

# AUTOMATED

A Member of the Teamsun Group

## Automated Systems Holdings Limited

自動系統集團有限公司\*

(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 : 771



Hong Kong  
香港

Mainland China  
中國內地

United States  
美國

Europe  
歐洲

Taiwan  
台灣

Macau  
澳門

Thailand  
泰國

Singapore  
新加坡

Malaysia  
馬來西亞



# 2022

## ANNUAL REPORT 年報

For the year ended 31st December 2022

截至二零二二年十二月三十一日止年度

\* For identification purpose only

\* 僅供識別



## CORPORATE OVERVIEW 集團簡介

- Information Technology (IT) services provider since 1973
- Beijing Teamsun Technology Co., Ltd. (SHSE Stock Code: 600410) becomes the Company's ultimate holding company in September 2009
- Dedicated to delivering innovative, industry-specific and one-stop IT solutions and services to customers across the region with business operations in Hong Kong, Mainland China, United States, Europe, Taiwan, Macau, Thailand, Singapore and Malaysia, etc.
- 自一九七三年起提供資訊科技服務
- 北京華勝天成科技股份有限公司(上海證券交易所之股份代號: 600410)於二零零九年九月成為本公司最終控股公司
- 致力為區內客戶提供創新、行業為本及一站式資訊科技解決方案及服務, 業務遍及香港、中國內地、美國、歐洲、台灣、澳門、泰國、新加坡及馬來西亞等地

# 01 Group Performance Overview 集團業績概覽

## Summary 摘要

The Group's core businesses (namely in Hong Kong and other Asia Pacific regions) recorded a ten-year high performance, with revenue reaching **HK\$2,215.5 million, up 8.1%** compared to last year

The Group's gross profit was **HK\$257.6 million** (factoring out the government grants for wage subsidies), an increase of **HK\$26.7 million or 11.5%** compared to last year. It is primarily attributable to the growth in orders newly secured in Hong Kong and other Asia Pacific region, as compared to last year

Adjusted EBITDA of the Group's core businesses recorded **HK\$128.1 million**, an approximate **increase of 15.8%** compared to last year

The Group recorded a profit for the year of **HK\$101.6 million**, an **increase of 2,358.5%** compared to last year. The increase was primarily attributable to the increase in gains from interest in an associate for non-recurring items, and the increase in Adjusted EBITDA driven by growth in orders newly secured as compared to last year

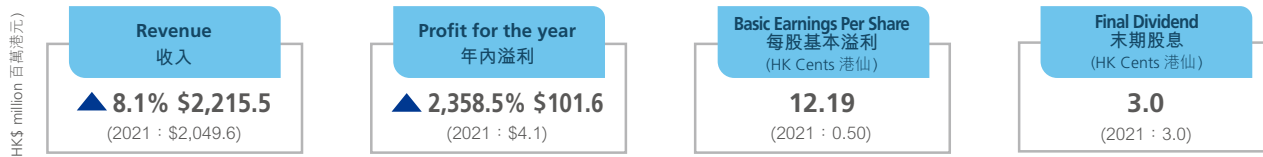
**1** 集團核心業務(即香港及其他亞太地區之業務)業績創十年新高, 收入錄得 **2,215.5 百萬港元**, 較去年增長 **8.1%**

**2** 集團業務毛利為 **257.6 百萬港元** (不考慮政府發放之工資補助), 較去年增加 **26.7 百萬港元或 11.5%**。上升的主要原因為香港及其他亞太地區之新簽訂單較去年增長

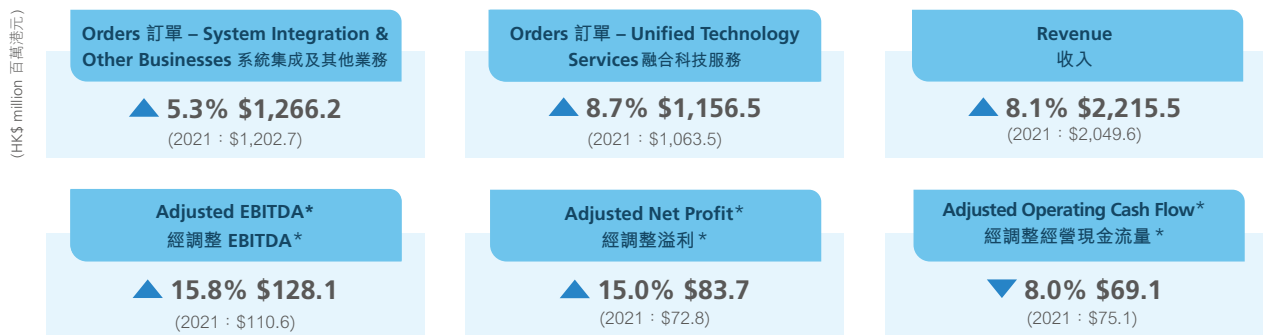
**3** 集團核心業務經調整 EBITDA 錄得 **128.1 百萬港元**, 較去年增長約 **15.8%**

**4** 集團年內溢利為 **101.6 百萬港元**, 較去年上升 **2,358.5%**。該增長主要是由於非常規項目之聯營公司收益增長, 以及新簽訂單較去年增加下帶動經調整 EBITDA 錄得增長

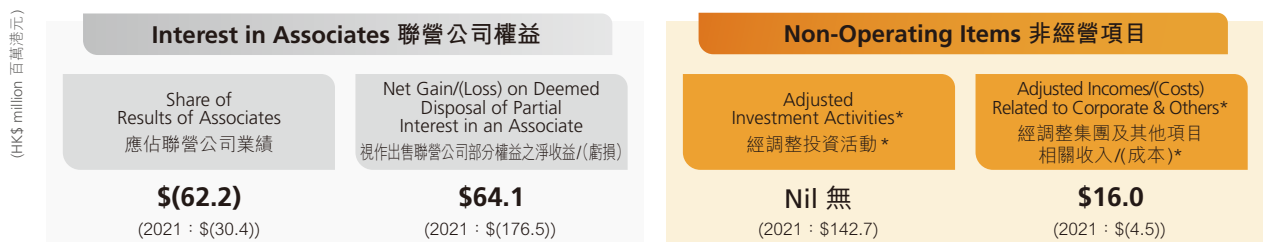
## Group Consolidated Financial Result 集團綜合財務業績



## Core Business 核心業務



## Interest in Associates & Non-Operating Items 聯營公司權益及非經營項目



### Innovative Solutions Business 創新行業解決方案業務

Application Development 應用程序開發 - Enhance Customer Experience with Innovative Applications (Dev) 利用創新應用程式提升客戶體驗

#### Win Cases

- Government: Increased its **service orders to more than half of the total**
- Healthcare: Continued to **support the government's fight against the pandemic** and help to **improve the quality of medical services**
- FSI: Assisted **an independent statutory body** to achieve full digitalization of its license application

#### Key Developments

- Expanded the **Offshore Delivery Excellence Centers' workforce by more than 70%** than last year
- Successfully **maintained a stable delivery capability**

#### 成功案例

- 政府：服務收入提升至訂單總額一半以上
- 醫療：持續支援政府抗疫工作及協助提升醫療服務質素
- 金融業：為一獨立法定機構實現牌照申請全面數碼化

#### 重點項目

- 海外卓越交付中心(ODEC)的員工人數較去年同期增長超過七成
- 成功維持穩定的交付能力

### Intelligent Cybersecurity Services Business 智能網絡安全服務業務

Cybersecurity 網絡安全 - Protect your Assets with Intelligent Security Technology (Sec) 運用智能安全技術保護您的資產

#### Win Cases

- Education: Provision of **IoT cybersecurity solutions** for a university
- Healthcare: **Set up network** for a new hospital
- FSI: Provision of **new managed security services** and **Security Operation Center (SOC)** services under the hybrid cloud environment for a leading fintech company

#### Key Developments

- Continued to provide **multinational network security managed services with high technical thresholds**
- **Set up the third SOC** outside Hong Kong and Macau

#### 成功案例

- 教育：為一大學提供 **IoT 網絡安全方案**
- 醫療：為新醫院 **建設網絡**
- 金融業：為一金融科技公司提供於 **混合雲環境上之新型管理安全服務及資訊安全營運中心 (SOC) 服務**

#### 重點項目

- 持續提供具 **高技術門檻之跨國網絡安全管理服務**
- 於香港及澳門以外 **設立第三個資訊安全營運中心 (SOC)**

### Integrated Managed Services Business 資訊科技集成管理服務業務

Omni-channel Managed Services 全渠道管理服務 - Simplify your IT Operations to Increase Efficiency (Ops) 簡化您的 IT 營運以提高效率

#### Win Cases

- Government: **Provided IT support** swiftly to the Hong Kong Government in fighting against the pandemic
- Aviation: Successfully forayed into the market with its first order secured through providing ITSM with a **cloud-based environment management system**
- FSI: Received the first order in the provision of **application managed services**

#### Key Developments

- Introduced **automation services** to enable customers to access **more convenient and interactive ITSM services**
- Completed **service desk services** for uninterrupted business operations

#### 成功案例

- 政府：迅速為香港府抗疫工作 **提供資訊科技支援**
- 航空業：成功進入以 **雲環境管理系統** 提供 ITSM 服務的市場並取得首個訂單
- 金融業：首獲 **應用程式管理服務** 之訂單

#### 重點項目

- 推出 **自動化服務**，使客戶可獲 **更便捷互動的 ITSM 服務**
- 完成業務不間斷運作之 **服務台服務**



Dev



Sec



Ops

# 03

## Industry Focus, PAAS Model Drives DevSecOps Service Integration Enhancement of "as-a-Service"

聚焦行業以 PAAS 模式驅動 DevSecOps 服務集成  
優化即服務「as-a-Service」

Platform-Driven One-Stop Managed Services 平台化一站式管理服務  
Unified Operation Center 綜合營運中心 (UOC)



# FINASTRA

Partnered with leading  
global financial technology provider

夥拍全球著名金融科技供應商



Jointly promoted open banking solution  
聯合推動開放銀行解決方案



Strategic breakthrough into financial sector  
於金融領域取得戰略性的突破

Promoted ASL's DevSecOps service capability and  
professional knowledge in the financial sector

推廣集團在金融行業的  
DevSecOps 服務能力及專業知識



## Continuous Enhancement of Cloud-based as-a-Service

持續優化雲端即服務

Launched LearnIoT.aaS (IoT Learning as-a-Service) and VEvent.aaS (Virtual Event Management as-a-Service)

推出物聯網教學課程 (LearnIoT.aaS) 和虛擬活動管理 (VEvent.aaS)



ASL | MARKETPLACE  
A Member of the ASL Group | Powered by SOLUTION CENTER

**Customer Experience**  
客戶體驗

Virtual Event Management  
虛擬活動管理

**VEvent.aaS**

**STEM Learning**  
STEM 學習

IoT Learning  
物聯網教學課程

**LearnIoT.aaS**

For more details, please visit 如欲了解更多，請瀏覽

<https://marketplace.asl.com.hk/>

## Industry Awards

屢獲殊榮

“10 Best IT Solution Providers of 2022”

「2022 年度十大最佳 IT 解決方案供應商」

The unique competitiveness of DevSecOps services has been recognized

DevSecOps 服務的  
獨有競爭力備受認可



“Greater Bay Area Corporate – Outstanding Awards”

「大灣區企業 – 傑出獎」



Contribution to the economic and trade development of the Greater Bay Area has been recognized

大灣區經貿發展之貢獻  
備受肯定

### An Associate with business in Europe and the U.S. 歐美聯營公司 Grid Dynamics Holdings, Inc. ("GDH")

(HK\$ million, USD/HKD exchange rate of 7.85 is used for conversion 百萬港元，以每 1 美元兌 7.85 港元換算)

Revenue  
收入

▲ 48.0%  
\$2,431.8

Non-GAAP EBITDA  
非通用會計準則 EBITDA

▲ 49.9%  
\$456.9

Non-GAAP Net Income  
非通用會計準則溢利

▲ 52.6%  
\$287.5

#### Business Developments

- Total revenue was US\$310.5 million (equivalent to approximately HK\$2,431.8 million), up 48.0% YoY, and **nearly triple** since 2020
- The number of new corporate customers **reached a new record high** in the fourth quarter
- Progressively build and expand offshore delivery resources in **India, Mexico and Poland** to support business development
- Continued to receive orders from major customers: **Apple, Nike, AEO, Google**, etc
- Amounts stated were extracted from Form 10-K for the year ended 31st December 2022 of GDH published on U.S. Securities and Exchange Commission website

#### 業務發展

- 總收入為 310.5 百萬美元 (相當於約 2,431.8 百萬港元)，同比增長 48.0%，較二零二零年 **增長接近 3 倍**
- 新增企業客戶數量為第四季 **歷來新高之一**
- 繼續擴充位於 **印度、墨西哥和波蘭** 的離岸交付資源，以支持業務發展
- 繼續接獲主要客戶訂單，包括 **Apple、Nike、AEO、Google** 等
- 數據乃摘自 GDH 刊載於美國證券交易委員會網頁之截至二零二二年十二月三十一日年度止之表格 10-K

### One of the Major Associates in Asia Pacific 主要亞太聯營公司之一 i-Sprint Holdings Limited ("i-Sprint")

(HK\$ million, SGD/HKD exchange rate of 5.68 is used for conversion 百萬港元，以每 1 新加坡元兌 5.68 港元換算)

Revenue  
收入

▼ 3.4%  
\$115.4

EBITDA

▲ 23.6%  
\$24.6

Net Profit  
溢利

▼ 86.2%  
\$0.3

#### Business Developments

- New customers in the second half of the year **increased by approximately 30%** compared to the first half
- The number of the returning customer was **almost doubled** from last year
- Launched **AR code** (anti-counterfeiting and copy-preventing QR code) and obtained patents in several countries

#### 業務發展

- 下半年新增客戶較上半年 **上升約 30%**
- 回頭客與去年總數相比 **約增加一倍**
- 發佈了其防偽防複製的二維碼 – **AR 碼** 成功於多個國家獲取專利



- Seize the opportunities in the post-pandemic era and expand the Group's business
- Continue to promote industry-specific and high-value added DevSecOps professional services, strengthening its market position as a Unified Technology Services Provider
- Accelerate platform-driven DevSecOps services
- Focus on the industries in which the Group has competitive edges so as to increase market coverage
- Continue to optimize the partner ecosystem and support the dual-line development of suppliers from mainland China and the rest of the world
- Adjust the Group's resources and expand regional talent pool
- Enhance self-branded ASL Marketplace cloud-native as-a-Service
- Closely monitor the opportunities brought by the HKSAR Government's initiatives in the "Hong Kong Innovation and Technology Development Blueprint"
- Act as a bridge in the Greater Bay Area to seize business opportunities
- 50th Anniversary marks a new milestone
- 把握後疫情時代的機遇，拓展集團業務
- 持續推動以行業為導向的 DevSecOps 高增值專業資訊科技服務，強化融合科技服務供應商之市場地位
- 加速平台化 DevSecOps 服務
- 重點發展集團具優勢行業以提升市場覆蓋率
- 持續優化夥伴生態圈及支持國內及國外品牌供應雙線發展
- 調整集團資源並擴大區域性人才庫
- 豐富自家品牌 ASL Marketplace 雲原生即服務
- 密切留意香港特區政府於「香港創新科技發展藍圖」對集團帶來之機遇
- 鞏固大灣區內的橋樑角色以抓緊商機
- 成立五十周年，邁向新里程

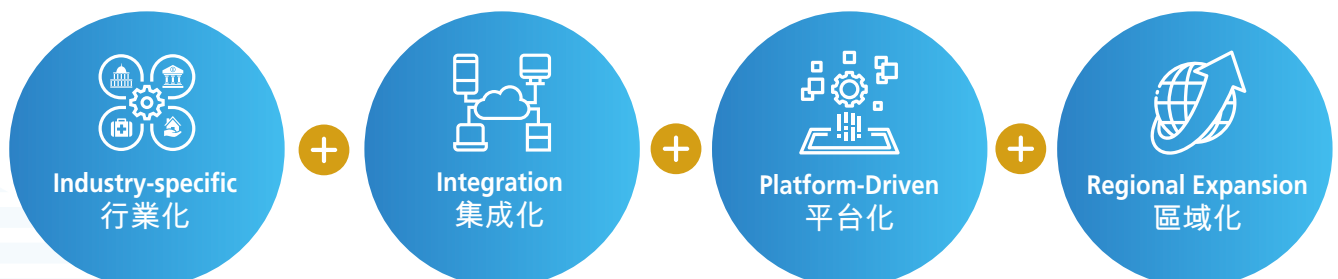


## Strive to be a Professional and Trustworthy Unified Technology Services Partner

To integrate various technologies and products using our rich industry domain knowledge and provide it in platform-driven basis so as to fit customer application scenarios; to use regional layout for market expansion adhering to the footsteps of customer's business growth

### 致力成為專業可靠的融合科技服務夥伴

利用豐富的行業化知識背景基礎來集成及平台化各類技術或產品，貼合客戶之應用場景，區域化佈局以擴展市場空間並配合客戶的業務範圍延伸





**Adjusted EBITDA:** Adjusted Earnings Before Interest, Taxes, Depreciation, and Amortisation (Adjusted EBITDA) is calculated based on profit for the year excluding interest income and expenses, tax, depreciation and amortisation, fair value change on investment properties, equity-settled share-based payments expense, government grants, share of results of associates, gain on disposal of partial interest in an associate, gain on additional interest in an associate, net (gain) / loss on deemed disposal of partial interest in an associate and one-off professional fees.

**Adjusted Net Profit:** Adjusted Net Profit is calculated based on Adjusted EBITDA adding back depreciation and amortisation and income tax expense and tax adjustments from the gain on disposal of the partial interest in an associate (except for the tax effect of a subsidiary's interest income not related to the core business).

**Adjusted Operating Cash Flow:** Operating cash flow of core business is calculated based on net cash from operating activities of the Group excluding tax paid in relation to disposal of the partial interest in an associate, overseas withholding tax and government grants.

**Adjusted Investment Activities:** Mainly represent the gain on disposal of partial interest in an associate, gain on additional interest in an associate, related professional fees, tax impact related to investment and overseas withholding tax.

**Adjusted Incomes/(Costs) Related to Corporate and Others:** Mainly represent the fair value change on investment properties, equity-settled share-based payments expense, government grants, tax adjustments from the gain on disposal of the partial interest in an associate and finance costs and income, the one-off professional fees are excluded and disclosed as Adjusted Investment Activities.

**System Integration & Other Businesses:** Being the business of information technology in supplying of information technology and associated products carried out by the Group, and Professional Service carried out by subsidiaries, other than Automated Systems (H.K.) Limited.

**Unified Technology Service:** Being the business of information technology in providing systems integration, software and consulting services, engineering support for products and solutions and managed services carried out by a subsidiary, Automated Systems (H.K.) Limited.

\*: The information is not a measure required by or presented in accordance with Hong Kong Financial Reporting Standards ("HKFRS"). The use of this non-HKFRS measure has limitations as an analytical tool, and you should not consider it in isolation from, or as a substitute for analysis of, our results or operations or financial condition as reported under HKFRS.

**經調整EBITDA：**經調整除息稅、折舊及攤銷前利潤金額(經調整EBITDA)乃基於年內溢利扣除利息收入及開支、稅項、折舊及攤銷、投資物業之公允價值變動、有關購股權的以股份為基礎支付開支、政府補助、應佔聯營公司業績、出售聯營公司部分權益之收益、聯營公司額外權益產生之收益、視作出售聯營公司部分權益之淨(收益)／虧損及一次性專業費用計算。

**經調整溢利：**經調整溢利之金額乃基於經調整 EBITDA 加回折舊及攤銷、所得稅費用及出售聯營公司部分權益之稅務調整(除一子公司與核心業務非相關之利息收入之稅務影響)。

**經調整經營現金流量：**核心業務之經營現金流量乃基於本集團經營業務現金之現金收入淨額扣除與出售聯營公司部分權益相關之已付稅項、海外預扣稅及政府補助。

**經調整投資活動：**主要為出售聯營公司部分權益之收益、聯營公司額外權益產生之收益、相關專業費用、與投資相關之稅務影響及海外預扣稅。

**經調整集團及其他項目相關收入／(成本)：**主要為有關投資物業之公允價值變動、購股權的以股份為基礎支付開支、政府補助、出售聯營公司部分權益之稅務調整及財務成本及收入，一次性專業費用不包括於此項目並以經調整投資活動披露。

**系統集成及其他業務：**即本集團供應資訊科技產品及相關產品之資訊科技業務及由子公司自動系統(香港)有限公司以外其他子公司提供之專業服務。

**融合科技服務：**即由子公司自動系統(香港)有限公司提供系統集成、軟件及顧問服務、產品及解決方案之工程支援及管理服務之資訊科技業務。

\*: 資料並非為根據香港財務報告準則(「香港財務報告準則」)規定的計量或並非根據香港財務報告準則呈列。使用該非香港財務報告準則計量作為分析工具存在局限性，而閣下不應將有關計量視為獨立於我們根據香港財務報告準則所呈報的業績或財務狀況或將其視作可用於分析有關業績或財務狀況的替代工具。

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*Note: This annual report was prepared in both Chinese and English versions.  
Where there is discrepancy between the Chinese and English versions, the  
English version shall prevail.*

*附註：本年報以中英文編制。倘中英文版本有任何歧義，概以英文版本為準。*

# Quality Policy of ASL

## 自動系統的優質承諾

We are committed to be the excellent IT services partner by providing customers innovative, quality and integrated one-stop IT services and solutions. We aim at satisfying our customers' business needs through forging strategic alliance with our business partners and the core values of the Group – "SPACT":

### "S" – Strive for Excellence

Perform work with best effort and the highest standard. Always looking for ways to make further improvement.

### "P" – Problem Solving

Solve problem with effective solutions in a timely manner and be able to identify the core of the problems and provide workable solutions in an honest manner.

### "A" – Accountable

Be accountable for one's area of responsibilities whilst working towards the goal of the company, be responsible for managing and following up with the work until complete success.

### "C" – Courage

To change and innovate – respond timely to change and to enable the company to become efficient and competitive. Eager to invent new ideas and new ways of work to advance in a leading position.

### "T" – Teamwork

Work as part of the team, co-operate and contribute to team effort and success. Willing to offer help, share ideas and knowledge.

我們矢志成為最優秀的資訊科技服務夥伴，為客戶提供創新、優質及一站式的綜合資訊科技服務及解決方案。我們透過建立策略性聯盟和本集團的核心價值，致力滿足客戶的業務需要。

**力求卓越** – 以最大的努力和最高的標準完成工作，力求不斷進步。

**解決問題** – 以有效的方法及時解決問題，能夠洞悉問題癥結所在，以誠實的態度提供確切可行的解決方案。

**克盡己任** – 在個人的職責範圍內克盡己任，為本公司的目標而努力和負責，管理和跟進工作至圓滿成功。

**智勇俱備** – 勇於求變及創新 – 能迅速應變以提升本公司效率和競爭力。追求創意，尋求全新的工作方式，以提升領先地位。

**群策群力** – 視己為團隊的一份子，與隊員互相合作，貢獻所長，發揮團隊精神以達至成功。樂意給予同僚協助、提供建議和分享知識。



## Automated Systems Holdings Limited and Guangzhou Automated Systems Limited

自動系統集團有限公司及廣州澳圖美德信息科技有限公司



Capability Maturity Model Integration for Development (CMMI)  
Version 2.0 without SAM -Maturity Level 5 –DEV  
Software Development and Support Service Organization  
軟件開發及支援服務組織

## Automated Systems (H.K.) Limited

自動系統(香港)有限公司



ISO 9001 : 2015  
Certificate No.: CC 1505  
Service Delivery  
服務交付



ISO 9001 : 2015  
Certificate No.: CC 5337  
Sales Operation Division  
銷售運作部



ISO/IEC 20000-1:2018  
Certificate No.: CC5406  
IT Service Center  
Security Operation Center  
資訊科技服務中心  
資訊安全營運中心



ISO/IEC 27001:2013  
Certificate No.: HK12/00068  
Security Operation Center  
資訊安全營運中心



ISO 9001 : 2015  
Certificate No.: CC 3268  
Service Delivery  
服務交付

## ELM Computer Technologies Limited

榆林電腦科技有限公司

# Customer Service Excellence with Sustainability

## 致力可持續發展，力臻優質客戶服務

ASL is committed to creating value for shareholders, customers, employees, and the wider community in the longer term. We have demonstrated resilience amid COVID-19, sustaining operational excellence and continuing our commitment to caring for our employees, environment and society.

自動系統致力於為股東、客戶、員工及社會創造長期價值。於COVID-19疫情期間，我們展現堅毅不屈的精神，維持卓越營運，持續致力關懷員工、環境及社會。



In order to set the stage for a series of celebrations in 2023, ASL organized its first 50th anniversary celebration event successfully  
自動系統成功舉辦首個50週年慶祝活動，以迎接二零二三年一系列慶典活動



Team building event that included motivating and fun-filled activities, such as war game, BBQ, and interactive discussion panels

充滿啟發性及樂趣的團隊建設活動，當中包括射擊競技遊戲、燒烤及互動的小組討論



Organized a graduation ceremony to congratulate ASL talents for their completion of the "ASL 2020 Intake Graduate Trainee Program"

舉辦畢業典禮以祝賀自動系統人才完成「2020年度畢業培訓生計劃」



For the third consecutive year, ASL sponsored and was invited as a judging panelist for the final of the "CoolThink@JC Competition 2022"

自動系統連續三年贊助「全港小學生運算思維比賽2022」，並獲邀擔任總決賽評審



Team Building Activity of Offshore Delivery Excellence Center in Mainland China

中國內地海外卓越交付中心之建立團隊合作精神活動



Hosted an indoor war game in which teams were encouraged to foster corporate team spirit

舉辦了一場室內戰爭遊戲，鼓勵團隊培養企業團隊精神



Management team was invited to provide interactive training programs on service standard and soft skills for talent development

管理層團隊獲邀就服務標準及軟技能等題材提供互動式培訓計劃以培育人才

# Corporate Information 公司資料

## EXECUTIVE DIRECTORS

WANG Weihang (*Chairman*)  
WANG Yueou (*Chief Executive Officer*)

## NON-EXECUTIVE DIRECTOR

CUI Yong

## INDEPENDENT NON-EXECUTIVE DIRECTORS

PAN Xinrong  
DENG Jianxin  
OR Siu Ching, Rerina

## AUDIT COMMITTEE

DENG Jianxin (*Chairman*)  
PAN Xinrong  
OR Siu Ching, Rerina

## REMUNERATION COMMITTEE

PAN Xinrong (*Chairman*)  
DENG Jianxin  
OR Siu Ching, Rerina

## NOMINATION COMMITTEE

WANG Weihang (*Chairman*)  
PAN Xinrong  
DENG Jianxin

## MANAGEMENT COMMITTEE

WANG Yueou (*Chairman*)  
WANG Weihang  
CUI Yong

## INVESTMENT COMMITTEE

WANG Weihang (*Chairman*)  
WANG Yueou  
PAN Xinrong  
DENG Jianxin

## JOINT COMPANY SECRETARIES

NGAN Wai Hing  
LAU Nga Ting

## 執行董事

王維航(主席)  
王粵鷗(行政總裁)

## 非執行董事

崔勇

## 獨立非執行董事

潘欣榮  
鄧建新  
柯小菁

## 審核委員會

鄧建新(主席)  
潘欣榮  
柯小菁

## 薪酬委員會

潘欣榮(主席)  
鄧建新  
柯小菁

## 提名委員會

王維航(主席)  
潘欣榮  
鄧建新

## 管理委員會

王粵鷗(主席)  
王維航  
崔勇

## 投資委員會

王維航(主席)  
王粵鷗  
潘欣榮  
鄧建新

## 聯席公司秘書

顏偉興  
劉雅婷

## PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
Hang Seng Bank Limited

## SOLICITORS

Jones Day  
Woo Kwan Lee & Lo

## AUDITOR

Grant Thornton Hong Kong Limited  
*Certified Public Accountants*  
Registered Public Interest Entity Auditors

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Management (Bermuda) Limited  
Victoria Place, 5th Floor,  
31 Victoria Street,  
Hamilton HM 10, Bermuda

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

## SHARE LISTING

The Stock Exchange of Hong Kong Limited  
Stock Code: 771

## REGISTERED OFFICE

Victoria Place, 5th Floor,  
31 Victoria Street,  
Hamilton HM 10, Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

15th Floor, Topsail Plaza,  
11 On Sum Street,  
Shatin, New Territories,  
Hong Kong

## 主要來往銀行

香港上海滙豐銀行有限公司  
恒生銀行有限公司

## 律師

眾達國際法律事務所  
胡關李羅律師行

## 核數師

致同(香港)會計師事務所有限公司  
*執業會計師*  
註冊公眾利益實體核數師

## 主要股份過戶登記處

Ocorian Management (Bermuda) Limited  
Victoria Place, 5th Floor,  
31 Victoria Street,  
Hamilton HM 10, Bermuda

## 香港股份過戶登記分處

卓佳登捷時有限公司  
香港夏愨道16號  
遠東金融中心17樓

## 股份上市

香港聯合交易所有限公司  
股份代號：771

## 註冊辦事處

Victoria Place, 5th Floor,  
31 Victoria Street,  
Hamilton HM 10, Bermuda

## 總辦事處及主要營業地點

香港  
新界沙田  
安心街11號  
華順廣場15樓

# Financial Calendar

## 財務日誌

### RESULTS ANNOUNCEMENT

#### 業績公告

08/2022

#### INTERIM

(for the six months ended 30th June 2022)

**24th August 2022**

#### 中期

(截至二零二二年六月三十日止六個月)

二零二二年八月二十四日

03/2023

#### ANNUAL

(for the year ended 31st December 2022)

**29th March 2023**

#### 年度

(截至二零二二年十二月三十一日止年度)

二零二三年三月二十九日

### DIVIDEND

#### 股息

06/2023

#### Proposed final dividend

(3.0 HK cents per share)

**21st June 2023**

#### 建議末期股息

(每股3.0港仙)

二零二三年六月二十一日

### CLOSURE OF REGISTER OF MEMBERS

#### 暫停辦理股份過戶登記

05/2023

19th May 2023 to 24th May 2023

二零二三年五月十九日至二零二三年五月二十四日

06/2023

2nd June 2023 to 7th June 2023

二零二三年六月二日至二零二三年六月七日

### ANNUAL GENERAL MEETING

#### 股東週年大會

05/2023

24th May 2023

二零二三年五月二十四日



### RESULTS

#### 業績

		For the year ended 31st 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
<b>From continuing and discontinued operations</b>	<b>來自持續經營及終止經營業務</b>					
Revenue	收入	<b>2,215,486</b>	2,049,620	2,155,459	2,828,773	2,344,457
Profit before income tax	除所得稅前溢利	<b>119,386</b>	29,909	1,143,206	139,381	127,335
Income tax expense	所得稅開支	<b>(17,801)</b>	(25,777)	(287,064)	(39,073)	(43,002)
Profit for the year	年內溢利	<b>101,585</b>	4,132	856,142	100,308	84,333
(Loss)/Profit for the year attributable to non-controlling interests	非控股權益應佔年內(虧損)/溢利	-	-	(156)	7,032	-
Profit for the year attributable to equity holders of the Company	本公司股本持有人應佔年內溢利	<b>101,585</b>	4,132	856,298	93,276	84,333

### ASSETS AND LIABILITIES

#### 資產及負債

		At 31st December 於十二月三十一日				
		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>3,032,283</b>	2,886,677	3,247,997	2,798,592	2,381,032
Total liabilities	總負債	<b>972,464</b>	896,352	1,054,204	1,345,810	1,168,155
Equity attributable to equity holders of the Company	本公司股本持有人應佔權益	<b>2,059,819</b>	1,990,325	2,193,793	1,405,272	1,212,877

# Chairman's Statement

## 主席報告



The Group will continue to optimize the partner ecosystem, support the dual-line development of our suppliers from Mainland China and the rest of the world, capture opportunities in the Greater Bay Area so as to expand the Group's business.

集團將持續優化夥伴生態圈，支持進行國內及國外品牌供應雙線發展，把握大灣區之機遇，以拓展集團業務。

**Mr. WANG Weihang**  
Chairman  
王維航  
主席

On behalf of the Board of Directors (the "Board"), I am pleased to present to the shareholders the annual report of Automated Systems Holdings Limited (the "Company") and its subsidiaries (collectively "ASL" or the "Group").

In 2022, many parts of the world are gradually returning to normal from COVID-19 pandemic, but external turbulence still poses a threat to the market. Despite this, the Group capitalized on the business opportunities brought about by the pandemic, with the business recording a stable performance, sustaining growth momentum and achieving the best performance in the past decade. The Group's total revenue in 2022 increased by 8.1% to HK\$2,215.5 million. The Group recorded a profit for the year attributable to the Company's equity holders of HK\$101.6 million, representing an increase of 2,358.5% over last year's HK\$4.1million. The increase was primarily attributable to the increase in gains from interest in an associate for non-recurring items and increase in Adjusted EBITDA driven by growth in orders newly secured as compared to last year. The Group's financial position remained healthy, with net cash of approximately HK\$547.6 million. The Board has resolved to recommend the payment of a final dividend of 3.0HK cents per share.

本人謹代表董事會(「董事會」)向股東發表自動系統集團有限公司(「本公司」)及其附屬公司(統稱「自動系統」或「本集團」)年報。

二零二二年全球多地從COVID-19疫情(「疫情」)中逐步趨向復常，惟外在環境的變化對市場仍構成威脅。儘管如此，本集團捉緊疫情帶來的商機，業務穩中向好，更創下近十年來最好的成績。本集團二零二二年度之總收入按年增長8.1%至2,215.5百萬港元。本集團所錄得之本公司股本持有人應佔年內溢利為101.6百萬港元，較去年4.1百萬港元增長2,358.5%。該增長主要是由於因非常規項目之聯營公司收益增長及新簽訂單較去年增加下帶動經調整EBITDA之增長。本集團的財務狀況維持穩健，本集團的現金淨額約為547.6百萬港元。董事會已議決建議派付末期股息每股3.0港仙。

The Group's overall revenue growth was driven by an increase in orders newly secured in Hong Kong and other Asia Pacific regions as compared to last year. ASL's three core businesses – Innovative Solutions (Application Development, Dev), Intelligent Cybersecurity Services (Cybersecurity, Sec) and Integrated Managed Services (Omni-channel Managed Services, Ops) — all achieved growth in its service revenue when compared with last year. Growth in orders from the public and private sectors was outstanding, and the growth of service orders newly secured from the Intelligent Cybersecurity Services business was particularly prominent.

The pandemic has led to a significant increase in demand for one-stop managed services as the enterprise embraces digital transformation, boosting the growth of the Group's DevSecOps, integrated IT services. The Group had integrated the overall service delivery with the Unified Operation Center (UOC) and the Security Operation Center *Plus* (SOC+), and continued to promote platform-driven services, so as to help customers accelerate digital transformation deployment.

In the past year, the Group has successfully tapped into the high-valued application maintenance services market by integrating its unified technology services, enhancing the quality of delivery, and remaining steadfast in driving DevSecOps services throughout the entire customer's IT lifecycle. ASL Marketplace, our self-branded cloud-based comprehensive online platform, which has been launched for a year, is committed to optimizing multiple cloud-based as-a-Service covering DevSecOps. During the year, we have launched two new products, LearnIoT.aaS (IoT Learning as-a-Service) and VEvent.aaS (Virtual Event Management as-a-Service).

The Group is dedicated to delivering high-quality services and solutions to our customers. This year, our software development capabilities were certified at CMMI at Maturity Level 5. CMMI is a worldwide model to evaluate the maturity of the enterprise's software development capability, and Level 5 is the highest accreditation of this evaluation model. In addition, the Group has been partnering with various IT technology providers from mainland China and the rest of the world to offer diversified IT services. During the year, we received a number of the most outstanding partner

本集團於香港及其他亞太地區之新簽訂單較去年增加，帶動本集團整體收入增長。自動系統的三項核心業務 — 創新行業解決方案(應用程序開發 Application Development, Dev)、智能網絡安全服務(網絡安全 Cybersecurity, Sec)和資訊科技集成管理服務(全渠道管理服務 Omni-channel Managed Services, Ops)之服務收入與去年相比均錄得增長，而來自公營及私營機構的訂單表現亮麗，其中以智能網絡安全服務業務於獲取新簽服務訂單方面的增長尤其突出。

疫情促使各企業實行數碼轉型，一站式管理服務需求因而大增，帶動集團的DevSecOps綜合資訊科技服務增長。本集團將整體服務交付與綜合營運中心(Unified Operation Center, UOC)和資訊安全營運中心(Security Operation Center *Plus*, SOC+)結合，並持續推動服務平台化，助客戶加快數碼轉型進程。

過去一年，集團融匯自身的融合科技服務，提升交付質素，致力推動貫穿整個客戶IT生命週期所需之DevSecOps服務，成功開拓較高價值的應用程式維護服務類別市場。自家品牌「ASL Marketplace」雲端綜合網上平台已面世一周年，致力優化多項涵蓋DevSecOps的雲端「即服務」(as-a-Service)，年內更已推出物聯網教學課程(LearnIoT.aaS)和虛擬活動管理(VEvent.aaS)的兩項新產品。

集團矢志為客戶提供優質的服務及解決方案，我們的軟件開發能力更於本年度通過國際用於評價企業軟件開發能力成熟度的CMMI Level 5 — 最高第5級別國際認證。此外，集團一直夥拍多個國內及國外的IT技術供應商，提供多元化IT服務。年內，我們獲得多項由國內外業界合作夥伴頒發的最傑出夥伴獎，殊榮涵蓋網絡安全、管理、銷售及服務能力等不同範疇。除

## Chairman's Statement 主席報告

awards from afore-mentioned partners in recognition of our excellent performances in various scopes, including network security, management, sales and services. In addition to our outstanding performance in collaborating with partners, the Group was also recognized as the "10 Best IT Solution Providers of 2022" by a renowned magazine and received the "Greater Bay Area Corporate — Outstanding Award" in the "2022 Standard Chartered Corporate Achievement Awards" organized by Standard Chartered and co-organized by Hong Kong Economic Journal.

As a leading unified technology service provider and corporate citizen in the Greater Bay Area, the Group has been devoted to giving back to society through innovative technology. During the year, the Group received numerous orders from the government regarding public health, supporting the development of public health and the fight against the pandemic, fulfilling its corporate responsibilities. ASL has been accredited as the Caring Company for the 13th consecutive years. In addition, the Group attaches great importance to the personal development, physical and mental health of its staff. To create a pleasant workplace environment, the Group offered various team building and recreational activities, and training courses for employees in different regions.

Grid Dynamics Holdings, Inc. ("GDH"), an associate of the Company with business in Europe and the U.S., has successfully withstood the impact of the Russia-Ukraine war by relocating part of its delivery resources. GDH recorded a total revenue for the year amounted to US\$310.5 million (equivalent to approximately HK\$2,431.8 million) and the non-GAAP EBITDA for the year was US\$58.2 million (equivalent to approximately HK\$456.9 million), according to Form 10-K for the year ended 31st December 2022 of GDH published on the U.S. Securities and Exchange Commission website. GDH expanded rapidly this year and established its first engineering center in India, which has helped to attract more talents and enrich its services and strengthen its customers' confidence in their business. The business of i-Sprint Holdings Limited and its subsidiaries ("i-Sprint"), one of the major associates in Asia Pacific, recorded a revenue of HK\$115.4 million. The AR code released by i-Sprint has been patented and its products have won numerous industry awards, and well recognized in the market.

了與夥伴合作表現卓越，本集團亦於年內榮獲由著名雜誌頒發的「2022年度十大最佳IT解決方案供應商」及由渣打銀行主辦、《信報財經新聞》協辦的「渣打企業成就大獎2022」之「大灣區企業 — 傑出獎」。

本集團作為大灣區內領先的融合科技供應商和企業公民，我們致力以創新科技回饋社會。年內，本集團承接了不少政府於公共衛生領域的訂單，支持公共衛生發展及抗疫工作，履行企業責任，更連續第十三年獲認可為商界展關懷機構。此外，集團十分重視員工的發展及身心健康，舉辦了各種團隊建設活動、康樂活動及訓練課程供各地員工參與，以締造愉快工作環境。

歐美聯營公司Grid Dynamics Holdings, Inc. (「GDH」) 於本年將部分交付資源轉移，並成功應對了俄烏戰爭所帶來的衝擊。GDH全年總收入達310.5百萬美元(相當於約2,431.8百萬港元)，而全年非通用會計準則的EBITDA為58.2百萬美元(相當於約456.9百萬港元)，此乃根據GDH刊載於美國證券交易委員會網頁之截至二零二二年十二月三十一日止年度之10-K表格。本年度GDH的業務拓展迅速，並於印度開設了第一個工程中心，有助吸納更多人才及豐富服務內容，加強客戶對其業務的信心。主要亞太聯營公司之一的i-Sprint Holdings Limited及其附屬公司(「i-Sprint」)期內收入錄得115.4百萬港元。i-Sprint發佈的AR代碼成功獲取專利，其產品亦相繼獲得眾多行業獎項，備受市場認可。

Looking ahead, the Group will continue to optimize the partner ecosystem, actively introduce more industry-specific solutions, promote high value-added, industry-oriented DevSecOps professional IT services, and support the dual-line development of our suppliers from mainland China and the rest of the world. We will also leverage Hong Kong's role as a bridge and capture opportunities in the Greater Bay Area. In the future, we will deeply cultivate the Group's focused industries through the provision of its one-stop managed services and platform-driven DevSecOps services. The Group will adjust its resources to overcome the challenges posed by uncertainties, while investing in the expansion of the regional talent pool and also supporting sustainable development in society. As the Group celebrates its 50th anniversary in 2023, we will continue to expand the Group's business and strive to become a leading unified technology service provider in the region by adhering to our customer-centric mission.

Despite the uncertainties in the market and economic outlook in 2022, the Group still managed to ride out the storm and achieve a record high performance of its core businesses in the past decade due to the efforts of the management and staff. On behalf of the Board, I would like to express our appreciation to our valued customers, business partners, and shareholders for their support to the Group during the year. Finally, I would like to extend my sincere gratitude to all the directors for their dedicated service and support.

**Wang Weihang**

*Chairman*

Hong Kong, 29th March 2023

展望未來，本集團將持續優化夥伴生態圈，積極引入更多行業化解決方案，繼續推動以行業為導向的DevSecOps高增值專業資訊科技服務，支持進行國內及國外品牌供應雙線發展。我們亦會充分利用香港橋樑的角色，把握在大灣區之機遇。未來本集團將透過提供一站式管理服務，以及平台化DevSecOps服務，深耕集團的核心行業。本集團將調整資源，以克服不明朗因素所帶來的挑戰，同時亦會投放更多資源擴大區域性人才庫，以及支持社會的可持續發展工作。二零二三年為集團成立五十周年之里程碑，我們將堅持以客戶為中心的宗旨，繼續拓展集團業務，成為區內領先的融合科技供應商。

儘管二零二二年市場及經濟前景不明，但本集團仍能乘風破浪，核心業務業績更創下近十年新高，有賴管理層及全體員工於年內之努力。本人謹代表董事會感謝我們尊貴的客戶、業務夥伴及股東於年內對本集團的支持。最後，本人謹向各董事同袍的竭誠服務及支持致以衷心謝意。

**王維航**

*主席*

香港，二零二三年三月二十九日

# Chief Executive Officer's Statement

## 行政總裁報告



The Group will continue to promote platform-driven DevSecOps services and increase delivery speed so as to assist our clients in achieving digital transformation, and will also deeply cultivate the focused industries in order to become a leading unified technology services provider in the region.

集團持續平台化 DevSecOps 服務及提升交付速度，助客戶實現數碼轉型，同時促進深耕核心產業，致力成為區內領先的融合科技服務供應商。

**Mr. WANG Yueou**  
Chief Executive Officer  
王粵鷗  
行政總裁

## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Results

For the year ended 31st December 2022, total revenue of the Group was HK\$2,215.5 million, representing a 8.1% increase from the last year, in which product sales was increased by 3.7% to HK\$1,090.8 million and service revenue was increased by 12.7% to HK\$1,124.7 million. In addition, product sales and service revenue contributed 49.2% and 50.8% to total revenue respectively, compared to 51.3% and 48.7% respectively of last year.

For the year ended 31st December 2022, commercial and public sector sales contributed 37.8% and 62.2% to total revenue respectively, compared to 39.5% and 60.5% respectively of last year.

Gross profit for the year ended 31st December 2022 was HK\$257.6 million, an increase of HK\$26.7 million or 11.5% compared to last year, factoring out the government grants for wage subsidies. The increases were primarily attributable to growth in orders newly secured in Hong Kong and other Asia Pacific regions, as compared to last year.

During the year under review, the Group recorded a profit for the year attributable to the Company's equity holders of HK\$101.6 million, an increase of 2,358.5% compared to last year of HK\$4.1 million. The increase was primarily attributable to the increase in gains from interest in an associate for non-recurring items and the increase in "Adjusted EBITDA" driven by growth in orders newly secured as compared to last year.

## 管理層討論及分析

### 財務業績

截至二零二二年十二月三十一日止年度，本集團業務之總收入為2,215.5百萬港元，較去年增加8.1%。其中產品銷售上升3.7%至1,090.8百萬港元，而服務收入則上升12.7%至1,124.7百萬港元。此外，產品銷售及服務收入分別佔業務之總收入的49.2%及50.8%，而去年則分別為51.3%及48.7%。

截至二零二二年十二月三十一日止年度，私營及公營機構銷售分別佔本集團業務之總收入的37.8%及62.2%，而去年則分別為39.5%及60.5%。

截至二零二二年十二月三十一日止年度，本集團業務毛利為257.6百萬港元（不考慮政府發放之工資補助），較去年增加26.7百萬港元或11.5%。該增長主要因為香港及其他亞太地區之新簽訂單較去年增加。

回顧年內，本集團所錄得之本公司股本持有人應佔年內溢利為101.6百萬港元，較去年4.1百萬港元增長2,358.5%。該增長主要是由於非常規項目之聯營公司收益增長及因新簽訂單較去年增加下帶動「經調整EBITDA」之增長。

For the year ended 31st December 2022, orders newly secured by the Group's amounted to approximately HK\$2,422.7 million. As at 31st December 2022, the Group's order book balance was approximately HK\$1,395.6 million. The Group's net cash stood at approximately HK\$547.6 million with a working capital ratio of 1.8:1. The Group maintained a healthy financial position. As at 31st December 2022, the outstanding borrowings amounted to HK\$56.3 million.

Adjusted EBITDA for the year ended 31st December 2022 was HK\$128.1 million, an increase of 15.8% compared to last year. The "Adjusted EBITDA" excludes certain items that are non-cash or non-recurring in nature. It is a non-HKFRS financial measures used by the Company's management to evaluate the operating performance and trends of the Group's core business, to make strategic decisions regarding the allocation of capital and investments. "Adjusted EBITDA" is not a measure required by or presented in accordance with Hong Kong Financial Reporting Standards ("HKFRS"). The use of it has limitations as an analytical tool, and should not be considered in isolation from, or as a substitute for analysis of, our results or operations or financial condition as reported under HKFRS.

The reconciliations from "Profit for the year" to "Adjusted EBITDA" the year ended 31st December 2022 and 2021 are as follows:

截至二零二二年十二月三十一日止年度，本集團業務之新簽訂單約為2,422.7百萬港元。於二零二二年十二月三十一日，本集團業務之手頭訂單餘額約為1,395.6百萬港元。本集團的現金淨額約為547.6百萬港元，而營運資本比率為1.8:1。本集團的財務狀況維持穩健。於二零二二年十二月三十一日，借貸餘額為56.3百萬港元。

本集團截至二零二二年十二月三十一日止年度之「經調整EBITDA」為128.1百萬港元，較去年上升15.8%。「經調整EBITDA」不包括若干非現金或非常規性質之項目，並為本公司管理層用以評估本集團核心業務營運表現及趨勢，以作有關資本分配及投資等策略性決定之非香港財務報告準則計量。「經調整EBITDA」並非為根據香港財務報告準則（「香港財務報告準則」）規定的計量或並非根據香港財務報告準則呈列。使用此等非香港財務報告準則計量作為分析工具存在局限性，有關計量不應被視為獨立於本集團根據香港財務報告準則所呈報的業績或財務狀況或將其視作可用於分析有關業績或財務狀況的替代。

截至二零二二年及二零二一年十二月三十一日止年度之「年內溢利」與「經調整EBITDA」對賬如下：

		Year ended 31st December	
		截至十二月三十一日止年度	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Profit for the year — HKFRS measure</b>	<b>年內溢利 — 香港財務報告準則計量</b>	<b>101,585</b>	4,132
Interest expenses	利息支出	<b>3,545</b>	3,956
Interest income	利息收入	<b>(398)</b>	(43)
Income tax expenses	所得稅開支	<b>17,801</b>	25,777
<b>Profit before interest and tax</b>	<b>除息稅前利潤</b>	<b>122,533</b>	33,822
<b>Adjustments for non-cash items:</b>	<b>非現金項目之調整：</b>		
Depreciation and amortisation	折舊及攤銷	<b>24,672</b>	23,513
Equity-settled share-based payments expense	以股份為基礎支付開支	<b>53</b>	282
Share of results of associates	應佔聯營公司業績	<b>62,196</b>	30,427
Fair value loss on investment properties	投資物業之公允價值虧損	<b>2,300</b>	—
<b>Adjustments for non-recurring items:</b>	<b>非常規項目之調整：</b>		
Gain on disposal of partial interest in an associate	出售聯營公司部分權益之收益	—	(129,617)
Gain on additional interest in an associate	聯營公司額外權益產生之收益	—	(25,909)
Net (gain)/loss on deemed disposal of partial interest in an associate	視作出售聯營公司部分權益之淨(收益)/虧損	<b>(64,063)</b>	176,471
Government grants	政府補助	<b>(19,607)</b>	—
One-off professional fees	一次性專業費用	—	1,640
<b>Adjusted EBITDA — Non-HKFRS measure</b>	<b>經調整EBITDA — 非香港財務報告準則計量</b>	<b>128,084</b>	110,629

# Chief Executive Officer's Statement

## 行政總裁報告

### Core Business Review

The market and talent environment remained volatile in 2022, but the Group demonstrated resilience in its overall business capabilities while capturing business opportunities brought by the COVID-19 pandemic (the "Pandemic") with a strong performance in its core business, best in a decade. Adjusted EBITDA increased approximately 15.8% compared to last year. The increase was mainly due to the year-on-year growth in the orders newly secured in Hong Kong, Macau and other Asia Pacific regions.

The Group recorded orders newly secured, revenue, adjusted EBITDA, and adjusted net profit of HK\$2,422.7 million, HK\$2,215.5 million, HK\$128.1 million, and HK\$83.7 million respectively, representing an increase of 6.9%, 8.1%, 15.8% and 15.0% respectively over last year. The Group's three businesses, namely DevSecOps, recorded growth in service revenue compared to last year.

### Innovative Solutions Business

(Application Development — Enhance customer experience with innovative applications; Dev)

Innovative Solutions Business became the largest business unit in the core service business for the first time, with an increased service orders newly secured as compared to last year, and service revenue reached HK\$460.6 million, representing an increase as compared to last year. The main growth drivers came from orders for professional services and application development, and were attributable to the establishment of a sizeable talent pool at the Group's Offshore Delivery Excellence Center (ODEC) in Mainland China. ODEC had 70% more staff as compared to last year, successfully maintaining a stable delivery capability and expanding human resources continually.

For industry performance, government, healthcare, and financial sectors delivered outstanding results in particular. Regarding to the government sector, the Group has successfully increased its service orders to more than half of the total, proving the Group's ability to improve IT service is aligned with the government's requirements for related services. In the healthcare sector, the Group supported the government's fight against the Pandemic and assisted in improving the quality of healthcare services. In the financial sector, the Group achieved a major breakthrough during the year in assisting an independent statutory body in achieving full digitalization of its license application, which further strengthen Hong Kong's status as an international financial centre.

### Intelligent Cybersecurity Services Business

(Cybersecurity — Protect your assets with intelligent security technology; Sec)

In regard of the Intelligent Cybersecurity Services business, the service orders newly secured recorded a double-digit growth compared to last year, with service revenue reaching HK\$168.8 million during the year. The growth momentum was fuelled by the digital transformation of enterprises and strong demand for network security and new managed security services in the wake of the Pandemic.

### 主營業務回顧

儘管二零二二年市場和人才環境依然不穩，但本集團在整體業務能力上仍保持韌性，並同時抓住COVID-19疫情（「疫情」）帶來的商機，核心業務表現強勁，創下近十年來最好的成績。經調整EBITDA較去年錄得約15.8%增長，上升的主要原因為於香港、澳門及亞太地區之新簽訂單較去年增長。

本集團新簽訂單、收入、經調整EBITDA及經調整溢利分別錄得2,422.7百萬港元、2,215.5百萬港元、128.1百萬港元及83.7百萬港元，較去年分別增長6.9%、8.1%、15.8%及15.0%。集團之三項DevSecOps業務的服務收入與去年相比，錄得增長。

### 創新行業解決方案業務

(應用程序開發 Application Development — 利用創新應用程式提升客戶體驗；Dev)

創新行業解決方案業務首度成為主營服務業務最大的業務單位，期內新簽服務訂單較去年上升，而服務收入錄得460.6百萬港元，較去年上升。主要增長點來自專業服務及應用程式開發訂單，同時歸功於本集團在中國內地的海外卓越交付中心（Offshore Delivery Excellence Center，ODEC）已建立一個具規模的人才庫，得以持續拓展人才資源。與去年相比，員工人數上升逾七成，成功維持穩定的交付能力。

行業表現方面，以政府、醫療及金融業成績尤其出色。政府方面，成功提升服務於訂單佔比超過一半，足證集團在提高資訊科技服務的能力與政府對相關服務要求的步伐一致。醫療行業方面，持續支援政府的抗疫工作及協助提升醫療服務質素。金融行業方面，年內有重大突破，集團為一家獨立法定機構實現牌照申請全面數碼化，進一步鞏固香港作為國際金融中心的地位。

### 智能網絡安全服務業務

(網絡安全 Cybersecurity — 運用智能安全技術保護您的資產；Sec)

智能網絡安全服務業務接獲新簽服務訂單呈雙位數增長，期內之服務收入錄得168.8百萬港元。此業務受惠於各企業數碼轉型、疫情下企業對網絡安全及新型管理安全服務需求強勁。



During the year, the Group made multiple breakthroughs: in terms of technology, it successfully satisfied the market demand for hybrid cloud platforms and new network security solutions; in terms of geography, it continued to provide multinational network security managed services with high technical thresholds; in terms of hardware, it established its third Security Operation Center (SOC) outside Hong Kong and Macau.

For industry performance, the Group has been providing quality networks to clients across various industries, such as a complete network upgrade for over 10 campuses of an international school and the installation of a brand-new hospital network. In addition, the Group provided maintenance and security managed services, including a new managed security service on a hybrid cloud environment for a leading financial technology company.

### Integrated Managed Services Business

(Omni-channel Managed Services — Simplify your IT operations to increase efficiency; Ops)

The service orders newly secured in the Integrated Managed Services Business presented growth compared to last year. The service revenue recorded HK\$457.5 million. The key growth engine was driven by Information Technology Service Management (ITSM) and orders benefiting from government policies.

For industry performance, orders from the government, financial and aviation sectors have accounted for more than half of the overall service orders. The Group continued to support the government's fight against the Pandemic with information technology services, provided ITSM services for the first time in a cloud-based environment management system for a client in the aviation industry, and received its first order for application managed services from a major financial institution. The Group has also launched automation services to complete its service desk services for uninterrupted business operation, so as to optimize the customer experience.

### Platform-Driven DevSecOps Services, Deep Penetration of Focused Industries, Enhancement of "as-a-Service"

The Group's combines its holistic service delivery with Unified Operation Center (UOC) and Security Operation Center *Plus* (SOC+). Both platforms are service-oriented, the Group's self-branded, automated and hybrid cloud platforms. During the year, the Group continued to enhance the two platforms and promote platform-driven services to meet our clients' need for cloud-native and microservices, increase delivery speed, and accelerate digital transformation with innovative technologies and compliance approaches for clients.

The Group's service competencies are reflected in its ability to provide DevSecOps services throughout the customer's IT lifecycle. UOC, as the Group's integrated operational service delivery platform, not only received orders from existing and new customers, but also continued to provide application maintenance services which are in higher value for a government authority and financial institution, closely following customers' needs and reinforcing customer loyalty in the long run, which will be beneficial to the Group's further development in these industries.

年內，本集團成功實現多個突破：技術上，成功滿足市場對混合雲端平台、新型網絡安全解決方案的需求；地域上，持續提供具高技術門檻的跨國式網絡安全管理服務；硬件上，成立港澳以外的第三個資訊安全營運中心（Security Operation Center，SOC）。

行業表現方面，本集團一直為不同行業的客戶提供優質的網絡，例如為一所國際學校旗下超過10間校園的網絡作全面更新及整所全新醫院鋪設網絡。另外，本集團亦提供維護及安全管理服務，其中包括為一間領先的金融科技公司提供於混合雲環境上的新型管理安全服務。

### 資訊科技集成管理服務業務

(全渠道管理服務 Omni-channel Managed Services — 簡化您的IT營運以提高效率：Ops)

資訊科技集成管理服務業務於期內新簽服務訂單情況較去年有所增長，服務收入錄得457.5百萬港元，收單情況優於預期。主要增長點來自ITSM資訊科技管理服務需求的增加和受惠於政府政策的訂單。

行業方面，來自政府、金融及航空業的訂單佔過半整體服務訂單。本集團繼續以資訊科技支援政府抗疫工作；首次為航空業客戶以雲環境管理系統提供ITSM資訊科技管理服務；同時自大型金融機構首獲應用程式管理服務之訂單。本集團更已推出自動化服務，完成業務不間斷運作之服務台服務，致力優化客戶的體驗。

### 平台化 DevSecOps 服務、深耕核心產業、優化即服務「as-a-Service」

本集團將整體服務交付與綜合營運中心(Unified Operation Center，UOC)和資訊安全營運中心(Security Operation Center *Plus*，SOC+)結合。該兩大平台均以服務為本，是公司的自家品牌、自動化和混合雲端平台。年內，本集團持續優化該兩大平台，並推動服務平台化，以便迎合客戶對雲端、微服務(microservices)的需要，提升交付速度，利用創新技術和合規方法，加快客戶實現數碼轉型。

集團服務之優勢在於能提供貫穿整個客戶IT生命週期所需之DevSecOps服務，而UOC作為本集團綜合營運服務交付平台，除了接獲新舊客戶之訂單外，亦成功繼續開拓較高價值的應用程式維護服務類別市場，分別為一所政府機構及金融機構提供該服務，緊貼客戶所需，長遠提升客戶忠誠度，有利本集團深耕該等行業。

## Chief Executive Officer's Statement 行政總裁報告

Moving forward to the provision of industry-specific solutions, the Group partnered with Finastra, a leading global financial technology provider, to deploy Finastra's treasury and capital markets solution in Hong Kong and Macau. The partnership will combine ASL's professional experiences in DevSecOps services and Finastra's proven industry-leading trading system to optimize and promote open banking in helping banks drive digital transformation.

The Group launched "ASL Marketplace", an integrated cloud-native online platform for a year. During the year, we have continued to expand and have launched two new products, LearnIoT.aaS (IoT Learning as-a-Service) and VEvent.aaS (Virtual Event Management as-a-Service).

### Business of Associates

Grid Dynamics Holdings, Inc. ("GDH", NASDAQ ticker symbol: GDYN), an associate with business in Europe and the U.S., has successfully withstood the impact of the Russia-Ukraine war by terminating its offshore delivery operations in Russia and relocating most of its Ukrainian delivery resources to neighbouring countries and South America. In addition, GDH established its first engineering centre during the year in Hyderabad, India's premier innovation hub, which is home to top-notch engineering talent, leading technology providers, and financial services companies, further reinforcing our confidence in our customers' commitment to accelerate global growth and development.

According to Form 10-K for the year ended 31st December 2022 of GDH published on the U.S. Securities and Exchange Commission website, the annual total revenue of GDH reached US\$310.5 million (equivalent to approximately HK\$2,431.8 million) and non-GAAP EBITDA was US\$58.2 million (equivalent to approximately HK\$456.9 million). With approximately 3,800 employees, GDH's revenue share in the technology, media and telecommunications sector in 2022 was close to one-third of overall revenue.

The business of i-Sprint Holdings Limited and its subsidiaries ("i-Sprint"), one of the major associates in Asia Pacific, recorded its revenue and EBITDA reaching HK\$115.4 million and HK\$24.6 million respectively. i-Sprint's new customers in the second half of the year were up approximately 30% compared to that in the first half of the year, and returning customers approximately doubled compared to last year's total. During the year, i-Sprint's products continued to receive industry and market recognitions, and won numerous industry awards. As for the AccessReal product identification solution, i-Sprint released AR code, an anti-counterfeiting and copy-preventing QR code, which has been patented in several countries. In the fourth quarter of 2022, i-Sprint was actively involved in marketing campaign to strengthen its market position as a leading international provider of management, unified authentication and access control solutions.

在邁進提供行業化解決方案方面，本集團與全球著名金融科技供應商Finastra合作，於香港及澳門推出Finastra的財資及資本市場解決方案，是次合作將結合自動系統在DevSecOps領域的專業經驗和Finastra於全球久經驗證的交易系統，以優化及推動開放銀行，助力行業數碼化轉型。

本集團打造的雲端綜合網上平台「ASL Marketplace」已面世一周年。這一年中，我們持續拓展，並推出物聯網教學課程(LearnIoT.aaS)和虛擬活動管理(VEvent.aaS)的兩項新產品。

### 聯營公司業務

歐美聯營公司Grid Dynamics Holdings, Inc. (「GDH」，納斯達克股票代碼：GDYN)成功地應對了俄烏戰爭所帶來的衝擊，終止了在俄羅斯的離岸交付業務，並連同烏克蘭的大部分交付資源轉移至周邊國家和南美。此外，GDH年內於印度首屈一指的創新中心海得拉巴開設了第一個工程中心，它擁有一流的工程人才、領先的技術供應商和金融服務公司，進一步加強了我們對客戶所承諾的加速全球增長和發展的信心。

根據GDH刊載於美國證券交易委員會網頁之截至二零二二年十二月三十一日止年度之10-K表格，GDH全年總收入達310.5百萬美元(相當於約2,431.8百萬港元)，而非通用會計準則的EBITDA為58.2百萬美元(相當於約456.9百萬港元)。GDH在二零二二年於技術、媒體和電信行業的收入佔比已接近整體收入的三分之一，員工總數約3,800人。

主要亞太聯營公司之一i-Sprint Holdings Limited及其附屬公司(「i-Sprint」)年內收入及EBITDA分別錄得115.4百萬港元及24.6百萬港元。i-Sprint下半年新增之客戶較上半年新增之客戶上升約30%，回頭客與去年總數相比約增加一倍。年內，i-Sprint的產品繼續獲得業界及市場認可，並獲得了眾多行業獎項。在AccessReal產品識別解決方案方面，發佈了防偽防複製的二維碼—AR碼，並成功於若干國家獲取專利。於二零二二年第四季，i-Sprint積極參與市場推廣活動，以鞏固其為國際領先的管理、統一認證和訪問控制解決方案的供應商之市場定位。

## Outlook and Prospects

With the relaxation of customs clearance and the Pandemic precautionary measures between Mainland China and Hong Kong, Hong Kong started with a series of positive economic news in 2023. However, under the multiple impacts of inflationary pressures, geopolitical tensions, supply chain challenges, migration waves, and technical talent poaching waves leading to further cost increases, thereby also posing challenges to the Group's business. Nevertheless, we will fill the talent gap and closely monitor the business opportunities brought about by the gradual return to normalcy in Hong Kong, Mainland China, and the rest of the world.

In face of the uncertainties presented by the pandemic and intensifying outflow of technical talent in Hong Kong, many companies are compelled to accelerate digital transformation, thus driving an increased demand for one-stop managed services. The Group, as one of the few one-stop managed service providers, are well positioned to meet the anticipated surge in demand. In the future, the Group will make greater efforts to adjust its human resources strategy and resources and leverage international-level services and innovative technologies to act as a bridge for customers in building the application, thereby further strengthening its market position as a Unified Technology Services Provider, with Development, Cybersecurity and Omni-channel Managed Services (collectively referred to as, "DevSecOps") as its specific business models.

We will focus on industries in which the Group has particular competitive edge, deeply cultivating in these industries to provide innovative solutions to meet different customers' needs, enabling them to improve their products and services value. In terms of partnership, we will continue to optimize the partner ecosystem. For technology, we will use cloud-native technology as the underlying technical foundation and application scenarios for innovative technology and, to support the dual-line development of our suppliers from Mainland China and the rest of the world so as to address geopolitical risks.

In addition, the Group will leverage various delivery centers and service centers, such as the Security Operation Center *Plus* (SOC+) and the Group's unique Unified Operation Center (UOC), as platforms, complemented by multi-channel and multi-national human resources, to form a professional technology service capability based on industries where we have an advantage and provide automated, platform-driven and industry-specific centralized IT managed services. Meanwhile, we will drive growth by enhancing our technology and lifting automation goals, capture new potential project-based business, and continue to focus on specific areas of IT professional services and expand our market coverage.

Furthermore, the Group will continue to enrich the self-branded ASL Marketplace's as-a-Service, actively invest in the launch of hybrid cloud services, and optimize its platforms to accelerate customers' access to data and data-driven decision-making, thus enhancing customer experience and customer loyalty.

## 前景與展望

隨著中港通關及防疫措施放寬，香港以一系列經濟利好消息開始二零二三年。但在通脹壓力，以及地緣政治局勢緊張、供應鏈挑戰、移民潮、科技人才挖角潮而引致成本進一步上漲等多重衝擊下，對本集團的業務亦帶來挑戰。儘管如此，我們會填補人才缺口，並密切留意香港與中國內地及國際逐步復常所帶來的商機。

面對本港疫情反覆、加劇的科技人才外流，很多企業不得不加速數碼轉型，因而帶動一站式管理服務的需求增加。集團作為少數能夠提供一站式管理服務的供應商，正好滿足這預期急增的需求。本集團未來將加大力度調整人力資源策略及資源，利用國際級服務與嶄新技術，作為客戶的橋樑，構建客戶所需的應用場景，進一步強化融合技術服務商(Unified Technology Services Provider)的市場地位，並以應用程序開發(Development)、網絡安全(Cybersecurity)、全渠道管理服務(Omni-channel Managed Services)(統稱「DevSecOps」)作為具體的業務模式。

我們將重點發展集團尤具優勢的行業，深耕此等行業客戶業務，因應不同類別客戶所需，提供相關的創新解決方案，讓客戶得以提升產品價值與服務。在合作夥伴方面，我們會持續優化夥伴生態圈。技術上，以雲原生技術為底層技術基礎及創新技術的應用場景，進行國內及國外品牌供應雙線發展，以應對地緣政治的風險。

此外，本集團會以各交付中心及服務中心，如資訊安全營運中心(SOC+)及本集團獨有的綜合營運中心(UOC)為平台，輔以多渠道及跨國的人力資源，形成以優勢行業為基礎的專業技術服務能力，提供自動化、平台化及行業化的中央式資訊科技管理服務，透過提升技術和自動化目標作為增長動力，實現新潛力項目型業務，並將繼續專注於特定領域的IT專業服務和擴大市場覆蓋範圍。

此外，集團將持續豐富自家品牌ASL Marketplace之as-a-Service，積極投資推出混合雲服務，持續優化平台，讓客戶能更快掌握數據，以數據支持決策，從而提升客戶體驗，提高客戶忠誠度。

# Chief Executive Officer's Statement

## 行政總裁報告

As the Group celebrates its 50th anniversary in 2023, we will continue to pivot towards a customer-centric and "Industry-Specific + Integration + Platform-Driven + Regional Expansion" strategy, as well as to adhere to the direction of continuous transformation. The Group will also closely monitor the opportunities brought by the HKSAR Government's initiatives in the "Hong Kong Innovation and Technology Development Blueprint", such as expanding the innovation and technology talent pool, promoting the development of digital economy and building a smart Hong Kong. At the same time, keeping pace with its customers in the development of the Greater Bay Area, we will serve as a bridge between Mainland China and the world with our technology. We believe these measures will enhance the sustainability of the business. Finally, we will continue to pursue opportunities for inorganic growth in the Greater Bay Area in order to become a leading unified technology services provider in the region.

### Financial Resources and Liquidity

As at 31st December 2022, the Group's total assets of HK\$3,032.3 million were financed by current liabilities of HK\$800.9 million, non-current liabilities of HK\$171.6 million and equity attributable to equity holders of the Company of HK\$2,059.8 million. The Group had a working capital ratio of approximately 1.8:1.

As at 31st December 2022, the Group had an aggregate composite banking facility from banks of approximately HK\$301.5 million (2021: HK\$346.6 million). The Group had pledged land and buildings in an aggregate amount of HK\$159.6 million (2021: HK\$166.7 million) and investment properties with a carrying amount of HK\$52 million (2021: HK\$54.3 million) to secure the Group's bank borrowings. The performance bonds issued by the Group to customers as security of contracts were approximately HK\$112.2 million (2021: HK\$102.5 million) as at 31st December 2022. The Group's gearing ratio (bank borrowings over equity attributable to equity holders of the Company) was 2.7% as at 31st December 2022 (2021: 5.1%).

### Material Acquisition and Disposal

References are made to the announcements of the Company dated 28th February 2022, 3rd March 2022 and 30th November 2022 in relation to, among other matters, discloseable transaction in relation to the acquisition of a property in Guangzhou by Guangzhou Automated Systems Limited (an indirect wholly-owned subsidiary of the Company).

Save as disclosed above, during the year ended 31st December 2022, neither the Company nor any of its subsidiaries had other material acquisition or disposal.

隨著本集團於二零二三年將踏入成立五十周年，我們堅持以客戶為中心，繼續聚焦「行業化+集成化+平台化+區域化」的策略，恪守持續轉型的方向；集團亦會密切留意香港特區政府於「香港創新科技發展藍圖」在壯大創科人才庫、推動數字經濟發展，建設智慧香港等措施對本集團帶來之機遇；同時配合客戶於大灣區發展的步伐，以科技成為客戶連通中國內地與國際的橋樑。本集團相信此等措施均能增強業務可持續發展的能力。最後，我們亦將繼續積極爭取大灣區內之機遇以達致外部增長，務求成為區內領先的融合科技服務供應商。

### 財政資源及流動資金

於二零二二年十二月三十一日，本集團之資產總值為3,032.3百萬港元，資金來自流動負債800.9百萬港元、非流動負債171.6百萬港元及本公司股本持有人應佔權益2,059.8百萬港元。本集團之營運資本比率約為1.8:1。

於二零二二年十二月三十一日，本集團自銀行取得之綜合銀行融資總額約301.5百萬港元（二零二一年：346.6百萬港元）。本集團已抵押土地及樓宇總額159.6百萬港元（二零二一年：166.7百萬港元）及投資物業之賬面值總額52百萬港元（二零二一年：54.3百萬港元）已用作抵押以獲得授予本集團之銀行借貸。本集團給予客戶作為合約抵押之履約保證於二零二二年十二月三十一日約為112.2百萬港元（二零二一年：102.5百萬港元）。於二零二二年十二月三十一日，本集團之資本負債比率（銀行借貸除以本公司股本持有人應佔總權益）為2.7%（二零二一年：5.1%）。

### 重大收購及出售

茲提述本公司日期為二零二二年二月二十八日、二零二二年三月三日及二零二二年十一月三十日之公告，內容有關（其中包括）須予披露交易，廣州澳圖美德信息科技有限公司（本公司間接全資擁有之附屬公司）收購一廣州物業。

除上述披露外，截至二零二二年十二月三十一日止年度，本公司或其任何附屬公司概無其他重大收購及出售。

## Treasury Policies

The Group generally financed its operations with internally generated resources and credit facilities provided by banks. Bank facilities available for the Group include trust receipt loans, clean import loans, overdrafts and term loans. The interest rates of most of them are fixed by reference to the respective countries' Interbank Offer Rate. The bank deposits are mainly denominated in Hong Kong dollars ("HKD") and United States dollars ("USD"). The bank borrowings are denominated in HKD.

## Foreign Exchange Exposure

The Group mainly earns revenue and incurs costs in HKD and USD. Foreign exchange exposure to USD of the Group will continue to be minimal as long as the policy of The Government of the Hong Kong Special Administrative Region to link HKD to USD remains in effect. There was no material exposure to fluctuations in exchange rates and therefore no related hedging financial instrument was applied during the year ended 31st December 2022 (2021: same).

## Contingent Liabilities

As at 31st December 2022, performance bonds of approximately HK\$112.2 million (2021: HK\$102.5 million) had been issued by the bank on behalf of the Group to customers as security of contracts.

## Capital Commitments

As at 31st December 2022, the Group had contracted capital commitment in respect of property, plant and equipment of approximately HK\$1.4 million (2021: HK\$0.4 million).

## Major Customers and Suppliers

During the year ended 31st December 2022, the five largest customers and single largest customer of the Group accounted for approximately 32.4% and 17%, respectively, of the Group's total revenue. The five largest suppliers and single largest supplier of the Group accounted for approximately 40.2% and 13.6%, respectively, of the Group's purchases.

At no time during the year ended 31st December 2022 did a Director, their close associate or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the number of the Company's issued shares) has an interest in any of the Group's five largest customers or suppliers.

## Employee and Remuneration Policies

As at 31st December 2022, the Group, excluding its associates, employed 1,474 permanent and contract staff (2021: 1,294) in Hong Kong, Mainland China, Taiwan, Macau and Thailand. The Group remunerates its employees based on their performance, working experience and the prevailing market conditions. Bonuses are granted on a discretionary basis. Other employee benefits include mandatory provident fund, insurance, medical coverage and share option scheme.

## 庫務政策

本集團之營運經費一般以內部資源及銀行提供之信貸融資而撥付。本集團可動用之銀行融資包括信託票據貸款、無抵押進口貸款、透支及有期借貸。該等貸款之利率大部分參考有關國家之銀行同業拆息釐定。銀行存款主要以港元(「港元」)及美元(「美元」)為單位。銀行借貸以港元為單位。

## 外匯風險

本集團賺取之收益及產生之成本主要為港元及美元。倘香港特別行政區政府一直維持港元與美元掛鈎政策，則本集團所承受之美元外匯風險水平將維持輕微。截至二零二二年十二月三十一日止年度，並無重大匯率波動之風險，因此並無應用相關對沖金融工具(二零二一年：相同)。

## 或然負債

於二零二二年十二月三十一日，由銀行代表本集團給予客戶作為合約抵押之履約保證約為112.2百萬港元(二零二一年：102.5百萬港元)。

## 資本承擔

於二零二二年十二月三十一日，本集團就物業、廠房及設備的資本承擔約1.4百萬港元(二零二一年：0.4百萬港元)。

## 主要客戶及供應商

截至二零二二年十二月三十一日止年度，來自五大客戶及最大客戶之營業額分別約佔本集團總收入之32.4%及17%。五大供應商及最大供應商之購貨額分別約佔本集團總購貨額之40.2%及13.6%。

截至二零二二年十二月三十一日止年度，本公司之董事、董事的緊密聯繫人或任何股東(據董事所知擁有5%以上本公司發行股份數目者)未曾擁有於本集團之五大客戶或供應商權益之利益。

## 僱員及薪酬政策

於二零二二年十二月三十一日，本集團(不包括其聯營公司)於香港、中國內地、台灣、澳門及泰國僱用1,474名(二零二一年：1,294名)長期及合約員工。本集團乃根據僱員之表現、工作經驗及當時市況釐定其酬金。花紅乃按酌情方式發放。其他僱員福利包括強制性公積金、保險、醫療保險及認股權計劃。

## CLOSURE OF REGISTER OF MEMBERS FOR 2023 ANNUAL GENERAL MEETING

The Company will convene the forthcoming annual general meeting on Wednesday, 24th May 2023. For determining the entitlement to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Friday, 19th May 2023 to Wednesday, 24th May 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to determine the entitlement to attend and vote at the forthcoming annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 18th May 2023.

## CLOSURE OF REGISTER OF MEMBERS FOR PROPOSED FINAL DIVIDEND

The proposed final dividend is subject to the approval of the shareholders at the forthcoming annual general meeting. The record date for entitlement to the proposed final dividend is Wednesday, 7th June 2023. For determining the entitlement of the final dividend, the register of members of the Company will be closed from Friday, 2nd June 2023 to Wednesday, 7th June 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 1st June 2023. The final dividend warrants are expected to be despatched to the qualifying shareholders of the Company on Wednesday, 21st June 2023.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31st December 2022, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

## 就二零二三年股東週年大會暫停辦理股份過戶登記手續

本公司將於二零二三年五月二十四日(星期三)舉行應屆股東週年大會。為釐定出席應屆股東週年大會及於會上投票之權利，本公司將於二零二三年五月十九日(星期五)至二零二三年五月二十四日(星期三)(包括首尾兩日)止期間暫停辦理股東登記手續，於此期間亦不會辦理股份過戶登記。為了釐定符合有權出席應屆股東週年大會及於會上投票之資格，所有已填妥之過戶文件連同有關股票必須於二零二三年五月十八日(星期四)下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司(地址為香港夏慤道16號遠東金融中心17樓)辦理登記手續。

## 就建議末期股息暫停辦理股份過戶登記手續

建議末期股息須待於應屆股東週年大會上獲股東批准。獲發建議末期股息權利之記錄日期為二零二三年六月七日(星期三)。為釐定有權獲發末期股息之資格，本公司將於二零二三年六月二日(星期五)至二零二三年六月七日(星期三)(包括首尾兩日)止期間暫停辦理股東登記手續，於此期間亦不會辦理股份過戶登記手續。為了符合獲發末期股息之資格，所有已填妥之過戶文件連同有關股票必須於二零二三年六月一日(星期四)下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司(地址香港夏慤道16號遠東金融中心17樓)辦理登記手續。末期股息單預期將於二零二三年六月二十一日(星期三)寄發予本公司合資格股東。

## 購買、出售或贖回上市證券

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

## EVENTS AFTER THE REPORTING DATE

As at the date of this announcement, the Directors are not aware of any significant events related to the business or financial performance of the Group after reporting period.

## AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, risk management and internal control systems and financial reporting matters including the review of the audited annual results.

By Order of the Board

**Wang Yueou**

*Executive Director and Chief Executive Officer*

Hong Kong, 29th March 2023

## 報告期後事項

於本公告日期，董事並無注意到報告期後有關本集團業務或財務表現之任何重大事項。

## 審核委員會

審核委員會聯同管理層已審閱本集團所採納之會計原則及慣例，並就審核、風險管理及內部監控系統及財務報表等事宜(包括審閱經審核全年業績)進行磋商。

承董事會命

**王粵鵬**

*執行董事及行政總裁*

香港，二零二三年三月二十九日

# Activity Highlights

## 活動花絮

Despite the volatility of the pandemic in 2022, the Group made remarkable progress in its business operation, including enriching services offerings on “ASL Marketplace” with the launch of two new as-a-Services, LearnIoT.aas and VEvent.aas, promoting industry-specific solution in the financial sector with a new partner, Finastra, and hosting various events to promote ASL’s innovative solutions. As a leading global IT solutions and service provider, the Group has continued to harness its DevSecOps capabilities to promote digital transformation and deliver industry-specific solutions to our clients.

儘管二零二二年疫情反覆，自動系統於業務營運取得明顯進展，包括於「ASL Marketplace」上推出了物聯網教學課程 (LearnIoT.aas) 與虛擬活動管理 (VEvent.aas) 兩大全新「即服務」解決方案，與新合作夥伴 Finastra 於金融界推廣以行業為本的解決方案，並舉辦各種活動推廣自動系統的創新解決方案。集團作為全球領先的資訊科技解決方案及服務供應商，會繼續利用其 DevSecOps 能力促進數碼轉型，為客戶提供行業為導向的解決方案。



Launched two new “as-a-Service” solutions – IoT Learning (LearnIoT.aas) and Virtual Event Management (VEvent.aas) on “ASL Marketplace”, a cloud-based comprehensive online platform to cater the needs of STEM education and distance business

「ASL Marketplace」雲端綜合網上平台推出兩大全新「即服務」解決方案 — 物聯網教學課程 (LearnIoT.aas) 與虛擬活動管理 (VEvent.aas)，以滿足 STEM 教育及遙距營商之需要



To celebrate the 1st anniversary of ASL Marketplace, the Group kicked off a series of celebration campaign and recorded a success. This year, the Group continued to enhance Marketplace’s platform, facilitating its clients a greater achievement in digital transformation 為慶祝「ASL Marketplace」面世一周年，本集團展開了一系列慶祝活動，並取得成功。集團於年內持續優化 Marketplace 的平台，助力客戶數碼轉型中取得更大成就



Hosted “ASL Innovation 2022” webinar for the third consecutive year, gathering I.T. industry elites in sharing the latest I.T. solutions and approaches. Mr. Dominic Shih, the CTO and Senior Vice President of ASL, and Teresa Lau, the Senior Vice President of ASL have shared the company’s latest news and future plans

自動系統連續第三年舉辦「自動系統創新 2022」網絡研討會，匯聚一眾 I.T. 行業精英分享最新的解決方案及服務。自動系統的首席技術官及高級副總裁施浩生先生和高級副總裁劉美君女士分享公司的最新動向及未來計劃



## FINASTRA

### Newly Added Industry-Specific Partner

以行業為本的全新合作夥伴

ASL and Finastra inked partnership, laying ASL's strategic breakthrough into financial services sector with industry-specific solution through the collaboration between the two parties. During the year, ASL joined forces with Finastra to promote DevSecOps services and financial solutions for banks to carry out open banking.

自動系統與Finastra簽署合作協議，通過雙方合作制定以行業為本的解決方案，奠定了我們在金融服務領域的策略性突破。年內，自動系統與Finastra攜手推廣DevSecOps服務和金融解決方案，協助銀行開展開放銀行



▲ FinTech Week 2022

金融科技周 2022

▶ “The Future of Finance is Opening Banking” Webinar

「The Future of Finance is Open Banking」網絡研討會



Participated in the “Huawei Hong Kong Partner Summit 2022”, ASL received six awards from Huawei and was once again awarded “The Outstanding Contribution Partner”

自動系統參與「Huawei Hong Kong Partner Summit 2022」，並榮獲華為六個獎項，當中包括再度獲得「卓越貢獻合作夥伴獎」



Hosted an exclusive private screening of the “Warriors of Future” with Nutanix and TriTech Distribution to appreciate the continued support of customers

自動系統、Nutanix 和 TriTech Distribution 舉辦了一場「明日戰記」私人獨家放映會以感謝客戶一直來的支持



Co-hosted a webinar on “When Cyber Attacks Reach New High: How and Why Managed Security Is The Way Out for HK Online Businesses” with F5

與 F5 合辦了「When Cyber Attacks Reach New High: How and Why Managed Security Is The Way Out for HK Online Businesses」網上研討會



Introduced STEM courses and demonstrated smart home teaching materials in the “OGCIO IT Innovation Lab & Knowing More About IT Programmes Sharing & Solutions Show” with EDUperience and 60 Pins

夥拍 EDUperience 及 60 Pins，於「OGCIO IT Innovation Lab & 奇趣 IT 識多啲 Sharing & Solutions Show」介紹針對學校所需的 STEM 教育課程和展示模擬智能家居教材



Mr. Kenny Mak, Vice President, Solution Division of ASL, shared how ASL worked together with IBM and chose IBM Instana Observability to optimize customer experience

自動系統 Solution Division 的 Vice President Kenny Mak 分享自動系統如何與 IBM 合作及選擇 IBM Instana Observability 優化客戶體驗



ASL sponsored “PAIB Conference 2022”, in which the event took a deep look into the sustainability agenda and shared how business leaders can steer their organizations towards sustainability

自動系統贊助「PAIB Conference 2022」，該活動深入探討了可持續發展議程，各商業領袖同場分享如何引導其組織實現可持續發展

# Major Contracts Secured in the Year

## 於年內所獲之重要合約

CUSTOMER 客戶	SCOPE OF WORK 合約範圍
A famous life insurance company in Taiwan —台灣知名壽險公司	Provision of security managed services including data loss prevention, endpoint anti-virus and driver encryption 提供安全管理服務，包括防護數據遺失、端點防護病毒及驅動程序加密
A government department —政府部門	Continued to support government's anti-epidemic work 繼續支持政府的抗疫工作
A government department —政府部門	Provision of Application Maintenance Services 應用程式維護服務
A government hospital in Thailand —泰國政府醫院	Utilization of artificial intelligence to create smart hospital 利用人工智能打造智慧醫院
A Hong Kong independent statutory institution —香港獨立法定機構	Provision of a digital platform and application maintenance services to enable customers to fully digitize licensing services 提供數碼平台及應用程式維護服務讓客戶實現牌照申請全面數碼化
A leading fintech company —領先的金融科技公司	Provision of new managed security services under the hybrid cloud environment (including the Security Operation Center (SOC) service) 提供於混合雲環境上之新型管理安全服務(當中含資訊安全營運中心(SOC)服務)
A leading telecom service provider in Macau —知名澳門通訊科技公司	Provision of load balancing devices with 5-year parts and 7x24 maintenance support services 提供負載均衡裝置以及5年部件和7x24維護支援服務
A local hospital —本地醫院	Provision of network for a new hospital 為一所新醫院提供網絡
A local university —本地大學	Provision of IoT network security solution 提供IoT網絡安全方案
A multinational enterprise —跨國企業	Provision of multinational cybersecurity managed service 提供跨國式網絡安全管理服務
Google, Apple, PayPal and Macys 谷歌、蘋果、PayPal和梅西百貨	Provision of digital transformation services 提供數碼轉型服務
One of the largest independent air cargo handlers at the Hong Kong International Airport 香港國際機場的最大獨立空運貨站營運商之一	Provision of ITSM services under a cloud-based management system 於雲環境管理系統提供ITSM服務
One of the largest local charitable organizations 本地最大慈善機構之一	Provision of cybersecurity solutions featuring micro-segmentation under cloud environment and DevOps integration 提供雲環境微分段、貫穿DevOps的網絡安全解決方案
Top three renowned local banks 前三名本地銀行	Provision for AccessMatrix software maintenance, implementation and deployment services 提供AccessMatrix軟件維護、實施和部署服務
Two governmental disciplined forces 兩個政府紀律部隊	Provision of application development services for the enhancement of digital government services 提供應用程式開發服務以提升數碼政務服務

# Profile of Directors and Senior Management

## 董事及高級管理人員簡介

### EXECUTIVE DIRECTORS

#### 執行董事



**Mr. WANG Weihang**  
王維航先生

*Chairman*  
主席

Mr. Wang, aged 56, has been the Chairman of the Board of the Company since May 2019 and a Director of the Company since September 2009. He has been a director of Grid Dynamics Holdings, Inc., an associate of the Company which listed on Nasdaq (ticker symbol: GDYN), since March 2020. Mr. Wang is currently the chairman of Beijing Teamsun Technology Co., Ltd. ("Teamsun"), the Company's ultimate holding company listed on the Shanghai Stock Exchange (Stock Code: 600410.SH) and the sole director of Teamsun Technology (HK) Limited ("Hong Kong Teamsun"), the Company's immediate holding company. He is currently a director of certain subsidiaries of Teamsun. Mr. Wang was the vice chairman and general manager of the first board of directors of Teamsun, the vice chairman and president of the second to fourth board of directors of Teamsun, the chairman and president of the fifth board of directors of Teamsun, and the chairman of the sixth board of directors of Teamsun. Mr. Wang was also the president of the seventh council of Beijing Software Industry Association. Mr. Wang holds an Executive Master's Degree in Business Administration from Tsinghua University in the People's Republic of China ("PRC") and a Master's Degree in Semi-Conductor Materials and Microelectronic Technology from the Information and Electronic Engineering Department of Zhejiang University in the PRC. Mr. Wang was awarded as 中國軟件產業傑出企業家 (China Software Industry Outstanding Entrepreneur Laureate<sup>#</sup>) and 中國軟件產業功勳人物 (China Software Industry Prestige Award Laureate<sup>#</sup>) by China Software Industry Association in 2009. He was also awarded the "Innovation Outstanding Personality of Chinese Brand Award" in 2011.

王先生，現年五十六歲，自二零一九年五月起出任本公司董事會主席及自二零零九年九月起出任本公司董事。彼自二零二零年三月起擔任本公司於納斯達克上市（股票代號為「GDYN」）之聯營公司Grid Dynamics Holdings, Inc.之董事。王先生現為本公司於上海證券交易所上市（股份代號：600410.SH）之最終控股公司北京華勝天成科技股份有限公司（「華勝天成」）之董事長，並為本公司之直接控股公司華勝天成科技（香港）有限公司（「香港華勝天成」）之唯一董事。彼現為華勝天成若干附屬公司之董事。王先生曾任華勝天成第一屆董事會副董事長兼總經理、第二至第四屆董事會副董事長兼總裁、第五屆董事會董事長兼總裁以及第六屆董事會董事長。王先生亦曾任北京軟件行業協會第七屆理事會會長。王先生持有中華人民共和國（「中國」）清華大學頒發之高級管理人員工商管理碩士學位及中國浙江大學信息電子工程學系頒發之微電子學碩士學位。王先生於二零零九年獲中國軟件行業協會頒發中國軟件產業傑出企業家及中國軟件產業功勳人物。彼亦於二零一一年獲頒發「中國品牌創新傑出人物獎」。

<sup>#</sup> For identification purpose only

<sup>#</sup> 僅供識別



**Mr. WANG Yueou**  
王粵鷗先生

*Chief Executive Officer*  
行政總裁

Mr. Wang, aged 48, has been the Chief Executive Officer and an Executive Director of the Company since September 2016 and September 2015 respectively. He joined the Group in 2011 and was the Financial Controller, the Chief Financial Officer and the Joint Company Secretary of the Company. Mr. Wang has been a director of Grid Dynamics Holdings, Inc., an associate of the Company which listed on Nasdaq (ticker symbol: GDYN), since March 2020. He is currently director of certain subsidiaries and associates (i.e. i-Sprint Holdings Limited and i-Sprint Innovations Pte Ltd) of the Company. Mr. Wang was a director of Teamsun, the chief financial officer and a director of Carnation Software Ltd., a subsidiary of Teamsun, a supervisor of Victorysoft Technology Ltd, the joint venture company of the Company in the PRC, the chief financial officer and a board secretary of Guangzhou Headway Technology Co., Ltd. and the regional finance manager (China) of Wistron Information Technology & Services Corporation. Mr. Wang holds a Bachelor's Degree in International Accounting from Jinan University in the PRC, a Master's Degree in Business Administration from University of Wales in the United Kingdom and an Executive Master's Degree in Business Administration from Research Institute of Tsinghua University in the PRC.

王先生，現年四十八歲，分別自二零一六年九月及二零一五年九月起出任本公司之行政總裁及執行董事。彼於二零一一年加盟本集團及曾為本公司之財務總經理、財務總監及聯席公司秘書。王先生自二零二零年三月起擔任本公司於納斯達克上市（股票代號為「GDYN」）之聯營公司Grid Dynamics Holdings, Inc.之董事。彼現時為本公司若干附屬公司及聯營公司（即i-Sprint Holdings Limited及i-Sprint Innovations Pte Ltd）之董事。王先生曾任華勝天成之董事、華勝天成之附屬公司廣州石竹計算機軟件有限公司之財務總監及董事、本公司於中國之合資公司北京軟勝科技有限公司之監事、廣州衡緯科技有限公司之財務總監及董事會秘書，以及緯創軟件股份有限公司之中國區財務經理。王先生持有中國暨南大學頒發之國際會計學士學位、英國威爾斯大學頒發之工商管理碩士學位，以及中國清華大學研究院頒發之高級管理人員工商管理碩士學位。

## Profile of Directors and Senior Management 董事及高級管理人員簡介

### NON-EXECUTIVE DIRECTORS 非執行董事



**Mr. CUI Yong**  
崔勇先生

Mr. Cui, aged 55, has been a Non-Executive Director of the Company since September 2015. He joined Teamsun in March 2005 and is currently the general manager of key client accounts business (division 1) in Teamsun. Mr. Cui was a director and the executive vice president of Teamsun. During his tenure with Teamsun, Mr. Cui was also a general manager of various divisions, including the system information product (plate) and service (plate) division, the telecommunications industry and value-added storage business division, and the system product business division. Mr. Cui holds an Executive Master of Business Administration from Guanghua School of Management in Peking University in the PRC.

崔先生，現年五十五歲，自二零一五年九月獲委任為本公司非執行董事。彼於二零零五年三月加盟華勝天成，現時為華勝天成之大客戶業務一部總經理。崔先生曾為華勝天成董事及執行副總裁。崔先生於華勝天成任職期間，亦曾擔任多個部門總經理，其中包括系統信息產品（板塊）和服務（板塊）、電訊行業和存儲增值事業部以及系統產品事業部。崔先生持有中國北京大學光華管理學院頒發之高級管理人員工商管理碩士學位。

### INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事



**Mr. PAN Xinrong**  
潘欣榮先生

Mr. Pan, aged 69, has been an Independent Non-Executive Director of the Company since September 2015. He is currently an independent director of Shanghai Bokesoft Information Co., Ltd.# (上海博科資訊股份有限公司). He was an executive director and the deputy chairman of Sinopec Kantons Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 934) from 2004 to 2007 and was the chief executive officer of Petro-Cyberworks Information Technology Co., Ltd. from 2006 to 2014. Mr. Pan also held financial positions in various companies, including China Petroleum & Chemical Corporation (“SINOPEC”), China Petrochemical Corporation, China Eastern United Petrochemical (Group) Company Limited and SINOPEC Anqing Company (formerly known as China Petrochemical Anqing Petrochemical Plate). Mr. Pan graduated from China Huazhong University of Science and Technology with a profession in Quantitative Economics. He was awarded the “Outstanding Management Award” by China Petroleum and Chemical Industries Integration of Informatization and Industrialization in 2011 and the First Prize of SINOPEC Technology Advancement in 2014.

潘先生，現年六十九歲，自二零一五年九月獲委任為本公司獨立非執行董事。彼現為上海博科資訊股份有限公司獨立董事。彼曾於二零零四年至二零零七年在香港聯合交易所有限公司主板上市公司中石化冠德控股有限公司（股份代號：934）擔任執行董事兼副主席及於二零零六年至二零一四年於石化盈科信息技術有限責任公司擔任首席執行官職位。潘先生亦曾於中國石油化工股份有限公司（「中國石化」）、中國石油化工集團有限公司、中國東聯石化集團有限責任公司及中國石化安慶分公司（前稱：中國石化安慶石油化工有限公司總廠）等多間公司出任財務職位。潘先生畢業於中國華中科技大學數量經濟專業。彼於二零一一年獲中國石油和化工行業兩化融合頒發「傑出管理獎」及於二零一四年獲頒發中國石化科學技術進步獎一等獎。

# For identification purpose only  
# 僅供識別

INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

獨立非執行董事(續)



Mr. DENG Jianxin  
鄧建新先生

Mr. Deng, aged 58, has been an Independent Non-Executive Director of the Company since September 2015. He is currently an executive director of Shenzhen Zhuoyuan Capital Investment Management Co., Ltd.<sup>#</sup> (深圳市卓元道成投資管理有限公司), an executive director of Shenzhen Zhuoyuan Management Consulting Co., Ltd.<sup>#</sup> (深圳市卓屹管理諮詢有限公司), an executive director of Shenzhen Zhuoyuan Enterprise Consultants Co., Ltd.<sup>#</sup> (深圳市卓元企業顧問有限公司) and the chairman of Shanghai Debimai Enterprise Management Consulting Co., Ltd.<sup>#</sup> (上海德必脈企業管理諮詢有限公司). Mr. Deng was a supervisor of Shanghai Dobe Cultural & Creative Industry Development (Group) Co., Ltd., a partner of Beijing JD Capital Co., Ltd., a partner of Deloitte Touche Tohmatsu Limited ("Deloitte"), a full-time member of the 7th and 8th Stock Offering Approval Committee of China Securities Regulatory Commission, a director of Shandong Bori Bioenergy Co., Ltd., a company listed on the New Third Board (Stock Code: 871585.OC) and a non-executive director of Jiangxi Bank Co., Ltd., a company listed on Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 1916), the chairman of Shanghai 4Smart Technology Co., Ltd.<sup>#</sup> (上海精運智能科技有限公司) and the chairman of Hangzhou Zhuoyuan Ledao Holding Co., Ltd.<sup>#</sup> (杭州卓元樂道控股有限公司). Mr. Deng was mainly responsible for managing and auditing the listing of companies as well as the merger and acquisition services in Deloitte. He holds a Bachelor Degree in Accounting from Zhongnan University of Economics and Law in the PRC and an Executive Master's Degree in Business Administration from Cheung Kong Graduate School of Business in the PRC.

鄧先生，現年五十八歲，自二零一五年九月獲委任為本公司獨立非執行董事。彼現為深圳市卓元道成投資管理有限公司執行董事、深圳市卓屹管理諮詢有限公司執行董事、深圳市卓元企業顧問有限公司執行董事及上海德必脈企業管理諮詢有限公司董事長。鄧先生曾任上海德必文化創意產業發展(集團)股份有限公司(前稱：上海德必文化創意產業發展(集團)有限公司)監事、北京昆吾九鼎投資管理有限公司合夥人、德勤會計師事務所(「德勤」)合夥人、中國證券監督管理委員會第七屆及第八屆股票發行審核委員會專職委員、新三板上市公司山東寶力生物質能源股份有限公司(股份代號：871585.OC)董事、香港聯合交易所有限公司主板上市公司江西銀行股份有限公司(股份代號：1916)非執行董事、上海精運智能科技有限公司董事長及杭州卓元樂道控股有限公司董事長。鄧先生於德勤主要負責企業上市的管理及審核，並負責併購服務之業務。彼持有中國中南財經政法大學會計系學士學位及中國長江商學院頒發之高級管理人員工商管理碩士學位。



Ms. OR Siu Ching, Rerina  
柯小菁女士

Ms. Or, aged 53, has been an Independent Non-Executive Director of the Company since April 2017. She was a senior vice-president of Schneider Electric SE (collectively with its subsidiaries, "Schneider Electric"), a company listed on the Euronext Paris Stock Exchange (Stock Code: SU), from 2019 to 2021. She joined Schneider Electric in 1994 and retired after 27 years of services. She held various senior management positions with Schneider Electric, including director and the president of Schneider Electric (Hong Kong) Limited, a wholly-owned subsidiary of Schneider Electric between 2015 and January 2019, a vice president of global purchasing of Schneider Electric between 2012 and 2014, the president of Schneider Electric Taiwan Co., Ltd. between 2008 and 2011 and director of certain subsidiaries of Schneider Electric. Ms. Or was a member of Energy Advisory Committee of The Government of Hong Kong Special Administrative Region from 2016 to 2022. She has over 20 years' management experience in energy management and automation industry. Ms. Or holds an Executive Master's Degree in Business Administrative from the Kellogg School of Management at Northwestern University in the United States of America and the Hong Kong University of Science and Technology, and a Master's degree of Science in Management from ESSEC Graduate School of Management in France.

柯女士，現年五十三歲，自二零一七年四月獲委任為本公司獨立非執行董事。彼於二零一九年至二零二一年擔任巴黎泛歐證券交易所上市公司施耐德電氣股份有限公司(股份代號：SU)(連同其附屬公司，統稱「施耐德電氣」)之高級副總裁。彼於一九九四年加入施耐德電氣，並於任職二十七年後退休。彼曾任施耐德電氣多個高級管理職位，包括於二零一五年至二零一九年期間為施耐德電氣全資附屬公司施耐德電氣(香港)有限公司董事及總裁、於二零一二年至二零一四年期間為施耐德電氣全球採購部副總裁、於二零零八年至二零一一年期間為台灣施耐德電氣有限公司總裁及擔任施耐德電氣若干附屬公司之董事。柯女士於二零一六年至二零二二年擔任香港特別行政區能源諮詢委員會成員。彼於能源管理及自動化行業擁有超過二十年管理經驗。柯女士持有美國西北大學凱洛格管理學院及香港科技大學行政人員工商管理碩士學位及法國高等經濟商業管理研究院(ESSEC)管理學碩士學位。

<sup>#</sup> For identification purpose only

<sup>#</sup> 僅供識別

## Profile of Directors and Senior Management 董事及高級管理人員簡介

### SENIOR MANAGEMENT 高級管理人員

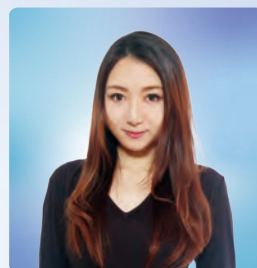


**Mr. NGAN Wai Hing**  
顏偉興先生

*Chief Financial Officer and  
Joint Company Secretary*  
財務總監及聯席公司秘書

Mr. Ngan, aged 51, has been the Financial Controller and the Company Secretary of the Company since September 2016 and was re-designated as Chief Financial Officer and Joint Company Secretary of the Company on 1st January 2022. Mr. Ngan joined the Company in 2009 and was a financial controller of a subsidiary of the Company. He was also the Joint Company Secretary of the Company from September 2014 to August 2016. Mr. Ngan holds a Bachelor's Degree in Financial Administration (major in accounting) from University of New England in Australia and is a certified public accountant of Hong Kong Institute of Certified Public Accountants and a certified practicing accountant of CPA Australia.

顏先生，現年五十一歲，自二零一六年九月起出任本公司財務總經理及公司秘書，並於二零二二年一月一日調任為本公司之財務總監及聯席公司秘書。顏先生於二零零九年加盟本公司及曾出任本公司一間附屬公司之財務總經理。彼亦自二零一四年九月至二零一六年八月為本公司之聯席公司秘書。顏先生持有澳洲新英格蘭大學之財務管理學士學位(主修會計學)，彼亦為香港會計師公會註冊會計師及澳洲會計師公會執業會計師。



**Ms. LAU Nga Ting**  
劉雅婷女士

*Joint Company Secretary*  
聯席公司秘書

Ms. Lau, aged 36, joined the Company in 2019 and has been the Joint Company Secretary of the Company since January 2022. Ms. Lau is a Chartered Secretary, a Chartered Governance Professional and an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. She holds a Bachelor's Degree of Arts in Business Administration from the Birmingham City University and a Master's Degree in Corporate Governance from The Hong Kong Polytechnic University.

劉女士，現年三十六歲，自二零一九年加盟本公司，並自二零二二年一月起出任本公司之聯席公司秘書。劉女士為特許秘書、特許管治專業人員以及香港公司治理公會及英國特許公司治理公會會員。彼持有伯明翰城市大學頒發之工商管理文學學士學位，並持有香港理工大學頒發之公司管治碩士學位。

# Corporate Governance Report

## 企業管治報告

The Company recognizes the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the needs of its business.

The Company's corporate governance practices are made pursuant to the code provisions of the Corporate Governance Code (the "CG Code") as set out 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"). During the year ended 31st December 2022, the Company has complied with all the code provisions, save and except for code provision C.1.6, details of which are explained below. The Company regularly monitors and reviews its corporate governance practices to ensure these continue to meet the increasing stringent regulatory requirements and to improve its practices.

The Company wishes to highlight the importance of its board of Directors (the "Board") in ensuring effective leadership and control of the Company and transparency and accountability of all operations.

The key corporate governance principles and practices of the Company are summarized as follows:

## THE BOARD

### Corporate Culture

The Board leads to establish, promote and continually reinforce the desired corporate culture of the Group which is underpinned by our corporate values of committing highest standard of business ethics and integrity. Our sound corporate culture reaches all levels of the Group, and aligns with the strategic and core values of the Group. For detailed information about the strategic and core values of the Group, please refer to the section headed "Quality Policy of ASL" on page 2 of this annual report.

### Responsibilities

The Company has formalized and adopted the written terms on the division of functions reserved to the Board and delegated to the management.

The Board provides leadership and approves strategic policies and plans with a view to enhancing shareholder interests while the day-to-day operations of the Company are delegated to the management.

The Board reserves its decisions for all major matters of the Company, including the approval of long-term objectives and strategies, changes to capital and overall corporate structure, risk management and internal control systems, material transactions (in particular those which may involve conflicts of interests), financial information, appointment of Directors and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services from the Joint Company Secretaries, with a view to ensuring that Board procedures and all applicable rules and regulations are followed.

Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

本公司認同良好之企業管治對本公司穩健發展之重要性，並付出相當努力，以選取及制訂切合其業務需要之企業管治常規。

本公司之企業管治常規乃按照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 14 所載之《企業管治常規守則》（「《企業管治守則》」）所載之原則及守則條文而制定。截至二零二二年十二月三十一日止年度，本公司已遵守所有守則條文，惟偏離守則條文第 C.1.6 條之規定，有關詳情將於下文闡釋。本公司定期監察及檢討其企業管治常規，以確保繼續符合日趨嚴謹的監管規定及改善其常規。

本公司認同其董事會（「董事會」）扮演著重要角色，為本公司提供有效領導及控制，並確保所有業務運作維持透明度及問責性。

本公司之主要企業管治原則及常規概述如下：

## 董事會

### 企業文化

董事會擔當領導角色，建立、促進並持續加強本公司的理想企業文化，這種文化以我們致力於最高標準的商業道德和誠信的企業價值觀為基礎。我們健全的企業文化深入集團各個層面，並與本集團的策略及核心價值保持一致。有關本集團的策略及核心價值的詳細資料，請參閱本年報第 2 頁「自動系統的優質承諾」一節。

### 職責

本公司已正式制定及採納有關職能劃分之職權範圍書，訂明董事會自行承擔及授予管理層的職責。

董事會發揮領導角色及審批策略政策及計劃，務求提高股東權益，至於本公司之日常運作，則由管理層負責。

董事會保留對本公司所有重大事宜之決定權，包括批准長遠目標及策略、資本及整體企業架構變更、風險管理及內部監控系統、重大交易（特別是可能涉及利益衝突之交易）、財務資料、董事任命及其他重要財務及營運事宜。

全體董事均可全面及時取得一切有關資料，以及獲得聯席公司秘書之意見及服務，藉此確保董事會議事程序及所有適用規則及規例獲得遵從。

於適當情況下，各董事一般可向董事會提出要求，以利用本公司之公費徵詢獨立專業意見。

## THE BOARD (Continued)

### Responsibilities (Continued)

The day-to-day management, administration and operations of the Company are delegated to the Chief Executive Officer and senior management. The delegated functions and work tasks are periodically reviewed. Approvals have to be obtained from the Board prior to entering into any significant transactions by the above-mentioned officers.

The Board has the full support from the Chief Executive Officer and senior management to discharge its responsibilities.

### Composition

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

The Board currently comprises six members, consisting of two Executive Directors, one Non-Executive Director and three Independent Non-Executive Directors. The number of Independent Non-Executive Directors represents more than one-third of the Board as required by Rule 3.10A of the Listing Rules.

The Board currently comprises the following members:

#### *Executive Directors*

Mr. Wang Weihang (Chairman)

Mr. Wang Yueou (Chief Executive Officer)

#### *Non-Executive Director*

Mr. Cui Yong

#### *Independent Non-Executive Directors*

Mr. Pan Xinrong

Mr. Deng Jianxin

Ms. Or Siu Ching, Rerina

None of the members of the Board has any financial, business, family or other material relationships with each other.

The biographical details of the Directors are set out in the section headed "Profile of Directors and Senior Management" on pages 25 to 28 of this annual report.

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules and is available on the websites of the Company and the Stock Exchange.

During the year ended 31st December 2022, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-Executive Directors with at least one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

## 董事會 (續)

### 職責 (續)

本公司之日常管理、行政及營運工作乃委派予行政總裁及高級管理層。委派職能及工作會定期檢討。上述高級職員於進行任何重大交易前須事先取得董事會批准。

董事會獲得行政總裁及高級管理層全力支持，以履行其職責。

### 組成

董事會之組成應具備所需技巧、經驗及多樣的觀點與角度，以達致獨立決策及切合業務需求。

董事會現時由六名成員組成，包括兩名執行董事、一名非執行董事及三名獨立非執行董事。獨立非執行董事佔董事會人數三分之一以上，符合上市規則第3.10A條規定。

本公司之現任董事會由以下董事組成：

#### *執行董事*

王維航先生(主席)

王粵鷗先生(行政總裁)

#### *非執行董事*

崔勇先生

#### *獨立非執行董事*

潘欣榮先生

鄧建新先生

柯小菁女士

董事會成員彼此概無任何財務、業務、家屬及任何其他重大關係。

董事的個人履歷資料載於本年報第25至第28頁「董事及高級管理人員簡介」一節。

董事名單(按類別)亦已根據上市規則規定披露於本公司不時刊發之所有公司通訊內，並可於本公司及聯交所網站查閱。

截至二零二二年十二月三十一日止年度，董事會一直符合上市規則有關委任最少三名獨立非執行董事，而其中最少一名須具備適當專業資格或會計或有關財務管理專業知識之規定。



## THE BOARD (Continued)

### Composition (Continued)

The Company has received from each Independent Non-Executive Director an annual confirmation of his/her independence pursuant to the requirements of the Listing Rules. The Company considers all Independent Non-Executive Directors are independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules.

The Non-Executive Director and Independent Non-Executive Directors bring a wide range of business and financial expertise, experiences and independent judgement to the Board. Through active participation in Board meetings and affairs of the Company, taking the lead in managing issues involving potential conflicts of interests and serving in Board committees, all Non-Executive Director and Independent Non-Executive Directors make various contributions to the effective direction of the Company.

### Appointment and Re-election of Directors

The Company has established formal, considered and transparent procedures for the appointment of Directors.

The Company has adopted the procedures for shareholders to propose a person for election as a Director of the Company. These procedures are available and accessible on the Company's website at <http://www.asl.com.hk>.

The procedures and process of appointment, re-election and removal of Directors are as set out in the Bye-laws of the Company. The Board established a Nomination Committee to review the structure, size, composition and diversity of the Board at least annually, identify suitable candidates for the Board, and to make recommendations on any matters in relation to the appointment and re-appointment of members of the Board. Appointment of new Directors is reserved for the Board's approval.

The Nomination Committee ensures that the Board comprises members with a diverse range of skills and experience with the appropriate knowledge necessary to oversee the business development, strategies, operations, challenges and opportunities of the Company and its subsidiaries (the "Group"). The Nomination Committee takes that person's skills, qualifications and expected contributions to the Company into account before making any recommendations to the Board in relation to the appointment or re-appointment of members of the Board.

Where vacancies on the Board exist, the Board will carry out the selection process, with the advice provided by the Nomination Committee, by making reference to the proposed candidates' skills, experience, professional knowledge, personal integrity and time commitments as well as the needs of the Company and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary.

In accordance with the Bye-laws of the Company, at each annual general meeting of the Company ("AGM") one-third of the Directors 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, provided that every Director shall be subject to retirement by rotation at least once every three years and any new Director appointed to fill a casual vacancy or as additional Director shall be subject to re-election by shareholders at the first general meeting after appointment.

## 董事會 (續)

### 組成 (續)

本公司已收取各獨立非執行董事根據上市規則之規定呈交之年度獨立性確認書。根據上市規則第3.13條所載之獨立性指引，本公司認為全體獨立非執行董事確屬獨立人士。

非執行董事及獨立非執行董事為董事會帶來多方面之營商及財務專業知識、經驗及獨立判斷。透過積極參與董事會會議及本公司之事務、處理涉及潛在利益衝突之事宜及成為董事會轄下委員會成員，所有非執行董事及獨立非執行董事對有效領導本公司作出多方面之貢獻。

### 董事之委任及重選

本公司已就董事之委任，確立正式、經審慎考慮及具透明度之程序。

本公司已採納股東提名人選參選本公司董事的程序。此等程序可於本公司網站 <http://www.asl.com.hk> 查閱及存取。

本公司之公司細則載有委任、重選及罷免董事的程序及步驟。董事會已成立提名委員會至少每年檢討董事會的架構、人數、組成及成員多元化，物色合適人選加入董事會及就任何有關委任及重新委任董事會成員的事宜提供推薦建議。新董事的委任須待董事會批准。

提名委員會確保董事會成員具備廣泛而必要的技能與經驗及適當知識，以監督本公司及其附屬公司（統稱「本集團」）業務發展、策略、營運、挑戰及機遇。在向董事會就委任或重新委任董事會成員提供任何推薦建議前，提名委員會考慮該名人士的技能、資歷及預期對本公司作出的貢獻。

倘董事會出現空缺，董事會將參考由提名委員會建議董事候選人的技能、經驗、專業知識、個人誠信及可撥出時間、本公司的需要及其他相關法定要求及規例而作出遴選。如有必要可聘請外界招聘代理，以進行招聘及遴選程序。

根據本公司之公司細則，於每一次本公司股東週年大會（「股東週年大會」）所有其時三分之一之董事，或若其數目並非三或三之倍數，則最接近之數目但不少於三分之一之董事須予退任，而每位董事須至少每三年輪值退任一次，而獲委任以填補臨時空缺或作為新增董事之任何新董事須於獲委任後之首屆股東大會上由股東重選。

## THE BOARD (Continued)

### Appointment and Re-election of Directors (Continued)

Each of the Non-Executive Directors is appointed under a specific term and they are subject to retirement by rotation and re-election at AGM in accordance with the Bye-laws of the Company.

The Company has formal service agreements or letters of appointment for all Executive Directors and Non-Executive Directors (including the Independent Non-Executive Directors) which setting out the key terms and conditions of their appointment and the terms of references have set out the work scope of the Board committees and delegation were made by the Board in respect of the responsibilities of the Non-Executive Directors (including Independent Non-Executive Directors) in such Board Committees.

In accordance with the Bye-law 99 of the Company, Mr. Wang Yueou, Mr. Pan Xinrong and Ms. Or Siu Ching, Rerina will retire from office by rotation at the forthcoming AGM and being eligible, offer themselves for re-election.

The Board recommended the re-appointment of these Directors standing for re-election at the forthcoming AGM.

The Company's circular regarding the notice of the forthcoming AGM contains detailed information of the Directors standing for re-election.

### Training for Directors

Directors keep abreast of responsibilities as a Director of the Company and of the conduct, business activities and development of the Company. Each newly-appointed Director receives a comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has an appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

The Company is responsible for arranging and funding suitable training for its Directors. All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for Directors are arranged where necessary.

## 董事會 (續)

### 董事之委任及重選 (續)

每位非執行董事乃根據特定指定任期獲委任。彼等需根據本公司之公司細則於股東週年大會上輪值告退及膺選連任。

本公司擁有正式的服務合同或董事委任函予全體執行董事及非執行董事(包括獨立非執行董事)，當中訂明彼等委任的主要條款及條件。而董事會已就全體非執行董事(包括獨立非執行董事)制定職權範圍，當中載有董事會轄下委員會的工作範圍及職權。

根據本公司之公司細則第99條，王粵鷗先生、潘欣榮先生及柯小菁女士將於應屆股東週年大會上輪值告退，並符合資格及願意膺選連任。

董事會建議重新委任願意於應屆股東週年大會上膺選連任之董事。

本公司有關應屆股東週年大會通告之通函載有膺選連任之董事詳情。

### 董事之培訓

董事不時留意作為本公司董事的責任及操守，以及有關本公司業務活動及發展的事宜。每名新委任董事均於獲委任時獲提供全面、正式兼特為其而設的就任須知，確保新委任董事可適當掌握本公司業務及營運，並充份了解彼根據上市規則及相關監管規定之職務與責任。

本公司負責為其董事安排合適培訓及提供相關資助。本公司鼓勵全體董事參與持續專業發展計劃，以發展及更新彼等之知識及技能。董事持續獲提供法規及監管制度之發展，以及業務環境之最新信息，以協助履行彼等之職責。本公司將在有需要時為董事安排持續的簡報及專業發展。

## THE BOARD (Continued)

### Training for Directors (Continued)

During the year ended 31st December 2022, the Company organized a video training in December 2022 titled “Anti-corruption”, and provided the Directors with relevant training materials. All Directors have provided the Company with records of the training during the year. According to the training records maintained by the Company, the types of trainings received by each of the Directors during the year are summarized as follows:

Name of Director	董事姓名	Types of Training	
		Receiving updates and briefings from the Company/self-study 收取由本公司提供的更新資料及簡介/自習	Attending seminar(s)/ conference and/or forums conducted by the Company or external parties 出席由本公司或外部單位舉辦的研討會/會議及/或論壇
<b>Executive Directors</b>	<b>執行董事</b>		
Wang Weihang	王維航		✓
Wang Yueou	王粵鷗		✓
<b>Non-executive Director</b>	<b>非執行董事</b>		
Cui Yong	崔勇		✓
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Pan Xinrong	潘欣榮		✓
Deng Jianxin	鄧建新		✓
Or Siu Ching, Rerina	柯小菁		✓

### Insurance Cover for Directors

The Company has arranged appropriate insurance cover in respect of legal action against its Directors to comply with the requirement of the CG Code.

### Attendance Records of Directors and Committee members

#### Number of Meetings and Directors' Attendance

The Board has at least four regular meetings a year and holds additional meetings on other occasions as needed.

During the year ended 31st December 2022, the Board held four Board meetings.

## 董事會 (續)

### 董事之培訓 (續)

截至二零二二年十二月三十一日止年度，本公司於二零二二年十二月舉辦了一次主題為「反腐倡廉」的視頻培訓，並向董事提供相關培訓材料。所有董事均向本公司提供了於年內的培訓記錄。根據本公司保存的培訓記錄，各董事於年內所接受的培訓類別總結如下：

Name of Director	董事姓名	Types of Training	
		Receiving updates and briefings from the Company/self-study 收取由本公司提供的更新資料及簡介/自習	Attending seminar(s)/ conference and/or forums conducted by the Company or external parties 出席由本公司或外部單位舉辦的研討會/會議及/或論壇
<b>Executive Directors</b>	<b>執行董事</b>		
Wang Weihang	王維航		✓
Wang Yueou	王粵鷗		✓
<b>Non-executive Director</b>	<b>非執行董事</b>		
Cui Yong	崔勇		✓
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Pan Xinrong	潘欣榮		✓
Deng Jianxin	鄧建新		✓
Or Siu Ching, Rerina	柯小菁		✓

### 董事的保險安排

本公司已就其董事可能會面對的法律行動安排了合適的保險，以符合《企業管治守則》之規定。

### 各董事及委員會成員出席記錄

#### 會議次數及董事出席人數

董事會於每年定期舉行最少四次會議，並將於有需要時就其他事宜舉行額外的會議。

截至二零二二年十二月三十一日止年度，董事會共舉行四次會議。

## THE BOARD (Continued)

### Attendance Records of Directors and Committee members (Continued)

#### Number of Meetings and Directors' Attendance (Continued)

The individual attendance records of each Director at the Board meetings, meetings of Board committees and/or the general meetings of the Company held during the year ended 31st December 2022 are set out below:

Name of Directors	董事姓名	Attendance/Number of Meetings held during the tenure of directorship							2022 AGM 二零二二年 股東週年大會
		Board 董事會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Nomination Committee 提名委員會	Management Committee 管理委員會	Investment Committee 投資委員會	於董事任期內出席/已舉行會議次數	
<b>Executive Directors</b>	<b>執行董事</b>								
Wang Weihang	王維航	4/4	N/A 不適用	N/A 不適用	1/1	4/4	2/2	1/1	
Wang Yueou	王粵鷗	4/4	N/A 不適用	N/A 不適用	N/A 不適用	4/4	2/2	1/1	
<b>Non-Executive Director</b>	<b>非執行董事</b>								
Cui Yong	崔勇	0/4	N/A 不適用	N/A 不適用	N/A 不適用	0/4	N/A 不適用	0/1	
<b>Independent Non-Executive Directors</b>	<b>獨立非執行董事</b>								
Pan Xinrong	潘欣榮	4/4	1/1	4/4	1/1	N/A 不適用	2/2	1/1	
Deng Jianxin	鄧建新	4/4	1/1	4/4	1/1	N/A 不適用	2/2	1/1	
Or Siu Ching, Rerina	柯小菁	4/4	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1	

None of the meetings set out above was attended by any alternate Director.

Apart from regular Board meetings, the Chairman of the Board held a meeting with the Independent Non-Executive Directors without the presence of other Directors during the year ended 31st December 2022.

### Practices and Conduct of Meetings

Regular Board meetings are scheduled in advance to facilitate maximum attendance of the Directors. Notices of regular Board meetings are served to all Directors at least 14 days before the meetings. For other Board meetings and Board committees meetings, reasonable notice is generally given.

Agenda and Board papers together with all appropriate, complete and reliable information are sent to all Directors at least three days before (or other period as agreed) each Board meeting or Board committees meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management whenever necessary.

## 董事會 (續)

### 各董事及委員會成員出席記錄 (續)

#### 會議次數及董事出席人數 (續)

各董事於截至二零二二年十二月三十一日止年度舉行的本公司董事會及其轄下委員會的會議及/或股東大會之個別出席記錄載列如下：

上述會議概無由任何替任董事出席。

除董事會常規會議外，截至二零二二年十二月三十一日止年度，董事會主席曾與獨立非執行董事在其他董事避席的情況下舉行了一次會議。

### 會議常規及程序

董事會定期會議的舉行日期乃預先編定，以便更多董事出席會議。定期舉行之董事會會議之通告乃於會議舉行前最少十四日送達予所有董事。至於其他董事會會議及其轄下委員會會議，一般會發出合理通知。

議程及董事會文件連同所有合適、完整及可靠之資料會於各董事會會議或其下轄委員會會議舉行前最少三日(或協定的其他時間內)寄發予所有董事，以通知董事本公司之最近發展及財政狀況，讓彼等達致知情決定。董事會及各董事亦可於有需要時個別獨立接觸高級管理層。

## THE BOARD (Continued)

### Practices and Conduct of Meetings (Continued)

The management has provided all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties.

The Joint Company Secretaries are responsible to take and keep minutes of all Board meetings and Board committees meetings. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

According to current Board practice, any material transaction, which involves a conflict of interest for a substantial shareholder or a Director, will be considered by the Board and dealt with by a physical board meeting rather than a written resolution. The Company's Bye-laws also contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Company fully supports the division of responsibility between the Chairman of the Board and the Chief Executive Officer to ensure a balance of power and authority.

The positions of Chairman and Chief Executive Officer are held by Mr. Wang Weihang and Mr. Wang Yueou respectively. Their respective responsibilities are clearly defined and set out in writing.

The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the senior management, the Chairman is also responsible for ensuring that the Directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings.

The Chief Executive Officer focuses on implementing objectives, policies and strategies approved and delegated by the Board. He is in charge of the Company's day-to-day management and operations. The Chief Executive Officer is also responsible for developing strategic plans and formulating the organizational structure, control systems and internal procedures and processes for the Board's approval.

## BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy effective since 30th August 2013. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. All board appointments will be based on meritocracy, and candidates will be considered based on objective criteria, having due regard for the benefits of diversity on the Board.

According to the board diversity policy, selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, independence and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

## 董事會 (續)

### 會議常規及程序 (續)

管理層就本公司的表現、狀況及前景向全體董事會成員提交公平及易於理解的每月詳盡評估，以讓董事會整體及各董事履行彼等之職務。

聯席公司秘書負責編製及保存所有董事會會議及其轄下委員會會議之會議記錄。會議記錄初稿一般於會議後之合理時間內向董事傳閱以供彼等給予意見，而最終版本乃公開供董事查閱。

根據現時之董事會常規，任何涉及大股東或董事利益衝突之重大交易將由董事會予以考慮及以舉行董事會會議（而非書面決議）方式處理。本公司之公司細則亦載有條文，規定董事須於批准該等董事或彼等之任何聯繫人士擁有重大利益之交易之大會上放棄投票，且不計入有關會議之法定人數。

## 主席及行政總裁

本公司完全支持分開董事會主席及行政總裁之職責，以確保權力及授權兩者之平衡。

主席及行政總裁之職位分別由王維航先生及王粵鷗先生擔任。彼等各自之職責已清楚界定，並以書面記載。

主席負責領導及根據良好之企業管治常規有效地運作董事會。憑藉高級管理層之支持，主席亦負責確保董事及時收取充足、完整及可靠之資料，並就於董事會會議上提出之事宜獲得適當簡報。

行政總裁則專注於實踐董事會所批准及委派之目標、政策及策略。彼負責本公司之日常管理及營運。行政總裁亦負責發展策略計劃，及制定組織架構、監控制度及內部程序及過程，以供董事會批准。

## 董事會成員多元化政策

董事會已採納董事會成員多元化政策，自二零一三年八月三十日起生效。本公司明白並深信董事會成員多元化對提升公司的表現素質裨益良多。所有董事會成員委任乃基於用人唯才，而為有效達致董事會成員多元化，將考慮候選人之客觀條件。

根據董事會成員多元化政策，甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識、獨立性及服務年期方面。最終將按人選的長處及其可為董事會提供的貢獻而作決定。

## BOARD DIVERSITY POLICY (Continued)

As at the date of this annual report, the Board comprises six Directors. One of them is female. Three of them are Independent Non-Executive Directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of gender, professional background and skills. The Company considers that there is gender diversity on the current Board and in considering director candidates in the future, it will continue to identify and select female individuals with a diverse range of skills, experience and knowledge in the field of the Group's business from time to time, for promoting gender diversity of the Board. The Nomination Committee is responsible for reviewing the diversity of the Board. Furthermore, the Nomination Committee will monitor and evaluate the implementation of the Board Diversity Policy from time to time to ensure its continued effectiveness. The workforce of the Group (including its senior management) comprised approximately 75% male employees and 25% female employees as at 31st December 2022. Due to the nature of work in information technology industry, the Group mainly considers factors such as the candidates' ability and experience, rather than their gender, in recruiting employees.

## DIVIDEND POLICY

The Board has adopted a dividend policy effective since 31st December 2018. This policy aims to set out guidelines for the Board to determine whether dividends are to be declared and paid, and the level of dividend to be paid to the shareholders of the Company. The Board endeavours to maintain a balance between meeting Shareholders' expectations and prudent capital management with a sustainable dividend policy.

In proposing any dividend payout, the Board should also take into account, inter alia, the following factors:-

- (a) the actual and expected financial results of the Group;
- (b) economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
- (c) the Group's business strategies, including future cash commitments and investment needs to sustain the long-term growth aspect of the business;
- (d) any restrictions on payment of dividends that may be imposed by the Group's lenders;
- (e) the current and future operations, liquidity position and capital requirements of the Group; and
- (f) any other factors that the Board deems appropriate.

Subject to the Laws of Bermuda, the Bye-Laws of the Company and any applicable laws, rules and regulations, dividends may be paid in cash or be satisfied wholly or partly in the form of allotment of shares of the Company. The Board may also consider the issuance of bonus shares on a basis permitted by the applicable laws and regulations. The dividend shall include scrip dividends, distributions in specie or in kind, capital distributions and capitalization issues.

The Board may from time to time determine and pay to the Company's shareholders interim dividends as appear to the Board to be justified by the position of the Company. The Board may recommend the payment of final dividends which are required to be approved by shareholders of the Company in general meetings.

## 董事會成員多元化政策(續)

於本年報日期，董事會包括六名董事。其中一名為女性。董事會成員中三名為獨立非執行董事，藉以作出批判檢討及監控管理過程。就性別、專業背景及技能方面而言，董事會均屬相當多元化。本公司認為，目前的董事會存在性別多元化，日後考慮董事候選人時，將繼續不時物色及甄選就本集團業務領域具有不同技能、經驗及知識的女性人選，以促進董事會的性別多元化。此外，提名委員會負責審核董事會多元化，不時監察及評估董事會多元化政策的實施情況，確保其持續有效。於二零二二年十二月三十一日，本集團的僱員(包括其高級管理層)中，男性員工約佔75%，女性員工約佔25%。由於資訊科技行業的工作性質，本集團招聘僱員時主要考慮候選人的能力及經驗等因素，而非性別。

## 股息政策

董事會已採納股息政策，自二零一八年十二月三十一日起生效。此政策旨在為董事會制定指引以決定是否宣佈及派發股息及派發予本公司股東之股息幅度。董事會通過可持續股息政策，在符合股東期望與審慎資本管理之間努力保持平衡。

在建議派發任何股息時，董事會應考慮(其中包括)下列因素：

- (甲) 本集團的實際及預期的財務業績；
- (乙) 影響本集團業務或財務表現及財務地位之經濟條件及其他內部或外部因素；
- (丙) 本集團之業務經營策略，包括未來現金承諾及投資需要以維持業務方面的長期增長；
- (丁) 本集團貸款人可能對股息支付所施加之任何限制；
- (戊) 本集團之當前及未來之業務，流動資金狀況和資本要求；及
- (己) 其他董事會認為適用之任何因素。

根據百慕達法律，本公司之公司細則和任何適用法例、規則及規例，股息可以現金支付或以配發本公司股份形式派發全部或部份股息。董事會或會考慮於符合適用的法例和規例所規定之基準上發行紅股。股息包括以股代息、實物分配、資本分配和資本化發行。

董事會可能在認為適當的情況下，不時決定及派發中期股息予本公司股東。董事會可能建議派發末期股息，但須獲本公司股東於股東大會上批准。

## BOARD COMMITTEES

The Board has established five committees, namely Remuneration Committee, Audit Committee, Nomination Committee, Management Committee and Investment Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Remuneration Committee, the Audit Committee and the Nomination Committee are posted on the websites of the Company and the Stock Exchange and/or are available to shareholders upon request.

Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

The Board shall establish other committees for specific purposes from time to time to facilitate the Company's operations.

### Remuneration Committee

The Remuneration Committee currently comprises three Independent Non-Executive Directors, namely Mr. Pan Xinrong, Mr. Deng Jianxin and Ms. Or Siu Ching, Rerina. Mr. Pan Xinrong is the chairman of the Remuneration Committee. The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of all Directors and the senior management and share options matters. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The Remuneration Committee shall meet at least once a year for reviewing the remuneration policy and structure and determination of the annual remuneration packages of all Directors and the senior management and other related matters. The Remuneration Committee shall consult the Chairman of the Board and/or the Chief Executive Officer of the Company about these recommendations on remuneration policy and structure and remuneration packages.

The Remuneration Committee held one meeting during the year ended 31st December 2022. At the meeting, the Committee reviewed and/or discussed the Directors' remuneration packages (including their service agreements) and bonuses payable and determined, with delegated responsibility, the change and remuneration packages of all Directors and senior management. Remuneration Committee has reviewed the share option schemes of the Company and relating matters. There was no grant of any share option and no material matter relating to share option schemes of the Company during the year.

To recognize and support the Group's strategic directions and align the interests of the Directors and shareholders, the remuneration policy for directors setting the procedure for fixing remuneration package for Directors, including Executive Directors and all the Non-executive Directors, chairmanship fee of the Board and Audit Committee and so forth. The remuneration policy for directors states that the Company seeks to offer competitive and fair market remuneration to attract, retain and motivate the directors while avoiding paying more than is necessary for this purpose. Remuneration of each director is determined based on individual duties and responsibilities, experience and prevailing market condition, with reference to remuneration offered to comparable position in the market and advice of independent professional consultants where appropriate. No Director shall be involved in deciding his own remuneration. The Company also recognises the importance of a formal and transparent remuneration policy covering its Board.

## 董事會轄下委員會

董事會轄下已成立五個委員會，分別為薪酬委員會、審核委員會、提名委員會、管理委員會及投資委員會，以監督本公司事務之各特定方面。本公司之所有董事會轄下委員會的職權範圍均以書面界定。薪酬委員會、審核委員會及提名委員會之職權範圍已刊載於本公司及聯交所網站及／或當有需要時提供予所有股東。

董事會轄下委員會獲提供充足資源以履行彼等之職責，並能於作出合理要求時在適當情況下尋求獨立專業意見，費用由本公司承擔。

董事會將不時就特定目標成立其他委員會，以促進本公司之業務運作。

### 薪酬委員會

薪酬委員會現由三名獨立非執行董事組成，分別為潘欣榮先生、鄧建新先生及柯小青女士。潘欣榮先生為薪酬委員會主席。薪酬委員會之主要目標包括建議及批准有關全體董事及高級管理人員之薪酬政策及架構及薪酬組合，以及有關購股權之事宜。薪酬委員會亦負責成立發展該薪酬政策及架構之具透明度程序，以確保並無董事或其任何聯繫人士將參與決定其本身之薪酬，其薪酬將參照個別人士及本公司之表現，以及市場慣例及情況而釐定。

薪酬委員會每年最少舉行一次會議，以檢討薪酬政策與架構，以及釐定全體董事及高級管理人員之全年薪酬組合及其他相關事宜。薪酬委員會須諮詢董事會主席及／或本公司行政總裁有關薪酬政策與架構及薪酬組合之推薦意見。

截至二零二二年十二月三十一日止年度，薪酬委員會舉行一次會議。在該等會議上，薪酬委員會審閱及／或討論董事之薪酬組合（包括服務合約）及其獎勵花紅及確定並授權所有董事和高級管理人員的變動及薪酬方案。薪酬委員會已審閱本公司之購股權計劃及相關事宜。年內並沒有授出任何購股權以及沒有關於本公司購股權計劃的重大事宜。

為識別及支持本集團的策略方向並令董事和股東的利益保持一致，董事薪酬政策制定了釐定董事薪酬方案的程序（包括執行董事和所有非執行董事、董事會和審計委員會主席的酬金等）。董事薪酬政策說明本公司旨在提供具競爭力及公平市價薪酬，以吸引、挽留和激勵董事，同時避免為此支付多於所需之薪酬。每名董事的薪酬乃根據個別職務及責任、經驗及現行市況而釐定，並參考市場上可比較職位所提供的薪酬及獨立專業顧問的意見（如適用）。任何董事不會參與釐定其本人的薪酬。本公司亦已識別正規、具透明度及涵蓋董事局及執行總監會成員的薪酬政策的重要性。

## BOARD COMMITTEES (Continued)

### Remuneration Committee (Continued)

Details of the Directors' emoluments are set out in Note 14 to the consolidated financial statements. In addition, pursuant to the CG Code provision E.1.5, the annual emoluments of the members of senior management (except Directors) by band for the year ended 31st December 2022 are set out below:

Emoluments bands:	Number of individuals
HK\$4,000,001 to HK\$4,500,000	–
HK\$5,000,001 to HK\$5,500,000	1
HK\$5,500,001 to HK\$6,000,000	1
HK\$7,000,001 to HK\$7,500,000	1
HK\$7,500,001 to HK\$8,000,000	1

Further details of the top five highest paid individuals are set out in Note 15 to the consolidated financial statements.

### Audit Committee

The Audit Committee currently comprises three Independent Non-Executive Directors, namely Mr. Pan Xinrong, Mr. Deng Jianxin and Ms. Or Siu Ching, Rerina, among them one Independent Non-Executive Director possesses the appropriate professional qualifications or accounting or related financial management expertise. Mr. Deng Jianxin is the chairman of the Audit Committee. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The main duties of the Audit Committee include the following:

- to review the financial statements and reports and consider any significant or unusual items raised by the management, internal auditor or external auditor before submission to the Board;
- to review the relationship with the external auditor with reference to the work performed by the auditor, its independence, fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditor;
- to review the adequacy and effectiveness of the Company's financial reporting system, risk management and internal control systems and associated procedures; and
- to report the findings and make recommendations to the Board for improvements or implementations in relation to the above matters.

The Audit Committee held four meetings during the year ended 31st December 2022. At these meetings, the Committee reviewed and/or discussed the following:

- the financial results and reports, financial reporting and compliance procedures;
- the reports from the external auditor, management letters and management response;
- the corporate governance matters;
- the matters in relation to the risk management and internal control systems as well as internal audit function; and
- the re-appointment of the external auditor.

## 董事會轄下委員會 (續)

### 薪酬委員會 (續)

董事酬金詳情載列於綜合財務報表附註14。此外，根據企業管治守則條文第E.1.5條，截至二零二二年十二月三十一日止年度，高級管理人員(除董事外)年度酬金分級載列如下：

酬金等級：	按人數
4,000,001 港元至 4,500,000 港元	–
5,000,001 港元至 5,500,000 港元	1
5,500,001 港元至 6,000,000 港元	1
7,000,001 港元至 7,500,000 港元	1
7,500,001 港元至 8,000,000 港元	1

五名最高薪僱員之酬金詳情載列於綜合財務報表附註15。

### 審核委員會

審核委員會現由三名獨立非執行董事組成，分別為潘欣榮先生、鄧建新先生及柯小菁女士，彼等包括一名擁有適當專業資格或會計或相關財務管理專長之獨立非執行董事。鄧建新先生為審核委員會主席。概無審核委員會之成員乃本公司現時外聘核數師之前任合夥人。

審核委員會之主要職責包括下列各項：

- 審閱財務報表及報告，考慮由管理層、內部核數師或外聘核數師提出之任何重大或不尋常事項，然後提交董事會；
- 根據外聘核數師履行之工作、其獨立性、收費及委聘條款，檢討與該核數師之關係，並就委聘、續聘及撤換外聘核數師之事宜，向董事會提出推薦意見；
- 檢討本公司財務報告系統、風險管理及內部監控系統以及相關程序是否足夠及有效；及
- 就上述事項向董事會匯報工作結果，並提出改進或實施之建議。

截至二零二二年十二月三十一日止年度，審核委員會舉行四次會議。在該等會議上，審核委員會審閱及/或討論以下各項：

- 財務業績及報告、財務申報及合規程序；
- 外聘核數師報告、管理層函件及管理層回應；
- 企業管治事宜；
- 有關風險管理及內部監控系統以及內部審核功能之事宜；及
- 外聘核數師之續聘。



## BOARD COMMITTEES (Continued)

### Audit Committee (Continued)

The Audit Committee also met the external auditor three times via video conference during the year ended 31st December 2022.

There is no material uncertainty relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

There is no disagreement between the Board and the Audit Committee regarding the selection, appointment, resignation or dismissal of external auditor.

The Company's annual results for the year ended 31st December 2022 have been reviewed by the Audit Committee.

### Nomination Committee

The Nomination Committee currently comprises the chairman of the Board and two Independent Non-Executive Directors, namely Mr. Wang Weihang, Mr. Pan Xinrong and Mr. Deng Jianxin. Mr. Wang Weihang is the chairman of the Nomination Committee.

The primary functions of the Nomination Committee include the following:

- (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, independence and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to access the independence of Independent Non-Executive Directors; and
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the chief executive.

The Nomination Committee held one meeting during the year ended 31st December 2022. At the meeting, the Committee reviewed and/or discussed the following:

- (a) the structure, size, composition and diversity of the Board;
- (b) the independence of Independent Non-Executive Directors;
- (c) to make recommendation to the Board about the proposed re-election of Directors who were due to retire at the AGM; and
- (d) the time spent by Non-Executive Directors to fulfill their duties.

A set of nomination procedures for selection of candidates for directorship of the Company has been adopted by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the Company's needs and other relevant statutory requirements and regulations.

## 董事會轄下委員會 (續)

### 審核委員會 (續)

截至二零二二年十二月三十一日止年度，審核委員會亦曾與外聘核數師通過視像會議會面三次。

現時並無任何可能對本公司之持續經營能力產生重大疑問之重大不明朗事件或狀況。

董事會與審核委員會在篩選、委任、辭任或解僱外聘核數師方面並無意見分歧。

審核委員會已審閱本公司截至二零二二年十二月三十一日止年度之業績。

### 提名委員會

提名委員會現由董事會主席及兩名獨立非執行董事組成，分別為王維航先生、潘欣榮先生及鄧建新先生。王維航先生為提名委員會主席。

提名委員會之主要職責包括下列各項：

- (甲) 至少每年檢討董事會的架構、人數、組成及多元化(包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識、獨立性及服務年期方面)，並就任何為配合公司的公司策略而擬對董事會作出的變動提出建議；
- (乙) 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (丙) 評核獨立非執行董事的獨立性；及
- (丁) 就董事委任或重新委任以及董事(尤其是董事會主席及行政總裁)繼任計劃向董事會提出建議。

截至二零二二年十二月三十一日止年度，提名委員會曾舉行一次會議。在該會議上，提名委員會審閱及/或討論以下各項：

- (甲) 董事會的架構、人數、組成及多元化；
- (乙) 獨立非執行董事的獨立性；
- (丙) 就股東週年大會上建議重選退任之董事向董事會提出建議；及
- (丁) 非執行董事所投入的時間以履行其職責。

提名委員會已採納一套提名程序，參考本公司董事候選人的技能、經驗、專業知識、個人誠信及可撥出時間、本公司的需要及其他相關法定要求及規例而作出遴選。

## BOARD COMMITTEES (Continued)

### Nomination Committee (Continued)

A nomination policy of the Company (the "Nomination Policy") has been adopted by the Board on 31st December 2018 and will be reviewed by the Board annually. The key nomination criteria and principles of the Company for the nomination of Directors constitute the Nomination Policy as set out below:

- (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, independence and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive;
- (d) before recommending an appointment, to evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall:
  - (i) use such method or methods to facilitate the search as it may deem appropriate;
  - (ii) consider candidates from a wide range of backgrounds; and
  - (iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, taking care that candidates have enough time available to devote to the position; and
- (e) to ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings, where appropriate.

### Management Committee

The Management Committee currently comprises two Executive Directors and one Non-Executive Director, namely Mr. Wang Weihang, Mr. Wang Yueou and Mr. Cui Yong. Mr. Wang Yueou is the chairman of the Management Committee.

The Management Committee is primarily responsible for managing and reviewing the Company's day-to-day operations and financial reporting, and making recommendations in respect of the objectives and strategies of the Group. The Management Committee meets as appropriate and when required to discuss the related issues.

## 董事會轄下委員會 (續)

### 提名委員會 (續)

董事會於二零一八年十二月三十一日採納本公司的提名政策(「提名政策」)及由董事會每年檢討。本公司於提名董事時所考慮的主要元素及準則，構成以下提名政策：

- (甲)至少每年檢討董事會的架構、人數、組成及多元化(包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識、獨立性及服務年期方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- (乙)物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (丙)就董事委任或重新委任以及董事(尤其是董事會主席及行政總裁)繼任計劃向董事會提出建議；
- (丁)在建議作出委任之前，評估董事會的技能、知識、經驗和多元化方面的均衡性，並按評估結果，就個別需被委任之董事的角色及所需具備的能力等編制說明文件。在物色適當人選時，委員會應：
  - (i) 採用其認為有助物色人才的適當方法；
  - (ii) 考慮來自各種背景的人選；及
  - (iii) 根據人選本身的條件，並以客觀標準充分顧及董事會成員多元化的裨益來考慮人選，並確保有關人選能投入足夠時間履行有關職務；及
- (戊)在適用情況下確保非執行董事獲委任加入董事會時收到正式聘書，當中例明董事會期望他們付出的時間、在委員會的服務，以及參與董事會會議之外的活動。

### 管理委員會

管理委員會現由兩名執行董事及一名非執行董事組成，分別為王維航先生、王粵鷗先生及崔勇先生。王粵鷗先生為管理委員會主席。

管理委員會主要負責管理及檢討本公司之日常運作及財務申報程序，並就本集團之目標及策略提供建議。管理委員會於適當及當有需要時均會舉行會議討論有關事項。

## BOARD COMMITTEES (Continued)

### Investment Committee

The Investment Committee currently comprises two Executive Directors and two Independent Non-Executive Directors, namely Mr. Wang Weihang, Mr. Wang Yueou, Mr. Pan Xinrong and Mr. Deng Jianxin. Mr. Wang Weihang is the chairman of the Investment Committee.

The Investment Committee is primarily responsible for identifying and evaluating existing and potential investment opportunities for the Company, and making recommendations to the Board. The Investment Committee meets as and when required to discuss the related issues.

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31st December 2022.

The Company has also established written guidelines on no less exacting terms than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of unpublished inside information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

## CORPORATE GOVERNANCE FUNCTIONS

The Board has delegated the duties and responsibilities in performing its corporate governance functions to the Audit Committee. The Audit Committee is responsible for corporate governance functions with the following duties:

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

## 董事會轄下委員會 (續)

### 投資委員會

投資委員會現由兩名執行董事及兩名獨立非執行董事組成，分別為王維航先生、王粵鷗先生、潘欣榮先生及鄧建新先生。王維航先生為投資委員會主席。

投資委員會主要負責鑑定和評估公司現有和潛在的投資機會並向董事會提出建議。投資委員會當有需要時均會舉行會議討論有關事項。

### 證券交易之標準守則

本公司已採納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」)。

本公司已向所有董事作出特定查詢，而董事已確定彼等於截至二零二二年十二月三十一日止年度期間一直遵守標準守則。

本公司亦已就可能掌握本公司之非公布內幕消息之僱員進行證券交易設立不遜於標準守則之書面指引(「僱員書面指引」)。

本公司並無發現任何僱員違反僱員書面指引之事件。

### 企業管治職能

董事會已授權審核委員會履行董事會的企業管治職能的職務及職責。審核委員會負責企業管治職能，職務如下：

- (甲) 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；
- (乙) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (丙) 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；
- (丁) 制定、檢討及監察適用於董事及僱員的操守準則及合規手冊(如有)；及
- (戊) 檢討本公司遵守《企業管治守則》的情況及在《企業管治報告》內的披露。

## DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31st December 2022.

The Directors are responsible for overseeing the preparation of financial statements of the Company with a view to ensuring that such financial statements give a true and fair view of the state of affairs of the Group and that relevant statutory and regulatory requirements and applicable accounting standards are complied with.

The Board has received from the management explanation and relevant information which enable the Board to make an informed assessment for approving the financial statements.

## AUDITOR'S REMUNERATION

The statement of external auditor of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 90 to 94 of this annual report.

The remuneration paid and payable to Grant Thornton Hong Kong Limited and Grant Thornton network firm, in respect of audit services and non-audit services for the year ended 31st December 2022 amounted to HK\$1,968,000 and HK\$950,000 respectively. The non-audit services mainly consist of review of interim financial information and other reporting services.

Other audit firms provide local audit services at a fee of HK\$215,000.

## RISK MANAGEMENT AND INTERNAL CONTROL

The main features of the Group's risk management and internal control systems are to provide a clear governance structure, policies and procedures, as well as reporting mechanism to facilitate the Group to manage its risks across business operations.

The Group has established a risk management framework, which consists of the Board of Directors, the Audit Committee and the senior management. The Board has evaluated and determined the nature and extent of risks that shall be taken in achieving the Group's strategic objectives, and has overseen the senior management in the design, implementation and monitoring of the risk management and internal control systems.

The Group has formulated and adopted Risk Management Policy in providing direction in identifying, evaluating and managing significant risks. At least on an annual basis, the senior management identifies risks that would adversely affect the achievement of the Group's objectives, and assesses and prioritises the identified risks according to a set of standardised criteria. Risk mitigation plans and risk owners are then established for those risks considered to be significant.

In addition, the Group has engaged an independent professional advisor to assist the Board and the Audit Committee in ongoing monitoring of internal control systems of the Group. Deficiencies in the design and implementation of internal controls are identified and recommendations are proposed for improvement. Significant internal control deficiencies are reported to the Audit Committee and the Board on a timely basis to ensure prompt remediation actions are taken.

## 有關財務報表之董事責任

董事確切知悉彼等須負責編製本公司截至二零二二年十二月三十一日止年度之財務報表。

董事負責監督本公司財務報表的編製，以確保該等財務報表真實而公平地反映本集團之事務狀況，並符合相關法規及監管規定及適用會計準則。

董事會已接獲管理層提供的解釋及相關資料，致使董事會就批准財務報表作出知情評估。

## 核數師酬金

本公司之外聘核數師就彼等呈報財務報表之責任之聲明載於第90至第94頁之「獨立核數師報告」內。

截至二零二二年十二月三十一日止年度，就審核服務及非審核服務向致同(香港)會計師事務所有限公司及致同成員所已付及應付之酬金則分別為1,968,000港元及950,000港元。非審計服務主要包括審閱中期財務資料及其他報告服務。

其他審計事務所提供之當地審計服務之費用為215,000港元。

## 風險管理及內部監控

本集團的風險管理及內部監控系統的特點是提供清晰的治理架構、政策及程序以及彙報機制，以促進本集團管理各業務範疇的風險。

本集團已成立風險管理組織架構，由董事會、審核委員會及高級管理層組成。董事會已評估及釐定本集團達成策略目標時所願意接納的風險性質及程度，董事會亦監督高級管理層對風險管理及內部監控系統的設計、實施及監察。

本集團亦已制定及採納企業風險管理制度以提供有效的辨認、評估及管理重大風險的指引。高級管理層至少每年一次對為本集團實現業務目標帶來負面影響的風險事項進行識別，並通過規範的機制進行評價及排序，對主要風險制定風險緩解計劃及指定風險負責人。

此外，本集團外聘獨立專業機構以協助董事會及審核委員會持續監督本集團的內部監控系統，識別內部控制設計及運行中的缺陷並提出適當的改進意見。如發現嚴重的內部監控缺失，會及時向審核委員會及董事會彙報，且適時跟進，確保情況得以改善。

## RISK MANAGEMENT AND INTERNAL CONTROL

(Continued)

Risk management report and internal control report which covered financial, operational and compliance control for the year ended 31st December 2022, has submitted for the Audit Committee's and the Board's reviews. The Group has an internal audit function in place to provide an independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems in accordance with the CG Code. The Board had performed an annual review on the effectiveness of the Group's risk management and internal control systems during the year, including but not limited to the change, since the last annual review, in nature and extent of significant risk, and the Group's ability to respond to changes in its business and external environment; the scope and quality of management's ongoing monitoring of risk management and internal control systems; the extent and frequency of communication with the Board in relation to monitoring result of risk and internal control review; significant failures or weaknesses identified and their related implications; and the effectiveness of the Company's processes for financial reporting and Listing Rules compliance. The Board considers the Group's risk management and internal control systems are effective and adequate. The Board in particular considers the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions.

The risk management and internal control systems above 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.

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

The Group complies with requirements of Securities and Futures Ordinance (the "SFO") and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the Safe Harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

## COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through AGMs and other general meetings. The Chairman of the Board, all Executive Directors, Non-Executive Director, Independent Non-Executive Directors, and the Chairmen of all Board committees or their delegate(s) will make themselves available at each AGM to meet shareholders and answer their enquiries.

## 風險管理及內部監控(續)

於截至二零二二年十二月三十一日止年度之風險管理報告和內部監控報告(涵蓋財務、營運及合規監控)已提交審核委員會及董事會審核。本集團已設立內部審核功能，根據《企業管治守則》對本集團的風險管理及內部監控系統就有關系統是否足夠及有效作出獨立評估。董事會於年內就本集團的風險管理及內部監控系統是否有效進行一次年度檢討，包括但不限於自上年檢討後重大風險的性質及嚴重程度的轉變、以及本集團應付其業務轉變及外在環境轉變的能力、管理層持續監察風險及內部監控系統的工作範疇及素質、向董事會傳達風險及內部監控審核的監控結果的詳盡程度及次數、期內發生的重大監控失誤或發現的重大監控弱項以及有關影響、本集團有關財務報告及遵守上市規則規定的程序是否有效等。董事會認為本集團風險管理及內部監控系統有效及足夠。董事會特別考慮公司會計、內部審核及財務匯報職能方面之資源、員工資歷及經驗，以及其培訓課程及預算是否足夠。

上述風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險。因此，該等系統只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

### 處理及發布內幕消息的程序及內部監控措施

本集團遵循證券及期貨條例(「證券及期貨條例」)和上市規則的規定，本集團於知悉任何內幕消息後，在合理並切實可行的範圍內，會儘快向公眾披露該消息，除非有關消息屬於證券及期貨條例下任何安全港條文的範圍。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外泄，會即時向公眾披露該消息。本集團亦致力確保公告中所載的資料在重大事實方面不構成虛假或具誤導性，或鑑以清晰平衡的方式呈現消息(就正面及負面事實需要同等披露而言)不構成令到重大事實遺漏而導致虛假或誤導。

## 與股東及投資者通訊

本公司認為，與股東有效通訊乃促進投資者關係及投資者了解本集團業務表現及策略的必要元素。本公司致力保持與股東持續對話，尤其透過股東週年大會及其他股東大會與股東溝通。董事會主席、全體執行董事、非執行董事、獨立非執行董事及所有董事委員會主席(或彼等之代表)將出席股東週年大會，與股東見面並回答彼等的提問。

## COMMUNICATION WITH SHAREHOLDERS AND INVESTORS (Continued)

The 2022 AGM was held on 30th May 2022 (the “2022 AGM”). CG Code provision C.1.6 stipulates that the Independent Non-Executive Directors and other Non-Executive Directors, directors, as equal board members, should give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. Generally they should also attend general meetings to gain and develop a balanced understanding of the views of shareholders. A Non-Executive Director was unable to attend the annual general meeting of the Company held on 30th May 2022 due to other commitments. However, the chairmen of the Remuneration Committee, Audit Committee, Nomination Committee, Management Committee and Investment Committee or their delegate, and the Company’s external auditor have attended the 2022 AGM to answer questions.

### Shareholders’ Communication Policy

The Board has adopted a shareholders’ communication policy in 2014 (the “Shareholders’ Communication Policy”) setting out the Company’s procedures in providing the Shareholders with clear communication and easy access to information about the Company. The Board will review the Shareholders’ Communication Policy annually to reflect current regulatory, community, investor requirements. Below is a summary of the Shareholders’ Communication Policy.

To promote effective communication, the Company maintains a website at <http://www.asl.com.hk>, where extensive information and updates on the Company’s business developments and operations, financial information, circulars, announcements, notice of general meetings, corporate governance practices and other information are posted. Such information will be also released to the website of the Stock Exchange in accordance with continuous disclosure obligations.

During the year 2022, the Board reviewed the implementation and effectiveness of the Shareholder Communication Policy. The Company’s website was updated on a regular basis to maintain an effective ongoing communication with shareholders and shareholders could access the latest information of the Company through the same. Information released by the Company to the Stock Exchange was also posted on the Company’s website as soon as reasonably practicable thereafter. Shareholders were provided with the opportunities to communicate with the Directors and senior management directly at general meetings. Enquiries from investors are dealt with in an informative and timely manner. Based on the above, the Board was of the view that the Shareholder Communication Policy was effective.

### Constitutional Documents

On 30th May 2022, an AGM was held at which a special resolution was passed to approve the amendments to the Bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company to (a) bring the constitutional documents of the Company in line with the relevant requirements of the Listing Rules (including the core standards for shareholder protections set out in Appendix 3 to the Listing Rules) and the applicable laws of Bermuda; and (b) allow a general meeting to be held as an electronic meeting or a hybrid meeting and to incorporate certain housekeeping changes. Further details of such amendments were disclosed in the circular of the Company dated 27th April 2022. Save for the aforesaid changes, there are no other changes to the constitutional documents of the Company. An updated version of the Company’s Memorandum of Association and Bye-laws are available on the websites of the Company and the Stock Exchange.

## 與股東及投資者通訊(續)

二零二二年股東週年大會已於二零二二年五月三十日舉行(「二零二二年股東週年大會」)。企業管治守則條文第C.1.6條規定，獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事會成員，應定期出席董事會及其同時出任委員會成員的委員會的會議並積極參與會務，以其技能、專業知識及不同的背景及資格作出貢獻。一般而言，他們並應出席股東大會，對公司股東的意見有全面、公正的了解。一位非執行董事由於其他職務，未能出席於二零二二年五月三十日舉行之本公司股東週年大會。然而，薪酬委員會、審核委員會、提名委員會、管理委員會、投資委員會的主席及／或彼等之代表，以及本公司外聘核數師已出席二零二二年股東週年大會以回答問題。

### 股東通訊政策

董事會已於二零一四年採納一項股東溝通政策，當中載列的程序為股東提供清晰的溝通，以便查閱本公司資料。董事會將每年檢討股東通訊政策，以反映現時規管、公眾人士及投資者要求。以下為股東通訊政策之概要。

為促進有效溝通，本公司亦設置網頁(網址為<http://www.asl.com.hk>)，其內將載入有關本公司業務發展及營運、財務資料、通函、公告、股東大會通告、企業管治常規及其他資料之詳盡資料及更新。該等資料亦會根據持續披露責任於聯交所網站發佈。

董事會於年內已檢討股東通訊政策的實施及有效性。本公司網站定期更新，與股東保持有效及持續的溝通。股東可以透過本公司網站取得本公司最新資訊。本公司向聯交所發布的資訊後亦已於合理及切實可行的情況下盡快上載至本公司網站。於股東大會上，股東有機會直接與董事及高層管理人員溝通。投資者的查詢亦會獲提供資料並及時處理。基於上述情況，董事會認為股東通訊政策是為有效。

### 組織章程文件

於二零二二年五月三十日，本公司舉行股東週年大會，會上通過一項特別決議案，決議通過本公司之公司細則所作之建議修訂，以(a)使公司細則文件符合上市規則相關規定(包括上市規則附錄三的「核心水平」以保障發行人的股東及百慕達適用法例；及(b)允許股東大會以電子會議或混合會議的形式舉行，並納入若干細微內部修訂。該等修訂的進一步詳情於本公司日期為二零二二年四月二十七日之通函披露。除上文所述變動外，本公司之章程文件概無其他變動。最新本公司組織章程大綱及公司細則可於本公司及聯交所網站查閱。

## SHAREHOLDERS' RIGHTS

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. Save as provided under the Listing Rules, resolutions put to vote at the general meetings of the Company (other than procedural matters) are taken by poll and poll results will be posted on the websites of the Company and the Stock Exchange after the general meetings.

### Convening of Special General Meetings on Requisition by Shareholders

Under Bermuda Companies Act 1981 (the "Companies Act"), shareholders holding in aggregate of not less than one-tenth (10%) of the paid-up capital of the Company may convene a special general meeting ("SGM") by written requisition.

The written requisition, duly signed by the shareholders concerned, must state the purposes of the meeting and must be deposited at the registered office of the Company.

The Company would take appropriate actions and make necessary arrangements, and the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Section 74 of the Companies Act once a valid requisition is received.

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a SGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a SGM, but any SGM so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

A SGM so convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

### Procedures for Making Proposals at General Meetings by Shareholders

The Companies Act allows certain shareholders to make requisition to the Company to give notice to the shareholders in respect of any resolution which is intended to be moved at AGM of the Company or circulate a statement in respect of any proposed resolution or business to be considered at a general meeting of the Company.

The number of shareholders necessary to put forward such proposal for consideration at a general meeting of the Company shall be:

- (a) either any number of members representing not less than one-twentieth (5%) of the total voting rights of all the shareholders having at the date of the requisition a right to vote at the meeting; or
- (b) not less than 100 shareholders.

## 股東權利

為保障股東權益及權利，本公司將就各重大個別事宜（包括選舉個別董事）於股東大會上提呈獨立決議案。除上市規則規定者外，於本公司股東大會上提呈之決議案（程序事宜除外）將進行投票表決，而投票表決結果將於股東大會結束後在本公司及聯交所網站刊載。

### 應股東要求召開股東特別大會

根據百慕達一九八一年公司法（「公司法」），持有本公司合共不少於十分之一（10%）繳足股本的股東可提出書面請求，要求召開股東特別大會（「股東特別大會」）。

經有關股東正式簽署之書面請求須列明會議目的並須送交本公司註冊辦事處。

本公司將於接獲有效請求後採取適當行動及作出必要安排，而有關股東須根據公司法第 74 條規定，負責支付進行該等行動及安排所產生的開支。

如董事未能於提交請求日期起計二十一日內正式召開股東特別大會，則要求人，或代表彼等所持總投票權一半以上的任何要求人，可自行召開股東特別大會，惟任何就此召開的股東特別大會不得於提交請求日期起計三個月屆滿後舉行。

由要求人就此召開的股東特別大會須盡可能以由董事召開的同等會議的同樣方式召開。

### 股東於股東大會提呈建議之程序

公司法准許若干股東就任何擬於本公司股東週年大會上動議的決議案要求本公司向股東發出通知，或就任何擬於本公司股東大會上提呈的決議案或考慮的事項要求本公司傳閱聲明。

要求於本公司股東大會上提呈動議以供考慮的股東人數須為：

- (甲) 於請求日期佔有權在該大會上投票的全部股東的總投票權中不少於二十分之一（5%）的任何股東人數；或
- (乙) 不少於一百名股東。

## SHAREHOLDERS' RIGHTS (Continued)

### Procedures for Making Proposals at General Meetings by Shareholders (Continued)

The requisition specifying the proposal, duly signed by the shareholders concerned and together with a statement of not more than 1,000 words with respect to the matter referred to in the proposal, must be deposited at the registered office of the Company. The Company would take appropriate actions and make necessary arrangements, and unless the Company otherwise resolves, the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act once valid documents are received.

### Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Joint Company Secretaries who will direct the enquiries to the Board for handling. The contact details of the Joint Company Secretaries are as follows:

#### Contact Details

Joint Company Secretaries  
Automated Systems Holdings Limited  
15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong  
Tel: (852) 2601 6998  
Fax: (852) 2608 6585  
Email: ir@asl.com.hk

For avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

## JOINT COMPANY SECRETARIES

The Joint Company Secretaries, Mr. Ngan Wai Hing ("Mr. Ngan") and Ms. Lau Nga Ting ("Ms. Lau"), both are full time employees of the Company, who are responsible for advising the Board through the Chairman of the Board on governance matters and facilitates induction and professional development of the Directors. The Joint Company Secretaries report to the Chairman of the Board. All Directors have access to the advice and services of the Joint Company Secretaries to ensure that Board procedures, all applicable law, rules and regulations are followed.

Mr. Ngan and Ms. Lau were appointed as the Joint Company Secretaries of the Company with effect from 1st January 2022. For details of appointment and re-designation of the Joint Company Secretaries, please refer to the announcement made by the Company dated 28th December 2021.

The Company has complied with Rule 3.29 of the Listing Rules since Mr. Ngan and Ms. Lau have undertaken no less than 15 hours of relevant professional training during the year ended 31st December 2022.

On behalf of the Board

**Wang Yueou**  
Chief Executive Officer

Hong Kong, 29th March 2023

## 股東權利(續)

### 股東於股東大會提呈建議之程序(續)

經有關股東正式簽署並列明建議的請求連同不多於一千字關於建議內所述事宜的聲明須送交本公司註冊辦事處。本公司將於接獲有效文件後採取適當行動及作出必要安排，而有關股東須根據公司法第79及第80條規定，負責支付進行該等行動及安排所產生的開支，惟本公司另有議決者除外。

### 向董事會作出查詢

股東如欲向本公司董事會作出任何查詢，可向聯席公司秘書寄發書面查詢，聯席公司秘書會將查詢交予董事會處理。公司秘書之聯絡詳情如下：

#### 聯絡詳情

聯席公司秘書  
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## 聯席公司秘書

聯席公司秘書由顏偉興先生(「顏先生」)及劉雅婷女士(「劉女士」)擔任，兩位均為本公司之全職僱員，負責透過董事會主席就管治事宜向董事會提供意見，並協助董事就任及專業發展。聯席公司秘書向董事會主席報告。全體董事均可獲聯席公司秘書提供意見及服務，以確保遵守董事會程序以及所有適用法例、規則及規例。

顏先生及劉女士獲委任為本公司之聯席公司秘書，自二零二二年一月一日起生效。有關委任及調任聯席公司秘書的詳情，請參閱本公司日期為二零二一年十二月二十八日之公告。

由於顏先生及劉女士於截至二零二二年十二月三十一日止年度均已接受不少於十五個小時的相關專業培訓，故本公司已遵守上市規則第3.29條。

代表董事會

**王粵鵬**  
行政總裁

香港，二零二三年三月二十九日



# Environmental, Social and Governance Report

## 環境、社會及管治報告

### ABOUT THE REPORT

The Group is dedicated to creating long-term, sustainable value for our stakeholders and strive to integrate this objective into our practices and governance to promote social and environmental sustainability.

For any organization committed to being responsible and sustainable, Environmental, Social and Governance (“ESG”) reporting is important because it allows organization to demonstrate, with facts, what it have achieved and how it plans to meet the challenges ahead. Not only that, but through the ESG Report we also want to share our vision with all our stakeholders, providing them with a better understanding of the Group’s progress and direction on sustainable development, and gaining their commitment and support. As without them, it will be difficult for us to achieve sustained growth.

### Reporting Scope

Unless otherwise stated, the scope of this ESG Report include environmental and social issues relating to the Group’s core business operations at the Hong Kong headquarters for the year ended 31st December 2022 (the “Reporting Year”). Such scope has included all operations and businesses under the Group’s direct management and control that have a significant financial and operational impact.

Going forward, the Group will continue to determine the scope of reporting in accordance with the “materiality” principle and improve our internal data collection systems to provide stakeholders with more comprehensive and accurate information.

### Reporting Standards

The ESG Report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” (“ESG Reporting Guide”) as set out in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Recognising the importance of being accountable to our stakeholders for the information disclosed, we adhere to the following reporting principles.

- **Materiality:** The Group continually communicates with stakeholders to understand and identify the ESG areas that are most important to them.
- **Quantitative:** Where feasible, information is presented in a quantitative manner and accompanied by narrative, interpretation and comparative analysis.
- **Balance:** The ESG Report is prepared in an unbiased manner, with clear explanations of positive and negative impacts, enabling stakeholders to make a reasonable assessment of the Group’s overall performance.
- **Consistency:** The ESG Report presents information on a consistent basis, enabling stakeholders to analyse and assess changes in performance over time.

### 關於本報告

本集團致力於為我們的持份者創造長期及可持續價值，並致力於本集團之慣例及管治中融入此目標，以促進社會及環境的可持續發展。

對任何致力於成為負責任及達致可持續發展的組織而言，環境、社會及管治（「環境、社會及管治」）報告至關重要，因其令相關組織可以事實證明其已取得的成就，以及其計劃如何應對未來的挑戰。除此以外，本集團亦希望透過環境、社會及管治報告與所有持份者分享其願景，令持份者更為了解本集團於可持續發展方面的進展及方向，並取得持份者的承諾與支持。倘若缺乏持份者的支持，本集團將難以實現持續增長。

### 報告範圍

除另有指明外，本環境、社會及管治報告之範圍包括有關本集團截至二零二二年十二月三十一日止年度（「報告年度」）位於香港總部的核心業務營運之環境及社會事宜。該範圍已包括本集團旗下直接管理與控制並具有重大財務及營運影響力之所有營運及業務。

展望未來，本集團將繼續按照「重要性」原則釐定報告範圍，並完善內部數據收集系統，以為持份者提供更全面及更準確的資料。

### 報告準則

環境、社會及管治報告按照香港聯合交易所有限公司（「聯交所」）證券上市規則附錄27載列之《環境、社會及管治報告指引》（「《環境、社會及管治報告指引》」）編製。本集團認同就所披露資料向持份者負責的重要性，因此本集團遵循以下報告原則。

- **重要性：**本集團持續與持份者溝通，以了解及識別對其而言最為重要之環境、社會及管治領域。
- **量化：**於可行情況下，資料以量化方式呈列，並附有敘述、詮釋及比較分析。
- **平衡：**環境、社會及管治報告以不偏不倚的方式編製，對正面及負面影響均作出清晰的解釋，令持份者能夠對本集團的整體表現作出合理的評估。
- **一致性：**環境、社會及管治報告按一致基準呈列資料，令持份者能夠分析及評估特定時間之表現變動。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Confirmation and Approval

A system of internal oversight, review and risk management has been put in place by the Group to ensure that all information presented in the ESG Report is accurate and reliable.

The ESG Report was confirmed and approved by the Board on 29th March 2023.

### Feedback

If you have any questions about the content of the Report, please feel free to contact the Group.

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## SUSTAINABILITY GOVERNANCE

The Group is committed to high standards of corporate governance. The Company's Board is responsible for decision-making, strategy and risk management, and oversees our ESG matters. Our Joint Company Secretaries are the coordinators of specific ESG issues, helping the Board develop strategic ESG programmes, assess and manage ESG risks, as well as set targets and review progress, while communicating ESG management plans to other departments.

As an integral part of corporate governance, the Group believes that risk management and internal control systems have a key role and importance in achieving business objectives. Our identifying significant risks related to ESG matters relies on evaluation of management of the Company. During the Reporting Year, the Group has identified the following major ESG risks and ensured that the corresponding measures are adequate and effective.

Major ESG risks 主要環境、社會及管治風險	Impact 影響	Control measures 監控措施
Health epidemics 疫症	<p>The COVID-19 pandemic (the "Pandemic") has had a severe and negative impact on the Chinese and global economy since early 2020. Health or other government regulations adopted in response to an epidemic may require temporary closure of our offices or institute travel restrictions which could adversely affect our ability to provide services to our customers throughout the world. Our operations could also be disrupted if any of our employees are suspected or confirmed of contracting a disease, which could require us to quarantine some or all of these employees or disinfect our offices.</p> <p>自2020年初起，COVID-19 疫情(「疫症」)對中國及全球經濟產生嚴重的負面影響。為應對疫情而採取的衛生或其他政府規例可能要求本集團暫時關閉辦公室或實施旅遊限制，此可能對本集團向世界各地的客戶提供服務的能力產生不利影響。倘本集團之任何僱員疑似或確認感染疫症，此可能要求本集團隔離部分或全部有關僱員或對辦公室進行消毒，本集團之營運亦可能中斷。</p>	<p>The Group strives to reduce the possible Pandemic impact on operations and employee health by the following means: 本集團透過以下方式致力減少疫情對營運及僱員健康的潛在影響：</p> <ul style="list-style-type: none"><li>– Implementing flexible and remote work options 實施彈性的遙距工作選項</li><li>– Sharing the up-to-date information about Pandemic symptoms and disease prevention recommendations among employee 於僱員之間分享有關疫情之症狀及疾病預防建議的最新資料</li><li>– Ensuring the safety of working environments by thoroughly cleaning and disinfecting workplaces 透過徹底清潔及消毒工作場所所以確保工作環境的安全</li></ul>

### 確認及批准

本集團已建立內部監督、審閱及風險管理制度，以確保環境、社會及管治報告呈列之所有資料均屬準確可靠。

董事會於二零二三年三月二十九日確認及批准環境、社會及管治報告。

### 反饋

倘閣下對報告內容有任何疑問，歡迎聯絡本集團。

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## 可持續發展管治

本集團致力於落實高水平企業管治。本公司董事會負責決策、策略及風險管理，以及監督本公司之環境、社會及管治事宜。本集團的聯席公司秘書為特定環境、社會及管治問題的協調人，協助董事會制定策略環境、社會及管治計劃、評估與管理環境、社會及管治風險，以及制定目標及檢討進度，同時亦與其他部門就環境、社會及管治管理計劃進行溝通。

作為企業管治不可或缺的部分，本集團相信風險管理及內部監控系統對實現業務目標具有關鍵作用及重要性。本集團識別與環境、社會及管治事宜相關的重大風險依賴於本公司管理層的評估。於報告年度內，本集團已識別以下主要環境、社會及管治風險，並確保相應措施屬充分有效。

Major ESG risks 主要環境、社會及管治風險	Impact 影響	Control measures 監控措施
Shortage of IT talents in Hong Kong 香港資訊科技人才短缺	<p>Hong Kong has made great strides in driving the development of the IT industry over the years. Owing to the rapid development of Fintech, big data analytics, artificial intelligence and cyber security in the industry, the related demand for manpower with comprehensive knowledge and experience has increased. While competition for recruiting IT talents has intensified due to the huge demand in the market, the political unrest and Pandemic over the past few years has undoubtedly caused an outflow of local talent and limited inflow of talent to Hong Kong. Since the customers' demands are growing, the talent shortage poses a challenge to meet the rapidly growing manpower.</p> <p>香港多年來在推動資訊科技行業發展方面一直取得長足的進步。鑒於金融科技、大數據分析、人工智能及網絡安全方面的迅速發展，故此對具有綜合知識及經驗的人力的相關需求有所增加。在因市場龐大需求致使招聘資訊科技人才的競爭越來越激烈之際，過去數年的政治動盪及疫情亦無疑地導致本地人才流失及人才流入香港的情況受到限制。由於客戶需求不斷增長，因此人才短缺對滿足快速增長的人力方面造成挑戰。</p>	<p>To manage such risk, the Group has actively explored ways to close the skills gap, expand talent pool and embrace new work models by:</p> <p>為管理有關風險，本集團積極透過以下方式尋找方法縮減技能差距、擴人才庫及重視新工作模式：</p> <ul style="list-style-type: none"> <li>- Talent training 人才培訓</li> <li>- Expansion of service centers (i.e. acquisition of property in Guangzhou as the headquarters of the Greater Bay Area) 擴充服務中心（即收購廣州物業作為大灣區總部）</li> <li>- Introduction of automation to improve service quality 引入自動化以提高服務質素</li> </ul>
<p>There are also ESG-related policies in place across the Group covering areas such as employment and labour practices, business integrity, environment and community. These policies help us to optimise our internal management system and ensure the protection of our stakeholders. For example, a series of well-established employment policies safeguard the rights of employees, regular training programme to employees for providing high-quality products and services to customers to maintain sustainable business growth, and the compliance with applicable laws and regulations to maintain healthy business development and strengthen confidence of shareholders and investors in the Group.</p>	<p>本集團亦制定與環境、社會及管治相關的政策，涵蓋僱傭及勞工常規、商業誠信、環境及社區等領域。此等政策有助本集團優化內部管理系統，並確保對持份者的保障。舉例而言，一系列完善的僱傭政策以保障僱員的權利、定期對僱員進行培訓以為客戶提供優質的產品與服務，以維持業務的可持續發展，以及遵守適用的法律及規例以保持穩健業務發展，並加強股東及投資者對本集團的信心。</p>	
<p>The department heads are responsible for overseeing the implementation of the ESG-related policies, ensuring ongoing communication with employees and reviewing the policies on a regular basis. All employees and relevant stakeholders should be informed of any changes to the policies.</p>	<p>部門主管負責監督環境、社會及管治相關政策的執行、確保與僱員的持續溝通，並定期檢討政策。所有僱員及相關持份者均應獲悉任何政策變化。</p>	
<p>With enhanced sustainability governance in the Group, we intend to continue to assess our ESG performance and global trends from time to time and plan to set ESG targets in the near future.</p>	<p>隨著本集團加強可持續發展管治，本集團擬繼續不時評估環境、社會及管治表現及全球趨勢，並計劃於短期內制定環境、社會及管治目標。</p>	

## STAKEHOLDER ENGAGEMENT

The Group values the participation of stakeholders<sup>1</sup> and strongly believes that building a relationship of trust not only enables stakeholders to understand the Group's work and performance in promoting sustainable development, but also enables the Group to understand stakeholders' opinions and needs so as to examine potential risks and opportunities. We regularly engage key stakeholders in daily operations through meetings, events, and other communications and feedback channels. The key stakeholder groups and methods of communication are illustrated in the table below:

Stakeholders 持份者	Methods of communication with stakeholders 與持份者的溝通方式
Shareholders and Investors 股東與投資者	<ul style="list-style-type: none"> <li>Annual General Meeting and special general meetings 股東週年大會及股東特別大會</li> <li>Notices, circulars, and announcements 通告、通函及公告</li> <li>Regular corporate publications (including financial reports) 定期企業刊物(包括財務報告)</li> </ul>
Customers 客戶	<ul style="list-style-type: none"> <li>Satisfaction survey 滿意度調查</li> <li>Customer service hotline and email 客戶服務熱線及郵箱</li> </ul>
Employees 僱員	<ul style="list-style-type: none"> <li>Regular meetings 定期會議</li> <li>Annual performance appraisal 年度表現考核</li> <li>Internal memos 內部備忘錄</li> </ul>
Suppliers 供應商	<ul style="list-style-type: none"> <li>Tendering 招標</li> <li>Business meetings 商務會議</li> </ul>
Community 社區	<ul style="list-style-type: none"> <li>Charitable activities and donations 慈善活動及捐贈</li> </ul>
Government and supervisory institutions 政府與監督機構	<ul style="list-style-type: none"> <li>Statutory filings and notification 法定存檔及通知</li> <li>Regulatory or voluntary disclosures 監管或自願披露</li> </ul>

Note:

1. Stakeholders refer to groups and individuals who have a major impact on, or are impacted by, the Group's business.

## 持份者參與

本集團重視持份者<sup>1</sup>之參與，且堅信建立信任關係不僅可令持份者了解本集團於促進可持續發展方面的工作及表現，亦可令本集團了解持份者之意見與需要，從而審視潛在風險與機會。本集團透過會議、活動及其他溝通與反饋渠道，定期令主要持份者參與日常營運。主要持份者組別及溝通方式於下表闡述：

Methods of communication with stakeholders 與持份者的溝通方式
<ul style="list-style-type: none"> <li>Corporate website 公司網站</li> <li>Press release 新聞稿</li> <li>Enquiries or feedback to the Board via the Group's Joint Company Secretaries 透過本集團之聯席公司秘書向董事會查詢或反饋</li> </ul>
<ul style="list-style-type: none"> <li>Customer direct communication 與客戶直接溝通</li> </ul>
<ul style="list-style-type: none"> <li>Training sessions and orientation 培訓會議及迎新</li> <li>Employee activities 僱員活動</li> </ul>
<ul style="list-style-type: none"> <li>On-site assessment 實地評估</li> <li>Vendor evaluation exercise 供應商評估</li> </ul>
<ul style="list-style-type: none"> <li>Community volunteering events 社區義工活動</li> </ul>
<ul style="list-style-type: none"> <li>Conferences and workshops 會議及研討會</li> <li>Tax return 報稅</li> </ul>

附註：

1. 持份者指對本集團業務具有重大影響，或受業務影響的群體及個人。

To the Group, material issues are those that would affect the decisions, actions and performance of our business and stakeholders. In preparing the ESG Report, the consultant designed a survey to assist the Board in reviewing ESG issues against the ESG Reporting Guide and industry trends, and identifying material issues based on their importance to stakeholders and the Group. Below are six material issues identified by the Board:

- Anti-corruption  
反貪污
- Customer Satisfaction  
客戶滿意度
- Product Responsibility  
產品責任
- Innovation  
創新
- Cyber Security  
網絡安全
- Training and Development  
培訓及發展

The Group believes that stakeholders' views can provide management with a comprehensive understanding of sustainability risks and develop improvement measures accordingly. Going forward, We will continue to strengthen our interaction with stakeholders and expand more channels, such as conducting questionnaires among more stakeholders to increase opportunities to understand their expectations.

## COMPLIANCE AND INTEGRITY

The Group recognises that breaches of laws and regulations will have a significant impact on our business operations, performance, financial position and reputation. Our business is governed by various laws and regulations, including but not limited to the following which have a significant impact on the Group: the Personal Data (Privacy) Ordinance, the Employment Ordinance, the Employees' Compensation Ordinance, the Occupational Safety and Health Ordinance, the Prevention of Bribery Ordinance, and the Competition Ordinance. Measures are implemented to keep abreast of the latest regulatory developments to ensure compliance.

Meanwhile, all operations are run with a high degree of ethics, transparency, responsibility and integrity. To meet the fair and ethical requirements, the Group has established a Code of Conduct (including the anti-corruption system and anti-bribery system), Competition Compliance Policy, Whistle-Blower Policy and Gift and Donation Policy to ensure that our operations are free from all forms of corruption, bribery, extortion, fraud, money laundering and anti-competitive practices and that employees are aware of and comply with these requirements and do not engage in any improper activities.

對本集團而言，重大問題指將對本集團之業務及持份者的決策、行動及表現構成影響的問題。編製環境、社會及管治報告時，顧問設計調查以協助董事會根據環境、社會及管治報告指引及行業趨勢審查環境、社會及管治問題，並根據問題對持份者及本集團之重要性識別重大問題。以下為董事會識別的六項重大問題：

本集團相信，持份者之意見可令管理層全面了解可持續發展風險，並據此制訂改善措施。展望未來，我們將繼續加強其與持份者之互動，以及拓展更多渠道，如對更多持份者進行問卷調查，以增加了解持份者之期望的機會。

## 合規與誠信

本集團認為，違反法律及規例將對本集團之業務營運、績效、財務狀況及聲譽產生重大影響。本集團之業務受各項法律及規例監管，包括但不限於以下對本集團具有重大影響的法律及規例：《個人資料(私隱)條例》、《僱傭條例》、《僱員補償條例》、《職業安全及健康條例》、《防止賄賂條例》及《競爭條例》。本集團採取措施以及時了解最新的監管發展以確保合規。

此外，所有業務均以高水平的專業道德、透明度、責任及誠信營運。為滿足公平及專業道德要求，本集團已制定行為守則(當中包括反貪污制度及反賄賂制度)、競爭條例合規政策、舉報政策以及禮品和捐贈政策，以確保本集團之營運並無任何形式的貪污、賄賂、勒索、欺詐、洗錢及反競爭行為，並確保僱員了解及遵守相關要求，且並無從事任何不當活動。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Management Approach 管理方針	Description 描述
Code of Conduct 行為守則	<ul style="list-style-type: none"> <li>It is based on the Group's values and aims to promote honest behaviour by all those involved in our operations. 其以本集團之價值觀為基礎，旨在提倡所有參與本集團營運之人士的誠實行為。</li> <li>Employees must not solicit or accept an advantage as a reward or inducement for doing any act or showing favour to any person or corporate without the permission of the Group. 未經本集團批准，僱員不得擅自索取或收受利益作為報酬或利誘，為任何人士或法團作出任何行為，或使其受惠。</li> <li>It encourages employees to actively report any malpractice and misconduct that may be detrimental to the interests of the Group to the Senior Legal Manager and/or Head of Human Resources. 其鼓勵僱員向高級法務經理及/或人力資源主管主動上報任何可能損害本集團利益之不法行為及不當行為。</li> <li>All potential corruption cases reported will be recorded and assessed. Upon receipt of the report, the Senior Legal Manager and/or Head of Human Resources should promptly initiate an investigation of the case, identify the issues, facts and any remedial actions. 所有上報的個案均將被記錄及評估。高級法務經理及/或人力資源主管接獲舉報後，應及時展開個案調查、查明問題、事實和任何補救措施。</li> <li>All investigation will be reported and informed to Chief Executive Officer and/or the Chairman of Audit Committee. An investigation report will be issued and recorded. 所有調查將報告並通知行政總裁及/或審核委員會主席。將出具調查報告並記錄在案。</li> </ul>
Competition Compliance Policy 競爭條例合規政策	<ul style="list-style-type: none"> <li>It has been adopted by the Group's subsidiaries operating in Hong Kong. 本集團所有於香港營運的附屬公司均已採納有關政策。</li> <li>Its aim is to prohibit any conduct that prevents, restricts or distorts competition. 其旨在禁止任何妨礙、限制或扭曲競爭之行為。</li> </ul>
Whistle-Blower Policy 舉報政策	<ul style="list-style-type: none"> <li>It encourages employees to actively report any malpractice and misconduct that may be detrimental to the interests of the Group to the Senior Legal Manager. 其鼓勵僱員向高級法務經理主動上報任何可能損害本集團利益之不法行為及不當行為。</li> <li>Anyone can report in real name or anonymously. The whistleblower's identity will be kept completely confidential, and his or her legitimate interests will be protected. 任何人士均可實名或匿名舉報。舉報人之身份將完全保密，且其合法權益將受保障。</li> <li>All cases reported will be recorded and assessed. Upon receipt of the report, the Senior Legal Manager should promptly initiate an investigation of the case. 所有上報的個案均將被記錄及評估。高級法務經理接獲舉報後，應及時展開個案調查。</li> </ul>

A briefing session on the above policies will be organized for employees upon their commencement of employment. These policies are also available on our intranet for easy access by employees. Any employee who is in doubt about the legality of any business activity can seek advice from the Senior Legal Manager. In addition, during the Reporting Year, an anti-corruption video training and relevant training materials provided to our Directors to further enhance their relevant awareness. Also, a one-hour anti-corruption training session and training materials were provided to our employees to reinforce their awareness on the updates of the Company's existing policies, i.e. Code of Conduct, Whistle-Blower Policy and Gift and Donation Policy.

During the Reporting Year, the Group was not aware of any non-compliance with laws and regulations. There were also no legal cases of corrupt practices against the Group and our employees.

本集團將於僱員入職後，為其舉行有關上述政策的簡介會議。此等政策亦載於本集團之內聯網，以便僱員查閱。倘僱員對任何商業活動的合法性存在懷疑，可向高級法務經理尋求建議。此外，於報告年度內，本集團為董事提供一次反貪污視頻培訓，並向董事提供相關培訓材料，以進一步提升董事之相關意識。此外，我們亦為僱員提供了一小時的反貪污培訓及培訓材料，以加強他們對公司年內已更新之現有政策（即行為準則、舉報政策以及禮品和捐贈政策）的意識。

於報告年度內，本集團並無知悉其未有遵守任何法律及規例。此外亦無針對本集團及僱員之貪污行為法律案件。

## CONTRIBUTION TO SUSTAINABILITY

The Group desires to unite all our staff members in working towards a common goal – to participate in building the community in which we conduct operations and protecting the natural environment from which we obtain resources, while always meeting the expectations of our stakeholders and bringing them mutual benefits. To this end, we seek to create value for each of the five capitals important to our business.

**Produced Capital**  
產生資本

**Social Capital**  
社會資本

**Human Capital**  
人員資本

**Natural Capital**  
自然資本

**Financial Capital**  
財務資本

While the financial capital is already reflected in the Group's financial statements, we highlight our performance in the other four capital areas in this ESG Report.

### Produced Capital

The Group's mission as a service provider is to create value for our customers by providing them with quality and value-added services and solutions. Our produced capital lies in the creation and management of knowledge and technology in the field of information technology. In the ongoing digitalisation process, we are committed to continuous innovation to better assist our clients in their digital transformation.

#### Quality Assurance

The Group places great importance on ensuring the quality and reliability of our services. Through regular quality reviews and internal audits by the Quality Office, we take initiative to identify potential areas for continual improvement on our services provided to customers in the context of quality management standards. For any risks that may affect the quality of our services, the Quality Office proposes risk mitigation plans and monitors the effectiveness of the corrective measures taken.

Over recent years, our main subsidiaries, Automated Systems (H.K.) Limited ("ASLHK") and ELM Computer Technologies Limited ("ELM"), have been recognised for the following quality achievements.

## 對可持續發展之貢獻

本集團致力團結所有員工朝著共同目標努力，參與建設本集團進行業務所在的社區，及保護本集團獲取資源的自然環境，並始終滿足持份者之期望及達致共贏。為此，本集團力求為對業務至關重要的五項資本創造價值。

財務資本已於本集團之財務報表內反映，其他四項資本領域的表現則於本環境、社會及管治報告內強調。

### 產生資本

本集團作為服務供應商之使命乃透過向客戶提供優質及增值之服務及解決方案，為其創造價值。本集團之產生資本在於創造及管理資訊科技領域的知識與技術。於持續的數碼化過程中，本集團致力於不斷創新，以加強協助客戶進行數碼化轉型。

#### 品質保證

本集團極為重視確保本集團服務之質量及可靠性。透過品質部門進行定期質量評審及內部審核，在質量管理標準的環境下，本集團主動就向客戶所提供的服務方面識別出可持續改進的潛在範圍。對於任何可能影響本集團服務質量之風險，品質部門將提出風險緩解計劃，並監控所採取的糾正措施之有效性。

近年，本集團之主要附屬公司自動系統(香港)有限公司(「香港自動系統」)及榆林電腦科技有限公司(「榆林電腦」)已獲授以下品質成就。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Major Subsidiaries 主要附屬公司	Quality Achievement 品質成就	Type of Service Provision 提供服務類別	Awarding Bodies 頒獎機構
ASLHK 香港自動系統	ISO 9001:2015 Quality Management System ISO 9001:2015 品質管理體系	Enterprise Information Technology Services 綜合資訊科技服務	Hong Kong Quality Assurance Agency 香港品質保證局
	ISO/IEC 20000-1:2018 IT Service Management System ISO/IEC 20000-1:2018 信息技術服務管理體系	Service Desk Operation, Hosting Services, Infrastructure Hardware & Software Maintenance Services 服務台業務, 寄存服務和基礎設施的硬件和軟件維護	Hong Kong Quality Assurance Agency 香港品質保證局
	ISO/IEC 27001:2013 Information Security Management System ISO/IEC 27001:2013 資訊安全管理系統	Information Security Monitoring Service 資訊安全管理服務	SGS Hong Kong Limited 香港通用檢測認證有限公司
	Capability Maturity Model Integration® (CMMI-DEV) Version 2.0, Maturity Level 5 Capability Maturity Model Integration® (CMMI-DEV) 2.0 版第五級評級	Software Development and Support Service Organization 軟件開發及支援服務組織	CMMI® Institute CMMI® 研究所
ELM 榆林電腦	ISO 9001:2015 Quality Management System ISO 9001:2015 品質管理體系	IT System Integration, Software Development, Installation and Maintenance Support Services 資訊科技系統整合、軟件開發、安裝及維護支援服務	Hong Kong Quality Assurance Agency 香港品質保證局

Owing to the nature of information security involved in IT services, the associated risk assessment and management are of paramount importance. The Group has developed and implemented an IT Security Policy which requires relevant staff to comply with regulations in relation to physical security, access control security, data security and network and communication security, to protect the customers' information. To address security incidents, such as network or system software failures, the Group has adopted a set of reporting and handling procedures, which are implemented by relevant personnel and a Customer Care Unit.

鑑於資訊科技服務涉及資訊安全的性質，相關風險的評估及管理至關重要。本集團已制定及實施資訊科技安全政策，要求相關員工遵守有關實體安全、存取控制安全、數據安全及網絡通訊安全的規例，以保護客戶資料。為解決安全事故（如網絡或系統軟件故障），本集團已採納一套由相關人員及客戶關懷小組實施的匯報及處理程序。



### Intellectual Property

The Group is committed to protecting intellectual property of the Group and our partners from infringement and to complying with non-disclosure agreement and licensing system. Employees are reminded that the Group has exclusive ownership of the intellectual property and that all material produced or edited by them in the course of their work is the property of the Group, as set out in the Group's Code of Conduct.

### Innovation

The Group has strived to drive developments for its DevSecOps, integrated IT services, by integrating our unique advantages — application development (Dev), cybersecurity (Sec) and omni-channel management services (Ops) into “Unified Technology Services”, to meet market needs.

Following the successful introduction of DevSecOps into the enterprise customer scenario, the Group made substantial breakthroughs. The managed security services have been upgraded to the next level, from the previous delivery in Hong Kong, extending to the Asia Pacific region and even as far as European and American cities for the first time. Among them, the delivery advantages comprise of integrating the Group's two major managed services platforms, Security Operation Center *Plus* (SOC+) and Unified Operation Center (UOC), as the central automated management.

The Group also launched “ASL Marketplace”, our self-branded cloud-based comprehensive online platform. Leveraging its own unified technology services, the Group launched the platform to the market in an as-a-Service business model. The orders newly secured bundle covers DevSecOps, so as to satisfy customers' digital transformation needs in efficiency and automation under the new normal, thus bringing new experience to customers.

Moreover, the Group has successfully introduced new technologies, which drawn market attention, such as the Internet of Things and automation to improve service quality.

### Supply Chain

A good supply chain management enables the Group to provide high quality products and services to our customers. Under the Vendor Management Policy, the Group has established a vendor selection mechanism to assess, including but not limited to, the background and specialty of the vendor and years of experience, recommendation from the customer or head office, assessment by a recognised authority to a National or International Standard e.g. ISO 9001, product certifications obtained and information on potential business engagement. The policy also includes other controls over vendors, including monitoring, suspension and blacklisting where necessary. The certification of our vendors in various management systems demonstrates our commitment to high standards in the vendor selection.

### 知識產權

本集團致力於保護本集團及其合作夥伴的知識產權免受侵犯，並遵守不予披露協議及許可制度。誠如本集團之行為守則所載，本集團僱員已獲悉本集團對其知識財產擁有獨家擁有權，且僱員於工作過程中所編製或編撰的所有材料均屬本集團財產。

### 創新

本集團致力推動DevSecOps綜合資訊科技服務的發展，即是把本集團獨有的優勢 – 將應用程序開發 (Dev)、網絡安全 (Sec) 和全渠道管理服務 (Ops)，整合為「融合科技服務」，以迎合市場需要。

繼成功引入DevSecOps於企業客戶場境中，本集團再取得多項突破，將管理安全服務提升至另一層次，由以往在香港交付，首次延伸至亞太區甚至遠及歐美城市，當中交付優勢在於結合集團兩大服務管理平台資訊安全營運中心 (Security Operation Center *Plus*，SOC+) 及綜合營運中心 (Unified Operation Center，UOC) 平台作中央自動化管理。

本集團亦推出了自家品牌「ASL Marketplace」雲端綜合網上平台，利用自身融合科技服務的優勢，以即服務 (as-a-Service) 的業務模式推出市場。新簽服務訂單內容涵蓋DevSecOps，從而滿足新常态下數碼轉型的高效和自動化的需求，為客戶帶來全新體驗。

此外，本集團成功引入物聯網、自動化等被受市場關注之嶄新技術以提升服務質素。

### 供應鏈

良好的供應鏈管理令本集團能夠為客戶提供優質的產品與服務。根據供應商管理政策，本集團已制定供應商甄選機制，以評估 (包括但不限於) 供應商之背景、專長及年資、客戶或總公司的推薦、國家或國際標準 (如ISO 9001) 之認可機構對供應商的評估、所獲產品認證以及潛在業務的資料。該政策亦包括對供應商的其他監控，包括監督、暫停採購並於必要時列入黑名單。本集團供應商於各種管理體系中之認證證明本集團對高標準供應商篩選的投入。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

We recognize that our supply chain can have significant environmental and social impacts, and we are committed to identifying and addressing these risks. To identify environmental and social risks along our supply chain, we have implemented a range of practices, including conducting risk assessments, engaging with suppliers to understand their sustainability practices and monitoring supplier performance. We are committed to continuous improvement in our supply chain management practices and will continue to work with our suppliers and other stakeholders to promote sustainability and social responsibility along our supply chain. By doing so, we aim to minimize our environmental and social impacts, improve our reputation, and contribute to the transition to a more sustainable and equitable global economy.

我們知悉到我們的供應鏈會對環境及社會帶來重大影響，故我們致力於識別和解決該等風險。我們已實施了一系列實踐，以識別我們的供應鏈中之環境及社會風險，當中包括：進行風險評估、與供應商合作以了解他們的可持續發展實踐和監控供應商之績效。我們致力於不斷改進有關供應鏈管理之實踐，並將繼續與我們的供應商和其他持份者合作，以促進我們供應鏈的可持續性和社會責任。這樣，我們的目標為盡量減少我們對環境及社會的影響，提高我們的聲譽，並為邁向更可持續和公平的全球經濟過渡作出貢獻。

### Number of vendors with certifications

### 獲得認證的供應商數目

ISO 9001 – Quality management systems	ISO 9001 – 品質管理系統	26
ISO 27001 – Information security management systems	ISO 27001 – 資訊安全管理系統	18
ISO 20000-1:2018 – IT service management systems	ISO 20000-1:2018 – 資訊科技服務管理系統	2
ISO 45001:2018 – Occupational health and safety management systems	ISO 45001:2018 – 職業健康與安全管理系統	2
ISO 14001:2015 – Environmental management systems	ISO 14001:2015 – 環境管理系統	1

In our supply chain management, the Group closely monitors risks that may involve cost control and procurement schedules, and takes appropriate countermeasures. For example, as a result of the ongoing global shortage of semiconductor components due to the tech war between the US and China, we have informed affected customers of the current supply constraints and the actual lead time required. At the same time, we have maintained contact with vendors to obtain the latest information and work together to resolve difficulties.

供應鏈管理中，本集團密切監控可能涉及成本控制及採購進度的風險，並採取適當的應對措施。舉例而言，鑑於中美之間的科技戰導致全球半導體組件持續短缺，本集團已向受影響客戶告知目前的供應限制及所需的實際交付時間。與此同時，本集團與供應商保持聯繫，以獲取最新資訊，共同解決困難。

Additionally, given the increasing global focus on sustainable development, the Group recognises the importance of managing environmental and social risks in our supply chain. We have incorporated ESG factors, such as the implementation of ESG policy and ISO 14001 management system, into our annual top 15 product vendors evaluation to promote better ESG performance in our supply chain. Going forward, the Group will continue to monitor our supply chain against environmental and social standards and expand the scope of our ESG evaluation in due course.

此外，鑑於全球對可持續發展日益關注，本集團重視管理供應鏈內環境及社會風險之重要性。本集團已納入環境、社會及管治因素（如實施環境、社會及管治政策及ISO 14001管理系統）至年度十大產品供應商評估，以提升供應鏈之環境、社會及管治績效。展望未來，本集團將繼續根據環境及社會標準監控供應鏈，並適時擴大本集團之環境、社會及管治評估範圍。

Supply chain constraints are starting to improve by the fourth quarter of 2022 and relieve material shortage slightly. We keep sourcing alternative brands with similar capability and quality in the market. It gives us opportunities to bring other alternatives for our customers. Vendors also help recommend new models after redesigning their products to solve current backlog. Accurate sales forecast and lead time can make the project on time to decrease unforeseen factors. We are happy to be informed that our top 15 product vendors are committed to high standards of ESG performance after includes in vendor evaluation exercise. It brings our awareness of ESG to our procurement team as well and understand direction of our Company for this action.

供應鏈的限制於二零二二年第四季開始改善，並略微緩解物料短缺的情況。而我們不斷在市場尋找具有相似能力和質量的替代品牌，致使本集團有機會為我們的客戶帶來其他選擇。供應商於重新設計產品以解決當前積壓問題後，還會為我們推薦新型號產品。準確的銷售預測和交付時間可以使項目按時完成，以減少突發因素出現。我們很高興獲悉，本集團十大產品供應商在納入供應商評估後承諾達到高標準的環境、社會及管治績效。它也讓我們採購團隊更了解環境、社會及管治，並了解本集團為此之方向。

## Social Capital

Against the background of global interconnectedness and integration brought about by the information age, the Group recognises that any individual or group in the world, no matter how large or small, has an impact on others. It is only through solidarity and greater understanding that solutions to the multiple problems facing society can be found. Therefore, building trust and fostering long-term relationships are essential for sustainable development.

## 社會資本

於資訊時代帶來的全球互聯互通及一體化之背景下，本集團認為世界上任何個人或群體，無論大小均會對他人產生影響。僅有通過團結及進一步相互理解，方能覓得社會所面臨多重問題之解決方案。因此，建立信任及培養長期關係對於可持續發展至關重要。

### Customer Engagement

The Group understands the importance of listening to our customers, and their opinions can help us to continuously improve our services. We have launched a policy with a set of procedures to handle customers' feedbacks or complaints in a professional manner.

Customers can file complaints in writing or verbally. Upon receipt of a complaint or feedback, the acknowledgement of complaint case shall be given on receipt of the complaint by a member of the Customer Care Unit and subsequently our Customer Care Unit must arrange for it to be dealt with by a dedicated person and give the customer a response in due course. If necessary, it will also escalate the feedback or complaint to the appropriate level of management. During the Reporting Year, there were no substantiated complaints received relating to the provision and use of products and services.

Customer surveys in forms of paper or electronics are available for customers to express opinions on regular basis. The Group treasures every survey and open to listen customers' voices. With data collection by relevant parties, the measurement result of customer satisfaction will be reported to senior management.

### Privacy Protection

The Group places importance on customer privacy and all data must be collected, held, used and processed in a lawful and discreet manner. In accordance with the IT Security Policy, our employees are required to observe and comply with the non-disclosure agreement entered into with the Group and the agreements entered into from time to time between the Group and our customers.

Besides, the Group may collect personal information of different parties through the enquiry box on the Company's website, and information of candidates or employees through recruitment or employment. The Privacy Policy Statement and related Personal Information Collection Statement are set out and uploaded to the Company's website so that interested parties are notified in a timely manner before providing their personal information.

### Community Investment

The Group takes its commitment to social responsibility and is concerned with helping the disadvantaged in the communities in which it operates. Our core subsidiary, ASLHK, has been awarded the Caring Company Award by the Hong Kong Council of Social Service since 2010. During the Reporting Year, the Company has donated and sponsored the personal protection equipment to Hong Kong Sheng Kung Hui Welfare Council Limited.

For more activities, please refer to "Customer Service Excellence with Sustainability" on page 3 of the annual report.

### 客戶參與

本集團了解聆聽客戶之重要性，而客戶之意見可協助本集團持續提升服務。本集團早已制訂包含一套程序的政策，以專業方式處理客戶反饋或投訴。

客戶可以書面或口頭方式提出投訴。接獲投訴或反饋後，客戶關懷小組之成員應於接獲投訴後確認投訴個案，其後本集團之客戶關懷小組必須安排專人處理，並及時回覆客戶。小組亦將於必要時上報有關反饋或投訴至適當的管理層處理。於報告年度內，概無收到與提供及使用產品及服務有關的獲證明屬實的投訴。

客戶調查以紙張或電子形式提供，以供客戶定期發表意見。本集團重視每份調查，並願意聆聽客戶發表的意見。相關各方收集數據後，客戶滿意度的計量結果將會向高級管理層報告。

### 私隱保障

本集團重視客戶私隱，所有數據必須以合法及謹慎的方式收集、持有、使用及處理。根據資訊科技安全政策，本集團之僱員須遵從及遵守其與本集團訂立的不予披露協議以及本集團與客戶不時訂立的協議。

此外，本集團可能透過本公司網站的查詢信箱收集各方的個人資料，以及透過招聘或僱傭收集候選人選或僱員的資料。私隱政策聲明及相關個人資料收集聲明已刊登並上載至本公司網站，以便有關各方於提供其個人資料之前及時獲悉。

### 社區投資

本集團承諾履行社會責任，並關心幫助其業務所在社區的弱勢群體。本集團之核心附屬公司香港自動系統自二零一零年連續獲得香港社會服務聯會頒發的商界展關懷標誌。於報告年度內，本公司向香港聖公會福利協會有限公司捐贈及贊助個人防護裝備。

更多活動的資料，請參閱年報第3頁「致力可持續發展，力臻優質客戶服務」。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Human Capital

A skilled and stable workforce is the engine of value creation for our stakeholders. The Group therefore makes significant efforts to attract and retain talent, including investment in capacity building, fair remuneration and management, and a safe and healthy working environment.

#### Development and Training

The Group believes that the development of a corporate is inseparable from the continuous development of its employees. With this in mind, the Group offers regular training, development programmes and training sponsorship to our employees.

#### Orientation training

##### 迎新培訓

Orientation is provided to new employees covering the corporate culture, corporate systems and policies to give them a basic understanding of the different positions.

為新入職僱員提供涵蓋企業文化、企業制度及政策的迎新培訓，以令其對不同職位具有基本了解。

#### Internal on-the-job training

##### 內部在職培訓

Regular training programmes are designed for our employees to support current and future business development needs.

定期培訓計劃乃為本集團之僱員設計，以支持目前及未來的業務發展需求。

To raise the professionalism of IT staff, the Group promotes an e-learning platform where they can learn hard and soft skills, and are required to take tests related to the learning content. For the development of non-IT staff, we encourage department heads to maintain close communication with them to assess their training needs in order to better assist their professional development and competence.

為提升資訊科技員工的專業水平，本集團推出網絡教學平台，資訊科技員工可於平台上學習軟硬技能，並需參加與學習內容相關之測試。至於非資訊科技員工的發展，本集團鼓勵部門主管與僱員保持密切溝通，評估其培訓需求，以進一步協助提升僱員之專業發展及能力。

Additionally, workshops are offered to management and supervisory staff with the aim of enhancing their management skills and career development.

此外，本集團亦為管理層及監督人員提供研討會，旨在提高其管理技巧及職業發展。

#### External training

##### 外部培訓

The Group encourages employees to participate in training provided by external organizations based on their needs. Sponsorship is available to employees who meet certain conditions set by the Group.

本集團鼓勵僱員根據需要參加外部機構提供的培訓。符合本集團設定的若干條件之僱員可獲得資助。

Staff training for the entire Group amounted to 3,320 hours during the Reporting Year. Going forward, the Group will establish a more systematic training management system, further standardise staff training programmes and formulate relevant management policies.

### 人員資本

熟練且穩定的員工隊伍乃為本集團之持份者創造價值的推動因素。因此，本集團極力吸引及保留人才，包括投資於能力建立、公平薪酬及管理，以及安全健康的工作環境。

#### 發展及培訓

本集團認為，企業之發展與其僱員之持續發展密不可分。因此，本集團為僱員提供定期培訓、發展計劃及培訓資助。

於報告年度內，整個集團之員工培訓達3,320小時。展望未來，本集團將建立更加系統化的培訓管理系統、進一步規範員工培訓計劃，以及制定相關管理政策。

Employment System

As of 31st December 2022, the Group had 1,179 employees in the reporting scope. The following table sets out the number of our employees by employment category.

Employment category	僱員類別	Number of employees 僱員數目
Senior Manager	高級經理	3
Middle Manager	中層經理	10
Manager	經理	208
Supervisor	主管	92
IT professional	資訊科技專業人士	763
Others	其他	103
<b>Total</b>	<b>總計</b>	<b>1,179</b>

僱傭制度

截至二零二二年十二月三十一日，本集團於報告範圍內共有 1,179 名僱員。下表載列本集團按僱員類別劃分之僱員數目。

The Group believes that we maintain good working relationships with our employees and we have not experienced any major labour disputes or difficulties in recruiting staff. This is thanks to the Group's employment system which respects and safeguards the labour rights of our employees.

本集團相信，本集團與僱員維持良好的工作關係，本集團並無出現任何重大勞資糾紛或於招聘員工方面遭遇困難。此歸因於本集團尊重及保障僱員勞工權益之僱傭制度。

We have internal policies such as a series of Employment Policies that strives to improve the employment relationship and promotion mechanism, and protect the rights and interests of our employees. The Group's employment-related management practices are detailed below.

本集團已制定一系列僱傭政策等內部政策，致力改善僱傭關係及晉升機制，及保障僱員的權利及權益。本集團與僱傭相關的管理慣例詳述如下。

Employment-related management practices

與僱傭相關的管理慣例

Recruitment  
招聘

All acts of recruitment are subject to employment-related legislation. Contracts are signed to protect the rights of both the employers and employees.  
所有招聘行為均受僱傭相關法例約束。簽訂合約乃為保護僱主及僱員雙方之權利。

Remuneration  
薪酬

Different remuneration policies formulated and reviewed by the Human Resources ("HR") Department are adopted for different categories of employees. In general, employees' salaries include a percentage of performance incentives, the amount of which will be adjusted based on the Group's performance and the results of the employees' appraisals.  
不同類別的僱員採用不同薪酬政策，相關政策由人力資源（「人力資源」）部制定及審閱。一般而言，僱員薪酬包括若干比例的表現獎勵，其金額將按本集團的表現及僱員考核結果進行調整。

Promotion  
晉升

The Group follows the principles of consistency, objectivity, fairness and impartiality to conduct regular performance appraisals for employees as a reference for their promotion. Employees will be promoted based on merit, with due consideration given to their ability, past performance and potential to take on new job roles. Department Manager shall submit detailed justifications to support the employee's promotion.  
本集團遵循一致、客觀、公平及公正的原則，定期對僱員進行表現考核，作為晉升的參考。僱員將根據業績晉升，並充分考慮其能力、過往表現及擔任新工作角色的潛力。部門經理應提交詳細理據以支持僱員的晉升。

Termination of employment  
終止僱用

Generally, either the Company or employees should terminate the employment by giving the other party a notice period according to the agreement set out in the employment contract and completing the handover procedures by the last working day.  
一般而言，本公司或僱員應根據僱傭合約所載之協定，透過給予另一方通知期，並於最後一個工作日前完成交接手續，以終止僱傭關係。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

### Working hours and rest period 工時及休息時間

The Group is committed to managing employees' working hours, rest periods and leave in accordance with our contracts and internal policies.  
本集團致力於根據其合約及內部政策管理僱員之工作時間、休息時間及假期。

Employees are entitled to paid time off such as annual leave, bereavement leave, marriage leave, examination leave, jury service leave, maternity and paternity leave. Completion of the leave approval process is necessary for the approval and payment of paid leave to employees.  
僱員享有帶薪休假，如年假、喪假、婚假、考試假、陪審員假、產假及陪產假。完成休假審批程序為批准及結付員工帶薪休假之必要條件。

### Other benefits and welfare 其他利益及福利

The statutory benefits for employees, including the Mandatory Provident Fund, are paid in accordance with local policy requirements and the Group's relevant systems. We also offer job-related allowances, insurance schemes and share option scheme as company benefits.  
僱員之法定福利(包括強制性公積金)乃根據本地政策規定及本集團之相關制度支付。本集團亦提供與工作相關之補貼、保險計劃及認股權計劃作為公司福利。

### Equal opportunity, diversity and anti-discrimination 平等機會、多元化及反歧視

The Group recognises individual differences as a driver for sustainable development and emphasises equal opportunities in recruitment or promotion, without discrimination against individuals on the basis of age, gender, race, family status, sexual orientation, disability, nationality or region.  
本集團視個體差異為可持續發展之推動因素，並強調為招聘或晉升提供平等機會，不會因年齡、性別、種族、家庭狀況、性向、殘疾、國籍或地區產生歧視。

### Child labour and forced labour 童工及強迫勞動

The Group prohibits child labour and forced labour. During the recruitment process, each candidate's personal details are confirmed.  
本集團禁止童工及強迫勞動。於招聘過程中，各候任人選之個人資料均獲確認。

All employees who are required to work overtime or on holiday must be approved in advance by their supervisors and compensated accordingly.  
所有需要超時工作或休假的僱員，必須事先獲得主管批准，並獲得相應補償。

### Communication 溝通

There is an open dialogue maintained between the Group and our employees to promote transparent two-way communication. If there are any comments or suggestions on management and administration, employees can provide feedback to their supervisors or relevant departments.  
本集團與僱員之間保持公開對話，以促進透明的雙向溝通。倘僱員對管理及行政有任何意見或建議，可向主管或相關部門反饋。

In future, the Group will improve its employment-related policies, including more specific guidelines on equal opportunities, diversity and anti-discrimination, to better maintain a diverse and equal working environment.

於未來，本集團將改善其僱傭相關政策，對平等機會、多元化及反歧視方面增加特定指引，以更好地維持一個多元化且平等的工作環境。

### Health and Safety

### 健康與安全

Work related injuries and occupational health issues are not significant risk factors due to the nature of our business. Nevertheless, the Group places importance on providing a safe, healthy and high-quality workplace and protecting employees from occupational hazards.

鑑於本集團之業務性質，工傷及職業健康問題並非重大風險因素。然而，本集團重視提供安全、健康及優質的工作場所，並保護員工免受職業危害。

With the view to ensuring the safety of our employees, the Group has defined the safety responsibilities of the Administration Department to identify dangerous risks and factors in the workplace and to take effective preventive and control measures, including occasional monitoring and review of safety and security management and regular inspections of the entire office to ensure that furniture, fixtures and equipment are well maintained and replaced when necessary to avoid unnecessary physical injury. In addition, first aid kits are available at an easily-accessible location on every floor of the entire office.

為確保本集團僱員的安全，本集團已明確行政部門的安全責任，以識別工作場所的危險風險及因素，並採取有效的預防及控制措施，包括不定期監測及審查安全及保安管理，以及定期檢查整個辦公室，以確保傢具、裝置及設備均保養良好，並於需要時進行替換，以避免不必要的身體損傷。此外，整個辦公室每個樓層均放置便於取用的急救藥箱。

On top of this, the Group wants to evolve from the traditional focus on the physical safety risks towards a concept of a healthy and pleasant working environment in our occupational health and safety programme. We prohibit smoking throughout the office, including enclosed offices, meeting rooms and other open areas, while maintaining proper lighting and ventilation to safeguard the health of our employees. In addition, we promote health awareness and habits among our employees through internal training and newsletters. The Group has also organised events to improve work-life balance and strengthen employee relations.

## Natural Capital

The community has called on business to engage in the implementation and achievement of the United Nations Sustainable Development Goals (SDGs), specifically Goal 13: Climate Change, to promote greater global ambition in mitigation and adaptation actions. In the face of Hong Kong's 2050 carbon neutrality target, the Group is also stepping up efforts to address the challenge of climate change, using resources responsibly and wisely, and managing our impacts vigilantly, in the hope to run our business sustainably.

### *Management of Emissions and Use of Resources*

The Group is committed to complying with all applicable laws and regulations, such as the Waste Disposal Ordinance, the Air Pollution Control Ordinance and the Water Pollution Control Ordinance, and to going beyond minimum requirements to manage and reduce environmental impacts of our day-to-day operations, fostering an environmental responsible operating culture at each of our sites. To this end, we have established specific management guidelines and measures based on our Environmental Policy.

除此之外，本集團於職業健康及安全計劃中，致力由人身安全風險的傳統焦點轉向健康愉快的工作環境之概念。整個辦公室物業（包括間隔辦公室、會議室及其他公共區域）均為禁煙，並保持適當照明及通風，以保障僱員健康。此外，本集團透過內部培訓及組織通訊提高僱員之健康意識及習慣。本集團亦會舉辦活動以改善工作與生活之平衡及加強員工關係。

## 自然資本

社區呼籲企業參與實施及實現聯合國可持續發展目標，特別是目標 13：氣候變化，以促進全球減緩及適應氣候變化行動方面的決心。鑑於香港 2050 年碳中和目標，本集團亦加緊應對氣候變化挑戰，以負責任及明智的方式使用資源，並謹慎管理本集團之影響，以期以可持續方式營運業務。

### *排放量管理及資源使用*

本集團致力遵守所有適用法律及規例，如《廢物處置條例》、《空氣污染管制條例》及《水污染管制條例》，並超越最低要求以管理及減少本集團日常營運的環境影響，以於各個辦公地點培養對環境負責的營運文化。為此，本集團根據其環境政策制定具體管理方針及措施。

### Emissions of Greenhouse Gases and Air Pollutants

We generate greenhouse gas emissions mainly from purchased electricity and fuel consumed by company vehicles. During the Reporting Year, we engaged a consultant to assess the Group's greenhouse gas emissions, including carbon dioxide, methane and nitrous oxide.

Scope 範圍		Emissions (Tonnes of CO <sub>2</sub> Equivalent) 排放量(噸二氧化碳當量)
Scope 1 Direct Emission	範圍1直接排放	1.60
Scope 2 Indirect Emission	範圍2間接排放	985.30
Total Greenhouse Gas Emissions	溫室氣體總排放量	986.90
Greenhouse Gas Emission Intensity (tonnes of CO <sub>2</sub> equivalent/employee)	溫室氣體排放密度 (噸二氧化碳當量 / 僱員)	1.5183

Since vehicle use also generates air pollutants, the Group has also quantified the relevant emissions to monitor our impact on the environment.

Type 種類		Emissions (Kilograms) 排放量(公斤)
Nitrogen Oxides	氮氧化物	0.81
Sulphur Oxides	硫氧化物	0.01
Respiratory Suspended Particles	呼吸懸浮粒子	0.06

As the Pandemic continues in 2022, the Group has further adopted a work- from-home approach and video conferencing system to replace its previous physical meetings. In addition, half of the company vehicles are electric. These measures have further reduced our emissions.

### Waste

For the disposal of hazardous waste generated in Hong Kong, the Company has registered as a Chemical Waste Producer under the Waste Disposal (Chemical Waste) (General) Regulation and sends the waste to specialists for recycling. In addition, under the principle of waste reduction at source, the Group has promoted various waste management measures and ensures that relevant employees are aware of the disposal requirements for hazardous and non-hazardous waste. During the Reporting Year, we have taken the following measures to minimise the waste generated from office operations.

- Applied the "3R" principle of "reduce", "reuse" and "recycle" to manage wastes;
- Redeployed usable and suitable office furniture within the Group to reduce the amount of material going to landfill;
- Sent used batteries to specialists for recycling; and
- Reused or recycled computer parts through the selection of a team of engineers, and sent parts and materials that the Group cannot reuse to specialist for further recycling.

### 溫室氣體及空氣污染物排放

本集團之溫室氣體排放主要源於購買電力及公司車輛消耗燃料。於報告年度內，本集團委聘顧問評估本集團的溫室氣體排放量(包括二氧化碳、甲烷及氧化亞氮)。

由於車輛使用亦會產生空氣污染物，本集團亦已量化相關排放量以監控本集團對環境之影響。

隨著疫情於2022年持續，本集團進一步採用在家工作的方式及視像會議系統，以取代過往的實體會議。此外，本公司一半的車輛為電動車。此等措施進一步減少本集團之排放量。

### 廢棄物

關於處置於香港產生的有害廢棄物而言，本公司已根據《廢物處置(化學廢物)(一般)規例》登記為化學廢物產生者，並將廢物送至專門機構回收。此外，根據源頭減廢原則，本集團推行各項廢棄物管理措施，並確保相關僱員了解有害廢棄物及無害廢物之處置規定。於報告年度內，本集團已採取以下措施以盡量減少辦公室營運所產生的廢棄物。

- 應用「減廢」、「重用」及「回收」的「3R」原則管理廢棄物；
- 重新配置本集團內可用及適合的辦公傢俱以減少廢棄物料；
- 廢電池交予專業人士作回收；及
- 重用或回收經工程師團隊甄選的電腦部件，本集團無法重用的部件及材料交予專業人士作進一步回收。



The Group analyses the use of resources and the generation of waste on a regular annual basis. During the Reporting Year, the Group's office operations generated 1.47 tonnes of hazardous waste, consisting mainly of used batteries and fluorescent light bulbs, which were collected and disposed of by qualified contractors. As for non-hazardous waste, it mainly consisted of paper and used computer parts, with a total weight of 56.72 tonnes, lower than in the previous year.

## Energy and Water

A range of internal control policies and procedures have been adopted to improve the efficiency of our resource consumption, including energy. For example, we promote green office practices such as using high-performance and high-quality all-in-one "multifunction printers" that combine the functions of printer, scanner and copier in one device to minimise the power consumption of a large number of devices; and using energy-efficient lights in all office areas. Environmental Policy is available on the Company's intranet which is accessible to all employees.

During the Reporting Year, total electricity consumption of our offices in Hong Kong was approximately 2,441 MWh. Compared to last year, total energy consumption increased due to increase in manpower and electrical appliances. In terms of water consumption, the Hong Kong office operations consumed a total of approximately 212 m<sup>3</sup> of water, which represents a 61.2 % decrease compared to 2021.

Moving forward, we will further strengthen education on resource conservation and emissions reduction and will continue to monitor resource consumption and make improvements to the policy, such as conserving water management, based on the principle of "materiality". At the same time, we will use the data from the Reporting Year as a basis for setting improvement measures and energy conservation and emission reduction targets.

### Management of Environmental Risks

The Earth's climate is changing. Average temperatures rise, climate science finds that acute hazards such as heat waves and floods grow in frequency and severity and chronic hazards, such as drought and rising sea levels, intensify. To address the climate change, we identified that environmental conservation is the most important part to our society. An Environmental Policy has been established and the Group is committed to take all possible actions to reduce the impact, such as conserving resources, reducing carbon footprint, minimising waste. The Environment Policy will be reviewed once annually so that the Group may assess any updated environmental risk of our business and, where necessary, take preventive measures to mitigate them and ensure compliance with the relevant laws and regulations.

本集團每年定期分析資源使用及廢棄物產生情況。報告年度內，本集團之辦公室營運產生 1.47 噸有害廢棄物（主要包括舊電池及熒光燈泡），由合資格承判商收集及處置。至於無害廢棄物（主要包括紙張及舊電腦零件），總重量為 56.72 噸，低於往年。

## 能源及耗水

本集團已採用一系列內部控制政策及程序以提升資源消耗（包括能源）效益。舉例而言，本集團提倡綠色辦公實踐，如使用高性能及優質的多合一「多功能打印機」，集打印機、掃描儀及複印機功能於一身，以盡量減少大量設備的電力消耗；及於所有辦公室範圍使用慳電膽。環境政策載於本公司內聯網，可供所有僱員查閱。

於報告年度內，本集團之香港辦公室的總耗電量約為 2,441 兆瓦時。與往年相比，能源消耗總量因人力資源及電器增加而有所增加。耗水量方面，香港辦公室營運共耗水約 212 立方米，較二零二一年減少 61.2%。

下一步，本集團將進一步加強關於資源節約及減排之教育，並將繼續根據「重要性」的原則監控能源消耗及對政策（節約用水管理）作出改進。此外，本集團將以報告年度之數據作為制訂改進措施及節能減排目標的依據。

### 管理環境風險

地球的氣候正在發生變化。平均氣溫上升，氣候科學發現，熱浪和洪水等急性災害的頻率和嚴重程度都在增加，而乾旱和海平面上升等慢性災害也在加劇。為了應對氣候變化，我們認為環境保護是我們社會最重要的部分。環境政策已經制定，本集團承諾採取一切可能的行動來減少影響，例如節約資源、減少碳足跡、減少浪費。環境政策將每年審查一次，以便本集團可以評估我們業務的任何最新環境風險，並在必要時採取預防措施來減輕這些風險並確保遵守相關法律法規。

PERFORMANCE OVERVIEW

Environmental

表現概覽

環境

Key environmental performance indicators 關鍵環境績效指標			
	Unit 單位	2022 二零二二年	2021 二零二一年
<b>Air Pollutant emissions<sup>2</sup></b> 空氣污染物排放量 <sup>2</sup>			
Nitrogen oxides 氮氧化物	kg 公斤	0.81	1.12
Sulphur oxides 硫氧化物	kg 公斤	0.01	0.01
Respiratory suspended particles 呼吸懸浮粒子	kg 公斤	0.06	0.08
<b>GHG Emissions<sup>3</sup></b> 溫室氣體排放量 <sup>3</sup>			
Scope 1 Direct emissions 範圍1直接排放	tonnes of carbon dioxide equivalent 噸二氧化碳當量	1.60	2.46
Scope 2 Energy indirect emissions 範圍2能源間接排放	tonnes of carbon dioxide equivalent 噸二氧化碳當量	985.30	921.84
Total GHG emissions 溫室氣體總排放量	tonnes of carbon dioxide equivalent 噸二氧化碳當量	986.90	924.30
GHG intensity (by area) 溫室氣體密度(按面積)	tonnes of carbon dioxide equivalent/sqm 噸二氧化碳當量/平方米	0.1234	0.1156
GHG intensity (by employee) 溫室氣體密度(按僱員)	tonnes of carbon dioxide equivalent/ employee 噸二氧化碳當量/僱員	1.5183	1.4220
<b>Hazardous waste</b> 有害廢棄物			
Total hazardous waste 有害廢棄物總量	tonnes 噸	1.47	1.67
Hazardous waste intensity (by area) 有害廢棄物密度(按面積)	tonnes/sqm 噸/平方米	0.00018	0.00021
Hazardous waste intensity (by employee) 有害廢棄物密度(按僱員)	tonnes/employee 噸/僱員	0.00226	0.00257
<b>Non-hazardous waste</b> 無害廢棄物			
Total non-hazardous waste 無害廢棄物總量	tonnes 噸	56.72	67.43
Non-hazardous waste intensity (by area) 無害廢棄物密度(按面積)	tonnes/sqm 噸/平方米	0.00709	0.00843
Non-hazardous waste intensity (by employee) 無害廢棄物密度(按僱員)	tonnes/employee 噸/僱員	0.08726	0.10374

Key environmental performance indicators 關鍵環境績效指標			
	Unit 單位	2022 二零二二年	2021 二零二一年
<b>Energy Consumption</b> 能源消耗			
Petrol 汽油	MWh 兆瓦時	6	9
Electricity 電力	MWh 兆瓦時	2,441	2,310
Total energy consumption 能源消耗總量	MWh 兆瓦時	2,447	2,319
Energy intensity (by area) 能源消耗密度(按面積)	MWh/sqm 兆瓦時/平方米	0.3060	0.2900
Energy intensity (by employee) 能源消耗密度(按僱員)	MWh/employee 兆瓦時/僱員	3.7649	3.5677
<b>Water Consumption</b> 耗水			
Total water consumption 總耗水量	m <sup>3</sup> 立方米	212	546
Water intensity (by area) 耗水密度(按面積)	m <sup>3</sup> /sqm 立方米/平方米	0.0265	0.0683
Water intensity (by employee) 耗水密度(按僱員)	m <sup>3</sup> /employee 立方米/僱員	0.3262	0.8397

Notes:

- Emission factor is referenced to HKEx "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs".
- Scope 1 includes emissions from the consumption of fossil fuels by vehicles; Scope 2 includes emissions from the consumption of purchased electricity in offices. Emission factor is referenced to HKEx "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" and CLP 2022 Sustainability Report.

附註：

- 排放因子參考聯交所「如何編備環境、社會及管治報告 – 附錄2：環境關鍵績效指標匯報指引」。
- 範圍1包括車輛消耗化石燃料產生的排放量；範圍2包括辦公室消耗購買電力產生的排放量。排放因子參考香港交易所「如何編備環境、社會及管治報告 - 附錄2：環境關鍵績效指標匯報指引」及中電2022可持續發展報告。

Social

社會

Key social performance indicators 關鍵社會績效指標		
<b>Total employees<sup>4</sup></b> 僱員總人數 <sup>4</sup>		
By gender 按性別	Male 男性	879
	Female 女性	300
By age group 按年齡組別	Below 35 35歲以下	502
	35 – 45 35歲至45歲	350
	Above 45 45歲以上	327
By employment type 按僱傭類型	Full-time 全職	1,146
	Part-time 兼職	33
Total 總計		1,179
<b>Total other workers<sup>5</sup></b> 其他員工總人數 <sup>5</sup>		
By gender 按性別	Male 男性	121
	Female 女性	27
By age group 按年齡組別	Below 35 35歲以下	83
	35 – 45 35歲至45歲	33
	Above 45 45歲以上	32
By employment type 按僱傭類型	Full-time 全職	136
	Part-time 兼職	12
Total 總計		148

Notes:

- All employees were in Hong Kong.
- All other workers, i.e. secondment staff, worked in Hong Kong.

附註：

- 所有僱員均位於香港。
- 所有其他員工(即臨時調任員工)均於香港工作。

Key social performance indicators 關鍵社會績效指標		
<b>Turnover Rate</b> 流失率		
By gender 按性別	Male 男性	38%
	Female 女性	43%
By age group 按年齡組別	Below 35 35歲以下	53%
	35 – 45 35歲至45歲	31%
	Above 45 45歲以上	28%
Total 總計		40%
<b>Health and safety<sup>6</sup></b> 健康與安全 <sup>6</sup>		
Work-related injuries (employees) 工傷個案(僱員)		2
Lost days due to work-related injuries (employees) 因工傷個案(僱員)損失工作日數		68
<b>Percentage of employees trained</b> 受訓僱員百分比		
By gender 按性別	Male 男性	77%
	Female 女性	23%
By employee category 按僱員類別	Senior Manager 高級經理	0%
	Middle Manager 中層經理	4.5%
	Manager 經理	25%
	Supervisor 主管	5%
	IT professional 資訊科技專業人士	61%
	Others 其他	4%
Total 總計		19%

Notes:

附註：

6. There were no work-related fatalities in the past three years (including the Reporting Year).

6. 於過去三年(包括報告年度)內，並無因工作關係造成的死亡個案。

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Key social performance indicators 關鍵社會績效指標		
<b>Average training hours</b> 平均受訓時數		
By gender 按性別	Male 男性	3.02
	Female 女性	2.23
By employee category 按僱員類別	Senior Manager 高級經理	0.00
	Middle Manager 中層經理	4.70
	Manager 經理	17.55
	Supervisor 主管	14
	IT professional 資訊科技專業人士	14.51
	Others 其他	18
Total 總計		2.82
<b>Total suppliers</b> 供應商總數		
By region 按地區	Australia 澳洲	8
	Belgium 比利時	1
	Canada 加拿大	2
	Mainland China 中國內地	12
	Denmark 丹麥	2
	Germany 德國	1
	Hong Kong 香港	606
	India 印度	1
	Ireland 愛爾蘭	4
	Macau 澳門	2
	Philippines 菲律賓	1

Total suppliers 供應商總數			
By region 按地區	Romania 羅馬尼亞	1	
	Singapore 新加坡	16	
	Taiwan 台灣	1	
	Thailand 泰國	2	
	United Kingdom 英國	6	
	USA 美國	25	
	Finland 芬蘭	1	
	Cambodia 柬埔寨	1	
	Maylaysia 馬來西亞	1	
	Netherlands 荷蘭	2	
	Russia 俄羅斯	1	
	By type 按類型	Service 服務	423
		Hardware 硬件	274
Total 總計		697	

Aspects 層面	Description 描述	Remark 備註	Page 頁次
<b>A1 Emissions</b> <b>A1 排放物</b>			
General Disclosure 一般披露	Information on: 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 遵守對發行人有重大影響的相關法律及規例的資料。		61-63
A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。		62, 64
A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions and intensity. 直接(範圍1)及能源間接(範圍2)溫室氣體排放量及密度。		62, 64
A1.3	Total hazardous waste produced and intensity. 所產生有害廢棄物總量及密度。		62-64
A1.4	Total non-hazardous waste produced and intensity. 所產生無害廢棄物總量及密度。		62-64
A1.5	Description of emission target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到有關目標所採取的步驟。		62-63
A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到有關目標所採取的步驟。		62-63
<b>A2 Use of Resources</b> <b>A2 資源使用</b>			
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。		63
A2.1	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及/或間接能源總耗量及密度。		63, 65
A2.2	Water consumption in total and intensity. 總耗水量及密度。		63, 65
A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到有關目標所採取的步驟。		61-63
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到有關目標所採取的步驟。	There were no issues in sourcing water fit for purpose. 獲取適用水源方面並無問題。	



Aspects 層面	Description 描述	Remark 備註	Page 頁次
A2.5	Total packaging material used for finished products and per unit produced. 製成品所用包裝材料的總量及每生產單位佔量。	The use of packaging materials is irrelevant to the Group's operating businesses. 包裝材料的使用與本集團的營運業務無關。	
<b>A3 The Environment and Natural Resources</b> <b>A3 環境及天然資源</b>			
<i>General Disclosure</i> 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。		61
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。		61-63
<b>A4 Climate Change</b> <b>A4 氣候變化</b>			
<i>General Disclosure</i> 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。		63
A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。		63
<b>B1 Employment</b> <b>B1 僱傭</b>			
<i>General Disclosure</i> 一般披露	Information on: 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 遵守對發行人有重大影響的相關法律及規例的資料。		51-52, 58-61
B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。		59, 66
B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。		67

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Aspects 層面	Description 描述	Remark 備註	Page 頁次
<b>B2 Health and Safety</b>			
<b>B2 健康與安全</b>			
General Disclosure 一般披露	Information on: 有關提供安全工作環境及保障僱員避免職業性危害的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 遵守對發行人有重大影響的相關法律及規例的資料。		51, 60-61
B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年(包括匯報年度)每年因工亡故的人數及比率。	There were no work-related fatalities in the past three years (including the Reporting Year). 於過去三年(包括報告年度)內，並無因工作關係造成的死亡個案。	
B2.2	Lost days due to work injury. 因工傷損失工作日數。		67
B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。		60
<b>B3 Development and Training</b>			
<b>B3 發展及培訓</b>			
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。		58
B3.1	The percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。		67
B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。		68
<b>B4 Labour Standards</b>			
<b>B4 勞工準則</b>			
General Disclosure 一般披露	Information on: 有關防止童工或強制勞工的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 遵守對發行人有重大影響的相關法律及規例的資料。		51-52, 60
B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。		60
B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	The Group did not encounter such practices during the Reporting Period. 本集團於報告期內並未出現此類情況。	

Aspects 層面	Description 描述	Remark 備註	Page 頁次
<b>B5 Supply Chain Management</b> <b>B5 供應鏈管理</b>			
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。		55-56
B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。		68-69
B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。		56
B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。		55-56
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。		56
<b>B6 Product Responsibility</b> <b>B6 產品責任</b>			
General Disclosure 一般披露	Information on: 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 遵守對發行人有重大影響的相關法律及規例的資料。		51-55, 57
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	The issue is irrelevant to the Group's operating businesses. 此問題與本集團的營運業務無關。	
B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。		57
B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。		55
B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	The Group was not involved in any recall procedures. 本集團並無涉及任何產品回收程序。	

# Environmental, Social and Governance Report

## 環境、社會及管治報告

Aspects 層面	Description 描述	Remark 備註	Page 頁次
B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。		54, 57
<b>B7 Anti-corruption</b> <b>B7 反貪污</b>			
General Disclosure 一般披露	Information on: 有關防止賄賂、勒索、欺詐及洗黑錢： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 遵守對發行人有重大影響的相關法律及規例的資料。		51-52
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。		52
B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。		52
B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。		52
<b>B8 Community Investment</b> <b>B8 社區投資</b>			
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。		49, 57
B8.1	Focus areas of contribution. 專注貢獻範疇。		57
B8.2	Resources contributed to the focus area. 在專注範疇所動用資源。		57

The directors of the Company (the "Directors") are pleased to present their report together with the audited consolidated financial statements for the year ended 31st December 2022.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company and provides corporate management services. The principal activities of its major subsidiaries and associates are set out in Notes 46 and 22, respectively, to the consolidated financial statements.

### RESULTS AND APPROPRIATION

The results of the Group for the year ended 31st December 2022 are set out in the consolidated statement of profit or loss and consolidated statement of comprehensive income on pages 95 and 96 of this annual report respectively.

The board of directors of the Company (the "Board") recommended the payment of a final dividend of 3.0 HK cents per share held by the shareholders of the Company whose names appear on the register of members on Wednesday, 7th June 2023 for the year ended 31st December 2022 (2021: 3.0 HK cents per).

### 2023 ANNUAL GENERAL MEETING

The Company will convene the forthcoming annual general meeting on Wednesday, 24th May 2023. For determining the entitlement to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from Friday, 19th May 2023 to Wednesday, 24th May 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to determine the entitlement to attend and vote at the forthcoming annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 18th May 2023.

### BUSINESS REVIEW

A fair review of the Group's business during the year, a description of the principal risks and uncertainties facing the Group, particulars of important events affecting the Group that have occurred since the end of the financial year 2022 and an indication of likely future development in the Group's business as required under Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) are set out in the sections headed "Chairman's Statement" and "Chief Executive Officer's Statement" on pages 8 to 11 and 12 to 21 of this annual report respectively. For the financial key performance indicators for an understanding of the development, performance or position of the Group's business, it can also be found under the same sections and the "Financial Summary" on page 7 of this annual report.

In addition, discussion on the Group's environmental policies and performance, relationships with the Group's key stakeholders as well as compliance with relevant laws and regulations that have a significant impact on the Group are set out in the "Environmental, Social and Governance Report" on pages 47 to 74.

本公司董事(「董事」)欣然提呈彼等截至二零二二年十二月三十一日止年度之報告及經審核之綜合財務報表。

### 主要業務

本公司主要作為投資控股公司及提供公司管理服務，其主要附屬及聯營公司之主要業務詳情分別載於綜合財務報表附註46及22。

### 業績及分配

本集團截至二零二二年十二月三十一日止年度之業績分別載於本年報第95頁及第96頁之綜合損益賬及綜合全面收益表。

本公司董事會(「董事會」)建議向於二零二三年六月七日(星期三)名列在股東名冊內之本公司股東，派發截至二零二二年十二月三十一日止年度末期股息每股3.0港仙(二零二一年：3.0港仙)。

### 二零二三年股東週年大會

本公司將於二零二三年五月二十四日(星期三)舉行應屆股東週年大會。為釐定出席應屆股東週年大會及於會上投票之權利，本公司將於二零二三年五月十九日(星期五)至二零二三年五月二十四日(星期三)(包括首尾兩日)止期間暫停辦理股東登記手續，於此期間亦不會辦理股份過戶登記。為了釐定符合有權出席應屆股東週年大會及於會上投票之資格，所有已填妥之過戶文件連同有關股票必須於二零二三年五月十八日(星期四)下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司(地址為香港夏慤道16號遠東金融中心17樓)辦理登記手續。

### 業務審視

按《公司條例》(香港法例第622章)附表五指定，對本集團年內業務的中肯審視、面對的主要風險及不明朗因素的描述、於二零二二年財政年度結束後發生、對本集團有影響的重大事件的詳情及本集團業務相當可能有的未來發展的揭示分別載列於本年報第8頁至11頁及第12頁至21頁之「主席報告」及「行政總裁報告」。而有關了解本集團業務的發展、表現或狀況的財務關鍵表現指標，亦載列於同一部份及本年報第7頁之「財務摘要」。

此外，有關本集團環境政策及表現、本集團與主要持份者的關係以及遵守對本集團有重大影響的相關法律及規例之討論載列於第47頁至74頁之「環境、社會及管治報告」。

## BUSINESS REVIEW (Continued)

As far as the Board and management are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year, there was no materials breach of or non-compliance with the applicable laws and regulations by the Group.

To achieve the Company's vision of becoming the most competitive entity in Asia information technology ("IT") sector, strengthening business practices in environmental protection and corporate social responsibilities are always an integral part of the Group's corporate business strategy.

## RESERVES

Movements in the reserves of the Group and the Company during the year ended 31st December 2022 are set out in the Consolidated Statement of Changes in Equity on pages 99 to 100 of this annual report.

As at 31st December 2022, the Group's special reserve and retained earnings totalled approximately HK\$1,310,147,000 (2021: HK\$1,233,393,000).

The Company's reserves are available for distribution to the shareholders as at 31st December 2022 included special reserve and retained earnings totaling approximately HK\$99,099,000 (2021: HK\$96,806,000).

## PROPERTY, PLANT AND EQUIPMENT

During the year ended 31st December 2022, addition to (also included the amount of reassessment of lease term, if applicable) property, plant and equipment amounted to approximately HK\$59,460,000 (2021: HK\$21,488,000).

Details of these and other movements during the year ended 31st December 2022 in property, plant and equipment of the Group are set out in Note 19 to the consolidated financial statements.

## MAJOR SUPPLIERS AND CUSTOMERS

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

During the year ended 31st December 2022, the five largest customers and single largest customer of the Group accounted for approximately 32.4% and 17% of the Group's revenue from continuing operations respectively. The five largest suppliers and single largest supplier of the Group accounted for approximately 40.2% and 13.6% of the Group's purchases from continuing operations respectively.

At no time during the year ended 31st December 2022 did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the number of the Company's issued shares) had an interest in any of the Group's five largest customers or suppliers.

## SHARE CAPITAL

Details of the share movements during the year ended 31st December 2022 in share capital of the Company are set out in Note 31 to the consolidated financial statements.

## 業務審視 (續)

就董事會及管理層所知，本集團已於各重要方面遵守對本集團業務及經營產生重大影響之相關法律及法規。於年內，本集團並無嚴重違反或不遵守適用法律及規例。

為實現本公司成為亞洲資訊科技(「資訊科技」)行業最具競爭力的願景，加強在環境保護及企業社會責任的商業實踐一直是本集團企業經營戰略不可或缺的一部分。

## 儲備

本集團及本公司儲備於截至二零二二年十二月三十一日止年度內之變動載於本年報第99頁至第100頁之綜合權益變動表。

於二零二二年十二月三十一日，本集團之特別儲備及保留盈利合共約1,310,147,000港元(二零二一年：1,233,393,000)。

於二零二二年十二月三十一日，本公司可供分派予股東之儲備包括特別儲備及保留盈利合共約99,099,000港元(二零二一年：96,806,000港元)。

## 物業、廠房及設備

截至二零二二年十二月三十一日止年度內，物業、廠房及設備之添加了(包含重新計量的租賃期(如有))約59,460,000港元(二零二一年：21,488,000港元)。

上述及截至二零二二年十二月三十一日止年度內其他有關本集團在物業、廠房及設備變動之詳情載於綜合財務報表附註19。

## 主要供應商及客戶

主要供應商及客戶佔本集團購貨額及銷售額之百分比如下：

截至二零二二年十二月三十一日止年度內，來自五大客戶及最大客戶之持續經營業務收入分別佔本集團總收入約32.4%及17%。五大供應商及最大供應商之持續經營業務購貨額分別佔本集團總採購額約40.2%及13.6%。

截至二零二二年十二月三十一日止年度內，本公司之董事、董事之聯繫人士或股東(據董事所知擁有5%以上本公司發行股份數目者)未曾擁有於本集團之五大客戶或供應商之利益。

## 股本

本公司之股本於截至二零二二年十二月三十一日止年度內之變動詳情載於綜合財務報表附註31。

## DIRECTORS

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

### Executive Directors

Wang Weihang  
Wang Yueou

### Non-Executive Director

Cui Yong

### Independent Non-Executive Directors

Pan Xinrong  
Deng Jianxin  
Or Siu Ching, Rerina

In accordance with Bye-law 99 of the Company, Mr. Wang Yueou, Mr. Pan Xinrong and Ms. Or Siu Ching, Rerina will retire from office by rotation at the forthcoming annual general meeting and, be eligible, offer themselves for election.

As at the date of this report, each of the Directors has entered into a service contract or a letter of appointment with the Company. All Directors are subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

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

The Company has received, from each of the Independent Non-Executive Directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The Company considers all of the Independent Non-Executive Directors are independent. Please also see page 39 of the "Corporate Governance Report" for the assessment by the Nomination Committee in this regard.

## 董事

本公司於年內及截至本報告日期之董事如下：

### 執行董事

王維航  
王粵鷗

### 非執行董事

崔勇

### 獨立非執行董事

潘欣榮  
鄧建新  
柯小菁

根據本公司之公司細則第99條，王粵鷗先生、潘欣榮先生及柯小菁女士將於應屆股東週年大會上輪值告退，並符合資格及願意膺選連任。

於本報告日期，各董事已與本公司訂立服務合約或委任函，惟彼等須根據本公司之公司細則輪值告退及膺選連任。

在應屆股東週年大會上擬膺選連任之董事概無與本公司或其附屬公司訂立本集團不可於一年內在不予賠償（法定賠償除外）的情況下終止的服務合約。

本公司已收取各獨立非執行董事根據香港聯合交易所有限公司證券上市規則（「上市規則」）第3.13條呈交之年度確認書，確認其獨立性。本公司認為全體獨立非執行董事確屬獨立人士。有關提名委員會就此作出的評估，請亦參閱「企業管治報告」第39頁。

## UPDATE ON DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of Directors of the Company are set out below:

### Details of changes

1. Mr. Wang Weihang, the Chairman of the Board, has entered into a service agreement which entitled to an annual basic salary and allowances of HK\$2,000,000 and performance-related incentive payment based on measurable performance contribution of the Group and other benefits in kind with effect from 1st June 2022.
2. Mr. Deng Jianxin, an Independent Non-executive Director, was a non-executive director of Jiangxi Bank Co., Ltd., a company listed on Main Board of the Stock Exchange (Stock Code: 1916) from November 2016 to June 2022. With effect from 22nd December 2022 and 9th August 2022, Shanghai 4Smart Technology Co., Ltd.\* (上海精運智能科技有限公司) and Hangzhou Zhuoyuan Ledao Holding Co., Ltd.\* (杭州卓元樂道控股有限公司) of which Mr. Deng serves as chairman were deregistered respectively.
3. Ms. Or Siu Ching, Rerina, an Independent Non-executive Director, retired as a senior vice-president of Schneider Electric SE, a company listed on the Euronext Paris Stock Exchange (Stock Code: SU) with effect from February 2022. Also, Ms. Or completed her term of office as a member of Energy Advisory Committee of The Government of Hong Kong Special Administrative Region with effect from July 2022.

\* For identification purpose only

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the section headed "Connected and Related Party Transactions" below, no transactions, arrangements or contracts of significance to which the Company, or any of its holding companies or fellow subsidiaries or subsidiaries 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 ended 31st December 2022 or at any time during the year.

## 更新董事資料

根據上市規則第13.51B(1)條，本公司董事資料之變動載列如下：

### 變動詳情

1. 自二零二二年六月一日起，董事會主席王維航先生已簽訂服務合同並享有每年基本薪金和津貼2,000,000港元、根據本集團之可衡量表現貢獻而計算與表現有關之獎勵花紅，以及其他福利。
2. 獨立非執行董事鄧建新先生於二零一六年十一月至二零二二年六月曾擔任聯交所主板上市公司江西銀行股份有限公司(股份代號：1916)的非執行董事。分別自二零二二年十二月二十二日及二零二二年八月九日起，上海精運智能科技有限公司及杭州卓元樂道控股有限公司(其中鄧先生擔任董事長)已注銷。
3. 獨立非執行董事柯小菁女士自二零二二年二月起退任巴黎泛歐證券交易所上市公司施耐德電氣股份有限公司(股份代號：SU)之全球高級副總裁。此外，柯女士自二零二二年七月起完成香港特別行政區能源諮詢委員會成員之任期。

\* 僅供識別

## 董事之交易、安排或合約權益

除下文「關連及關連人士交易」所披露者外，於截至二零二二年十二月三十一日止年度結算日或該年度內任何時間，董事或其有關連實體並無於本公司、其任何控股公司、同系附屬公司或附屬公司所訂立並對本公司業務而言確屬重要之其他交易、安排或合約中擁有任何直接或間接之重大實益權益。



## DIRECTORS' INTERESTS IN COMPETING BUSINESS

Pursuant to Rule 8.10(2) of the Listing Rules, during the year ended 31st December 2022, the following Directors were considered to have interests in the businesses which competed or be likely to compete, either directly or indirectly, with the businesses of the Group, particulars of which are set out below:

## 董事於競爭業務之權益

根據上市規則第8.10(2)條規定，於截至二零二二年十二月三十一日止年度內，以下董事被認為直接或間接於與本集團業務構成競爭或可能與本集團業務構成競爭之業務中擁有權益，其詳情載列如下：

Name of Director 董事姓名	Name of the entities which were considered to compete or likely to compete with the businesses of the Group 被認為與本集團業務構成或可能構成競爭之實體名稱	Description of businesses of the entities which were considered to compete or likely to compete with the businesses of the Group 被認為與本集團業務構成或可能構成競爭之實體之業務描述	Nature of Director's interest in the entities 董事於該等實體之權益性質
Wang Weihang 王維航	Beijing Teamsun Technology Co., Ltd. ("Teamsun") 北京華勝天成科技股份有限公司 ("華勝天成")	IT product service, application software development, value-added distribution and system integration 資訊科技產品服務、應用程式軟件開發、增值分銷及系統整合	Chairman, director and substantial shareholder 董事長、董事及主要股東
	Teamsun Technology (HK) Limited ("Hong Kong Teamsun") 華勝天成科技(香港)有限公司 ("香港華勝天成")	Window company of Teamsun in Hong Kong and mainly provides administrative support to the clients of Teamsun in the PRC and Hong Kong 華勝天成駐香港視窗公司，主要向華勝天成之客戶於中國及香港提供行政支援	Sole director 唯一董事
	Certain subsidiaries of Teamsun 華勝天成之若干附屬公司	IT related 相關資訊科技	Director 董事
Wang Yueou 王粵鷗	Teamsun 華勝天成	IT product service, application software development, value-added distribution and system integration 資訊科技產品服務、應用程式軟件開發、增值分銷及系統整合	Director 董事
Cui Yong 崔勇	Teamsun 華勝天成	IT product service, application software development, value-added distribution and system integration 資訊科技產品服務、應用程式軟件開發、增值分銷及系統整合	General manager of key client accounts business (division 1) 大客戶業務一部總經理
Pan Xinrong 潘欣榮	Shanghai Boke Information Technology Co., LTD 上海博科資訊股份有限公司	Software engineering automation research management and new generation of IT service 管理軟件工程自動化研究及新一代信息技術服務	Independent Director 獨立董事
Deng Jianxin 鄧建新	Shanghai 4Smart Technology Co., Ltd. 上海精運智能科技有限公司	Cloud computation and cloud services 雲計算及雲服務	Chairman 董事長

As the Board is independent from the board of directors of the aforesaid companies, and as none of the above Directors controls the Board, the Group is capable of carrying on its business independently of, and at arm's length from, the businesses of the aforesaid companies.

由於董事會獨立於上述公司之董事會及以上董事概無控制董事會，本集團可獨立於上述公司之業務以公平磋商形式開展其業務。

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31st December 2022, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors and chief executives of the Company were taken or deemed to have under such provisions of the SFO); or (b) were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange ("Directors' and Chief Executives' Interests in Shares and Underlying Shares"), were as follows:

### (a) Shares

Name of company 公司名稱	Director 董事	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other 其他	Total 總計	Approximate percentage of shareholding 股權概約百分比
Teamsun, the ultimate holding company of the Company 華勝天成·本公司之最終控股公司	Wang Weihang 王維航	58,221,939	-	-	-	58,221,939	5.30%
Grid Dynamics Holdings, Inc. ("GDH")	Wang Weihang 王維航	25,395 <sup>1</sup> -	-	-	-	25,395	0.03%
	Wang Yueou 王粵鷗	25,395 <sup>1</sup>	-	-	-	25,395	0.03%

### (b) Underlying shares

Name of company 公司名稱	Director 董事	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other 其他	Total 總計	Approximate percentage of shareholding 股權概約百分比
The Company 本公司	Wang Yueou 王粵鷗	4,620,000 <sup>2</sup>	-	-	-	4,620,000	0.55%
	Cui Yong 崔勇	1,320,000 <sup>2</sup>	-	-	-	1,320,000	0.16%
GDH	Wang Yueou 王粵鷗	42,397 <sup>3</sup>	-	-	-	42,397	0.06%

## 董事及最高行政人員之股份及相關股份之權益

於二零二二年十二月三十一日，董事及本公司最高行政人員於本公司及其任何相聯法團（定義見證券及期貨條例（香港法例第571章）（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例之該等條文董事及本公司最高行政人員被視為或當作持有之權益或淡倉）；或(b)根據證券及期貨條例第352條本公司須予備存之登記冊所記錄之權益或淡倉；或(c)根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益或淡倉（「董事及最高行政人員之股份及相關股份之權益」）如下：

### (甲) 股份

### (乙) 相關股份

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Notes:

1. Common stock of GDH granted under the restricted stock units of GDH.
2. Share options to acquire ordinary shares of the Company under a share option scheme adopted on 13th March 2017, further details of which are set out in section headed "Share Option Schemes" below.
3. Share options to subscribe for shares of common stock of GDH under the equity incentive plan of GDH effective on 4th March 2020.

Save as disclosed above, as at 31st December 2022, none of the Directors and the chief executives of the Company had any Directors' and Chief Executives' Interests in Shares and Underlying Shares.

## SHARE OPTION SCHEMES

### A. 2002 Share Option Scheme

The Company adopted a share option scheme (the "2002 Share Option Scheme") on 8th August 2002. The 2002 Share Option Scheme expired on 7th August 2012. As a result, the Company can no longer grant any further share options under the 2002 Share Option Scheme. However, all share options granted prior to 7th August 2012 will remain in full force and effect. A summary of the 2002 Share Option Scheme is as follows:

The purpose of 2002 Share Option Scheme is to provide incentives and rewards to any employee and/or Director of the Company or any of its subsidiaries. Under the 2002 Share Option Scheme, the Directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares of the Company.

## 董事及最高行政人員之股份及相關股份之權益(續)

附註：

1. 根據GDH受限制股份單位計劃授予之GDH普通股股份。
2. 於二零一七年三月十三日採納之購股權計劃項下認購本公司普通股之購股權，有關之進一步詳情載於下文「購股權計劃」一節。
3. 根據GDH於二零二零年三月四日生效之股權激勵計劃認購GDH普通股股份的購股權。

除上文所述者外，於二零二二年十二月三十一日，概無董事及本公司最高行政人員擁有任何董事及最高行政人員之股份及相關股份之權益。

## 購股權計劃

### A. 二零零二年購股權計劃

本公司於二零零二年八月八日採納購股權計劃（「二零零二年購股權計劃」）。二零零二年購股權計劃於二零一二年八月七日屆滿。因此，本公司不得再根據二零零二年購股權計劃進一步授出任何購股權。然而，於二零一二年八月七日前已授出之所有購股權將仍然具有十足效力及效用。二零零二年購股權計劃之概要如下：

二零零二年購股權計劃旨在為本公司或其任何附屬公司的任何僱員及／或董事提供激勵及獎勵。根據二零零二年購股權計劃，本公司董事可向合資格僱員（包括本公司及其附屬公司的董事）授予認購本公司股份的購股權。

## SHARE OPTION SCHEMES (Continued)

### A. 2002 Share Option Scheme (Continued)

The total number of shares in respect of which options may be granted under the 2002 Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time. The total number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

Options granted must be taken up within 28 days of the date of offer, upon payment of HK\$1 as consideration per grant. There is no general requirement that an option must be held for any minimum period before it can be exercised but the directors of the Company are empowered to impose at its discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised will be determined by the directors of the Company at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

The exercise price is determined by the Board and shall not be less than the higher of (a) the closing price of the shares of the Company on the Stock Exchange's daily quotation sheets on the date of grant, which must be a business day; (b) the average of the closing prices of the shares of the Company as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant; and (c) the nominal value of a share of the Company. Details of the 2002 Share Option Scheme are set out in Note 38(i) to the consolidated financial statements.

The following table discloses movements in the Company's share options under the 2002 Share Option Scheme during the year:

Participants 參與者	Date of grant 授出購股權日期	Exercise Period 行使期	Adjusted Exercise Price 經調整行使價 HK\$ 港元	Number of Shares to be issued upon exercise of share options 於行使購股權時所發行之股票						
				At 1st January 2022 於二零二二年一月一日	Granted during the year 於年度內授出	Exercised during the year 於年度內行使	Lapsed during the year 於年度內失效	Cancelled during the year 於年度內註銷	Adjusted during the year 於年度內調整	At 31st December 2022 於二零二二年十二月三十一日
Other Employees 其他僱員	19.3.2012	19.3.2013 to 18.3.2022	0.704	185,700	-	-	(185,700)	-	-	-

## 購股權計劃(續)

### A. 二零零二年購股權計劃(續)

根據二零零二年購股權計劃可授出購股權的股份總數，在任何時間不得超過本公司已發行股份的10%。在任何一年內，可向個人授出的購股權的股份總數，在任何時間不得超過本公司已發行股份的1%。

已授出購股權必須於授出日期起計二十八天內接納，接納每項授出時須支付1港元作為代價。一般並無規定購股權於可行使前須持有之最短時間，惟本公司董事有權酌情於授出任何個別購股權時釐定任何最短之持有期限。購股權可行使之期限將由本公司董事酌情釐定，惟概無購股權可於授出十年後行使。

行使價格乃由董事會釐定，惟將不會少於以下三者中之較高者：(a)本公司股份於授出日期在聯交所每日報價表所列之收市價；(b)本公司股份於緊接購股權授出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)一股本公司股份的面值。二零零二年購股權計劃之詳情載於綜合財務報表附註38(i)。

本公司二零零二年購股權計劃項下之購股權於年內之變動如下：

## SHARE OPTION SCHEMES (Continued)

### A. 2002 Share Option Scheme (Continued)

Notes:

1. All of the above share options were vested equally on each of the first, second and third anniversaries of the date of grant.
2. No Director held any share options under the 2002 Share Option Scheme during the year ended 31st December 2022.
3. The weighted average closing price of the share of the Company immediately before the dates on which the share options were exercised was not applicable.

### B. 2017 Share Option Scheme

The Company adopted a new share option scheme (the "2017 Share Option Scheme") on 13th March 2017. The 2017 Share Option Scheme will expire on 12th March 2027. A summary of the 2017 Share Option Scheme is as follows:

The purpose of the 2017 Share Option Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Company and/or the subsidiaries to subscribe for ordinary shares of par value HK\$0.10 each of the Company. The eligible participants include any employee, executive or officer of the Company or any of its subsidiaries (including executive, non-executive and independent non-executive directors of each of the abovementioned companies).

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the 2017 Share Option Scheme and any other share option schemes of the Company (if any) shall not in aggregate exceed 10% of the total number of shares of the Company in issue as at 13th March 2017, the date of approval of the adoption of the 2017 Share Option Scheme. The maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2017 Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of shares of the Company in issue from time to time. The total number of shares of the Company available for issue under the 2017 Share Option Scheme is 52,618,335, representing 10% and 6.31% of the total number of shares of the Company in issue as at the date of approval of the adoption of the 2017 Share Option Scheme and as at the date of this annual report, respectively. As at the date of this annual report, the total number of shares of the Company may be issued upon exercise of options which available to be granted under the 2017 Share Option Scheme is 22,854,250, representing 2.74% of total number of issued shares of the Company as at that date.

## 購股權計劃(續)

### A. 二零零二年購股權計劃(續)

附註：

1. 上述所有購股權已經於授出日期的第一、第二及第三週年屆滿時等份歸屬。
2. 於截至二零零二年十二月三十一日止年度，概無董事擁有任何二零零二年購股權項下之購股權。
3. 本公司緊接行使購股權日期前股份的加權平均收市價概不適用。

### B. 二零一七年購股權計劃

本公司於二零一七年三月十三日採納一項新購股權計劃(「二零一七年購股權計劃」)，二零一七年購股權計劃將於二零二七年三月十二日屆滿，二零一七年購股權計劃概要如下：

二零一七年購股權計劃之目的旨在讓本公司向合資格參與者授出購股權作為彼等對本公司及／或其附屬公司作出貢獻的激勵或獎勵，以認購本公司每股面值0.10港元之普通股。合資格之參與者包括本公司或其任何附屬公司之僱員、行政人員或高級職員(包括上述各公司的執行董事、非執行董事及獨立非執行董事)。

根據二零一七年購股權計劃及本公司任何其他購股權計劃(如有)將予授出的所有購股權獲行使時可發行的本公司股份總數，合共不得超過於二零一七年三月十三日(批准採納二零一七年購股權計劃之日)本公司已發行股份總數之10%。在二零一七年購股權計劃及本公司任何其他購股權計劃項下已授出而尚未行使的全部購股權獲行使時可發行的最高股份數目，不得超過不時已發行股份總數的30%。根據二零一七年購股權計劃可發行的本公司股份總數為52,618,335股，分別佔於批准採納二零一七年購股權計劃之日及於本年報日期本公司已發行股份總數之10%及6.31%。於本年報日期，根據二零一七年購股權計劃可供授出購股權予以行使時發行之本公司股份總數為22,854,250股，佔於該日期本公司已發行股份總數的2.74%。

## SHARE OPTION SCHEMES (Continued)

### B. 2017 Share Option Scheme (Continued)

Unless approved by the shareholders of the Company, the total number of shares issued and to be issued upon exercise of the options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of shares of the Company in issue.

Options granted must be taken up within 28 days of the date of offer, upon payment of HK\$1 as consideration per grant. The Board may at its absolute discretion impose any minimum period for which an option must be held before it can be exercised and/or any performance targets which must be achieved by the eligible participant before the option can be exercised. The period during which an option may be exercised will be determined by the Directors at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

The exercise price is determined by the Board, and shall be at least the higher of (a) the closing price of the shares of the Company on the Stock Exchange's daily quotation sheets on the date an offer is made; (b) the average of the closing prices of the shares of the Company on the Stock Exchange for the five business days immediately preceding the date an offer is made; and (c) the nominal value of a share of the Company. Details of the 2017 Share Option Scheme are set out in Note 38(ii) to the consolidated financial statements.

The following table discloses movements in the Company's share options under the 2017 Share Option Scheme during the year:

Participants 參與者	Date of grant 授出購股權日期	Vesting Period and Exercise Period 歸屬期及行使期	Exercise Price 行使價 HK\$ 港元	At 1st January 2022 於二零二二年一月一日	Number of Shares to be issued upon exercise of share options 於行使購股權時所發行之股票					
					Granted during the year 於年度內授出	Exercised during the year 於年度內行使	Lapsed during the year 於年度內失效	Cancelled during the year 於年度內註銷	At 31st December 2022 於二零二二年十二月三十一日	
<b>Directors</b> 董事										
Wang Yueou 王粵鵬	31.3.2017	(Note 1) (附註1)	0.970	4,620,000	-	-	-	-	-	4,620,000
Cui Yong 崔勇	31.3.2017	(Note 1) (附註1)	0.970	1,320,000	-	-	-	-	-	1,320,000
<b>Other Employees</b> 其他僱員										
	31.3.2017	(Note 1) (附註1)	0.970	10,742,300	-	(33,800)	(377,575)	-	-	10,330,925
	28.4.2017	(Note 1) (附註1)	0.909	7,260,000	-	-	-	-	-	7,260,000
	13.12.2017	(Note 1) (附註1)	0.867	785,550	-	(78,500)	(203,650)	-	-	503,400
<b>Total</b> 合共				24,727,850	-	(112,300)	(581,225)	-	-	24,034,325

## 購股權計劃(續)

### B. 二零一七年購股權計劃(續)

除獲本公司股東批准外，於任何十二個月期間內授予每位合資格參與者的購股權(包括已行使及尚未行使的購股權)獲行使而發行及將予發行的股份總數，不得超過本公司已發行股份總數的1%。

已授出購股權必須於授出日期起計二十八天內接納，接納每項授出時須支付1港元作為代價。董事會可全權酌情施加於購股權可予行使前合資格參與者須持有購股權之任何最短期限及/或購股權可予行使前合資格參與者須達致之任何表現目標。可行使購股權之期限將由本公司董事全權酌情釐定，惟任何購股權一律不得於授出日期起計十年過後行使。

行使價乃由董事會釐定，惟將不會少於以下三者中之較高者：(a)本公司股份於提出要約之日期在聯交所每日報價表所列之收市價；(b)本公司股份於緊接購股權授出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)一股本公司股份的面值。二零一七年購股權計劃之詳情載於綜合財務報表附註38(ii)。

本公司二零一七年購股權計劃項下之購股權於年度內之變動如下：

## SHARE OPTION SCHEMES (Continued)

### B. 2017 Share Option Scheme (Continued)

Notes:

- On 31st March 2017, the Company granted share options to certain eligible participants under the 2017 Share Option Scheme to subscribe for a total of 19,140,000 shares of the Company at the exercise price of HK\$1.28. The share options are divided into four tranches, each of which consists of one fourth of the share options and is associated with performance targets within a specific financial period, the details of which are disclosed in the Company's announcement dated 31st March 2017.

On 28th April 2017, the Company granted share options to certain eligible participants under the 2017 Share Option Scheme to subscribe for a total of 6,500,000 shares of the Company at the exercise price of HK\$1.20. The share options are divided into four tranches, each of which consists of one fourth of the share options and is associated with performance targets within a specific financial period, the details of which are disclosed in the Company's announcement dated 28th April 2017.

On 13th December 2017, the Company granted share options to certain eligible participants under the 2017 Share Option Scheme to subscribe for a total of 1,388,000 shares of the Company at the exercise price of HK\$1.04. The share options are divided into four tranches, each of which consists of one fourth of the share options and is associated with performance targets within a specific financial period, the details of which are disclosed in the Company's announcement dated 13th December 2017.

The vesting period and exercise period of each tranche of the share options granted on 31st March 2017, 28th April 2017 and 13th December 2017, respectively, are as follows:

Date of grant 授出日期	Tranches 批次	Vesting Period 歸屬期	Exercise Periods 行使期	Percentage of options of each tranche shall be exercisable 各批購股權 可予行使之百分比
31.3.2017	First tranche 第一批	31.3.2017 to 至 1.4.2019	31.3.2017 to 至 30.3.2027	50%
			1.4.2018 to 至 30.3.2027	25%
			1.4.2019 to 至 30.3.2027	25%
	Second tranche 第二批	28.3.2018 to 至 1.4.2020	28.3.2018 to 至 30.3.2027	50%
1.4.2019 to 至 30.3.2027	25%			
1.4.2020 to 至 30.3.2027	25%			
Third tranche 第三批	20.3.2019 to 至 1.4.2021	20.3.2019 to 至 30.3.2027	50%	
		1.4.2020 to 至 30.3.2027	25%	
		1.4.2021 to 至 30.3.2027	25%	
Fourth tranche 第四批	25.3.2020 to 至 1.4.2022	25.3.2020 to 至 30.3.2027	50%	
		1.4.2021 to 至 30.3.2027	25%	
		1.4.2022 to 至 30.3.2027	25%	

## 購股權計劃(續)

### B. 二零一七年購股權計劃(續)

附註：

- 於二零一七年三月三十一日，本公司根據二零一七年購股權計劃向若干合資格參與者授出購股權，以認購合共 19,140,000 股本公司股份，行使價為 1.28 港元。授出之購股權分作四批，每批包括四分之一之購股權及與特定財務期間內之表現目標有關，詳情披露於本公司日期為二零一七年三月三十一日之公告內。

於二零一七年四月二十八日，本公司根據二零一七年購股權計劃向若干合資格參與者授出購股權，以認購合共 6,500,000 股本公司股份，行使價為 1.20 港元。授出之購股權分作四批，每批包括四分之一之購股權及與特定財務期間內之表現目標有關，詳情披露於本公司日期為二零一七年四月二十八日之公告內。

於二零一七年十二月十三日，本公司根據二零一七年購股權計劃向若干合資格參與者授出購股權，以認購合共 1,388,000 股本公司股份，行使價為 1.04 港元。授出之購股權分作四批，每批包括四分之一之購股權及與特定財務期間內之表現目標有關，詳情披露於本公司日期為二零一七年十二月十三日之公告內。

分別於二零一七年三月三十一日、二零一七年四月二十八日及二零一七年十二月十三日授出之各批購股權之歸屬期及行使期如下：

## SHARE OPTION SCHEMES (Continued)

### B. 2017 Share Option Scheme (Continued)

Notes: (Continued)

1. (Continued)

Date of grant 授出日期	Tranches 批次	Vesting Period 歸屬期	Exercise Periods 行使期	Percentage of options of each tranche shall be exercisable 各批購股權 可予行使之百分比
28.4.2017	First tranche 第一批	1.6.2018 to 至 1.6.2020	1.6.2018 to 至 27.4.2027	50%
			1.6.2019 to 至 27.4.2027	25%
			1.6.2020 to 至 27.4.2027	25%
	Second tranche 第二批	1.6.2019 to 至 1.6.2021	1.6.2019 to 至 27.4.2027	50%
			1.6.2020 to 至 27.4.2027	25%
			1.6.2021 to 至 27.4.2027	25%
	Third tranche 第三批	1.6.2020 to 至 1.6.2022	1.6.2020 to 至 27.4.2027	50%
			1.6.2021 to 至 27.4.2027	25%
			1.6.2022 to 至 27.4.2027	25%
	Fourth tranche 第四批	1.6.2021 to 至 1.6.2023	1.6.2021 to 至 27.4.2027	50%
			1.6.2022 to 至 27.4.2027	25%
			1.6.2023 to 至 27.4.2027	25%
13.12.2017	First tranche 第一批	1.4.2019 to 至 1.4.2021	1.4.2019 to 至 12.12.2027	50%
			1.4.2020 to 至 12.12.2027	25%
			1.4.2021 to 至 12.12.2027	25%
	Second tranche 第二批	1.4.2020 to 至 1.4.2022	1.4.2020 to 至 12.12.2027	50%
			1.4.2021 to 至 12.12.2027	25%
			1.4.2022 to 至 12.12.2027	25%
	Third tranche 第三批	1.4.2021 to 至 1.4.2023	1.4.2021 to 至 12.12.2027	50%
			1.4.2022 to 至 12.12.2027	25%
			1.4.2023 to 至 12.12.2027	25%
	Fourth tranche 第四批	1.4.2022 to 至 1.4.2024	1.4.2022 to 至 12.12.2027	50%
			1.4.2023 to 至 12.12.2027	25%
			1.4.2024 to 至 12.12.2027	25%

- The offer for a total number of 6,500,000 options was made to eligible participants, in which an offer of 1,000,000 options was not accepted by an eligible participant, pursuant to the 2017 Share Option Scheme, the offer of these options was automatically lapsed and became null and void.
- The closing prices of the shares of the Company immediately before 31st March 2017, 28th April 2017 and 13th December 2017 on which the share options were granted under the 2017 Share Option Scheme were HK\$1.25, HK\$1.08 and HK\$0.90 per share of the Company, respectively.
- The weighted average closing price of the share of the Company immediately before the dates on which the share options were exercised was HK\$1.18.
- There was no grant of any share option under the 2017 Share Option Scheme during the year.

## 購股權計劃(續)

### B. 二零一七年購股權計劃(續)

附註：(續)

1. (續)

- 就向合資格參與者授出總數6,500,000股購股權的要約，其中1,000,000股購股權的要約未被一名合資格參與者接納，根據二零一七年購股權計劃，該購股權要約會自動失效，並作廢及無效。
- 於緊接二零一七年三月三十一日、二零一七年四月二十八日及二零一七年十二月十三日根據二零一七年購股權計劃授出購股權前，本公司股份收市價分別為每股1.25港元、1.08港元及0.90港元。
- 本公司緊接行使購股權日期前股份的加權平均收市價為1.18港元。
- 年內並沒有根據二零一七年購股權計劃授出任何購股權。



## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed in the sections headed "Directors' and Chief Executives' Interests in Shares and Underlying Shares" and "Share Option Schemes" above, at no time during the year ended 31st December 2022 was the Company, or any of its holding companies or fellow subsidiaries or subsidiaries a party to any arrangements to enable the Directors or their connected entities to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## CONNECTED AND RELATED PARTY TRANSACTIONS

During the year ended 31st December 2022, none of the related party transactions entered into by the Group set out in the section headed "Related Party Transactions" in Note 45 to the consolidated financial statements constitutes connected transaction or continuing connected transaction which is required to be disclosed under the Listing Rules. The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

## SUBSTANTIAL SHAREHOLDERS

As at 31st December 2022, so far as the Directors and chief executives of the Company are aware, the following persons (other than the interests of the Directors or chief executives of the Company) had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO or as otherwise notified to the Company and the Stock Exchange:

### (a) Shares

Name of shareholder 股東名稱	Capacity 職責	Nature 性質	Number of ordinary shares of the Company held 持有本公司 普通股之股份數目	Percentage of issued share capital 佔已發行 股本之百分比
Hong Kong Teamsun 香港華勝天成	Beneficial owner 受益人	Long Position 好倉	564,110,657	67.66%
Teamsun 華勝天成	Interest of controlled corporation 控股公司權益	Long Position 好倉	564,110,657 <sup>1</sup>	67.66%

## 董事購買股份或債權證之權利

除上文「董事及最高行政人員之股份及相關股份之權益」及「購股權計劃」所披露者外，本公司、其任何控股公司、同系附屬公司或附屬公司於截至二零二二年十二月三十一日止年度內任何時間概無作出任何安排，致使董事或其有關連實體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利。

## 關連及關連人士交易

截至二零二二年十二月三十一日止年度概無載於綜合財務報表附註45「關連人士交易」一節的本集團關連人士交易構成須根據上市規則予以披露的關連交易或持續關連交易而。董事確認，本公司已根據上市規則第14A章遵守披露規定。

## 主要股東

於二零二二年十二月三十一日，就董事及本公司最高行政人員所知，下列人士（董事或本公司最高行政人員除外）於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露或根據證券及期貨條例第336條本公司須予備存之登記冊所記錄之權益或淡倉，或已知會本公司及聯交所：

### (a) 股份

## SUBSTANTIAL SHAREHOLDERS (Continued)

Note:

1. Teamsun was interested in the entire issued share capital of Hong Kong Teamsun and was therefore deemed to be interested in the 564,110,657 shares of the Company in which Hong Kong Teamsun was interested.

Save as disclosed above, as at 31st December 2022, no other person (other than the Directors or chief executives of the Company) had any interest or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31st December 2022, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## PRE-EMPTIVE RIGHTS

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

## CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance Code (the "CG Code") set out in Appendix 14 to the Listing Rules throughout the year ended 31st December 2022, except as noted below:

With respect to the CG Code provision C.1.6, a Non-Executive Director was unable to attend the annual general meeting of the Company held on 30th May 2022 due to other commitments.

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. The Company has made specific enquiry of all Directors regarding any non-compliance with the Model Code during the year ended 31st December 2022, and they all confirmed that they have fully complied with the required standards set out in the Model Code.

## SUFFICIENCY OF PUBLIC FLOAT

As at the date of this annual report, based on the information publicly available to the Company and to the best of Directors' knowledge, information and belief, the Company has maintained sufficient public float as required under the Listing Rules.

## 主要股東(續)

附註：

1. 華勝天成於香港華勝天成全部已發行股本中擁有權益，故被視作於香港華勝天成擁有權益之564,110,657股本公司股份中擁有權益。

除上文所披露者外，於二零二二年十二月三十一日，概無任何其他人士（董事或本公司最高行政人員除外）於本公司股份或相關股份中擁有已在本公司按證券及期貨條例第336條規定備存之登記冊中記錄，或已知會本公司及聯交所之任何權益或淡倉。

## 購買、出售或贖回上市證券

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

## 優先認購權

在本公司之公司細則或百慕達法例下，並無有關強制本公司按比例向現有股東發售新股之優先認購權之規定。

## 企業管治

本公司於截至二零二二年十二月三十一日止年度內一直遵守上市規則附錄14所載之《企業管治守則》（「企業管治守則」），除如下：

就企業管治守則條文第C.1.6條而言，一位非執行董事由於其他職務，未能出席於二零二二年五月三十日舉行之本公司股東週年大會。

本公司已採納上市規則附錄10所載之標準守則。本公司已就全體董事於截至二零二二年十二月三十一日止年度內是否有任何未遵守標準守則作出特定查詢，全體董事確認彼等已完全遵從標準守則所規定之準則。

## 足夠公眾持股量

於本年報日期，根據本公司可公開所得之資料及據董事所深知、所悉及所信，本公司已根據上市規則所規定維持足夠公眾持股量。

## PERMITTED INDEMNITY PROVISIONS

As permitted by the Bye-laws of the Company, every Director and other officers shall be indemnified out of the assets of the Company from and against all losses and liabilities incurred or sustain by him/her as a Director, to the extent permitted by Bermuda law. Such permitted indemnity provision has been in force during the year and as of the date of this annual report.

The Company has also arranged directors' and officers' liability insurance during the year, which provides appropriate coverage for legal action against its Directors and officers.

As permitted by the articles of association of the subsidiaries of the Company's in Hong Kong ("Hong Kong Subsidiaries"), a director or a former director of the Hong Kong Subsidiaries may be indemnified out of the Hong Kong Subsidiaries' assets against any liability incurred by the director to a person other than the Hong Kong Subsidiaries or an associated company of the Hong Kong Subsidiaries, to the extent permitted by law. Such permitted indemnity provision is currently in force at the time of approval of this annual report.

## DONATION

During the year ended 31st December 2022, the Group made charitable donations amounting to HK\$5,000 (2021: HK\$25,000).

## AUDIT COMMITTEE

The Audit Committee met four times during the year ended 31st December 2022. During the meetings, the Audit Committee reviewed with the management accounting principles and practices adopted by the Group including the review of the annual results and interim results, and discussed various auditing, financial reporting and risk management and internal control system matters.

## AUDITOR

The consolidated financial statements for the year ended 31st December 2022 have been audited by Grant Thornton Hong Kong Limited ("Grant Thornton"), who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company. A resolution will be tabled in the forthcoming annual general meeting to re-appoint Grant Thornton as the independent auditor of the Company.

On behalf of the Board

**Wang Yueou**  
Chief Executive Officer

Hong Kong, 29th March 2023

## 獲准許的彌償條文

按本公司之公司細則規定，並在百慕達法律允許之範圍內，董事或本公司其他高級職員可有權就履行其職務或在其他有關方面蒙受或招致之所有損失及責任，均有權從本公司資產中獲得彌償。此等獲准許的彌償條文於本年度內及截至本報告日期仍為有效。

本公司於年內亦已為其董事及高級職員可能會面對的法律行動作安排適當的董事及高級職員責任保險。

本公司於香港之附屬公司（「香港附屬公司」）之組織章程細則允許香港附屬公司董事或前董事可在法律允許的範圍內，獲得從香港附屬公司於其資產中補償所有除香港附屬公司或香港附屬公司相聯公司以外因該董事為香港附屬公司董事的任何責任。此等獲准許的彌償條文至批准本年報時仍為有效。

## 捐款

於截至二零二二年十二月三十一日止年度內，本集團之慈善捐款為5,000港元（二零二一年：25,000港元）。

## 審核委員會

審核委員會已於截至二零二二年十二月三十一日止年度內舉行四次會議。審核委員會已聯同管理層審閱本集團採納之會計原則及慣例，包括審閱年度業績及中期業績，並與管理層討論若干核數、財務申報及風險管理及內部監控系統事宜。

## 核數師

截至二零二二年十二月三十一日止年度的綜合財務報表已由致同（香港）會計師事務所有限公司（「致同香港」）審核，其將退任並符合資格且願意於本應屆股東週年大會上接受重新委任。本公司將於應屆股東週年大會上提呈決議案以續聘致同香港為本公司之獨立核數師。

代表董事會

**王粵鵬**  
行政總裁

香港，二零二三年三月二十九日

# Independent Auditor's Report

## 獨立核數師報告



### To the members of Automated Systems Holdings Limited

自動系統集團有限公司

(incorporated in Bermuda with limited liability)

## OPINION

We have audited the consolidated financial statements of Automated Systems Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 95 to 201, which comprise the consolidated statement of financial position as at 31st December 2022, the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("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：自動系統集團有限公司

全體股東

(於百慕達註冊成立之有限公司)

## 意見

本核數師(以下簡稱「我們」)已審核列載於第95至第201頁自動系統集團有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，此等綜合財務報表包括於二零二二年十二月三十一日的綜合財務狀況表以及截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

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

## 意見基準

我們已根據香港會計師公會頒布的香港審計準則(「香港審計準則」)進行審核。我們於該等準則項下承擔的責任已於本報告「核數師就審核綜合財務報表須承擔的責任」部份進一步闡述。根據香港會計師公會頒布的專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已履行守則中的其他道德責任。我們認為我們所獲得的審核憑證屬充足及適當，可為我們的意見提供基準。

## KEY AUDIT MATTERS

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

## 關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期間綜合財務報表的審核最為重要的事項。該等事項是在我們審核整體綜合財務報表及出具我們的意見時進行處理的，且我們不會對該等事項提供單獨的意見。

### Key Audit Matter 關鍵審核事項

### How the Key Audit Matter was addressed in our audit 我們的審核如何處理關鍵審核事項

#### Revenue recognition 收入確認

Refer to notes 3(t), 4(b)(ii) and 7 to the consolidated financial statements  
請參閱綜合財務報表附註3(t)、4(b)(ii)及7

For the year ended 31st December 2022, revenue was approximately HK\$2,215,486,000.  
截至二零二二年十二月三十一日止年度，收入約2,215,486,000港元。

Revenue included revenue from contracts with customisation or integration work of HK\$264,254,000, which recognised using the cost-to-cost method to estimate progress towards completion, which is calculated as a ratio of "total cost incurred" to "total estimated costs for each contract". Based on the stage of completion, the Group recognises revenue as a percentage of the total contract amount at the end of reporting period.  
收入包括來自定制或集成工作的合約收入約264,254,000港元，該等收入確認使用成本對成本法估計完成進度，完成進度按每份合同之「總成本」與「總估計成本」的比率計算。貴集團以完成進度為基礎，於報告期末將相關百分比的合約總金額確認收入。

Revenue recognition is identified as a key audit matter because of the significance of the amount of revenue to the consolidated financial statements.  
由於收入金額對綜合財務報表的重要性，收入確認被識別為關鍵審核事項。

Our audit procedures in relation to revenue recognition included:  
我們對收入確認的審核程序包括：

- understanding the revenue and business process of the Group and the internal controls on revenue cycle and testing, on a sample basis, the effectiveness of key controls;  
瞭解貴集團的收入與業務運作流程以及收入循環的內部控制，並以抽樣方式測試關鍵控制的有效性；
- assessing the appropriateness of the Group's revenue recognition accounting policy in line with HKFRSs;  
評估貴集團的收入確認會計政策是否符合香港財務報告準則；
- performing analytical review on revenue and gross profit margin to identify significant or unusual fluctuation on revenue;  
對收入和毛利率進行分析性覆核，以識別收入的重大或異常波動；
- testing, on a sampling basis, the existence of revenue transactions recorded during the year by comparing the details of the underlying documentation, including the underlying sales invoices, contracts and relevant documentation evidencing the delivery and acceptance of the goods or services;  
以抽樣方式測試年內記錄的收入交易的存在性，通過比較基礎文件的細節，包括銷售發票、合同以及證明貨物或服務交付和接受的相關文件；
- selecting samples of revenue transactions recorded close to before and after the year end and comparing the details, including the date of the underlying sales invoices, contracts and relevant documentation evidencing the date of delivery and acceptance of the goods or services to assess whether the related revenue has been recognised in the appropriate accounting period in accordance with the Group's revenue recognition accounting policies;  
抽選接近年末前後紀錄的收入交易樣本，通過比較基礎文件的細節，包括銷售發票、合同和證明貨物或服務交付和接受日期的相關文件，以評估相關收入是否按照貴集團的收入確認會計政策在適當的會計期間內確認；
- testing, on a sampling basis, the accuracy of the revenue recognised using cost-to-cost method by comparing the estimated cost and the actual cost incurred, such as material costs and labour costs etc. with the supporting documents; and  
以抽樣方式測試採用成本對成本法估計完成進度確認收入的準確性，通過將估計成本與實際發生的成本（如材料成本、人工成本等）與基礎文件進行比較；及
- identifying any significant adjustments to revenue during the reporting period and after the reporting period, understanding the reasons for such adjustments and comparing the details of the adjustments with relevant underlying documents.  
識別報告期內和報告期後對收入的任何重大調整，瞭解調整的原因並將調整的細節與相關的基礎文件進行比較。

### OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the 2022 annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors assisted by the Audit Committee are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981 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.

### 其他資料

董事須對其他資料負責。其他資料包括貴公司二零二二年年報所載的所有資料，惟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資料，我們亦並不會就其他資料發表任何形式的核證結論。

就我們對綜合財務報表的審核而言，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

倘若我們基於已執行的工作所作出之結論認為其他資料存在重大錯誤陳述，我們須報告此有關事實。我們就此並無任何事宜須予報告。

### 董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒布之香港財務報告準則及香港《公司條例》之披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實董事認為必要之相關內部控制，以使綜合財務報表之編製不存在因欺詐或錯誤而導致的重大錯誤陳述。

於編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力、披露與持續經營有關的事項（如適用），除非董事有意將貴集團清盤，或停止營運，或除此之外並無其他實際可行的替代方案，否則須採用持續經營為基礎的會計處理法。

董事在審核委員會的協助下履行其監督貴集團財務報告程序的職責。

### 核數師就審核綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。根據百慕達一九八一年公司法第90條，我們僅向閣下（作為整體）報告我們的意見，除此以外本報告並無其他目的。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核在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，倘合理預期彼等單獨或匯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策，則有關的錯誤陳述可被視作重大。

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

(Continued)

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

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

## 核數師就審核綜合財務報表須承擔的責任(續)

在根據香港審計準則進行審核的過程中，我們運用了專業判斷，在整個審核過程中抱持專業懷疑態度。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，設計及執行審核程序以應對這些風險，以及取得充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致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。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及所作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所得的審核憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對貴集團持續經營的能力產生重大懷疑。倘我們認為存在重大不確定性，則須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資料，或倘有關披露資料不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價綜合財務報表(包括披露資料)的整體列報方式、結構及內容，以及綜合財務報表是否公允反映交易和事項。
- 就貴集團中實體或業務活動的財務資料獲取充分及適當的審核憑證，以對綜合財務報表發表意見。我們負責指導、監督及執行集團審核。我們僅對我們的審核意見承擔責任。

除其他事項外，我們與審核委員會溝通了計劃的審核範圍、時間安排、重大審核發現等事項，包括我們在審核期間識別的內部控制的任何重大缺陷。

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

(Continued)

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.

### Grant Thornton Hong Kong Limited

*Certified Public Accountants*

11th Floor, Lee Garden Two

28 Yun Ping Road

Causeway Bay

Hong Kong SAR

29th March 2023

Lau Kwong Kei

Practising Certificate No.: P07578

## 核數師就審核綜合財務報表須承擔的責任(續)

我們亦向審核委員會提交聲明，說明我們已遵守有關獨立性的相關專業道德要求，並與彼等溝通所有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，就消除威脅所採取之行動或所應用之防範措施。

從與審核委員會溝通的事項中，我們決定哪些事項對本期綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們在核數師報告中描述這些事項，惟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，若有合理預期在我們的報告中溝通某事項而造成的負面後果會超過產生的公眾利益，我們決定不會在報告中溝通該事項。

### 致同(香港)會計師事務所有限公司

*執業會計師*

香港

銅鑼灣恩平道28號

利園二期11樓

二零二三年三月二十九日

劉廣基

執業證書編號：P07578



# Consolidated Statement of Profit or Loss

## 綜合損益表

For the year ended 31st 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
	Notes 附註			
<b>Revenue</b>	收入	7	<b>2,215,486</b>	2,049,620
Cost of goods sold	銷貨成本		<b>(945,735)</b>	(923,434)
Cost of services rendered	提供服務之成本		<b>(996,459)</b>	(894,996)
Other income	其他收入	8	<b>4,427</b>	3,584
Other gain/(loss), net	其他淨收益/(虧損)	9	<b>61,467</b>	(20,838)
Fair value loss on investment properties	投資物業之公允價值虧損	20	<b>(2,300)</b>	-
Selling expenses	銷售費用		<b>(90,188)</b>	(87,409)
Administrative expenses	行政費用		<b>(61,729)</b>	(62,506)
Finance income	財務收入	10	<b>158</b>	271
Finance costs	財務成本	11	<b>(3,545)</b>	(3,956)
Share of results of associates	應佔聯營公司業績	22	<b>(62,196)</b>	(30,427)
<b>Profit before income tax</b>	除所得稅前溢利	12	<b>119,386</b>	29,909
Income tax expense	所得稅開支	16	<b>(17,801)</b>	(25,777)
<b>Profit for the year attributable to equity holders of the Company</b>	本公司股本持有人應佔年內溢利		<b>101,585</b>	4,132
			<b>HK cents 港仙</b>	HK cents 港仙
<b>Earnings per share attributable to equity holders of the Company:</b>	本公司股本持有人應佔每股盈利：	18		
- Basic	- 基本		<b>12.19</b>	0.50
- Diluted	- 攤薄		<b>12.18</b>	0.49

The notes on pages 102 to 201 are an integral part of these consolidated financial statements.

載於第 102 至第 201 頁之附註構成綜合財務報表之不可或缺部分。

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

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

			2022	2021
		Notes	二零二二年	二零二一年
		附註	HK\$'000	HK\$'000
			千港元	千港元
<b>Profit for the year</b>	<b>年內溢利</b>		<b>101,585</b>	4,132
<b>Other comprehensive income/(loss):</b>	<b>其他全面收益／(虧損)：</b>			
<i>Items that will not be reclassified subsequently to profit or loss:</i>	<i>其後將不會被重新分類至損益表的項目：</i>			
Revaluation (loss)/surplus of land and buildings	土地及樓宇重估(虧損)／盈餘	19	<b>(753)</b>	10,630
Deferred taxation arising from revaluation of land and buildings	土地及樓宇重估產生之遞延稅項	36	<b>124</b>	(1,754)
Fair value loss on equity investment	股權投資之公允價值虧損		-	(598)
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後將可能被重新分類至損益表的項目：</i>			
Exchange differences on translation of overseas operations	換算海外業務之匯兌差異		<b>(6,017)</b>	6,651
Share of other comprehensive loss of associates	應佔聯營公司其他全面虧損	22	<b>(589)</b>	(924)
<b>Total comprehensive income for the year attributable to equity holders of the Company</b>	<b>年內全面收益總額</b>		<b>94,350</b>	18,137

The notes on pages 102 to 201 are an integral part of these consolidated financial statements.

載於第 102 至第 201 頁之附註構成綜合財務報表之不可或缺部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31st December 2022 於二零二二年十二月三十一日

			2022	2021
		Notes	二零二二年	二零二一年
		附註	HK\$'000	HK\$'000
			千港元	千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	19	339,757	306,419
Investment properties	投資物業	20	52,000	54,300
Intangible assets	無形資產	21	-	-
Interests in associates	聯營公司權益	22	1,192,897	1,191,768
Financial asset at fair value through other comprehensive income ("FVOCI")	按公允價值透過其他全面收益列賬的金融資產	23	3,899	-
Finance lease receivables	應收融資租賃款項	27	2,362	2,044
Deferred income tax assets	遞延所得稅資產	36	1,213	1,293
			<b>1,592,128</b>	1,555,824
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	25	286,532	234,017
Trade receivables	應收貿易款項	26	192,079	171,478
Finance lease receivables	應收融資租賃款項	27	2,656	2,244
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	28	28,713	21,872
Contract assets	合約資產	29	368,298	284,880
Tax recoverable	可收回稅項		14,242	12,415
Bank balances and cash	銀行存款及現金	30	547,635	603,947
			<b>1,440,155</b>	1,330,853
<b>Total assets</b>	<b>總資產</b>		<b>3,032,283</b>	2,886,677
<b>Equity</b>	<b>權益</b>			
Share capital	股本	31	83,370	83,358
Share premium	股份溢價賬		403,164	403,043
Reserves	儲備		1,573,285	1,503,924
<b>Equity attributable to equity holders of the Company</b>	<b>本公司股本持有人應佔權益</b>		<b>2,059,819</b>	1,990,325

The notes on pages 102 to 201 are an integral part of these consolidated financial statements.

載於第 102 至第 201 頁之附註構成綜合財務報表之不可或缺部分。

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

As at 31st December 2022 於二零二二年十二月三十一日

			<b>2022</b>	2021
		Notes	二零二二年	二零二一年
		附註	HK\$'000	HK\$'000
			千港元	千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred income tax liabilities	遞延所得稅負債	36	<b>169,423</b>	169,209
Lease liabilities	租賃負債	37	<b>2,166</b>	6,176
			<b>171,589</b>	175,385
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	應付貿易款項	32	<b>313,598</b>	258,508
Other payables and accruals	其他應付款項及應計費用	33	<b>169,077</b>	156,738
Receipts in advance	預收收益	34	<b>246,561</b>	195,898
Current income tax liabilities	即期所得稅負債		<b>7,724</b>	2,768
Bank borrowings	銀行借貸	35	<b>56,347</b>	101,099
Lease liabilities	租賃負債	37	<b>7,568</b>	5,956
			<b>800,875</b>	720,967
<b>Total liabilities</b>	<b>總負債</b>		<b>972,464</b>	896,352
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>3,032,283</b>	2,886,677
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>639,280</b>	609,886
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>2,231,408</b>	2,165,710

**WANG Weihang**

王維航

Director

董事

**WANG Yueou**

王粵鵬

Director

董事

The notes on pages 102 to 201 are an integral part of these consolidated financial statements.

載於第 102 至第 201 頁之附註構成綜合財務報表之不可或缺部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

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

		Attributable to equity holders of the Company 本公司股本持有人應佔								
		Share capital 股本	Share premium 股份溢價賬	Special reserve (Note (ii)) 特別儲備 (附註(ii))	Property revaluation reserve 物業重估儲備	Translation reserve 匯兌儲備	Fair value reserve 公允價值儲備	Share-based payment reserve 以股份為基礎 支付儲備	Retained earnings 保留盈利	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>At 1st January 2021</b>	於二零二一年一月一日	83,031	399,272	34,350	253,528	(5,462)	-	8,644	1,420,430	2,193,793
<b>Comprehensive income:</b>	<b>全面收益：</b>									
Profit for the year	年內溢利	-	-	-	-	-	-	-	4,132	4,132
<b>Other comprehensive income/(loss):</b>	<b>其他全面收益／ (虧損)：</b>									
Revaluation surplus of land and buildings	土地及樓宇重估盈餘	-	-	-	10,630	-	-	-	-	10,630
Deferred taxation arising from revaluation of land and buildings	土地及樓宇重估產生之遞延稅項	-	-	-	(1,754)	-	-	-	-	(1,754)
Exchange differences on translation of overseas operations	換算海外業務之匯兌差異	-	-	-	-	6,651	-	-	-	6,651
Share of other comprehensive loss of associates (Note 22)	應佔聯營公司其他全面虧損(附註22)	-	-	-	-	(924)	-	-	-	(924)
Fair value loss on equity investment	股權投資之公允價值虧損	-	-	-	-	-	(598)	-	-	(598)
Derecognition of equity investment	終止確認股權投資	-	-	-	-	-	598	-	(598)	-
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	-	-	-	8,876	5,727	-	-	3,534	18,137
<b>Transactions with owners:</b>	<b>與擁有人之交易：</b>									
Final dividend for the year ended 31st December 2020 and special dividend (Note 17)	截至二零二零年十二月三十一日止年度之末期股息及特別股息(附註17)	-	-	-	-	-	-	-	(224,979)	(224,979)
Issue of ordinary shares upon exercise of share options (Note 31)	行使購股權時發行之普通股(附註31)	327	3,771	-	-	-	-	(1,006)	-	3,092
Recognition of equity-settled share-based payment	確認以股份為基礎支付之開支	-	-	-	-	-	-	282	-	282
Lapse of share options transferred to retained earnings	轉撥至保留盈利之失效購股權	-	-	-	-	-	-	(58)	58	-
<b>Total transactions with owners</b>	<b>與擁有人之交易總額</b>	327	3,771	-	-	-	-	(782)	(224,921)	(221,605)
<b>At 31st December 2021</b>	於二零二一年十二月三十一日	83,358	403,043	34,350	262,404	265	-	7,862	1,199,043	1,990,325

The notes on pages 102 to 201 are an integral part of these consolidated financial statements.

載於第 102 至第 201 頁之附註構成綜合財務報表之不可或缺部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

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

		Attributable to equity holders of the Company 本公司股本持有人應佔								
		Share capital 股本	Share premium 股份溢價	Special reserve (Note (i)) 特別儲備 (附註(i))	Property revaluation reserve 物業重估儲備	Translation reserve 匯兌儲備	Fair value reserve 公允價值儲備	Share-based payment reserve 以股份為基礎 支付儲備	Retained earnings 保留盈利	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>At 1st January 2022</b>	於二零二二年一月一日	83,358	403,043	34,350	262,404	265	-	7,862	1,199,043	1,990,325
<b>Comprehensive income:</b>	<b>全面收益：</b>									
Profit for the year	年內溢利	-	-	-	-	-	-	-	101,585	101,585
<b>Other comprehensive income/(loss):</b>	<b>其他全面收益/ (虧損)：</b>									
Revaluation loss of land and buildings	土地及樓宇重估虧損	-	-	-	(753)	-	-	-	-	(753)
Deferred taxation arising from revaluation of land and buildings	土地及樓宇重估產生之遞延稅項	-	-	-	124	-	-	-	-	124
Exchange differences on translation of overseas operations	換算海外業務之匯兌差異	-	-	-	-	(6,017)	-	-	-	(6,017)
Share of other comprehensive loss of associates (Note 22)	應佔聯營公司其他全面虧損(附註22)	-	-	-	-	(589)	-	-	-	(589)
<b>Total comprehensive income/(loss) for the year</b>	<b>年內全面收益/ (虧損)總額</b>	-	-	-	(629)	(6,606)	-	-	101,585	94,350
<b>Transactions with owners:</b>	<b>與擁有人之交易：</b>									
Final dividend for the year ended 31st December 2021 (Note 17)	截至二零二一年十二月三十一日止年度之末期股息(附註17)	-	-	-	-	-	-	-	(25,011)	(25,011)
Issue of ordinary shares upon exercise of share options (Note 31)	行使購股權時發行之普通股(附註31)	12	121	-	-	-	-	(31)	-	102
Recognition of equity-settled share-based payment	確認以股份為基礎支付之開支	-	-	-	-	-	-	53	-	53
Lapse of share options transferred to retained earnings	轉撥至保留盈利之失效購股權	-	-	-	-	-	-	(180)	180	-
<b>Total transactions with owners</b>	<b>與擁有人之交易總額</b>	12	121	-	-	-	-	(158)	(24,831)	(24,856)
<b>At 31st December 2022</b>	於二零二二年十二月三十一日	83,370	403,164	34,350	261,775	(6,341)	-	7,704	1,275,797	2,059,819

Note (i) The special reserve of Automated Systems Holdings Limited (the "Company") and its subsidiaries (together the "Group") represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the Group reorganisation prior to the listing of the Company's shares in 1997.

附註(i)：自動系統集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)之特別儲備指於一九九七年本公司股份上市前進行集團重組時，被收購之附屬公司已發行股份之面值，與就該收購而發行之本公司股份之面值，兩者之間之差額。

The notes on pages 102 to 201 are an integral part of these consolidated financial statements.

載於第102至第201頁之附註構成綜合財務報表之不可或缺部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

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

		Notes	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	附註			
<b>Operating activities</b>	<b>經營業務</b>			
Cash generated from operations	經營業務之現金收入	40(a)	102,940	90,831
Tax paid	已付稅項			
– Hong Kong profits tax	– 香港利得稅		(13,787)	(16,240)
– Overseas tax	– 海外稅項		(439)	(53,736)
Tax refunded	退回稅項			
– Hong Kong profits tax	– 香港利得稅		–	169
<b>Net cash from operating activities</b>	<b>經營業務之現金收入淨額</b>		<b>88,714</b>	<b>21,024</b>
<b>Investing activities</b>	<b>投資活動</b>			
Purchase of property, plant and equipment	購買物業、廠房及設備		(54,525)	(9,343)
Net proceeds from disposal of partial interest in an associate	出售聯營公司部分權益之所得款項淨額		–	533,967
Professional fees in relation to the disposal of partial interest in an associate	出售聯營公司部份權益相關之專業費用		–	(1,640)
Transaction costs in relation to disposal of subsidiaries	出售附屬公司相關之交易成本		(1,521)	(34,437)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		–	101
Investment in financial asset at FVOCI	投資按公允價值透過其他全面收益列賬的金融資產		(3,925)	–
Interests received	已收利息		398	43
<b>Net cash (used in)/from investing activities</b>	<b>投資活動之現金(支出)/收入淨額</b>		<b>(59,573)</b>	488,691
<b>Financing activities</b>	<b>融資活動</b>			
Repayment of bank borrowings	償還銀行借貸		(45,000)	(45,000)
Principal portion of lease payments	租賃付款本金部份		(6,613)	(6,521)
Net proceeds from issuance of ordinary shares	發行普通股所得款項淨額		102	3,092
Interests paid	已付利息		(3,297)	(3,805)
Dividends paid	已付股息		(25,014)	(224,979)
<b>Net cash used in financing activities</b>	<b>融資活動之現金支出淨額</b>		<b>(79,822)</b>	(277,213)
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物之(減少)/增加淨額</b>		<b>(50,681)</b>	232,502
Cash and cash equivalents at the beginning of the year	年初之現金及現金等價物		603,947	370,521
Effect of foreign exchange rate changes	外匯匯率變動之影響		(5,631)	924
Cash and cash equivalents at the end of the year	年終之現金及現金等價物	30	547,635	603,947

The notes on pages 102 to 201 are an integral part of these consolidated financial statements.

載於第 102 至第 201 頁之附註構成綜合財務報表之不可或缺部分。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 1. GENERAL INFORMATION

Automated Systems Holdings Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). At 31st December 2022, its immediate holding company is Teamsun Technology (HK) Limited (“Hong Kong Teamsun”), a company incorporated in Hong Kong. Its ultimate holding company is Beijing Teamsun Technology Co., Ltd. (“Teamsun”), a company incorporated in the People’s Republic of China (the “PRC”) and its shares are listed on the Shanghai Stock Exchange of the PRC. The addresses of the registered office and principal place of business of the Company are Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda, and 15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong, respectively.

The Company is an investment holding company and provides corporate management services to its subsidiaries. The principal activities of its major associates and subsidiaries are set out in Notes 22 and 46 respectively.

The consolidated financial statements are presented in thousands of Hong Kong dollars (“HK\$’000”), unless otherwise stated. These consolidated financial statements have been approved for issue by the board of directors (the “Board”) on 29th March 2023.

### 2. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the accounting principles generally accepted in Hong Kong.

The consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and include the applicable disclosure requirements of the Rules Governing the Listing of Securities (the “Listing Rules”) on the Stock Exchange.

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised in Note 3. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group’s consolidated financial statements, if any, are disclosed below.

The consolidated financial statements have been prepared under the historical cost basis except for land and buildings, investment properties and equity investment classified as financial asset at fair value through other comprehensive income (“FVOCI”), which are stated at fair values.

### 1. 一般事項

自動系統集團有限公司(「本公司」)於百慕達註冊成立為一家受豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。於二零二二年十二月三十一日，其直接控股公司為於香港成立之華勝天成科技(香港)有限公司(「香港華勝天成」)，其最終控股公司為於中華人民共和國(「中國」)成立及其股份於上海證券交易所上市之北京華勝天成科技股份有限公司(「華勝天成」)。本公司之註冊辦事處及主要營業地點之地址分別為Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda及香港新界沙田安心街11號華順廣場15樓。

本公司從事投資控股公司及提供公司管理服務予其附屬公司，其主要聯營及附屬公司之主要業務之詳情分別列於附註22及46。

除另有指明外，綜合財務報表乃以港元(千港元)呈列。綜合財務報表已獲董事會(「董事會」)於二零二三年三月二十九日批准刊發。

### 2. 編製基準

本綜合財務報表是按照香港財務報告準則(「香港財務報告準則」)編制，此統稱包括所有由香港會計師公會(「香港會計師公會」)頒佈的個別適用的香港財務報告準則、香港會計準則(「香港會計準則」)和詮釋及香港公認之會計原則。

本綜合財務報表同時符合適用的香港《公司條例》披露規定及包括適用的聯交所證券上市規則(「上市規則」)披露規定。

編制此等綜合財務報表時所採用重大會計政策於附註3披露。除另有說明外，此等政策已獲一致應用於所有呈報期間。採納新訂或經修訂香港財務報告準則及對本集團綜合財務報表之影響(如有)於下文概述。

本綜合財務報表乃根據歷史成本法編製，惟土地及樓宇、投資物業及分類為按公允價值透過其他全面收益列賬(「按公允價值透過其他全面收益列賬」)之金融資產之股權投資除外。



## 2. BASIS OF PREPARATION (Continued)

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

The impacts of the adoption of the new and amended HKFRSs are discussed below:

### (a) Amended HKFRSs that are effective for the annual periods beginning on 1st January 2022:

In the current year, the Group has applied for the first time the following amended HKFRSs issued by the HKICPA, which are relevant to the Group's operations and effective for the Group's consolidated financial statements for the annual period beginning on 1st January 2022:

Amendments to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKFRS 3	Reference to the Conceptual Framework
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 HKFRS Standards 2018-2020
Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combination

The adoption of these amended HKFRSs has no material impact on how the results and financial position of the Group for the current and prior periods have been prepared and presented.

## 2. 編製基準 (續)

編製符合香港財務報告準則之綜合財務報表要求使用若干關鍵會計估計。其亦要求管理層於應用本集團之會計政策時行使其判斷。涉及高度判斷或複雜性或涉及對綜合財務報表而言屬重大之假設及估計，均已於附註4披露。

採納新訂及經修訂香港財務報告準則之影響概述如下：

### (a) 於二零二二年一月一日開始生效之期間的經修訂香港財務報告準則：

於本年度，本集團首次應用下列由香港會計師公會頒布與本集團營運相關並於二零二二年一月一日開始之財政年度對本集團之綜合財務報表生效之經修訂之香港財務報告準則：

香港財務報告準則第16號(修訂本)	二零二一年六月三十日後之2019冠狀病毒病相關租金寬減
香港財務報告準則第3號(修訂本)	對概念架構之提述
香港會計準則第16號(修訂本)	物業、廠房及設備——作擬定用途前之所得款項
香港會計準則第37號(修訂本)	虧損合約——履行合約之成本
香港財務報告準則(修訂本)	二零一八年至二零二零年香港財務報告準則之年度改進
會計指引第5號(修訂本)	共同控制合併會計法

採納此等新生效之經修訂香港財務報告準則對本集團於本年度及過往年度所編製及呈列之業績及財務狀況並無造成重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

## 2. BASIS OF PREPARATION (Continued)

### (b) Issued but not yet effective HKFRSs:

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

HKFRS 17	Insurance Contracts and related amendments <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 related amendments to Hong Kong Interpretation 5 <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 1st January 2023

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

<sup>3</sup> Effective date not yet determined

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning on or after the effective date of the pronouncement. The new and amended HKFRSs are not expected to have a material impact on the Group's financial statements.

## 2. 編製基準 (續)

### (b) 頒布但尚未生效的香港財務報告準則：

於此等綜合財務報表之授權刊發日期，若干新訂及經修訂香港財務報告準則已經刊發但尚未生效，且未被本集團提早採用。

香港財務報告準則第17號	保險合約及相關修訂 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>3</sup>
香港財務報告準則第16號(修訂本)	售後租回之租賃負債 <sup>2</sup>
香港會計準則第1號(修訂本)	將負債分類為流動或非流動及香港詮釋第5號之相關改進 <sup>2</sup>
香港會計準則第1號(修訂本)	附帶契諾之非流動負債 <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(修訂本)	會計政策披露 <sup>1</sup>
香港會計準則第8號(修訂本)	會計估計的定義 <sup>1</sup>
香港會計準則第12號(修訂本)	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之後開始的年度期間生效

<sup>2</sup> 於二零二四年一月一日或之後開始的年度期間生效

<sup>3</sup> 尚未釐定強制性生效日期

董事預期所有準則將於該等準則生效日期後開始之首個期間應用於本集團之會計政策。新訂及經修訂香港財務報告準則預期並不會對本集團財務報表造成重大影響。

### 3. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st December each year.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power over the entity, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Where unrealised losses on sales of intra-group asset are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Non-controlling interests represent the equity on a subsidiary not attributable directly or indirectly to the company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity holders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and consolidated statement of comprehensive income as an allocation of the profit or loss and total comprehensive income for the period between non-controlling interests and the equity holders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

### 3. 主要會計政策

下文載列編製此等綜合財務報表應用之主要會計政策。除另有指明外，該等政策已在所有呈列年度貫徹應用。

#### (a) 綜合基準

綜合財務報表包括本公司及其附屬公司截至每年十二月三十一日的財務報表。

附屬公司是指受本集團控制的實體。本集團具有承擔或享有參與有關實體所得之可變回報的風險或權利，並能透過其在該實體的權力影響該等回報，即本集團對該實體具有控制權。當評估本集團是否對該實體具有該權力時，只會考慮由本集團或其他人士之實質權。

於附屬公司的投資於控制權開始日期至控制權終止日期期間於綜合財務報表中綜合計算。集團內公司間的結餘、交易及現金流以及集團內公司間之交易所產生的任何未變現溢利，均於編製綜合財務報表時悉數對銷。集團內公司間之交易產生的未變現虧損均按與未變現收益相同的方式對銷，惟僅限於無減值憑證時方予對銷。附屬公司財務報表的申報金額已作必需調整，以確保與本集團採用的會計政策一致。

非控股權益指於附屬公司並非直接或間接歸屬於本公司的權益，而就此而言，本集團並無與該等權益持有人協定任何可導致本集團整體就該等權益具有符合金融負債定義的合約責任的額外條款。就各業務合併而言，本集團可選擇按公允價值或按非控股權益佔附屬公司的可識別資產淨值的比例計量任何非控股權益。

非控股權益於綜合財務狀況表中的權益呈列，並獨立於本公司股本持有人應佔權益。本集團業績所載的非控股權益於綜合損益表及綜合全面收益表內按非控股權益及本公司股本持有人之間應佔期內總溢利或虧損及全面收益總額的分配呈列。

倘本集團於附屬公司之權益變動不會導致喪失控制權，則作為股權交易入賬，而於綜合權益內之控股及非控股權益金額會作出調整，以反映相關權益變動，惟商譽不會予以調整及確認盈虧。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (a) Basis of consolidation (Continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e., reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 "Financial Instruments" or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses, unless the investment is classified as held for sale or included in a disposal group. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

#### (b) Business combination

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

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date.

### 3. 主要會計政策 (續)

#### (a) 綜合基準 (續)

當本集團失去附屬公司之控制權時，出售產生之損益乃按以下兩者之差額計算：(i) 所收代價之公允價值與任何保留權益之公允價值之總額；及(ii) 附屬公司之資產（包括商譽）及負債及任何非控股權益之先前賬面值。倘該附屬公司之若干資產乃按重估金額或公允價值計量，而相關之累計收益或虧損已於其他全面收益中確認並於權益累計，則先前已於其他全面收益確認並於權益累計之金額以猶如本公司已直接出售相關資產之方式入賬（即重新分類至損益或直接轉撥至保留盈利）。於失去控制權之日於前附屬公司保留之任何投資之公允價值，根據香港財務報告準則第9號「金融工具」，會於其後入賬時被視為初步確認之公允價值，或（倘適用）初步確認於聯營公司或合營企業之投資之成本。

於本公司財務狀況表內，於附屬公司的投資以成本除去減值虧損予以列帳，惟分類為持作出售或已計入出售組別之投資除外。成本會作出調整以反映或然代價修訂所產生之代價變動。成本亦包括與投資直接相關之成本。

附屬公司之業績仍由本公司按已收及應收股息基準入帳。所有收購前或後溢利所收股息均包括於本公司的損益中確認。

#### (b) 業務合併

收購附屬公司及業務按收購法入賬。於業務合併中轉讓之代價以公允價值計量，公允價值則按本集團所轉讓資產、由本集團向被收購方前擁有人所產生之負債以及本集團為換取被收購方之控制權而發行股本權益於收購日期之公允價值總和計算。與收購有關之成本會於產生時在損益確認。

於收購日期，於業務合併中已收購之可識別資產及須承擔之負債及或然負債按其公允價值予以初步確認（除小數例外情況外）。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (b) Business combination (Continued)

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

Where the consideration the Group transfers in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and considered as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments being made against goodwill or gain on bargain purchase. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period about facts and circumstances that existed as of the acquisition date. Measurement period does not exceed one year from the acquisition date. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not subsequently remeasured at subsequent reporting dates and its subsequent settlement is accounting for within equity. Contingent consideration that is classified as a financial liability is subsequently remeasured at each reporting dates at fair value with changes in fair value being recognised in profit or loss.

Changes in the value of the previously held equity interest recognised in other comprehensive income and accumulated in equity before the acquisition date are reclassified to profit or loss when the Group obtains control over the acquiree.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

### 3. 主要會計政策 (續)

#### (b) 業務合併 (續)

商譽按所轉讓代價、被收購方之任何非控股權益金額及收購方先前於被收購方持有之股本權益公允價值(如有)之總額超出所收購可識別資產扣除所承擔負債後於收購日期之金額之差額計量。倘重新評估後,所收購可識別資產扣除所承擔負債後於收購日期之金額超出所轉讓代價、被收購方之任何非控股權益金額及收購方先前於被收購方持有之權益公允價值(如有)之總額,則該超出之金額即時在損益內確認為議價收購收益。

當本集團於一項業務合併轉移之代價包括或然代價安排所產生之資產或負債,則或然代價乃按收購日期之公允價值計算,並視為業務合併轉移之代價之一部份。合資格作計量期間調整之或然代價之公允價值變動乃追溯調整,並對商譽或議價收購收益作出相應調整。計量期間調整為於計量期間因取得於收購日期已存在之事件及環境之額外資料而作出之調整。計量期間不得超過收購日期起計一年。不符合作為計量期間調整之或然代價公允價值變動之其後會計處理,取決於或然代價如何分類。分類為權益之或然代價其後於期末日不會重新計量,其後結算於權益內進行入賬處理。分類為金融負債之或然代價其後於每個期末日按公允價值重新計量,而相應公允價值變動乃於損益中確認。

當本集團取得對被收購方的控制權時,於收購日期前持有之股本權益並於其他綜合收益及累計權益確認的價值變動會重新分類至損益。

倘業務合併之初步會計處理於合併產生之報告期末仍未完成,則本集團會就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間內作出調整,或確認額外資產或負債,以反映獲得有關於收購日期已存在事實及情況之新資料,而倘知悉該等資料,將會影響於當日確認之金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (c) Interests in associates

An associate is an entity in which the Group has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

In consolidated financial statements, an investment in an associate is initially recognised at cost and subsequently accounted for using equity method. Any excess of the cost of acquisition over the Group's share of the acquisition-date net fair values of the investee's identifiable assets, liabilities and contingent liabilities is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group, plus any costs directly attributable to the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

Under the equity method, the Group's interest in the associate is carried at cost and adjusted for the post acquisition change in the Group's share of the associate's net assets less any identified impairment loss, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of comprehensive income. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

Unrealised gains on transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associates. Where unrealised losses on assets sales between the Group and its associate are reversed on equity accounting, the underlying asset is also tested for impairment from the Group's perspective. Where the associate uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made, where necessary, to conform the associate accounting policies to those of the Group when the associate's financial statements are used by the Group in applying the equity method.

### 3. 主要會計政策 (續)

#### (c) 聯營公司權益

聯營公司指本集團或本公司對其管理層有重大影響力(而非控制或共同控制),包括參與財務及經營決策但不控制或共同控制該等政策之實體。

於綜合財務報表內,於聯營公司的投資初步按成本確認及隨後採用權益法列賬。收購成本超逾收購日期所確認本集團分佔聯營公司可識別資產、負債及或然負債的公允價值淨值的任何部分,確認為商譽。商譽乃計入投資賬面值,並作為投資的一部分進行減值評估。收購成本乃按交易日期所交付資產、所產生或承擔的負債及本集團所發行權益工具的公允價值,加上投資直接應佔任何成本之和計量。本集團分佔可識別資產、負債及或然負債的公允價值淨值超逾收購成本的任何數額,於重新評估後,即時於損益內確認,以釐定收購投資期間本集團分佔聯營公司的損益。

根據權益法,本集團於聯營公司的權益乃按成本計量,並就本集團分佔該聯營公司資產淨值於收購後的變動作出調整,以及減去任何可識別減值虧損,惟其分類為持作出售(或計入分類為持作出售的出售集團)則除外。本集團應佔被投資公司於收購後及除稅後業績以及本年度任何減值虧損乃於綜合損益表確認,而本集團應佔被投資公司於收購後及除稅後其他全面收益項目乃於綜合損益表或綜合全面收益表內確認。本公司會作出調整至令可能存在的任何不類同會計政策一致化。

本集團與其聯營公司之間交易之未變現收益將會撇銷,惟以本集團所佔聯營公司之權益為限。倘本集團與其聯營公司之間資產銷售之未變現虧損按權益會計法撥回,本集團亦會對有關資產作減值測試。倘聯營公司所用會計政策並非為本集團於同類情況下就類似交易及事件所採用者,則本集團須於採用權益法而使用該聯營公司財務報表時作出必要調整,以使該聯營公司之會計政策與本集團所使用者一致。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (c) Interests in associates (Continued)

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

After the application of equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associate. At each reporting date, the Group determines whether there is any objective evidence that the investment in associate or joint venture is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount (i.e. higher of value in use and fair value less costs of disposal) of the associate or joint venture and its carrying amount. In determining the value in use of the investment, the Group estimates its share of the present value of the estimated future cash flows expected to be generated by the associate, including cash flows arising from the operations of the associate and the proceeds on ultimate disposal of the investment.

The Group discontinues the use of equity method from the date when it ceases to have significant influence over an associate. If the retained interest in that former associate is a financial asset, the retained interest is measured at fair value, which is regarded as its fair value on initial recognition as a financial asset in accordance with HKFRS 9. The difference between (i) the fair value of any retained interest and any proceeds from disposing of a part interest in the associate; and (ii) the carrying amount of the investment at the date the equity method was discontinued, is recognised in the profit or loss. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would have been required if the associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by the investee would be reclassified to profit or loss on the disposal of the related assets or liabilities, the entity reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

### 3. 主要會計政策 (續)

#### (c) 聯營公司權益 (續)

本集團分佔聯營公司虧損相等於或高於其於聯營公司的權益時，本集團不會進一步確認虧損，惟其已招致法律或推定責任或代表聯營公司作出付款則除外。就此而言，本集團於聯營公司的權益乃為根據權益法所作投資的賬面值連同本集團的長期權益（該長期權益實質上構成本集團於聯營公司的投資淨額的一部分）。

於應用權益法後，本集團決定是否須就本集團於其聯營公司之投資確認額外減值虧損。於各期末日，本集團決定是否有任何客觀證據顯示於聯營公司之投資出現減值。倘識別出該等跡象，則本集團所計算之減值金額為聯營公司之可收回金額（即使用價值與公允價值減出售成本兩者間之較高者）與其賬面值之差額。於釐定投資之使用價值時，本集團估計其應佔預期將由聯營公司產生之估計未來現金流量之現值，包括該聯營公司之營運以及最終出售該投資之所得款項所產生之現金流量。

本集團自其不再對聯營公司有重大影響力當日起終止使用權益法。倘於該前聯營公司之保留權益為一項金融資產，保留權益則根據香港財務報告準則第9號按公允價值計量，而該公允價值被視為初始確認為金融資產之公允價值。(i)任何保留權益之公允價值及出售聯營公司之部分權益所得款項；與(ii)於終止使用權益法當日之投資賬面值之間的差額，於損益中確認。此外，本集團將先前於其他全面收益確認之所有金額入賬，基準與聯營公司直接出售相關資產或負債時需使用之基準相同。因此，倘被投資公司先前於其他全面收益確認之收益或虧損將於出售相關資產或負債時重新分類至損益，則實體於終止使用權益法時將有關收益或虧損由權益重新分類至損益（作為重新分類調整）。

倘於聯營公司之投資成為於合營企業之投資（反之亦然），則保留權益不會獲重新計量，而是繼續以權益法入賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that makes strategic decisions.

#### (e) Foreign currency translation

##### (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars (HKD or HK\$), which is the Company's functional currency and the Group's presentation currency.

##### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit or loss on a net basis within other gain/(loss), net.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss ("FVTPL") are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

### 3. 主要會計政策 (續)

#### (d) 分部報告

經營分部之報告方式須與主要營運決策者獲提供之內部報告之方式一致。作出決策之執行董事是主要經營決策者，其負責分配資源並且評核營運分部之表現。

#### (e) 外幣折算

##### (i) 功能及呈列貨幣

本集團旗下各實體之財務報表所列項目均以該實體經營所在主要經濟環境之通行貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，其亦為本公司之功能貨幣及本集團之呈列貨幣。

##### (ii) 交易及結餘

外幣交易按交易日期或估值日期（倘重新計量項目）之通行匯率折算為功能貨幣。因繳付該等交易及按年末匯率折算以外幣列值之貨幣資產及負債所產生之外匯收益及虧損，均於綜合損益表中確認。

有關借貸之外匯收益及虧損與財務成本一同於綜合損益表內呈列。所有其他外匯收益及虧損於綜合損益表之其他淨收益／（虧損）呈列。

按公允價值計量之外幣非貨幣性項目按公允價值釐定當日之匯率折算。按公允價值列賬之資產及負債之折算差額列報為公允價值收益或虧損之一部份。例如，非貨幣性資產及負債（如按公允價值透過損益（「按公允價值透過損益」）持有之權益）之折算差額於損益確認為公允價值收益或虧損之一部份，而非貨幣性資產（如按公允價值透過其他全面收益分類之權益）之折算差額於其他全面收益中確認。



### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (e) Foreign currency translation (Continued)

##### (iii) Group companies

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

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the reporting date;
- (ii) income and expenses for each statement of profit or loss presented 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 rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, loss of joint control over a joint venture that includes a foreign operation, or loss of significant influence over an associate that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

### 3. 主要會計政策 (續)

#### (e) 外幣折算 (續)

##### (iii) 集團公司

集團所有實體之功能貨幣如與呈列貨幣不一致(其中並無任何實體使用通脹嚴重經濟體系之貨幣),其業績及財務狀況均按以下方法折算為呈列貨幣:

- (i) 每份財務狀況表之資產及負債均按該期末日之收市匯率折算;
- (ii) 每份損益表之收入及開支均按平均匯率折算(除非該平均匯率並非合理反映按交易日期之通行匯率計算之累計結果,在此情況下,則按交易日期之匯率折算收入及開支);及
- (iii) 所有產生之匯兌差異均確認為其他全面收益及分別累積在權益的匯兌儲備。

收購海外實體所產生之商譽及公允價值調整均視為海外實體之資產及負債,並按收市匯率折算。所產生之匯兌差額於其他全面收益確認及分別累積在權益的匯兌儲備。

當出售海外業務(即出售本集團於海外業務之全部權益,或涉及失去一間擁有海外業務之附屬公司之控制權、失去一間擁有海外業務之合營企業之共同控制權或失去對一間擁有海外業務之聯營公司之重大影響力之出售)時,就本集團應佔該業務之所有累計匯兌差異會重新分類至損益。非控股權益先前應佔之任何匯兌差異會被終止確認,但不會重新分類至損益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

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

Land and buildings are stated at fair value. Property, plant and equipment, other than cost of right-of-use assets as described in Note 3(x) and land and buildings, are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

Land and buildings are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation less any subsequent accumulated depreciation and amortisation and accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the reporting date.

Any revaluation increase arising on revaluation of land and buildings is credited to the property revaluation reserve, except to the extent that it reverses a revaluation decrease of the same assets previously recognised as an expense, in which case the increase is credited to the consolidated statement of profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is dealt with as an expense to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost or revalued amounts to their residual values over their estimated useful lives, as follows:

Land and buildings	Over the remaining term of the lease or 50 years, whichever is shorter
Furniture and fixtures	10% – 33 $\frac{1}{3}$ %
Motor vehicles	20%
Computer and office equipment	16 $\frac{2}{3}$ % – 50%
Right-of-use assets	Shorter of lease term or useful life of 2 – 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated statement of profit or loss. When revalued assets are sold, the amounts included in other reserves are transferred to retained earnings.

### 3. 主要會計政策 (續)

#### (f) 物業、廠房及設備

土地及樓宇以公允價值列賬。物業、廠房及設備(使用權資產(附註3(x))及土地及樓宇除外)乃按成本值減去累積折舊及累積減值虧損後列賬。成本包括購置該等項目所產生之直接支出。

土地及樓宇乃按於重估日之公允價值減任何隨後之累積折舊及攤銷及累積減值虧損後於綜合財務狀況表列賬。重估是以足夠而有規律性進行的，因此於期末日之賬面金額和公允價值沒有重大分別。

任何於重估土地及樓宇時產生之重估增值計入物業重估儲備，惟直至撥回就相同資產先前確認為開支之重估減值，而增加則計入綜合損益表，直至先前扣除之減值。重估一項資產所產生之淨賬面金額之減少乃以開支處理，直至超逾有關先前重估該資產之重估儲備結餘(如有)。

物業、廠房及設備之折舊採用以下估計可使用年期將成本或重估金額按直線法分攤至剩餘價值計算：

土地及樓宇	按租約餘下年期或五十年 (以較短者為準)
傢俬及裝置	10% – 33 $\frac{1}{3}$ %
汽車	20%
電腦及辦公室設備	16 $\frac{2}{3}$ % – 50%
使用權資產	租賃年期或 可使用年期2-5年 (比較短者為準)

資產之剩餘價值及可使用年期在各期末日進行檢討及在適當時進行調整。

若資產之賬面金額高於其估計可收回金額，其賬面金額會即時撇減至可收回金額。

出售收益及虧損會透過比較所得款項與賬面金額而釐定，並於綜合損益表確認。當出售重估資產時，計入物業重估儲備之金額會轉撥至保留盈利。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (g) Investment properties

Property that is held for long-term rental yields and is not occupied by the Group, is classified as investment properties. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Cost includes expenditure that is directly attributable to the acquisition of the investment property.

After initial recognition at cost, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the consolidated statement of profit or loss.

If an item of property, plant and equipment becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is recognised in equity as a revaluation of property, plant and equipment. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in the consolidated statement of profit or loss.

#### (h) Intangible assets

##### *Research and development expenditure*

Costs associated with research activities are expensed in the consolidated statement of profit or loss as incurred. Costs that are directly attributable to development activities are recognised as intangible assets provided they meet the following recognition requirements:

- (a) demonstration of technical feasibility of the prospective product for internal use or sale;
- (b) there is intention to complete the intangible asset and use or sell it;
- (c) the Group's ability to use or sell the intangible asset is demonstrated;
- (d) the intangible asset will generate probable economic benefits through internal use or sale;
- (e) sufficient technical, financial and other resources are available for completion; and
- (f) the expenditure attributable to the intangible asset can be reliably measured.

### 3. 主要會計政策 (續)

#### (g) 投資物業

持有作為長期收取租金，而並非由本集團所佔用之物業乃分類為投資物業。投資物業初步按其成本（包括相關交易成本及適用之借貸成本）計量。成本包括購置投資物業所產生之直接支出。

在初步確認成本後，投資物業按公允價值列賬，公允價值指由外聘估值師於各個期末日釐定之公開市值。公允價值根據活躍市場價格計算，如有需要就個別資產之性質、地點或狀況之任何差異作出調整。如沒有此項資料，本公司利用其他估值方法，例如較不活躍市場之近期價格或貼現現金流量預測法。公允價值之變動則於綜合損益表中確認。

倘物業、廠房及設備項目因用途轉變而成為投資物業，於該轉讓日期該項目之賬面金額與公允價值間之任何差額於權益確認為物業、廠房及設備重估。然而，倘公允價值收益撥回先前之減值虧損，則收益會於綜合損益表確認。

#### (h) 無形資產

##### *研發開支*

與研究活動有關之成本於產生時在綜合損益表內支銷。開發活動直接應佔之成本在符合以下確認規定時確認為無形資產：

- (a) 供內部使用或銷售的潛在產品之技術可行性之證明；
- (b) 有意圖完成並使用或出售無形資產；
- (c) 顯示出本集團有能力使用或出售無形資產；
- (d) 無形資產將可透過內部使用或銷售產生經濟利益；
- (e) 有充足技術、財務及其他資源可供完成研發；及
- (f) 無形資產應佔開支能可靠計量。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (h) Intangible assets (Continued)

##### *Research and development expenditure (Continued)*

The amount initially recognised for internally-generated intangible asset is the sum of the direct costs incurred from the date when the intangible asset first meets the recognition criteria. Where no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred. Direct costs include employee costs incurred on development activities along with an appropriate portion of relevant overheads.

Subsequent to initial recognition, internally-generated intangible asset is reported at cost less amortisation and any impairment losses. Amortisation is calculated using straight-line method over the estimated useful life of 3 years.

The assets' amortisation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

#### (i) Impairment of non-financial assets

The following assets are subject to impairment testing:

- Intangible assets;
- Property, plant and equipment (including right-of-use assets);
- Interests in associates; and
- The Company's investments in subsidiaries

All assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions 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 assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e., a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Corporate assets are allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

### 3. 主要會計政策 (續)

#### (h) 無形資產 (續)

##### *研發開支 (續)*

內部產生無形資產之初始確認金額為自無形資產首次符合確認標準之日起產生之直接成本總額。倘未能確認任何內部產生無形資產，則開發開支於其產生期間確認為開支。直接成本包括來自開發活動之僱員成本以及有關間接開支的適當部分。

於初始確認後，內部產生無形資產按成本減去累計攤銷及任何減值虧損列賬。攤銷乃以直線法按估計可使用年期三年計算。

資產之攤銷方法及可使用年期在各期末日進行檢討及在適當時進行調整。

#### (i) 非金融資產之減值

以下資產須進行減值測試：

- 無形資產；
- 物業、廠房及設備(包括使用權資產)；
- 聯營公司權益；及
- 本公司於附屬公司的投資

所有資產於有任何跡象顯示資產賬面值可能無法收回時進行減值測試。

當資產之賬面值高於其可收回金額時，高出金額為減值虧損並立即被確認為開支。可收回金額為公允價值(反映市場情況減去出售成本)與使用價值之較高者。於評估使用價值時，本集團會使用可反映目前市場對貨幣時值之評估及該項資產具有之風險之除稅前貼現率，將估計日後現金流量貼現至其現值。

就評估減值而言，若一項資產所產生之現金流入大致上不能獨立於其他資產所產生之現金流入，可收回金額則以能獨立產生現金流入之最細資產類別(即現金產生單位)釐定。因此，部分資產個別進行減值測試，部分則在現金產生單位層次進行測試。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (j) Financial assets and liabilities

##### (i) Financial assets

###### Classification

The Group classifies its financial assets in the following measurement categories:

- debt instruments to be measured at amortised cost; and
- equity instruments to be measured subsequently at FVOCI.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For debt instruments, the classification depends on the entity's business model for managing the financial assets and its contractual cash flows characteristics. For investment in equity instrument, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVOCI.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

###### Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

### 3. 主要會計政策 (續)

#### (j) 金融資產及負債

##### (i) 金融資產

###### 分類

本集團將其金融資產按以下計量類別分類：

- 按攤銷成本計量之債務工具；及
- 隨後按公允價值透過其他全面收益列賬之權益工具。

其分類取決於實體管理金融資產的業務模型及其現金流之合同條款。

對於債務工具，其分類取決於實體管理金融資產的業務模型及其合約現金流之特徵。對於權益工具之投資，這將取決於本集團在最初確認時是否作出不可撤銷的選擇按公允價值透過其他全面收益確認該股權投資。

本集團會於及只會於其管理金融資產的業務模型改變時重新分類其債務工具。

###### 確認及終止確認

正常買賣之金融資產於交易日期(即本集團承諾購買或銷售該資產當日)確認。當從金融資產收取現金流量之權利已屆滿或轉讓，且本集團已將擁有權之所有風險及回報轉讓時，金融資產即終止確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (j) Financial assets and liabilities (Continued)

##### (i) Financial assets (Continued)

###### Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

###### Debt instruments at amortised cost

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. Assets that are held for collection of contractual cash flows where those cash flow represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gain/(loss) together with foreign exchange gains and losses.

The Group's financial assets at amortised cost comprise "trade receivables", "other receivables and deposits", "finance lease receivables" and "bank balances and cash" as set out in the consolidated statement of financial position.

###### Equity instruments

The Group subsequently measures all equity instruments at fair value. Where the Group's management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to the consolidated statement of profit or loss. Dividends from such equity instruments continue to be recognised in the consolidated statement of profit or loss as other income when the Group's right to receive dividend payments is established. Impairment losses (and reversal of impairment losses) on equity instruments at FVOCI are not reported separately from other changes in fair value.

### 3. 主要會計政策 (續)

#### (j) 金融資產及負債 (續)

##### (i) 金融資產 (續)

###### 計量

於初次確認時，本集團按金融資產之公允價值加（倘並非按公允價值透過損益列賬之金融資產）購置該金融資產之直接交易成本計量。按公允價值透過損益列賬之金融資產的交易成本會被視為費用計入損益。

###### 按攤銷成本計量的債務工具

續計量取決於集團管理金融資產的業務模型及資產的現金流特徵。持作收回合約現金流量之資產，倘該等資產之現金流僅指支付之本金及利息，則按攤銷成本計量。該等金融資產之利息收入乃按實際利率法計入金融收入。任何因終止確認而產生之收益或虧損會直接於損益內確認並與外匯收益及虧損一併於其他淨收益／（虧損）呈列。

本集團按攤銷成本計量的金融資產包括綜合財務狀況表內之「應收貿易款項」、「其他應收款項及按金」、「應收融資租賃款項」及「銀行存款及現金」。

###### 權益工具

本集團按公允價值後續計量所有股權投資。倘本集團管理層選擇於其他全面收益表列報股權投資之公允價值收益及虧損，概無後續重新分類公允價值收益及虧損至綜合損益表。當本集團有權收取股息時，該等投資之股息繼續於綜合損益表確認為其他收入。按公允價值透過其他全面收益列賬之股權投資的減值損失（及減值虧損撥回）不會與公允價值變動分開列報。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (j) Financial assets and liabilities (Continued)

##### (ii) Financial liabilities

The Group's financial liabilities include "trade payables", "other payables and accruals", "bank borrowings" and "lease liabilities".

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instruments. Financial liabilities (other than lease liabilities) are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at FVTPL.

Subsequently, financial liabilities (other than lease liabilities) are measured at amortised cost using the effective interest method except for derivatives which are not designated and effective as hedging instruments and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (see Note 3(v)).

Accounting policies of lease liabilities are set out in Note 3(x).

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

##### Trade payables and other payables and accruals

They are recognised initially at fair value, net of transaction costs incurred and subsequently measured at amortised cost, using the effective interest method.

##### Bank borrowings

They are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

They are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

### 3. 主要會計政策 (續)

#### (j) 金融資產及負債 (續)

##### (ii) 金融負債

本集團之金融負債包括「應付貿易款項」、「其他應付款項及應計費用」、「銀行借貸」及「租賃負債」。

金融負債乃於本集團成為金融工具合約條文之一方時確認。金融負債(租賃負債除外)最初按公允價值計量,以及(如適用)交易成本調整,除非本集團指定以公允價值透過損益列賬的金融負債計量。

隨後,金融負債(租賃負債除外)為使用實際利率法按攤銷成本計量,惟未指定為對沖有效的衍生工具和以公允價值計量透過損益列賬的金融負債除外,並其後按公允價值列賬,在損益中確認盈虧。

所有利息相關開支乃根據本集團就借貸成本採納之會計政策確認(見附註3(v))。

租賃負債之會計政策列載於附註3(x)。

金融負債乃於有關負債項下的義務被解除或註銷或屆滿時終止確認。

倘一項現有金融負債被相同借款人按重大不同條款提供之另一項債項取代,或現有負債條款被重大修改,則有關取代或修改會被視作終止確認原有負債及確認一項新負債,而各賬面值間之差額乃於損益內確認。

##### 應付貿易款項及其他應付款項及應計費用

各項均以公允價值扣除所產生之交易成本以初始確認,其後利用實際利率法按攤銷成本計量。

##### 銀行借貸

借貸按公允價值(扣除所產生的交易成本)予以初始確認。借貸其後按攤銷成本列賬;所得款項(扣除交易成本)與贖回價值的任何差額於借貸期間採用實際利率法在損益中確認。

除非本集團擁有無條件權利,可將負債之償還日期遞延至期末日後至少十二個月,否則金融負債被分類為流動負債。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (j) Financial assets and liabilities (Continued)

##### (iii) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

#### (k) Impairment of financial assets and contract assets

The Group assesses on a forward-looking basis the expected credit losses (“ECL”) associated with its debt instruments carried at amortised cost and contract assets as recognised and measured under HKFRS 15.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 6(b) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, contract assets and finance lease receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

For all other financial assets, the Group adopted a “three-stage” model for impairment based on changes in credit quality since initial recognition as summarised below:

- The receivables with low credit risk on initial recognition is classified in “Stage 1” and has its credit risk continuously monitored by the Group;
- If a significant increase in credit risk since initial recognition is identified, the receivables is moved to “Stage 2” but is not yet deemed to be credit impaired;
- If the receivables is credit-impaired, the financial instrument is then moved to “Stage 3”.

Receivables in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that result from default events possible within the next 12 months. Instruments in Stage 2 or 3 have their ECL measured based on ECL on a lifetime basis.

### 3. 主要會計政策 (續)

#### (j) 金融資產及負債 (續)

##### (iii) 抵銷金融工具

倘本公司擁有抵銷已確認金額之法定權利及有意按淨值基準償付或將資產變現並同時償付負債，則金融資產及負債可作抵銷及於綜合財務狀況表內以淨額呈報。

#### (k) 金融資產及合約資產之減值

本集團按前瞻性基準評估相關之預期信貸虧損(「預期信貸虧損」)與其按攤銷成本列賬之債務工具及根據香港財務報告準則第15號確認及計量之合約資產。

採用之減值方法視乎信貸風險是否顯著增加。附註6(b)詳述本集團如何釐定信貸風險是否顯著增加。

對於應收貿易款項、合約資產及應收融資租賃款項，本集團採用香港財務報告準則第9號允許的簡化方法，其要求從應收賬款初始確認時確認預期使用期限虧損。

對於其他按攤銷成本計量之金融資產，本集團採納一種「三階段」減值模型，其基於自初始確認以來的信用質素變動，概述如下：

- 應收款項在初始確認時有較低信用風險，被分類為「階段一」，其信用風險由本集團持續監控；
- 倘識別出信用風險自初始確認後顯著增加，應收款項被轉移至「階段二」，但尚未被視為信用減值；
- 倘應收賬款已信用減值，則金融工具轉移到「階段三」。

階段一的應收款項的預期信貸虧損，其計量金額等於在未來十二個月內可能發生的違約事件所導致全期預期信貸虧損的一部分。階段二或階段三的工具的預期信貸虧損其基於使用期限的預期信貸虧損計量。



### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (k) Impairment of financial assets and contract assets (Continued)

##### Measurement of ECLs

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

When estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Detailed analysis of the ECL assessment of trade receivables, contract assets, and other financial assets measured at amortised cost are set out in Note 6(b).

#### (l) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see Note 3(t)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECL in accordance with the policy set out in Note 3(k) and are reclassified to receivables when the right to the consideration has become unconditional (see Note 3(j)).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see Note 3(t)). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 3(j)). Contract liability is disclosed as receipts in advance in the consolidated statement of financial position.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

### 3. 主要會計政策 (續)

#### (k) 金融資產及合約資產之減值 (續)

##### 預期信貸虧損的計量

預期信貸虧損之計量按金融工具預計使用年限內信貸虧損之概率加權估計釐定。

當估算預期信貸虧損時，本集團考慮其相關且毋需太多成本或努力即可獲得合理且可支持的資訊。這包括基於本集團的過往經驗與知情信用評估的定量與定性的資訊及分析，亦包括前瞻性資訊。

預期信貸虧損採用以下基準計量：

- 十二個月預期信貸虧損：預期在期末日後十二個月內可能發生之違約事件而導致之虧損；及
- 全期預期信貸虧損：預期採用預期信貸虧損模式之項目在預計年限內所有可能發生之違約事件而導致之虧損。

就所有其他金融工具而言，本集團確認之虧損撥備相等於十二個月預期信貸虧損，除非自初始確認起金融工具之信貸風險顯著增加，於此情況下，虧損撥備按相等於全期預期信貸虧損之金額計量。

應收貿易款項、合約資產及其他按攤銷成本計量的金融資產的預期信貸虧損評估之仔細分析列載於附註6(b)。

#### (l) 合約資產及合約負債

本集團在有權無條件收取合約所載付款條款之代價前確認收益(見附註3(t))時確認合約資產。合約資產根據附註3(k)所載政策就預期信貸虧損評估，並在代價權利成為無條件後獲重新分類至應收款項(見附註3(j))。

本集團確認相關收益前，合約負債會於客戶支付代價時確認(見附註3(t))。倘本集團有無條件權利於本集團確認相關收益前收取代價，則合約負債亦會獲確認。於此情況下，相應應收款項亦會獲確認(見附註3(j))。合約負債在綜合財務狀況表中作為預收收益披露。

就與客戶之單一合約而言，予以呈列淨合約資產或淨合約負債其一。就多份合約而言，不相關合約之合約資產及合約負債不會按淨額基準呈列。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (m) Inventories

##### (i) Inventories

Inventories comprise goods held for resale and goods pending for customers' acceptance and are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

##### (ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (Note 3(m)(i)), property, plant and equipment (Note 3(f)) or intangible assets (Note 3(h)).

Incremental costs of obtaining a contract are those costs that the group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in Note 3(t).

### 3. 主要會計政策 (續)

#### (m) 存貨

##### (i) 存貨

存貨包括持作轉售之貨品及有待客戶接納之貨品，以成本及可變現淨值兩者中之較低者入賬。成本以先進先出法釐定。可變現淨值為日常業務過程中之估計售價減適當可變銷售開支計算。

##### (ii) 其他合約成本

其他合約成本為取得客戶合約之增量成本或為履行客戶合約之成本，其並無資本化為存貨(附註3(m)(i))、物業、廠房及設備(附註3(f))或無形資產(附註3(h))。

取得合約之增量成本為本集團就取得客戶合約而產生，倘未能取得合約則不會產生之成本(例如增量銷售佣金)。倘有關收益之成本將在未來報告期內確認，而成本預期可收回，則取得合約之增量成本於產生時會資本化。取得合約之其他成本於產生時支銷。

倘履行合約之成本與現有合約或可識別之預期合約直接有關；產生或提升將於未來用於提供產品或服務之資源；並預期可收回，則會資本化。與現有合約或可識別之預期合約直接有關之成本可能包括直接勞工、直接材料、成本分配、明確向客人收取之成本及僅由於本集團訂立合約而產生之其他成本(例如向分包商支付款項)。其他履行合約之成本(其並無資本化為存貨、物業、廠房及設備或無形資產)於產生時支銷。

資本化之合約成本按成本減累計攤銷及減值虧損列賬。倘合約成本資產之賬面值超過(i)本集團預期收取以交換有關該資產之產品或服務之代價餘下金額，減(ii)任何直接有關提供該等產品或服務，而未確認為開支之成本之淨額，則會確認減值虧損。

當與資產有關之收益獲確認時，資本化之合約成本攤銷將自損益中扣除。收益確認之會計政策載於附註3(t)。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (n) Trade receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 26 for further information about the Group's accounting for trade receivables and Note 3(k) for a description of the Group's impairment policies.

#### (o) Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with banks with original maturities of three months or less, and bank overdrafts.

#### (p) Share capital

Ordinary shares are classified as equity. Incremental cost directly attributable to the issue of new shares or options are shown in equity as deduction, net of tax, from the proceed.

#### (q) Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities unless payment is not due within 12 months after the reporting period.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

### 3. 主要會計政策 (續)

#### (n) 應收貿易款項

應收貿易款項為於日常業務過程中客戶就已售商品或已提供服務之欠款。倘應收貿易款項預期可於一年或以內(或於正常業務週期內(如較長))收回,則獲分類為流動資產。不然以非流動資產呈列。

應收貿易款項以屬無條件之代價金額為初始確認,除非彼等包含重大融資組成部分,則按公允價值確認。本集團持有應收貿易款項是以收取合約現金流量為目標,因此其後使用實際利率法按攤銷成本計量。有關本集團就應收貿易款項入賬之進一步資料,請參閱附註26,而有關本集團減值政策之描述,請參閱附註3(k)。

#### (o) 現金及現金等價物

在綜合現金流量表內,現金及現金等價物包括手頭現金、原定期限於三個月或以內之存放於銀行之通知存款及銀行透支。

#### (p) 股本

普通股乃分類為權益。因發行新股份或股份期權而直接產生的增量成本於權益內列作所得款的扣減項目(扣除稅項)。

#### (q) 應付貿易款項及其他應付款項

應付貿易款項及其他應付款項為於日常業務過程中向供應商購入之貨品或服務之付款責任。除非款項並非於期末日後十二個月內到期,應付貿易款項及其他應付款項會被分類為流動負債。

應付貿易款項及其他應付款項初步按公允價值確認,其後按實際利率法以攤銷成本計量。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (r) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

##### (i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the places/countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

##### (ii) Deferred income tax

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

For investment property measured using the fair value model in accordance with the accounting policy above, the measurement of the related deferred tax liability or asset reflects the tax consequences of recovering the carrying amount of the investment property entirely through sale, unless the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

When different tax rates apply to different levels of taxable income, deferred tax assets and liabilities are measured using the average tax rates that are expected to apply to the taxable income of the periods in which the temporary differences are expected to reverse.

### 3. 主要會計政策 (續)

#### (r) 即期及遞延所得稅

本期間稅項支出包括即期及遞延稅項。稅項乃於綜合損益表確認，惟與在綜合其他全面收益或直接在權益確認之項目有關者除外。在此情況下，稅項亦分別在綜合其他全面收益或直接在權益確認。

期內所得稅開支或抵免指根據各司法權區之適用所得稅稅率就即期應課稅收入計算應付之稅項，並經暫時差額及未動用稅項虧損導致之遞延稅項資產及負債之變動作出調整。

##### (i) 即期所得稅

即期所得稅開支以本集團之實體之營運及產生應課稅收入所在地/國家於期末日已頒佈或實質頒佈之稅法為基準計算。管理層定期就適用稅務規例須作出詮釋之情況評估報稅單，並按預期支付予稅務機關之適當數額計提合適之撥備。

##### (ii) 遞延所得稅

遞延所得稅就資產及負債之稅基與綜合財務報表所示賬面金額之間之暫時差額，以負債法確認。然而，倘遞延稅項負債於初步確認商譽時產生，則不獲確認，倘遞延所得稅於交易(業務合併除外)中初步確認資產或負債時產生及在交易時不影響會計或應課稅損益，則不予列賬。遞延所得稅按期末日前已實施或實際實施，並以在變現有關遞延所得稅資產或清償遞延所得稅負債時預期將會適用之稅率(及法例)而釐定。

遞延所得稅資產就可能存在未來應課稅盈利而就此可使用暫時差異方會確認。

遞延所得稅就於附屬公司及聯營公司之投資產生之暫時差異而撥備，惟其暫時差異之撥回時間由本集團控制且在可預見將來可能不會撥回之遞延所得稅負債除外。

根據以上會計政策按公允價值模式計量之投資物業，相關遞延稅項負債或資產計量方式反映投資物業的帳面值乃通過銷售全數收回之稅務後果，除非投資物業可予折舊及業務模式目標為隨時間消耗投資物業其中絕大部分經濟利益，而非通過銷售收回。

當不同稅率適用於不同水平之應課稅收入時，遞延稅項資產及負債按預期適用於暫時性差額預期撥回期間之應課稅收入之平均稅率計量。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (r) Current and deferred income tax (Continued)

##### (ii) Deferred income tax (Continued)

The determination of the average tax rates requires an estimation of (1) when the existing temporary differences will reverse and (2) the amount of future taxable profit in those years. The estimate of future taxable profit includes:

- income or loss excluding reversals of temporary differences; and
- reversals of existing temporary differences

##### (iii) Offsetting

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### (s) Provisions, contingent liabilities and financial guarantee contract

##### (i) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

##### (ii) Contingent liabilities

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

### 3. 主要會計政策 (續)

#### (r) 即期及遞延所得稅 (續)

##### (ii) 遞延所得稅 (續)

釐定平均稅率須估計(1)現有暫時性差額將於何時撥回及(2)該等年度未來應課稅溢利之金額。未來應課稅溢利估計包括：

- 扣除暫時性差額撥回之收入或虧損；及
- 現有暫時性差額之撥回。

##### (iii) 抵銷

當存在法律上可執行權利以將即期稅項資產抵銷即期稅項負債，以及當遞延所得稅項資產及負債乃關於同一稅務機關時，遞延所得稅資產可抵銷負債。當實體有法律上可執行權利以將即期稅項資產抵銷即期稅項負債及有意按淨額基準償付餘款時，所得稅資產可抵銷負債。

#### (s) 撥備，或然負債及財務擔保合約

##### (i) 撥備

在出現以下情況時作出撥備：本集團因已發生之事件而產生現有之法律或推定責任；可能需要有資源流出以償付責任；及金額已經可靠估計。未來經營虧損概不作撥備。如有多項類似責任，其需要在償付中流出資源之可能性是根據責任之類別作整體考慮。縱使在同一責任類別所包含之任何一個項目相關之資源流出之可能性極低，仍須確認撥備。

撥備按預期履行責任所需開支之現值，以可反映現時市場評估之貨幣時間價值及責任之特定風險之稅前比率計量。時間過去產生之撥備升幅確認為利息開支。

倘履行合約責任之不可避免成本超過可從合約中獲得的經濟利益，則本集團存在虧損合約。虧損合約之計提以預期結束合約的現值及繼續合約淨成本兩者中之較低者入賬。

##### (ii) 或然負債

如果經濟效益外流的可能性較低，或是無法對有關數額作出可靠的估計，便會披露為或然負債，資源外流的可能性極低則除外。若果本公司的義務須視乎某宗或多宗未來不明確和未能被公司全權控制的事件是否發生才能確定是否存在，亦會披露為或然負債，但資源外流可能性極低的則除外。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (s) Provisions, contingent liabilities and financial guarantee contract (Continued)

##### (iii) Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

Subsequently, financial guarantees are measured at the higher of the amount determined in accordance with ECL under HKFRS 9 and the amount initially recognised less, where appropriate, the cumulative amount of income recognised over the guarantee period.

#### (t) Revenue recognition

Revenue arises mainly from the sales of IT products and contracts for the IT services.

To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

### 3. 主要會計政策 (續)

#### (s) 撥備，或然負債及財務擔保合約 (續)

##### (iii) 財務擔保合約

財務擔保合約乃規定發行人(或擔保人)需作出特定款項以償付持有人蒙受損失之合約，而發生損失之原因為指定債務人未能按照債務工具條款於該債項到期時作出款項。

倘本集團發行財務擔保，該擔保之公允價值初始確認為其他應付款項內之遞延收益。倘就發行擔保已收或應收代價時，該代價將按適用於該資產類別之本集團政策確認。倘並無已收或應收有關代價，則任何遞延收益於初始確認時將一筆即時開支於損益確認。

其後，財務擔保根據香港財務報告準則第9號項下預期信貸虧損所釐定金額與初步確認金額減(如適用)於擔保期間確認之收入累計金額兩者間之較高者計量。

#### (t) 收入確認

收入主要來自出售資訊科技產品及提供資訊科技服務。

於決定是否確認收入時，本集團跟隨以下五個步驟：

- 步驟1：識別與客戶之合約
- 步驟2：識別合約內之履約義務
- 步驟3：釐定交易價格
- 步驟4：按合約內履約義務分配交易價格
- 步驟5：當(或於)本集團滿足履約義務時確認收入

於所有情況下，合約之總交易價格根據相對單獨售價分配至不同履約義務。合約之交易價格不包括代表第三方收取之任何款項。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (t) Revenue recognition (Continued)

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method.

Further details of the Group's revenue and other income recognition policies are as follows:

##### (i) Sales of goods and rendering of services

Revenue from the sale of goods for a fixed fee is recognised when (or as) the Group transfers control of the assets to the customer.

For stand-alone sales of goods that are neither customised by the Group nor subject to significant integration services, control transfers at the point in time when the customer takes undisputed delivery of the goods.

When such items are either customised or sold together with significant integration services, the goods and services represent a single combined performance obligation over which control is considered to transfer over time. This is because the combined product is unique to each customer (has no alternative use) and the Group has an enforceable right to payment for the work completed to date. Revenue for these performance obligations is recognised over time as the customisation or integration work is performed, using the cost-to-cost method to estimate progress towards completion. As costs are generally incurred uniformly as the work progresses and are considered to be proportionate to the entity's performance, the cost-to-cost method provides a faithful depiction of the transfer of goods and services to the customer.

### 3. 主要會計政策 (續)

#### (t) 收入確認 (續)

當(或於)本集團將承諾的商品或服務轉移予客戶以滿足履約義務時，收入以一個時點確認或以一段時間確認。

倘合約載有向客戶提供超過十二個月重大融資利益之融資組成部份，則收入按應收款項之現值計量，並使用反映於與有關客戶之個別融資交易之貼現率貼現，且利息收入按實際利率法分開應計。倘合約載有向本集團提供重大融資利益之融資組成部份，則根據該合約確認之收入包括按實際利率法合約責任所附之利息開支。

本集團之收入及其他收益之確認政策如下：

##### (i) 銷售商品及提供服務

以固定費用銷售商品的收入於(或在)本集團向客戶轉移資產控制權時確認。

對於獨立銷售商品，其既非客戶定制亦不受重大綜合服務的影響，控制權於客戶接受無可爭議的商品交付時轉移。

當該等物品被定制或連同重大綜合服務一起出售，則商品與服務代表一個單一合併履約義務，其控制權被視為隨時間推移而轉移。此乃因為合併產品對每個客戶而言為獨一無二(無其他替代用途)，且本集團就迄今為止已完成工作的付款擁有可強制執行權利。該等履約義務的收入隨定制或集成工作進行的時間而確認，並採用成本法估計完成進度。由於成本通常隨着工作進展而均衡產生，並且被視為與該實體的效能成正比，因此成本法提供向客戶轉移商品與服務的可靠描述。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (t) Revenue recognition (Continued)

##### (ii) Installation service

For sales of goods together with installation service, where the installation is simple and does not include an integration service and could be performed by another party, such installation is accounted for as a separate performance obligation. In this case, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin. For sales of goods, control transfers at the point in time when the customer takes undisputed delivery of the goods. Where the installation is complex and goods or services are highly interdependent or interrelated (i.e. the sales of goods are significantly affected by the successful installation services in the contract), the installation and goods or services are not separately identifiable and revenue is recognised upon completion of the installation.

##### (iii) Maintenance service

The Group enters into fixed price maintenance contracts with its customers. Customers are required to pay in advance and the relevant payment due dates are specified in each contract. Revenue is recognised over time based on the maintenance service period.

##### (iv) Rental income

Rental income is recognised in the consolidated statement of profit or loss on a straight-line basis over the terms of the relevant leases.

##### (v) Finance income

Finance income implicit in finance lease is recognised as interest income over the period of the lease so as to produce an approximately constant periodic rate of return of the outstanding net investment in the leases for each accounting period.

##### (vi) Interest income

Interest income is recognised using the effective interest method.

### 3. 主要會計政策 (續)

#### (t) 收入確認 (續)

##### (ii) 安裝服務

對於銷售附帶安裝服務的產品，當安裝簡單且不包括集成服務並可由其他方執行時，該安裝被視為單獨履約義務。在此情況下，交易價格將按照獨立銷售服務相對價格分配給每個履約義務。在該等無法直接觀察的情況下，其按照預期成本加利潤率進行估計。對於銷售商品，控制權於客戶接受無可爭議的商品交付時轉移。當安裝十分複雜，且商品或服務高度相互依存或相互關聯（即商品銷售受合約中成功安裝服務的重大影響），安裝及商品或服務不能單獨識別，收入在完成安裝時確認。

##### (iii) 保養服務

本集團與客戶簽訂固定價格保養合約。客戶需提前付款，而在每個合約中規定相關付款到期日。收入基於保養服務期隨時間轉移而確認。

##### (iv) 租金收入

租金收入按有關租期以直線法於綜合損益表內確認。

##### (v) 財務收入

財務收入隱含財務收入按租期確認為利息收入，以令每個會計年度期間剩餘之淨租賃投資定期回報率大致相同。

##### (vi) 利息收入

利息收入按時間比例採用實際利息法進行確認。



### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (u) Retirement benefit costs

The Group operates Mandatory Provident Fund Scheme (the “MPF Scheme”) and other defined contribution retirement benefit plans for all qualifying employees. The MPF Scheme is established under the Mandatory Provident Fund Ordinance in December 2000. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme and other defined contribution retirement benefit plans are held separately from those of the Group, in funds under the control of trustees. The Group’s contributions vest fully with the employees when contributed into the MPF Scheme and other defined contribution retirement benefit plans.

#### (v) Borrowing costs

Borrowing costs are expensed when incurred.

#### (w) Share-based payment

The fair value of services received were determined by reference to the fair value of shares and share options granted at the grant date and expensed on a straight-line basis over the vesting period or recognised as an expense in full at the grant date when the shares and share options granted vest immediately, with a corresponding increase in equity (share-based payment reserve).

At each reporting date, the Group revises its estimates of the number of shares and share options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in the consolidated statement of profit or loss, with a corresponding adjustment to share-based payment reserve.

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. After vesting date, when the shares or share options are forfeited after the vesting date or are still not exercised at the expiry dates, the amount previously recognised in share-based payment reserve will be transferred to retained earnings.

### 3. 主要會計政策 (續)

#### (u) 退休福利成本

本集團為所有合資格僱員營辦一項強積金計劃「(強積金計劃)」及其他界定福利計劃。強積金計劃乃於二零零零年十二月根據強制性公積金條例設立。供款乃按僱員基本薪金之某一百分比計算，並於根據強積金計劃之規則須支付時於綜合損益表中扣除。強積金計劃及其他界定福利計劃之資產由信託人控制之基金持有，與本集團資產分開存放。本集團向強積金計劃及其他界定福利計劃供款後，供款即全數撥歸僱員所有。

#### (v) 借貸成本

借貸成本於產生時支銷。

#### (w) 以股份為基礎支付之款項

所接收服務之公允價值乃參考於授出日期所授出股份及購股權之公允價值而釐定，以直線法於歸屬期內支銷，或倘授出之股份及購股權立即歸屬，則於授出日期悉數支銷，並於權益計入相應數額(以股份為基礎支付儲備)。

於各期末日，本集團修訂其對預期將最終歸屬之股份及購股權數目之估計。估計變動於歸屬期(如有)之影響於綜合損益表確認，並對以股份為基礎支付儲備作出相應調整。

購股權獲行使時，過往於購股權儲備中確認之數額將轉撥至股份溢價賬。在歸屬日後，當股份或購股權於歸屬日後被沒收或於屆滿日期仍未行使，則過往於以股份為基礎支付儲備確認之金額將轉撥至保留盈利。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (x) Leases

##### (i) The Group as a lessee

###### Definition of lease

At inception of a contract, the Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an identified asset (the underlying asset) for a period of time in exchange for consideration'.

To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

For leases of office premises and office equipment in which the Group is a lessee, the Group elects not to separate non-lease components and instead accounts for the lease and non-lease components as a single lease component.

###### Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the underlying asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any lease incentives received).

While the Group's land and buildings presented in property, plant and equipment are carried at revaluation model, the Group has elected not to apply revaluation model to right-of-use office premises held by the Group as the Group exercises its judgements and determines that it is a separate class of asset apart from the land and buildings which is held for own use.

### 3. 主要會計政策 (續)

#### (x) 租賃

##### (i) 本集團作為承租人

###### 租賃之定義

在簽訂合同時，本集團會考慮合約是否屬於或包含租賃。租賃已定義為「以代價換取已識別資產（相關資產）於一段時間之使用權之一項合約或合約之一部分」。

為應用此定義，本集團評估有關合約是否符合以下三個主要評估：

- 有關合約是否包含一項已識別資產，無論有關資產於合約中明示或透過資產在可供本集團使用時獲識別之方式作出暗示；
- 考慮到就有關合約所訂明範圍內之權利，本集團是否有權獲得於整個使用期間內使用已識別資產所產生之絕大部分經濟利益；及
- 本集團是否有權於使用期間內指示已識別資產之用途。本集團評估其是否有權於使用期間內指示資產之「使用方式及用途」。

本集團作為承租人之辦公室物業及辦公室設備的租賃合同，本集團選擇不分配非租賃部分並選擇將租賃和非租賃部分視為單一租賃部分。

###### 作為承租人之租賃計量及確認

於租賃開始日期，本集團於綜合財務狀況表確認使用權資產及租賃負債。使用權資產以成本計量，而成本包括租賃負債之初步計量、任何由本集團產生之初步直接成本、估計於租賃結束時拆卸並移除相關資產所需之任何成本及任何於租賃開始日期前預付之租賃付款（扣除任何已收取之租賃優惠）。

儘管本集團於物業、廠房及設備呈列之土地及樓宇按重估模式列賬，本集團已選擇不應用重估模式於本集團持有的使用權資產之辦公室物業，並確定它是單獨資產類別有別於供自己使用之土地及樓宇。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (x) Leases (Continued)

##### (i) The Group as a lessee (Continued)

###### Measurement and recognition of leases as a lessee (Continued)

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use assets or the end of the lease term. The Group also assesses the right-of-use assets for impairment when such indicator exists.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable payments based on an index or rate, and amounts expected to be payable under a residual value guarantee. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payment of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

Subsequent to initial measurement, the liability will be reduced for lease payments made and increased for interest cost on the lease liability. It is remeasured to reflect any reassessment or lease modification, or if there are changes in in-substance fixed payments. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these leases are recognised as an expense in profit or loss on a straight-line basis over the lease term. Short-term leases are leases with a lease term of 12 months or less.

On the consolidated statement of financial position, right-of-use assets have been included in property, plant and equipment and lease liabilities have been presented separately.

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

### 3. 主要會計政策 (續)

#### (x) 租賃 (續)

##### (i) 本集團作為承租人 (續)

###### 作為承租人之租賃計量及確認 (續)

由租賃開始日期起直至使用權資產可使用年期結束或租期結束(以較早者為準)本集團將使用權資產以直線法折舊。當出現減值跡象時,本集團亦會為使用權資產作減值評估。

於開始日期,本集團按於該日期尚未支付之租賃付款之現值計量租賃負債,並以租賃隱含之利率或(倘該利率不易釐定)本集團之增量借貸利率貼現。

計入租賃負債計量之租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、基於指數或利率之可變付款及剩餘價值擔保下之預期應付款項。租賃付款亦包括合理確定將由本集團行使之購買權之行使價及為終止租賃而支付之罰款(倘租期反映本集團正行使終止權)。

於初步計量之後,負債將就已作出之租賃付款予以減少,並就租賃負債之利息成本予以增加。倘有任何重估或租賃修改,則重新計量負債以作反映,而倘實質固定付款有所變化,亦會重新計量負債。

當重新計量租賃負債時,相應之調整反映於使用權資產或倘使用權資產已減少至零則反映於損益中。

本集團已選擇就短期租賃使用可行權宜方法入賬。有關該等租賃之付款於租期內以直線法於損益內確認為開支,而不會確認使用權資產及租賃負債。短期租賃為租期為12個月或以下之租賃。

於綜合財務狀況表,使用權資產已計入物業、廠房及設備及租賃負債已獨立呈列。

已付可退還的租金按金是根據香港財務報告準則第9號入賬和最初以公允價值計量。初始調整公允價值確認被視為額外租賃付款,並計入使用權資產的成本。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (x) Leases (Continued)

##### (ii) The Group as a lessor

###### Assets leased out under finance leases as the lessor

When assets are leased out under finance leases, the risks and rewards of ownership are transferred out to customers. When assets are leased out under finance leases, the present value of the lease payments is recognised as a receivable.

#### (y) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants are deferred and recognised in profit or loss over the period necessary to match them with the costs that the grants are intended to compensate.

Government grants that compensate the Group for staff cost incurred are set-off with relevant staff costs included in the respective line item of "cost of services rendered", "selling expenses" and "administrative expenses" in the consolidated statement of profit or loss.

#### (z) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and Company's financial statements in the year in which the dividends are approved by the Company's shareholders or directors, where appropriate.

#### (aa) Related parties

For the purposes of these consolidated financial statements, a party is considered to be related to the Group if:

- (a) the party is a person, or a close member of that person's family, is related to the Group if that person:
  - (1) has control or joint control over the Group;
  - (2) has significant influence over the Group; or
  - (3) is a member of the key management personnel of the Group or the Group's parent.

### 3. 主要會計政策 (續)

#### (x) 租賃 (續)

##### (ii) 本集團作為出租人

###### 根據融資租約作為出租人租出之資產

當資產根據融資租約租出時，擁有權之風險及回報即轉嫁予客戶。當資產根據融資租約租出時，租賃款項之現值將確認為應收款項。

#### (y) 政府補助

政府補助於能夠合理確定可收取以及本集團可達成所有附帶條件時按其公平值予以確認。若政府補助之相關成本屬遞延性，該補助將擬用於補償之成本進行匹配之期間內在損益中確認為收入。

政府補助將擬用於補償本集團所產生之員工成本與綜合損益表上的「提供服務之成本」，「銷售費用」及「行政費用」的相關員工成本作為抵消。

#### (z) 股息分派

向本公司股東派付之股息於本公司股東或董事(如適用)批准派付股息之年度內在本集團及本公司之財務報表中確認為負債。

#### (aa) 關連人士

對於該等綜合財務報表而言，一方將被認為是與本集團有關連的，如：

- (a) 有關方為一名人士，則該人士或該人士之近親與本集團有關連：
  - (1) 對本集團擁有控制權或共同控制權；
  - (2) 對本集團有重大影響；或
  - (3) 為本集團或本集團之母公司之主要管理層成員。

### 3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

#### (aa) Related parties (Continued)

(b) the party is an entity and if any of the following conditions applies:

- (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (3) Both entities are joint ventures of the same third party.
- (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (6) The entity is controlled or jointly controlled by a person identified in (a).
- (7) A person identified in (a)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (8) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

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.

### 3. 主要會計政策 (續)

#### (aa) 關連人士 (續)

(b) 有關方為實體並符合下列任何條件，則與本集團有關連：

- (1) 該實體與本集團屬同一集團之成員公司(即母公司、附屬公司及同系附屬公司彼此間有關連)。
- (2) 一間實體為另一實體之聯營公司或合營企業(或另一實體所屬集團旗下成員公司之聯營公司或合營企業)。
- (3) 兩間實體均為同一第三方之合營企業。
- (4) 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。
- (5) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃。
- (6) 實體受(a)項所述人士控制或共同控制。
- (7) 於(a)(1)項所述人士對實體有重大影響或為實體(或實體之母公司)之主要管理層成員。
- (8) 該實體或其所屬集團之任何成員公司向報告主體或報告主體之母公司提供主要管理人員服務。

某人士之近親乃指與該實體交易時預期可影響該人士或受該人士影響之家庭成員。

## 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

### (a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, the Directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements:

#### (i) Income taxes

The Group is subject to income taxes in jurisdictions in which the Group operates. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

Deferred tax assets relating to certain temporary differences and certain tax losses are recognised as management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax and tax in the periods in which such estimate is changed.

### (b) Sources of estimation uncertainty

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

#### (i) Provision for impairment of trade receivables within the scope of ECL under HKFRS 9

The provisioning policy for trade receivables of the Group is based on the evaluation of the risk of default and the expected loss rate. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, which include the current creditworthiness, the past collection history, the realisation of any repayment pattern promised as well as forward-looking estimates at the end of each reporting period. Details of which are as set out in Note 6(b). As at 31st December 2022, the aggregate carrying amounts of trade receivables amounted to HK\$192,079,000 (net of ECL allowance of HK\$9,115,000) (2021: HK\$171,478,000 (net of ECL allowance of HK\$8,483,000)).

## 4. 重大會計估計及判斷

### (a) 採納本集團會計政策時的重要會計判斷

於採納本集團會計政策過程時，管理層已作出下列的會計判斷：

#### (i) 所得稅

本集團須於本集團經營所在地之司法權區繳納所得稅。在釐定所得稅撥備時需要運用相當程度之判斷。於日常業務過程中有頗多未能確定最終稅項之交易及計算。本集團依據會否有到期應繳納額外稅項之估計而確認預期稅務審計項目之負債。倘該等事項之最終稅務結果與初步記錄之金額不同，則有關差異將影響作出釐定之年度之所得稅及遞延稅項撥備。

倘管理層認為未來很可能擁有充足應課稅利潤抵扣暫時性差額或所得稅虧損，則確認與暫時性差額及所得稅虧損相關的遞延所得稅資產。當預期結果與之前估計不同時，該差異將影響該估計變更的當期遞延所得稅資產及所得稅費用的確認。

### (b) 估計不確性因素來源

本集團作出有關未來之估計及假設。顧名思義，所作會計估計甚少與有關之實際結果相同。存有重大風險導致下個財政年度之資產及負債之賬面值作出重大調整之估計和假設討論如下：

#### (i) 香港財務報告準則第9號的預期信貸虧損範圍內的應收貿易款項之減值撥備

本集團應收貿易款項之撥備政策乃根據對違約風險及預期虧損率之估計而制定。評估該等應收款項之最終變現能力時須作出大量判斷，包括目前之信譽、過往還款記錄、任何已承諾還款模式之兌現以及於各報告期末之前瞻性估計。有關詳情列載於附註6(b)。於二零二二年十二月三十一日，應收貿易款項之總賬面值為192,079,000港元(扣除預期信貸虧損撥備9,115,000港元)(二零二一年：171,478,000港元(扣除預期信貸虧損撥備8,483,000港元))。

## 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued) 4. 重大會計估計及判斷 (續)

### (b) Sources of estimation uncertainty (Continued)

#### (ii) Revenue recognition

According to the accounting policy as stated in Note 3(t), the Group uses the cost-to-cost method to estimate progress towards completion for revenue recognised over time. The progress is measured by reference to the actual costs incurred up to the reporting date as a percentage of total estimated costs of completion. When the outcome of a contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that it will be probably recoverable.

#### (iii) Valuation of investment properties and land and buildings

The best evidence of fair value is current prices in an active market for similar leases and other contracts. In the absence of such information, the Group determines the amount within a range of reasonable fair values estimated. In making its estimates, the Group considers the information from the valuations of investment properties and land and buildings performed by external professional valuers by using the market comparison approach. The market comparison approach is referenced to recent sale price of comparable properties on a price per square foot basis, adjusted for a premium or a discount specific to the quality of the Group's buildings compared to the recent sales.

Had the Group used different valuation techniques, the fair value of the investment properties and land and buildings would be different and thus may have an impact to the consolidated statement of profit or loss.

At 31st December 2022, the carrying amount of the Group's land and buildings and investment properties carried at revalued amount/fair value were HK\$319,075,000 (2021: HK\$281,700,000) and HK\$52,000,000 (2021: HK\$54,300,000) respectively.

#### (iv) Estimated impairment of interest in an unlisted associate

An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use.

The value in use was determined based on the estimated present value of the estimated future cash flows expected to be generated by the unlisted group, namely i-Sprint Holdings Limited and its subsidiaries ("i-Sprint Group"), including cash flows from the operations of i-Sprint Group and estimated terminal value. Based on the assessment, the recoverable amount of i-Sprint Group is higher than its carrying amount. Hence, no impairment loss (2021: Nil) on interests in i-Sprint Group was recognised in the consolidated statement of profit or loss during the year ended 31st December 2022.

### (b) 估計不確性因素來源 (續)

#### (ii) 收入確認

根據附註3(t)所述之會計政策，本集團採用成本法以估計銷售商品及提供服務之完成進度確認隨時間轉移之收益。完工比例參考截至期末日止已產生之實際成本佔完工之估計總成本之百分比計算。當完工百分比合約之結果不能以可靠方式估計，收益僅於合約成本產生及其將可能可收回之情況下確認。

#### (iii) 投資物業、土地及樓宇之估值

公允價值之最佳憑證為類似租賃及其他合約於活躍市場中之現行價格。倘缺乏有關資料，本集團將會把金額釐訂在合理之公允價值估計範圍內。於作出估計時，本集團考慮由外聘專業估值師以市場比較法進行之投資物業、土地及樓宇估值所得資料。市場比較法乃參考最近可比較物業每平方尺之銷售價格而釐定，並按本集團物業質量與最近銷售比較作溢價或折扣調整。

倘本公司使用不同之估值方法，投資物業、土地及樓宇之公允價值將有所出入，而對綜合損益表可能構成影響。

於二零二二年十二月三十一日，本集團土地及樓宇以及投資物業按重估金額／公允價值列賬之賬面值分別為319,075,000港元（二零二一年：281,700,000港元）及52,000,000港元（二零二一年：54,300,000港元）。

#### (iv) 一間非上市聯營公司權益之估計減值

當資產或現金產生單位之賬面值超出其可收回金額（即其公允價值減出售成本與其使用價值之較高者）時即存在減值。

可使用價值乃基於i-Sprint Holdings Limited及其附屬公司（統稱為「i-Sprint集團」）預期產生之估計未來現金流量（包括i-Sprint集團業務經營產生的現金流量及最終價值）之估計現值而釐定。根據評估，i-Sprint集團的可收回金額高於其賬面值。因此，於截至二零二二年十二月三十一日止年度，於綜合損益表並無就i-Sprint集團權益確認減值虧損。（二零二一年：無）

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (b) Sources of estimation uncertainty (Continued)

##### (v) Valuation of financial asset at FVOCI

As at 31st December 2022, financial asset at FVOCI amounted to approximately HK\$3,899,000 are measured at fair value with level 3 fair value measurement being determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments. See Note 6(d) for further disclosures.

### 5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities within the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of equity attributable to equity holders of the Company, comprising issued capital, reserves and retained earnings as disclosed in the consolidated statement of changes in equity.

The directors of the Company review the capital structure periodically. As part of this review, the directors of the Company prepare the annual budget taking into account of the provision of funding. Based on the proposed annual budget, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the management of the Group, the Group will balance its overall capital structure through the payment of dividends, new share issues, bank borrowings and share buy-backs as well as the issue of new debt or the redemption of existing debt, if necessary.

As at 31st December 2022, the Group's debt-to-equity ratio was 2.7% (2021: 5.1%), which was calculated as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Bank borrowings	銀行借貸	56,347	101,099
Equity attributable to equity holders of the Company	本公司股本持有人應佔權益	2,059,819	1,990,325
Debt-to-equity ratio	總債務與總權益比率	2.7%	5.1%

There are no changes on the Group's approach to capital risk management during the year.

### 4. 重大會計估計及判斷 (續)

#### (b) 估計不確性因素來源 (續)

##### (v) 按公允價值透過其他全面收益列賬之金融資產估值

於二零二二年十二月三十一日，按公允價值透過其他全面收益列賬之金融資產約3,899,000港元乃按第三層公允價值計量方式之公允價值計算得出，而公允價值乃根據重大不可觀察輸入數據使用估值技術釐定。於確立有關估值技術及其相關輸入數據時，須作出判斷及估計。關於此等因素之假設變動可導致該等工具之公允價值作出重大調整。進一步披露見附註6(d)。

### 5. 資本風險管理

本集團管理其資本乃為確保本集團之實體有能力持續經營，並通過優化債務及權益平衡，盡量增大股東之回報。

本集團之資本結構包括股權持有人應佔本公司之權益，並由已發行股本、儲備及保留盈利構成，該等項目於綜合權益變動表內披露。

本公司董事定期檢討其資本結構。作為檢討其中一環，本公司董事在顧及資金撥備下編製年度預算。根據所提交之年度預算，本公司董事考慮資本成本及連同每個資本類別之風險。根據本集團管理層之建議，本集團將通過支付股息、發行新股份、銀行借貸及購回股份及在有需要時另行舉借或償還現有債務，以平衡整體資本結構。

於二零二二年十二月三十一日，本集團之總債務對總權益比率為2.7% (二零二一年：5.1%)，乃按如下計算：

本集團管控資本風險之辦法於年內並無改變。



## 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk, and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

### (a) Market risk

#### (i) Foreign exchange risk

The Group mainly earns revenue and incurs costs in HKD and United States dollars ("USD"). Foreign exchange exposure to USD of the Group will continue to be minimal as long as the policy of the Government of the Hong Kong Special Administrative Region to peg the HKD to the USD remains in effect. There was no material exposure to fluctuations in exchange rates, and therefore no related hedging financial instrument was applied during the years ended 31st December 2022 and 2021.

#### (ii) Interest rate risk

The Group's exposure to interest rate risk mainly concentrated on the fluctuation in relations to variable interest rate on bank balances and bank borrowings. The Group currently does not have any interest rate hedging policy.

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative instruments including bank balances and bank borrowings, at the reporting date and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rate.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended 31st December 2022 would increase/decrease by approximately HK\$273,000 (2021: HK\$167,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings and bank balances.

## 6. 財務風險管理及公允價值計量

本集團之業務承受多種財務風險：市場風險（包括外匯風險及利率風險）、信貸風險及流動性風險。本集團之整體風險管理政策集中關注難以預測之金融市場，並致力將對本集團財務表現造成之潛在不利影響減至最低。

### (a) 市場風險

#### (i) 外匯風險

本集團賺取之收益及產生之成本主要為港元及美元（「美元」）。倘香港特別行政區政府（「香港政府」）一直維持港元與美元掛鈎政策，則本集團所承受對美元之外匯風險水平將維持輕微。截至二零二二年及二零二一年十二月三十一日止年度，並無重大匯率波動之風險，因此並無應用相關對沖金融工具。

#### (ii) 利率風險

本集團之利率風險，主要集中在銀行結餘及銀行借貸之相關浮動利率波幅。本集團現時並無任何利率對沖政策。

以下敏感度分析乃按非衍生工具（包括銀行結餘及銀行借貸）於期末日所面臨之利率風險，以及於財政年度開始時已規定之變動及（若為以浮動利率計息之工具）於整個報告期間內以劃一利率計息為基準。50點子之增加或減少乃內部向主要管理人員匯報利率風險時所用，即管理層就利率之合理可能變化所作評估。

若利率上升／下降50點子，而其他變數均保持不變，則本集團截至二零二二年十二月三十一日止年度之溢利將增加／減少約273,000港元（二零二一年：167,000港元）。此主要歸因於本集團之銀行借貸及銀行結餘均以浮動利率計息。

## 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

### (b) Credit risk

Credit risk arises from bank balances and cash, trade receivables, contract assets, other receivables and deposit and finance lease receivables.

Credit risk was managed on a group basis. The Group's policy is to deal only with credit worthy counterparties. Credit terms are granted to new customers after a credit worthiness assessment by the credit control department. When considered appropriate, customers may be requested to provide proof as to their financial position. Where available at reasonable cost, external credit ratings and/or reports on customers are obtained and used. Customers who are not considered creditworthy are required to pay in advance or on delivery of goods. Payment record of customers is closely monitored. It is not the Group's policy to request collateral from its customers.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtors' ability to meet its obligations;
- actual or expected significant changes in the operating results of the debtors;
- significant increases in credit risk on other financial instruments of the same debtors; and
- significant changes in the expected performance and behaviour of the debtors, including changes in the payment status of debtors and changes in the operating results of the debtors.

## 6. 財務風險管理及公允價值計量 (續)

### (b) 信貸風險

信貸風險自銀行存款及現金、應收貿易款項、合約資產、其他應收款項及按金及應收融資租賃款項產生。

信貸風險以集體基礎管理。本集團之政策為僅與信用良好之交易對象進行交易。授予新客戶之信貸期由信貸監控部門對新客戶進行信用評估後授出。於合適情況下，客戶或會被要求提供其財政狀況之證明文件。倘若成本合理，則會取得並使用外部信貸評級及／或有關客戶之報告。不被視為信用良好之客戶須預先付款或貨到付款。客戶之付款記錄會受密切監察。根據本集團之政策，本集團不會要求客戶提供抵押品。

為評估信貸風險有否大幅增加，本集團比較資產於期末日的違約風險與於初步確認日期的違約風險，並考慮所得合理及得到理據支持的前瞻性資料，尤其納入下列各項指標：

- 內部信用評級；
- 外部信用評級；
- 預期導致債務人履行責任能力出現重大變動的業務、財務或經濟狀況的實際或預期重大不利變動；
- 債務人經營業績的實際或預期重大變動；
- 同一債務人其他金融工具的信貸風險增加；及
- 債務人預期表現及行為的重大變動，包括債務人的付款狀況及債務人經營業績出現變動。

## 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

### (b) Credit risk (Continued)

#### *Trade receivables and contract assets*

The Group applies the HKFRS 9 simplified approach to measuring ECL which uses a lifetime expected loss allowance for all trade receivables and contract assets using a provisional matrix.

The Group has policies in place to ensure that receivables with credit terms are made to counterparties with an appropriate credit history and management performs ongoing credit evaluations of the counterparties. The credit period granted to the customers and the credit quality of these customers are assessed, which takes into account their financial position, past experience and available forward-looking information. The management would make periodic collective and individual assessment on the recoverability of trade receivables based on historical settlement records, past experience, current external information and forward-looking information. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue receivables.

To measure the ECL, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

ECL loss rates are based on past actual loss experience. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

## 6. 財務風險管理及公允價值計量 (續)

### (b) 信貸風險 (續)

#### *應收貿易款項及合約資產*

本集團採用香港財務報告準則第9號之簡化方法計量預期信貸虧損，其採用撥備矩陣就所有應收貿易款項及合約資產作出全期預期虧損撥備。

本集團已制定政策，確保只向具有良好信用歷史之交易對象作出附有信貸條款之應收款項，且管理層會持續對交易對象進行信用評估。本集團會考慮客戶之財務狀況、過往經驗及可用前瞻性資料評估授予客戶之信貸期及該等客戶之信貸質素。管理層會依據歷史還款記錄、過往經驗、當期外部資料及前瞻性資料對應收貿易款項的回收性定期作出整體及個別評估。其他監控程序亦會確保執行跟進工作以回收逾期應收款項。

為計量預期信貸虧損，應收貿易款項及合約資產已根據攤估信貸風險特徵及逾期日數進行分組。合約資產與未入賬之仍在進行之工作有關，且與同類合約之應收貿易款項擁有大致相同之風險特徵。因此，本集團總結，應收貿易款項之預期虧損率與合約資產之虧損率具有合理相若程度。

根據本集團過往之信貸虧損經驗，由於不同客戶群之虧損狀況並無顯示不同，因此基於逾期狀態計算之虧損撥備並無進一步於本集團不同客戶群之間區分。

預期信貸虧損之虧損率乃基於過往實際虧損經驗計算。該等虧損率會作出調整，以反映歷史數據收集期間之經濟狀況、當前經濟狀況與本集團認為應收貿易款項之預計年限內之經濟狀況三者之間的差異。

倘不能合理預期可收回應收貿易款項及合約資產時，則將其撇銷。不能合理預期可收款項之跡象包括(其中包括)債務人無法與本集團達成還款計劃。

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### 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued) 6. 財務風險管理及公允價值計量 (續)

#### (b) Credit risk (Continued)

*Trade receivables and contract assets (Continued)*

There is no significant concentration of credit risk with respect to trade receivables as the Group has large number of customers.

For trade receivables and contract assets, ECL allowance as at 31st December 2022 and 2021 are as follows:

		Trade receivables 應收貿易款項			Contract assets 合約資產		
		ECL rate 預期 信貸虧損率	Gross amount 總額 HK\$'000 千港元	ECL allowance 預期信貸 虧損撥備 HK\$'000 千港元	ECL rate 預期 信貸虧損率	Gross amount 總額 HK\$'000 千港元	ECL allowance 預期信貸 虧損撥備 HK\$'000 千港元
<b>At 31st December 2022</b>	<b>於二零二二年十二月三十一日</b>						
Collective assessment	整體評估						
– Current to 1 year past due	– 即期至逾期一年	0%	192,318	543	0%	368,641	343
– 1-2 years past due	– 逾期一至兩年	25%	404	100	–	–	–
– Over 2 years past due	– 逾期超過兩年	100%	2,087	2,087	–	–	–
Individual assessment	個別評估	100%	6,385	6,385	100%	504	504
			201,194	9,115		369,145	847
<b>At 31st December 2021</b>	<b>於二零二一年十二月三十一日</b>						
Collective assessment	整體評估						
– Current to 1 year past due	– 即期至逾期一年	0%	171,059	452	0%	285,223	343
– 1-2 years past due	– 逾期一至兩年	27%	1,195	324	–	–	–
– Over 2 years past due	– 逾期超過兩年	100%	1,435	1,435	–	–	–
Individual assessment	個別評估	100%	6,272	6,272	100%	504	504
			179,961	8,483		285,727	847

#### (b) 信貸風險 (續)

*應收貿易款項及合約資產 (續)*

由於本集團之客戶數目眾多，在應收貿易賬款方面並無集中的信貸風險。

於二零二二年及二零二一年十二月三十一日，應收貿易款項及合約資產的預期信貸虧損撥備如下：

## 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

### (b) Credit risk (Continued)

#### *Other financial assets at amortised cost*

Other financial assets at amortised cost include finance lease receivables, other receivables and deposits and bank balances and cash.

The Group applies the simplified approach to recognise lifetime ECL for finance lease receivables that results from transactions that are within the scope of HKFRS 16. Based on individual assessment, the identified impairment loss was immaterial.

For other receivables and deposits, the management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records, past experience and available forward-looking information. Management believes that the credit risk inherent in the Group's outstanding other receivable balance is not significant. Besides, management is of opinion that there is no significant increase in credit risk on these other receivables and deposits since initial recognition as the risk of default is low after considering the factors above.

While bank balances and cash are also subject to the impairment requirements of HKFRS 9, the Group only places deposits in reputable banks and financial institutions, the identified impairment loss was immaterial.

### (c) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board, which has built a liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and financial liabilities. The Group relies on its operating cash flows as a significant source of liquidity.

The table below shows the Group's financial liabilities analysing into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows of the financial liabilities.

## 6. 財務風險管理及公允價值計量 (續)

### (b) 信貸風險 (續)

#### *按攤銷成本列賬之其他金融資產*

按攤銷成本計量的其他金融資產包括應收融資租賃款項、其他應收款項及按金及銀行存款及現金。

本集團就自香港財務報告準則第16號範疇下交易產生之應收融資租賃款項採用簡化方法確認其全期預期信貸虧損。根據個別評估，而已識別之減值虧損並不重大。

就其他應收款項及按金而言，管理層定期評估收款以及基於過往結算記錄、過往經驗及可用的前瞻性資料對其他應收款項進行個別評估。管理層相信，本集團未收回之其他應收款項之潛在信貸風險並不重大。此外，管理層認為，該等其他應收款項及按金之信貸風險自初步確認以來並無顯著增加，原因是考慮上述因素後之違約風險屬於低。

儘管銀行存款及現金亦受香港財務報告準則第9號之減值要求所規限，本集團僅將存款存放於信譽昭著之銀行及金融機構，故已識別之減值虧損並不重大。

### (c) 流通性風險

流通性風險最終由董事會負責管理，董事會就本集團之短期、中期及長期資金之管理與流動資金管理之要求，建立一套恰當之流通性風險管理體制。本集團通過持續監控預測及實際現金流量，以及將金融資產與金融負債之限期組合進行配合來維持充足儲備及銀行融資，從而管理流通性風險。本集團依賴經營現金流為流動資金之重要來源。

下表分析本集團於期末日至合約到期日之餘下期間按有關到期組別劃分之金融負債。表中所披露之金額乃金融負債之合約未貼現現金流量。

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### 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued) 6. 財務風險管理及公允價值計量 (續)

#### (c) Liquidity risk (Continued)

#### (c) 流通性風險 (續)

		On demand or within 1 year 須按要求或 於一年內 HK\$'000 千港元	Over 1 year but within 5 years 超過一年 但於五年內 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
<b>At 31st December 2022</b>	<b>於二零二二年十二月三十一日</b>				
<u>Non-derivative financial liabilities</u>	<u>非衍生工具金融負債</u>				
Trade payables	應付貿易款項	313,598	–	313,598	313,598
Other payables and accruals	其他應付款項及應計費用	169,077	–	169,077	169,077
Bank borrowings (Note)	銀行借貸 (附註)	56,347	–	56,347	56,347
Lease liabilities	租賃負債	7,765	2,224	9,989	9,734
		<b>546,787</b>	<b>2,224</b>	<b>549,011</b>	<b>548,756</b>
<b>At 31st December 2021</b>	<b>於二零二一年十二月三十一日</b>				
<u>Non-derivative financial liabilities</u>	<u>非衍生工具金融負債</u>				
Trade payables	應付貿易款項	258,508	–	258,508	258,508
Other payables and accruals	其他應付款項及應計費用	156,738	–	156,738	156,738
Bank borrowings (Note)	銀行借貸 (附註)	101,099	–	101,099	101,099
Lease liabilities	租賃負債	6,292	6,314	12,606	12,132
		<b>522,637</b>	<b>6,314</b>	<b>528,951</b>	<b>528,477</b>

Note:

Bank borrowings with a repayment on demand clause are included in the “on demand or within 1 year” time band in the above maturity analysis. As at 31st December 2022, the aggregate undiscounted principal amounts of such bank borrowings amounted to HK\$56,347,000 (2021: HK\$101,099,000). 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 banking facilities.

The following table summarises the maturity analysis of bank borrowings with repayment on demand clause based on agreed scheduled repayments set out in the banking facilities. The amounts include interest payment computed using contractual rates.

附註：

附帶按要償還條款的銀行借款在上述到期日分析計入「須按要求或於一年內」的時間範圍內。於二零二二年十二月三十一日，該等銀行貸款的未貼現本金總額為56,347,000港元（二零二一年：101,099,000港元）。考慮到本集團的財務狀況，本公司董事相信銀行不可能行使酌情權要求即時還款。本公司董事相信，該等銀行貸款將根據銀行提供之信貸融資所載預定日期還款。

下表概述附帶按要償還條款的銀行借款根據銀行融資中所載協定的還款期限的到期情況分析。該等金額包括採用合約利率計算的利息付款。

		Within 1 year 於一年內 HK\$'000 千港元	Over 1 year but within 2 years 超過一年 但於兩年內 HK\$'000 千港元	Over 2 years but within 5 years 超過兩年 但於五年內 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31st December 2022</b>	<b>於二零二二年十二月三十一日</b>				
Bank borrowings	銀行借貸	47,441	11,377	–	58,818
<b>At 31st December 2021</b>	<b>於二零二一年十二月三十一日</b>				
Bank borrowings	銀行借貸	47,170	45,957	11,300	104,427

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## 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

### (d) Fair value measurement

Financial instruments and non-financial assets measured at fair value in the consolidated statement of financial position are categorised into the three level fair value hierarchies as defined in HKFRS 13, "Fair Value Measurement":

- Level 1: Fair value measured only using level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement dates.
- Level 2: Fair value measured using level 2 inputs, i.e. observable inputs which fail to meet with Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3: Fair value measured using significant unobservable inputs for the asset or liability.

(i) Fair value of financial assets and financial liabilities

## 6. 財務風險管理及公允價值計量 (續)

### (d) 公允價值計量

於綜合財務狀況表內以公允價值計量之金融工具及非金融資產，分為三個公允價值層次（定義見香港財務報告準則第13號「公允價值計量」）：

- 第一層：以第一層輸入值計量之公允價值，即以相同資產或負債於計量日在活躍市場中的未調整報價計量。
- 第二層：以第二層輸入值計量之公允價值，即其輸入值之可觀察性並未如第一層輸入值，但其輸入值並不使用不可觀察之數據。不可觀察之輸入值為並無市場數據可作參考之輸入值。
- 第三層：使用資產或負債之不可觀察數據作重要輸入值以計量之公允價值。

(i) 金融資產及金融負債之公允價值

		At 31st December 2022 於二零二二年十二月三十一日			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Recurring fair value measurement</b>	<b>經常性公允價值計量</b>				
<b>Financial asset at FVOCI</b>	<b>按公允價值透過其他全面 收益列賬的金融資產</b>				
Unlisted preferred stock (Note 23)	非上市優先股(附註23)	-	-	3,899	3,899
		At 31st December 2021 於二零二一年十二月三十一日			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Recurring fair value measurement</b>	<b>經常性公允價值計量</b>				
<b>Financial asset at FVOCI</b>	<b>按公允價值透過其他全面 收益列賬的金融資產</b>				
Unlisted preferred stock (Note 23)	非上市優先股(附註23)	-	-	-	-

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

### 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued) 6. 財務風險管理及公允價值計量 (續)

#### (d) Fair value measurement (Continued)

##### (i) Fair value of financial assets and financial liabilities (Continued)

The following table gives information about the fair value determination of the financial asset at FVOCI.

	Valuation techniques 估值方法	Unobservable input 不可觀察輸入數據	Range 範圍
Investment in unlisted preferred stock measured at FVOCI	Equity value based on backsolve method with reference to recent market transaction price allocated to series A preferred stock	Weighted probability rate under qualified IPO scenario and liquidation scenario*	Weighted probability rate of 20% and 80%, respectively under qualified IPO scenario and liquidation scenario*
按公允價值透過其他全面收益列賬而計量之非上市優先股投資	基於倒推法，參考分配至A輪系列優先股的近期市場交易價計算的權益價值	合資格首次公开发售情景及清盤情景項下之加權概率*	合資格首次公开发售情景及清盤情景項下之加權概率分別為20%及80%*
		Volatility 波幅	32.91%
		Risk-free rate 無風險利率	4.15%

\* Qualified IPO scenario represents the circumstances in which the preferred stock converted to common shares and are available to sell to the public.

An increase/decrease in weighted probability rate used under liquidation scenario would result in an increase/decrease in fair value. An increase/decrease in weighted probability rate used under qualified IPO scenario would result in a decrease/increase in fair value.

An increase/decrease in volatility would result in a decrease/increase in fair value. An increase/decrease in risk-free rate would result in a decrease/increase in fair value.

#### (d) 公允價值計量 (續)

##### (i) 金融資產及金融負債之公允價值 (續)

下表呈列釐定按公允價值透過其他全面收益列賬之金融資產之公允價值之資料。

	Unobservable input 不可觀察輸入數據	Range 範圍
	Weighted probability rate under qualified IPO scenario and liquidation scenario*	Weighted probability rate of 20% and 80%, respectively under qualified IPO scenario and liquidation scenario*
	合資格首次公开发售情景及清盤情景項下之加權概率*	合資格首次公开发售情景及清盤情景項下之加權概率分別為20%及80%*
	Volatility 波幅	32.91%
	Risk-free rate 無風險利率	4.15%

\* 合資格首次公开发售情景指優先股獲兌換成普通股及可供向公眾發售之情況。

清盤情景項下之所用加權概率增加/減少將導致公允價值增加/減少。合資格首次公开发售情景項下之所用加權概率增加/減少將導致公允價值減少/增加。

波幅增加/減少將導致公允價值減少/增加。無風險利率增加/減少將導致公允價值減少/增加。



## 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued) 6. 財務風險管理及公允價值計量 (續)

### (d) Fair value measurement (Continued)

#### (i) Fair value of financial assets and financial liabilities (Continued)

The reconciliation of the carrying amounts of the Group's financial assets classified within level 3 of the fair value hierarchy is as follow:

		Financial asset at FVOCI 按公允價值透過其他全而收益列賬 之金融資產 HK\$'000 千港元
At 1st January 2022	於二零二二年一月一日	-
Additions	增加	3,925
Exchange realignment	匯兌調整	(26)
<b>At 31st December 2022</b>	<b>於二零二二年十二月三十一日</b>	<b>3,899</b>

During the year ended 31st December 2022, there were no transfers between Level 1, 2 and 3 (2021: Nil).

The directors consider that the carrying amounts of other financial assets and financial liabilities in the consolidated financial statements approximate their fair values.

### (d) 公允價值計量 (續)

#### (i) 金融資產及金融負債之公允價值 (續)

於公允價值層次第三層內分類的本集團金融資產賬面值對賬如下：

	Financial asset at FVOCI 按公允價值透過其他全而收益列賬 之金融資產 HK\$'000 千港元
At 1st January 2022	-
Additions	3,925
Exchange realignment	(26)
<b>At 31st December 2022</b>	<b>3,899</b>

於截至二零二二年十二月三十一日止年度，第一層、第二層及第三層之間並無轉撥(二零二一年：無)。

董事認為於綜合財務狀況表內，其他金融資產及金融負債之賬面值近似公允價值。

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### 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

#### (d) Fair value measurement (Continued)

##### (ii) Fair value of non-financial assets

The following table presents the Group's properties measured at fair value on a recurring basis categorised into the three level fair value hierarchies:

		At 31st December 2022 於二零二二年十二月三十一日			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Recurring fair value measurement 經常性公允價值計量</b>					
Investment properties (Note 20)	投資物業(附註20)	-	-	52,000	52,000
Land and buildings (Note 19)	土地及樓宇(附註19)	-	-	319,075	319,075
		-	-	371,075	371,075
		At 31st December 2021 於二零二一年十二月三十一日			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Recurring fair value measurement 經常性公允價值計量</b>					
Investment properties (Note 20)	投資物業(附註20)	-	-	54,300	54,300
Land and buildings (Note 19)	土地及樓宇(附註19)	-	-	281,700	281,700
		-	-	336,000	336,000

The Group's investment properties and land and buildings were stated at valuations made at 31st December 2022 and 2021 by an independent professional valuer at market value basis which is determined by reference to market evidence of recent transactions for similar properties.

The Group's management reviews the valuation performed by the independent valuer for the financial reporting purposes. Discussion of valuation processes and results are held at least once every year, which is in line with the Group's annual reporting date.

### 6. 財務風險管理及公允價值計量(續)

#### (d) 公允價值計量(續)

##### (ii) 非金融資產公允價值

下表呈列本集團按經常性基準以公允價值計量之物業，歸類於公允價值的三個層次：

		At 31st December 2022 於二零二二年十二月三十一日			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Recurring fair value measurement 經常性公允價值計量</b>					
Investment properties (Note 20)	投資物業(附註20)	-	-	52,000	52,000
Land and buildings (Note 19)	土地及樓宇(附註19)	-	-	319,075	319,075
		-	-	371,075	371,075
		At 31st December 2021 於二零二一年十二月三十一日			
		Level 1 第一層 HK\$'000 千港元	Level 2 第二層 HK\$'000 千港元	Level 3 第三層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Recurring fair value measurement 經常性公允價值計量</b>					
Investment properties (Note 20)	投資物業(附註20)	-	-	54,300	54,300
Land and buildings (Note 19)	土地及樓宇(附註19)	-	-	281,700	281,700
		-	-	336,000	336,000

本集團之投資物業及土地及樓宇乃按於二零二二及二零二一年十二月三十一日由獨立專業估值師參考市場上同類物業近期交易之資料後，按同類物業最近交易市值基準進行重估後列賬。

本集團管理層審閱由獨立估值師進行之估值以作財務申報用途。估值過程之討論及結果最少於每年進行一次，與本集團之年度申報日一致。

## 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued) 6. 財務風險管理及公允價值計量 (續)

### (d) Fair value measurement (Continued)

#### (ii) Fair value of non-financial assets (Continued)

The valuation technique and significant unobservable inputs of the fair value of investment properties and land and buildings are as follows:

	Valuation techniques 估值方式	Unobservable input 不可觀察輸入數據	Range 數據幅度
Investment properties – Hong Kong 投資物業 – 香港	Market comparison approach 市場比較法	Discount on quality of the buildings 樓宇質量折讓	9% to 16% (2021: 9% to 12%) 9% 至 16% (二零二一年: 9% 至 12%)
Land and buildings – Hong Kong 土地及樓宇 – 香港	Market comparison approach 市場比較法	Discount on quality of the buildings 樓宇質量折讓	9% to 16% (2021: 9% to 12%) 9% 至 16% (二零二一年: 9% 至 12%)
Land and buildings – The PRC 土地及樓宇 – 中國	Market comparison approach 市場比較法	Premium on quality of the buildings 樓宇質量溢價	3% (2021: N/A) 3% (二零二一年: 不適用)

The fair value of investment properties and land and buildings located in Hong Kong and the PRC are determined using market comparison approach by reference to recent sales price of comparable properties on a price per square foot basis, adjusted for a discount specific to the quality of the Group's buildings compared to the recent sales of similar properties. Higher discount on quality of the buildings will result in a lower fair value measurement.

### (d) 公允價值計量 (續)

#### (ii) 非金融資產公允價值 (續)

投資物業及土地及樓宇公允價值的估值方式及重要不可觀察輸入數據如下：

位於香港及中國之投資物業及土地及樓宇之公允價值乃使用市場比較法參考公開可得最近可比較物業每平方尺之銷售價格而釐定，並按本集團物業質量作出調整。物業質量的較高折讓，可導致較低的公允價值計量。

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

### 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

#### (d) Fair value measurement (Continued)

##### (ii) Fair value of non-financial assets (Continued)

The reconciliation of the carrying amounts of the Group's investment properties and land and buildings classified within level 3 of the fair value hierarchy is as follows:

		Investment properties 投資物業 HK\$'000 千港元	Land and buildings 土地及樓宇 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st January 2021	於二零二一年一月一日	54,300	281,700	336,000
Depreciation charge	折舊	–	(10,630)	(10,630)
Revaluation surplus	重估盈餘	–	10,630	10,630
<b>At 31st December 2021 and 1st January 2022</b>	<b>於二零二一年十二月三十一日 及二零二二年一月一日</b>	<b>54,300</b>	<b>281,700</b>	<b>336,000</b>
Addition	添置	–	<b>49,175</b>	<b>49,175</b>
Depreciation charge	折舊	–	<b>(11,047)</b>	<b>(11,047)</b>
Fair value loss	公允價值虧損	<b>(2,300)</b>	–	<b>(2,300)</b>
Revaluation loss	重估虧損	–	<b>(753)</b>	<b>(753)</b>
<b>At 31st December 2022</b>	<b>於二零二二年十二月三十一日</b>	<b>52,000</b>	<b>319,075</b>	<b>371,075</b>

Fair value loss of investment properties is recognised under line item "fair value loss on investment properties" in the consolidated statement of profit or loss.

Revaluation (loss)/surplus of land and buildings are recognised under line item "revaluation (loss)/surplus of land and buildings" in the consolidated statement of comprehensive income and included under "property revaluation reserve".

During the year ended 31st December 2022, there were no transfers between Level 1, 2 and 3 (2021: Nil).

### 6. 財務風險管理及公允價值計量 (續)

#### (d) 公允價值計量 (續)

##### (ii) 非金融資產公允價值 (續)

於公允價值層次第三層內分類的本集團投資物業及土地及樓宇賬面值對賬如下：

投資物業的公允價值虧損於綜合損益表上的「投資物業之公允價值虧損」項目中確認。

土地及樓宇之重估(虧損)/盈餘於綜合全面收益表上的「物業重估(虧損)/盈餘儲備」項目中確認。

於截至二零二二年十二月三十一日止年度，第一層、第二層及第三層之間並無轉撥(二零二一年：無)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 7. REVENUE AND SEGMENT INFORMATION

The Group's revenue is analysed as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Sales of goods	銷售貨品	1,090,786	1,051,860
Revenue from service contracts	來自服務合約之收入	1,124,700	997,760
		<b>2,215,486</b>	<b>2,049,620</b>

The executive directors have been identified as the chief operating decision maker. The executive directors have reviewed the Group's internal reporting in order to assess the performance and allocate resources. The executive directors have determined the operating segments based on the Group's internal reporting.

The Group is currently organised into two (2021: two) operating divisions – Information Technology Products (“IT Products”) and Information Technology Services (“IT Services”). These divisions are the basis on which the Group reports its primary segment information to the chief operating decision maker. The business nature of each segment is disclosed as follows:

#### IT Products

Being the business of information technology in supplying of information technology and associated products.

#### IT Services

Being the business of information technology in providing systems integration, software and consulting services, engineering support for products and solutions and managed services.

Segment information about these businesses is presented below:

#### Year ended 31st December 2022

		IT Products 資訊科技產品 HK\$'000 千港元	IT Services 資訊科技服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶之收入	1,090,786	1,124,700	2,215,486
Intersegment revenue	分部間收入	2,433	21,695	24,128
Segment revenue	分部收入	1,093,219	1,146,395	2,239,614
Reportable segment profit	可報告分部溢利	101,600	77,818	179,418
Segment depreciation	分部折舊	3,432	13,531	16,963
Additions to property, plant and equipment *	添置物業、 廠房及設備 *	61	4,314	4,375

\* Additions to property, plant and equipment of HK\$55,085,000 were related to unallocated assets.

本集團的收入分析如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Sales of goods	1,090,786	1,051,860
Revenue from service contracts	1,124,700	997,760
	<b>2,215,486</b>	<b>2,049,620</b>

執行董事已被確認為主要經營決策者。執行董事審閱本集團的內部匯報以便評估業績及分配資源。執行董事根據本集團之內部匯報釐定經營分部。

本集團由兩個(二零二一年：兩個)經營部門組成 – 資訊科技產品(「資訊科技產品」)及資訊科技服務(「資訊科技服務」)。上述部門是本集團呈報其主要分部資料予主要營運決策者之基準。各個分部之業務性質披露如下：

#### 資訊科技產品

即供應資訊科技產品及相關產品之資訊科技業務。

#### 資訊科技服務

即提供系統集成、軟件及顧問服務、產品及解決方案之工程支援及管理服務之資訊科技業務。

該等業務之分部資料呈列如下：

#### 截至二零二二年十二月三十一日止年度

	IT Products 資訊科技產品 HK\$'000 千港元	IT Services 資訊科技服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	1,090,786	1,124,700	2,215,486
Intersegment revenue	2,433	21,695	24,128
Segment revenue	1,093,219	1,146,395	2,239,614
Reportable segment profit	101,600	77,818	179,418
Segment depreciation	3,432	13,531	16,963
Additions to property, plant and equipment *	61	4,314	4,375

\* 包括於未分配資產之添置物業、廠房及設備為55,085,000港元。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. REVENUE AND SEGMENT INFORMATION 7. 收入及分部資料(續)

(Continued)

Year ended 31st December 2021

截至二零二一年十二月三十一日止年度

		IT Products 資訊科技產品 HK\$'000 千港元	IT Services 資訊科技服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue from external customers	來自外部客戶之收入	1,051,860	997,760	2,049,620
Intersegment revenue	分部間收入	2,474	18,875	21,349
Segment revenue	分部收入	1,054,334	1,016,635	2,070,969
Reportable segment profit	可報告分部溢利	91,782	45,838	137,620
Segment depreciation	分部折舊	2,514	10,059	12,573
Additions to property, plant and equipment *	添置物業、 廠房及設備 *	135	6,811	6,946

\* Additions to property, plant and equipment of HK\$14,542,000 were related to unallocated assets.

\* 包括於未分配資產之添置物業、廠房及設備為14,542,000港元。

The Group's assets and liabilities by reportable segments as at reporting dates are presented below:

本集團於期末日按可報告分部劃分之資產與負債呈列如下：

As at 31st December 2022

於二零二二年十二月三十一日

		IT Products 資訊科技產品 HK\$'000 千港元	IT Services 資訊科技服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment assets	可報告分部資產	467,958	398,915	866,873
Reportable segment liabilities	可報告分部負債	378,680	226,424	605,104

As at 31st December 2021

於二零二一年十二月三十一日

		IT Products 資訊科技產品 HK\$'000 千港元	IT Services 資訊科技服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment assets	可報告分部資產	376,687	329,333	706,020
Reportable segment liabilities	可報告分部負債	306,208	194,421	500,629

## 7. REVENUE AND SEGMENT INFORMATION 7. 收入及分部資料 (續)

(Continued)

### (a) Segment accounting policies

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3(d). Performance is measured based on segment profit that is used by the chief operating decision maker for the purposes of resource allocation and assessment of segment performance. Income tax expense is not allocated to reportable segments.

The revenue, profit or loss, assets and liabilities of the Group are allocated based on the operations of the segments.

Reportable segment profit is profit before income tax, excluding unallocated other income, unallocated other gain/loss, net, share of results of associates, unallocated depreciation for property, plant and equipment that are used for all segments, fair value loss on investment properties, finance costs and unallocated corporate expenses (mainly include staff costs and other general administrative expenses) of the head office.

Reportable segment assets exclude interests in associates, deferred income tax assets, tax recoverable, bank balances and cash and unallocated corporate assets (mainly include property, plant and equipment and investment properties that are used by all segments, prepayments, deposits, other receivables and financial asset at FVOCI).

Reportable segment liabilities exclude current income tax liabilities, deferred income tax liabilities and unallocated corporate liabilities, which mainly include lease liabilities, accrued charges of the head office and bank borrowings.

### (b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities

Reportable segment revenue, profit or loss, assets and liabilities are reconciled to results and total assets and total liabilities of the Group as follows:

Revenue	收入	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Reportable segment revenue	可報告分部收入	2,239,614	2,070,969
Elimination of intersegment revenue	撇銷分部間收入	(24,128)	(21,349)
Revenue per consolidated statement of profit or loss	於綜合損益表列報的收入	2,215,486	2,049,620

### (a) 分部會計政策

可報告分部所採用的會計政策乃與附註3(d)所述本集團的會計政策相同。表現乃根據主要經營決策者用於分配資源及評估分部表現的分部溢利計算。所得稅開支不會分配至可報告分部。

本集團的收入、損益、資產及負債乃按分部的業務基準分配。

可報告分部的溢利為除所得稅前溢利，不包括未分配其他收入、未分配其他淨收益／虧損、應佔聯營公司業績、於所有分部使用之物業、廠房及設備之未分配折舊、重估投資物業之公允價值虧損、財務成本及總辦事處之未分配公司開支（主要包括員工成本及其他一般行政費用）。

可報告分部的資產不包括聯營公司權益、遞延所得稅資產、可收回稅項、銀行存款及現金及未分配公司資產（主要包括所有分部使用之物業、廠房及設備以及投資物業、預付款項、按金、其他應收款項及按公允價值透過其他全面收益列賬的金融資產）。

可報告分部的負債不包括即期所得稅負債、遞延所得稅負債及未分配公司負債（主要包括租賃負債、總辦事處之應計費用及銀行借貸）。

### (b) 可報告之分部收入、損益、資產及負債的對賬

可報告之分部收入、損益、資產及負債與本集團之業績及總資產及總負債對賬如下：

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. REVENUE AND SEGMENT INFORMATION 7. 收入及分部資料(續)

(Continued)

#### (b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities (Continued)

Intersegment revenue is charged at cost plus a percentage of profit mark-up.

#### (b) 可報告之分部收入、損益、資產及負債的對賬(續)

分部間收入按成本加成利潤收取。

Profit or loss	損益	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Reportable segment profit	可報告分部溢利	179,418	137,620
Unallocated amounts:	未分配款項：		
Unallocated other income	未分配其他收入	4,046	3,337
Unallocated other gain/(loss), net	未分配其他淨收益／(虧損)	61,467	(20,838)
Fair value loss on investment properties	重估投資物業之公允價值虧損	(2,300)	–
Unallocated depreciation	未分配折舊	(7,709)	(10,940)
Share of results of associates	應佔聯營公司業績	(62,196)	(30,427)
Finance costs	財務成本	(3,545)	(3,956)
Unallocated corporate expenses	未分配公司開支	(49,795)	(44,887)
Profit before income tax per consolidated statement of profit or loss	於綜合損益表列報的 除所得稅前溢利	119,386	29,909
Assets	資產	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Reportable segment assets	可報告分部資產	866,873	706,020
Unallocated assets:	未分配資產：		
Interests in associates	聯營公司權益	1,192,897	1,191,768
Deferred income tax assets	遞延所得稅資產	1,213	1,293
Tax recoverable	可收回稅項	14,242	12,415
Bank balances and cash	銀行存款及現金	547,635	603,947
Unallocated corporate assets	未分配公司資產	409,423	371,234
Total assets per consolidated statement of financial position	於綜合財務狀況表列報的 資產總額	3,032,283	2,886,677



## 7. REVENUE AND SEGMENT INFORMATION 7. 收入及分部資料 (續)

(Continued)

### (b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities (Continued)

Liabilities	負債	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Reportable segment liabilities	可報告分部負債	605,104	500,629
Unallocated liabilities:	未分配負債：		
Current income tax liabilities	即期所得稅負債	7,724	2,768
Deferred income tax liabilities	遞延所得稅負債	169,423	169,209
Unallocated corporate liabilities	未分配公司負債	190,213	223,746
Total liabilities per consolidated statement of financial position	於綜合財務狀況表列報的負債總額	972,464	896,352

The following table sets out information about the geographical segment location of the Group's revenue from external customers and its non-current assets (other than financial instruments and deferred income tax assets). The geographical location of customers is based on the location at which the services were provided or the goods were delivered. The geographical location of the specified non-current assets is based on the physical location of the asset in the case of property, plant and equipment and investment properties, the location of the operations to which they are allocated in the case of intangible assets, and the location of operations in case of interests in associates.

下表載列有關本集團來自外部客戶之收入及非流動資產(金融工具及遞延所得稅資產除外)之地區位置分部。客戶之地區位置乃基於向其提供服務或售出貨物之所在地。就專有非流動資產之地區位置而言，物業、廠房及設備及投資物業乃根據該資產之實物之所在地、無形資產則指其被分配業務之所在地、而聯營公司權益則指其業務所在地。

Place of domicile	所在地	Revenue from external customers		Specific non-current assets	
		來自外部客戶之收入		專有非流動資產	
		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
Hong Kong	香港	2,117,204	1,948,100	335,461	355,246
US	美國	–	–	1,172,146	1,172,303
Singapore	新加坡	–	–	19,952	18,736
Mainland China	中國內地	4,154	3,531	52,545	4,816
Macau	澳門	29,917	37,841	3,688	1,183
Thailand	泰國	47,529	42,948	333	124
Taiwan	台灣	16,682	17,200	529	79
		2,215,486	2,049,620	1,584,654	1,552,487

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

## 7. REVENUE AND SEGMENT INFORMATION 7. 收入及分部資料(續)

(Continued)

### (b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities (Continued)

#### Information about major customers

The Group has one (2021: one) customer with whom transaction exceeded 10% of the Group's revenue amounted to approximately HK\$377,407,000 (2021: HK\$294,697,000) during the year ended 31st December 2022. The revenue attributable to IT Products segment and IT Services segment amounted to approximately HK\$220,549,000 (2021: HK\$169,058,000) and HK\$156,858,000 (2021: HK\$125,639,000) respectively during the year ended 31st December 2022.

### (c) Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of goods and services over time and at a point in time, details of the Group's timing revenue recognition during the years ended 31st December 2022 and 2021 were as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>Timing of revenue recognition</b>	<b>收入確認時點</b>		
At a point in time	某一時間點	<b>1,256,420</b>	1,196,861
Over time	一段時間	<b>959,066</b>	852,759
Revenue from external customers	來自外部客戶之收入	<b>2,215,486</b>	2,049,620

Revenue relates to performance obligation that are unsatisfied as at 31st December 2022 amounted to HK\$1,395,613,000 (2021: HK\$1,214,337,000) are expected to be recognised within one to five years.

### (b) 可報告之分部收入、損益、資產及負債的對賬(續)

#### 主要客戶資料

截至二零二二年十二月三十一日止年度，本集團有一位(二零二一年：一位)客戶的交易額超過本集團之業務收入的10%金額約為377,407,000港元(二零二一年：294,697,000港元)。截至二零二二年十二月三十一日止年度，歸屬於資訊科技產品分部及資訊科技服務分部的收入分別約為220,549,000港元(二零二一年：169,058,000港元)及156,858,000港元(二零二一年：125,639,000港元)。

### (c) 來自客戶合約之收入分類

本集團於一段時間或某一時間點轉移產品或服務以衍生收入，本集團截至二零二二年及二零二一年十二月三十一日止年度之收入確認時點如下：

於二零二二年十二月三十一日，未完成履約責任之收入為1,395,613,000港元(二零二一年：1,214,337,000港元)並預計於一至五年內確認。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 8. OTHER INCOME

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interest on bank deposits	銀行存款利息	398	43
Rental income from investment properties (Note 20)	來自投資物業之租金收入 (附註20)	2,751	2,425
Others	其他	1,278	1,116
		<b>4,427</b>	<b>3,584</b>

### 8. 其他收入

### 9. OTHER GAIN/(LOSS), NET

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	-	98
Gain on additional interest in an associate	聯營公司額外權益產生之收益	-	25,909
Gain on disposal of partial interest in an associate	出售聯營公司部分權益之收益	-	129,617
Exchange (loss)/gain, net	匯兌(虧損)/收益之淨值	<b>(2,460)</b>	9
Net gain/(loss) on deemed disposal of partial interest in an associate (Note 22)	視作出售聯營公司部分權益之淨收益/(虧損) (附註22)	<b>64,063</b>	(176,471)
Others	其他	<b>(136)</b>	-
		<b>61,467</b>	(20,838)

### 9. 其他淨收益/(虧損)

### 10. FINANCE INCOME

Finance income represents accretion of discount recognised upon initial recognition of finance lease receivables to their fair values.

### 11. FINANCE COSTS

### 10. 財務收入

財務收入指初步按其公允價值確認應收融資租賃款項後確認的貼現增加。

### 11. 財務成本

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Finance charges on lease liabilities	租賃負債之財務費用	387	530
Interest on bank borrowings	銀行借貸利息	3,158	3,426
		<b>3,545</b>	<b>3,956</b>

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 12. PROFIT BEFORE INCOME TAX

### 12. 除所得稅前溢利

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit before income tax is arrived at after charging/(crediting):	除所得稅前溢利乃經扣除／(計入)下列各項：		
Auditors' remuneration:	核數師酬金：		
Audit services	核數服務		
– Current year	– 本年度	2,183	2,172
– Over-provision in respect of prior year	– 過往年度超額撥備	(120)	(32)
Non-audit services	非核數服務	950	1,601
Depreciation:	折舊：		
– Property, plant and equipment – owned assets (Note 19)	– 物業、廠房及設備 – 擁有資產 (附註19)	17,844	16,708
– Property, plant and equipment – right-of-use assets (Note 19)	– 物業、廠房及設備 – 使用權資產 (附註19)	6,828	6,805
Professional fee related to partial disposal of an associate	出售聯營公司部分權益相關的交易開支	–	1,640
Lease charges:	租賃租金：		
– Short term leases	– 短期租賃	2,008	1,236
ECL allowance of trade receivables (Note 26)	應收貿易款項之預期信貸虧損撥備 (附註26)	1,207	3,768
Reversal of ECL allowance of trade receivables (Note 26)	應收貿易款項之預期信貸虧損撥備撥回 (附註26)	(396)	(2,934)
ECL allowance of contract assets	合約資產之預期信貸虧損撥備	–	847
(Reversal of provision for)/provision for obsolete inventories, net	陳舊存貨(撥備撥回)／撥備淨額	(48)	63
Write off of inventories	存貨撇銷	64	74

### 13. EMPLOYEE BENEFIT EXPENSES (EXCLUDING DIRECTORS' EMOLUMENTS)

### 13. 僱員福利開支(不包括董事酬金)

		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 (Note (a))	薪金及其他福利(附註(a))	483,218	418,118
Performance related incentive bonus	表現有關之獎勵花紅	77,212	63,177
Equity-settled share-based payment expenses	以股份為基礎支付之開支	47	241
Retirement benefit scheme contributions (Note (b))	退休福利計劃供款(附註(b))	18,715	15,534
		<b>579,192</b>	<b>497,070</b>

### 13. EMPLOYEE BENEFIT EXPENSES (EXCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

Note:

- (a) During the year ended 31st December 2022, the Group received government grant of HK\$19,662,000 (2021: Nil) from the Employment Support Scheme ("ESS"), which aims to retain employment and combat COVID-19, under the Anti-epidemic Fund, set up by the Government of the Hong Kong Special Administrative Region. The purpose of the funding is to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group is required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the employees.

During the year ended 31st December 2022, the Group received government grants amounting to HK\$220,000 (2021: HK\$524,000) from government authorities in Mainland China, Macau and Taiwan for supporting the Group's foreign operations.

- (b) During the years ended 31st December 2022 and 2021, there were no contributions forfeited by the Group on behalf of its employees who left the plan prior to vesting fully in such contribution, nor had there been any utilisation of such forfeited contributions to reduce future contributions. As at 31st December 2022 and 2021, no forfeited contributions were available for utilisation by the Group to reduce the existing level of contribution.

### 13. 僱員福利開支(不包括董事 酬金)(續)

附註：

- (a) 截至二零二二年十二月三十一日止年度，本集團自香港政府設立之保就業計劃中獲得了19,662,000港元(二零二一年：無)之資金支持，旨在保住就業和抗擊2019冠狀病毒病。資金之目的乃為企業提供財務支持，以保留可能會被裁員之員工。根據補助之條款，本集團被要求在補貼期間不進行裁員，並將所有資金用於支付員工工資。

截至二零二二年十二月三十一日止年度，本集團亦獲得中國內地、澳門及台灣政府部門政府補助220,000港元(二零二一年：524,000港元)，以支持本集團的國外業務之營運。

- (b) 截至二零二二年十二月三十一日和二零二一年十二月三十一日止年度，本集團沒有代表在完全歸屬於該供款之前退出計劃的僱員沒收供款，也沒有使用該等沒收供款來減少未來供款。於二零二二年十二月三十一日和二零二一年十二月三十一日，本集團無沒收供款可供使用以降低現有供款水平。

### 14. DIRECTORS' EMOLUMENTS

Directors' emoluments, disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

### 14. 董事酬金

根據上市規則、香港《公司條例》第383(1)條以及《公司(披露董事利益資料)規例》第2部披露的董事之酬金如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Fees	袍金	487	525
Other emoluments:	其他酬金：		
Salaries and other benefits	薪金及其他福利	3,867	2,755
Performance related incentive bonus	表現有關之獎勵花紅	8,319	7,710
Retirement benefit scheme contributions	退休福利計劃供款	18	18
Equity-settled share-based payment expenses	以股份為基礎支付之開支	6	41
		12,697	11,049

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 14. DIRECTORS' EMOLUMENTS (Continued)

The emoluments paid or payable to each of the six (2021: six) directors were as follows:

### 14. 董事酬金 (續)

本公司已付或應付六位(二零二一年: 六位)董事之酬金如下:

		Year ended 31st December 2022 截至二零二二年十二月三十一日止年度					
Name of director 董事名稱		Performance related incentive			Retirement benefit scheme	Equity-settled share-based payment	Total 總額
		Salaries and other benefits	bonus (Note a) 表現有關之獎勵花紅(附註 a)	contributions		以股份為基礎支付之開支	
		Fees 袍金	Salaries and other benefits 薪金及其他福利	bonus (Note a) 表現有關之獎勵花紅(附註 a)	Retirement benefit scheme 退休福利計劃供款	Equity-settled share-based payment 以股份為基礎支付之開支	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Executive directors</b>	<b>執行董事</b>						
Wang Weihang (Chairman)	王維航(主席)	23	1,167	1,810	–	–	3,000
Wang Yueou (Chief Executive Officer)	王粵鵬(行政總裁)	–	2,700	6,509	18	5	9,232
<b>Non-executive director</b>	<b>非執行董事</b>						
Cui Yong	崔勇	55	–	–	–	1	56
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Pan Xinrong	潘欣榮	134	–	–	–	–	134
Deng Jianxin	鄧建新	161	–	–	–	–	161
Or Siu Ching Rerina	柯小菁	114	–	–	–	–	114
		<b>487</b>	<b>3,867</b>	<b>8,319</b>	<b>18</b>	<b>6</b>	<b>12,697</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 14. DIRECTORS' EMOLUMENTS (Continued)

### 14. 董事酬金 (續)

Year ended 31st December 2021

截至二零二一年十二月三十一日止年度

Name of director	董事名稱	Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及其他福利 HK\$'000 千港元	Performance related incentive	Retirement benefit	Equity-settled share-based payment	Total 總額 HK\$'000 千港元
				bonus (Note a) 表現有關之獎勵花紅 (附註 a) HK\$'000 千港元	scheme contributions 退休福利計劃供款 HK\$'000 千港元	expenses 以股份為基礎支付之開支 HK\$'000 千港元	
<b>Executive directors</b>		<b>執行董事</b>					
Wang Weihang (Chairman)	王維航(主席)	55	–	–	–	–	55
Wang Yueou (Chief Executive Officer)	王粵鷗(行政總裁)	–	2,755	7,710	18	32	10,515
<b>Non-executive director</b>		<b>非執行董事</b>					
Cui Yong	崔勇	55	–	–	–	9	64
<b>Independent non-executive directors</b>		<b>獨立非執行董事</b>					
Pan Xinrong	潘欣榮	147	–	–	–	–	147
Deng Jianxin	鄧建新	147	–	–	–	–	147
Or Siu Ching Rerina	柯小菁	121	–	–	–	–	121
		525	2,755	7,710	18	41	11,049

Note:

(a) The performance related incentive bonus are determined as a percentage of profit for the year of the Group.

During the year ended 31st December 2022, no remuneration has been paid by the Group to the directors as an inducement to join or upon joining the Group and no directors have waived any remuneration (2021: Nil).

附註：

(a) 表現有關之獎勵花紅乃按本集團年度溢利釐定。

截至二零二二年十二月三十一日止年度，本集團並無為使董事加入本集團而支付之酬金，並沒有董事放棄任何酬金(二零二一年：無)。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 15. FIVE HIGHEST PAID INDIVIDUALS EMOLUMENTS

The five highest paid individuals in the Group for the year included one (2021: one) director, details of whose emoluments are set out in Note 14 above. The emoluments of the remaining four (2021: four) highest paid individuals for the year were as follows:

		<b>2022</b> 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	5,407	5,945
Performance related incentive bonus	表現有關之獎勵花紅	20,038	20,111
Retirement benefit scheme contributions	退休福利計劃供款	201	198
Equity-settled share-based payment expenses	以股份為基礎支付之開支	6	41
		<b>25,652</b>	26,295

Their emoluments were within the following bands:

彼等之酬金介乎下列範圍：

		Number of individuals 按人數	
		<b>2022</b> 二零二二年	2021 二零二一年
HK\$4,000,001 to HK\$4,500,000	4,000,001 港元至 4,500,000 港元	–	1
HK\$5,000,001 to HK\$5,500,000	5,000,001 港元至 5,500,000 港元	1	–
HK\$5,500,001 to HK\$6,000,000	5,500,001 港元至 6,000,000 港元	1	–
HK\$7,000,001 to HK\$7,500,000	7,000,001 港元至 7,500,000 港元	1	2
HK\$7,500,001 to HK\$8,000,000	7,500,001 港元至 8,000,000 港元	1	1



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 16. INCOME TAX EXPENSE

### 16. 所得稅開支

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current taxation:	即期稅項：		
Hong Kong profits tax (Note (i))	香港利得稅(附註(i))	17,943	14,814
Overseas taxation (Note (ii))	海外稅項(附註(ii))	1,417	11,879
Overseas withholding tax (Note (iii))	海外預扣稅(附註(iii))	-	1,745
Overprovision in respect of prior years:	過往年度超額撥備：		
Hong Kong profits tax	香港利得稅	(63)	(196)
Overseas taxation	海外稅項	(1,939)	(126)
		<b>17,358</b>	<b>28,116</b>
Deferred taxation (Note 36):	遞延稅項(附註36)：		
Current year	本年度	443	(2,339)
Income tax expense	所得稅開支	<b>17,801</b>	<b>25,777</b>

Notes:

- (i) Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying entities will be taxed at 8.25%, and the profits above HK\$2 million will be taxed at 16.5%. The profits of entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at 16.5%. For the years ended 31st December 2022 and 2021, Hong Kong profits tax of a subsidiary of the Company is calculated in accordance with the two-tiered profits tax rates regime.
- (ii) Taxation on overseas profit has been calculated on the assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.
- (iii) Pursuant to the US Foreign Account Tax Compliance Act, a tax law enacted in the US, a 30% withholding tax is levied on interest income received by a non-US resident from a US resident. The Group is liable to withholding tax on the interest income received in cash by non-US subsidiaries from the US subsidiary during the year ended 31st December 2021.

附註：

- (i) 根據兩級制利得稅稅率制度，合資格集團實體的首2百萬港元溢利將按8.25%徵稅，而超過2百萬港元的溢利則須按16.5%徵稅。不符合兩級制利得稅稅率制度的集團實體將繼續按16.5%的固定稅率徵稅。截至二零二二年及二零二一年十二月三十一日止年度，本公司之一家附屬公司之香港利得稅已根據兩級制利得稅稅率制度計算。
- (ii) 海外溢利稅項乃按本集團營運所在國家之現行稅率就年內應課稅溢利計算。
- (iii) 根據美國海外賬戶稅收合規法案，一條於美國制定之稅法，非美國居民從美國居民收取的利息收入會被徵收30%之預扣稅。本集團有責任就非美國附屬公司於截至二零二一年十二月三十一日止年度內從美國附屬公司收取利息之現金收入繳交預扣稅。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

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

## 16. INCOME TAX EXPENSE

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	119,386	29,909
Tax at Hong Kong profits tax rate of 16.5% (2021: 16.5%)	按香港利得稅稅率 16.5% 計算之稅項 (二零二一年：16.5%)	19,699	4,935
Tax effects of:	稅務影響：		
Expenses not deductible for tax purpose	在稅務方面不可扣減之支出	13,392	37,284
Income not taxable for tax purpose	在稅務方面不應課稅之收入	(14,353)	(13,415)
Effect of different tax rates of overseas operations	按海外營運所導致之不同稅率之影響	(41)	3,592
Effect of temporary differences not recognised	未確認之暫時差異之影響	675	-
Effect of two-tiered profits tax rate regime	兩級制利得稅稅率制度之影響	(165)	(165)
Utilisation of tax losses previously not recognised	運用先前未確認之稅項虧損	(161)	(946)
Overprovision in prior years	過往年度超額撥備	(2,002)	(322)
Overseas withholding tax on interest income	利息收入之海外預扣稅	-	1,745
Others	其他	757	(6,931)
Income tax expense	所得稅開支	17,801	25,777

The weighted average applicable tax rate was 14.9% (2021: 86.2%).

## 16. 所得稅開支 (續)

本集團除所得稅前溢利之稅項與採用適用於合併實體溢利之加權平均稅率得出之理論金額之差異如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit before income tax	119,386	29,909
Tax at Hong Kong profits tax rate of 16.5% (2021: 16.5%)	19,699	4,935
Tax effects of:		
Expenses not deductible for tax purpose	13,392	37,284
Income not taxable for tax purpose	(14,353)	(13,415)
Effect of different tax rates of overseas operations	(41)	3,592
Effect of temporary differences not recognised	675	-
Effect of two-tiered profits tax rate regime	(165)	(165)
Utilisation of tax losses previously not recognised	(161)	(946)
Overprovision in prior years	(2,002)	(322)
Overseas withholding tax on interest income	-	1,745
Others	757	(6,931)
Income tax expense	17,801	25,777

加權平均適用稅率為 14.9% (二零二一年：86.2%)。

## 17. DIVIDENDS

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Dividend approved and paid:	批准及支付的股息：		
Final dividend in respect of the year ended 31st December 2021 of 3.0 HK cents (2021: in respect of the year ended 31st December 2020 of 3.0 HK cents) per share	截至二零二一年十二月三十一日止年度之末期股息為每股 3.0 港仙 (二零二一年：截至二零二零年十二月三十一日止年度為每股 3.0 港仙)	25,011	24,973
Special dividend of nil (2021: 24.0 HK cents per share)	特別股息 - 無 (二零二一年：每股 24.0 港仙)	-	200,006
		25,011	224,979
Dividends proposed:	擬派股息：		
Final dividend in respect of the year ended 31st December 2022 of 3.0 HK cents (2021: in respect of the year ended 31st December 2021 of 3.0 HK cents) per share (Note)	截至二零二二年十二月三十一日止年度之末期股息為每股 3.0 港仙 (二零二一年：截至二零二一年十二月三十一日止年度為每股 3.0 港仙)(附註)	25,011	25,008

The Directors have resolved to recommend the payment of a final dividend in respect of the year ended 31st December 2022 of 3.0 HK cents per share subject to the approval of shareholders at the forthcoming annual general meeting.

Note:

The proposed final dividend for the year ended 31st December 2022, as referred to above, is calculated on the basis of 833,696,492 (2021: 833,584,192) ordinary shares in issue as at 31st December 2022 and at a final dividend of 3.0 HK cents (2021: 3.0 HK cents) per share.

## 17. 股息

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Dividend approved and paid:		
Final dividend in respect of the year ended 31st December 2021 of 3.0 HK cents (2021: in respect of the year ended 31st December 2020 of 3.0 HK cents) per share	25,011	24,973
Special dividend of nil (2021: 24.0 HK cents per share)	-	200,006
	25,011	224,979
Dividends proposed:		
Final dividend in respect of the year ended 31st December 2022 of 3.0 HK cents (2021: in respect of the year ended 31st December 2021 of 3.0 HK cents) per share (Note)	25,011	25,008

董事已議決擬派付截至二零二二年十二月三十一日止年度每股 3.0 港仙之末期股息如上述決議於即將舉行之股東週年大會獲股東通過。

附註：

上述截至二零二二年十二月三十一日止年度之擬派末期股息是按於二零二二年十二月三十一日已發行之 833,696,492 (二零二一年：833,584,192) 股普通股及每股 3.0 港仙 (二零二一年：每股 3.0 港仙) 之末期股息計算。

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## 綜合財務報表附註

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

### 18. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of the basic and diluted earnings per share attributable to equity holders of the Company is based on the following data:

### 18. 本公司股本持有人應佔每股盈利

本公司股本持有人應佔每股基本及攤薄盈利乃按下列數據計算：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit attributable to equity holders of the Company for basic and diluted earnings per share	用以計算每股基本及攤薄盈利之本公司股本持有人應佔溢利	<b>101,585</b>	4,132
		Number of shares 股份數目	
		2022 二零二二年 '000 千股	2021 二零二一年 '000 千股
Weighted average number of ordinary shares for basic earnings per share (Note (i))	用以計算每股基本盈利之普通股加權平均數(附註(i))	<b>833,671</b>	832,673
Effect of dilutive potential ordinary shares – Share options (Note (ii))	具攤薄效應之潛在普通股之影響 – 購股權(附註(ii))	<b>346</b>	6,238
Weighted average number of ordinary shares for diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	<b>834,017</b>	838,911
		2022 二零二二年 HK cents 港仙	2021 二零二一年 HK cents 港仙
Earnings per share	每股盈利		
– Basic	– 基本	<b>12.19</b>	0.50
– Diluted	– 攤薄	<b>12.18</b>	0.49

Notes:

(i) The 833,671,000 ordinary shares are derived from the weighted average number of ordinary shares in issue during year ended 31st December 2022.

The 832,673,000 ordinary shares are derived from the weighted average number of ordinary shares in issue during year ended 31st December 2021.

(ii) The calculation of the diluted earnings per share for the years ended 31st December 2021 and 2022 assumed the exercise of the share options of the Company granted in 2012 and 2017 but has not taken into account the effect of the dilutive instruments issued by the Group's associates as they are considered as anti-dilutive.

附註：

(i) 普通股833,671,000股來自於截至二零二二年十二月三十一日止年度期間已發行普通股的加權平均數。

普通股832,673,000股來自於截至二零二一年十二月三十一日止年度期間已發行普通股的加權平均數。

(ii) 截至二零二一年及二零二二年十二月三十一日止年度之每股攤薄盈利乃假設本公司於二零一二年及二零一七年授出之購股權已獲行使，但並未包括本集團聯營公司發行之具攤薄作用的工具影響，因為它們被視為具有反攤薄作用。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 19. PROPERTY, PLANT AND EQUIPMENT

### 19. 物業、廠房及設備

		Land and buildings 土地及樓宇 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Computer and office equipment 電腦及辦公室設備 HK\$'000 千港元	Right-of-use assets 使用權資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 1st January 2021</b>	於二零二一年一月一日						
Cost or valuation	成本或估值	281,700	27,128	1,779	124,151	20,179	454,937
Accumulated depreciation	累計折舊	-	(25,563)	(1,779)	(116,053)	(13,831)	(157,226)
Net book amount	賬面淨值	281,700	1,565	-	8,098	6,348	297,711
<b>Year ended 31st December 2021</b>	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	281,700	1,565	-	8,098	6,348	297,711
Additions	添置	-	2,728	-	6,615	5,739	15,082
Reassessment of lease term	重新計量的租賃期	-	-	-	-	6,406	6,406
Disposal	出售	-	-	-	(3)	-	(3)
Depreciation	折舊	(10,630)	(953)	-	(5,125)	(6,805)	(23,513)
Exchange realignment	匯兌調整	-	7	-	29	70	106
Revaluation surplus	重估盈餘	10,630	-	-	-	-	10,630
Closing net book amount	期末賬面淨值	281,700	3,347	-	9,614	11,758	306,419
<b>At 31st December 2021</b>	於二零二一年十二月三十一日						
Cost or valuation	成本或估值	281,700	29,812	1,754	125,964	32,424	471,654
Accumulated depreciation	累計折舊	-	(26,465)	(1,754)	(116,350)	(20,666)	(165,235)
Net book amount	賬面淨值	281,700	3,347	-	9,614	11,758	306,419
<b>Comprising:</b>	<b>包括</b>						
At cost	成本	-	29,812	1,754	125,964	32,424	189,954
At valuation	估值	281,700	-	-	-	-	281,700
		281,700	29,812	1,754	125,964	32,424	471,654
<b>At 1st January 2022</b>	於二零二二年一月一日						
Cost or valuation	成本或估值	281,700	29,812	1,754	125,964	32,424	471,654
Accumulated depreciation	累計折舊	-	(26,465)	(1,754)	(116,350)	(20,666)	(165,235)
Net book amount	賬面淨值	281,700	3,347	-	9,614	11,758	306,419
<b>Year ended 31st December 2022</b>	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	281,700	3,347	-	9,614	11,758	306,419
Additions	添置	49,175	500	-	4,850	-	54,525
Reassessment of lease term	重新計量的租賃期	-	-	-	-	4,935	4,935
Depreciation	折舊	(11,047)	(1,085)	-	(5,712)	(6,828)	(24,672)
Exchange realignment	匯兌調整	-	(22)	-	(160)	(515)	(697)
Revaluation loss	重估虧損	(753)	-	-	-	-	(753)
Closing net book amount	期末賬面淨值	319,075	2,740	-	8,592	9,350	339,757
<b>At 31st December 2022</b>	於二零二二年十二月三十一日						
Cost or valuation	成本或估值	319,075	30,191	1,746	129,045	37,052	517,109
Accumulated depreciation	累計折舊	-	(27,451)	(1,746)	(120,453)	(27,702)	(177,352)
Net book amount	賬面淨值	319,075	2,740	-	8,592	9,350	339,757
<b>Comprising:</b>	<b>包括：</b>						
At cost	成本	-	30,191	1,746	129,045	37,052	198,034
At valuation	估值	319,075	-	-	-	-	319,075
		319,075	30,191	1,746	129,045	37,052	517,109

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 19. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group's land and buildings were stated at revaluations made at 31st December 2022 and 2021. The land and buildings were revalued by an independent professional valuer, at 31st December 2022 and 2021, at market value basis which is determined by reference to market evidence of recent transactions for similar properties. The revaluation gave rise to a revaluation loss net of applicable deferred income taxes of approximately HK\$629,000 (2021: revaluation surplus net of applicable deferred income taxes of approximately HK\$8,876,000) which has been included in the property revaluation reserve. Details of fair value measurements are set out in Note 6(d).

As at 31st December 2022, if the land and buildings had not been revalued, they would have been included in these consolidated financial statements at historical cost, less accumulated depreciation, of approximately HK\$78,947,000 (2021: HK\$31,840,000).

Depreciation of the Group's property, plant and equipment have been charged to the consolidated statement of profit or loss as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cost of goods sold and services rendered	銷售成本及提供服務之成本	15,336	14,364
Selling expenses	銷售費用	3,494	3,258
Administrative expenses	行政費用	5,842	5,891
		<b>24,672</b>	23,513

As at 31st December 2022, the Group had pledged land and buildings with carrying amount of HK\$159,600,000 (2021: HK\$166,700,000) to secure banking facilities granted to the Group as disclosed in Note 44.

### 19. 物業、廠房及設備 (續)

本集團之土地及樓宇乃按於二零二二年及二零二一年十二月三十一日之估值列賬。土地及樓宇由獨立專業估值師於二零二二年及二零二一年十二月三十一日按市值基準再進行重估，乃參考市場上同類物業近期交易之資料釐定。重估在扣除適用遞延所得稅後產生重估虧損約為629,000港元(二零二一年：重估在扣除適用遞延所得稅後產生重估盈餘約為8,876,000港元)，並已包括於物業重估儲備。公允價值計量詳情載於附註6(d)。

於二零二二年十二月三十一日，倘土地及樓宇未被重估，其會按歷史成本扣除累計折舊，其賬面值約為78,947,000港元(二零二一年：31,840,000港元)計入綜合財務報表。

本集團之物業、廠房及設備之折舊已從綜合損益表中扣除如下：

誠如附註44所述，於二零二二年十二月三十一日，本集團賬面金額為159,600,000港元(二零二一年：166,700,000港元)之土地及樓宇已抵押，以獲得授予本集團之銀行融資。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 19. PROPERTY, PLANT AND EQUIPMENT (Continued)

As at 31st December 2022 and 2021, the net carrying amount of right-of-use assets included in property, plant and equipment are as follows:

		Carrying amount 賬面金額		Depreciation 折舊
		As at 31st December 2022	As at 1st January 2022	For the year ended 31st December 2022
		於二零二二年 十二月三十一日	於二零二二年 一月一日	截至二零二二年 十二月三十一日 止年度
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Office premises	辦公室物業	8,964	11,000	6,456
Office equipment	辦公室設備	386	758	372
Total	總額	9,350	11,758	6,828

		Carrying amount 賬面金額		Depreciation 折舊
		As at 31st December 2021	As at 1st January 2021	For the year ended 31st December 2021
		於二零二一年 十二月三十一日	於二零二一年 一月一日	截至二零二一年 十二月三十一日 止年度
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Office premises	辦公室物業	11,000	5,220	6,433
Office equipment	辦公室設備	758	1,128	372
Total	總額	11,758	6,348	6,805

### 19. 物業、廠房及設備 (續)

於二零二二年及二零二一年十二月三十一日，計入物業、廠房及設備之使用權資產之賬面金額如下：

During the year ended 31st December 2022, total additions to right-of-use assets and right-of-use assets with reassessment of lease term included in property, plant and equipment amounting to nil (2021: HK\$5,739,000) and HK\$4,935,000 (2021: HK\$6,406,000), respectively, which all are related to office premises.

截至二零二二年十二月三十一日止年度，計入物業、廠房及設備之使用權資產添置及重新計量的租賃期之使用權資產分別為無（二零二一年：5,739,000港元）及4,935,000港元（二零二一年：6,406,000港元），全數與辦公室物業相關。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 20. INVESTMENT PROPERTIES

### 20. 投資物業

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>At valuation</b>	<b>估值</b>		
At 1st January	於一月一日	54,300	54,300
Fair value loss	公允價值虧損	(2,300)	-
At 31st December	於十二月三十一日	52,000	54,300

The following amounts have been recognised in the consolidated statement of profit or loss:

以下金額已於綜合損益表確認：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Rental income (Note 8)	租金收入(附註8)	2,751	2,425
Direct operating expense arising from investment properties that generate rental income	產生租金收入之投資物業所產生之直接經營開支	381	373

The investment properties of the Group were revalued by an independent professional valuer at 31st December 2022 and 2021 at market value basis, which is determined by reference to market evidence of recent transactions for similar properties. Details of fair value measurement are set out in Note 6(d).

本集團之投資物業由獨立專業估值師於二零二二年及二零二一年十二月三十一日按市值基準再進行重估，乃參考市場上同類物業近期交易之資料釐定。公允價值計量詳情載於附註6(d)。

The future aggregate minimum rental receivables under non-cancellable operating leases are set out in Note 41.

根據不可撤銷經營租約應收之未來最低租金總額載於附註41。

As at 31st December 2022, the Group had pledged investment properties with carrying amount of HK\$52,000,000 (2021: HK\$54,300,000) to secure banking facilities granted to the Group as disclosed in Note 44.

誠如附註44所載，於二零二二年十二月三十一日，本集團賬面金額52,000,000港元(二零二一年：54,300,000港元)之投資物業已予抵押，以獲得授予本集團之銀行融資。

### 21. INTANGIBLE ASSETS

### 21. 無形資產

		Development cost 發展成本 HK\$'000 千港元
<b>At 1st January 2021, 31st December 2021, 1st January 2022 and 31st December 2022</b>	<b>於二零二一年一月一日、二零二一年十二月三十一日、二零二二年一月一日及二零二二年十二月三十一日</b>	
Cost	成本	5,006
Accumulated amortisation and impairment	累計攤銷及減值	(5,006)
Net book amount	賬面淨值	-

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 22. INTERESTS IN ASSOCIATES

### 22. 聯營公司權益

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Listed (Note)	上市(附註)	1,172,146	1,172,303
Unlisted	非上市	20,751	19,465
		<b>1,192,897</b>	<b>1,191,768</b>

Note:

The Group's interest in listed securities represents the Group's interest in Grid Dynamics Holdings, Inc. ("GDH"), of which its shares are listed on NASDAQ. As at 31st December 2022, the fair value of the Group's interest in GDH was USD166,085,000 (equivalent to approximately HK\$1,294,963,000) (2021: USD562,054,000 (equivalent to approximately HK\$4,383,175,000)), which is based on the quoted stock price of GDH on NASDAQ of USD11.22 (2021: USD37.97) per share as at 31st December 2022 and is within Level 1 of the fair value hierarchy.

附註：

本集團於上市證券之權益包括本集團於Grid Dynamics Holdings, Inc. (「GDH」) 之權益，其股份於納斯達克上市。於二零二二年十二月三十一日，本集團於GDH之權益之公允價值為166,085,000美元（相當於約1,294,963,000港元）（二零二一年：562,054,000美元（相當於約4,383,175,000港元）），乃按照於二零二二年十二月三十一日每股GDH股票於納斯達克之報價11.22美元（二零二一年：37.97美元）。公允價值乃基於市場報價且屬公允價值層次第一層。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1st January	於一月一日	1,191,768	1,769,196
Additional interest in an associate (Note (i))	聯營公司之額外權益(附註(i))	-	25,909
Net gain/(loss) on deemed disposal of partial interest in an associate (Note (ii))	視作出售聯營公司部分權益之淨收益／(虧損)(附註(ii))	64,063	(176,471)
Disposal of partial interest in an associate (Note (iii))	出售聯營公司部分權益(附註(iii))	-	(403,147)
Share of results of associates	應佔聯營公司業績	(62,196)	(30,427)
Share of other comprehensive loss of associates	應佔聯營公司其他全面虧損	(589)	(924)
Exchange realignment	匯兌調整	(149)	7,632
At 31st December	於十二月三十一日	<b>1,192,897</b>	<b>1,191,768</b>

Notes:

- (i) During the year ended 31st December 2021, the Group received additional 112,275 consideration shares as a result of the post-closing adjustment in relation to the disposal of GDH in 2020.
- (ii) During the year ended 31st December 2022, certain restricted stock units and performance stock units granted by GDH to its employees were vested, certain employees had exercised the vested stock options of GDH and GDH concluded a follow-on public offering of 6.6 million shares of its common stock at USD17.5 per share (2021: certain restricted stock units and performance stock units granted by GDH to its employees were vested and certain employees/warrants holders had exercised the vested stock options/warrants of GDH and GDH had a public offering of 11.6 million shares of its common stock, which included 5.5 million shares offered by GDH and 6.1 million shares offered by certain selling stockholders, at a price to the public of USD15.03 per share). As a result, the Group's interest in GDH was diluted and a net gain on deemed disposal of partial interest in an associate of HK\$64,063,000 (2021: net loss on deemed disposal of partial interest in an associate of HK\$176,471,000) was recognised in "other gain/(loss), net" in the consolidated statement of profit or loss.

附註：

- (i) 截至二零二一年十二月三十一日止年度，本集團就二零二零年出售Grid Dynamics之完成日後調整收取額外112,275股之GDH股份代價。
- (ii) 截至二零二二年十二月三十一日止年度，由於GDH授予僱員之若干受限制股份單位及與表現掛鉤之股份單位已歸屬，若干僱員已行使GDH已歸屬購股權，以及GDH以每股17.5美元售價公開發售其6.6百萬股普通股股份（二零二一年：GDH授予僱員之若干受限制股份單位及與表現掛鉤之股份單位已歸屬，若干僱員／認股權證持有人已行使GDH已歸屬購股權及認股權證，以及GDH以每股15.03美元售價公開發售其11.6百萬股普通股股份（其中包括GDH出售之5.5百萬股普通股股份及其他售股股東出售之6.1百萬股普通股股份）），故此本集團於GDH之權益被攤薄並於綜合損益表中的「其他淨收益／(虧損)」累計確認視作出售聯營公司部分權益淨收益64,063,000港元（二零二一年：視作出售聯營公司部分權益淨虧損176,471,000港元）。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

## 22. INTERESTS IN ASSOCIATES (Continued)

Notes: (Continued)

(iii) During the year ended 31st December 2021, the Group entered into an underwriting agreement with GDH, the other selling stockholders and the underwriters. Pursuant to which, among other things, the Group and the other selling stockholders agreed to transfer to the underwriters, and the underwriters agreed to receive and hold from the selling stockholders. The disposal of was completed on 6th July 2021.

Particulars of the Group's associates at 31st December 2022 and 2021 are as follows:

## 22. 聯營公司權益 (續)

附註：(續)

(III) 截至二零二一年十二月三十一日止年度，本集團與GDH，其他售股股東及包銷商訂立包銷協議據此。據此，本集團及其他售股股東同意(其中包括)向包銷商出售，及包銷商同意從售股股東接收及持有，出售股東持有的部份GDH股份。此出售已於二零二一年七月六日完成。

於二零二二年及二零二一年十二月三十一日，本集團之聯營公司詳情如下：

Name of associate 聯營公司名稱	Country/place of incorporation and operations 註冊成立及經營之 國家/地點	Percentage of nominal value of issued ordinary share capital held indirectly by the Company 本公司間接持有 已發行普通股本之百分比		Principal activities 主要業務
		2022	2021	
		二零二二年	二零二一年	
<b>Unlisted associates</b> 非上市聯營公司				
iN Systems (Macao) Limited 盈資系統科技(澳門)有限公司	Macau 澳門	24%	24%	Provision of engineering and software services 提供工程及軟件服務
ASL Automated Services (Thailand) Limited	Thailand 泰國	49%	49%	Provision of engineering and software services 提供工程及軟件服務
i-Sprint Holdings Ltd. ("i-Sprint")	Cayman Islands 開曼群島	35.42%	35.42%	Investment holding 投資控股
i-Sprint Innovations (HK) Limited 安訊奔(香港)科技有限公司	Hong Kong 香港	35.42%	35.42%	Provision of distributing, and implementing technology risk management products 提供分銷及實施技術風險管理產品業務
Beijing i-Sprint Technology Ltd. 北京安訊奔科技有限責任公司	The PRC 中國	35.42%	35.42%	Provision of software development, distributing, implementing and supporting technology risk management products 提供軟件開發、分銷、實施及支援技術風險管理產品業務
i-Sprint Innovations (Beijing) Ltd. 安訊騰(北京)科技有限責任公司	The PRC 中國	35.42%	35.42%	Provision of software development, distributing, implementing and supporting technology risk management products 提供軟件開發、分銷、實施及支援技術風險管理產品業務

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 22. INTERESTS IN ASSOCIATES (Continued)

Particulars of the Group's associates at 31st December 2022 and 2021 are as follows: (Continued)

### 22. 聯營公司權益 (續)

於二零二二年及二零二一年十二月三十一日，本集團之聯營公司詳情如下：(續)

Name of associate 聯營公司名稱	Country/place of incorporation and operations 註冊成立及經營之 國家/地點	Percentage of nominal value of issued ordinary share capital held indirectly by the Company 本公司間接持有 已發行普通股本之百分比		Principal activities 主要業務
		2022	2021	
		二零二二年	二零二一年	
<b>Unlisted associates (Continued)</b> 非上市聯營公司(續)				
i-Sprint Innovations Pte Ltd	Singapore 新加坡	35.42%	35.42%	Investment holding, provision of developing, distributing, implementing and supporting technology risk management products 投資控股、提供開發、分銷、實施及支援技術風險管理產品業務
i-Sprint Innovations Sdn. Bhd.	Malaysia 馬來西亞	35.42%	35.42%	Provision of distributing, implementing and supporting technology risk management products 提供分銷、實施及支援技術風險管理產品業務
i-Sprint Innovations Inc.	The US 美國	35.42%	35.42%	Provision of distributing and implementing technology risk management products 提供分銷及實施技術風險管理產品業務
i-Sprint Investment Limited	Hong Kong 香港	35.42%	35.42%	Investment holding, provision of distributing and implementing technology risk management products 投資控股、提供開發、分銷、實施及支援技術風險管理產品業務
i-Sprint Innovations (Thailand) Co. Ltd	Thailand 泰國	35.42%	35.42%	Provision of distributing, implementing and supporting technology risk management products 提供分銷、實施及支援技術風險管理產品業務

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 22. INTERESTS IN ASSOCIATES (Continued)

Particulars of the Group's associates at 31st December 2022 and 2021 are as follows: (Continued)

### 22. 聯營公司權益 (續)

於二零二二年及二零二一年十二月三十一日，本集團之聯營公司詳情如下：(續)

Name of associate 聯營公司名稱	Country/place of incorporation and operations 註冊成立及經營之 國家/地點	Percentage of nominal value of issued ordinary share capital held indirectly by the Company 本公司間接持有 已發行普通股本之百分比		Principal activities 主要業務
		2022	2021	
		二零二二年	二零二一年	
<b>Listed associates</b> 上市聯營公司				
(Note) (附註)				
Grid Dynamics Holdings Inc.	The US 美國	<b>19.96%</b>	22.15%	Provision of enterprise-level digital transformation in the areas of search, analytics, and release automation 提供關於搜尋、分析、發佈自動化之企業層面數位轉型業務
Grid Dynamics International, LLC	The US 美國	<b>19.96%</b>	22.15%	Provision of service in Information technology ("IT") engineering 資訊科技(「資訊科技」)工程服務
Grid Dynamics DOO Beograd – Novi Beograd	Serbia 塞爾維亞	<b>19.96%</b>	22.15%	Provision of service in computer programming 電腦工程服務
Limited Liability Company "Grid Dynamics Russia"	Russia 俄羅斯	<b>19.96%</b>	22.15%	Provision of service in software development, consulting and relating professional service 軟件開發、顧問及相關專業服務
Limited Liability Company "Grid Dynamics Poland"	Poland 波蘭	<b>19.96%</b>	22.15%	Provision of service in software development, consulting and relating professional service 軟件開發、顧問及相關專業服務
Limited liability Company "Grid Dynamics Ukraine"	Ukraine 烏克蘭	<b>19.96%</b>	22.15%	Provision of service in software development, consulting and relating professional service 軟件開發、顧問及相關專業服務

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### 22. INTERESTS IN ASSOCIATES (Continued)

Particulars of the Group's associates at 31st December 2022 and 2021 are as follows: (Continued)

Name of associate 聯營公司名稱	Country/place of incorporation and operations 註冊成立及經營之 國家/地點	Percentage of nominal value of issued ordinary share capital held indirectly by the Company 本公司間接持有 已發行普通股本之百分比		Principal activities 主要業務
		2022	2021	
		二零二二年	二零二一年	
<b>Listed associates (Continued)</b> 上市聯營公司(續)				
Limited Liability Company "Cometera Ukraine"	Ukraine 烏克蘭	19.96%	22.15%	Provision of service in software development, consulting and relating professional service 軟件開發、顧問及相關專業服務
Limited Liability Company "GD Ukraine"	Ukraine 烏克蘭	19.96%	22.15%	Provision of service and support on behalf of Grid Dynamics and its customers 代表 Grid Dynamics 及其客戶提供 服務和支援
Daxx Web Industries B.V.	The Netherlands 荷蘭	19.96%	22.15%	Provision of service in software development, consulting and relating professional service 軟件開發、顧問及相關專業服務
Tacit Knowledge Inc.	United Kingdom 英國	19.96%	22.15%	Provision of global consultancy services focused on digital commerce 專注提供數據商務的全球顧問服務
Mutual Mobile Inc.	The US 美國	19.96%	–	Provision of end-to-end design and development of next-generation applications, combining mobile, augmented/virtual/mixed reality, and cloud edge/IoT practices 提供下一代應用程序的端到端設計 及開發、結合移動、擴增/虛擬/ 混合實景以及邊緣雲/物聯網實踐

Note: The Group had 19.96% interest in the listed associate, GDH, as at 31st December 2022 (2021: 22.15%) and had significant influence through its representation on the Board of Directors of GDH and participates in all significant financial and operating decision. Therefore, the Group equity accounted for its share of GDH's results.

All associates have a reporting date of 31st December and held indirectly by the Company.

### 22. 聯營公司權益(續)

於二零二二年及二零二一年十二月三十一日，本集團之聯營公司詳情如下：(續)

附註：截至二零二二年十二月三十一日，本集團持有上市聯營公司GDH 19.96%的權益(二零二一年：22.15%)，透過於董事會的代表對GDH有重大影響並參與所有重大財務和經營決策。因此，本集團應佔GDH業績作權益入賬。

所有聯營公司的年結日期均於十二月三十一日，並被本公司間接持有。

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### 22. INTERESTS IN ASSOCIATES (Continued)

The above table lists the associates of the Group which, in the opinion of the directors of the Company, principally affected the results of the year or form a substantial portion of the new assets of the Group. To give details of other associates would, in the opinion of the directors of the Company, result in particulars of excessive length.

The following table illustrates the summarised consolidated financial information of GDH and its subsidiaries ("GDH Group") and i-Sprint Group, which are material associates accounted for using the equity method, adjusted for fair value adjustments on acquisition (if any) and any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

### 22. 聯營公司權益 (續)

上表載列本公司董事認為對本集團年內業績有重大影響或構成本集團資產淨值主要部分之本集團聯營公司的資料。本公司董事認為，提供其他聯營公司的詳情將導致提供的資料過於冗長。

下表闡述採用權益法入賬之重要聯營公司(GDH及其附屬公司(統稱為「GDH集團」)及i-Sprint集團)之綜合財務資料概要，並調整於收購時公允價值調整(如有)及會計政策差異調整及與綜合財務報表內賬面金額之對賬：

		Listed 上市		Unlisted 非上市	
		GDH Group GDH集團		i-Sprint Group i-Sprint集團	
		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
Non-current assets	非流動資產	813,915	667,395	74,624	41,000
Current assets	流動資產	2,519,413	1,503,270	114,687	72,985
Current liabilities	流動負債	(301,822)	(197,645)	(108,449)	(75,700)
Non-current liabilities	非流動負債	(108,789)	(73,732)	(7,898)	(8,808)
Net assets	淨資產	2,922,717	1,899,288	72,964	29,477
Revenue for the year	年內收入	2,431,837	1,643,179	115,419	119,481
(Loss)/Profit for the year	年內(虧損)/溢利	(300,076)	(107,791)	344	2,485
Other comprehensive (loss)/income for the year	年內其他全面(虧損)/收益	(5,692)	-	2,669	(2,608)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	(305,768)	(107,791)	3,013	(123)
<b>Group's share of:</b>	<b>本集團應佔：</b>				
(Loss)/Profit for the year	年內(虧損)/溢利	(62,388)	(31,287)	122	880
Other comprehensive (loss)/income for the year	年內其他全面(虧損)/收益	(1,534)	-	945	(924)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	(63,922)	(31,287)	1,067	(44)
Dividend received	已收股息	-	-	-	-

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### 22. INTERESTS IN ASSOCIATES (Continued)

The financial information of iN Systems (Macao) Limited, which is not a material associate of the Group, is as below:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Group's aggregate share of net assets of an associate	本集團應佔一間聯營公司之淨資產總額	799	729
<b>Group's share of:</b>	<b>本集團應佔：</b>		
Profit/(Loss) for the year	年內溢利/(虧損)	70	(20)
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	70	(20)

A reconciliation of the above summarised financial information to the carrying amount of each of the investments in GDH Group, i-Sprint Group and iN Systems (Macao) Limited are set out below:

### 22. 聯營公司權益 (續)

並非本集團重大之聯營公司盈資系統科技(澳門)有限公司之財務資料如下：

上述財務資料概要與於GDH集團·i-Sprint集團及盈資系統科技(澳門)有限公司各自之投資賬面值之對賬如下：

		GDH Group GDH集團		i-Sprint Group i-Sprint集團		iN Systems (Macao) Limited 盈資系統科技 (澳門)有限公司	
		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	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Total net assets of associates	聯營公司淨資產總額	2,922,717	1,899,288	72,964	29,477	3,329	3,035
Portion of ownership interests held by Group	本集團所持有之擁有權權益部分	19.96%	22.15%	35.42%	35.42%	24%	24%
Group's share of net assets of associates	本集團應佔聯營公司淨資產	583,411	420,735	25,844	10,440	799	729
Others	其他	(116,776)	(29,488)	(21,088)	(6,811)	-	-
Goodwill	商譽	705,511	781,056	31,496	31,407	-	-
		1,172,146	1,172,303	36,252	35,036	799	729
Less: Provision for impairment	減：減值撥備	-	-	(16,300)	(16,300)	-	-
Carrying amount of interests in associates in the consolidated financial statements	於綜合財務報表所示於聯營公司權益賬面值	1,172,146	1,172,303	19,952	18,736	799	729

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### 22. INTERESTS IN ASSOCIATES (Continued)

For the years ended 31st December 2022 and 2021, the Group has discontinued recognition of its share of losses of ASL Automated Services (Thailand) Limited. The amounts of unrecognised share of results of this associate, extracted from the relevant management accounts of the associate, both for the year and cumulatively, are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>Unrecognised share of:</b>	<b>未確認應佔：</b>		
(Loss)/profit for the year	年內(虧損)/溢利	(77)	12
Other comprehensive income	其他全面收益	-	-
<b>Total comprehensive (loss)/income for the year</b>	<b>年內全面(虧損)/收益總額</b>	<b>(77)</b>	<b>12</b>
Accumulated unrecognised share of losses of an associate	累計未確認應佔一間聯營公司之虧損	<b>627</b>	550

### 23. FINANCIAL ASSET AT FVOCI

During the year ended 31st December 2022, the Group completed the subscription of 759,301 series A preferred stock of an unlisted US company at a consideration of USD500,000. The Group designated the investment as financial asset at FVOCI.

Details of the fair value measurement of the investment are set out in Note 6(d).

### 22. 聯營公司權益 (續)

截至二零二二年及二零二一年十二月三十一日止年度，本集團已終止確認其應佔 ASL Automated Services (Thailand) Limited 虧損。應佔該聯營公司之年內及累計之未確認業績金額(摘錄自聯營公司之相關管理賬目)如下：

### 23. 按公允價值透過其他全面收益列賬的金融資產

截至二零二二年十二月三十一日止年度，本集團已完成認購一間非上市美國公司的 759,301 股 A 系列優先股，代價為 50 萬美元。本集團將該投資指定為按公允價值透過其他全面收益列賬的金融資產。

投資之公允價值之詳情，載於附註 6(d)。

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### 24. FINANCIAL INSTRUMENTS BY CATEGORY

The accounting policies for financial instruments have been applied to the line items below:

### 24. 按類別劃分之金融工具

金融工具之會計政策已應用於下列各項：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
<b>Financial assets at amortised cost</b>	<b>按攤銷成本列賬之金融資產</b>		
Trade receivables	應收貿易款項	192,079	171,478
Other receivables and deposits	其他應收款項及按金	12,455	8,910
Finance lease receivables	應收融資租賃款項	5,018	4,288
Bank balances and cash	銀行存款及現金	547,635	603,947
		<b>757,187</b>	<b>788,623</b>
<b>Financial asset at FVOCI (non-recycling)</b>	<b>按公允價值透過其他全面收益列賬之 金融資產(不可撥回)</b>		
Financial asset at FVOCI	按公允價值透過其他全面收益列賬的 金融資產	3,899	-
		<b>761,086</b>	<b>788,623</b>
<b>Financial liabilities</b>	<b>金融負債</b>		
<b>Financial liabilities at amortised cost</b>	<b>按攤銷成本列賬之金融負債</b>		
Trade payables	應付貿易款項	313,598	258,508
Other payables and accruals	其他應付款項及應計費用	169,077	156,738
Bank borrowings	銀行借貸	56,347	101,099
Lease liabilities	租賃負債	9,734	12,132
		<b>548,756</b>	<b>528,477</b>



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### 25. INVENTORIES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Inventories	存貨		
– Goods held for resale	– 持作轉售之貨物	94,465	81,058
– Goods pending for customers' acceptance	– 有待客戶接納之貨物	83,565	59,300
		<b>178,030</b>	140,358
Other contract costs	其他合約成本	<b>108,502</b>	93,659
		<b>286,532</b>	234,017

Goods held for resale and goods pending for customers' acceptance mainly represent computer equipment and software products.

During the year ended 31st December 2022, the cost of inventories recognised as expenses and included in "cost of goods sold" and "cost of services rendered" amounted to approximately HK\$893,392,000 and HK\$183,604,000 (2021: HK\$885,808,000 and HK\$166,861,000), respectively.

Other contract costs relate to the incremental sales commissions paid to salesperson whose selling activities resulted in customers entering into sales contacts and fulfillment costs that generates or enhances resources of the Group that will be used in satisfying performance obligations and expected to be recovered.

Other contract costs are recognised as expenses and included in "cost of goods sold" and "cost of services rendered" in the consolidated statement of profit or loss in the period in which revenue is recognised. The amount of capitalised costs recognised in profit or loss during the year was HK\$309,859,000 (2021: HK\$285,869,000). There was no impairment in relation to the opening balance of capitalised costs or the costs capitalised during the year ended 31st December 2022 (2021: Nil).

### 26. TRADE RECEIVABLES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Trade receivables – gross	應收貿易款項 – 總額	201,194	179,961
Less: ECL allowance	減：預期信貸虧損撥備	(9,115)	(8,483)
Trade receivables – net	應收貿易款項 – 淨額	<b>192,079</b>	171,478

The Group has granted credit to substantially all of its customers for 30 days and has credit control procedures to minimise credit risk. Overdue balances are reviewed regularly by senior management. Further details on the Group's credit policy are set out in Note 6(b).

### 25. 存貨

持作轉售之貨物及有待客戶接納之貨物主要為電腦設備及軟件產品。

截至二零二二年十二月三十一日止年度，已確認為開支並計入「銷貨成本」及「提供服務之成本」之存貨成本分別約為893,392,000港元及183,604,000港元（二零二一年：885,808,000港元及166,861,000港元）。

其他合約成本與向其銷售活動致令客戶訂立銷售合約之銷售人員支付之增量銷售佣金及與可產生或增加將用於履行履約責任並預期將可收回之本集團資源之履約成本有關。

其他合約成本於收益獲確認之期間內在綜合損益表中確認為開支，並計入「銷貨成本」及「提供服務之成本」。年內於損益中確認之資本化成本金額為309,859,000港元（二零二一年：285,869,000港元）。資本化成本之期初結餘或於截至二零二二年十二月三十一日止年度內資本化之成本並無發生減值（二零二一年：無）。

### 26. 應收貿易款項

本集團之所有客戶基本上均享有30日信貸期。本集團採取信貸監控步驟以將信貸風險減至最低。高級管理層對逾期之款項數額亦作出定期審查。本集團的信貸政策詳情列載於附註6(b)。

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## 26. TRADE RECEIVABLES (Continued)

Based on the invoice dates, the ageing analysis of the gross trade receivables, is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0 – 30 days	0至30天	128,816	87,954
31 – 60 days	31至60天	26,553	47,096
61 – 90 days	61至90天	15,575	19,663
Over 90 days	超過90天	30,250	25,248
		<b>201,194</b>	179,961

The movement in the Group's ECL allowance of trade receivables is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1st January	於一月一日	8,483	7,646
ECL allowance	預期信貸虧損撥備	1,207	3,768
Reversal of ECL allowance	預期信貸虧損撥備撥回	(396)	(2,934)
Bad debt written off during the year	年內壞賬撇銷	(119)	–
Exchange realignment	匯兌調整	(60)	3
At 31st December	於十二月三十一日	<b>9,115</b>	8,483

Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash. The Group does not hold any collateral as security.

The gross trade receivables are denominated in the following currencies:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HKD	港元	185,787	158,036
USD	美元	4,987	4,982
RMB	人民幣	48	302
Thailand Baht ("THB")	泰銖(「泰銖」)	5,688	11,534
Macau Pataca ("MOP")	澳門幣(「澳門幣」)	1,374	1,366
New Taiwan dollars ("NTD")	新台幣(「新台幣」)	3,310	3,608
Other currencies	其他貨幣	–	133
		<b>201,194</b>	179,961

As at 31st December 2022 and 2021, the carrying amounts of trade receivables approximate their fair values.

## 26. 應收貿易款項(續)

根據發票日，應收貿易款項之賬齡分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0 – 30 days	0至30天	128,816	87,954
31 – 60 days	31至60天	26,553	47,096
61 – 90 days	61至90天	15,575	19,663
Over 90 days	超過90天	30,250	25,248
		<b>201,194</b>	179,961

本集團應收貿易款項的預期信貸虧損撥備變動如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1st January	於一月一日	8,483	7,646
ECL allowance	預期信貸虧損撥備	1,207	3,768
Reversal of ECL allowance	預期信貸虧損撥備撥回	(396)	(2,934)
Bad debt written off during the year	年內壞賬撇銷	(119)	–
Exchange realignment	匯兌調整	(60)	3
At 31st December	於十二月三十一日	<b>9,115</b>	8,483

自撥備賬扣除之金額一般於預期不會收回額外現金時撇銷。本集團並無持有任何抵押品作為擔保。

應收貿易款項總額以下列貨幣計值：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HKD	港元	185,787	158,036
USD	美元	4,987	4,982
RMB	人民幣	48	302
Thailand Baht ("THB")	泰銖(「泰銖」)	5,688	11,534
Macau Pataca ("MOP")	澳門幣(「澳門幣」)	1,374	1,366
New Taiwan dollars ("NTD")	新台幣(「新台幣」)	3,310	3,608
Other currencies	其他貨幣	–	133
		<b>201,194</b>	179,961

於二零二二年及二零二一年十二月三十一日，應收貿易款項之賬面金額與其公允價值相若。

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### 27. FINANCE LEASE RECEIVABLES

The total minimum lease receivables under finance leases and their present values at the reporting date are as follows:

### 27. 應收融資租賃款項

以下為根據融資租賃款項於期末日之最低應收租賃總額及其現值：

		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 receivables:</b>	<b>非流動應收款項：</b>		
Gross finance lease receivables	應收融資租賃款項總額	2,552	2,111
Unearned finance income	未賺取之融資收入	(190)	(67)
		<b>2,362</b>	2,044
<b>Current receivables:</b>	<b>流動應收款項：</b>		
Gross finance lease receivables	應收融資租賃款項總額	2,833	2,395
Unearned finance income	未賺取之融資收入	(177)	(151)
		<b>2,656</b>	2,244
<b>Gross receivables from finance leases:</b>	<b>來自融資租賃之應收款項總額：</b>		
Not later than 1 year	一年內	2,833	2,395
Later than 1 year but not later than 2 years	一年後及兩年內	965	1,908
Later than 2 years but not later than 3 years	兩年後及三年內	782	197
Later than 3 years but not later than 4 years	三年後及四年內	764	6
Later than 4 years but not later than 5 years	四年後及五年內	41	-
Gross finance lease receivables	應收融資租賃款項總額	5,385	4,506
Unearned finance income	未賺取之融資收入	(367)	(218)
<b>Net finance lease receivables</b>	<b>應收融資租賃款項淨額</b>	<b>5,018</b>	4,288
<b>The net finance lease receivables are analysed as follows:</b>	<b>應收融資租賃款項淨額是按以下年期分析：</b>		
- Not later than 1 year	- 一年內	2,656	2,244
- Later than 1 year but not later than 5 years	- 一年後及五年內	2,362	2,044
		<b>5,018</b>	4,288

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

### 28. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS 28. 其他應收款項、按金及預付款項

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Other receivables	其他應收款項	2,082	2,108
Deposits	按金	6,652	4,896
Prepayments	預付款項	16,258	12,962
Amount due from ultimate holding company	最終控股公司欠款	832	832
Amounts due from associates	聯營公司欠款	3,239	1,501
Amount due from a fellow subsidiary	一間同系附屬公司欠款	482	405
Other receivables, deposits and prepayments – gross	其他應收款項、按金及預付 – 總額	29,545	22,704
Less: ECL allowance	減：預期信貸虧損撥備	(832)	(832)
Other receivables, deposits and prepayments – net	其他應收款項、按金及預付款項 – 淨額	28,713	21,872

As at 31st December 2022 and 2021, amounts due from ultimate holding company, associates and a fellow subsidiary are unsecured, interest-free and repayable on demand. The carrying amounts approximate their fair values due to their short maturities.

The balances (before ECL allowance) are denominated in the following currencies:

於二零二二年及二零二一年十二月三十一日，最終控股公司欠款，聯營公司欠款及一間同系附屬公司欠款為無抵押、免息及應要求償還。由於屬短期性質，彼等之賬面值與其公允價值相若。

結餘(計入預期信貸虧損撥備前)乃以下列貨幣計值：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HKD	港元	17,371	13,660
THB	泰銖	3,692	1,715
RMB	人民幣	3,173	2,876
NTD	新台幣	703	822
USD	美元	3,049	1,664
MOP	澳門幣	1,557	1,967
		29,545	22,704

As at 31st December 2022 and 2021, the carrying amounts of other receivables and deposits approximate their fair values.

於二零二二年及二零二一年十二月三十一日，其他應收款項及按金之賬面金額與其公允價值相若。

### 29. CONTRACT ASSETS

As at 31st December 2022 and 2021, the balance represented contract costs incurred plus recognised profits less recognised losses and progress billings.

The movement of contract assets for both years is due to the progress of the projects and various billing patterns. As at 31st December 2022, the increase (2021: increase) of contract assets is mainly due to increase (2021: increase) of ongoing contracts during the year.

### 29. 合約資產

於二零二二年及二零二一年十二月三十一日，結餘指所產生之合約成本加已確認溢利減已確認虧損和進度付款。

兩個年度的合約資產變動是因為項目的進度和各種收費模式。於二零二二年十二月三十一日，合約資產之增加(二零二一年：增加)主要由於年內正在進行合約增加(二零二一年：增加)。

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

### 30. BANK BALANCES AND CASH

As at 31st December 2022, bank balances carry interest at market rates with an average interest rate of 0.10% (2021: 0.03%) per annum.

Bank balances and cash are denominated in the following currencies:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HKD	港元	209,207	145,699
RMB	人民幣	8,634	59,374
NTD	新台幣	9,355	10,351
USD	美元	293,545	362,262
THB	泰銖	8,109	11,341
MOP	澳門幣	18,679	14,807
Other currencies	其他貨幣	106	113
		<b>547,635</b>	<b>603,947</b>

### 30. 銀行存款及現金

於二零二二年十二月三十一日，銀行結餘按市場利率計息，平均年利率為0.10%（二零二一年：0.03%）。

銀行存款及現金以下列貨幣計值：

### 31. SHARE CAPITAL

### 31. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
<b>Ordinary shares of HK\$0.10 each</b>	<b>每股面值 0.10 港元之普通股</b>		
<b>Authorised:</b>	<b>法定股本：</b>		
<b>At 1st January 2021, 31st December 2021, 1st January 2022 and 31st December 2022</b>	<b>於二零二一年一月一日、 二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日</b>	<b>2,000,000,000</b>	<b>200,000</b>
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
At 1st January 2021	於二零二一年一月一日	830,307,964	83,031
Issue of ordinary shares upon exercise of share options	於購股權獲行使時發行之普通股	3,276,228	327
<b>At 31st December 2021 and 1st January 2022</b>	<b>於二零二一年十二月三十一日及 二零二二年一月一日</b>	<b>833,584,192</b>	<b>83,358</b>
Issue of ordinary shares upon exercise of share options	於購股權獲行使時發行之普通股	<b>112,300</b>	<b>12</b>
<b>At 31st December 2022</b>	<b>於二零二二年十二月三十一日</b>	<b>833,696,492</b>	<b>83,370</b>

All the shares in issued during the year rank pari passu with the then existing shares of the Company in all respects.

本年度內發行的所有股份均與本公司當時在各方面的現有股份享有同等權益。

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### 32. TRADE PAYABLES

An ageing analysis of the trade payables as at the reporting date, based on payment due date, is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current	即期	204,746	180,403
Within 30 days	30天以內	69,145	51,341
31 – 60 days	31至60天	20,663	13,522
61 – 90 days	61至90天	2,059	1,473
Over 90 days	超過90天	16,985	11,769
		<b>313,598</b>	<b>258,508</b>

The balances are denominated in the following currencies:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HKD	港元	235,957	183,623
RMB	人民幣	4,139	4,020
USD	美元	57,557	56,647
THB	泰銖	14,075	12,350
NTD	新台幣	1,621	1,383
Other currencies	其他貨幣	249	485
		<b>313,598</b>	<b>258,508</b>

At the reporting date, the carrying values of trade payables approximate their fair values.

### 32. 應付貿易款項

應付貿易款項於期末日根據付款到期日之賬齡分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current	即期	204,746	180,403
Within 30 days	30天以內	69,145	51,341
31 – 60 days	31至60天	20,663	13,522
61 – 90 days	61至90天	2,059	1,473
Over 90 days	超過90天	16,985	11,769
		<b>313,598</b>	<b>258,508</b>

結餘乃以下列貨幣計值：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HKD	港元	235,957	183,623
RMB	人民幣	4,139	4,020
USD	美元	57,557	56,647
THB	泰銖	14,075	12,350
NTD	新台幣	1,621	1,383
Other currencies	其他貨幣	249	485
		<b>313,598</b>	<b>258,508</b>

於期末日，應付貿易款項之賬面值與其公允價值相若。

### 33. OTHER PAYABLES AND ACCRUALS

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Other payables	其他應付款項	5,026	5,871
Accruals (Note (a))	應計費用(附註(a))	162,778	149,591
Amount due to ultimate holding company (Note (b))	欠最終控股公司款項(附註(b))	1,247	1,276
Amounts due to associates (Note (b))	欠聯營公司款項(附註(b))	26	-
		<b>169,077</b>	<b>156,738</b>

Notes:

- (a) As at 31st December 2022, accruals mainly included provision of employee benefit expenses amounted to HK\$131,298,000 (2021: HK\$111,466,000).
- (b) The amounts due to ultimate holding company and associates are unsecured, interest free and are repayable on demand.

附註：

- (a) 於二零二二年十二月三十一日，應計費用主要包括僱員福利開支預提約131,298,000港元(二零二一年：111,466,000港元)。
- (b) 欠最終控股公司及聯營公司之款項均為無抵押，免息及須於要求時償還。

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

### 33. OTHER PAYABLES AND ACCRUALS (Continued)

The balances are denominated in the following currencies:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HKD	港元	142,180	129,926
USD	美元	12,434	13,392
RMB	人民幣	10,171	8,318
NTD	新台幣	2,166	1,373
THB	泰銖	1,169	2,586
MOP	澳門幣	957	1,143
		<b>169,077</b>	<b>156,738</b>

At the reporting date, the carrying values of other payables and accruals approximate their fair values.

### 34. RECEIPTS IN ADVANCE

Receipts in advance represent advance payments received prior to delivery of goods which is recognised in the consolidated statement of profit or loss upon the delivery of goods; and provision of service which is recognised in the consolidated statement of profit or loss over the service period stipulated in the respective customer contract. Contract liabilities arising from billings in advance of performance recognised and from receiving deposits of orders are reported as receipts in advance.

The increase (2021: decrease) of receipts in advance as at 31st December 2022 is mainly due to increase (2021: decrease) in billings in advance and deposit received from customers during the year.

As at 1st January 2022, receipt in advance amounted to HK\$195,898,000 (2021: HK\$239,629,000), of which HK\$161,415,000 (2021: HK\$213,671,000) has been recognised as revenue during the year ended 31st December 2022.

### 35. BANK BORROWINGS

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>Current</b>	<b>流動部份</b>		
Bank borrowings, secured	已抵押銀行借貸	<b>56,347</b>	101,099

### 33. 其他應付款項及應計費用(續)

結餘乃以下列貨幣計值：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HKD	港元	142,180	129,926
USD	美元	12,434	13,392
RMB	人民幣	10,171	8,318
NTD	新台幣	2,166	1,373
THB	泰銖	1,169	2,586
MOP	澳門幣	957	1,143
		<b>169,077</b>	<b>156,738</b>

於期末日，其他應付款項及應計費用之賬面值與其公允價值相若。

### 34. 預收收益

預收收益即交付貨品前收取之墊款(其於貨品交付時在綜合損益表確認)；及提供服務前收取之墊款(其於有關客戶合約訂明的服務期間在綜合損益表確認)。履約之預付款項及由收取訂單按金所產生之合約負債均以預收收益呈報。

於二零二二年十二月三十一日，預收收益之增加(二零二一年：減少)主要由於本年度從客戶取得之預付款項及按金增加(二零二一年：減少)。

於二零二二年一月一日，預收收益為195,898,000港元(二零二一年：239,629,000港元)，當中包括161,415,000港元(二零二一年：213,671,000港元)已於截至二零二二年十二月三十一日止年度確認為收入。

### 35. 銀行借貸

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

### 35. BANK BORROWINGS (Continued)

The Group's bank borrowings are repayable as follows:

Within one year or on demand	一年以內或按要求償還

The bank borrowings are repayable by 60 equal monthly instalments commencing from 29th March 2019 and bears interest at floating interest rate. As at 31st December 2022, the bank borrowings bears interest at floating interest rate and are denominated in HKD with an effective interest rate of 5.60% (2021: 3.39%) per annum.

As at 31st December 2022, the bank borrowings are secured by:

- (1) the legal charges over the Group's land and buildings with carrying amount of approximately HK\$159,600,000 (2021: HK\$166,700,000) (Note 44);
- (2) the legal charges over the Group's investment properties with carrying amount of HK\$52,000,000 (2021: HK\$54,300,000) (Note 44);
- (3) the guarantees given by the Company and certain subsidiaries of the Group up to a limit of HK\$330,000,000 (2021: HK\$330,000,000);
- (4) assignment of rental and sales proceeds from the Group's land and buildings and investment properties; and
- (5) assignment of insurance of all insurance policies (other than third party liabilities and public liabilities) over the Group's land and buildings and investment properties.

The banking facilities of term loan is subject to the fulfilment of certain financial and non-financial covenants relating to certain subsidiaries of the Group, which are commonly found in lending arrangements with financial institutions. If the Group was to breach the covenants, the drawn down facilities would become repayable on demand.

The Group regularly monitors its compliance with these covenants, is up to the date with the scheduled repayments of the loans and does not consider it probable that the banks will exercise its discretion to demand repayment for so long as the Group continues to meet these requirements.

Subject to repayment on demand clauses which can be exercised at the banks' sole discretion, the above bank borrowings are classified as current liabilities as at 31st December 2022 and 2021.

### 35. 銀行借貸 (續)

本集團銀行借貸還款期如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	56,347	101,099

銀行借貸由二零一九年三月二十九日起按六十期每月等額分期付款償還，並按浮動利率計息。於二零二二年十二月三十一日，銀行借貸以港元為單位，實際年利率為5.60%（二零二一年：3.39%）。

於二零二二年十二月三十一日，銀行借貸以下列各項作抵押：

- (1) 本集團賬面值約159,600,000港元（二零二一年：166,700,000港元）之土地及樓宇之法定抵押（附註44）；
- (2) 本集團賬面值52,000,000港元（二零二一年：54,300,000港元）之投資物業之法定抵押（附註44）；
- (3) 由本公司與本集團若干附屬公司作出之最高限額為330,000,000港元（二零二一年：330,000,000港元）之擔保；
- (4) 出讓本集團土地及樓宇及投資物業之租金及銷售收益；及
- (5) 出讓本集團土地及樓宇及投資物業所有保單之保險（第三方責任及公共責任除外）。

定期貸款之銀行融資須待有關本集團若干附屬公司之若干財務及非財務契諾達成後方可落實，而該等契諾常見於與金融機構訂立之借貸安排。倘本集團違反契諾，所提取貸款將須按還款。

本集團定期監察其遵守契諾情況，且截至該日一直按計劃償還貸款，且本集團認為在本集團繼續滿足該等要求的情況下，銀行不太可能行使其酌情權要求還款。

在銀行可全權酌情行使的按還款條款規限下，於二零二二年及二零二一年十二月三十一日，以上銀行借貸分類為流動負債。



## 36. DEFERRED INCOME TAX

The components of deferred income tax assets/(liabilities) recognised in the consolidated statement of financial position and the movement during the year are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1st January	於一月一日	<b>(167,916)</b>	(203,373)
Tax credited/(charged) to other comprehensive income	自其他全面收益計入/(扣除)稅項	<b>124</b>	(1,754)
Tax (charged)/credited to profit or loss	自損益(扣除)/計入稅項	<b>(443)</b>	2,339
Disposal of partial interest in an associate	出售聯營公司部分權益	-	35,613
Exchange realignment	匯兌調整	<b>25</b>	(741)
At 31st December	於十二月三十一日	<b>(168,210)</b>	(167,916)

The investments in Thailand and the US incorporated operations give rise to taxable temporary differences arising from the distribution of profits by way of withholding tax.

As at 31st December 2022 and 2021, no deferred income tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Thailand and the US. In the opinion of the directors of the Company, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investment in a subsidiary in Thailand and the US for which deferred income tax liabilities have not been recognised totalled approximately HK\$10,311,000 (2021: HK\$9,281,000) and HK\$1,135,927,000 (2021: HK\$1,133,563,000), respectively as at 31st December 2022.

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. As at 31st December 2022, the Group had total tax losses of approximately HK\$14,177,000 (2021: HK\$16,343,000) available for offset against future profits. No deferred income tax asset has been recognised in respect of tax loss of approximately HK\$7,370,000 (2021: HK\$9,246,000) due to unpredictability of future profit streams, of which approximately HK\$7,270,000 (2021: HK\$8,931,000) will expire within 1 to 5 years, none of them (2021: HK\$215,000) will expire within 6 to 10 years and HK\$100,000 (2021: HK\$100,000) with unlimited expiry date.

Deferred income tax liabilities are recognised for the consideration shares received by a US subsidiary, GDD in 2020. Such consideration shares will be taxed until they are sold. As at 31st December 2022, the Group had deferred tax liabilities in relations these consideration shares of approximately HK\$110,197,000 (2021: HK\$110,219,000), which is calculated based on the US federal tax rate of 21% (2021: 21%) and the applicable US state tax rate.

## 36. 遞延所得稅

年內於綜合財務狀況表所確認之遞延所得稅資產/(負債)之部分及其變動列示如下:

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1st January	<b>(167,916)</b>	(203,373)
Tax credited/(charged) to other comprehensive income	<b>124</b>	(1,754)
Tax (charged)/credited to profit or loss	<b>(443)</b>	2,339
Disposal of partial interest in an associate	-	35,613
Exchange realignment	<b>25</b>	(741)
At 31st December	<b>(168,210)</b>	(167,916)

投資於泰國及美國成立之公司產生應課稅暫時性差異，原因是以預扣稅形式分派溢利所致。

於二零二二年及二零二一年十二月三十一日，本集團並無就於泰國及美國成立之附屬公司之未匯出盈利所產生之預扣稅確認遞延所得稅。本公司董事認為，該等附屬公司於可見將來不大可能分派有關盈利。與於泰國及美國的附屬公司投資有關的暫時性差異合共分別約為10,311,000港元(二零二一年：9,281,000港元)及1,135,927,000港元(二零二一年：1,133,563,000港元)並無確認遞延所得稅負債。

承前稅項虧損乃按有關稅項利益在有可能透過未來應課稅溢利予以變現者為限確認為遞延所得稅資產。於二零二二年十二月三十一日，本集團有稅項虧損總額約為14,177,000港元(二零二一年：16,343,000港元)可用作抵銷未來溢利。由於未能預測未來溢利來源，故並無就稅項虧損之約7,370,000港元(二零二一年：9,246,000港元)確認為遞延所得稅資產，其中約7,270,000港元(二零二一年：8,931,000港元)將於一至五年內到期，而沒有稅項虧損(二零二一年：215,000港元)將於六至十年內到期及約100,000港元(二零二一年：100,000港元)為無限期。

遞延所得稅負債乃就一間美國附屬公司GDD從於二零二零年出售事項收取之股份代價予以確認。該等股份代價於出售前將予徵稅。於二零二二年十二月三十一日，本集團有關該等股份代價之遞延稅項負債約110,197,000港元(二零二一年：110,219,000港元)乃根據美國聯邦稅率21%(二零二一年：21%)及適用美國各州稅率計算。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 36. DEFERRED INCOME TAX (Continued)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority. The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year are as follows:

		Accelerated tax depreciation and others 加速稅項 折舊及其他 HK\$'000 千港元	Revaluation of properties 物業重估 HK\$'000 千港元	Interests in associates 遞延資本收益 HK\$'000 千港元	Tax loss 稅務虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1st January 2021	於二零二一年一月一日	(6,499)	(50,183)	(147,077)	386	(203,373)
Charged to other comprehensive income (Charged)/Credited to profit or loss	自其他全面收益中扣除 (扣除)/計入損益	- (432)	(1,754)	-	-	(1,754)
Disposal of partial interest in an associate	出售聯營公司部分權益	-	-	35,613	-	35,613
Exchange realignment	匯兌調整	-	-	(741)	-	(741)
At 31st December 2021 and 1st 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	<b>(6,931)</b>	<b>(51,937)</b>	<b>(110,219)</b>	<b>1,171</b>	<b>(167,916)</b>
Credited to other comprehensive income (Charged)/Credited to profit or loss	自其他全面收益中計入 (扣除)/計入損益	- (392)	124	-	-	124
Exchange realignment	匯兌調整	-	-	22	3	25
<b>At 31st December 2022</b>	<b>於二零二二年十二月三十一日</b>	<b>(7,323)</b>	<b>(51,813)</b>	<b>(110,197)</b>	<b>1,123</b>	<b>(168,210)</b>

The analysis of deferred income tax is as follows:

遞延所得稅之分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Deferred income tax assets	遞延所得稅資產	1,213	1,293
Deferred income tax liabilities	遞延所得稅負債	(169,423)	(169,209)
		<b>(168,210)</b>	<b>(167,916)</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 37. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Total minimum lease payments:	最低租賃付款總額：		
Due within one year	一年內到期	7,765	6,292
Due in the second to fifth years	二至五年內到期	2,224	6,314
Future finance charges on lease liabilities	未來租賃負債之財務費用	9,989 (255)	12,606 (474)
Present value of lease liabilities	租賃負債現值	9,734	12,132
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Present value of minimum lease payments:	租賃負債現值：		
Due within one year	一年內到期	7,568	5,956
Due in the second to fifth years	二至五年內到期	2,166	6,176
Less: Portion due within one year included under current liabilities	減：包括在流動負債於一年內到期的部份	9,734 (7,568)	12,132 (5,956)
Portion due after one year included under non-current liabilities	包括在非流動負債於一年後到期的部份	2,166	6,176

During the year ended 31st December 2022, the Group entered into six (2021: seven) lease agreements for use of office premises with remaining lease term of one to three years (2021: one to two years). The Group makes fixed payments during the contract periods. Two (2021: Two) of the lease agreements contains an option for further extending the lease period by giving three to six-month notice before the end of the lease. The Group considered that no extension or termination option would be exercised at the lease commencement date.

During the year ended 31st December 2022, the Group entered into two (2021: two) lease agreements for use of office equipment with remaining lease term of one to two years (2021: two to three years). The Group makes fixed payments during the contract periods. The leases do not contain any renewal options. The Group considered the option would not be exercised at the lease commencement date.

During the year ended 31st December 2022, the total cash outflows for the leases are HK\$9,008,000 (2021: HK\$8,287,000).

### 37. 租賃負債

下表載列本集團租賃負債之合約到期餘額：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Total minimum lease payments:	最低租賃付款總額：		
Due within one year	一年內到期	7,765	6,292
Due in the second to fifth years	二至五年內到期	2,224	6,314
Future finance charges on lease liabilities	未來租賃負債之財務費用	9,989 (255)	12,606 (474)
Present value of lease liabilities	租賃負債現值	9,734	12,132
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Present value of minimum lease payments:	租賃負債現值：		
Due within one year	一年內到期	7,568	5,956
Due in the second to fifth years	二至五年內到期	2,166	6,176
Less: Portion due within one year included under current liabilities	減：包括在流動負債於一年內到期的部份	9,734 (7,568)	12,132 (5,956)
Portion due after one year included under non-current liabilities	包括在非流動負債於一年後到期的部份	2,166	6,176

截至二零二二年十二月三十一日止年度，本集團簽訂六份（二零二一年：七份）賃期剩餘一至三年（二零二一年：一至兩年）有關使用辦公室物業之租賃合同。本集團於合約期內作固定付款。其中兩份（二零二一年：兩份）租賃合同包含於租賃期完結前給予出租方三至六個月通知期以再延長租賃期之權利。本集團於租賃開始日已考慮不行使該權利。

截至二零二二年十二月三十一日止年度，本集團簽訂兩份（二零二一年：兩份）賃期剩餘一至二年（二零二一年：兩至三年）有關使用辦公室設備之租賃合同。本集團於合約期內作固定付款。該租賃不包含任何更新權利。本集團於租賃開始日已考慮不行使該權利。

截至二零二二年十二月三十一日止年度，租賃之總現金支出為9,008,000港元（二零二一年：8,287,000港元）。

## 38. SHARE OPTION SCHEMES

The Company's share option scheme which was adopted on 8th August 2002 (the "2002 Share Option Scheme") was expired and a new share option scheme was adopted by an ordinary resolution passed at the special general meeting of the Company held on 13th March 2017 (the "2017 Share Option Scheme").

Upon the expiry of the 2002 Share Option Scheme, no further option can be offered thereunder but any options granted prior to such expiry but not yet exercised shall continue to be valid and exercisable.

### (i) 2002 Share Option Scheme

Under the 2002 Share Option Scheme, the Directors of the Company may grant options to eligible employees, including Directors and its subsidiaries, to subscribe for shares in the Company. The total number of shares in respect of which options may be granted under the 2002 Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time. The total number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time.

Options granted must be taken up within 28 days of the date of offer, upon payment of HK\$1 as consideration per grant. There is no general requirement that an option must be held for any minimum period before it can be exercised but the Directors of the Company are empowered to impose at its discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised will be determined by the Directors of the Company at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

The exercise price is determined by the Directors, and will not be less than the higher of (a) the closing price of the shares on the Stock Exchange on the date of grant of the options; (b) the average of the closing prices of the shares on the Stock Exchange for the five trading days immediately preceding the date of grant of the options; and (c) the nominal value of a share. The 2002 Share Option Scheme expired on 7th August 2012.

## 38. 購股權計劃

本公司於二零零二年八月八日採納的購股權計劃已經屆滿(「二零零二年購股權計劃」)，新購股權計劃於二零一七年三月十三日之股東特別大會上通過一項普通決議所採納(「二零一七年購股權計劃」)。

由於二零零二年購股權計劃已經屆滿，本公司不得再據此增發任何購股權，而所有於屆滿日前授出及未行使的購股權仍然有效及可繼續行使。

### (i) 二零零二年購股權計劃

根據二零零二年購股權計劃，本公司董事可向合資格僱員(包括本公司及其附屬公司之董事)授出購股權以認購本公司股份。根據二零零二年購股權計劃，可授出之購股權可認購之股份總數，不得超過本公司於任何時間之已發行股份之10%。於任何年度授予任何人士之購股權可認購之股份總數，不得超過本公司於任何時間之已發行股份之1%。

已授出購股權必須於授出日期起計28天內接納，接納每項授出時須支付1港元作為代價。現時並無一般規定要求購股權持有人行使購股權前必須持有購股權之任何最低期限，惟本公司董事獲授權於授出任何特定購股權時，酌情施加任何最低期限。可行使購股權之期限將由本公司董事全權酌情釐定，惟任何購股權一律不得於授出日期起計10年過後行使。

行使價乃由本公司董事釐定，惟將不會少於以下三者中之較高者：(a)股份於購股權授出日期在聯交所之收市價；(b)股份於緊接購股權授出日期前五個交易日在聯交所之平均收市價；及(c)股份面值。二零零二年購股權計劃已於二零一二年八月七日屆滿。

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### 38. SHARE OPTION SCHEMES (Continued)

#### (i) 2002 Share Option Scheme (Continued)

The following table discloses details of the share options held by employees under the 2002 Share Option Scheme and movements in such holdings during the years ended 31st December 2022 and 2021:

#### 2022

Grant date	授出日期	Exercise price per share 每股行使價	Number of options 購股權數目				
			At 1st January 2022 於二零二二年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	At 31st December 2022 於二零二二年十二月三十一日
19th March 2012	二零一二年三月十九日	HK\$0.704 0.704 港元	185,700	-	(187,500)	-	-
Weighted average exercise price per share	加權平均每股行使價		HK\$0.704 0.704 港元	-	HK\$0.704 0.704 港元	-	-

#### 2021

Grant date	授出日期	Exercise price per share 每股行使價	Number of options 購股權數目				
			At 1st January 2021 於二零二一年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	At 31st December 2021 於二零二一年十二月三十一日
19th March 2012	二零一二年三月十九日	HK\$0.704 0.704 港元	185,700	-	-	-	185,700
2nd May 2012	二零一二年五月二日	HK\$0.728 0.728 港元	170,228	-	-	(170,228)	-
			355,928	-	-	(170,228)	185,700
Weighted average exercise price per share	加權平均每股行使價		HK\$0.715 0.715 港元	-	-	HK\$0.728 0.728 港元	HK\$0.704 0.704 港元
Number of options exercisable at 31st December 2021	於二零二一年十二月三十一日 可行使的購股權數目						185,700
Weighted average exercise price per share of options exercisable at 31st December 2021	於二零二一年十二月三十一日 可行使的購股權的 加權平均每股行使價						HK\$0.704 0.704 港元
Weighted average remaining contractual life	加權平均剩餘 合約年期						0.3 year 0.3 年

The options granted on 19th March 2012 and 2nd May 2012 were vested equally on each of the first, second and third anniversaries of the grant date.

### 38. 購股權計劃 (續)

#### (i) 二零零二年購股權計劃 (續)

下表披露合資格僱員持有二零零二年購股權計劃之購股權及於截至二零二二年及二零二一年十二月三十一日止年度該等持有之變動詳情：

#### 二零二二年

Grant date	授出日期	Exercise price per share 每股行使價	Number of options 購股權數目				
			At 1st January 2022 於二零二二年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	At 31st December 2022 於二零二二年十二月三十一日
19th March 2012	二零一二年三月十九日	HK\$0.704 0.704 港元	185,700	-	(187,500)	-	-
Weighted average exercise price per share	加權平均每股行使價		HK\$0.704 0.704 港元	-	HK\$0.704 0.704 港元	-	-

#### 二零二一年

Grant date	授出日期	Exercise price per share 每股行使價	Number of options 購股權數目				
			At 1st January 2021 於二零二一年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	At 31st December 2021 於二零二一年十二月三十一日
19th March 2012	二零一二年三月十九日	HK\$0.704 0.704 港元	185,700	-	-	-	185,700
2nd May 2012	二零一二年五月二日	HK\$0.728 0.728 港元	170,228	-	-	(170,228)	-
			355,928	-	-	(170,228)	185,700
Weighted average exercise price per share	加權平均每股行使價		HK\$0.715 0.715 港元	-	-	HK\$0.728 0.728 港元	HK\$0.704 0.704 港元
Number of options exercisable at 31st December 2021	於二零二一年十二月三十一日 可行使的購股權數目						185,700
Weighted average exercise price per share of options exercisable at 31st December 2021	於二零二一年十二月三十一日 可行使的購股權的 加權平均每股行使價						HK\$0.704 0.704 港元
Weighted average remaining contractual life	加權平均剩餘 合約年期						0.3 year 0.3 年

於二零一二年三月十九日及二零一二年五月二日授出的購股權已經於授出日期的第一、第二及第三週年屆滿時等份歸屬。

## 38. SHARE OPTION SCHEMES (Continued)

### (ii) 2017 Share Option Scheme

2017 Share Option Scheme was adopted by the Company on 13th March 2017 and is valid and effective for a period of ten years from 13th March 2017.

The purpose of the 2017 Share Option Scheme is to enable the Company to grant options to the eligible participants as incentives or rewards for their contribution to the Company and/or its subsidiaries. The Board may, at its discretion, grant options to any eligible employee, executive or officer including Directors of the Company or its subsidiaries, to subscribe for shares of the Company. The total number of shares which may be issued upon exercise of all options to be granted under the 2017 Share Option Scheme shall not in aggregate exceed 10% of the total number of shares of the Company in issue as at 13th March 2017, the date of approval of the adoption of the 2017 Share Option Scheme. Unless approved by the shareholders of the Company, the total number of shares issued and to be issued upon exercise of the options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of shares of the Company in issue.

Options granted must be taken up within 28 days of the date of offer, upon payment of HK\$1 as consideration per grant. The Board may at its absolute discretion impose any minimum period for which an option must be held before it can be exercised and/or any performance targets which must be achieved before the option can be exercised. The period during which an option may be exercised will be determined by the Directors of the Company at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted.

The exercise price is determined by the Board, and shall be at least the higher of (a) the closing price of the shares of the Company on the Stock Exchange's daily quotation sheets on the date of grant of the options; (b) the average of the closing prices of the shares of the Company on the Stock Exchange for the five business days immediately preceding the date of grant of the options; and (c) the nominal value of a share of the Company.

## 38. 購股權計劃(續)

### (ii) 二零一七年購股權計劃

本公司於二零一七年三月十三日採納二零一七年購股權計劃，其有生效及有效期由二零一七年三月十三日起計十年。

二零一七年購股權計劃的目的是使本公司能夠向合資格的參與者授出購股權以獎勵或回報對本公司和／或其附屬公司的貢獻。董事會可向任何合資格僱員、行政人員或高級職員(包括本公司及其附屬公司之董事)授出購股權以認購本公司股份。根據二零一七年購股權計劃將予授出的所有購股權獲行使時可發行的股份總數，合共不得超過於二零一七年三月十三日(批准採納二零一七年購股權計劃之日)已發行股份總數之10%。除獲本公司股東批准外，於任何12個月期間內授予每位合資格參與者的購股權(包括已行使及尚未行使的購股權)獲行使而發行及將予發行的股份總數，不得超過本公司已發行股份總數的1%。

已授出購股權必須於授出日期起計28天內接納，接納每項授出時須支付1港元作為代價。董事會可全權酌情施加於購股權可予行使前合資格參與者須持有購股權之任何最短期限及／或購股權可予行使前合資格參與者須達致之任何表現目標。可行使購股權之期限將由本公司董事全權酌情釐定，惟任何購股權一律不得於授出日期起計10年過後行使。

行使價乃由董事會釐定，惟將不會少於以下三者中之較高者：(a)股份於購股權授出日期在聯交所每日報價表所列之收市價；(b)股份於緊接購股權授出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)股份面值。

### 38. SHARE OPTION SCHEMES (Continued)

#### (ii) 2017 Share Option Scheme (Continued)

The following table discloses details of the share options held by employees (including Directors) under the 2017 Share Option Scheme and movements in such holdings during the years ended 31st December 2022 and 2021:

2022

Grant date	授出日期	Exercise price per share 每股行使價	Number of options 購股權數目				
			At 1st January 2022 於二零二二年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	At 31st December 2022 於二零二二年十二月三十一日
31st March 2017	二零一七年三月三十一日	HK\$0.970 0.970 港元	16,682,300	-	(377,575)	(33,800)	16,270,925
28th April 2017	二零一七年四月二十八日	HK\$0.909 0.909 港元	7,260,000	-	-	-	7,260,000
13th December 2017	二零一七年十二月十三日	HK\$0.867 0.867 港元	785,550	-	(203,650)	(78,500)	503,400
			24,727,850	-	(581,225)	(112,300)	24,034,325
Weighted average exercise price per share	加權平均每股行使價		HK\$0.949 0.949 港元	-	HK\$0.934 0.934 港元	HK\$0.898 0.898 港元	HK\$0.949 0.949 港元
Number of options exercisable at 31st December 2022	於二零二二年十二月三十一日 可行使的購股權數目						23,442,875
Weighted average exercise price per share of options exercisable at 31st December 2022	於二零二二年十二月三十一日 可行使的購股權的 加權平均每股行使價						HK\$0.951 0.951 港元
Weighted average remaining contractual life	加權平均剩餘 合約年期						4.28 years 4.28 年

### 38. 購股權計劃 (續)

#### (ii) 二零一七年購股權計劃 (續)

下表披露合資格僱員(包括董事)持有二零一七年購股權計劃之購股權及於截至二零二二及二零二一年十二月三十一日止年度該等持有之變動詳情:

二零二二年

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### 38. SHARE OPTION SCHEMES (Continued)

#### (ii) 2017 Share Option Scheme (Continued)

2021

Grant date	授出日期	Exercise price per share 每股行使價	Number of options 購股權數目				
			At 1st January 2021 於二零二一年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	At 31st December 2021 於二零二一年十二月三十一日
31st March 2017	二零一七年三月三十一日	HK\$0.970 0.970 港元	19,600,000	-	(238,300)	(2,679,400)	16,682,300
28th April 2017	二零一七年四月二十八日	HK\$0.909 0.909 港元	7,260,000	-	-	-	7,260,000
13th December 2017	二零一七年十二月十三日	HK\$0.867 0.867 港元	1,281,450	-	(69,300)	(426,600)	785,550
			28,141,450	-	(307,600)	(3,106,000)	24,727,850
Weighted average exercise price per share	加權平均每股行使價		HK\$0.950 0.950 港元	-	HK\$0.947 0.947 港元	HK\$0.956 0.956 港元	HK\$0.949 0.949 港元
Number of options exercisable at 31st December 2021	於二零二一年十二月三十一日 可行使的購股權數目						21,455,535
Weighted average exercise price per share of options exercisable at 31st December 2021	於二零二一年十二月三十一日 可行使的購股權的 加權平均每股行使價						HK\$0.952 0.952 港元
Weighted average remaining contractual life	加權平均剩餘 合約年期						5.30 years 5.30 年

During the year ended 31st December 2022, there was no share options granted under the 2017 Share Option Scheme (2021: Nil).

During the year ended 31st December 2022, the Group recognised total expense of approximately HK\$53,000 (2021: HK\$282,000) in relation to equity-settled share-based payment transactions under the 2017 Share Option Scheme and included in the consolidated statement of profit or loss with a corresponding credited to the share-based payment reserve.

### 38. 購股權計劃 (續)

#### (ii) 二零一七年購股權計劃 (續)

二零二一年

Grant date	授出日期	Exercise price per share 每股行使價	Number of options 購股權數目				
			At 1st January 2021 於二零二一年一月一日	Granted during the year 年內授出	Lapsed during the year 年內失效	Exercised during the year 年內行使	At 31st December 2021 於二零二一年十二月三十一日
31st March 2017	二零一七年三月三十一日	HK\$0.970 0.970 港元	19,600,000	-	(238,300)	(2,679,400)	16,682,300
28th April 2017	二零一七年四月二十八日	HK\$0.909 0.909 港元	7,260,000	-	-	-	7,260,000
13th December 2017	二零一七年十二月十三日	HK\$0.867 0.867 港元	1,281,450	-	(69,300)	(426,600)	785,550
			28,141,450	-	(307,600)	(3,106,000)	24,727,850
Weighted average exercise price per share	加權平均每股行使價		HK\$0.950 0.950 港元	-	HK\$0.947 0.947 港元	HK\$0.956 0.956 港元	HK\$0.949 0.949 港元
Number of options exercisable at 31st December 2021	於二零二一年十二月三十一日 可行使的購股權數目						21,455,535
Weighted average exercise price per share of options exercisable at 31st December 2021	於二零二一年十二月三十一日 可行使的購股權的 加權平均每股行使價						HK\$0.952 0.952 港元
Weighted average remaining contractual life	加權平均剩餘 合約年期						5.30 years 5.30 年

於截至二零二二年十二月三十一日止年度，並沒有二零一七年購股權計劃下的購股權授出(二零二一年：無)。

於截至二零二二年十二月三十一日止年度，本集團於綜合損益表中確認在二零一七年購股權計劃下以股份為基礎支付之總開支約 53,000 港元(二零二一年：282,000 港元)並於以股份為基礎支付儲備入賬。



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綜合財務報表附註

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

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 39. 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>		
Property, plant and equipment	物業、廠房及設備	15	41
Investments in subsidiaries	於附屬公司之投資	428,893	428,893
Deferred income tax assets	遞延所得稅資產	858	1,293
		<b>429,766</b>	430,227
<b>Current assets</b>	<b>流動資產</b>		
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	246	205
Amounts due from subsidiaries	附屬公司欠款	692,361	664,618
Amount due from an associate	一間聯營公司欠款	68	66
Bank balances and cash	銀行存款及現金	862	2,117
		<b>693,537</b>	667,006
<b>Total assets</b>	<b>總資產</b>	<b>1,123,303</b>	1,097,233
<b>Equity</b>	<b>權益</b>		
Share capital	股本	83,370	83,358
Share premium	股份溢價賬	403,164	403,043
Reserves (Note)	儲備(附註)	106,803	104,668
<b>Total equity</b>	<b>總權益</b>	<b>593,337</b>	591,069
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	12,598	17,690
Amount due to ultimate holding company	欠最終控股公司款項	86	93
Amounts due to subsidiaries	欠附屬公司款項	517,282	488,381
		<b>529,966</b>	506,164
<b>Total liabilities</b>	<b>總負債</b>	<b>529,966</b>	506,164
<b>Total equity and liabilities</b>	<b>總權益及負債</b>	<b>1,123,303</b>	1,097,233
<b>Net current assets</b>	<b>流動資產淨額</b>	<b>163,571</b>	160,842
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>593,337</b>	591,069

Approved and authorised for issue by the board of directors on 29th March 2023.

董事會於二零二三年三月二十九日批准並授權刊發。

WANG Weihang  
王維航  
Director  
董事

WANG Yueou  
王粵鵬  
Director  
董事

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## 綜合財務報表附註

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

### 39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 39. 本公司財務狀況表 (續)

Note: The movement of the Company's reserves are as follows:

附註：本公司儲備之變動如下：

	Special reserve	Share-based payment reserve	Retained earnings/ (Accumulated losses)	Total
	特別儲備	以股份為基礎 支付儲備	保留盈利/ 保留損失	總計
	(Note (i)) (附註(i))			
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1st January 2021	95,513	8,644	4,981	109,138
Profit for the year	-	-	221,233	221,233
Issue of ordinary shares upon exercise of share options	-	(1,006)	-	(1,006)
Recognition of equity-settled share-based payments	-	282	-	282
Lapse of share options transferred to retained earnings	-	(58)	58	-
Final dividend for the year ended 31st December 2020 and special dividend	-	-	(224,979)	(224,979)
At 31st December 2021 and 1st January 2022	95,513	7,862	1,293	104,668
Profit for the year	-	-	27,124	27,124
Issue of ordinary shares upon exercise of share options	-	(31)	-	(31)
Recognition of equity-settled share-based payments	-	53	-	53
Lapse of share options transferred to retained earnings	-	(180)	180	-
Final dividend for the year ended 31st December 2021	-	-	(25,011)	(25,011)
<b>At 31st December 2022</b>	<b>95,513</b>	<b>7,704</b>	<b>3,586</b>	<b>106,803</b>

(i) The special reserve of the Company represents the difference between the nominal value of the Company's shares issued in exchange for the issued share capital of the subsidiaries and the net asset value of the subsidiaries acquired in prior years. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus shall not be distributable if there are reasonable grounds for believing that:

- (1) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (2) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

(ii) As at 31st December 2022, in the opinion of the directors, the aggregate amount of reserves available for distribution to equity holders of the Company was approximately HK\$99,099,000 (2021: HK\$96,806,000).

(i) 本公司之特別儲備指於過往年度本公司為換取附屬公司已發行股本而發行之股份面值與所收購附屬公司資產淨值之差額。根據百慕達一九八一年公司法(經修訂)，倘有合理理據可相信下列各項，則繳入盈餘不可供分派：

- (1) 本公司現時或於作出付款後無法於其負債到期時支付負債；或
- (2) 本公司資產之可變現價值將因而少於其負債及其已發行股本以及股份溢價賬之總和。

(ii) 於二零二二年十二月三十一日，董事認為，可供分派予本公司股本持有人的儲備總額約為99,099,000港元(二零二一年：96,806,000港元)。

## 40. CASH FLOW INFORMATION

### (a) Cash generated from operations

## 40. 現金流量資料

### (a) 經營業務之現金收入

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	119,386	29,909
Adjustments for:	經調整：		
– Share of results of associates (Note 22)	– 應佔聯營公司業績(附註22)	62,196	30,427
– Depreciation of property, plant and equipment (Note 19)	– 物業、廠房及設備折舊(附註19)	24,672	23,513
– Net (gain)/Loss on deemed disposal of partial interest in an associate (Note 9)	– 視作出售聯營公司部分權益之淨(收益)/虧損(附註9)	(64,063)	176,471
– Gain on disposal of partial interest in an associate (Note 9)	– 出售聯營公司部分權益之收益(附註9)	–	(129,617)
– Gain on additional interest in an associate (Note 9)	– 聯營公司額外權益產生之收益(附註9)	–	(25,909)
– Gain on disposal of property, plant and equipment (Note 9)	– 出售物業、廠房及設備之收益(附註9)	–	(98)
– Fair value loss on investment properties (Note 20)	– 投資物業之公允價值虧損(附註20)	2,300	–
– (Reversal of provision for)/provision for obsolete inventories, net (Note 12)	– 陳舊存貨(撥備撥回)/撥備淨值(附註12)	(48)	63
– Interest income	– 利息收入	(398)	(43)
– Interest expenses (Note 11)	– 利息支出(附註11)	3,545	3,956
– Equity-settled share-based payment expenses	– 以股份為基礎支付之開支	53	282
– ECL allowance for trade receivables (Note 26)	– 應收貿易款項之預期信貸虧損撥備(附註26)	1,207	3,768
– Reversal of ECL allowance for trade receivables (Note 26)	– 應收貿易款項之預期信貸虧損撥備撥回(附註26)	(396)	(2,934)
– ECL allowance for contract assets	– 合約資產之預期信貸虧損撥備	–	847
– Write off of inventories (Note 12)	– 存貨撇銷(附註12)	64	74
Changes in working capital:	營運資金變動：		
– Inventories	– 存貨	(52,530)	(21,429)
– Trade receivables	– 應收貿易款項	(22,221)	67,153
– Finance lease receivables	– 應收融資租賃款項	(730)	2,699
– Other receivables, deposits and prepayments	– 其他應收款項、按金及預付款項	(7,233)	(3,894)
– Contract assets	– 合約資產	(83,521)	(16,339)
– Trade payables	– 應付貿易款項	56,033	(24,774)
– Other payables and accruals	– 其他應付款項及應計費用	13,637	19,811
– Receipts in advance	– 預收收益	50,987	(43,105)
Cash generated from operations	經營業務之現金收入	102,940	90,831

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### 綜合財務報表附註

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

#### 40. CASH FLOW INFORMATION (Continued)

##### (b) Reconciliation of liabilities arising from financing activities

The table below set out the reconciliation of liabilities arising from financing activities for the years ended 31st December 2022 and 2021:

		<b>Bank borrowings</b>	<b>Lease liabilities</b>	<b>Total</b>
		銀行借貸	租賃負債	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
		(Note)		
		(附註)		
At 1st January 2021	於二零二一年一月一日	145,971	6,436	152,407
Cash flows	現金流量			
– Repayment of bank borrowings	– 償還銀行借貸	(45,000)	–	(45,000)
– Interest paid	– 已付利息	(3,275)	–	(3,275)
– Principal portion of lease payments	– 租賃付款本金部份	–	(6,521)	(6,521)
– Interest portion of lease payments	– 租賃付款利息部份	–	(530)	(530)
Non-cash changes	非現金變動			
– Finance costs	– 財務成本	3,426	530	3,956
– Entering into new leases (Note 19)	– 加入新租賃(附註19)	–	5,739	5,739
– Reassessment of lease term (Note 19)	– 重估使用權資產之租賃期(附註19)	–	6,406	6,406
– Exchange difference	– 匯兌差異	–	72	72
At 31st December 2021 and 1st 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	<b>101,122</b>	<b>12,132</b>	<b>113,254</b>
Cash flows	現金流量			
– Repayment of bank borrowings	– 償還銀行借貸	<b>(45,000)</b>	–	<b>(45,000)</b>
– Interest paid	– 已付利息	<b>(2,910)</b>	–	<b>(2,910)</b>
– Principal portion of lease payments	– 租賃付款本金部份	–	<b>(6,613)</b>	<b>(6,613)</b>
– Interest portion of lease payments	– 租賃付款利息部份	–	<b>(387)</b>	<b>(387)</b>
Non-cash changes	非現金變動			
– Finance costs	– 財務成本	<b>3,158</b>	<b>387</b>	<b>3,545</b>
– Reassessment of lease term (Note 19)	– 重估使用權資產之租賃期(附註19)	–	<b>4,935</b>	<b>4,935</b>
– Exchange difference	– 匯兌差異	–	<b>(720)</b>	<b>(720)</b>
<b>At 31st December 2022</b>	於二零二二年十二月三十一日	<b>56,380</b>	<b>9,734</b>	<b>66,114</b>

#### 40. 現金流量資料(續)

##### (b) 融資活動產生的負債的對賬

下表載列截至二零二二年及二零二一年十二月三十一日止年度融資活動產生的負債的對賬：

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

## 40. CASH FLOW INFORMATION (Continued)

### (b) Reconciliation of liabilities arising from financing activities (Continued)

Note:

The following table shows the breakdown of the bank borrowings and interest payable as at 31st December 2022 and 2021:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Bank borrowings (Note 35)	銀行借貸(附註35)	56,347	101,099
Interest payable (included in other payables and accruals)	應付利息(包括在其他應付款項及應計費用內)	33	23
		<b>56,380</b>	<b>101,122</b>

## 41. LEASE COMMITMENTS

### As lessee

At the reporting date, the lease commitments for short-term leases are as follows:

		2022 二零二二年 Office premises 辦公室物業 HK\$'000 千港元	2021 二零二一年 Office premises 辦公室物業 HK\$'000 千港元
Within one year	一年內	<b>649</b>	<b>702</b>

As at 31st December 2022, the Group had not committed to any lease in which the lease had not yet commenced (2021: not committed to any lease in which the lease had not yet commenced).

As at 31st December 2022, leases for office premises are negotiated for an average term of one year (2021: one year) and the rentals are fixed over the terms of the leases.

## 40. 現金流量資料(續)

### (b) 融資活動產生的負債的對賬(續)

附註：

下表載列於二零二二年及二零二一年十二月三十一日銀行借貸及應付利息之明細：

## 41. 租賃承擔

### 作為承租人

於報告期末日，短期租賃之租賃承擔如下：

		2022 二零二二年 Office premises 辦公室物業 HK\$'000 千港元	2021 二零二一年 Office premises 辦公室物業 HK\$'000 千港元
Within one year	一年內	<b>649</b>	<b>702</b>

於二零二二年十二月三十一日，本集團並未承擔任何租賃期未開始的租賃訂約(二零二一年：並未承擔任何租賃期未開始的租賃訂約)。

於二零二二年十二月三十一日，辦公室物業之租賃平均按一年磋商一次(二零二一年：一年)，租金於租約內為固定。

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

### 41. LEASE COMMITMENTS (Continued)

#### As lessor

At 31st December 2022, the Group had contracted with tenants and an associate in respect of office premises under operating leases as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Not later than one year	一年內	1,378	3,328
Later than 1 year but not later than 5 years	一年後及五年內	163	1,541
		1,541	4,869

Leases for office premises are negotiated for an average term of three years (2021: three years) and the rentals are fixed over the terms of the leases.

### 42. CAPITAL COMMITMENTS

Contracted but not provided for: Capital expenditure in respect of property, plant and equipment	已訂約但未撥備： 物業、廠房及設備之資本開支	1,407	367
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### 43. CONTINGENT LIABILITIES

As at 31st December 2022, performance bonds of approximately HK\$112,156,000 (2021: HK\$102,540,000) have been issued by the bank on behalf of the Group to customers as security of contracts.

### 44. PLEDGE OF ASSETS

As at 31st December 2022, land and buildings with carrying amount of HK\$159,600,000 (2021: HK\$166,700,000) (Note 19) and investment properties with carrying amount of HK\$52,000,000 (2021: HK\$54,300,000) (Note 20) were pledged to secure the Group's bank borrowings.

### 41. 租賃承擔 (續)

#### 作為出租人

於二零二二年十二月三十一日，本集團已就辦公室物業之營業租約與租戶及一間聯營公司訂約如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
辦公室物業之租約平均按三年磋商一次(二零二一年：三年)，租金於租約內為固定。		

### 42. 資本承擔

Contracted but not provided for: Capital expenditure in respect of property, plant and equipment	已訂約但未撥備： 物業、廠房及設備之資本開支	1,407	367
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### 43. 或然負債

於二零二二年十二月三十一日，銀行代表本集團給予客戶作為合約抵押之履約保證約為112,156,000港元(二零二一年：102,540,000港元)。

### 44. 資產抵押

於二零二二年十二月三十一日，本集團之土地及樓宇之賬面金額為159,600,000港元(二零二一年：166,700,000港元)(附註19)及投資物業之賬面金額為52,000,000港元(二零二一年：54,300,000港元)(附註20)已用作本集團之銀行借貸之抵押。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 45. RELATED PARTY TRANSACTIONS

As at 31st December 2022, Hong Kong Teamsun owns 67.66% (2021: 67.67%) of the Company's issued shares. The remaining 32.34% (2021: 32.33%) of the Company's issued shares are widely held. The ultimate holding company of the Company is Teamsun.

#### (a) Transactions with related parties

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b><u>Nature of transaction</u></b>	<b>交易性質</b>		
<b>Fellow subsidiaries:</b>			
Service income charged by the Group	本集團徵收之服務收入	15	504
Other income charged by the Group	本集團徵收之其他收入	-	9
Service fee charged to the Group	本集團支付的服務費用	383	449
<b>The associates:</b>			
Sales by the Group	本集團銷貨	4,883	2,353
Purchases by the Group	本集團購貨	5,986	4,387
Staff costs charged by the Group	本集團徵收之員工開支	66	66
Rental income charged by the Group	本集團徵收之租金收入	398	387

Sale and purchase of goods and services are transacted at normal commercial terms that are consistently applied to all customers and vendors.

貨品及服務買賣按所有客戶及買家一致應用之正常商業條款進行交易。

Rental income was transacted with reference to the rental rates prevailing in the market.

租金收入乃參考市場當前的租金水平釐定。

(b) The Group's balances with related parties are set out in Notes 28 and 33.

(b) 本集團與關連人士之間的結餘載於附註28及33。

(c) Key management personnel remuneration are disclosed in Notes 14 and 15.

(c) 主要管理人員酬金於附註14及15內披露。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 46. PARTICULARS OF MAJOR SUBSIDIARIES

Particulars of the Company's principal subsidiaries at 31st December 2022 and 2021 are as follows:

### 46. 主要附屬公司之詳情

於二零二二年及二零二一年十二月三十一日，本公司之主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ establishment and operation 註冊成立／成立 及經營之 國家／地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本	Percentage of issued share capital held by the Company 本公司所持 已發行股本百分比		Principal activities 主要業務
			2022 二零二二年	2021 二零二一年	
Automated Systems (H.K.) Limited 自動系統(香港)有限公司	Hong Kong 香港	2 ordinary shares 55,350,000 non-voting deferred shares^ HK\$55,350,002 2 股普通股 55,350,000 股 無投票權遞延股^ 55,350,002 港元	100%	100%	Investment holding, sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services) 投資控股，銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務)
ELM Computer Technologies Limited 榆林電腦科技有限公司	Hong Kong 香港	12,000,000 ordinary shares HK\$12,000,000 12,000,000 股 普通股 12,000,000 港元	100%	100%	Sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services) 銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務)
ASL Softwing Investment Holdings Limited 軟翊投資控股有限公司	Hong Kong 香港	10 ordinary shares HK\$10 10 股普通股 10 港元	100%*	100%*	Investment holding 投資控股



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 46. PARTICULARS OF MAJOR SUBSIDIARIES 46. 主要附屬公司之詳情 (續)

(Continued)

Particulars of the Company's principal subsidiaries at 31st December 2022 and 2021 are as follows: (Continued)

於二零二二年及二零二一年十二月三十一日，本公司之主要附屬公司詳情如下：(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ establishment and operation 註冊成立/成立 及經營之 國家/地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Percentage of issued share capital held by the Company 本公司所持 已發行股本百分比		Principal activities 主要業務
			2022	2021	
			二零二二年	二零二一年	
CSA Automated (Macau) Limited 自動系統(澳門)有限公司	Macau 澳門	Registered capital MOP\$10,000 註冊資本 澳門幣 10,000 元	100%	100%	Investment holding, sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services) 投資控股，銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務)
ASL Automated (Thailand) Limited	Thailand 泰國	1,110,000 ordinary shares THB50,000,000 1,110,000 股普通股 泰銖 50,000,000 元	100%	100%	Investment holding, sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services) 投資控股，銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務)
Guangzhou Automated Systems Limited (Note 1) 廣州澳圖美德信息科技有限公司 (附註 1)	PRC 中國	Registered capital HK\$110,000,000 註冊資本 110,000,000 港元	100%	100%	Sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services) 銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務)

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 46. PARTICULARS OF MAJOR SUBSIDIARIES 46. 主要附屬公司之詳情 (續)

(Continued)

Particulars of the Company's principal subsidiaries at 31st December 2022 and 2021 are as follows: (Continued)

於二零二二年及二零二一年十二月三十一日，本公司之主要附屬公司詳情如下：(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ establishment and operation 註冊成立／成立 及經營之 國家／地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本	Percentage of issued share capital held by the Company 本公司所持 已發行股本百分比		Principal activities 主要業務
			2022 二零二二年	2021 二零二一年	
ASL Security Solutions Limited	Cayman Islands 開曼群島	1 ordinary share HK\$0.1 1 股普通股 0.1 港元	100%*	100%*	Investment holding 投資控股
ASL Holdings Limited	British Virgin Islands# 英屬處女群島#	1 ordinary share USD1 1 股普通股 1 美元	100%*	100%*	Investment holding, sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services) 投資控股，銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務)
ELM Technologies Holdings Limited	British Virgin Islands 英屬處女群島	1 ordinary share USD1 1 股普通股 1 美元	100%*	100%*	Investment holding 投資控股
Express Success Limited	British Virgin Islands# 英屬處女群島#	2 ordinary shares USD2 2 股普通股 2 美元	100%*	100%*	Property holding 物業持有
Express Returns Limited	British Virgin Islands# 英屬處女群島#	2 ordinary shares USD2 2 股普通股 2 美元	100%*	100%*	Property holding 物業持有
Express Profits Development Limited	British Virgin Islands# 英屬處女群島#	2 ordinary shares USD2 2 股普通股 2 美元	100%*	100%*	Property holding 物業持有

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 46. PARTICULARS OF MAJOR SUBSIDIARIES 46. 主要附屬公司之詳情 (續)

(Continued)

Particulars of the Company's principal subsidiaries at 31st December 2022 and 2021 are as follows: (Continued)

於二零二二年及二零二一年十二月三十一日，本公司之主要附屬公司詳情如下：(續)

Name of subsidiary 附屬公司名稱	Country/place of incorporation/ establishment and operation 註冊成立／成立 及經營之 國家／地點	Issued and fully paid share capital/ registered capital 已發行及 繳足股本／ 註冊資本	Percentage of issued share capital held by the Company 本公司所持 已發行股本百分比		Principal activities 主要業務
			2022	2021	
			二零二二年	二零二一年	
Automated Systems Fortune Investment Holdings Limited	British Virgin Islands# 英屬處女群島#	1 ordinary share USD1 1 股普通股 1 美元	100%*	100%*	Investment holding, international trading, fund investment and treasury management 投資控股、國際貿易、基金投資及 資金管理
GDB International Investment Limited	British Virgin Islands 英屬處女群島	2 ordinary shares USD54,650,001 2 股普通股 54,650,001 美元	100%*	100%*	Investment holding 投資控股
GDD International Holding Company	US 美國	100 common stocks USD54,650,100 100 股普通股 54,650,100 美元	100%	100%	Investment holding 投資控股

Notes:

1. Guangzhou Automated Systems Limited was registered in the PRC as a wholly foreign-owned enterprise. The paid up capital up to 31st December 2022 was HK\$95,000,000 (2021: HK\$95,000,000).

^ The non-voting deferred shares, which are not held by the Company, carry practically no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of the Company nor to participate in any distribution on winding up.

# These companies operate in Hong Kong.

\* Subsidiaries held directly by the Company.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the reporting period.

附註：

1. 廣州澳圖美德信息科技有限公司於中國註冊為外商獨資企業。截至二零二二年十二月三十一日的繳足股本為95,000,000港元(二零二一年：95,000,000港元)。

^ 無投票權遞延股並非由本公司持有，其概無附帶享有股息、收取本公司任何股東大會的通告及出席有關大會並於會上投票、參與清盤時作出任何分派的實際權利。

# 該等公司於香港經營。

\* 本公司直接持有之附屬公司。

董事認為，上表所列本公司的附屬公司主要影響本年度業績或組成本集團資產淨值的重要部分。董事認為載列其他附屬公司的詳情令篇幅過於冗長。

於本年度結算日，概無附屬公司發行任何債務證券。

# Particulars of Investment Properties

## 投資物業詳情

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

Particulars of the Group's investment properties at 31st December 2022 are as follows:

於二零二二年十二月三十一日，本集團之投資物業詳情如下：

Location 地點	Gross floor area (sq.ft) 建築面積 (平方呎)	Use 用途
Units 1 to 7 and 15 to 21 on 12th Floor Topsail Plaza 11 On Sum Street Shatin New Territories Hong Kong 香港 新界 沙田 安心街11號 華順廣場 12樓1至7號及15至21號單位	11,761 sq.ft 11,761 平方呎	Commercial 商業
Car parking space No. P4 on Ground Floor Topsail Plaza 11 On Sum Street Shatin New Territories Hong Kong 香港 新界 沙田 安心街11號 華順廣場 地下P4車位	125 sq.ft 125 平方呎	Commercial 商業

# Automated Systems Holdings Limited

## – Information of Major Subsidiaries, Associates and Relevant Centers

### 自動系統集團有限公司 – 主要附屬、聯營公司及相關中心資料

#### HONG KONG

Automated Systems (H.K.) Limited  
15/F, Topsail Plaza  
11 On Sum Street  
Shatin, New Territories, Hong Kong  
Tel: (852) 2601 6998  
Fax: (852) 2601 6936

ELM Computer Technologies Limited  
16/F, Topsail Plaza  
11 On Sum Street  
Shatin, New Territories, Hong Kong  
Tel: (852) 2541 9900  
Fax: (852) 2541 1338

i-Sprint Innovations (HK) Limited  
Room 6-7, 10/F, Topsail Plaza  
11 On Sum Street  
Shatin, New Territories, Hong Kong  
Tel: (852) 2608 6226  
Fax: (852) 2645 8069

Automated Center of Excellence (ACoE)  
15/F, Topsail Plaza  
11 On Sum Street  
Shatin, New Territories, Hong Kong  
Tel: (852) 2601 6998  
Fax: (852) 2601 6936

Security Operation Center *Plus* (SOC+)  
15/F, Topsail Plaza  
11 On Sum Street  
Shatin, New Territories, Hong Kong  
Tel: (852) 2601 6998  
Fax: (852) 2601 6936

Service Center  
15/F, Topsail Plaza  
11 On Sum Street  
Shatin, New Territories, Hong Kong  
Tel: (852) 2601 6998  
Fax: (852) 2601 6936

Service Center  
Unit 2303, 23/F,  
148 Electric Road,  
North Point, Hong Kong  
Tel: (852) 2601 6998  
Fax: (852) 2601 6936

Unified Operation Center (UOC)  
15/F, Topsail Plaza  
11 On Sum Street  
Shatin, New Territories, Hong Kong  
Tel: (852) 2601 6998  
Fax: (852) 2601 6936

#### 香港

自動系統(香港)有限公司  
香港新界沙田  
安心街 11 號  
華順廣場 15 樓  
電話：(852) 2601 6998  
傳真：(852) 2601 6936

榆林電腦科技有限公司  
香港新界沙田  
安心街 11 號  
華順廣場 16 樓  
電話：(852) 2541 9900  
傳真：(852) 2541 1338

安訊奔(香港)科技有限公司  
香港新界沙田  
安心街 11 號  
華順廣場 10 樓 6-7 室  
電話：(852) 2608 6226  
傳真：(852) 2645 8069

自動系統卓越中心(ACoE)  
香港新界沙田  
安心街 11 號  
華順廣場 15 樓  
電話：(852) 2601 6998  
傳真：(852) 2601 6936

安全運作中心+(SOC+)  
香港新界沙田  
安心街 11 號  
華順廣場 15 樓  
電話：(852) 2601 6998  
傳真：(852) 2601 6936

服務中心  
香港新界沙田  
安心街 11 號  
華順廣場 15 樓  
電話：(852) 2601 6998  
傳真：(852) 2601 6936

服務中心  
香港北角  
電氣道 148 號  
23 樓 2303 室  
電話：(852) 2601 6998  
傳真：(852) 2601 6936

綜合營運中心(UOC)  
香港新界沙田  
安心街 11 號  
華順廣場 15 樓  
電話：(852) 2601 6998  
傳真：(852) 2601 6936

# Automated Systems Holdings Limited

## – Information of Major Subsidiaries, Associates and Relevant Centers

### 自動系統集團有限公司 – 主要附屬、聯營公司及相關中心資料

#### MAINLAND CHINA

Guangzhou Automated Systems Limited  
14/F, No.185 Yuexiu South Road  
Yuexiu District, Guangzhou, China  
(Postal Code: 510100)  
Tel: (86) 020 2203 8111  
Fax: (86) 020 2203 8000

Offshore Delivery Excellence Center (ODEC)  
14/F, No.185 Yuexiu South Road  
Yuexiu District, Guangzhou, China  
(Postal Code: 510100)  
Tel: (86) 020 2203 8111  
Fax: (86) 020 2203 8000

Offshore Delivery Excellence Center (ODEC)  
Room (01, 02, 03, 10, 19, 28, 38) 302A, 3/F,  
No.136 Linhe Middle Road,  
Tianhe District, Guangzhou, China  
(Postal Code: 510630)

Offshore Delivery Excellence Center (ODEC)  
Room 809, 810, 811,  
Lingnan Tiandi Commercial Plaza,  
No. 29, Zumiao Road, Chancheng District, Foshan, China  
(Postal Code: 528000)  
Tel: (86) 757 8203 1609

Offshore Delivery Excellence Center (ODEC)  
Room 1412A,1412B,1412C, F2 Building,  
Lugu Enterprise Plaza, No. 27 Wenxuan Road,  
Yuelu District, Changsha, China  
(Postal Code: 410000)  
Tel: (86) 731 8289 5651

Beijing i-Sprint Technology Ltd  
Room 9, Floor 9, Shougang, International Tower,  
No. 60 Xizhimen North Street,  
Haidian District, Beijing, China  
(Postal Code: 100082)  
Tel: (86) 108 273 6009

i-Sprint Innovations (Beijing) Ltd  
Room 545, Floor 5, Building 23, East Zone of  
Community No.10, Xibeiwang East Road,  
Haidian District, Beijing, China  
(Postal Code: 100193)  
Tel: (86) 108 273 6009

Beijing i-Sprint Technology Ltd, Zhuhai Branch  
4/F, Block B2, Southern Software Park,  
No.1 Software Road Zhuhai, Guangdong, China  
(Postal Code: 519080)  
Tel: (86) 756 632 2668

#### 中國內地

廣州澳圖美德信息科技有限公司  
中國廣州市越秀區  
越秀南路185號14樓  
(郵編：510100)  
電話：(86) 020 2203 8111  
傳真：(86) 020 2203 8000

海外卓越交付中心 (ODEC)  
中國廣州市越秀區  
越秀南路185號14樓  
(郵編：510100)  
電話：(86) 020 2203 8111  
傳真：(86) 020 2203 8000

海外卓越交付中心 (ODEC)  
中國廣州市天河區  
林和中路136號  
3樓302A (01, 02, 03, 10, 19, 28, 38房)  
(郵編：510630)

海外卓越交付中心 (ODEC)  
中國佛山市禪城區  
祖廟路29號  
嶺南天地商業大廈809, 810, 811房  
(郵編：528000)  
電話：(86) 757 8203 1609

海外卓越交付中心 (ODEC)  
中國長沙市岳麓區  
文軒路27號  
麓谷企業廣場F2棟1412A,1412B,1412C室  
(郵編：410000)  
電話：(86) 731 8289 5651

北京安訊奔科技有限責任公司  
中國北京市海淀區  
西直門北大街60號  
北京首鋼國際大廈9層09號  
(郵編：100082)  
電話：(86) 108 273 6009

安訊騰(北京)科技有限責任公司  
中國北京市海澱區  
西北旺東路10號  
院東區23號樓5層545室  
(郵編：100193)  
電話：(86) 108 273 6009

北京安訊奔科技有限責任公司珠海分公司  
中國廣東省珠海市唐家軟件園路1號  
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Automated Systems Holdings Limited  
– Information of Major Subsidiaries, Associates and Relevant Centers  
自動系統集團有限公司 – 主要附屬、聯營公司及相關中心資料

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# Automated Systems Holdings Limited

## – Information of Major Subsidiaries, Associates and Relevant Centers

### 自動系統集團有限公司 – 主要附屬、聯營公司及相關中心資料

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Automated Systems Holdings Limited  
– Information of Major Subsidiaries, Associates and Relevant Centers  
自動系統集團有限公司 – 主要附屬、聯營公司及相關中心資料

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# Automated Systems Holdings Limited

## – Information of Major Subsidiaries, Associates and Relevant Centers

### 自動系統集團有限公司 – 主要附屬、聯營公司及相關中心資料

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