for settlement after 12 months	十二個月後到期償還之款項	<u>946</u>	<u>–</u>

During the year ended 31 December 2022, additions to the lease liabilities amounted to HK\$2,130,000 (2021: nil).

截至二零二二年十二月三十一日止年度，租賃負債增加2,130,000港元（二零二一年：無）。

#### (iii) Amounts recognised in profit or loss

#### (iii) 於損益中確認之款項

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Expense relating to short-term leases	有關短期租賃之開支	741	704
Depreciation on:	以下各項之折舊：		
–Land use rights	–土地使用權	247	256
–Office premises	–辦公室物業	1,311	2,224
Interests expense on lease liabilities	租賃負債之利息開支	<u>61</u>	<u>78</u>

## 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

### 26. LEASES (Continued)

#### (iv) Others

At 31 December 2021 and 2022, the Group did not have committed lease agreement that was not yet commenced.

During the year ended 31 December 2022, the total cash outflows for leases amounted to HK\$1,925,000 (2021: HK\$3,131,000).

### 26. 租賃 (續)

#### (iv) 其他

於二零二一年及二零二二年十二月三十一日，本集團並無尚未開始之已承諾租賃協議。

截至二零二二年十二月三十一日止年度，租賃的現金流出總額為1,925,000港元（二零二一年：3,131,000港元）。

### 27. SHARE CAPITAL

### 27. 股本

	Number of shares 股份數目		Amount 股本	
	2022 二零二二年 '000 千股	2021 二零二一年 '000 千股	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Ordinary shares of HK\$0.1 (2021: HK\$0.1) each 每股面值0.1港元 (二零二一年：0.1港元) 之普通股				
Authorised: At beginning and end of the year	2,000,000	2,000,000	200,000	200,000
Issued and fully paid: At beginning and end of the year	818,042	818,042	81,804	81,804

### 28. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

#### Merger reserve

The merger reserve represents primarily the effects from change in shareholders' equity arising on group re-organisation and change in the Group's ownership interest in subsidiaries without losing control.

#### Properties revaluation reserve

The properties revaluation reserve represents cumulative gains and losses arising on the revaluation of the buildings that have been recognised in other comprehensive income. Such items will not be reclassified to profit or loss in subsequent periods.

### 28. 儲備

本集團於本年度及過往年度之儲備及其變動數額於綜合權益變動表中呈列。

#### 合併儲備

合併儲備主要是指本集團重組所產生的股東權益變動及並無失去控制權之本集團於附屬公司的擁有權益變動的影響。

#### 物業重估儲備

物業重估儲備指重估樓宇所產生的累計收益及虧損，該等收益及虧損已於其他全面收入中確認。該等項目不會於其後期間重新分類至損益。

## 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

### 29. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flow from financing activities.

### 29. 融資活動所產生負債之對賬

下表詳述本集團來自融資活動之負債變動，包括現金及非現金變動。融資活動所產生之負債為現金流量或未來現金流量將於本集團綜合現金流量表中分類為來自融資活動現金流量之負債。

		<b>Bank loans 銀行貸款 HK\$'000 千港元</b>	<b>Lease liabilities 租賃負債 HK\$'000 千港元</b>	<b>Total 總計 HK\$'000 千港元</b>
At 1 January 2021	於二零二一年一月一日	20,013	3,012	23,025
Non-cash changes from financing cash flows:	融資現金流量之非現金變動：			
Finance cost incurred	融資現金流量	-	78	78
Exchange realignment	匯兌調整	(1,524)	-	(1,524)
Financing cash flows		46,500	(2,349)	44,151
Operating cash flow		-	(78)	(78)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	64,989	663	65,652
Non-cash changes from financing cash flows:	融資現金流量之非現金變動：			
Recognition of right-of-use assets (note)	使用權資產之確認(附註)	-	2,130	2,130
Finance cost incurred	融資費用	-	61	61
Exchange realignment	匯兌調整	(1,551)	-	(1,551)
Financing cash flows	融資現金流量	(30,105)	(1,123)	(31,228)
Operating cash flow	營運現金流量	-	(61)	(61)
At 31 December 2022	於二零二二年十二月三十一日	33,333	1,670	35,003

Note: During the year ended 31 December 2022, the Group entered into new lease arrangements in respect of office premises. Right-of-use assets and lease liabilities of HK\$2,130,000 were recognised at the announcement of the lease.

附註：截至二零二二年十二月三十一日止年度，本集團就租用辦公室訂立租賃協議。使用權資產及租賃負債約2,130,000港元於租賃開始時確認。

## 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

### 30. RELATED PARTY TRANSACTIONS

#### Key management personnel compensation

The key management personnel compensation, represented remuneration of executive directors during the years, was as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Short-term benefits	短期福利	6,089	2,576
Post-employment benefits	離職福利	18	33
		<b>6,107</b>	<b>2,609</b>

### 30. 關連方交易

#### 主要管理人員酬金

主要管理人員酬金(即年內執行董事之薪酬)如下:

### 31. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 31. 本公司財務狀況表

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Plant and equipment	廠房及設備	-	-
Investment in a subsidiary	於一間附屬公司之投資	-	-
Amount due from a subsidiary	一間附屬公司欠款	131,199	133,074
		<b>131,199</b>	<b>133,074</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Other receivables	其他應收款項	1,402	1,405
Cash and bank balances	現金及銀行結餘	1,670	1,206
		<b>3,072</b>	<b>2,611</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Accruals and other payables	應計費用及其他應付款項	4,745	508
<b>NET CURRENT (LIABILITIES) ASSETS</b>	<b>流動(負債)資產淨值</b>	<b>(1,673)</b>	<b>2,103</b>
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>129,526</b>	<b>135,177</b>
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>		
Share capital	股本	81,804	81,804
Reserves	儲備	47,722	53,373
<b>TOTAL EQUITY</b>	<b>總權益</b>	<b>129,526</b>	<b>135,177</b>



## 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

### 31. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

- (a) As at 31 December 2022 and 2021, the investment in a subsidiary is fully impaired.

The amount due from a subsidiary is unsecured, interest-free and repayable on demand. The directors of the Company do not expect repayments from the subsidiary within the next twelve months from the end of the reporting period.

- (b) Reserves movement of the Company

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	217,761	147,694	(308,007)	57,448
Loss and total comprehensive expense for the year	虧損及年度全面開支總額	-	-	(4,075)	(4,075)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	217,761	147,694	(312,082)	53,373
Loss and total comprehensive expense for the year	虧損及年度全面開支總額	-	-	(4,015)	(4,015)
Dividends recognised as distribution	已確認之股息分配	-	-	(1,636)	(1,636)
At 31 December 2022	於二零二二年十二月三十一日	217,761	147,694	(317,733)	47,722

The contributed surplus of the Company represents the difference between the consolidated shareholders' funds of a subsidiary acquired and the nominal value of the Company's shares issued in exchange thereof.

### 31. 本公司財務狀況表 (續)

附註：

- (a) 於二零二二年及二零二一年十二月三十一日，於一間附屬公司之投資悉數減值。

一間附屬公司欠款為無抵押、免息及須按要求償還。本公司董事預期自報告期末起計未來十二個月內該附屬公司不會還款。

- (b) 本公司儲備變動

本公司之繳入盈餘乃指所購入該附屬公司之綜合股東資金與本公司用作交換而發行股份之面值之差額。

## 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

### 32. SUBSIDIARIES

Particulars of the principal subsidiaries at 31 December 2022 and 2021 are as follows:

### 32. 附屬公司

於二零二二年及二零二一年十二月三十一日，主要附屬公司詳情如下：

Name 名稱	Legal form 法律類型	Place of incorporation/ registration 註冊成立/ 登記地點	Principal place of operation 主要經營地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/註冊股本	Percentage of effective interest attributable to the Group 本集團應佔實際權益百分比		Principal activities 主營業務
					2022 二零二二年	2021 二零二一年	
Topwell Group Development Ltd 有限公司	Limited liability company 有限公司	British Virgin Islands 英屬處女群島	Hong Kong 香港	Ordinary shares US\$1,000 普通股1,000美元	100%	100%	Investment holding 投資控股
Carry Wealth Limited 近旺有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary shares HK\$4,000,000 普通股 4,000,000港元	100%	100%	Investment holding 投資控股
Hillwealth International Limited 領溢國際有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary shares HK\$1 普通股1港元	100%	100%	Garment trading and marketing in Hong Kong 於香港進行成衣貿易及市場推廣
Dragon Insight Investments Limited 穎揚投資有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary shares HK\$1 普通股1港元	100%	100%	Securities trading in Hong Kong 於香港進行證券交易
Mass Wealth Investments Limited 尚豪投資有限公司	Limited liability company 有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary shares HK\$1 普通股1港元	100%	100%	Investment holding 投資控股
鶴山恒富製衣有限公司 (Heshan Carry Wealth Garment Limited)* 鶴山恒富製衣有限公司	Limited liability company 有限公司	PRC 中華人民共和國	PRC 中華人民共和國	Ordinary shares US\$14,700,000 普通股 14,700,000美元	100%	100%	Manufacture of knit products in Mainland China 於中國大陸生產針織服裝
恒豐(深圳)投資諮詢有限公司 (Heng Feng (Shenzhen) Investment Consulting Company Limited)* 恒豐(深圳)投資諮詢有限公司	Limited liability company 有限公司	PRC 中華人民共和國	PRC 中華人民共和國	Ordinary shares RMB5,000,000 普通股人民幣 5,000,000元	100%	100%	Provision of consultation service in Mainland China 於中國大陸提供顧問服務

The Company directly holds the interest in Topwell Group Development Ltd. All other interests shown above are indirectly held by the Company.

None of the subsidiaries had any debt securities subsisting at 31 December 2022 and 2021 or at any time during the year.

\* For identification purpose only

本公司直接持有Topwell Group Development Ltd.之權益。上文所示所有其他權益均由本公司間接持有。

於二零二二年及二零二一年十二月三十一日或本年度任何時間，概無附屬公司持有任何存續債務證券。

\* 僅供識別

締造**恒**優品質

源於**豐**富人材



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