



BaWang International (Group) Holding Limited 霸王國際(集團)控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code: 01338
股票代碼: 01338



Annual Report 2022 2022 年年報

* for identification purposes only
僅供識別



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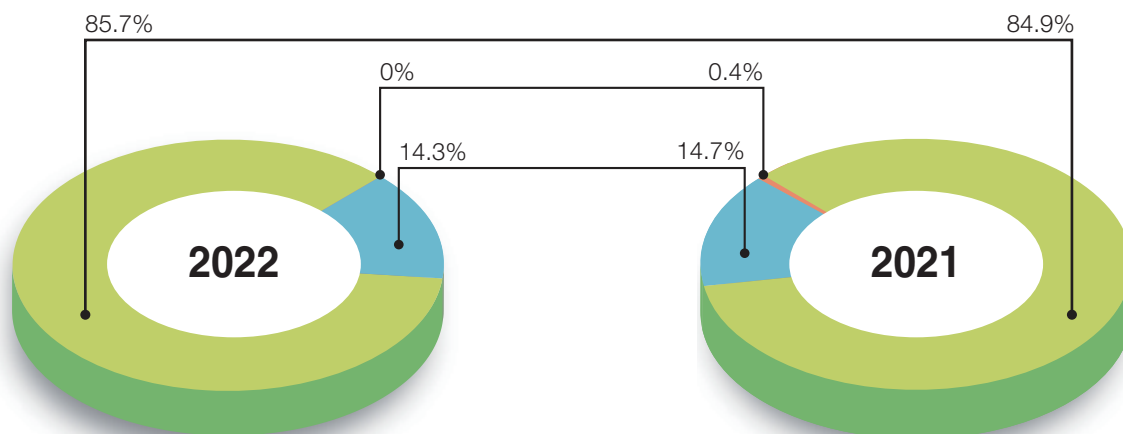
Financial Highlights

財務摘要

RMB'000 人民幣千元		2022 二零二二年	2021 二零二一年
Revenue	營業額	246,341	273,604
Cost of sales	銷售成本	(153,822)	(174,573)
Gross profit	毛利	92,519	99,031
Selling & distribution costs	銷售及分銷成本	(83,507)	(84,307)
Administrative expenses	行政開支	(32,379)	(29,345)
Operating loss	經營虧損	(17,333)	(7,534)
Loss before taxation	稅前虧損	(19,431)	(9,084)
Income tax expense	所得稅開支	—	—
Loss for the year attributable to owners of the Company	本公司擁有人應佔之年內虧損	(19,431)	(9,084)
Gross margin	毛利率	37.6%	36.2%
Net loss ratio	淨虧損率	(7.9%)	(3.3%)
Loss per share (RMB cents)	每股虧損 (人民幣仙)		
Basic	基本	(0.6144)	(0.2872)
Diluted	攤薄	(0.6144)	(0.2872)

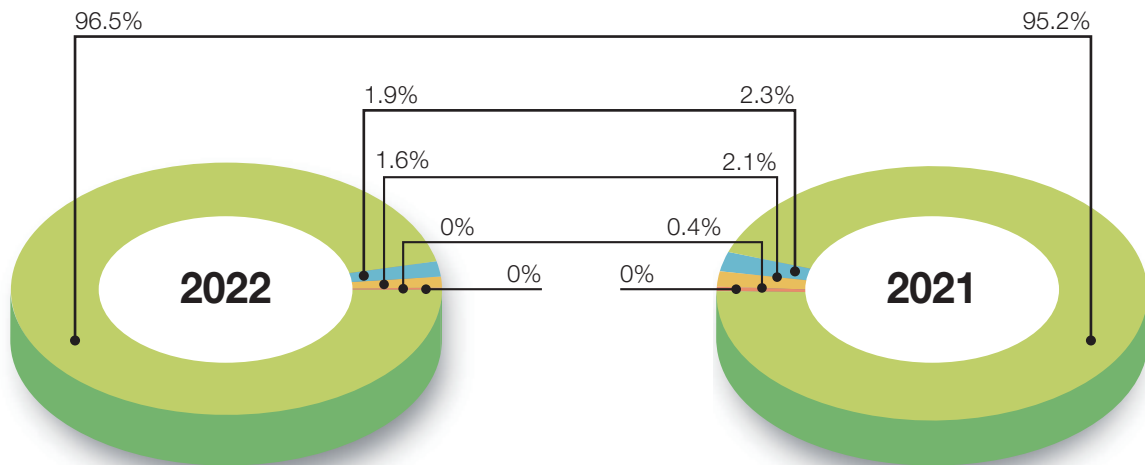
Revenue by Product Category

收入按產品類別分析



(RMB'000) (人民幣千元)	2022 二零二二年	2021 二零二一年
Shampoo & hair-care products 洗髮護髮產品	211,115	232,166
Other household & personal care products 其他家用及個人護理產品	35,139	40,259
Skincare products 護膚產品	87	1,179
Total 合計	246,341	273,604

Revenue by Brand Category
收入按品牌類別分析



(RMB' 000) (人民幣千元)	2022 二零二二年	2021 二零二一年
Bawang 霸王	237,701	260,367
Litao 麗濤	4,585	6,176
Royal Wind 追風	3,963	5,855
Herborn 本草堂	80	1,204
Others 其他	12	2
Total 合計	246,341	273,604



Corporate Information

公司資料



Directors

Executive Directors

CHEN Qiyuan (Chairman)
CHEN Zheng He (Chief Executive Officer)
WONG Sin Yung CPA

Independent non-executive Directors

Dr. NGAI Wai Fung PhD, CPA, FCCA, FCG, HKFCG (P.E.), MCI Arb
(Retired on 27 May 2022)
CHEUNG Kin Wing FCA, CPA
Dr. WANG Qi
Dr. LIU Jing (Appointed on 27 May 2022)

Audit and Risk Management Committee

Dr. NGAI Wai Fung PhD, CPA, FCCA, FCG, HKFCG (P.E.) (Chairman)
(Retired on 27 May 2022)
CHEUNG Kin Wing FCA, CPA (Appointed as Chairman with effect
from 27 May 2022)
Dr. WANG Qi PhD
Dr. LIU Jing (Appointed on 27 May 2022)

Remuneration Committee

CHEUNG Kin Wing FCA, CPA (Chairman)
Dr. NGAI Wai Fung PhD, CPA, FCCA, FCG, HKFCG (P.E.)
(Retired on 27 May 2022)
CHEN Zheng He
Dr. WANG Qi PhD (Appointed on 27 May 2022)

Nomination Committee

CHEN Qiyuan (Chairman)
Dr. NGAI Wai Fung PhD, CPA, FCCA, FCG, HKFCG (P.E.)
(Retired on 27 May 2022)
CHEUNG Kin Wing FCA, CPA
Dr. WANG Qi PhD (Appointed on 27 May 2022)

董事

執行董事

陳啟源(主席)
陳正鶴(首席執行官)
黃善榕 CPA

獨立非執行董事

魏偉峰博士 PhD, CPA, FCCA, FCG, HKFCG (P.E.), MCI Arb
(於二零二二年五月二十七日退任)
張建榮 FCA, CPA
王琦博士
劉婧博士(於二零二二年五月二十七日
獲委任)

審核及風險管理委員會

魏偉峰博士 PhD, CPA, FCCA, FCG, HKFCG (P.E.) (主席)
(於二零二二年五月二十七日退任)
張建榮 FCA, CPA (於二零二二年五月二十七日
獲委任為主席)
王琦博士 PhD
劉婧博士(於二零二二年五月二十七日
獲委任)

薪酬委員會

張建榮 FCA, CPA (主席)
魏偉峰博士 PhD, CPA, FCCA, FCG, HKFCG (P.E.)
(於二零二二年五月二十七日退任)
陳正鶴
王琦博士 PhD (於二零二二年五月二十七日
獲委任)

提名委員會

陳啟源(主席)
魏偉峰博士 PhD, CPA, FCCA, FCG, HKFCG (P.E.)
(於二零二二年五月二十七日退任)
張建榮 FCA, CPA
王琦博士 PhD (於二零二二年五月二十七日
獲委任)



Corporate Information (Continued) 公司資料(續)

Company Secretary

WONG Sin Yung *CPA*

Authorised Representatives

CHEN Zheng He
WONG Sin Yung *CPA*

Registered Office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in the PRC

468 Guanghua 3rd Road
Bawang Industrial Complex
Baiyun District
Guangzhou
510450
PRC

Place of Business in Hong Kong

Suite B, 12/F
Ritz Plaza
122 Austin Road
Tsimshatsui
Kowloon
Hong Kong

Hong Kong Branch Share Registrar and Transfer Office

Boardroom Share Registrars (HK) Limited
2103B, 21/F., 148 Electric Road
North Point
Hong Kong

公司秘書

黃善榕 *CPA*

授權代表

陳正鶴
黃善榕 *CPA*

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

中國主要營業地點


中國
廣州
白雲區
廣花三路468號
霸王工業園
郵編：510450

香港營業地點

香港
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麗斯中心
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香港證券登記處

寶德隆證券登記有限公司
香港
北角
電氣道148號21樓2103B室



Corporate Information (Continued)

公司資料(續)



Cayman Islands Principal Share Registrar and Transfer Office

Codan Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Registered PIE Auditor

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

Legal Advisor on Hong Kong Law

Fangda Partners
26th Floor, One Exchange Square
8 Connaught Place
Central, Hong Kong

Company's Website

www.bawang.com.cn

Stock Code

01338

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central
Hong Kong

Bank of China Limited
1073 Jichang Road
Guangzhou
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PRC

開曼群島證券過戶登記總處

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P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

註冊公眾利益實體核數師

信永中和(香港)會計師事務所有限公司
香港
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皇室大廈
安達人壽大樓17樓

香港法律顧問

方達律師事務所
香港中環
康樂廣場8號
交易廣場1期26樓

公司網址

www.bawang.com.cn

股票代碼

01338

主要往來銀行

香港上海滙豐銀行有限公司
香港
皇后大道中1號

中國銀行股份有限公司
中國
廣州市
機場路1073號
郵編：510180



Chairman's Statement 主席報告書

Dear shareholders of the Company,

On behalf of the board (the “Board”) of directors (“Directors”) of BaWang International (Group) Holding Limited (the “Company”), I present the audited annual results of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 December 2022.

The Directors report that the total revenue of the Group for the year ended 31 December 2022 was approximately RMB246.3 million, representing a decrease of approximately 10.0% from approximately RMB273.6 million for 2021. The operating loss of the Group for the year ended 31 December 2022 was approximately RMB17.3 million as compared with an operating loss of approximately RMB7.5 million for 2021.

For the year ended 31 December 2022, the net loss of the Group was approximately RMB19.4 million, as compared with a net loss of approximately RMB9.1 million for 2021.

各位尊敬的本公司之股東：

本人謹代表霸王國際(集團)控股有限公司(「本公司」)之董事會(「董事會」)，向全體股東呈報本公司及其附屬公司(統稱「本集團」)截至二零二二年十二月三十一日止年度的經審核年度業績。

董事報告本集團截至二零二二年十二月三十一日止年度的總營業額約為人民幣246.3百萬元，較二零二一年同期的約人民幣273.6百萬元下降了約10.0%。本集團截至二零二二年十二月三十一日止年度錄得經營虧損約為人民幣17.3百萬元，而二零二一年同期經營虧損約人民幣7.5百萬元。

本集團截至二零二二年十二月三十一日止年度錄得淨虧損約為人民幣19.4百萬元，而二零二一年同期錄得淨虧損約人民幣9.1百萬元。





Chairman's Statement (Continued)

主席報告書(續)

For further information on the operating performance of the Group, please refer to the “Financial Review” section of this annual report.

關於本集團經營業績詳細資料，請參閱本年度報告內「財務回顧」部分。

For further information on the outlook of the Group, please refer to the “Outlook” section of this report.

有關本集團展望的進一步資料，請參閱本報告的「展望」部分。

During the year under review, the Group continued to operate under the value-chain-oriented business model, which enabled the Group to control the cost of sales and operating costs at a sustainable level.

於回顧年度內，本集團繼續執行價值鏈導向的業務模式，使本集團控制銷售成本及營運成本維持在可持續的水平。

In late January 2023, the International Monetary Fund (“IMF”) revised China’s gross domestic product (“GDP”) growth prediction for 2023 from 4.4% in October 2022 to 5.2%, but the growth would fall to 4.5% in 2024 because of declining business dynamism and slow progress on structural reform.

於二零二三年一月下旬，國際貨幣基金組織（「國際貨幣基金組織」）將中國二零二三年的國內生產總值（「GDP」）增長預測從二零二二年十月的4.4%上調至5.2%，但由於商業活力下降和結構性改革進展緩慢，這一增長將於二零二四年降至4.5%

The actual China’s year-on-year GDP growth was 3.0% in 2022. According to the IMF, the rapid spread of COVID-19 dampened the economic growth in China, but the reopening in late January 2023 has paved the way for a faster-than-expected recovery.

二零二二年中國GDP實際同比增長3.0%。國際貨幣基金組織表示，新冠疫情的迅速蔓延抑制了中國經濟增長，但自二零二三年一月底疫情管治放開，為中國經濟比預期更快復蘇鋪平了道路。

In late January 2023, the IMF projected that the global economy growth would fall to 2.9% in 2023 from 3.4% in 2022, but this is an improvement over the growth prediction of 2.7% made in October 2022 which is due to the surprisingly resilient demand in the United States and Europe, an easing energy costs and the re-opening of China’s economy after the re-adjustment of its strict zero-COVID policy. IMF went on to predict that for 2024 the global growth would only increase slightly to 3.1% because the demand might be slowed by the full impact of steeper increases in central bank interest rates.

於二零二三年一月底，國際貨幣基金組織預測二零二三年全球經濟增長將從二零二二年的3.4%下降至2.9%，但這比二零二二年十月預測的2.7%有所改善，這是由於美國和歐洲令人驚訝的強勁需求，能源成本的緩解以及中國經濟在重新調整嚴格的零新冠政策後重新開放。國際貨幣基金組織繼續預測，二零二四年全球經濟將小幅增長至3.1%，因為需求可能會受到央行利率大幅上調的全面影響而放緩。



Chairman's Statement (Continued)

主席報告書(續)

Looking forward, we plan to focus on two areas to drive the strategic directions to sustain and develop our business in the volatile economic environment. In the short run, the Group intends to continue building up a management team with strong experience in both domestic and global HPC sectors, to regain the sales growth momentum and profitability, and to improve investors' confidence in the Group. In the long run, the Group will continue to focus on strengthening the business model and positioning to acquire market shares from domestic and international competitors, maintaining a multi-brand and multi-product strategy in HPC sectors, and becoming a leader in the branded Chinese herbal HPC products.

On behalf of the Board, I would like to take this opportunity to express our gratitude to all shareholders, customers, suppliers, banks, professional parties, and employees of the Group for their continuous patronage and support.

CHEN Qiyuan

Chairman

Hong Kong, 30 March 2023

展望未來，在不穩定的經營環境中，我們計劃專注於維持和發展我們業務之戰略方向這兩方面：就短期而言，本集團擬繼續在國內外組建就家庭及個人護理行業建立豐富經驗的管理團隊、恢復銷售增長勢頭和盈利能力，以及提升投資者對本集團的信心；就長期而言，本集團將繼續鞏固發展模式及定位，以增加市場佔有率及迎戰國內外競爭對手，保持家庭及個人護理產品品牌及產品多樣化的均衡策略及成為中草藥家庭及個人護理產品領軍企業。

謹藉此機會，我代表董事會向不斷擁戴及支持本集團的全體股東、客戶、供應商、銀行、專業人士和僱員，致以衷心的謝意。

陳啟源

主席

香港，二零二三年三月三十日

Management Discussion and Analysis

管理層討論及分析

Business Review

Business Review

Having found the effective disseminations of our brand concepts through cross-sector collaborations in the past, the Group continued to cooperate with a number of well-known brands in different industry sectors through developing a series of creative marketing strategies and programs, with a view to accelerating the publicity and to enhance promotion of our brand image and branded products to potential customers.

During the year under review, we made a cross-sector cooperation with an online game company “Mengjianghu 夢江湖”. A “Bawang haircare salon” was established and implanted into the scene of the interactive game. Additionally, a hyperlink was inserted into the Bawang haircare salon which directed the game players onto the official online flagship shop of Bawang. During the period of 30 days when the Bawang haircare salon was active, it attracted over 3.0 million users visiting our online store, which in-turn led to an increase in our online sales revenue.

業務回顧

業務回顧

通過過去的跨界合作，我們發現了品牌理念的高效傳播途徑，集團繼續與許多不同行業知名品牌進行合作，並通過發展一系列創造性的營銷策略和項目，把我們的品牌形象和品牌產品在潛在的客戶群體中，進行更快更好的宣傳推廣。

於回顧年度內，我們與網絡遊戲公司「夢江湖」做跨界聯動，並在一遊戲場景中設置「霸王洗護髮館」的遊戲設置，並插入鏈接至霸王旗艦店，引導遊戲玩家到霸王官方旗艦店。遊戲場景保存時間為30天，吸引了超過300萬用戶訪問我們的旗艦店，增加了我們的線上銷售。





During the year under review, we made another cross-sector cooperation with an online game company whereby we successfully tailor-made a limited edition of co-branded haircare gift-pack known as “Bawang and 3x7 Mutual Entertainment (霸王x三七互娱)” to celebrate the Programmer’s Day on 24th of October. We also initiated a discussion topic titled “Internet Bloggers, Erupt!” on various social media, which attracted a readership of over 5.7 million. These helped with our publicity promotion efforts and the promotion of our branded products.

During the year under review, we made another cross-sector cooperation with Jin Dafu Jewelry Company, whereby Bawang and Jin Dafu each carried out interactive lucky draws on each other’s official accounts at Weibo, WeChat, Little Red Book, which attracted very substantial exposures on the web. At the same time, both Bawang and Jin Dafu recruited 10 to 20 brand bloggers for redirection of the lucky draw activity to each other. The browsing volume reached an aggregate of 3.2 million, which had the effect of extensively publicizing and promoting our branded products.

During the year under review, we made a cross-sector cooperation with Fairy Sword and Chivalrous Legend. We produced a cobranded haircare shampoo gift-pack with the images of Fairy Sword and Chivalrous Legend packaging design coupled with Bawang classic regrow shampoo. Whilst carrying out the publicity, we sold the gift-packs at our flagship shop, which increased the sales revenue.

於回顧年度內，我們又與一間網絡遊戲公司三七娛樂進行跨界合作，遊戲公司借此為我們量身定製了一款名為「霸王x三七互娛」護髮禮盒，以慶祝10月24日的程序員節日。我們還在各個社交媒體上發起了一個題目為「爆發吧互聯網人」的討論話題，吸引了超過570萬的讀者。這些都有助於我們品牌產品的宣傳和推廣。

於回顧年度內，我們又與金大福珠寶公司跨界聯動，分別在雙方的微博、微信公眾號、小紅書官方賬號上進行了互動抽獎的活動，在網絡上獲得了極大的曝光量，同時雙方各招募了10–20家品牌博主做轉發抽獎的活動。累計瀏覽超過320萬人次，廣泛地宣傳了我們的品牌產品。

於回顧年度內，我們與仙劍奇俠傳跨界聯動，並製作了霸王x仙劍奇俠傳的跨界聯名禮盒，禮盒內有我們的霸王育髮液的仙劍款和霸王經典洗髮液款的包裝，在宣傳同時，同步在我們的旗艦店進行售賣，增加了我們旗艦店的銷售。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)



As part of our longstanding marketing campaign to cultivate and establish the haircare market segment of the young generation, we have maintained our presence at various college campuses in China. During the course of their orientation programs and college festivals, we participate and sponsor the students' activities by freebies and trial BaWang shampoo products and at the same time conduct on-campus publicity of our branded products and herbal haircare education, which have the effect of making more and more young people understand BaWang's haircare concept and the functionalities of BaWang branded haircare products. During the year under review, to enhance the involvement and strengthen the students' understanding of BaWang's brand concept, the Group visited different campuses in six cities for face-to-face interactive communication and carried out brand publicity promotions. Apart from this, the Group participated in 2022 College Students Advertising Festival (大學生廣告藝術節) through inviting entries of creative work to publicize and promote BaWang branded products through poster designs and multimedia videos. Selected winning entries have subsequently been adopted by the Group in our displays and/or showcased in our online platforms, points-of-sale TVs, metro stations, public transport, outdoor post-board and industry exhibitions. The purpose is to speak the language of young generation for promoting our products.

作為我們長期營銷活動的一部分，我們一直在培養和建立年輕一代的護髮市場，在中國的各個大學校園都有我們的身影。在他們的迎新活動和大學節日期間，我們通過免費贈送和試用霸王洗髮產品的方式參與和贊助學生活動，同時在校園內進行霸王品牌產品的宣傳和草藥護髮教育，使越來越多的年輕人了解霸王護髮理念和霸王品牌護髮產品的功能。於回顧年度內，為提高學生的參與度，加強學生對霸王品牌理念的了解，本集團先後進入六個城市的不同校園進行近距離互動交流，並進行品牌宣傳。此外，集團還參加了2022大學生廣告藝術節，邀請創意作品參賽，通過海報設計、多媒體視頻等方式宣傳和推廣霸王品牌產品，獲選的獲獎作品隨後被集團採納，並/或在我們的在線平台、銷售點電視、地鐵站、公共交通、戶外後板和行業展覽中展出，目的是用年輕一代代言來推廣我們的產品。

Management Discussion and Analysis (Continued)
管理層討論及分析(續)



It has been our Group's marketing strategy to create a youthful image of our products and expand our customer base in the youth market segment. We rolled out and promoted our Bawang products through a consolidation of ACGN with Bawang wash and care for this particular segment. During the year under review, we have successfully rolled out our branded product, Bawang Blossom Flower Shower Gel, to the market, which helped the Group develop into the new flower shower gel market segment. We have also successfully rolled out the Bawang branded toothpaste series, and this expansion in our product range has helped the Group develop into the new herbal-based oral hygiene market segment. Leveraging on an unique IP image of Bawang, we rolled out new product series under Bawang Herbal Fairy Animations Series.

To satisfy the young customers' need for controlling ladies' oily-hair and dandruff issues, we successfully rolled out anti-dandruff and oil-controlling shampoo products for sale on the T-Mall online sales platform during the year under review. We also upgraded our anti-hair fall products for this segment.

During the year under review, we have successfully applied a special permit for our Bawang branded anti-hair-fall product series, which enhanced the consumer's confidence in purchasing our products and thereby increased the sales revenue from this product series.

為我們的產品創造一個年輕的形象，並擴大我們在年輕人細分市場的客戶群，一直是我們集團的營銷策略。我們通過將二次元與霸王洗護聯合推廣我們的霸王品牌產品。於回顧年度內，我們已成功向市場推出我們的品牌產品霸王三花花瓣沐浴露，幫助集團拓展到新的花瓣沐浴露細分市場，我們還成功推出了霸王品牌牙膏系列，產品範圍的擴大幫助集團發展到新的中草藥口腔市場，借助於霸王獨特的IP形象，我們推出了霸王小藥精動畫系列新產品系列。

為滿足年輕女性消費者控油性髮質及頭皮屑的需求，我們在回顧年度內成功在天貓線上銷售平台推出去屑控油洗髮水產品，我們還針對這一細分市場升級了防掉髮產品。

於回顧年度內，我們成功申請了霸王品牌防脫育髮類產品系列的特證，讓消費者更加放心的購買我們的產品，從而增加這個系列產品的銷售收入。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

During the year under review, we educated consumers and promoted our branded products on popular content platforms such as Douyin, Kuaishou, Weibo, Little Red Book, Bilibili using communication means that are well-liked by customers such as graphics + text and short video clips. We attract consumers to buy our products through instore counter-shows in various hypermarkets, so as to strengthen our distributors' confidence and accelerate the development of a new distribution network.

During the year under review, for the domestic market, we successfully re-activated various major distribution channels in northern, eastern and western China. We successfully launched our classic herbal products series into the Russian and Mongolian markets. Additionally, we successfully launched our hot selling anti-hair fall and hair care products into the US market. Whilst expanding our overseas sales channel, we have enhanced at the same time the influence of our products in overseas markets.

During the year under review, we continued to participate in community welfare events so as to enhance our public image as a responsible corporation. The Group made donations of Bawang branded household and personal care ("HPC") products and antiseptic sanitary products to the impoverished families in the hilly areas of north Guangdong. During the Women's Day on the 8th of March and in conjunction with the Guangzhou Hailong Sub-district Social Service Station, we made courtesy visits and donated complimentary caring product packs. In collaboration with the Guangzhou Community Social Service Station, we carried out the 2022 Bawang Warm-Hearted activity and donated Bawang and Royal Wind branded products to the frontline anti-pandemic workers to show our appreciation to these workers for fighting the pandemic together. We believe that these types of social activities help to publicise our corporate mission and enhance our corporate image.

As at 31 December 2022, the Bawang brand distribution network comprised approximately 818 distributors and eight KA retailers, covering 22 provinces and four municipalities in China. Furthermore, the Bawang-branded products were also sold in Hong Kong, Singapore, Thailand, Malaysia, USA, Russia and Mongolia.

During the year under review, the Group enhanced its product formula and upgraded packaging to promote new Royal Wind branded shampoo products primarily for the online sales channel. As at 31 December 2022, the Royal Wind brand distribution network comprised approximately 818 distributors and eight KA retailers, covering 22 provinces and four municipalities in China.

於回顧年度內，我們在消費者喜歡的如抖音、快手、微博、小紅書、嗶哩嗶哩內容平台，通過消費者喜歡的圖文、視頻等內容形式种草消費者並宣傳我們的品牌產品。我們在各大賣場通過貼櫃秀活動來吸引消費者購買我們的商品，以此加強我們經銷商的信心，從而加快推動新經銷網絡的開發。

於回顧年度內，在國內市場，我們成功地激活了中國北部、東部和西部的的主要分銷渠道。我們成功地將我們的經典中草藥系列產品推向俄羅斯及蒙古市場，成功地將防脫育髮熱銷產品推向美國市場。在擴展海外渠道的同時，提高了我們產品在海外市場的影響力。

於回顧年度內，我們繼續參加社會公益活動以提升我們作為負責任的企業的公眾形象。集團向廣東粵北山區貧困戶捐贈霸王品牌家庭及個人護理(「家庭及個人護理」)產品和消殺產品。在三八婦女節期間，霸王與廣州市海龍街道社工服務站聯合做了三八婦女節的探訪活動，並捐贈愛心物資。我們聯合廣州市社區社工服務站開展了「齊心防疫，致敬一線防疫人員—2022霸王暖心」的活動並捐贈霸王、追風品牌的愛心物資。我們相信這些類型的社會公益活動有助於宣傳我們的企業使命和提升我們的企業形象。

截至二零二二年十二月三十一日，霸王品牌分銷網絡包括大概818個分銷商及八個重點零售商，覆蓋中國22個省份及四個直轄市。此外，該等產品亦已銷往中國香港、新加坡、泰國、馬來西亞、美國、俄羅斯及蒙古。

於回顧年度內，本集團通過升級產品配方和包裝去推廣追風新系列產品，主供電商平台。截至二零二二年十二月三十一日，追風品牌分銷網絡包括大概818個分銷商及八個重點零售商，覆蓋中國22個省份及四個直轄市。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)



The Litao products mainly comprise shower gels and laundry detergents, which target consumers living in the second-tier or third-tier cities in China. The Group's goal is to maintain market coverage in the traditional channel. As at 31 December 2022, the Litao products distribution network comprised approximately 755 distributors, covering 22 provinces and four municipalities in China.

The Herborn Chinese herbal skin-care product series targets white-collar ladies in the age range from 25 to 45 who have relatively high net incomes and who are dedicated to pursuing a healthy and natural lifestyle. We sold the products through our online sales channel and group purchase.

The Group has established 9 online retailing platforms for our Bawang, Royal Wind and Herborn branded products, of which two were established during the year under review.

For the year under review, we obtained and/or renewed and/or possessed the certificates and/or recognitions as follows:

- the permit for production of cosmetic products, which was issued by Guangdong Provincial Medical Products Administration, which is valid until May 2027;
- Our Chinese herbal hair care series shampoo, Chinese anti-dandruff series shampoo and Chinese herbal skin care series body wash series products have been recognized as "The 2022 Elite High-Tech Products in Guangdong Province" by the Guangdong Provincial New Hi-tech Enterprise Association (廣東省高新技術企業協會) in January 2023 and valid for a period of three years until January 2026;

麗濤產品主要由沐浴露和洗衣液組成，以中國二三線城市的消費者為目標客戶群體。本集團的目標是保持產品在流通渠道的市場覆蓋。截至二零二二年十二月三十一日，麗濤品牌分銷網絡包括大概775個分銷商，覆蓋中國22個省份及四個直轄市。

本集團的中草藥護膚產品一本草堂，其目標客戶群體是擁有相對較高的收入、熱衷追求健康自然的生活方式、年齡介乎於25歲至45歲的白領女性。我們通過電商渠道和團購的方式銷售該產品。

本集團已在國內9個線上零售平台建立電商旗艦店銷售霸王、追風和本草堂品牌產品，其中兩家於回顧年度內建立。

於回顧年度內，我們獲得和/或延續和/或持有以下的證書和/或認證：

- 廣東省藥品監督管理局頒發的化妝品生產許可證書，有效期截至二零二七年五月；
- 我們的中草藥養髮護髮系列洗髮液、中藥去屑系列洗護髮產品及中草藥護膚系列沐浴露系列產品被廣東省高新技術企業協會認定為「2022年度廣東省名優高新技術產品」，有效期為三年截至二零二六年一月；



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

- our production process for hair-care and skin-care products has been certified by SGS with a validity period until July 2025 as to meet the requirements of US FDA CFSSAN by reference to Cosmetic Good Manufacturing Practices (GMP) Guidelines 2008;
- our production process for hair-care and skin-care products has been certified by SGS with a validity period until July 2025 as to meet the requirements of ISO22716 by reference to Cosmetic Good Manufacturing Practices (GMP) Guidelines 2007;
- we have been accredited as a “Committee Unit” by Guangdong Provincial Food & Drug Technology Association for Evaluation & Certification, which is valid until December 2023;
- In January 2022, our short marketing case video “Bawang Shampoo – Contribution to the Preservation of Puppetry, a Chinese Intangible Cultural Heritage (霸王洗髮水—助力中國非遺文化布袋戲)” won the Grand Prize and Nomination Award of the overall Grand Prize in the 11th Entertainment Marketing Forum cum 5S Gold Award (第十一屆娛樂營銷論壇暨5S金獎);
- In August 2022, we were accredited as Grade A credit rating taxpayer for 2021 by Guangzhou Municipal Tax Service of the State Taxation Administration; and
- In December 2022, Bawang shampoo won two honors of “College Students’ Favorite Dynamic Brand” and “College Students’ Favorite Young Product” in the 29th China International Advertising Festival Media Enterprise Exhibition Fair (第29屆中國國際廣告節媒企展示交易會).
- 我們護髮護膚產品的生產流程通過了SGS機構的評估，獲得美國食品安全營養中心有關化妝品良好生產規範(GMP)2008的認證，有效期截至二零二五年七月；
- 我們護髮護膚產品的生產流程通過了SGS機構的評估，獲得國際標準組織化妝品生產操作指南ISO22716：2007有關化妝品良好生產規範(GMP)認證，有效期截至二零二五年七月；
- 我們獲廣東省食品藥品審評認證技術協會評為「委員單位」，有效期至二零二三年十二月；
- 二零二二年一月，我們的《霸王洗髮水—助力中國非遺文化布袋戲》短視頻營銷案例獲得了第十一屆娛樂營銷論壇暨5S金獎短視頻營銷大獎以及全場大獎提名獎；
- 我們於二零二二年八月被國家稅務總局廣州市稅務局評定為二零二一年度納稅信用A級納稅人；及
- 於二零二二年十二月召開的第29屆中國國際廣告節媒企展示交易會上，霸王洗髮水榮獲「大學生喜愛的活力品牌」和「大學生喜愛的青春好物」兩項榮譽。

Key Risks and Uncertainties

Apart from those stated in the Chairman’s Statement, Management Discussion and Analysis and Outlook sections, the Company is exposed to the following key risks and uncertainties which are required to be disclosed pursuant to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong).

主要風險及不明朗因素

除主席報告書、管理層討論及分析及展望提述事宜以外，本公司根據《公司條例》(香港法例第622章)須予披露所面對的主要風險及不明朗因素如下。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

1. Risks Relating to Our Industry

In recent years, it has been common for the Mainland manufacturing enterprises to face continuously rising labour costs and difficulties in employing skilled labour. Our Group's strategy in response is to reduce the production costs by improving the degree of machine automation and efficiency. Since the start of 2020, and up to the year ended 31 December 2022, almost all business enterprises in the China have been suffering from the unprecedented coronavirus pandemic, corresponding prevention and control measures by the government have been implemented to contain the spread of coronavirus. During this period, the Group strictly followed all the regulatory measures laid down by the government and the Group has made every effort to ameliorate any adverse impacts on its operations and economic impacts on itself and its customers. As always, the Group will co-operate with the government on all mandatory control measures in respect of public hygiene and health, if any.

2. Credit Risks Relating to Customers

Exposure to bad debts attributable to customers usually intensifies following a weak economic performance. To minimize credit risks, the management of the Group has appointed dedicated staff members to handle procedures for determining credit limits, credit approval and other monitoring procedures, to ensure that follow-up actions with all receivables are taken in a timely manner. In addition, the Group reviews the collectibility of receivables at the end of a reporting period, to ensure that sufficient impairment losses are recognised for uncollectible debts. For the year ended 31 December 2022, the Group has reversal of impairment losses of approximately RMB3.0 million in respect of trade receivables by adopting the expected credit loss model.

3. Liquidity Risks

In managing liquidity risks, the Group monitors and maintains cash and cash equivalents at a level which is considered by the management as sufficient, to satisfy the needs arising from the Group's operations and to mitigate the effect of fluctuations of cash flow. The Group's management will continue to closely monitor the use of cash.

4. Currency Risks

Sales to overseas countries denominated in foreign currencies expose the Group to foreign exchange risks. The Group closely manages and monitors foreign exchange risks to ensure that appropriate measures are taken in a timely manner. The Group will consider using hedging in respect of foreign currencies to mitigate relevant risks as and when appropriate.

1. 行業風險

國內生產企業近年普遍面對勞工成本不斷上漲及招聘熟手工人困難。本集團的應變策略是通過提高機器自動化程度和使用效率以降低生產成本。自二零二零年初開始直至二零二二年十二月三十一日止年度，全中國企業都遭受到了前所未有的冠狀病毒大流行，政府為控制冠狀病毒的傳播，在情況有需要的時候採取了相應的預防和控制措施。在這期間，本集團一直嚴格遵守政府制定的所有這些監管措施，同時本集團亦盡一切努力去改善對其業務的任何不利影響及對自身和客戶的經濟影響。本集團將一如既往地與政府配合就有關的所有強制性管制措施公共衛生和健康(如有)。

2. 客戶的信貸風險

隨著疲弱的經濟表現，客戶壞賬風險相對增加。為降低信貸風險，本集團管理層已委派特定人員負責釐定信貸限額、信貸審批及其他監控程序，以確保及時跟進所有應收賬款。此外，本集團會於報告期末已檢討債項之可收回款額，以確保就不可收回款額作出足夠之減值虧損。截至二零二二年十二月三十一日止年度，本集團根據預期信貸損失模型錄得貿易應收賬款之減值損失回撥約為人民幣3.0百萬元。

3. 流動資金風險

管理流動資金風險時，本集團會監察及保持管理層視為足夠水平之現金及現金等值項目，以撥付本集團營運所需及減低現金流量波動之影響。本集團之管理層將繼續密切監察現金之使用情況。

4. 貨幣風險

因有產品銷往海外市場以外幣結算，以致本集團承受外幣折算風險。本集團會密切管理及監察外匯風險，以確保及時地採取適當措施。本集團會在適當時候考慮使用對沖以降低有關風險。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Environmental Protection

The Group is responsible for its impact to the environment arising from its business operations. During the year under review, the Group strictly complied with the local environmental regulations of the PRC. The production of household and personal care products belongs to the light industry, thus no pollutants are involved during the manufacturing process and adverse impact to the surrounding environment is minimal. The Group has been investing and implementing various energy conservation projects in recent years, as a result of which overall power consumption has drastically reduced.

Business Compliance

During the year under review, the Group has complied with the relevant laws and regulations that have a significant impact on the Group.

Relationship with Employees, Customers and Suppliers

The Group adopts an employee-oriented approach, which ensures that all staff members are reasonably remunerated. To retain a quality workforce, we strive to regularly improve, review and update our human resources policy and our compensation and benefits. We also provide training opportunities to upgrade the skills of our staff members. We also care for the occupational health and safety of our workers.

The Group's major customers are categorised into three channels, namely conventional distributors, key account supermarkets and online sales (including online official flagship stores and distributors). The credit terms granted to major customers are 30 to 90 days, which are in line with those of the credit terms granted to other customers.

The Group maintains good relationships with its customers. We have put in place handling procedures to receive and analyse the customers' complaints and make recommendations on remedial actions with a view to improving service quality.

The Group is in good relationship with its suppliers and conducts a fair and strict appraisal of its suppliers on an annual basis.

環境保護

本集團須為業務經營對環境的影響承擔責任。於回顧年度內，本集團遵守中國當地的環保法規。家庭及個人護理產品生產是屬輕工業，所以沒有污染物質牽涉在生產過程中及對周邊環境造成不良的影響機會很低。本集團近年亦投資及實施多項節能項目，用電量大幅度降低。

業務合規

於回顧年度內，本集團已遵守對本集團有重大影響之相關法律及法規。

與僱員、顧客和供應商的關係

本集團以人為本，確保所有僱員享有合理待遇。同時為挽留人才，我們不斷完善薪酬和補償制度，並定期檢討及更新人力資源管理制度。我們提供僱員培訓機會來提升僱員的職業技能。我們亦關注僱員的職業健康與安全。

本集團主要顧客分為三個類別：傳統經銷商、現代大賣場及超市以及電商(包括自營官方旗艦店和分銷客戶)。主要客戶獲授之信貸期為30日至90日，與其他客戶獲授之信貸期一致。

本集團與顧客關係良好。為完善服務質素，本集團制定完善的追溯體系來處理顧客的投訴收集、分析研究並提出改善意見。

本集團與供應商關係良好，每年對供應商進行公平及嚴格的審核。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Financial Review

Revenue

During the year under review, the Group's revenue was approximately RMB246.3 million, representing a decrease of approximately 10.0% from approximately RMB273.6 million for 2021. The revenue through the online sales channel was approximately RMB115.7 million, representing a decrease of approximately 17.9% from approximately RMB141.0 million in 2021 and the revenue through the conventional sales channel slightly decreased by approximately 1.5% as compared with 2021.

The Group's core brand, Bawang, generated approximately RMB237.7 million in revenue, which accounted for approximately 96.5% of the Group's total revenue by product category in 2022, and represented a decrease of approximately 8.7% as compared with 2021.

The branded Chinese herbal anti-dandruff hair-care series, Royal Wind, generated approximately RMB4.0 million in revenue, which accounted for approximately 1.6% of the Group's total revenue by product category in 2022, and represented a decrease of approximately 32.3% as compared with 2021.

The natural-based branded shampoo, shower gel and laundry detergent products series, Litao, generated approximately RMB4.6 million in revenue, which accounted for approximately 1.9% of the Group's total revenue by product category in 2022, and represented a decrease of approximately 25.8% as compared with 2021.

We sold our products through extensive distribution and retail networks, and via conventional and online sales channels. During the year ended 31 December 2022, a summary of our sales revenue in percentage through different networks and/or channels is as follows:

Network/Channel 網絡/渠道		Conventional 傳統 (%)	Online 電商 (%)	Total 合計 (%)
Distributor	分銷商	48.3	25.3	73.6
Retailer	零售商	4.8	21.6	26.4
Total	合計	53.1	46.9	100.0

財務回顧

營業額

於回顧年度內，本集團營業額約為人民幣246.3百萬元，較二零二一年同期的人民幣273.6百萬元下降了約10.0%，其中電商渠道的營業額約為人民幣115.7百萬元，較二零二一年同期的約人民幣141.0百萬元下降了約17.9%。傳統渠道的營業額較二零二一年輕微下降了約1.5%。

本集團核心品牌一霸王，其營業額約人民幣237.7百萬元，約佔本集團二零二二年度按品牌分類營業額的96.5%，比二零二一年減少了8.7%。

中草藥去屑護髮系列品牌一追風，其於二零二二年度的營業額約人民幣4.0百萬元，約佔本集團按品牌分類營業額的1.6%，比二零二一年度減少了約32.3%。

以純天然為基礎的洗髮水、沐浴露和洗衣液產品系列一麗濤，其營業額約人民幣4.6百萬元，約佔本集團二零二二年度經營按品牌分類營業額的1.9%，比二零二一年度減少了約25.8%。

我們通過廣泛的分銷商和零售商網絡，也通過傳統和電商兩個渠道銷售我們的產品，截止二零二二年十二月三十一日，綜述我們通過不同網絡和/或渠道的銷售額百分比列示如下：



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

In 2022, the sales to Hong Kong and other overseas markets accounted for approximately 1.2% of our total revenue.

Cost of Sales

Cost of sales in 2022 amounted to approximately RMB153.8 million, representing a decrease of approximately 11.9% compared with approximately RMB174.6 million in 2021. The overall decrease in cost of sales was mainly due to a decrease in the consumption of raw materials, packaging materials and direct labour costs resulting from the decrease in sales volume, and also the decrease in the rental for factory and warehouse premises since September 2022, which led to a decrease of manufacturing costs. As a percentage of revenue, cost of sales decreased from approximately 63.8% in 2021 to approximately 62.4% in 2022.

Gross Profit

During the year under review, the Group's gross profit decreased to approximately RMB92.5 million, representing a decrease of approximately 6.6% as compared with approximately RMB99.0 million for 2021. The gross profit margin increased from approximately 36.2% for 2021 to approximately 37.6% for 2022. Such increase was mainly attributable to a decrease in the average unit cost of production as aforementioned.

Other Income

During the year under review, other income decreased to RMB3.6 million, representing a decrease of 55.7% as compared with 2021. Such decrease was mainly attributable to reversal of impairment losses in respect of property, plant and equipment approximately RMB3.3 million in 2021 (2022: approximately RMB0.3 million).

Selling and Distribution Costs

Selling and distribution costs decreased to approximately RMB83.5 million for 2022, representing a mild decrease of approximately 0.9% as compared with approximately RMB84.3 million in 2021. Such decrease was mainly due to a decrease in advertising and branding expenses and outsourced labour costs, but such decrease was partially offset by an increase in termination benefits and other expenses. As a percentage of revenue, our selling and distribution costs increased from approximately 30.8% in 2021 to 33.9% in 2022.

於二零二二年度，在香港和海外市場的銷售額約佔本集團總營業額的約1.2%。

銷售成本

二零二二年度的銷售成本約人民幣153.8百萬元，相比二零二一年度約人民幣174.6百萬元減少了約11.9%。整體銷售成本減少的主要原因是：銷售量的下降使得原材料、包裝材料及人工的耗用有所減少，以及二零二二年九月份開始廠房、倉儲等的租金減少使得製造費用有所減少。按佔營業額的百分比計算，銷售成本從二零二一年的約63.8%下降至二零二二年的約62.4%。

毛利

於回顧年度內，本集團的毛利下降至約人民幣92.5百萬元，與二零二一年度約人民幣99.0百萬元相比下降了約6.6%。毛利率從二零二一年約36.2%增加至二零二二年約37.6%。毛利率上升的主要原因是由於上述之平均單位生產成本的下降。

其他收入

在本年度，其他收入約為人民幣3.6百萬元，與二零二一年相比減少了55.7%。下降的主要原因是由於二零二一年回撥了部份物業、工廠及設備的減值損失約為人民幣3.3百萬元(二零二二年：約人民幣0.3百萬元)。

銷售及分銷開支

二零二二年度銷售及分銷開支減少至約人民幣83.5百萬元，較二零二一年度的約人民幣84.3百萬元輕微減少約0.9%。其減少的原因主要是廣告及品牌推廣費和勞務費的減少，但這些方面費用的減少部份被辭退福利和其他費用的增加所抵銷。以佔收益的百分比計算，我們的銷售及分銷開支由二零二一年的約30.8%增加至二零二二年的約33.9%。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Administrative Expenses

Administrative expenses for 2022 amounted to approximately RMB32.4 million, representing an increase of approximately 10.3% as compared with approximately RMB29.3 million in 2021. Such increase was mainly due to the increase in write-off of trade receivable and termination benefits, but such increase was partially offset by the decrease in research and development expenses and others expenses. As a percentage of revenue, our administration expenses were approximately 13.1% and 10.7% in 2022 and 2021, respectively.

Impairment Losses Reversed in respect of Trade Receivables

For the year under review, the Group has reversed impairment losses of approximately RMB3.0 million in respect of trade receivables, following the management's assessment on credit risk of our financial assets by adopting the expected credit loss (the "ECL") according to IFRS 9.

Loss from Operations

The Group recorded an operating loss of approximately RMB17.3 million for 2022, as compared with an operating loss of approximately RMB7.5 million for 2021, which was mainly because of the decrease of the revenue and the increase in administrative expenses.

Finance Costs

For the year ended 31 December 2022, no interest on bank borrowings was incurred (2021: Nil). Additionally, interest on lease liabilities amounted to approximately RMB2.1 million (2021: RMB1.6 million).

Income Tax

During the year ended 31 December 2022, the Group had no income tax expense (2021: Nil).

Loss for the Year

As a result of the combined effect of the above mentioned factors, the Group recorded a loss of approximately RMB19.4 million for 2022, as compared with a loss of approximately RMB9.1 million for 2021.

行政費用

二零二二年度行政費用約為人民幣32.4百萬元，較二零二一年度同期的約人民幣29.3百萬元，增加了約10.3%。其增加的原因主要是註銷貿易應收賬款及辭退福利的增加，但這些增加被研發費用和其他費用的減少部分所抵銷。以佔收益的百分比計算，我們二零二二年和二零二一年的行政費用分別約為13.1%和10.7%。

有關貿易應收款項之減值損失回撥

在回顧年度內，管理層根據國際報告準則第9號的預期信貸損失「**預期信貸損失**」對金融資產進行信用風險評估後，本集團回撥了貿易應收款項之減值損失約為人民幣3.0百萬元。

經營虧損

於二零二二年，本集團錄得經營虧損約人民幣17.3百萬元，而去年同錄得經營虧損約人民幣7.5百萬元。其增加的主要原因是本集團營業額的減少和行政費用的增加。

融資成本

截至二零二二年十二月三十一日止年度，無錄得銀行借款的利息(二零二一年：無)。另外，來自租賃負債的利息約為人民幣2.1百萬元(二零二一年：約人民幣1.6百萬元)。

所得稅

截至二零二二年十二月三十一日，本集團無錄得所得稅支出(二零二一年：無)。

年內虧損

綜合以上列報的因素，二零二二年度本集團錄得虧損約人民幣19.4百萬元，而二零二一年同期錄得經營虧損約人民幣9.1百萬元。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The net loss for the full financial year 2022 has shown a minor improvement with the estimated loss of RMB25.3 million as announced in the Profit Warning Announcement for 10 month ended 31 October 2022, which was primarily due to a decrease in the prices of key raw materials and labour costs, and also interest received on time deposits.

Loss for the Year Attributable to Owners of the Company

As a result of the combined effect of the above factors, the Group recorded a loss attributable to owners of the Company of approximately RMB19.4 million for 2022, as compared with a loss attributable to owners of the Company of approximately RMB9.1 million for 2021.

Outlook

In early February 2023, the CEIC's weekly nowcast announced that China's retail sales grew by 0.4% year-on-year in January 2023. The rebound in China's consumption came after three consecutive monthly declines between October and December 2022.

In the National People's Congress of China in March 2023, a modest GDP growth target of around 5.0% in 2023 was made, which is lower than that of the IMF's forecast of 5.2% in 2023, but a bit higher than the Reuter's poll forecast of 4.9% in 2023. While the China's then Premier Li Keqiang stressed the need for economic stability, expansion of consumption and creation of urban job opportunities, he warned at the same time that global inflation remains high, global economic and trade growth is losing steam, and external attempts to suppress and contain the growth of China are escalating.

According to a research report released by a bank in Hong Kong, China's exports fell by 6.8% year-on-year in January and February 2023. Though the figures are less than expected, the exports have remained in contraction since October 2022. Imports saw a larger decline of 10.2% year-on-year, which were primarily driven by the ongoing weakness in exports as well as lower prices of key common commodities globally and soft global demand that affects the value of processing imports. Domestic demand remained relatively resilient, but the headwinds from softer global demand may continue in the coming months, which means a stronger domestic demand revival is needed to reach the growth target of "around 5.0%" in 2023.

二零二二年全年度淨虧損較二零二二年十一月二十二日盈利預警公告中披露的截至二零二二年十月三十一日止的十個月估計淨虧損約人民幣25.3百萬元改善些許。其改善主要原因是主要原材料價格和人工成本下降，以及收到了定期存款利息。

本公司擁有人應佔年內虧損

因上述因素的綜合影響，本集團二零二二年度錄得本公司擁有人應佔虧損約人民幣19.4百萬元，而二零二一年度錄得本公司擁有人應佔虧損約人民幣9.1百萬元。

展望

二零二三年二月初，CEIC實時周刊顯示，二零二三年一月中國零售總額同比增長了0.4%，在二零二二年十月至十二月連續三次下滑後，中國消費出現反彈。

在二零二三年三月的全國人民代表大會上，中國將二零二三年的GDP目標定為5.0%左右的溫和增長，但略高於路透社調查預測數據4.9%。當時在任的國家總理李克強強調經濟穩定、擴大消費及創造城市就業機會的同時，全球通貨膨脹居高不下，全球經濟和貿易增長正在失去動力，外部對中國增長的壓制和遏制正在升級。

根據一家香港銀行發佈的研究報告，二零二三年一月至而二月，中國出口同比下降了6.8%。雖然這一數字低於預期，但自二零二二年十月以來，出口一直處於萎縮狀態。受全球主要商品價格和需求下降的影響，進口同比下降了10.2%，主要是受出口持續疲軟，全球主要大宗商品價格走低以及影響加工進口價值的全球需求疲軟。國內需求仍然保持相對強勁，但未來幾個月全球需求放緩的不利因素和可能性繼續存在，這意味著需要更強勁的國內需求復蘇，才能實現二零二三年的「5.0%左右」的增長目標。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Owing to the uncertainties and challenges against the overall economic recovery as mentioned in the above paragraphs, the Directors tend to be very cautious about the Chinese economic growth in 2023 and hence they will be conservative in formulating the strategies and operational plans for the Company.

The corporate theme for 2023 is “Continue our Growth at a Steady Pace”.

For Bawang-branded products, the Group intends to adopt the following strategies for publicity and promotion of its branded products and enhancement of revenue: (1) we will continue to provide consumers with quality China-chic products, leveraging on the Chinese consumers’ desire for and confidence in domestically manufactured products in promoting our branded products series; (2) we will roll out new Bawang branded shampoo products series, such as ginger, caviar, fleece flower root, and white truffle to the exclusive zone channel for expanding this distributor network so as to enhance the sale revenues; (3) we will roll out new products series to the online sales channel, such as body wash oil, scalp scaling scrub, scalp care essence and moisture masks so as to increase sales revenue, (4) we will roll out dedicated promotional themes and different unique IP images for various festivals together with new packaging of Bawang anti-hair fall shampoo series to attract the attention of young consumers and to arouse their purchase interests; (5) we will continue to promote Bawang branded products through implanted commercials in live streaming programs, cross-sector cooperations, and participating in more charitable communities services with implanted commercials; and (6) leveraging on the celebrity-endorsement marketing effect and continuous sharing of the views and comments by KOLs through new social media, personalised social media, Xiaohongshu promotion and sharing of product evaluations, we hope to achieve wide-spread publicity for the Bawang brand quickly and arouse our target customers’ purchasing interests and to accelerate the sales growth of our branded products.

For Royal Wind branded product series, the Group will sell these branded products, which are mainly hair-care product series, through the online sales channel so as to attract more young consumers and to enhance sales revenue of this brand.

For Litao branded product series, the Group will continue with its household care brand positioning, and will continue to sell laundry detergent and other HPC products through our conventional channels.

根據上述幾段所述的整體經濟復蘇面臨不確定性和挑戰，董事們對二零二三年經濟增長持非常謹慎的態度，因此在制定公司戰略和經營計劃時持相對保守態度。

二零二三年的企業主題是「穩中求進」。

對於霸王品牌系列產品，本集團擬採取以下策略來宣傳及推廣我們的品牌產品從而增加銷售收入：(1)我們會持續為消費者提供優質國貨產品，借助於中國消費者對國貨產品的持續熱情與信心，來推廣我們的霸王品牌系列產品；(2)在包場渠道推出新配方和全新包裝的生薑、魚子醬、首烏、白松露等的霸王品牌系列洗髮水來開發更多的經銷商以此增加我們的銷售收入；(3)在電商渠道推出身體沐浴油、頭皮磨砂膏、頭皮護理精華液及補水髮膜等新品，增加銷售收入；(4)在推出霸王防脫髮洗髮水系列新包裝的同時，針對不同節假日推出專門的促銷主題以及各類型獨特IP形象以吸引年輕消費者關注並激發他們的購物興趣；(5)我們將繼續通過在直播帶貨，跨界合作及參與更多的社會公益活動中植入廣告來推廣霸王品牌產品；及(6)借助明星代言營銷效應，通過新社交媒體、個性化社交媒體、小紅書推廣、產品評價分享等方式，不斷分享達人的觀點和評論，迅速實現霸王品牌的廣泛宣傳，激發目標客戶的購買興趣，加快品牌產品的銷售增長。

對於追風品牌系列產品，集團將通過電商渠道，主推美髮系列產品，以吸引更多年輕消費者，增加這個品牌的銷售收入。

對於麗濤品牌系列產品，集團將延續麗濤「家庭洗護」的品牌定位，繼續通過傳統渠道銷售洗衣液等家用清潔護理產品。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

For Herborn branded product series, the Group will sell these branded products, mainly hair-care product series, hair-conditioner, shower gel, body lotion, make-up remover and face masks, through the online sales channel to enhance sales revenue of this brand.

For conventional channels, the Group will continue to deepen cooperation and interaction with distributors by: (1) leveraging on the increasing customer flow at the big shopping malls following the re-opening of the economic activities in late January 2023, we will make use of various major festive days such as the International Women's Day, the Labour Day, the Mid-Autumn Festival and the National Day Holiday for carrying out promotional activities at the malls to increase sales; (2) increasing the frequency of weekend promotion and publicity counter-shows inside those major points-of-sales and making use of the creative performance to arouse shoppers' attention and to achieve positive impacts on our brand influence; (3) building a creative and attractive image of window displays at those major points-of-sales for enhancing the sales revenue; (4) strengthening the quality sales support services offered to key accounts so as to stabilise the sales revenue generating from this channel; (5) continuing to promote economical family-size Bawang Blossom Flower shower gel; and (6) actively exploring the green field markets that have good sales potential and new distribution network, and points-of-sale to increase sales.

As for the online sales channel, the Group hopes to achieve stable growth through implementation of the following plans: (1) the Group will optimise the operational efficiency, and stabilise market share for hot sales items such as anti-hair fall haircare product series. The Group will create further hot sales items such as ginger shampoo, scalp essence and haircare essence oil products to increase sales revenue; (2) the Group will continue to optimize our merchandises available for sales at T-Mall flagship stores, to maintain the sales of hot-items whilst stabilizing the existing customer base, and to roll out new products for developing new customer base; (3) the Group will develop further shops at Pingduoduo and to increase sales through channel-specific tailor-made products; (4) the Group will increase its spending in the live video-streaming so as to develop new channels for increasing sales in Duoyin and Kuaishou through channel broadcasters to carry out instant online sales to increase sale revenue; (5) the Group will continue to develop online channel distributors and partners for making use of the mutual advantages to increase sales; and (6) for the self-operating channels at T-Mall and JD.com, we will make use of the scale and influence of our brand for further cooperation with the online platforms and streamlining the operations so as to increase sales revenue.

對於本草堂系列產品，我們將在電商渠道推出洗髮水、護髮素、沐浴露、身體乳、卸妝膏及面膜等新的產品來增加這個品牌的銷售。

對於傳統管道，集團將繼續通過下列措施深耕與經銷商的合作與互動：(1)利用二零二三年一月底經濟活動恢復後各大商場客流量增加的機會，利用國際婦女節、勞動節、中秋節及國慶節等各大節日在商場開展促銷活動增加銷量；(2)增加在主要銷售點的周末促銷和貼櫃秀活動的頻率，利用創意表演來引起顧客的注意，並對我們的品牌影響力產生積極影響；(3)在主要銷售點建立具有創意和吸引力的窗口形象陳列建設以增加銷售額；(4)加強對重點客戶的優質銷售配套服務，穩定該渠道的銷售收入；(5)繼續推廣經濟型和家庭型的霸王三花沐浴露的分銷；及(6)積極開拓有銷售潛力的空白市場及新的經銷商網點，設立銷售點以增加銷售。

對於電商渠道，本集團將計劃通過以下方式，以期實現銷售穩定增長：(1)優化運營效率，維持防脫爆品的市場份額。本集團並繼續打造生薑洗髮水、頭皮精華、護髮精油等熱銷產品，以增加銷售收入；(2)本集團將繼續優化天貓旗艦店貨品，在穩定現有客戶群的同時，維持爆品的銷售，並推出新產品以拓展新的客戶群；(3)本集團將在拼多多平台佈局多店鋪、通過定製產品方式增加該渠道的銷售收入；(4)本集團將加大直播和短視頻渠道方面的投入，開發抖音、快手的銷售新渠道，借助達人和頭部主播帶貨以期實現銷售增長；(5)本集團將繼續開拓電商渠道客戶和合作夥伴，利用雙方的優勢，增加銷售；及(6)對於自營的天貓超市和京東渠道，我們將利用自身品牌規模和影響力，進一步和電商平台合作，優化運營，提高銷售收入。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

For production management, quality and cost control are our motto. We always put our top priority on product quality through reasonable utilizations of the existing production resources. We will continue to strengthen our research and development capability, to optimize our production process, to implement centralized production for conservation of water, electricity and gas energy so as to reduce production costs, and to strictly enforce intensive controls over the production flows and process which ensure the quality of our products while at the same time minimizing the spoilage and wastage so as to achieve competitive cost advantage in the market.

We will adopt a flexible supply chain management approach to plan and design the production process so as to maximise the production effectiveness, and to optimise the utilisations of production facilities and factory space so as to minimize the production costs.

We will implement a complete performance-based assessment system, which serves to ignite the dynamism and enthusiasm from individual staff members, for the purpose of enhancing efficiency, reducing the production costs and increasing the rewards to workers.

For our original equipment manufacturers (“**OEM**”) business, we will make use of our competitive advantages in professional design, research and development capabilities, mature production management techniques and advanced production infrastructures for expanding our OEM business with a view to strengthening our co-operations with quality customers so as to increase our market share and influence in this business sector.

We believe that through the above-mentioned resources management and workflow integration to maximise production effectiveness, we can create more returns for our shareholders.

As part of the business expansion plan, the Group will continue to explore the possibility of engaging with potential distributors for launching our branded products to other countries. The Group is open to explore further business opportunities with potential overseas distributors.

As of the date of this report, the Group does not have any outstanding acquisition opportunity on hand, nor is actively exploring business opportunities that may involve potential acquisition. However, the Group would consider the feasibility of any potential investment opportunities to enhance the returns to our shareholders.

在生產管理方面，產品質量和成本是我們的核心，我們始終把產品質量放在第一位，合理利用現有的資源。我們將繼續通過加強研發能力、優化生產流程，集中生產節約水電氣等能源消耗以降低生產成本，並對生產流程和工藝進行嚴格控制，確保產品質量的同時，最大限度地減少損耗和浪費，從而獲得我們在市場上的成本競爭優勢。

我們將採用靈活的供應鏈管理方法，規劃和設計生產流程，以最大限度地提高生產效率，並合理利用生產設施和廠房空間，以降低生產成本；

我們將推動完善績效考核制度，激發員工的團隊活力和積極性，以提高生產效率，降低生產成本同時增加工人的收入。

關於原始設備製造商（「**OEM**」）業務，我們將利用專業設計、研發能力、成熟的生產管理技能和先進的生產設施等競爭優勢，拓展OEM業務，加強與優質客戶的合作，以提升我們在這些業務領域的市場佔有率和影響力。

我們相信通過上述資源管理和工作流程的整合，最大限度地提高生產效率，為我們的股東創造更多的價值回報。

在業務擴展計劃方面，本集團將繼續開發與潛在經銷商合作，把我們的品牌推廣至其他國家。本集團將以開放的態度尋找與潛在的海外經銷商洽談更多的商業合作機會。

於本報告發佈之日，本集團並無任何正在洽談處理的收購事宜，並且暫時不會積極尋找潛在的收購機會。然而，本集團將考慮任何潛在投資機會的可行性，以提高我們股東的回報。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Liquidity, Financial Resources and Capital Structure

The Group adopts conservative financial management policies and maintains a good and solid financial position. As at 31 December 2022, the time deposits, bank balances and cash of the Group were approximately RMB124.4 million (2021: approximately RMB113.3 million). Of which, the total time deposits with various maturity dates of the Group were approximately RMB50.0 million (2021: approximately RMB54.0 million). A summary of liquidity and financial resources is set out below:

流動資金、財務資源及資本架構

本集團採用保守的財務管理政策並維持良好穩定的財務狀況。截止二零二二年十二月三十一日，本集團的定期存款、銀行結餘及現金為約人民幣124.4百萬元（二零二一年：約人民幣113.3百萬元），這其中本集團不同到期日的總定期存款為約人民幣50.0百萬元（二零二一年：約人民幣54.0百萬元）。流動資金和財務資源概要列載如下：

		31 December 2022	31 December 2021
		於二零二二年 十二月三十一日	於二零二一年 十二月三十一日
		RMB in million	RMB in million
		人民幣百萬元	人民幣百萬元
Time deposits, bank balances and cash	定期存款、銀行結餘及現金	124.4	113.3
Total loans	貸款總額	0	0
Total assets	總資產	244.2	295.6
The gearing ratio ¹	資產負債率 ¹	0%	0%

Note:

1. Calculate as total loans divided by total assets

附註：

1. 資產負債率按貸款總額除以資產總額計算

Material Acquisition and Disposal

The Group did not engage in any material acquisition or disposal of any of its subsidiaries or associates during the year under review.

重大收購及出售

於回顧年度，本集團並無重大收購或出售其附屬及聯營公司的活動。



Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Exposure to Fluctuations in Exchange Rates and Hedging

The operations of the Group are mainly carried out in China, with most transactions being settled in Renminbi. The reporting currency of the Group is Renminbi. During the year under review, the Group had exported its goods to Hong Kong and certain overseas countries. The transactions were settled in either Hong Kong Dollars or United States Dollars. The Group's cash and bank deposits are mostly denominated in Renminbi. The Company will pay dividends in Hong Kong Dollars if dividends are declared. The Directors are of the view that the Group conducts its business transactions principally in Renminbi and thus the exchange risk at the Group's operational level is not significant. As at 31 December 2022, the Group had not issued any material financial instruments or entered into any material contracts for foreign currency hedging purposes. However, the Directors will continue to monitor the foreign exchange exposure of the Group and are prepared to take prudent measures such as hedging when required.

Contingent Liabilities

The Group had no material contingent liabilities as at 31 December 2022.

Capital Commitment

As at 31 December 2022, the Group had no material capital commitment.

Charge of Assets

The Group had no charge of assets as at 31 December 2022.

Distributable Reserves

Pursuant to applicable statutory provisions of the Cayman Islands, the Company had no reserves available for distribution to the shareholders as at 31 December 2022 (2021: Nil).

匯率波動風險及有關對沖

本集團主要在中國境內經營業務，大部分交易以人民幣結算，本集團的報告貨幣為人民幣。於回顧年度，本集團出口產品銷往香港以及其他海外地區，交易以港幣或美元結算。本集團大部份現金及銀行存款均以人民幣計值。倘若本公司宣派股息時，利息亦將以港幣派付。董事認為本集團從事的業務主要是以人民幣結算的，因此外匯風險對本集團的日常經營影響並不重大。於二零二二年十二月三十一日，本集團並沒有發行任何重大金融工具或訂立任何重大合約作外匯對沖用途。然而，董事將繼續監察集團的外匯風險，並準備在需要時採取審慎的措施，例如對沖。

或然負債

於二零二二年十二月三十一日，本集團並無重大或然負債。

資本承擔

於二零二二年十二月三十一日，本集團無重大資本承擔。

資產抵押

截至二零二二年十二月三十一日，本集團無資產抵押。

可供分配儲備

根據開曼群島適用之法定條例，於二零二二年十二月三十一日，本公司並無可供分配予股東的儲備(二零二一年：無)。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Inventories

As at 31 December 2022, the Group had inventories of approximately RMB27.1 million, representing a decrease of approximately 33.6% compared with approximately RMB40.8 million for 2021. Such decrease was primarily due to the sales of the stock of finished goods brought forward from preceding year which was prepared for the promotional activities of online sales channel then, and the decrease in the stock levels of both finished goods and raw materials during the year.

The Group adopts a prudent approach in valuing its inventory. The Group continuously monitors the inventory levels of its different raw materials, packaging materials and finished goods, and based on feedback from the sales force on the various product lines and sales figures, the management regularly identifies the inventory levels of individual inventory items to determine whether there is any slow moving or obsolete items or finished goods. On this basis, the management will devise actions to be taken in relation to such inventory prior to their obsolescence, and/or whether provision should be made.

Trade Receivables

As at 31 December 2022, the Group had trade receivables of approximately RMB14.3 million, representing a decrease of approximately 28.5% compared with approximately RMB20.0 million for 2021. Such decrease was primarily due to the decrease in the overall sales through online and conventional channels leading to a decrease in trade receivables.

Some of the Group's sales are made on credit, trade receivables are resulted when the goods and titles have been delivered and passed, respectively. The management regularly reviews the credit quality of the Group's customers and their partners to evaluate whether provision should be made.

存貨

於二零二二年十二月三十一日，本集團存貨約人民幣27.1百萬元，較二零二一年同期約人民幣40.8百萬元減少約33.6%。減少的主要原因是本集團於回顧年度內將上一年度為電商渠道促銷活動備貨的產成品銷售出去，並同時減少了年度內產成品及原材料的備貨量。

本集團採用審慎的方法對存貨進行估值。本集團持續監察不同原材料，包裝材料及成品的庫存水平，並根據銷售團隊對各產品線及銷售資料的回饋，定期識別個別庫存項目的庫存水平以決定是否有任何緩慢移動或過時的物料或成品。在此基礎上，管理層將策劃這些存貨在被淘汰之前會採取的行動，以及/或者是否應該作出撥備。

貿易應收賬款

於二零二二年十二月三十一日，本集團的貿易應收款項約為人民幣14.3百萬元，較二零二一年同期約人民幣20.0百萬元減少約28.5%。減少的主要原因在於電商和傳統渠道整體銷售額的下降使應收賬款減少。

本集團部分銷售以信貸形式進行，貿易應收賬款於貨品交付及擁有權轉移時確認。管理層定期檢討本集團客戶及其合作夥伴的信貸質素，以評估是否應作出撥備。



Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Trade and Other Payables

As at 31 December 2022, the trade and other payables of the Group was approximately RMB79.6 million (2021: RMB83.5 million). The decrease was primarily due to the decrease in trade payables and accrued payroll, but such decrease was partially offset by the increase in other payables and accruals. As at 31 December 2022 and 31 December 2021, trade and other payables did not include any balances due to related parties.

Human Resources

To provide incentive to the employees of the Group, the Group is committed to staff training and development under any economic circumstances. The Group maintains a good relationship with its employees. The Group will continue to invest in our human capital so as to retain a quality workforce to achieve our organisational goal.

In 2022, the Group organised various in-house training classes to strengthen the soft skills of our staff members such as time management, stress management, and leadership development. Apart from these in-house courses, the Group also required our department managers to attend external courses on reward and compensation, and motivation, we required our senior sales and marketing staff to attend brand positioning strategy course, and we required our finance and accounting staff members to attend seminars about the latest legislative/regulatory compliance, accounting standards, taxation practices and budgetary control.

As at 31 December 2022, the Group employed approximately 442 employees (31 December 2021: approximately 499), consisting of full-time employees and contract personnel in the PRC and Hong Kong. The total personnel expenses, comprising wages, salaries and benefits, amounted to approximately RMB55.0 million for 2022 (31 December 2021: approximately RMB54.7 million).

貿易及其他應付款項

於二零二二年十二月三十一日，本集團貿易及其他應付款項約為人民幣79.6百萬元(二零二一年：約人民幣83.5百萬元)，這個減少主要是因為貿易應付款項和應付工資的減少，但這項減少被其他應付款增加部份所抵減。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的兩個年度，貿易及其他應付款項並無任何應付關聯方的結餘。

人力資源

為了激勵本集團的僱員，本集團承諾在任何經濟環境下都為僱員提供培訓和發展。本集團與僱員關係一向良好。我們將繼續投資人力資本，以保持一個高素質的僱員團隊，協助我們實現組織目標。

在二零二二年，本集團舉辦了多項內部培訓課程，以增強我們工作人員的軟技能，例如：時間管理、壓力管理和領導能力發展等。除此之外，本集團還要求部門經理參加有關獎勵和補償，以及激勵的外部培訓課程。我們要求高級市場策劃人員參加品牌定位策略培訓課程，也要求財務人員參加有關最新法例/監管規定的遵守。會計準則、稅務實踐以及預算控制方面的研討會。

於二零二二年十二月三十一日，本集團僱用大約442名僱員(二零二一年十二月三十一日：約499名)，其中包括在中國和香港的全職僱員以及合約僱員。人事總開支包括工資、薪金和福利，於二零二二年約為人民幣55.0百萬元(二零二一年十二月三十一日：約人民幣54.7百萬元)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The following table sets forth a breakdown of the total headcount of our employees and contract personnel as at 31 December 2022 and 2021:

下表載列於二零二二年十二月三十一日及二零二一年十二月三十一日我們的總僱員及合約僱員的明細：

		31 December 2022 二零二二年 十二月三十一日	31 December 2021 二零二一年 十二月三十一日
Full-time employees	全職僱員	207	222
Contract personnel	合約僱員		
– Full time	– 全職	235	277
– Part time	– 兼職	–	–
		235	277
Total employees	總僱員人數	442	499

The employees' remuneration, promotion and salary review are based on individual job responsibilities, work performances, professional experiences and the prevailing industry practices.

本集團的僱員薪酬、晉升及工資是按照各人的工作責任、工作表現、專業經驗及當時的行業標準來釐定的。

Our employees in the PRC and Hong Kong join social insurance contribution plans and the Mandatory Provident Fund scheme, respectively. Other benefits include performance-based incentive bonus scheme and share options granted or to be granted under the share option schemes.

本集團於中國及香港的僱員分別參加社會保障計劃和香港強制性公積金計劃。其他福利包括按工作表現釐定的獎金花紅計劃和購股權計劃下已授出或將會授出的購股權。

The Directors believe that the Group's human resources policies play a crucial part in the further development of the Group. Promising career prospects, good staff remuneration and benefits as well as pleasant working environment are essential factors for maintenance of a stable workforce for the Group.

董事們相信本集團之人力資源政策對集團未來發展擔當着重要角色。良好的職業前景、優厚的僱員薪酬福利以及舒適的工作環境，可以使本集團維持一支穩定的工作團隊。



Corporate Governance Report

企業管治報告

The Corporate Governance Code and the Corporate Governance Report

The Company is committed to enhancing the corporate governance of the Group, and the Board reviews and updates all such necessary measures in order to promote good corporate governance.

The Board is of the view that the Company has complied with the applicable code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for the year ended 31 December 2022.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry with the Directors, all Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the year under review.

Board of Directors

As at 31 December 2022, the Board comprised six members, including the Chairman, Mr. CHEN Qiyuan, the Chief Executive Officer, Mr. CHEN Zheng He (the “**CEO**”), the Chief Financial Officer and three independent non-executive Directors. Biographical details of the Directors are set out in the section headed Directors and Senior Management on pages 62 to 66 of this annual report.

The Board is responsible for approving and monitoring the Group’s strategies and policies, approving annual budgets and business plans, evaluating the performance of the Group and supervising the work of management. The management is responsible for the daily operations of the Group under the leadership of the CEO.

The Board has delegated a schedule of responsibilities to the executive Directors and senior management of the Company. These responsibilities include implementing decisions of the Board and directing and co-ordinating day-to-day operation and management of the Group. The Board reviews these arrangements periodically to ensure such arrangements remain appropriate to the Group’s needs.

企業管治守則及企業管治報告

本公司致力提高本集團的企業管治水平，而董事會則檢討及更新為促進良好企業管治的一切必要措施。

董事會認為，截至二零二二年十二月三十一日止的年度，本公司一直遵守香港聯合交易所之證券上市規則（「上市規則」）附錄14所載企業管治守則（「企業管治守則」）所載適用的守則條文。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人之董事進行證券交易的標準守則（「標準守則」），作為董事進行證券交易的行為守則。向董事進行特定查詢後，所有董事確認於回顧年度內一直遵守標準守則所載的規定標準。

董事會

於二零二二年十二月三十一日，董事會由六位成員組成，其中包括主席陳啟源先生、首席執行官陳正鶴先生（「首席執行官」）、首席財務官及三位獨立非執行董事。各董事之履歷列載於本年度報告第62頁至第66頁董事及高級管理層簡介。

董事會負責批准及監察本集團的整體策略及政策、批准年度預算及業務計劃、評估本集團表現、以及監督管理層的工作。管理層在行政總裁的領導下負責集團日常業務。

董事會已將一部分責任書面轉授予本公司執行董事及公司的高級管理層。該等責任包括：執行董事會的決定，指示及協調本集團的日常運作及管理。董事會定期對上述安排作出檢討，以確保該安排符合本集團的需要。



Corporate Governance Report (Continued)

企業管治報告(續)

To satisfy the independence requirement of the independent non-executive Directors, the Board must determine that the independent non-executive Directors do not have any direct or indirect material relationship with the Group. The Board follows the requirements set out in the Listing Rules to determine the independence of Directors. To ensure that independent views and input are available to the Board, the Board also consults with its external advisors as and when required for it to obtain independent views on matters ranging from (but not limited to) legal and regulatory compliance, financial report and corporate governance.

In addition, to ensure that there is a strong independent element in the Board, when nominating independent non-executive Directors to the Board, the Board takes into account factors including but not limited to the nominee's character, integrity, professional profile, and relevant working experience in the context of the profiles and working experience of other Directors. To ensure that independent non-executive Directors are able to perform their duties impartially, none of them has any role in the daily management of the Group, and the Board will also take into account the Nomination Policy to ensure that the independent non-executive Director candidates proposed would be able to provide independent views to the Board. The Board also regularly reviews the re-appointment of any independent non-executive Director who has served more than nine years, and will ensure that any such reappointment would be subject to a separate resolution to be approved by the Shareholders at the annual general meetings of the Company. Independent non-executive Directors are appointed for a term of 3 years.

The roles of the Chairman and the CEO are separated in order to reinforce their independence and accountability. Except that the CEO, Mr. CHEN Zheng He, is the son of Mr. CHEN Qiyuan, the Directors are not otherwise related to each other.

The Board held 10 meetings in 2022. Each of Mr. CHEN Qiyuan, Mr. CHEN Zheng He, Mr. WONG Sin Yung, Mr. CHEUNG Kin Wing and Dr. WANG Qi attended all meetings. Dr. NGAI Wai Fung attended all four meetings which had been held before his retirement on 27 May 2022. Dr. LIU Jing attended all six meetings which were held after her appointment on 27 May 2022.

為了滿足獨立非執行董事的獨立性要求，獨立非執行董事須經董事會確定與本集團並無任何直接或間接的重大關係。董事會按照上市規則的規定，以確定董事的獨立性。為確保董事會能夠取得獨立的意見和建議，董事會亦在需要時諮詢其外部顧問，以獲取有關(但不限於)法律與監管合規、財務報告和公司治理等事項的獨立意見。

此外，為確保董事會具備較強的獨立性，當向董事會提名獨立非執行董事時，董事會考慮的因素包括但不限於被提名人的品格，誠信，專業概況，以及有相關的工作經驗和工作背景和其他董事的經驗。為確保獨立非執行董事能夠公正地履行職責，其均未在集團的日常管理中擔任任何職務，董事會亦會考慮提名政策，以確保被提名的獨立非執行董事人選將能夠向董事會提供獨立意見。董事會亦定期審核任期超過九年的獨立非執行董事的重新任命，並將確保任何該等重新任命須經公司的年度股東大會的單獨決議批准。獨立非執行董事任期為3年。

主席及首席執行官職責分開，以加強他們的獨立性和問責性。除首席執行官陳正鶴先生是主席陳啟源先生的兒子外，董事之間概無其他關係。

二零二二年期間，董事會召開了十次會議。陳啟源先生、陳正鶴先生、黃善榕先生、張建榮先生及王琦博士均有出席上述所有會議。魏偉峰博士均出席彼於二零二二年五月二十七日退休前所召開的四次會議。劉婧博士均出席彼於二零二二年五月二十七日獲委任後的六次會議。



Corporate Governance Report (Continued)

企業管治報告(續)

The Company has adopted the nomination policy (the “**Nomination Policy**”) and the board diversity policy (the “**Diversity Policy**”) as required by the Corporate Governance Code and the Listing Rules, respectively, and has taken into account the diversity of the Board when selecting the candidates from a number of perspectives as stated in the Diversity Policy as published on the Company’s webpage.

Nomination Policy

Either the secretary or the chairman of the Nomination Committee shall call a meeting of the Nomination Committee, and may invite nominations of candidates from the Board members, if any, for the Nomination Committee to consider prior to its meeting. The Nomination Committee may also nominate candidate(s) who are not nominated by any member of the Board. For filling a casual vacancy, the Nomination Committee shall make recommendation(s) for the consideration and approval of the Board. For proposing candidate(s) to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation to the shareholders of the Company for approval.

In order to provide information on the candidate(s) nominated by the Board for election at a shareholders’ general meeting, and to invite nominations from the shareholders, a circular will be sent to the shareholders in accordance with the requirements under the Listing Rules. The relevant circular will at a minimum set out such information about each proposed candidate, as required under the applicable laws, rules and regulations, the Company’s constitutional documents and the Listing Rules. A shareholder may serve a notice to the Company Secretary within the lodgment period of its intention to propose a resolution to elect a certain person as a director without the Board’s recommendation or the Nomination Committee’s nomination. The particulars of the proposed candidates will be sent to all shareholders for information by a supplementary circular.

In assessing the suitability of a potential candidate, the Nomination Committee would consider factors, including but not limited to, candidate’s personal integrity and character, accomplishment and experience that are relevant to the Group’s business, and diversity of the Board in accordance with the Diversity Policy.

分別根據《企業管治守則》及上市規則要求，本公司已採納提名政策(「**提名政策**」)及董事會多元化政策(「**多元化政策**」)並已將其在公司的網站上發佈，以及在遴選董事候選人時從多個方面考慮多元化政策中所述的董事會成員多元化。

提名政策

提名委員會秘書或主席應召開委員會會議，並可邀請董事會成員提名候選人，如有，在會議前交由提名委員會考慮。提名委員會也可提名那些非由董事會成員提名的候選人。為填補臨時空缺，提名委員會應提出建議，供董事會審議和核准。如提名候選人在股東大會上由股東投票委任，提名委員會須向董事會作出提名，以供董事會審議，並向公司股東提出建議，以供股東批准。

為了向股東提候選人(們)的資訊，並供股東在在股東大會上投票選舉，並邀請股東向公司提供董事提名，董事會按照上市規則的規定，向股東發出通函。有關通函將按照適用的法律、規則和條例、公司章程檔和上市規則的要求，陳述每一個擬議候選人的資料。如股東有意在提交決議案以選舉某人士為董事，無須董事會建議或提名委員會提名，則可在遞交決議案期間，向公司秘書送達通知。提名候選人的詳情將以補充通函的方式送交所有股東參閱。

提名委員會將在評估潛在候選人時參考一些因素，包括但不限於其個人的誠信和品德、在集團相關業務中的成就和經驗、董事會多元化政策一致的多元化的考慮。



Corporate Governance Report (Continued)

企業管治報告(續)

Diversity Policy

In achieving diversity of the Board, a number of aspects of each director candidate will be considered, including but not limited to gender, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services. All Board appointment will be based on meritocracy, and the candidates will be considered based on the objective criteria as set out in this policy having due regard for the benefits of diversity on the Board. The Nomination Committee will monitor the implementation of the Diversity Policy and has followed the Nomination Policy and the Diversity Policy in the nomination of the new Director(s).

The Board has reviewed the appropriateness of an express diversity quota or measurable objective in achieving board diversity. After the appointment of Dr. Liu Jing at the annual general meeting of the Company held on 27 May 2022, the Board has members of both genders, and the Board considers that the Diversity Policy has been followed in furthering the diversity of the Board and after taking into account the current Board size and also the general industry landscape, it is appropriate to maintain the current gender diversity ratio at the Board level without setting further specific numerical targets and timelines, or design specific measures to develop a further pipeline of potential successors to the Board on matters relating to gender diversity. The Board will continue with its practice of considering candidates for directorship of the Board based on the diversity perspectives as set out in the Diversity Policy.

As at 31 December 2022, the Group has a relatively balanced workforce overall in terms of gender distribution, with a female to male employee ratio of 60:40, with both men and women being well represented in the various different functions throughout the Group. The Company supports diversity across a variety of perspectives, the key areas of which are similar to those for the board diversity. The Group will keep in mind its diversity policy to reach a balanced gender ratio in its workforce as one of its corporate objectives in the long run.

多元化政策

為實現董事會多元化，董事會將從多方面考慮每位董事候選人的背景，包括但不限於性別、文化和教育背景、種族、專業經驗、技能、知識和服務年資。董事會的所有任命將以任人唯賢為基礎，候選人將根據多元化政策制定的客觀標準進行審議，並適當考慮董事會多元化的好處。提名委員會將監察多元化政策的實施並在提名新董事(們)依隨提名政策及多元化政策。

此外，董事會已就應否為實施董事局多元化設定明確的多元化名額或可計量目標作出檢討。在劉婧博士在2022年5月27日被委任為董事會成員後，董事會已經擁有兩個不同性別的成員，並且董事會認為，在促進董事會多元性方面已遵循了多元化政策。考慮到董事會目前的規模及行業總體狀況，宜保持當前董事會層面的性別多元化比例，而無需為在性別多元化相關事項上進一步開發董事會潛在繼任者的渠道而進一步規定具體數字目標和時間表，或設計具體的措施。董事會將延續其根據多元化政策所載多元化觀點審議董事候選人的做法。

截至二零二二年十二月三十一日，本集團集團員工隊伍整體性別分佈相對均衡，男性和女性僱員的比例為60:40，男女都很好地在整個集團擔任各種不同的職務。本公司支持各種觀點的多元化其中的關鍵領域與董事會多元化相似。本集團將牢記其多元化政策，以達到性別平衡，從長遠來看，這是公司的目標之一。



Corporate Governance Report (Continued) 企業管治報告(續)

Dividend Policy

The Company has adopted a dividend policy (the “**Dividend Policy**”), pursuant to which, the decision to declare a dividend or a distribution will be at the discretion of the Board. The Company intends to declare dividends to shareholders semi-annually in an aggregate amount per year not exceeding 30% of the anticipated consolidated net annual profits and may declare special dividends from time to time in addition to interim or final dividends. In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account (including but not limited to) the Group’s operations and earnings, development needs, cash flow, financial condition, capital and other reserve requirements and surplus, contractual and financial restrictions and any other conditions or factors which the Board considers relevant and having regard to the directors’ fiduciary duties. While sharing the profit with shareholders, the Company shall also maintain sufficient reserves to ensure the implementation of the Group’s strategy for development.

The payment of dividend is also subject to any restrictions under the laws of Cayman Islands, the Listing Rules, the laws of Hong Kong, the memorandum and articles of association of the Company and those laws, regulations and memorandum and articles of association to which the subsidiaries of the Group are subject.

The Dividend Policy will continue to be reviewed from time to time and there can be no assurance that a dividend will be proposed or declared in any specific periods.

The Company is not aware of any shareholders who have waived or agreed to waive any dividends.

股利分配政策

本公司已通過一項股利分配政策《**股利分配政策**》，根據該股利政策，董事會將決定宣佈股息或分配股息的決定。本公司擬每半年向股東宣佈總額不超過預計合併年淨利潤的30%的股息，除臨時或最終股息外，還可不時宣佈特別股息。在決定是否提出股息和確定紅利數額，董事會應考慮(包括但不限於)集團的運營和收益、發展需要、現金流量、財務狀況、資本和其他存款準備金率和盈餘，合同和金融限制和其他董事顧及董事的授信義務會考慮的條件或相關因素。在與股東分享利潤的同時，本公司還應保持足夠的儲備，以確保集團發展戰略的實施。

股息的支付亦受到開曼群島法律的若干限制，上市規則、香港法律、本公司的組織大綱和章程以及集團的子公司要受制的有關法律、法規以及組織大綱和章程。

股利分配政策將繼續不時被評估，且概不能保證將在任何既定期間建議或宣佈股息。

就本公司所知，概無本公司股東放棄或同意放棄股息。



Corporate Governance Report (Continued)

企業管治報告(續)

Update on Directors' Information

Dr. NGAI Wai Fung, an independent non-executive Director, ceased to be an independent non-executive director of the Company from 27 May 2022. Dr. NGAI also ceased to be the chairman of the Audit and Risk Management Committee, and a member of each of the Nomination Committee and Remuneration Committee.

Mr. CHEUNG Kin Wing, an independent non-executive Director, ceased to be an independent non-executive director of Trio Industrial Electronics Group Limited (Stock code: 1710) from 27 May 2022.

Remuneration of Directors and Chief Executive

Details of the remuneration of each Director and the Chief Executive for the year ended 31 December 2022 are set out in note 15 to the consolidated financial statements. Other than the Directors and the Chief Executive, there is no other member of senior management.

Directors' Training

Under Code Provision A.6.5 of the Corporate Governance Code, directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally facilitated briefings for directors are arranged and reading materials on relevant topics are issued to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

董事資料更新

魏偉峰博士，公司獨立非執行董事，於二零二二年五月二十七日退任本公司獨立非執行董事。魏偉峰博士亦不再擔任獨立非執行董事，審核及風險管理委員會主席，提名委員會成員和薪酬委員會成員。

張建榮先生，公司獨立非執行董事，於二零二二年五月二十七日退任致豐工業電子集團有限公司(股票代碼：1710)獨立非執行董事。

董事及最高行政人員薪酬

截至二零二二年十二月三十一日止年度有關各董事及最高行政人員薪酬的詳情載於綜合財務報表附註15。除董事及最高行政人員外，並無其他高級管理層成員。

董事培訓

根據《企業管治守則》守則條文第A.6.5條，董事須參與合適的持續職業發展，以提高及更新其知識及技能，以確保繼續在具備全面資訊及切合所需的情況下向董事會作出貢獻。本公司於適當時為董事安排內部用簡報，並就有關主題刊發閱讀材料。本公司鼓勵所有董事參加相關培訓課程，費用由本公司支付。

Corporate Governance Report (Continued) 企業管治報告(續)

As of 31 December 2022, all Directors (being Mr. CHEN Qiyuan, Mr. CHEN Zheng He, Mr. WONG Sin Yung, Dr. NGAI Wai Fung (before his retirement on 27 May 2022), Mr. CHEUNG Kin Wing, Dr. WANG Qi and Dr. LIU Jing (after her appointment on 27 May 2022)) received regular updates on the Group's business, operations, risk management and corporate governance matters, and participated in the directors' training offered by professional bodies and/or arranged by the Company. Materials on new or changes to salient laws and regulations applicable to the Group were provided to the Directors. Directors are requested to provide their records of training they received to the Company Secretary for record and annual review by the Nomination Committee. During the year under review, the Directors received an aggregate of approximately 413.7 hours of training in various fields as follows:

截至二零二二年十二月三十一日止年度，全體董事(即陳啟源先生、陳正鶴先生、黃善榕先生、魏偉峰博士(在二零二二年五月二十七日退休前)、張建榮先生、王琦博士及劉婧博士(在二零二二年五月二十七日獲委任後))均定期接收有關本集團業務、營運、風險管理及企業管治事宜的簡報及更新，以及參與由專業機構提供和/或本公司安排的培訓。董事獲提供適用於本集團的新訂重點法律及條例或重要法律及條例之變動。董事須向公司秘書提供彼等所接受培訓的記錄以作存檔以及提名委員會的年度審閱。於回顧年度內，董事會接受共計約413.7小時的各個領域的培訓列示如下：

2022 Directors' Training by Topic

二零二二年董事培訓主題

Average per person ² : approximately 69 hours	Hong Kong Legislative/ Regulatory Compliance 香港法例/ 監管規定的 遵守	Director's Duties/ESG Practices 董事職責/ 環境、社會 及管治實施	Financial Reporting/ Taxation/Risk Management 財務報告/ 稅務/ 風險管理	Economy/ Capital Market Updates 經濟/ 金融市場 更新	Business Management/ Investor Relationship 業務管理/ 投資者關係	Others ¹
Executive Director	執行董事					
Mr. CHEN Qiyuan	陳啟源先生	✓	✓	✓	✓	✓
Mr. CHEN Zheng He	陳正鶴先生	✓	✓	✓	✓	✓
Mr. WONG Sin Yung	黃善榕先生	✓	✓	✓	✓	✓
Independent Non-executive Directors	獨立非執行董事					
Dr. NGAI Wai Fung ³	魏偉峰博士 ³	✓	✓	✓	✓	✓
Mr. CHEUNG Kin Wing	張建榮先生	✓	✓	✓	✓	
Dr. WANG Qi	王琦博士	✓	✓	✓	✓	✓
Dr. LIU Jing ⁴	劉婧博士 ⁴	✓	✓	✓	✓	✓

1. Include topics such as technology transfer and industry association internal training, etc.
2. The calculation is based on an aggregate of six directors who served the whole years.
3. Retired on 27 May 2022.
4. Appointed on 27 May 2022.

1. 包括諸如技術轉移、行業協會內部培訓等。
2. 數字以合共六位董事服務整年計算。
3. 於二零二二年五月二十七日退休。
4. 於二零二二年五月二十七日獲委任。



Corporate Governance Report (Continued)

企業管治報告(續)

Remuneration Committee

The Remuneration Committee comprises our executive Director, Mr. CHEN Zheng He, and our two independent non-executive Directors, Mr. CHEUNG Kin Wing, Dr. NGAI Wai Fung (retired on 27 May 2022), and Dr. WANG Qi (appointed on 27 May 2022). Mr. CHEUNG Kin Wing is the chairperson of the Remuneration Committee. The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of our Group, review performance based remuneration and ensures that none of our Directors determine their own remuneration. If necessary, the Remuneration Committee will have access to independent advice.

The Remuneration Committee held one meeting on 27 May 2022. Each of Mr. CHEN Zheng He, Mr. CHEUNG Kin Wing and Dr. WANG Qi attended the said meeting.

During the meeting, the Remuneration Committee discussed the remuneration structure of the Directors; assessed the performance of directors; and reviewed the terms of directors' service contract for Dr. LIU Jing with effect from on 27 May 2022.

Nomination Committee

The Nomination Committee comprises our executive Director, Mr. CHEN Qiyuan, and our two independent non-executive Directors, Mr. CHEUNG Kin Wing, Dr. NGAI Wai Fung (retired on 27 May 2022) and Dr. WANG Qi (appointed on 27 May 2022). Mr. CHEN Qiyuan is the chairperson of the Nomination Committee. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board and to make recommendations to the Board regarding candidates to fill vacancies on the Board and the re-election of Directors.

The Nomination Committee held two meetings on or before 27 May 2022. During the meetings, the committee members reviewed the senior management structure of the Group and the re-election of Directors; reviewed and recommended to the Board about the appointment of director, Dr. LIU Jing, with effect from 27 May 2022; and assessed the independence of independent non-executive Directors. All serving committee members attended the two meetings held on or before 27 May 2022.

薪酬委員會

薪酬委員會由我們的執行董事陳正鶴先生及兩名獨立非執行董事，即張建榮先生、魏偉峰博士(於二零二二年五月二十七日退任)及王琦博士(於二零二二年五月二十七日獲委任)組成。張建榮先生為薪酬委員會主席。薪酬委員會的主要職責乃就本集團全體董事及高級管理人員的整體薪酬政策及架構向董事會作出推薦建議；審閱通過表現而釐定的薪酬；以及確保我們的董事概無釐訂本身的薪酬。如有需要，薪酬委員會可以獲得獨立意見。

二零二二年五月二十七日，薪酬委員會召開一次會議。陳正鶴先生、張建榮先生及王琦博士均有出席上述會議。

在該會議中，薪酬委員會討論了董事的薪酬架構；評估了董事們的表現；也審閱了劉婧博士自二零二二年五月二十七日生效的董事服務合同。

提名委員會

提名委員會由我們的執行董事陳啟源先生及兩名獨立非執行董事，即張建榮先生、魏偉峰博士(於二零二二年五月二十七日退任)及王琦博士(於二零二二年五月二十七日獲委任)組成。陳啟源先生為提名委員會主席。提名委員會的主要職責為檢討董事會架構、人數和組成及就填補董事會空缺及重選向董事會作出推薦建議。

二零二二年五月二十七日及之前，提名委員會召開二次會議。會議期間，本委員會成員已審閱本集團高級管理層架構及董事膺選連任事項；審閱並向董事會推薦任命劉婧博士為董事，並自二零二二年五月二十七日起生效；評估了獨立董事們的獨立性所有在任委員均有出席於二零二二年五月二十七日及之前舉行的兩次會議。



Corporate Governance Report (Continued) 企業管治報告(續)

Audit and Risk Management Committee

As at 31 December 2022, the Audit and Risk Management Committee comprises three independent non-executive Directors, two of whom possess the appropriate business and financial experience and skills to understand the accounts of the Group. The Audit and Risk Management Committee had been chaired by Dr. NGAI Wai Fung until he retired on 27 May 2022. Mr. CHEUNG Kin Wing has been appointed as chairman since 27 May 2022. The other members are Dr. WANG Qi and Dr. LIU Jing (appointed on 27 May 2022).

The written terms of reference which describes the authority and duties of the Audit and Risk Management Committee was prepared and adopted in accordance with the Listing Rules. The Audit and Risk Management Committee is required, amongst other things, to oversee the relationship with the external auditors, to review the Group's interim and annual results, to review the scope, extent and effectiveness of risk management and internal control systems of the Group, to review accounting policies and practices adopted by the Group, to engage independent legal or other advisers as it determines necessary and to perform investigations. SHINEWING (HK) CPA Limited will confirm its independence before accepting the engagement of non-audit services.

During the year, the Audit and Risk Management Committee has performed the following:

- met with the external auditor to discuss the general scope and findings of their annual audit and interim review work;
- reviewed and recommended to the Board for approval of the external auditor's remuneration;
- made recommendations to the Board on the reappointment of the external auditor;
- reviewed the external auditor's independence, objectivity and the effectiveness of the auditing process;
- reviewed the annual and interim reports and annual and interim results announcements of the Company;
- reviewed the effectiveness and the implementation of the Group's internal audit and risk management function;

審核及風險管理委員會

於二零二二年十二月三十一日，審核及風險管理委員會包括三位獨立非執行董事，他們其中二人具備了解財務報表所需的商業與財務技巧與經驗。審核及風險管理委員會的主席由魏偉峰博士擔任，直至他於二零二二年五月二十七日退休。張建榮先生於二零二二年五月二十七日被委任為主席。其他成員為王琦博士和劉婧博士(於二零二二年五月二十七日被委任)。

審核及風險管理委員會之書面職權範圍列明審核委員會之權力與職責，乃參照上市規則而編製和採納的。審核及風險管理委員會之職責，其中包括監察與外聘核數師的關係、審閱集團的中期業績與年度業績、檢討集團風險管理及內部控制系統的範疇、規限與有效性，審閱集團所採用的會計政策及慣例，在認為有需要時委聘獨立的法律或其他顧問，以及進行調查。信永中和(香港)會計師事務所有限公司將在接受非審計服務聘用前確認其獨立性。

在本年度內，審核及風險管理委員會進行了下列各項工作：

- 與外聘核數師討論其年度核數和中期審閱工作的一般範疇和結果；
- 檢討外聘核數師酬金並建議董事會予以批准；
- 就重新委任外聘核數師事宜，向董事會提出建議；
- 檢討外聘核數師的獨立性、客觀性和核數程序的有效性；
- 審閱本公司年度報告和中期報告以及年度和中期業績公告；
- 檢討本集團內部監控及風險管理的功能的有效性和履行；



Corporate Governance Report (Continued)

企業管治報告(續)

- discussed auditing, internal control, risk management and financial reporting matters of the Company before recommending them to the Board for approval; and
- reviewed the connected transactions and continuing connected transactions entered into by the Group.

The Audit and Risk Management Committee has reviewed the annual report with the management and the external auditors and recommended its adoption by the Board.

In 2022, all issues raised by the external auditor and the Audit and Risk Management Committee have been addressed by the senior management of the Company. The work and findings of the Audit and Risk Management Committee have been reported to the Board. During the year, no issues were brought to the attention of the senior management of the Company and the Board of sufficient significance for disclosure in this annual report.

The Audit and Risk Management Committee held four meetings in 2022. Each of Mr. CHEUNG Kin Wing and Dr. WANG Qi had attended all four meetings. Dr. NGAI Wai Fung had attended all two meetings which had been held before he retired on 27 May 2022, and Dr. LIU Jing attended all two meetings which were held after her appointment on 27 May 2022.

Corporate Governance Functions

The Audit and Risk Management Committee is responsible for performing the functions set out in the Code Provision D.3 of the Corporate Governance Code.

During the year under review, the Audit and Risk Management Committee met three times to review the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements and the compliance of the Company with the Corporate Governance Code and disclosure in this Corporate Governance Report.

- 就本公司審核、內部監控、風險管理制度和財務報告事項，於建議董事會予以批准前進行討論；及

- 審閱本集團訂立的關連交易和持續關連交易。

審核及風險管理委員會已與管理層和外部核數師審閱年度報告，並建議董事會將其採納。

於二零二二年，高級管理層已就外聘核數師和審核及風險管理委員會提出的所有問題作出回應。審核及風險管理委員會的工作和結果已經向董事會匯報。在本年度內，需要高級管理層和董事會注意的問題之重要性不足以在本年度報告內作出有關披露。

於二零二二年期間，審核及風險管理委員會召開四次會議。張建榮先生和王琦博士均參加了這四次會議。魏偉峰博士參加了在他二零二二年五月二十七日退休之前舉行的兩次會議，劉婧博士參加了她於二零二二年五月二十七日被委任後舉行的兩次會議。

企業管治職能

審核及風險管理委員會負責履行《企業管治守則》守則條文第D.3條所載的職能。

於回顧年度內，審核及風險管理委員會曾舉行三次會議，審閱本公司的企業管治政策及常規、董事及高級管理層的培訓及持續職業發展、本公司在遵守法律及監管規定方面的政策及常規及遵守《企業管治守則》的情況以及於本企業管治報告內的披露。



Corporate Governance Report (Continued) 企業管治報告(續)

Directors' responsibilities for financial statements

The Directors acknowledge their responsibility for preparing the financial statements of the Company, and for ensuring that the financial statements are prepared in accordance with applicable statutory requirements and accounting standards.

A statement from the auditor of the Company about their reporting responsibilities on the financial statements of the Group for the year ended 31 December 2022, is set out on pages 72 to 74 of the annual report.

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

Internal control and risk management

The Board is responsible for making appropriate assertions on the adequacy and the effectiveness of the risk management and internal control systems and procedures and to resolve material internal control defects. The Board together with the senior management of the Group are jointly responsible for maintaining a sound and effective system of internal control of the Group so as to ensure the effectiveness and efficiency of operations of the Group in achieving the established corporate objectives, safeguarding assets of the Group, rendering reliable financial reporting and complying with the applicable laws and regulations.

During the year under review, the management of the Group, through its daily management activities, gathers information on the Group's business, receives reports from the internal control function of the Group, and analyses feedback from frontline and back office staff to identify risks in the Group's business, operation, financial conditions and future expansion plans. Significant risks that are identified are presented to the Audit and Risk Management Committee of the Board on an ongoing basis.

The Audit and Risk Management Committee of the Board is responsible for reviewing reports and proposals submitted. The Audit and Risk Management Committee will consider such risks and recommend to the Board measures that should be taken to address them. Where appropriate, management of the Group will assist the Audit and Risk Management Committee in submitting proposals to the Board to address risks faced by the Group.

董事對財務報表的責任

董事知悉須負責編製本公司財務報表，確保財務報表遵照適用的法定要求及會計準則編製。

本公司核數師就其對本集團截至二零二二年十二月三十一日止年度綜合財務報表的申報責任所做的聲明載於本年度報告第72至74頁。

並無若干事項或情況之重大不明朗因素可能對本公司持續經營的能力產生重大疑問。

內部監控及風險管理

董事會負責對風險管理及內部監控系統及程序是否充分及有效作出適當的聲明，並透過轄下的審核及風險管理委員會定期檢討該等制度是否有效以及解決嚴重內部監控缺失。董事會與集團的高級管理層對維持一套屬於本集團的、穩健妥善而且有效的內部監控制度有著共同的責任，而該系統確保本集團能有效地以高效率營運，藉以達成企業目標、保障本集團資產、提供可靠的財務申報以及遵守適用的法律及規例。

於回顧年度內，集團的管理層透過其日常管理職能、從集團內部監控功能所獲得的報告、以及從前線及後勤僱員所獲得有關集團的業務、營運、財務狀況及未來發展的信息作出分析，並持續地將識別出的重大風險向董事會轄下的審核及風險管理委員會匯報。

審核及風險管理委員會負責審閱其收到的報告及建議，並會對此等風險作出評估及向董事會建議應採取的措施。在適當的情況下，集團的管理層亦會協助審核及風險管理委員會就集團所面對的風險而應採取的應對措施向董事會提供建議。



Corporate Governance Report (Continued)

企業管治報告(續)

Based on the risks identified by the Group's management and the Group's internal control function, the Audit and Risk Management Committee will also regularly review and report to the Board as to whether the risk management and internal control systems of the Group are effective, whether there are adequate resources (including budgetary support for the Group's accounting, internal audit and financial reporting functions, staff with adequate qualification and experience) for the implementation of the Group's risk management and internal control systems, and whether measures are in place to ensure that the staff are suitably trained for this purpose. The Directors will then collectively decide on what actions should be taken.

During the year under review, the Board has reviewed the effectiveness of the risk management and internal control systems of the Group covering all material controls such as financial, operational and compliance controls, and the Board considers that these systems and controls are well established to suit the Group's needs and are effective and adequate.

The Directors recognise that the Group's risk management and control systems are designed to manage rather than eliminate the risk of failure to achieve the Group's business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

Handling and disclosure of inside information

With respect to procedures and internal controls for the handling and dissemination of inside information (as defined under the Listing Rules), the Company is fully aware of its obligations under Chapter 13 of the Listing Rules and the Securities and Futures Ordinance. The Board reviews from time to time its internal guidelines on inside information or potentially price sensitive information with reference to its own and industry circumstances and also makes reference to the "Guide on Disclosure of Inside Information" issued by the Securities and Futures Commission in considering its obligations to make a disclosure. The Company's policy strictly prohibits unauthorised use or dissemination of confidential or inside information and has established and implemented procedures for responding to external enquiries about the Group's affairs, including the provision of an email address for external enquiries. The Company Secretary also regularly sends out reminders to the Directors, senior management and employees reminding them of their obligations with respect to inside information under the relevant statutory provisions and the Listing Rules.

以集團管理層以及內部審核功能所識別的風險作為基礎，審核及風險管理委員會亦會定期檢討並向董事會匯報內部審核功能是否有效、提供予內部監控功能以及實行風險管理及內部監控系統及程序的資源(包括本集團在會計、內部監控及財務匯報功能的預算安排、適當資歷及經驗的僱員的數量)是否足夠、以及評估現行僱員是否有接受適當的培訓以履行其職責。其後，董事們將共同決定應採取何種行動。

於回顧年度內，董事會已完成檢討集團的風險管理及內部監控系統，包括所有重要的監控方面例如財務監控、運作監控及合規監控，董事會在檢討後認為該等系統以及內部監控是行之有效，符合集團需要，並且是有效和足夠的。

董事承認集團的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，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

內幕消息的處理及發佈

在處理及發佈內幕消息(其定義與上市規則下的定義相同)的程序及內部監控方面，本公司完全瞭解其於上市規則第十三章以及《證券及期貨條例》下的責任。董事會不時參考自身與行業狀況以及證監會頒佈的《內幕消息披露指引》，檢討關於內幕消息或可能屬於股價敏感性質資料的內部指引。本公司的政策嚴禁未經授權使用或傳播機密或內幕消息，並已設立與實施有關外界對本集團事務進行查詢的回應程序，包括提供電子郵箱以作外部查詢。本公司的公司秘書亦會定期向公司的董事、高級管理層以及僱員作出提示，以提醒他們在相關法律條文以及上市規則下對內幕消息的相關要求。



Corporate Governance Report (Continued)

企業管治報告(續)

All media communication activities are restricted to persons appointed by the Board for the role in order to protect the interests of the Company and keep inside information strictly confidential prior to its disclosure.

董事會規定只能由董事會特別委任的人士參與與媒體的溝通活動，以保障本公司利益以及確保內幕消息披露前絕對保密。

Investor Relations and Communication with Shareholders

The Company establishes different communication channels with shareholders and investors: (i) dispatching printed copies of corporate communication documents to shareholders; (ii) the annual general meeting provides a forum for shareholders to raise comments and exchange views with the Board; (iii) latest and key information of the Group is available on the website of the Company; (iv) press conference and briefing meetings with investors, shareholders and analysts may be set up from time to time to provide updated information about the Group, and; (v) the Company's registrars serve the shareholders in respect of all share registration matters. The Board welcomes views of shareholders and encourages them to attend general meetings to raise any concerns they might have with the Board or the management directly. The Chairman of the Board as well as the Chairmen and/or other members of the Audit and Risk Management Committee and the Remuneration Committee will normally attend the annual general meetings and other shareholders' meetings of the Company to answer questions raised.

投資者關係及股東通訊

本公司與股東及投資者建立不同的通訊途徑：(i)送遞公司通訊文件之印刷本予股東；(ii)股東可於股東週年大會上發表建議及與董事交換意見；(iii)本公司網頁載有集團之最新及重要資訊；(iv)本公司不時召開新聞發佈會，及投資者、股東和分析員簡佈會以提供本集團最新資料，及(v)本公司之股份過戶處就股份登記事宜為股東提供服務。董事會歡迎股東提出意見，並鼓勵彼等出席股東大會以直接就其對董事會或管理層的任何存疑作出提問。董事會主席及審核及風險管理委員會及薪酬委員會的主席及/或其他成員一般會出席本公司股東週年大會及其他股東大會，解答股東的提問。

The Company convened shareholders' general meeting in 2022, this being the Annual General Meeting (the "AGM") for the year 2021, which was held on 27 May 2022, reviewed and approved a number of resolutions such as the financial statements for the year 2021, Report of Directors, appointment of Dr. Liu Jing as an independent non-executive Director, and appointment and remuneration of auditors of the Company. All the serving Directors then, namely Mr. CHEN Qiyuan, Mr. CHEN Zheng He, Mr. WONG Sin Yung, Dr. NGAI Wai Fung and Mr. CHEUNG Kin Wing and Dr. WANG Qi had attended the AGM.

本公司於二零二二年召開一次股東大會，為二零二一年股東週年大會（「股東週年大會」），其於二零二二年五月二十七日召開，審議通過了二零二一年財務報告、董事報告書、委任劉婧博士為本公司獨立非執行董事，及核數師聘任及酬金等多項議案。所有當時在任董事，即陳啟源先生、陳正鶴先生、黃善榕先生、魏偉峰博士、張建榮先生及王琦博士均有出席股東週年大會。

The Company has conducted a review of the implementation and effectiveness of its policies on investor relations and communication with shareholders. Having considered the multiple channels of communication and shareholder engagement in place, and the feedback that it has received, it is satisfied that the policies that are in place for investor relations and communication with shareholders have been properly implemented and is effective during the year under review.

本公司就投資者關係和與股東的溝通的執行情況和有效性進行了檢討。考慮到溝通的多種渠道及股東參與以及收到的反饋，本公司對投資者關係和股東溝通機制得到適當實施並於回顧年度內有效而感到滿意。



Corporate Governance Report (Continued)

企業管治報告(續)

Company Secretary

The company secretary is Mr. WONG Sin Yung, an associate member of Hong Kong Institute of Certified Public Accountants. Mr. WONG is also our executive Director and Chief Financial Officer. He assists the Board by ensuring good information flow within the Board and that the policy and procedures of the Board are followed.

In compliance with Rule 3.29 of the Listing Rules, Mr. WONG has received no less than 15 hours of relevant professional training during the year ended 31 December 2022.

Shareholders' Rights

Pursuant to the articles of association of the Company (the “**Articles**”), shareholder(s) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings may request the Company to convene an extraordinary general meeting by sending a written requisition to the Board or the Company Secretary.

Shareholders may send written enquiries to the Company for putting forward any enquiries or proposals to the Board.

Contact details are as follows:

Address: Suite B, 12/F Ritz Plaza,
122 Austin Road,
Tsimshatsui, Kowloon, Hong Kong
(For the attention of Mr. WONG Sin Yung,
Company Secretary)

Fax: +852 3118 6161

Email: IR@1338.hk

公司秘書

公司秘書黃善榕先生是香港會計師公會之會員。黃先生亦為本公司之執行董事兼首席財務官。他協助董事會以確保董事會內信息得以傳遞，以及董事會的政策及程序得到遵守。

為遵守上市規則第3.29條規定，黃先生於截至二零二二年十二月三十一日止年度內參加了不少於15小時的相關專業培訓。

股東權利

根據本公司組織章程(「**組織章程**」)，持有不少於十分之一本公司附有股東大會投票權的繳足股本的股東可要求本公司召開股東特別大會，方法為向董事會或公司秘書發出書面要求。

股東可向本公司寄發書面查詢或建議以向董事會作出任何查詢。

聯絡詳情如下：

地址：香港九龍尖沙咀
柯士甸道122號
麗斯中心12樓B室
(收件人為公司秘書
黃善榕先生)

傳真：+852 3118 6161

電子郵件：IR@1338.hk



Corporate Governance Report (Continued) 企業管治報告(續)

Constitutional Documents

There has been no change in the Company's constitutional documents during the year under review. A resolution will be proposed in the upcoming annual general meeting of the Company to amend the articles of association of the Company to, among other things, (i) bring the existing Articles of Association in alignment with the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules, and (ii) make other housekeeping amendments. Further details will be set out in the shareholders' circular for the upcoming annual general meeting to be despatched to the shareholders in due course.

Auditors' Remuneration

The remunerations paid/(payable) to the Company's independent external auditor, SHINEWING (HK) CPA Limited, for the year ended 31 December 2022 in relation to audit services and non-audit services (including the review of the Company's interim results announcement and interim report for the year 2022, respectively) were approximately RMB1,012,000 and RMB170,000, respectively.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ASPECTS

The Group is always committed to maintaining the highest environmental and social standards to ensure sustainable development of its business. A report on the environmental, social and governance aspects is being prepared with reference to Appendix 27 (Environmental, Social and Governance Reporting Guide) to the Listing Rules on the Stock Exchange and will be published respectively on the websites of the Company (www.bawang.com.cn) and the Stock Exchange in due course.

組織章程文件

在回顧年度內，本公司的組織章程並無變動。本公司將在即將舉行的股東週年大會上提出一項決議案，以修訂本公司組織章程細則，當中包括(i)使現有組織章程細則與上市規則附錄三所載的核心股東保障標準保持一致，以及(ii)作出其他內部修訂。更多細節將會載於適當時間向股東寄發應屆股東週年大會的股東通函內。

核數師薪酬

截至二零二二年十二月三十一日止年度，本公司已付/(應付)外聘獨立核數信永中和(香港)會計師事務所有限公司所有關核數服務及非核數服務(包括分別審閱本公司二零二二年度中期業績公告及中期報告)的薪酬分別約為人民幣1,012,000元和人民幣170,000元。

環境、社會及管治方面

本集團一直致力維持最高環保及社會標準，確保業務可持續發展。有關環境、社會及管治方面的報告乃根據聯交所上市規則附錄二十七(環境、社會及管治報告指引)編製，並將分別適時於本公司網站(www.bawang.com.cn)及聯交所網站刊載。



Report of the Directors

董事會報告

The Directors submit this Report of Directors together with the audited consolidated financial statements for the year ended 31 December 2022.

Principal Activities

The principal activities of the Group are the designing, manufacturing, trading and distribution of Chinese herbal products, including shampoo products, hair-care products, skin-care products, and household cleaning products. The principal activities and other particulars of the subsidiaries are set out on pages 165 to 166 of this annual report.

Business Review

A fair review of the business of the Group, together with a description of the principal risks and uncertainties facing the Company, particulars of important events affecting the Group that had occurred since the end of the financial year 2022, as well as indication of likely future developments in the business of the Group are set out in the sections “Business Review” on pages 10 to 16, “Key Risks and Uncertainties” on pages 16 to 17, “Environmental Protection” on page 18, “Business Compliance” on page 18, “Relationship with Employees, Customers and Suppliers” on page 18, and “Outlook” on pages 22 to 25 of this report respectively. An analysis of the Group’s revenue among the different operating segments using is set out in the sections “Revenue and Segment Information” on pages 124 to 128 and “Five Year Financial Summary” on page 167 in this report.

Dividends

Following a review of the operating results of the Group, the Board does not recommend the payment of any final dividends in respect of the year ended 31 December 2022.

Results and Appropriations

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of profit or loss and other comprehensive income on page 75 of this annual report.

董事呈列董事會報告，連同截至二零二二年十二月三十一日止年度的經審核綜合財務報表。

主要業務

本集團之主要業務是設計、製造、銷售中草藥產品，包括洗髮產品、護髮產品、護膚產品以及家庭清潔產品。各附屬公司之主要業務及其他詳情載列於本年度報告第165至166頁。

業務回顧

本集團中肯業務回顧，連同本公司所面對主要風險及不明朗因素之描述、自二零二二年財政年度終結後發生並對本集團有影響之重大事項以及本集團業務日後可能出現之發展，分別載於本年報第10至16頁之「業務回顧」、第16至17頁之「主要風險及不明朗因素」、第18頁之「環境保護」、第18頁之「業務合規」、第18頁之「與僱員、僱客和供應商的關係」、及第22至25頁之「展望」內。基於本集團不同營業分部的營業額所作出之分析載於本年報第124至128頁之「營業及分部資料」及第167頁之「五年財務概要」內。

派息

根據本集團經營業績的回顧，董事會不建議派發關於截至二零二二年十二月三十一日止年度的任何末期股息。

業績及分配

本年度截至二零二二年十二月三十一日止年度之集團業績載於本年度報告第75頁之綜合損益及其他全面收益表內。



Report of the Directors (Continued)

董事會報告(續)

Reserves

Details of the movements in the reserves of the Group and the Company during the financial year 2022 are set out on pages 78 and 157 of this annual report respectively.

Major Customers and Suppliers

During the year ended 31 December 2022, sales made to the Group's five largest customers and the largest customer accounted for approximately 21.73% and 10.87%, respectively of the total sales of the Group. The Group purchased approximately 41.14% and 18.25%, respectively of its goods and services purchased from its five largest suppliers and the largest supplier.

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

Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 167 of this annual report.

Property, Plant and Equipment

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

儲備

有關本集團及本公司於二零二二年財政年度的儲備變動，詳情分別載於本年度報告第78及157頁。

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，本集團向五大客戶及最大客戶銷售所得的銷售額分別佔本集團總銷售額約21.73%及10.87%。本集團向五大供應商及最大供應商採購的貨物及服務分別佔其採購的41.14%及18.25%。

概無任何本公司董事、緊密聯繫人士或據董事所知擁有本公司股本5%以上權益之任何股東於本集團任何五大客戶及供應商擁有權益。

財務概要

本集團於最近五個財政年度之業績及資產與負債概要載於本年度報告第167頁。

物業、廠房及設備

有關本集團物業、廠房及設備的變動，詳情載於綜合財務報表附註17。



Report of the Directors (Continued)

董事會報告(續)

Share Capital and Share Options

Details of the movements in the share capital of and the share options granted by the Company are set forth in notes 28 and 29 to the consolidated financial statements.

Changes in Equity

Please refer to the consolidated statement of changes in equity as contained in the audited consolidated financial statements of the year (page 78 of this annual report).

Pre-emptive Rights

There are no provisions for pre-emptive rights under the Articles or the laws of Cayman Islands which oblige the Company to offer new shares on a pro rata basis to the existing shareholders.

Principal Subsidiaries

Please refer to note 35 of the audited consolidated financial statements for details of the Company's principal subsidiaries at 31 December 2022.

Purchase, Sale or Redemption of the Company's Listed Securities

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

Equity-Linked Agreements

Save for the Share Option Scheme described below, the Group has not entered into any equity-linked agreements during the year.

股本及購股權

有關本公司股本及已授出購股權的變動，詳情載於綜合財務報表附註28和29。

權益變動

請參閱本年度經審核的綜合財務報表所列載的綜合權益變動表(本年度報告第78頁)。

優先購買權

本公司組織章程細則或本公司註冊成立地點開曼群島之法律均無有關優先購買權的條文，規定本公司須按比例向現有股東發售新股份。

主要附屬公司

於二零二二年十二月三十一日，本公司的附屬公司的詳情分別列載於本年度經審核的綜合財務報表附註35。

購入、出售或贖回本公司之上市證券

於回顧年度內，本公司及其任何附屬公司並無購入、出售或贖回本公司之任何上市證券。

股票掛鈎協議

除下文所述之購股權計劃外，本集團於年內並無訂立任何股票掛鈎協議。



Report of the Directors (Continued)

董事會報告(續)

Tax Relief and Exemption

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

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to issue of this annual report, the Company has maintained the prescribed public float with at least 25% of the Shares held by the public as required under the Listing Rules during the year ended 31 December 2022 and up to the date of this annual report.

Permitted Indemnity

Pursuant to the Articles, every Director shall be entitled to be indemnified out of assets of our Company against all losses or liabilities which he/she may sustain or incur about the execution of duties of his/her office or otherwise in relation thereto. Such permitted indemnity provision is currently in force and was in force throughout the financial year. For the year under review and as at the date of this report, the Company has arranged appropriate insurance cover in respect of legal actions against the directors of the Company.

Management Contracts

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

稅項減免

就本公司所知，概無本公司股東因持有本公司證券而獲得任何稅務減免。

足夠公眾持股量

按本公司可公開獲得之資料及就董事所知，於本報告刊發前之最後可行日期，本公司於截至二零二二年十二月三十一日止年度內及截至本年度報告發佈之日一直維持上市規則指定數額之公眾持股量不低於25%。

獲准許的彌償

根據組織章程細則，每名董事就其執行職務或與此有關所蒙受的或招致的一切損失或負債，均有權自本公司資產中獲得彌償保證。該許可彌償條文目前已生效，並在整個財政年度生效。於回顧年度內及於本報告的日期，本公司已就本公司董事可能面對的法律行動作適當的投保安排。

管理合約

年內概無訂立或存在任何有關管理及經營本公司全部或任何重大部份業務的合約。



Report of the Directors (Continued)

董事會報告(續)

Directors

The Directors during the year were:

Executive Directors

CHEN Qiyuan (*Chairman*)

CHEN Zheng He (*Chief Executive Officer*)

WONG Sin Yung *CPA*

Independent non-executive Directors

Dr. NGAI Wai Fung *PhD, CPA, FCCA, FCG, HKFCG (P.E.), MCI Arb*

(Retired on 27 May 2022)

CHEUNG Kin Wing *FCA, CPA*

Dr. WANG Qi

Dr. LIU Jing

(Appointed on 27 May 2022)

Directors' Biographies and re-election of Directors

Details of the Directors' (for the year ended 31 December 2022) biographies have been set out on pages 62 to 66 of the annual report.

Directors' Service Contracts

Each of our executive Directors (other than Mr. CHEN Zheng He) has entered into a director's service agreement with the Company for a term of three years from 4 July 2015. Mr. CHEN Zheng He has entered into a director's service agreement with the Company for a term of three years from 20 October 2014. All these service agreements are automatically renewable upon expiration, unless terminated by not less than six months' written notice served by either party to the service agreement on the other or in accordance with the provisions set out in the relevant service agreement.

For the independent non-executive Directors, Mr. CHEUNG Kin Wing has entered into a letter of appointment with the Company for a term of three years from 13 November 2020. Dr. WANG Qi has entered into a letter of appointment with the Company for a term of three years from 17 April 2021. Dr. LIU Jing has entered into a letter of appointment with the Company for a term of three years from 27 May 2022.

None of the Directors of the Company has entered into any service contract with the Company which cannot be terminated by the Company within one year without payment of compensation, other than statutory compensation.

董事

於本年度內之董事如下：

執行董事

陳啟源(主席)

陳正鶴(首席執行官)

黃善榕 *CPA*

獨立非執行董事

魏偉峰博士 *PhD, CPA, FCCA, FCG, HKFCG (P.E.), MCI Arb*

(於二零二二年五月二十七日退休)

張建榮 *FCA, CPA*

王琦博士

劉婧博士

(於二零二二年五月二十七日獲委任)

董事之履歷詳情、退任及董事重選

本公司董事截至二零二二年十二月三十一日年年底之履歷詳情載於本年度報告第62至66頁。

董事服務合約

各執行董事(陳正鶴先生除外)已與本公司訂立董事服務協議，由二零一五年七月四日起，為期三年。陳正鶴先生已與本公司訂立董事服務協議，由二零一四年十月二十日起，為期三年。這些協議期屆滿後自動重續，直至協議任何一方另發出不於六個月之書面通知或根據相關服務協議所載條文予以終止為止。

對於獨立非執行董事而言，張建榮先生已與本公司簽訂委任函，由二零二零年十一月十三日起，為期三年。王琦博士已與本公司簽訂委任函，由二零二一年四月十七日起，為期三年。劉婧博士已與本公司簽訂委任函，由二零二二年五月二十七日起，為期三年。

概無任何董事與公司簽訂任何服務協議而根據該服務協議公司不能在不付賠償金的情況下(法定賠償金除外)於一年內終止該協議。



Report of the Directors (Continued)

董事會報告(續)

Directors' Emoluments

The emoluments for the Directors are determined with reference to salaries paid by comparable companies, experience, responsibilities and performance of the Group. The Directors may be benefited from fees, salaries, housing allowances, other allowances, benefits in kind or bonuses in accordance with their respective service contracts.

Confirmation of Independence

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive Directors to be independent.

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As of 31 December 2022, the Directors and chief executive of the Company had the following interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they had taken or deemed to have under such provisions of the SFO); or (b) to be and were entered into the register that was required to be kept by the Company pursuant to section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

董事酬金

董事酬金乃參考可比公司支付的薪金、其經驗、職責及其在本集團的表現而釐定。董事可按照其各自的服務合約受益於袍金、薪金、住房津貼、其他津貼、實物利益或花紅。

獨立性之確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書，並認為全體獨立非執行董事均為獨立。

董事及最高行政人員於本公司及其相聯法團的股份、相關股份或債權證中擁有的權益及淡倉

於二零二二年十二月三十一日，董事及本公司行政人員於本公司及其相聯法團（按香港法例第571章證券及期貨條例（「證券及期貨條例」）條例第XV部的涵義的股份、相關股份或債券證中，擁有(a)根據證券及期貨條例第XV部第7及第8分部的規定須知會本公司及聯交所的權益及淡倉（包括彼等根據上述證券及期貨條例該等條文被當做或視作擁有的權益及淡倉），或(b)根據證券及期貨條例第352條規定須登記於需存置的登記冊內的權益及淡倉，或(c)根據標準守則規定須知會本公司及香港聯交所如下：

Report of the Directors (Continued)

董事會報告(續)

Directors' and chief executive's interests and short positions in shares, underlying shares and debentures of the Company

董事及最高行政人員於本公司股份、相關股份及債權證中擁有的權益及淡倉

Name of director/ chief executive 董事/最高行政人員 名稱	Long/short position in ordinary shares 普通股中之好/淡倉	Nature of interest 權益性質	Number of ordinary shares/ underlying ordinary shares of the Company held 持有公司 的普通股及 相關普通股 股份數目	Approximate percentage of issued share capital of the Company 於公司 已發行 股本中之 權益百分比 (約數)
CHEN Qiyuan (Note 1) 陳啟源(附註1)	Long 好倉	Interest in controlled corporation 所控制法團權益	1,900,840,000	60.12%
CHEN Zheng He (Note 2) 陳正鶴(附註2)	Long 好倉	Interest in controlled corporation 所控制法團權益	1,900,840,000	60.12%
WONG Sin Yung 黃善榕	Long 好倉	Beneficial owner 實益擁有人	2,100,000	0.07%

Notes:

- CHEN Qiyuan was deemed to be interested in the 1,900,840,000 shares of the Company held by Fortune Station Ltd. ("Fortune Station") by virtue of CHEN Qiyuan holding 50.43% of the issued share capital of Fortune Station. The remaining 49.57% of the issued share capital of Fortune Station was held by Heroic Hour Limited ("Heroic Hour"). Heroic Hour's entire issued share capital is held by CHEN Zheng He as trustee for himself and on behalf of his six brothers and sisters. The beneficial interests of CHEN Qiyuan's five children under the age of 18, namely CHEN Li Zi, CHEN Zheng Sheng, CHEN Zheng Yan, CHEN Ya Shan and CHEN Bo Ling in Heroic Hour, representing 65.00% of the issued share capital of Heroic Hour, were also attributable to CHEN Qiyuan.
- CHEN Zheng He was deemed to be interested in the shares of Fortune Station held by Heroic Hour by virtue of him holding the entire issued share capital of Heroic Hour (as trustee for himself and his six brothers and sisters). Therefore CHEN Zheng He was deemed to be interested in the 1,900,840,000 shares of the Company held by Fortune Station.

附註：

- 憑藉陳啟源持有Fortune Station之50.43%之已發行股份，陳啟源被視為擁有Fortune Station Ltd. [Fortune Station] 所持有的1,900,840,000股公司股份的權益。Fortune Station的其餘49.57%已發行股本由Heroic Hour Limited ([Heroic Hour]) 持有，而陳正鶴作為受託人代彼及其六位弟妹持有Heroic Hour的全部已發行股本。由陳啟源18周歲以下的五位子女，即CHEN Li Zi、CHEN Zheng Sheng、陳正諺、陳雅善及Chen Bo Ling所實益持有的65.00% Heroic Hour已發行股本亦被視為歸屬於陳啟源。
- 憑藉陳正鶴作為受託人代彼及其六位弟妹持有Heroic Hour的全部已發行股本而被視為於Heroic Hour在Fortune Station的權益中擁有權益。因此陳正鶴被視為擁有Fortune Station所持有的1,900,840,000股公司股份的權益。

Directors' and chief executive's interests and short positions in shares, underlying shares and debentures of associated corporations**董事及最高行政人員於相聯法團的股份、相關股份及債權證中之權益及淡倉**

Name of director/ chief executive 董事/最高行政人員 名稱	Name of associated corporation 相聯法團名稱	Nature of interest 權益性質	Long/short position 好/淡倉	Number of ordinary shares held 持有的 普通股 股份數目	Approximate percentage of interest in associated corporation 於相聯法團中 之權益百分比
CHEN Qiyuan (Note 1) 陳啟源(附註1)	Fortune Station	Beneficial owner 實益擁有人	Long 好倉	20,000	50.43%
		Interest of children under the age of 18 未滿18歲子女之權益	Long 好倉	12,777	32.22%
		Other 其他	Long 好倉	6,880	17.35%
CHEN Zheng He (Note 2) 陳正鶴(附註2)	Fortune Station	Interest in controlled corporation 所控制法團權益	Long 好倉	19,657	49.57%

Notes:

- CHEN Qiyuan was the beneficial owner of approximately 50.43% of the issued share capital of Fortune Station. The beneficial interests of CHEN Qiyuan's five children under the age of 18 in Heroic Hour, representing 65.00% of the issued share capital of Heroic Hour, were also attributable to CHEN Qiyuan. Heroic Hour held approximately 49.57% of the issued share capital of Fortune Station.
- CHEN Zheng He was deemed to be interested in the interests of Fortune Station held by Heroic Hour by virtue of him holding the entire issued share capital of Heroic Hour (as trustee for himself and his six brothers and sisters).

附註:

- 陳啟源為Fortune Station已發行股本的約50.43%實益擁有人。由陳啟源18周歲以下的五位子女所實益持有的65.00% Heroic Hour已發行股本亦被視為歸屬於陳啟源。Heroic Hour持有Fortune Station已發行股本的約49.57%。
- 憑藉陳正鶴作為受託人代彼及其六位弟妹持有Heroic Hour之全部已發行股本而被視為於Heroic Hour在Fortune Station的權益中擁有權益。

Other than as disclosed above, as at 31 December 2022, so far as known to any Director or chief executive of the Company, neither the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they had taken or deemed to have under such provisions of the SFO); or (b) to be and were entered into in the register that was required to be kept by the Company pursuant to Section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上述披露的人員之外，於二零二二年十二月三十一日，就目前本公司的任何董事及最高行政人員所知，無論是本公司董事或者是最高行政人員，都沒有擁有本公司及其相聯法團(按證券及期貨條例第XV部的涵義)的股份、相關股份或債權證中，(a)根據證券及期貨條例第XV部第7及第8分部的規定須知會本公司及聯交所的權益及淡倉(包括彼等更具上述證券及期貨條例該等條文被當做或視作擁有的權益及淡倉)，或(b)根據證券及期貨條例第352條規定須登記於需存置的登記冊內，或(c)根據標準守則規定須知會本公司及聯交所。

Report of the Directors (Continued)

董事會報告(續)

Interests and Short Positions of Substantial Shareholders of the Company

As of 31 December 2022, so far as known to any Director or chief executive of the Company, shareholders (other than a Director or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company as recorded in the register that was required to be kept pursuant to Section 336 of the SFO were as follows:

本公司主要股東的權益及淡倉

據本公司任何董事或最高行政人員所知，於二零二二年十二月三十一日，股東（除本公司董事或最高行政人員外）於股份或相關股份中擁有根據證券及期貨條例第336條規定須登記於需存置的登記冊內的權益或淡倉如下：

Name of shareholder	Nature of interest	Number of ordinary shares of the Company held	Approximate percentage of issued share capital of the Company
股東名稱	權益性質	持有的公司普通股股份數目	於公司已發行股本中之權益百分比(約數)
Fortune Station	Beneficial owner 實益擁有人	1,900,840,000 (L)	60.12%
Heroic Hour	Interest in controlled corporation (Note 1) 所控制法團權益(附註1)	942,199,659 (L)	29.80%
WAN Yuhua (Note 2) 萬玉華(附註2)	Interest of children under the age of 18 未滿18歲的子女之權益	612,429,778 (L)	19.36%
CHEN Cynthia Yuping (Note 3) 陳鈺坪(附註3)	Beneficiary of a trust (other than a discretionary trust) 信託受益人(非酌情信託)	122,466,303 (L)	3.87%
	Other 其他	1,778,373,697 (L)	56.25%
CHEN Li Zi (Note 3) CHEN Li Zi (附註3)	Beneficiary of a trust (other than a discretionary trust) 信託受益人(非酌情信託)	122,466,303 (L)	3.87%
	Other 其他	1,778,373,697 (L)	56.25%
CHEN Zheng Sheng (Note 3) CHEN Zheng Sheng (附註3)	Beneficiary of a trust (other than a discretionary trust) 信託受益人(非酌情信託)	122,466,303 (L)	3.87%
	Other 其他	1,778,373,697 (L)	56.25%

Report of the Directors (Continued)

董事會報告(續)

Name of shareholder	Nature of interest	Number of ordinary shares of the Company held	Approximate percentage of issued share capital of the Company
股東名稱	權益性質	持有的公司普通股股份數目	於公司已發行股本中之權益百分比(約數)
CHEN Zheng Yan (Note 3) 陳正諺(附註3)	Beneficiary of a trust (other than a discretionary trust) 信託受益人(非酌情信託)	122,466,303 (L)	3.87%
	Other 其他	1,778,373,697 (L)	56.25%
CHEN Ya Shan (Note 3) 陳雅善(附註3)	Beneficiary of a trust (other than a discretionary trust) 信託受益人(非酌情信託)	122,466,303 (L)	3.87%
	Other 其他	1,778,373,697 (L)	56.25%
CHEN Bo Ling (Note 3) CHEN Bo Ling(附註3)	Beneficiary of a trust (other than a discretionary trust) 信託受益人(非酌情信託)	122,466,303 (L)	3.87%
	Other 其他	1,778,373,697 (L)	56.25%

(L)—Long Position

(L)—好倉

Notes:

1. Heroic Hour was the beneficial owner of approximately 49.57% of the issued share capital of Fortune Station and was deemed to be interested in the shares of the Company held by Fortune Station.
2. The beneficial interests of WAN Yuhua's five children under the age of 18, namely CHEN Li Zi, CHEN Zheng Sheng, CHEN Zheng Yan, CHEN Ya Shan and CHEN Bo Ling in Heroic Hour, representing 65.00% of the issued share capital of Heroic Hour, were also attributable to WAN Yuhua.
3. The interests of CHEN Cynthia Yuping, CHEN Li Zi, CHEN Zheng Sheng, CHEN Zheng Yan, CHEN Ya Shan and CHEN Bo Ling were held as beneficiaries under a trust, which held 100% of the issued share capital of Heroic Hour.

附註：

1. 憑藉Heroic Hour為Fortune Station已發行股本的約49.57%實益擁有人，Heroic Hour被視為於Fortune Station持有的公司股份中擁有權益。
2. 由萬玉華18周歲以下的五位子女，即CHEN Li Zi、CHEN Zheng Sheng、陳正諺、陳雅善及CHEN Bo Ling所實益持有的65.00% Heroic Hour已發行股本亦被視為歸屬於萬玉華。
3. 憑藉陳鈺坪、CHEN Li Zi、CHEN Zheng Sheng、陳正諺、陳雅善和CHEN Bo Ling為同一信託下的受益人，此信託持有Heroic Hour全部已發行股本。

Other than as disclosed above, as of 31 December 2022, the Company has not notified by any person (other than a Director or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

於二零二二年十二月三十一日，除上文所披露人士之外，本公司未接到通知有任何人士(除本公司董事或最高行政人員外)於股份或相關股份中擁有根據證券及期貨條例第336條規定須登記於需存置的登記冊內的權益或淡倉。



Report of the Directors (Continued)

董事會報告(續)

Share Option Scheme

The Company currently has in place a share option scheme, the purpose of which is to give the Directors, senior management and employees of the Group an opportunity to have a personal stake in the Company and help motivate its employees to optimise their performance and efficiency, and also to retain employees whose contributions are important to the long-term growth and profitability of the Group.

The current scheme was adopted on 29 May 2020 (the “**2020 Share Option Scheme**”), which replaced the previous share option scheme that expired on 19 May 2019. Unless otherwise cancelled or amended, the 2020 Share Option Scheme would remain in force for 10 years from the date of it becoming unconditional. All conditions for the adoption of the 2020 Share Option Scheme have been fulfilled on 2 June 2020.

The eligible participants of the 2020 Share Option Scheme may include, among others, directors, employees, consultants, professionals, customers, suppliers, agents, business or joint venture partners, advisors and contractors of the Group or a company in which the Group holds an interest or a subsidiary of such company.

The maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company, must not, in aggregate, exceed 30.0% (or such other percentage as may be allowed under the Listing Rules) of the total number of Shares in issue from time to time. The maximum number of Shares issuable to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1.0% of the Shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval at a general meeting.

The total number of shares in respect of which options may be granted under the 2020 Share Option Scheme shall be 316,244,072 shares, representing 10.0% of the issued share capital of the Company as at the date of this annual report. As at 1 January and 31 December of the year under review, 316,244,072 options may be granted under the 2020 Share Option Scheme.

購股權計劃

本公司現已採納了一項股權激勵計劃，目的在於為公司董事、高級管理人員和僱員提供一個擁有公司股票的機會，以激勵他們表現得更好及更有效率，並以此挽留那些為本集團的長遠增長及盈利能力做出重大貢獻的僱員。

公司現有的購股權計劃(「**二零二零年購股權計劃**」)，取代之前的於二零一九年五月十九日到期的購股權計劃。除非另行取消或修訂，二零二零年的購股權計劃仍將保留自無條件生效之日起十年內有效。所有採用二零二零年購股權計劃的條件已經於二零二零年六月二日完成。

二零二零年購股權計劃項下的合資格參與者其中包括本集團或本集團擁有權益的公司或該公司子公司的董事、僱員、顧問、專家、客戶、供應商、商業夥伴或合資公司夥伴、諮詢人或承包商。

因行使根據購股權計劃及本公司任何其他計劃授出而尚未行使的所有購股權而發行的股份總數，不能超過本公司已發行總股份的30.0%(或根據上市規則可獲准的其他百分比)。購股權計劃的每個合資格參與者在任何十二個月期間內發行股份的最大數目不得超過在任何時間本公司已發行總股份的1.0%。任何授出的購股權超過此限額的須經股東在股東大會上批准。

二零二零年購股權計劃或可授予的股份總額為316,244,072股，佔公司截止本年度報告之日已發行股本的10.0%。於回顧年度的一月一日以及十二月三十一日，二零二零年購股權計劃下有316,244,072購股權可被授出。



Report of the Directors (Continued)

董事會報告(續)

Share options granted to a connected person (or its associates) of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance at a general meeting.

The offer of a grant of share options may be accepted, upon payment of an option price to be determined by the Board from time to time. The exercise period of the share options granted is determinable by the Board, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of grant of the share options.

There is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the 2020 Share Option Scheme.

The exercise price of share options is determinable by the Board, but shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the offer date, which must be a business day; (ii) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the Offer Date; and (iii) the nominal value of a Share.

An offer of a grant of share options shall be deemed to have been accepted and a share option to which the offer relates shall be deemed to have been granted and accepted and to have taken effect when the Company, within 21 days from the date on which a share option is offered to an eligible participant, receives the duly signed offer letter from the grantee together with the number of shares in respect of which the offer is accepted clearly stated therein and a non-refundable payment of HK\$1.00 (or such other sum in any currency as the Board may determine) in favour of the Company as consideration for the grant of share option thereof.

Since the effective date of the 2020 Share Option Scheme and up to 31 December 2020, no share option was outstanding under the 2020 Share Option Scheme, and there was no share option granted, exercised, cancelled or lapsed under the 2020 Share Option Scheme since its effective date and up to the year ended 31 December 2022.

授予本公司之關連人士(或其聯繫人)或彼等之任何聯繫人之購股權,須事先獲得獨立非執行董事批准。此外,在任何十二個月期間,任何授予本公司主要股東或獨立非執行董事,或彼等之任何聯繫人之購股權超過本公司已發行股份之0.1%的,以及其總價值(以本公司授出之日之股票價格為基礎計算)超過港元5百萬的,須經股東在股東大會上事先批准。

經董事會釐定不時支付之購股權價格後,授出購股權之要約方可被接受。授出購股權的行使期由董事會釐定,並經過一定的行權等待期間開始,但結束日期不能超過授出購股權之日起10年。

二零二零年購股權計劃的條款並無一般的規定,要求承授人須最少持有購股權的指定時間,或須達致若干表現目標,方可行使購股權。

購股權之行使價由董事會釐定,但應至少是以下價格之最高者(i)為要約日(必須是一個營業日)當天聯交所每日報價表所列股份之收市價;(ii)要約日前五個營業日聯交所每日報價表所列股份之收市價的平均值;及(iii)股份面值。

倘本公司在自向合資格參與者提呈授出購股權之日起21日內收訖承授人發出清楚列明接納要約所涉及股份數目的正式簽署要約函件,連同以本公司為抬頭人不可退還付款1.0港元(或董事會可能釐定以任何貨幣計算的有關其他金額)作為授出購股權之代價,則視為已接納要約,並視為要約所涉及之購股權已授出、獲得接納且已生效。

自二零二零年購股權計劃生效後和截至二零二零年十二月三十一日,二零二零年購股權計劃下並無尚未行使之購股權,而自二零二零年購股權計劃生效日起直至二零二二年十二月三十一日止年度概無購股權在購股權計劃下授出、行使、註銷或失效。



Report of the Directors (Continued)

董事會報告(續)

Connected transactions and continuing connected transactions

During the year under review, the Group had no new connected transaction entered into or continuing connected transactions that were ongoing under Chapter 14A of the Listing Rules that were not fully exempt. In prior year, the Group had entered into the following connected transaction(s) in accordance with Chapter 14A of the Listing Rules that were not fully exempt under the Listing Rules, and which was supplemented to and amended during the year under review.

1. Lease Agreement for the Group's production facilities, office premises and staff dormitory

On 17 November 2020, 廣州霸王化妝品有限公司 (Guangzhou Bawang Cosmetics Co., Ltd.*) (“**Guangzhou Bawang**”) as lessor and 霸王(廣州)有限公司 (Bawang Guangzhou Co., Ltd.*) (“**Bawang Guangzhou**”) as lessee entered into a lease agreement (the “**2020 Lease Agreement**”) for the Group's production facilities, office premises and staff dormitory (“**Leased Premises**”), which are located at 468 Guanghua 3rd Road, Bawang Industrial Complex, Baiyun District. The 2020 Lease Agreement was for an original term from 1 December 2020 to 30 November 2021.

On 23 April 2021, Guangzhou Bawang as lessor and Bawang Guangzhou as lessee entered into a lease renewal agreement (“**2021 Lease Agreement**”) pursuant to which Guangzhou Bawang has agreed to lease to Bawang Guangzhou Leased Premises at a monthly rental of RMB1,090,000 for the period from 1 July 2021 to 30 June 2024 and RMB1,240,000 for the period from 1 July 2024 to 30 June 2026 for a fixed term of five years, which is exclusive of management fees and other outgoings.

關連交易及持續關連交易

於回顧年度內，本集團並無新簽署任何在上市規則第十四A章下未獲全面豁免的關連交易或持續有效的持續性關連交易。於以前年度，本集團已簽署如下在上市規則第十四A章下未獲全面豁免的關聯交易，且於回顧年度內獲修訂並補充。

1. 本集團的生產廠房、辦公場所以及僱員宿舍的租賃協議

於二零二零年十一月十七日，廣州霸王化妝品有限公司(「Guangzhou Bawang Cosmetics Co., Ltd.*」)(「廣州霸王」)作為出租人，與霸王(廣州)有限公司(Bawang Guangzhou Co., Ltd.*) (「霸王廣州」)作為承租人，就本集團的生產廠房、辦公場所以及僱員宿舍(「承租物業」)簽訂一份租賃協議(「二零二零年租賃協議」)，該承租物業位於中國廣州市白雲區廣花三路468號霸王工業園。二零二零年租賃協議的原期限為二零二零年十二月一日至二零二一年十一月三十日。

於二零二一年四月二十三日，廣州霸王作為出租人與霸王廣州作為承租人簽署了一份更新的租賃協議(「二零二一年租賃協議」)，根據這份協議，廣州霸王同意自二零二一年七月一日至二零二四年六月三十日期間每月租金為人民幣1,090,000元，及自二零二四年七月一日至二零二六年六月三十日期間每月租金為人民幣1,240,000元(不包括管理費用及其他雜費)，固定五年期限，出租承租物業給霸王廣州。



Report of the Directors (Continued)

董事會報告(續)

On 1 September 2022, Bawang Guangzhou and Guangzhou Bawang entered into a supplemental lease agreement (the “**2022 Supplemental Lease Agreement**”) to reduce the area leased within the Leased Premises, which took effect from 1 September 2022, at a monthly rental of RMB829,542 for the period from 1 September 2022 to 30 June 2024 and RMB943,699 for the period from 1 July 2024 to 30 June 2026, which is exclusive of management fees and other outgoings.

In accordance with IFRS 16 (Leases), the premises leased under the 2021 Lease Agreement has been recognised by the Group as right-of-use assets with a book value of approximately RMB52,884,000 as at 1 July 2021. As such, the transactions contemplated under the 2021 Lease Agreement has been treated as an acquisition of right-of-use assets which constituted a discloseable and connected transaction of the Group under Chapter 14 and Chapter 14A of the Listing Rules. Details of the 2021 Lease Agreement had been disclosed in the Company’s circular dated 23 April 2021, and the 2021 Lease Agreement and the transactions contemplated thereunder had been approved by the independent shareholders in an extraordinary general meeting held on 4 June 2021. The 2021 Lease Agreement then superseded the 2020 Lease Agreement upon the 2021 Lease Agreement becoming effective on 1 July 2021.

As of 1 September 2022, being the effective date of the 2022 Supplemental Lease Agreement, the Leased Premises as a right-of-use asset had a book value of approximately RMB33,816,000, and the entering into of the 2022 Supplemental Lease Agreement constituted a variation to the terms of previously disclosed 2021 Lease Agreement pursuant to Rule 14.36 and the note to Rule 14A.35 of the Listing Rules. Details of the 2022 Supplemental Lease Agreement together with the implications under IFRS 16 (Leases) had been disclosed in the Company’s announcement dated 1 September 2022.

於二零二二年九月一日，霸王廣州和廣州霸王簽訂了補充租賃協議（「二零二二補充租賃協議」），減少在已有的租賃場所內的租賃面積，自二零二二年九月一日起生效；從二零二二年九月一日至二零二四年六月三十日期間月租金為人民幣829,542元，而從二零二四年七月一日至二零二六年六月三十日期間月租金為人民幣943,699元，有關租金不包括管理費用和其他雜費。

根據國際財務報告準則第16號(租賃)，二零二一年租賃協議項下的租賃場所為一項使用權資產，其於二零二一年七月一日的賬面價值約為人民幣52,884,000元。同樣地，二零二一年租賃協議項下擬進行的交易將被視為本集團收購使用權資產，及根據上市規則第14及第14A章項下構成本公司的一項須予公佈及關連交易。二零二一年租賃協議已被披露於公司二零二一年四月二十三日的通函中，且二零二一年租賃協議及其項下擬進行的交易已被獨立股東在二零二一年六月四日的特別股東大會上獲批。二零二一年租賃協議隨後取代了二零二零年租賃協議，二零二一年租賃協議於二零二一年七月一日生效。

於二零二二年九月一日(即二零二二年補充租賃協議的生效日)租賃場所的使用權資產賬面價值約為人民幣33,816,000元，簽署二零二二年補充租賃協議根據上市規則第14.36條和第14A.35條之附註構成對已經披露的二零二一年租賃協議的修訂。二零二二年補充租賃協議的詳情連同按照國際財務報告準則第16號(租賃)帶來的財務影響已經披露在本公司於二零二二年九月一日的刊發的公告中。



Report of the Directors (Continued)

董事會報告(續)

As Guangzhou Bawang is beneficially owned as to 20% by Mr. CHEN Zheng He, the chief executive officer and an executive director of the Company, and 80% by his six brothers and sisters (who are children of Mr. CHEN Qiyuan) with Mr. CHEN Zheng He as the trustee, Guangzhou Bawang is an associate of Mr. CHEN Zheng He and a connected person of the Company pursuant to Rule 14A.12 of the Listing Rules.

For the year ended 31 December 2022, the lease payment paid by BaWang Guangzhou to Guangzhou Bawang pursuant to the 2021 Lease Agreement (as amended by the 2022 Supplemental Lease Agreement) were approximately RMB11.4 million.

The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the above connected transaction. The Company further confirms that the related party transactions that are set out in Note 32 under the section headed “Notes to the Consolidated Financial Statements” in this annual report fall within the definition of connected transactions under Chapter 14A of the Listing Rules, and these transactions complied with the relevant connected transaction requirements thereunder.

Directors’ and Controlling Shareholders’ interests in contracts of significance

Other than as disclosed under the heading “Connected transactions and continuing connected transactions” in this annual report, no Director or controlling shareholder, or an entity connected with a Director or a controlling shareholder has or had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party which was subsisting during or at the end of the 2022 financial year.

Directors’ and Controlling Shareholders’ interest in competing business

As at 31 December 2022, none of the Directors and their respective associates (as defined in the Listing Rules) or the controlling shareholders (as defined in the Listing Rules) of the Company had any interest in a business, which competes or may compete with the business of the Group.

因廣州霸王由本公司的首席執行官及執行董事陳正鶴先生實益擁有20%的股份，而陳正鶴先生亦以受託人身份代他的六位弟妹(「她們是陳啟源先生的孩子」)持有80%的股份，廣州霸王根據上市規則第14A.12條為陳正鶴先生的聯繫人及本公司的關連人士。

截至二零二二年十二月三十一日止年度，根據二零二一年租賃協議(經二零二二年補充租賃協議修訂)，霸王廣州已支付廣州霸王的租金約人民幣11.4百萬元。

本公司確認上述關連交易及持續關連交易已符合上市規則第十四A章的披露規定。本公司進一步確認，本年報中「綜合財務報表附註」一節中附註32中所述的關聯方交易符合上市規則第14A章中關連交易定義，且有關交易符合其在相關關連交易規則下的相關要求。

董事及控股股東之重大合約權益

除於本年度報告中「關連交易及持續關連交易」一段所披露者外，於二零二二年財政年度內或結束時仍然生效，而本公司、其控股公司或其任何附屬公司亦屬訂約方之一的重要交易、安排或合約中，無任何董事及控股股東，或與該董事及該控股股東有關聯的實體仍然或曾經於其中直接或者間接有重大權益。

董事及控股股東於競爭業務的權益

於二零二二年十二月三十一日，董事及其各自的聯繫人(定義見上市規則)或本公司控股股東(定義見上市規則)概無在與本集團業務構成競爭或可能構成競爭的業務中擁有任何權益。



Report of the Directors (Continued)

董事會報告(續)

Retirement schemes

The Group participates in several defined contribution retirement plans which cover the Group's eligible employees in the PRC, and a Mandatory Provident Fund scheme for the employees in Hong Kong. Particulars of these retirement plans are set out in note 31 to the consolidated financial statements of this annual report. There was no forfeited contribution available to reduce the contribution payable by the Group under the above schemes.

Corporate governance

For the year ended 31 December 2022, the Directors are of the view that all the code provisions set out in the CG Code contained in Appendix 14 to the Listing Rules were met by the Company.

Audit and Risk Management Committee

The Audit and Risk Management Committee has reviewed the annual results of the Group for the year ended 31 December 2022 with the management of the Company and the Company's independent auditors and recommended its adoption by the Board.

Auditors

SHINEWING (HK) CPA Limited will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of SHINEWING (HK) CPA Limited as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

CHEN Qiyuan

Chairman

Hong Kong, 30 March 2023

退休計劃

本集團為本集團之合資格中國僱員參與多種定額供款退休計劃及為香港僱員參與強制性公積金計劃，該等退休計劃之詳情載於本年度報告綜合財務報表附註31。現並無已沒收的供款可用以削減本集團根據上述計劃應支付的供款。

企業管治

董事認為，於二零二二年十二月三十一日止年度，本公司已遵守上市規則附錄十四所載的企業管治守則所列的原則。

審核及風險管理委員會

審核及風險管理委員會已採納與企業管治守則相一致的職責範圍。審核及風險管理委員會已與公司管理層及公司獨立核數師審閱本集團截至二零二二年十二月三十一日止之全年業績，並建議董事會將其採納。

核數師

信永中和(香港)會計師事務所有限公司將任滿告退，惟願應聘連任。在即將召開之股東週年大會上將提呈議案，議決續聘信永中和(香港)會計師事務所有限公司為本公司之核數師。

代表董事會

陳啟源

主席

香港，二零二三年三月三十日

Directors and Senior Management

董事及高層管理人員

Directors

During the year under review, the Board consisted of six Directors, including three executive Directors and three independent non-executive Directors. The following table sets forth certain information in respect of our serving Directors:

Name 姓名	Age 年齡	Position/Title 職位/職銜
Mr. CHEN Qiyuan 陳啟源先生	61	Chairman and Executive Director 主席兼執行董事
Mr. CHEN Zheng He 陳正鶴先生	34	CEO and Executive Director 首席執行官兼執行董事
Mr. WONG Sin Yung 黃善榕先生	68	Chief Financial Officer and Executive Director 首席財務官兼執行董事
Mr. CHEUNG Kin Wing 張建榮先生	68	Independent non-executive Director 獨立非執行董事
Dr. WANG Qi 王琦博士	43	Independent non-executive Director 獨立非執行董事
Dr. LIU Jing (Appointed on 27 May 2022) 劉婧博士(於二零二二年 五月二十七日獲委任)	43	Independent non-executive Director 獨立非執行董事

Executive Directors

Mr. CHEN Qiyuan, aged 61, is the co-founder of our Group, our chairman and has been our executive Director since 12 November 2007. Mr. CHEN is responsible for the overall strategic planning and management of our Group. Mr. CHEN has extensive experience in the Chinese herbal HPC product industry, having been engaged in the consumer chemical product business for over 30 years. Mr. CHEN entered into the HPC product business by establishing Guangzhou Bawang Cosmetics Co., Ltd. (the predecessor entity of the Company) in 1994. Mr. CHEN was engaged in the trading of pesticides in the PRC before the establishment of Guangzhou Bawang Cosmetics Co., Ltd.. In November of 2010, Mr. CHEN Qiyuan was recognised as the “Representative Successor of Chinese Herbal Tea Culture” by the Guangdong Provincial Bureau of Culture. In December 2013, Mr. CHEN Qiyuan had been honoured as the “Distinguished People of Yunfu City” for recognition of his contribution to the development of the city. Mr. CHEN is the father of Mr. CHEN Zheng He, an executive Director and the CEO of the Company. Mr. CHEN is also a director of various subsidiaries of the Company, and he is also a director of Fortune Station Limited and Heroic Hour Limited, the controlling shareholders of the Company,

董事

於回顧年度內，董事會由六名董事組成，包括三名執行董事及三名獨立非執行董事。下表載列關於在任董事的若干資料：

執行董事

陳啟源先生，61歲，為本集團共同創辦人、我們的主席，並自二零零七年十一月十二日出任我們的執行董事。陳先生負責本集團整體策略規劃及管理。陳先生從事日化產品行業方面的業務超過30年，在中草藥家用個人護理產品行業擁有豐富經驗。考慮到中國市場的家用個人護理產品業務，陳先生於一九九四年成立廣州霸王化妝品有限公司(本公司的前身實體)以進軍家用個人護理產品業務。創立廣州霸王化妝品有限公司之前，陳先生曾參與中國農藥貿易生意。二零一零年十一月，陳啟源先生被認定為涼茶傳統技藝的「廣東省非物質文化遺產項目代表性傳承人」。二零一三年十二月，陳啟源先生因其為城市作出的貢獻，被授予「雲浮傑出紳士」的榮譽稱號。陳先生是公司集團首席執行官兼執行董事陳正鶴先生的父親。陳先生亦為本公司各子公司的董事，他亦是公司的控股股東，Fortune Station Limited 以及 Heroic Hour Limited 的董事。



Directors and Senior Management (Continued)

董事及高層管理人員(續)

Mr. CHEN Zheng He, aged 34, was appointed as our executive Director on 20 October 2014. Mr. CHEN joined the Group in March 2007 and has been officially appointed as a director of Bawang Guangzhou and afterwards certain other subsidiaries of the Group since then and started to involve in the planning of sales, marketing, advertising and promotion campaigns of Bawang Guangzhou. Mr. CHEN was appointed as the personal assistant to the chief executive officer of the Company since March 2012, mainly responsible for the daily administration and management of Bawang Guangzhou. Since mid-2013, Mr. CHEN has also been responsible for the supervision and execution of sales, marketing, advertising and promotion campaigns of Bawang Guangzhou. Mr. CHEN works closely with the chairman and the chief executive officer of the Company on formulating overall strategic plan and management of the Group, and executing strategic plans in marketing, and sales and distribution. Mr. CHEN has been appointed as the CEO and Remuneration Committee Member with effect from 9 December 2015. Mr. CHEN obtained the degree of bachelor of commerce from the University of Toronto in 2012. Mr. CHEN is the son of Mr. CHEN Qiyuan, the chairman and an executive Director of the Company.

Mr. WONG Sin Yung, aged 68, is our Chief Financial Officer and executive Director. Mr. WONG joined our Group in April 2008 and was appointed as our executive Director on 10 December 2008. Mr. WONG was also appointed as our Chief Financial Officer and our Company Secretary since December 2008. He is responsible for the finance management and control, accounting, auditing, company secretarial and investor relations of our Group. Prior to joining our Group, Mr. WONG was an executive director of China Ting Group Holdings Limited (Stock Code: 03398), from 2005 to 2008, the shares of which are listed on the Stock Exchange. Mr. WONG was the chief accountant and finance manager of Mark Wong & Associates (Industrial Consultants) Limited from 1988 to 1992 and from 1994 to 2003 respectively. He also worked for a certified public accountant firm from 1992 to 1994. Mr. WONG has over 30 years experience in corporate finance, accounting, auditing, corporation administration, and project consulting. He is an associate member of Hong Kong Institute of Certified Public Accountants. Mr. WONG obtained a master's degree in human resource management from Macquarie University in 1996 and a master's degree in business administration from The University of Hong Kong in 1999.

陳正鶴先生，34歲，於二零一四年十月二十日獲委任為我們的執行董事。陳先生於二零零七年三月起加入本集團並自此正式被任命為霸王廣州以及隨後擔任本集團個別其他子公司的董事，並開始參與霸王廣州的銷售、廣告及推廣活動的策劃。陳先生於二零一二年三月起擔任公司首席執行官私人助理一職，負責廣州霸王的日常行政及管理。在二零一三年中開始，陳先生亦同時負責霸王廣州的銷售、廣告及推廣活動的監督及執行。陳先生就制訂本集團之策略性計劃及管理，及銷售、廣告及推廣計劃的執行方面均與公司主席及首席執行官緊密合作。陳正鶴先生於二零一五年十二月九日被委任擔任本公司首席執行官及薪酬委員會成員。陳先生於二零一二年獲得多倫多大學商業學士學位。陳先生是公司集團主席兼執行董事陳啟源先生的兒子。

黃善榕先生，68歲，為我們的首席財務官兼執行董事。黃先生於二零零八年四月加入本集團，並於二零零八年十二月十日獲委任為我們的執行董事。自二零零八年十二月起，黃先生亦被委任為我們的首席財務官及公司秘書。彼負責本集團的財務管理及監控、會計、審核、公司秘書及投資者關係。加入本集團之前，黃先生於二零零五年至二零零八年曾為華鼎集團控股有限公司(股票代碼：03398)(其股份於聯交所上市)的執行董事。於一九八八年至一九九二年及一九九四年至二零零三年期間，黃先生在 Mark Wong & Associates (Industrial Consultants) Limited 擔任總會計師及財務經理。彼亦於一九九二年在一家執業會計師事務所工作。黃先生在企業融資、會計、審核、公司管理及項目諮詢方面擁有超過30年的經驗。彼為香港會計師公會會員。黃先生於一九九六年獲麥格理大學的人力資源管理碩士學位，於一九九九年獲香港大學工商管理碩士學位。



Directors and Senior Management (Continued)

董事及高層管理人員(續)

Independent non-executive Directors

Mr. CHEUNG Kin Wing (張建榮先生), aged 68, was appointed as our independent non-executive Director on 13 November 2014. Mr. CHEUNG has extensive experience in information technology, financial accounting, auditing and management. Mr. CHEUNG is a member of Hong Kong Institute of Certified Public Accountants and a fellow of the Institute of Chartered Accountants in England and Wales. Since February 1999, Mr. CHEUNG has been a director and lead consultant of Sunplex Consultants Limited, a company providing human resources management and information technology consultancy services to its clients (including government organisations and private companies). Mr. CHEUNG had been an independent director of Principal Trust Company (Hong Kong) Limited (formerly known as AXA China Region Trustees Limited) from August 1999 to August 2015 an independent non-executive director of Bank of Communications Trustee Limited from November 2003 to January 2018 and Trio Industrial Electronics Group Limited (Stock Code: 01710) from February 2017 to May 2022. Mr. CHEUNG has been an independent non-executive director of ENM Holdings Limited (Stock Code: 00128) since June 2016, and Kin Pang Holdings Limited (Stock Code: 01722) since November 2017, companies whose shares are listed on The Stock Exchange of Hong Kong Limited. Mr. CHEUNG joined Self Strengthening Service Centre Limited (自強服務中心有限公司), which is a company limited by guarantee and an approved charitable organization, as a director on a voluntary basis with effect from 30 September 2019. Mr. CHEUNG had held several positions, including Assistant Manager, Manager and Senior Manager between September 1980 and July 1991 in Coopers & Lybrand. Mr. CHEUNG had been a partner of Coopers & Lybrand since March 1995, and had been a partner of PricewaterhouseCoopers since Coopers & Lybrand was merged with Price Waterhouse into PricewaterhouseCoopers in October 1998 until his resignation in May 1999. Mr. CHEUNG was Director of Operations and Finance of Hong Kong Institute of Certified Public Accountants between July 2004 and April 2008 and a consultant of Hong Kong Institute of Certified Public Accountants between April 2008 and August 2008. Mr. CHEUNG obtained a Bachelor of Commerce from The University of Calgary in Canada in June 1979.

獨立非執行董事

張建榮先生，68歲，於二零一四年十一月十三日獲委任為我們的獨立非執行董事。張先生於資訊科技、財務會計、審計及管理領域擁有廣泛經驗。張先生是香港會計師公會會員及英格蘭及威爾士特許會計師公會的資深會員。張先生自一九九九年二月起擔任輝柏顧問有限公司的董事兼首席顧問，主要為客戶(包括政府機構及私營企業)提供人力資源管理和資訊科技諮詢服務。張先生於一九九九年八月至二零一五年八月擔任信安信託(香港)有限公司(前稱為安盛信託有限公司)的獨立董事及自二零零三年十一月起至二零一八年一月擔任交通銀行信託有限公司的獨立非執行董事及彼自二零一七年二月至二零二二年五月任致豐工業電子集團有限公司(股票代碼：01710)的獨立非執行董事。張先生自二零一六年六月開始擔任安寧控股有限公司(股票代碼：00128)的獨立非執行董事及自二零一七年十一月開始擔任建鵬控股有限公司(股票代碼：01722)的獨立非執行董事。安寧控股有限公司，及建鵬控股有限公司均為香港聯合交易所有限公司的上市公司。張先生自二零一九年九月三十日起，以義務性質擔任自強服務有限公司的董事，該公司是一家註冊為有限擔保公司及認可慈善機構。張先生於一九八零年九月至一九九一年七月期間曾在容永道會計師事務所擔任不同工作崗位，包括助理經理、經理及高級經理。張先生於一九九五年三月起擔任容永道會計師事務所的合伙人，並自一九九八年十月容永道會計師事務所與羅兵咸會計師事務所合併成羅兵咸永道會計師事務所後繼續擔任其合伙人至一九九九年五月彼離開羅兵咸永道會計師事務所為止。張先生曾於二零零四年七月至二零零八年四月期間擔任香港會計師公會的營運及財務總監及於二零零八年四月至八月期間擔任香港會計師公會顧問。張先生於一九七九年六月獲得加拿大卡爾加里大學的商學士學位。



Directors and Senior Management (Continued)

董事及高層管理人員(續)

Dr. WANG Qi (王琦博士), aged 43, was appointed as an Independent Director of the Company on 17 April 2018. Dr. WANG is currently the vice director of the Dongguan Institute of Opto-electronics, Peking University. Prior to that, from 2010 to 2012, he was a research associate in the Department of Electronic and Electrical Engineering of the University of Sheffield in the United Kingdom, and also worked at Seren Photonics Ltd, a company in the United Kingdom which focuses on the development and manufacturing of semi-polar and non-polar Gallium Nitride templates. From 2012 to 2014, he was a postdoctoral research fellow in the Department of Electrical and Computer Engineering of McGill University in Canada.

Dr. WANG is a member of the Dongguan committee of the Jiusan Society, the chairman of the Songshan Lake branch of the Dongguan committee of the Jiusan Society, a vice chairman of the technological innovation promotion committee of the Dongguan Committee of the Jiusan Society, an entrepreneurship mentor of the Dongguan Business Incubation Association and a member of the Dongguan Songshan Lake High-tech Industry Development Zone Science and Technology Association. He is also the legal representative and an executive director of the Dongguan Yanyuan Technological Assets Management Company Limited. Dr. WANG has been elected as a member of the 14th session of Dongguan's Committee of the Chinese People's Political Consultative (中國人民政治協商會議第十四屆東莞市委員會委員) in 2022. He was recognised as a special professional of Dongguan City (3rd Class Distinctive Talent) by the Office for the Administration of Talent Affairs of Dongguan City in 2017.

Dr. WANG obtained a bachelor's degree in physics (magnetism) from Lanzhou University in 2001. He studied at the Department of Physics of Peking University from 2002 to 2008. He obtained a Doctor of Philosophy in the Faculty of Engineering Department of Electronic and Electrical Engineering from the University of Sheffield in the United Kingdom in 2010.

王琦博士，43歲，於二零一八年四月十七日獲委任為我們的獨立非執行董事。王博士現任北京大學東莞光電研究院副院長。在此之前，於二零一零年至二零一二年期間，彼曾擔任英國謝菲爾德大學電子工程系研究員，及任職於Seren Photonics Ltd，一所專注開發及製造半極性和非極性氮化鎵襯底的英國公司。於二零一二年至二零一四年期間，彼曾擔任加拿大麥吉爾大學電子及電腦工程系博士後研究員。

王博士任九三學社東莞市委員會委員、九三學社東莞市委員會松山湖支社主任委員、九三學社東莞市委員會促進科技創新專門工作委員會副主任委員、東莞市科技企業孵化協會科技企業創業導師、東莞松山湖高新技術產業開發區科學技術協會委員及東莞燕園科技產業管理有限公司法定代表人及執行董事。於二零二二年，王博士獲選為中國人民政治協商會議第十四屆東莞市委員會委員。於二零一七年，王博士獲東莞市人才工作領導小組辦公室認定為東莞市特色人才(三類特色人才)。

於二零零一年，王博士獲蘭州大學頒發物理學學士學位(磁學)。於二零零二年至二零零八年期間，王博士曾就學於北京大學物理學院。於二零一零年，王博士獲英國謝菲爾德大學電子工程系頒發哲學博士學位。



Directors and Senior Management (Continued)

董事及高層管理人員(續)

Dr. LIU Jing (劉婧博士), aged 43, is currently the Associate Professor and the supervisor of postgraduate of the School of Accounting, Guangdong University of Finance & Economics. Prior to that, from 2013 to 2019, she had successively served as a full-time teacher, the director of laboratory and the Deputy Dean in the School of Accounting and Finance, Beijing Institute of Technology, Zhuhai. From 2009 to 2013, she worked for Beijing Focus Marketing Consultant Co., Ltd. (北京聚焦營銷顧問有限公司), a company providing consulting services of strategic positioning in China.

Dr. LIU is currently a review expert of the expert team for Zhuhai Assets & Equity Exchange Service (珠海市產權交易中心評審專家庫), a vice chairman of School-Enterprise Alliance for China Accounting Education Transformation Development (中國會計教育轉型發展校企聯盟), a business mentor of Zhuhai Science and Technology Business Entrepreneur Alliance (珠海市科技創業聯盟協會) and a business mentor of Zhuhai Employment and Business Entrepreneur Association (珠海市就業創業協會).

Dr. LIU obtained a bachelor's degree in management from Hunan Business College (currently known as Hunan University of Technology and Business) in 2001. She completed a study of Advanced Studies Course for Postgraduate in Accounting (會計學專業研究生課程進修班) at Central University of Finance and Economics in 2010 and then obtained a master's degree in management (part-time) in 2012. In 2019, Dr. LIU obtained a doctorate degree in management from The Macau University of Science and Technology.

劉婧博士，43歲，現擔任廣東財經大學會計學院副教授及研究生導師。這之前，自二零一三年至二零一九年，先後任北京理工大學珠海學院會計與金融學院專職教師、實驗室主任、副院長。自二零零九年至二零一三年，她曾任職於北京聚焦營銷顧問有限公司，這是一家在中國提供戰略定位諮詢服務的公司。

劉博士目前是珠海市產權交易中心評審專家庫的評審專家，中國會計教育轉型發展校企聯盟副主任委員，珠海市科技創業聯盟協會和珠海市就業創業協會創業導師。

劉博士於二零零一年，獲得湖南商學院（現名為湖南工商大學）學士學位。她於二零一零年，完成中央財經大學會計學專業研究生課程進修班學習，並於二零一二年獲得管理學碩士學位（兼讀）。於二零一九年，劉博士獲得澳門科技大學商學院管理學博士學位。



Independent Auditor's Report 獨立核數師報告



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

TO THE MEMBERS OF
BAWANG INTERNATIONAL (GROUP) HOLDING LIMITED
(incorporated in the Cayman Islands with limited liability)

致霸王國際(集團)控股有限公司股東
(於開曼群島註冊成立的有限公司)

Opinion

We have audited the consolidated financial statements of BaWang International (Group) Holding Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) set out on pages 75 to 166, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (the “IASB”) 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 Hong Kong Institute of Certified Public Accountants (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.

意見

我們已審計列載於第75至第166頁霸王國際(集團)控股有限公司(「貴公司」)及其子公司(以下合稱「貴集團」)的綜合財務報表，其中包括於二零二二年十二月三十一日的綜合財務狀況表，以及截至該日止年度的綜合損益表及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈之國際財務報告準則(以下簡稱「國際財務報告準則」)真實而公平地反映貴集團於二零二二年十二月三十一日之財務狀況及其截至該日止年度之財務表現及綜合現金流量，並已遵循《香港公司條例》的披露需要求進行適當編製。

意見的基礎

本行已根據香港會計師公會頒佈的《香港審計準則》進行審計。在這些準則下，本行的責任會在本核數師報告的核數師就綜合財務報表須承擔的責任中詳述。根據香港會計師公會之職業會計師道德守則(簡稱「守則」)，本行獨立於貴集團，並已遵循守則履行其他道德責任。本行相信，本行所獲得的審核憑證是充足和適當地為本行的審核意見提供基礎。



Independent Auditor's Report (Continued)

獨立核數師報告(續)

Key Audit Matters

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

Impairment of trade receivables

Refer to note 21 to the consolidated financial statements and the accounting policies on pages 101 to 105.

The key audit matter

關鍵審核事項

As at 31 December 2022, the Group had trade receivables of approximately RMB14,281,000, net of accumulated impairment loss of approximately RMB4,997,000.

於二零二二年十二月三十一日，貴集團貿易應收賬款達約人民幣14,281,000元，累計減值淨額為約人民幣4,997,000元。

Allowance for impairment of trade receivables is based on expected credit losses ("ECL"), which is estimated by taking into account the credit loss experience and forward-looking information including both current and forecast general economic conditions.

貿易應收賬款減值的撥備是基於預期信貸損失（「預期信貸損失」），在考慮了信貸損失經驗和前瞻性資料包括了當前和預測的總體經濟狀況後估算的。

We have identified valuation of trade receivables as a key audit matter because of their significance to the consolidated financial statements and the impairment assessment of trade receivables involved a significant degree of management judgement and may be subject to management bias.

我們把貿易應收賬款的減值評估確定為關鍵審計事項，因為在貿易應收賬款減值評估涉及管理層的重大判斷，當中可能存在意見偏頗的情況。

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為本行審核本期綜合財務報表中最重要的事項。本行在整體審核綜合財務報表和就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。

貿易應收賬款的評估

參閱綜合財務報表附註21和第101頁至第105頁的主要會計政策。

How the matter was addressed in our audit

在審核中的處理方法

Our audit procedures were designed to assess the assumptions and judgements of the Group's ECL model on impairment assessment of trade receivables.

我們的審計程序旨在對管理層就貿易應收賬款減值評估預期信貸損失模型的假設及判斷做出評估。

We have assessed the reasonableness of management's estimates for impairment allowance by examining the information used by management to form such judgements, including testing accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information.

我們通過檢視管理層用以作出上述判斷的資料，包括測試歷史違約數據的準確性、評估歷史損失率有否根據現時的經濟狀況及前瞻性資料作出適當調整來評估管理層估計減值撥備的合理性。

We have also checked settlements from debtors after year end relating to trade receivables balance as at 31 December 2022 on a sample basis.

我們還抽樣檢查了年末以後從債務人收到的及於二零二二年十二月三十一日貿易應收賬款餘額有關的現金。



Independent Auditor's Report (Continued) 獨立核數師報告(續)

Valuation of inventories

Refer to note 19 to the consolidated financial statements and the accounting policies on page 97.

The key audit matter 關鍵審核事項

As at 31 December 2022, the Group had inventories of approximately RMB27,056,000, net of accumulated allowance of approximately RMB1,239,000.

於二零二二年十二月三十一日，貴集團存貨約人民幣27,056,000元，累計淨撥備為約人民幣1,239,000元。

We have identified valuation of inventories as a key audit matter because of their significance to the consolidated financial statements and the involvement of significant judgement and estimation on the assessment of the net realisable values with reference to the latest invoice prices and current market conditions.

我們把存貨的減值評估確定為關鍵審核事項，因為它們在綜合財務報表中的重要性，以及參考最新的發票價格和當前的市場條件下，涉及到對可變現淨值的評價的重大判斷和估算。

存貨估值

參閱綜合財務報表附註19和第97頁的主要會計政策。

How the matter was addressed in our audit 在審核中的處理方法

Our audit procedures were designed to assess the management's estimations and judgements on the assessment of net realisable value of inventories and identification of obsolete item based on their subsequent usage and selling prices subsequent to the end of the reporting period and current market conditions.

我們設計的審計程序旨在評估管理層對存貨的可變現淨值估計和判斷，根據已報廢項目的後續使用情況進行的識別，以及隨後報告期末的銷售價格和目前的市場狀況。

We have assessed the net realisable value and utilisation of inventories subsequent to the end of the reporting period on a sample basis and discussed with the management in respect of the adequacy of the allowance made based on subsequent usage and sales, ageing analysis and current market conditions. We have also assessed the assumptions and critical judgements used by the management by assessing the reliability of the management's past estimates.

我們通過抽樣及和管理層討論有關基於後期的使用 and 銷售情況，賬齡分析，和目前的市場情況撥備充分性後評估了報告期後的存貨可變現淨值和使用價值的情況。我們也評估了管理層所使用的假設和判斷標準，通過評估管理層的過往評估的可靠性。



Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

Refer to notes 17 and 18 to the consolidated financial statements and the accounting policies on page 108.

The key audit matter

關鍵審核事項

As at 31 December 2022, the Group had property, plant and equipment of approximately RMB40,515,000, net of accumulated impairment losses of approximately RMB103,657,000, and right-of-use assets of approximately RMB31,301,000.

截止二零二二年十二月三十一日，本集團的物業、廠房及設備分別約為人民幣40,515,000元，淨累計減值損失約為人民幣103,657,000元和使用權資產約人民幣31,301,000元。

We have identified impairment on property, plant and equipment and right-of-use assets as a key audit matter because of their significance to the consolidated financial statements and the determination of the recoverable amount of these assets required significant management judgement relating to items such as level of revenue and amount of operating costs and discount rate.

我們已經確定了物業、廠房及設備和使用權資產的減值作為關鍵審核事項，因為他們對綜合財務報告的重要性，和這些資產的可收回金額的確定需要有關項目諸如收入水平、經營成本金額和折扣率的重管理判斷。

物業、廠房及設備和使用權資產的減值

參考綜合財務報表中的附註17和18及第108頁的主要會計政策。

How the matter was addressed in our audit

在審核中的處理方法

Our audit procedures were designed to assess the reasonableness of the selection of valuation model, adoption of key assumptions and input data by reference to the historical information. In particular, we have tested the future cash flow forecast prepared by management on whether it is agreed to the budget approved by the board of directors and compared the budget with actual results available up to the report date. We have also evaluated the appropriateness of the assumptions, including the sales growth rates and gross profit margin against latest market expectations.

我們設計的審計程序旨在對依據歷史信息選擇估值模型，選取關鍵假設及錄入數據的合理性進行評估。特別是，我們已經測試了未來的現金流預測，董事會是否同意預算的批准並在結果可用到報告日期將預算與實際情況進行了比較。我們也重新評估假設的適當性，包括銷售增長率和毛利率與最新不利的市場預期。

We have also evaluated the discount rate employed in the calculation of value-in-use by reviewing its basis of calculation and comparing its input data to market sources.

我們通過審閱計算標準和對比其輸入數據和市場資源後，也重新評估了用以計算使用價值的折現率。

As any changes in these assumptions and input to valuation model may result in significant financial impact, we have tested management's sensitivity analysis in relation to the key inputs to the impairment assessment.

由於這些假設和估值模型輸入的任何變化可能會導致產生重大的財務影響，我們已經測試了管理層有關與減值評估的主要輸入有關的敏感性分析。



Independent Auditor's Report (Continued)

獨立核數師報告(續)

Other Information

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

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

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

Responsibilities of Directors of the Company and the Audit and Risk Management Committee for the Consolidated Financial Statements

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

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

The Audit and Risk Management Committee is responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料承擔責任。其他資料包括年報中所包含的資料，但不包括綜合財務報表及本行就此發出的核數師報告。

本行對綜合財務報表作出的意見並未考慮其他資料。本行不對其他資料發表任何形式的核證結論。

就審計綜合財務報表而言，本行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本行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。倘若本行基於已完成的工作認為其他資料出現重大錯誤陳述，本行須報告此一事實。本行就此並無須報告事項。

本公司董事和審核及風險管理委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會頒佈的《國際財務報告準則》及《香港公司條例》的披露要求編製及真實而公允地列報該等綜合財務報表，並負責貴公司董事認為編製綜合財務報表所必需的有關內部監控，以確保有關綜合財務報表不存在重大錯誤陳述（不論是否由於欺詐或錯誤而導致的）。

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非貴公司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辦法，否則貴公司董事須採用以持續經營為基礎的會計法。

審核及風險管理委員會須負責監督貴集團的財務報告流程。



Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

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

As part of an audit in accordance with HKSA's, we exercise professional 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 of the Company.

核數師就綜合財務報表須承擔的責任

本行的目標是合理確定整體而言此等綜合財務報表是否不存在重大錯誤陳述(不論是否由於欺詐或錯誤而導致的),並根據本行約定的專案約定條款向貴公司(作為一個團體)發出包含審核意見的核數師報告,除此之外別無其他目的。本行不就本報告之內容向任何其他人士承擔任何責任或接受任何義務。合理確定屬高層次的核證,但不能擔保根據《香港審計準則》進行的審計工作總能發現所有存在的重大錯誤陳述。重大錯誤陳述可源於欺詐或錯誤,倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時,被視為重大錯誤陳述。

本行根據《香港審計準則》進行審計的工作之一,是運用專業判斷,在整個審核過程中抱持職業懷疑態度。本行也:

- 識別和評估貴集團綜合財務報告內的重重大錯報風險(無論是否因錯誤或欺詐而導致的),設計和執行響應這些風險的審計程序,和獲取充份和適當的審計證據為發表本行的意見提供基礎。基於欺詐涉及共謀、偽造、故意遺漏、誤導性陳述或對內部控制的否決,因此未能發現由欺詐而導致重大錯報的風險是比由錯誤而導致重大錯報的風險為高。
- 瞭解與審計工作相關的內部控制以設計恰當的審計程序,但並非對貴集團的內部控制有效性發表意見。
- 評價公司董事選用會計政策的恰當性和作出會計估計和相關披露的合理性。



Independent Auditor's Report (Continued)

獨立核數師報告(續)

- Conclude on the appropriateness of the Company's directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 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.
- 總結公司董事採用以持續經營為基礎的會計處理是否恰當，並根據已獲取的審核證據，總結是否對貴集團持續經營的能力構成重大疑問的事件或情況等存在重大不確定因素。倘若本行總結認為有重大不確定因素，本行需要在核數師報告中提請注意貴集團綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂本行的意見。本行的結論是基於截至核數師報告日期所獲得的審核憑證。然而，未來事件或情況可能導致貴集團不再具有持續經營的能力。
- 評估貴集團綜合財務報表的整體列報、架構和內容(包括資料披露)，以及貴集團綜合財務報表及是否已公允地反映及列報相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足的審核憑證，以就綜合財務報表發表意見。本行須負責指導、監督和執行貴集團的審計工作。本行仍為本行的審核意見承擔全部責任。

We communicate with the Audit and Risk Management 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.

本行就審計工作的計劃範圍和時間、在審核過程中的主要發現(包括內部控制的重大缺失)及其他事項與審核及風險管理委員會進行溝通。

We also provide the Audit and Risk Management 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.

本行亦向審核及風險管理委員會作出聲明，確認本行已遵守有關獨立性的道德要求，並就所有被合理認為可能影響核數師獨立性的關係和其他事宜以及相關保障措施(如適用)，與管治層進行溝通。



Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Wong Hon Kei, Anthony.

本行通過與審核及風險管理委員會溝通，確定哪些是本期綜合財務報表審計工作的最重要事項，即關鍵審核事項。除非法律或法規不容許公開披露此等事項或在極罕有的情況下，本行認為披露此等事項可合理預期的不良後果將超過公眾知悉此等事項的利益而不應在報告中予以披露，否則本行會在核數師報告中描述此等事項。

負責此審核項目與簽發獨立核數師報告的項目合夥人為黃漢基先生。

SHINEWING (HK) CPA Limited

Certified Public Accountants

Wong Hon Kei, Anthony

Practising Certificate Number: P05591

Hong Kong

30 March 2023

信永中和(香港)會計師事務所有限公司

執業會計師

黃漢基

執業證書號碼：P05591

香港

二零二三年三月三十日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	營業額	7	246,341	273,604
Cost of sales	銷售成本		(153,822)	(174,573)
Gross profit	毛利		92,519	99,031
Other income	其他收入	8	3,565	8,056
Selling and distribution costs	銷售及分銷成本		(83,507)	(84,307)
Administrative expenses	行政開支		(32,379)	(29,345)
Reversal of impairment losses/ (impairment losses) recognised in respect of trade receivable	貿易應收賬款(減值 損失回撥)/確認	21	2,993	(940)
Other expenses	其他開支		(524)	(29)
Operating loss	經營虧損		(17,333)	(7,534)
Finance costs	財務費用	9	(2,098)	(1,550)
Loss before taxation	稅前虧損		(19,431)	(9,084)
Income tax expense	所得稅開支	10	—	—
Loss for the year attributable to owners of the Company	本公司擁有人應佔之 年內虧損	11	(19,431)	(9,084)
Other comprehensive/(expense) income	其他期內全面收入			
<i>Item that will not be reclassified subsequently to profit or loss:</i>	不會被重新分類為損益 的項目：			
Exchange differences arising on translation of financial statements from functional currency to presentation currency	因從功能貨幣轉換至記 賬本位幣的匯兌差額		(404)	213
Loss and total comprehensive expense for the year attributable to owners of the Company	本公司擁有人應佔年內 虧損及全面支出總額		(19,835)	(8,871)
Loss per share	每股虧損	14		
Basic	基本		RMB(0.6144) cent 人民幣(0.6144)仙	RMB(0.2872) cent 人民幣(0.2872)仙
Diluted	攤薄		RMB(0.6144) cent 人民幣(0.6144)仙	RMB(0.2872) cent 人民幣(0.2872)仙



Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	40,515	61,938
Right-of-use assets	使用權資產	18	31,301	52,211
Time deposit	定期存款	22	50,000	50,000
			121,816	164,149
Current assets	流動資產			
Inventories	存貨	19	27,056	40,815
Right to returned goods asset	退回存貨之權利	20	737	795
Trade and other receivables	貿易及其他應收賬款	21	20,214	26,308
Amount due from a related party	應收關聯方款項	32(a)	—	242
Time deposits	定期存款	22	—	4,000
Bank balances and cash	銀行結餘及現金	22	74,404	59,269
			122,411	131,429
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	23	79,640	83,527
Amount due to a related party	應付關聯方款項	32(a)	—	22
Contract liabilities	合約負債	24	4,261	11,233
Refund liabilities	償還負債	25	1,030	1,150
Lease liabilities	租賃負債	18	8,173	10,137
Provision	計提費用	27	—	338
			93,104	106,407
Net current assets	流動資產淨值		29,307	25,022
Total assets less current liabilities	資產淨值		151,123	189,171
Non-current liability	非流動負債			
Lease liabilities	租賃負債	18	25,103	43,316
			126,020	145,855

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

As at 31 December 2022 於二零二二年十二月三十一日

		Notes	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
		附註		
Capital and reserves	股本及儲備			
Share capital	股本	28(a)	277,932	277,932
Reserves	儲備	28(b)	(151,912)	(132,077)
Total equity	權益總額		126,020	145,855

The consolidated financial statements on pages 75 to 166 were approved and authorised for issue by the board of directors on 30 March 2023 and are signed on its behalf by:

第75至166頁面的綜合財務報表經董事會於二零二三年三月三十日批准並由其代表簽署授權發行：

Mr. CHEN Qiyuan

陳啟源
Director
董事

Mr. CHEN Zheng He

陳正鶴
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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

		Attributable to owners of the Company								
		本公司權益持有人應佔								
		Share capital	Share premium	Statutory reserves	Merger reserve	Translation reserve	Other reserve	Accumulated losses	Total	
		股本	股本溢價	法定儲備	合併儲備	匯兌儲備	其他儲備	累計虧損	權益總額	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
			(note 28(b))	(note 28(b))	(note 28(b))	(note 28(b))	(note 28(b))			
			(附註28(b))	(附註28(b))	(附註28(b))	(附註28(b))	(附註28(b))			
At 1 January 2021	於二零二一年一月一日	277,932	1,401,815	49,887	8,468	(33,104)	9,421	(1,559,693)	154,726	
Loss for the year	年內虧損	—	—	—	—	—	—	(9,084)	(9,084)	
Other comprehensive income for the year	其他全面支出									
Exchange differences arising on translation of financial statements from functional currency to presentation currency	海外業務換算之匯兌差異	—	—	—	—	213	—	—	213	
Total comprehensive income/ (expense) for the year	年內全面收入/(支出)總額	—	—	—	—	213	—	(9,084)	(8,871)	
At 31 December 2021	於二零二一年十二月三十一日	277,932	1,401,815	49,887	8,468	(32,891)	9,421	(1,568,777)	145,855	
At 1 January 2022	於二零二二年一月一日	277,932	1,401,815	49,887	8,468	(32,891)	9,421	(1,568,777)	145,855	
Loss for the year	年內虧損	—	—	—	—	—	—	(19,431)	(19,431)	
Other comprehensive expense for the year	其他全面收入									
Exchange differences arising on translation of financial statements from functional currency to presentation currency	海外業務換算之匯兌差異	—	—	—	—	(404)	—	—	(404)	
Total comprehensive expense for the year	年內全面支出總額	—	—	—	—	(404)	—	(19,431)	(19,835)	
At 31 December 2022	於二零二二年十二月三十一日	277,932	1,401,815	49,887	8,468	(33,295)	9,421	(1,588,208)	126,020	



Consolidated Statement of Cash Flows

綜合現金流量表

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

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
OPERATING ACTIVITIES	經營活動		
Loss before taxation	稅前虧損	(19,431)	(9,084)
Adjustments for:	就下列作出調整：		
Bank interest income	銀行利息收入	(1,959)	(2,140)
Government grants	政府補助	(168)	(1,022)
Reversal of impairment losses in respect of property, plant and equipment	有關物業、廠房及設備的減值回撥	(291)	(3,295)
Allowance/(reversal of allowance) for inventories	存貨減值/(準備之回撥)	11	(357)
Gain on lease modification	租賃修改之收益	(529)	—
Depreciation of property, plant and equipment	物業、廠房及設備折舊	21,911	21,017
Depreciation of right-of-use assets	使用權資產折舊	10,611	11,526
Finance costs	財務費用	2,098	1,550
Obsolete inventories written-off	逾期存貨報廢	1,961	1,220
Bad debt written off	壞賬註銷	1,718	—
(Reversal of impairment losses)/impairment losses recognised in respect of trade receivables	貿易應收賬款(減值損失回撥)/確認	(2,993)	940
Loss on disposals of property, plant and equipment	處置物業、廠房及設備損失	461	21
Gain on waiver of legal cost	法律費用豁免之收益	(338)	—
Write-off of property, plant and equipment	報廢物業、廠房及設備	—	8
Operating cash flows before working capital changes	營運資金變動前之經營資金流量	13,062	20,384
Decrease/(increase) in inventories	存貨減少/(增加)	11,787	(14,371)
Decrease in right to returned goods asset	退回存貨之權利減少	58	125
Decrease/(increase) in trade and other receivables	貿易及其他應收款項減少/(增加)	8,919	(3,095)
(Decrease)/Increase in trade and other payables	貿易及其他應付款項(減少)/增加	(2,599)	3,035
Decrease in amount due to a related party	應收關聯方款項減少	(22)	(52)
Decrease in contract liabilities	合同負債減少	(6,972)	(4,127)
Decrease in refund liabilities	償還負債減少	(120)	(300)
CASH GENERATED FROM OPERATIONS AND NET CASH FROM OPERATING ACTIVITIES	經營產生的現金流及經營活動產生的現金淨額	24,113	1,599



Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

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

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
INVESTING ACTIVITIES	投資活動		
Purchase of property, plant and equipment	購買物業、廠房及設備	(1,964)	(1,664)
Withdrawal/(placement) of time deposits	提取/(存放)定期存款	1,000	(51,000)
Bank interest received	已收銀行利息	459	2,140
Repayment from a related party	關聯方償還款項	242	—
Proceeds from disposals of property, plant and equipment	處置物業、廠房及設備的所得款項	86	6
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用的現金淨額	(177)	(50,518)
FINANCING ACTIVITIES	融資活動		
Repayment of lease liabilities	償還租賃負債	(9,349)	(10,912)
Interest paid	已付利息	(2,098)	(1,550)
Government grants received	收到政府補助金	168	1,022
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用的現金淨額	(11,279)	(11,440)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加/(減少)淨額	12,657	(60,359)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	於年初之現金及現金等價物	62,269	122,342
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動影響	(522)	286
CASH AND CASH EQUIVALENTS AT END OF THE YEAR (note 22)	於年終之現金及現金等價物，即指銀行結存及現金(附註22)	74,404	62,269



Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. General

BaWang International (Group) Holding Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its immediate holding company is Fortune Station Limited (“Fortune Station”), which is incorporated in the British Virgin Islands (the “BVI”) and is owned as to: (1) 49.57% by Heroic Hour Limited, a company that is beneficially owned as to 22.00% by Mr. CHEN Zheng He, the chief executive officer and an executive director of the Company, and 78.00% by Mr. CHEN Zheng He’s six brothers and sisters; and (2) 50.43% by Mr. CHEN Qiyuan, the chairman of the board of directors of the Company (the “Directors”).

The address of the registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business is at Bawang Industrial Park, 468 Guanghua 3rd Road, Baiyun District, Guangzhou, 510450, the People’s Republic of China (the “PRC”).

The principal activities of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) are manufacturing and sales of the household and personal care products.

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in Renminbi (“RMB”), which is the functional currency of the principal subsidiaries of the Group where the primary economic environment is in the PRC. Other than the subsidiaries established in the PRC which functional currencies are RMB, the functional currency of the Company and other subsidiaries is Hong Kong dollars (“HK\$”).

1. 一般資料

霸王國際(集團)控股有限公司(「本公司」)於開曼群島註冊成立為獲豁免的有限公司並且在香港聯合交易所有限公司(「聯交所」)上市。其直接母公司為在英屬處女群島(「英屬處女群島」)註冊的Fortune Station Limited(「Fortune Station」)，其股份受益人(1) Heroic Hour Limited擁有49.57%，該公司的22.00%股權由本公司之執行董事及首席執行官陳正鶴先生實益持有，而餘下之78.00%則由陳正鶴先生之六位弟妹實益持有；及(2)本公司的董事會主席陳啟源先生擁有50.43%(「董事」)。

本公司註冊辦事處的地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，主要營業地點為中華人民共和國(「中國」)廣州市白雲區廣花三路468號霸王工業園，郵編510450。

本公司及其附屬公司(以下統稱為「本集團」)的主要從事生產及銷售家用及個人護理產品業務。

本集團每一個實體的財務報表所列項目均使用該實體所處的主要經濟環境的貨幣(「功能貨幣」)來計量。綜合財務報表以人民幣(「人民幣」)表示，人民幣是本集團主要子公司在中國的主要經濟環境下的功能貨幣。除在中國境內設立的以人民幣為記賬本位幣的子公司外，本公司及其他子公司的記賬本位幣為港幣(「港幣」)。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2. Application of New and Amendments to International Financial Reporting Standards (“IFRS(s)”)

In the current year, the Group has applied, for the first time, the following amendments to International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (the “IASB”) and the IFRS Interpretations Committee (“IFRIC”) of the IASB which are effective for the Group’s financial year beginning 1 January 2022:

Amendments to IFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to IFRS 3	Reference to Conceptual Framework
Amendments to IAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendment to IFRSs	Annual improvement to IFRSs 2018 – 2020

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

2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)

本年度，本集團首次應用如下由國際會計準則理事會(「國際會計準則理事會」)和國際財務報告準則詮釋委員會(「國際財務報告準則詮釋委員會」)發佈的國際財務報告準則(「國際財務報告準則」)之修訂本。該等修訂本自本集團二零二一年一月一日起的財務年度開始生效。

國際財務報告準則第16號之修訂本	二零二一年六月三十日以後，於新型冠狀病毒有關的租金優惠
國際財務報告準則第3號之修訂本	對概念框架的提述
國際會計準則第16號之修訂本	物業、廠房及設備：未作擬定用途前之所得款項
國際會計準則第37號之修訂本	虧損合約－履行合約的成本
國際財務報告準則之修訂本	國際財務報告準則二零一八年至二零二零年周期之年度改進

本年度應用國際財務報告準則之修訂本並無對本集團於當前及過往期間的財務表現及狀況及／或該等綜合財務報表載述的披露造成任何重大影響。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2. Application of New and Amendments to International Financial Reporting Standards (“IFRS(s)”) (Continued)

New and amendments to IFRSs issued but not yet effective

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

IFRS 17 (including the June 2020 and December 2021 amendments to IFRS 17)	Insurance Contracts ¹
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ²
Amendments to IAS 1	Non-current Liabilities with Covenants ²
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to IAS 8	Definition of Accounting Estimates ¹
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂國際財務報告準則

本集團並未提早採納以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則及詮釋：

國際財務報告準則第17號	保險合同及相關修訂 ¹
國際財務報告準則第16號之修訂本	銷售中的租賃負債及售後回租 ²
國際財務報告準則第10號及國際會計準則第28號之修訂本	投資者與其聯營公司或合資公司之間的資產銷售或注資 ³
國際會計準則第1號之修訂本	流動負債及非流動負債的分類 ²
國際會計準則第1號之修訂本	非流動負債契約 ²
國際會計準則第1號之修訂本和國際財務報告準則實務公告第2號	會計政策披露 ¹
國際會計準則第8號之修訂本	會計估計的定義 ¹
國際會計準則第12號之修訂本	從一個單獨的事務引出的與資產和負債相關的遞延稅 ¹



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

2. Application of New and Amendments to International Financial Reporting Standards (“IFRS(s)”) (Continued)

New and amendments to IFRSs issued but not yet effective (Continued)

- ¹ Effective for annual periods beginning on or after 1 January 2023.
- ² Effective for annual periods beginning on or after 1 January 2024.
- ³ Effective for annual periods beginning on or after a date to be determined.

The Directors anticipate that, the application of other new and amendments to IFRSs will have no material impact on the results and the financial position of the Group.

3. Significant Accounting Policies

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis.

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

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal (or most advantageous) market at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

已頒佈但尚未生效的新訂及經修訂國際財務報告準則(續)

- ¹ 二零二三年一月一日起或之後開始之年度期間生效
- ² 二零二四年一月一日起或之後開始之年度期間生效
- ³ 適用於自某日起或之後的年度期間

本公司董事預期，應用新訂及經修訂國際財務報告準則將不會對本集團業績及財務狀況產生重大影響。

3. 主要會計政策

本綜合財務報表乃根據國際會計準則委員會發佈的國際財務報告準則編製。此外，本綜合財務報表包括了聯交所證券上市規則(「上市規則」)和香港公司條例要求的適用披露事項。

綜合財務報表按歷史成本基準而編製。

歷史成本通常基於就交換貨品而支付代價的公允價值。

公允價值是於計量日期市場參與者間在主要市場(或最有利的市場)按照現行市況(即平倉價)進行的有序交易所出售資產所收取或轉讓負債須支付的價格，不論該價格是否直接可觀察或使用另一估值技術估計所得。有關公允價值計量的詳情於下文所載會計政策中解釋。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

The significant accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries.

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

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

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

Income and expenses of subsidiaries are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

3. 主要會計政策(續)

主要會計政策載列如下：

綜合賬目之基準

綜合財務報表包括本公司及受其控制實體(即其子公司)的財務報表。

控制乃指本集團擁有：(i)權力支配被投資方；(ii)藉對被投資方的參與而有權改變由其獲取的回報；及(iii)藉對該被投資方行使權力而有能力影響本集團回報。

倘有事實及情況顯示上述三項控制因素中有一項或以上出現變化，本集團將重新評估其是否對投資對象擁有控制權。

當本集團取得附屬公司之控制權時，該等附屬公司之賬目開始合併，而當本集團失去附屬公司之控制權時終止合併。

附屬公司之收入及開支自本集團取得控制權之日起至本集團失去控制權之日計入綜合損益表的其他全面收益中。

集團內部各實體之間之資產及負債、所有者權益、收入、開支以及現金流量，將於綜合賬目時悉數對消。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Revenue from contracts with customers

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

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

The Group recognised revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods underlying the particular performance obligation is transferred to customers.

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

3. 主要會計政策(續)

收入確認

收入確認用以描述向客戶轉讓約定貨物的金額，該金額反映了實體預期有權以該等貨物換取的對價。具體來說，該集團採用5個步驟來確認收入：

- 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)本公司滿足履約義務時確認收入

當(或於)滿足履約義務時，本集團確認收入，即於特定履約義務的相關商品或服務的「控制權」轉讓予客戶時確認。

履約義務指個別的商品(或一組商品)或大致相同的個別商品或服務。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Revenue from contracts with customers (Continued)

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

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

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

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

3. 主要會計政策(續)

收入確認(續)

控制權隨時間轉移，而倘滿足以下其中一項標準，則收入乃參照完全滿足相關履約義務的進展情況而隨時間確認。

- 隨本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團之履約創建或強化一資產，該資產於創建或強化之時即由客戶控制；或
- 本集團之履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約之款項具有可執行之權利。

否則，收入於客戶獲得個別商品或服務控制權的時間點確認。

收入是根據與客戶簽訂的合同中規定的對價計算的，不包括代表第三方收取的款項、折扣和與銷售有關的稅費。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Revenue from contracts with customers (Continued)

Contract assets and contract liabilities

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

A contract liability represents the Group's obligation to transfer goods to a customer for which the Group has received consideration from the customer.

For a single contract with the customer, either a net contract asset or a net contract liability is presented.

The Group recognised revenue from the sales of goods including (i) hair-care products; (ii) skin-care products; and (iii) other household and personal care products.

Sales of goods

Revenue from sales of goods is recognised at the point when control of the products has transferred, being when the products are delivered to the customers and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

Right of return

When a contract provides a customer with a right to return the goods within a specified period, the consideration received from the customer is variable because the contract allows the customer to return the products. The Group uses the expected value method to estimate the goods that will be returned. For goods expected to be returned, the Group presents a refund liability as "Refund liabilities" and an asset for the right to recover products from a customer as "Right to returned goods asset".

3. 主要會計政策(續)

收入確認(續)

合約資產與合約負債

合約資產指本集團就向客戶換取本集團已轉讓的商品或服務收取代價的權利(尚未成為無條件)。其根據國際財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需時間推移。

合約負債指本集團因已自客戶收取代價，而須轉讓商品予客戶之責任。

對於與客戶的單個合同，要麼顯示淨合同資產，要麼顯示淨合約負債。

集團確認銷售產品的收入，包括(i)護髮產品；(ii)護膚產品；(iii)其他家庭和個人護理用品。

貨物銷售

當產品的控制權轉移時，即產品交付給客戶時，而且沒有會影響客戶對產品接受的未履行義務，銷售產品的收入才會被確認。

退貨權利

當合同規定客戶有權在規定期限內退貨時，從客戶處收到的對價是可變的，因為合同允許客戶退貨。本集團使用期望值法來估計將被退回的貨物。對於預計將被退回的貨物，本集團將退款責任列為「償還負債」，將從客戶收回產品的權利列為「退回存貨之權利」。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Leasing

Definition of a lease

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

The Group as lessee

For contracts entered into or modified on or after the date of initial application of IFRS16, the Group assesses whether a contract is or contains a lease, at inception of the contract or modification date, as appropriate. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease liabilities

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

Lease payments included in the measurement of the lease liability comprise fixed lease payments (including in-substance fixed payments).

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

3. 主要會計政策(續)

租賃

租賃的定義

如果合約賦予客戶在一段時期內控制特定資產的使用的權利以換取對價，則該合約屬租賃或包含租賃。

本集團作為承租人

對在國際財務報告準則第16號之開始日或之後簽訂或修改的合同，集團在合同開始時或之後簽訂或修改日評估合約是否為或包含租賃。本集團就其為承租人的所有租賃安排，確認一項使用權資產和相應的租賃負債，但短期租賃(定義為自生效日期始租期不超過12個月的租賃且不包含購買選擇權)和低價值資產租賃除外。就該等租賃而言，本集團於有關租賃期內以直線法將與該等相關之租賃付款確認為營運費用，除非另一系統化基準更能體現耗用租賃資產所產生的經濟利益的時間模式則除外。

租賃負債

於生效日期，本集團按當日尚未支付的租賃付款的現值計量租賃負債。租賃付款乃採用租賃中的內含利率進行折現。如果這個利率不容易確定，本集團將使用其增量借款利率。

租賃付款包括在由固定租賃付款(包括實質固定付款)的租賃負債的計量中。

租賃負債在簡明綜合財務報表中單獨列示。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Leasing (Continued)

Lease liabilities (Continued)

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

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

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

3. 主要會計政策(續)

租賃(續)

租賃負債(續)

租賃負債其後按調增賬面價值以反映租賃負債利息(使用實際利率法)和調減賬面值以反映所作出租賃付款額的方式計量。

倘出現以下情況，本集團重新計量租賃負債(並就相關使用權資產作出相應調整)：

- 租賃期有所變動或發生重大事件或情況變動導致行使購買選擇權的評估發生變化，在此情況下，租賃負債透過採用經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因指數或利率變動或有擔保剩餘價值下預期付款變動而出現變動，在此情況下，租賃負債採用初始貼現率貼現經修訂租賃付款而重新計量(除非租賃付款乃由於浮動利率變動而有所變動，則在此種情況下，採用經修訂貼現率)。
- 租賃合約已修改且租賃修改不作為一項單獨租賃入賬，在此情況下，租賃負債透過採用於修改生效日期的經修訂貼現率貼現經修訂租賃付款而重新計量。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Leasing (Continued)

Right-of-use assets

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date and any initial direct costs, less lease incentives received.

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

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

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

Lease modification

The Group accounts for a lease modification as a separate lease if:

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

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

3. 主要會計政策(續)

租賃(續)

使用權資產

使用權資產包括租賃負債的初始計量金額，於生效日期或之前作出的任何租賃付款，以及產生的任何初始直接成本，減去收到的租賃激勵。

使用權資產按成本減去累計折舊和減值損失後的價值重新計量。使用權資產按租期和相關資產的可使用年限內較短者折舊。折舊自租賃生效之日起計算。

本集團在簡明綜合財務報表中單獨列有使用權資產的項目。

本集團應用國際會計準則第36號，以確定資產使用權是否減值，並已確認任何的減值損失。

租賃修改

倘存在以下情形，本集團將租賃修改作為獨立租賃入賬：

- 該項修改增加使用一項或多項相關資產的權利，從而擴大了租賃範圍；及
- 調增租賃代價，增加的金額相當於範圍擴大對應的單獨價格，加上按特定合約的實際情況對該單獨價格作出的任何適當調整。

對於不作為一項單獨租賃入賬的租賃修訂，於租賃修訂生效日期，本集團根據經修訂租賃的租期，通過使用經修訂的貼現率對經修訂的租賃付款額進行貼現以重新計量租賃負債。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

3. 主要會計政策(續)

外幣

於編製個別集團實體之財務報表時，以該實體之功能貨幣(即該實體運營的主要經濟環境的貨幣)以外幣(外幣)進行之交易乃按交易當日之通行匯率折算確認。於呈報期末，以外幣列值之貨幣項目按該日之通行匯率重新換算。以外幣列值按歷史成本計量之非貨幣項目不予重新換算。

結算貨幣項目及貨幣兌換項目所產生之匯兌差異於其產生期間內在損益中確認。

就呈列綜合財務報表而言，本集團之海外業務資產及負債採用呈報期末之通行匯率換算為本集團之呈列貨幣(即人民幣)。否則收入及開支項目按年內之平均匯率換算。所產生之匯兌差額(如有)於其他全面收益內確認並累計入權益項下之匯兌儲備中。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Borrowing costs

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

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

Government grants

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

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

Retirement benefit costs and termination benefits

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

3. 主要會計政策(續)

借款成本

可直接歸屬於購買、建造或者生產符合條件的資產的借款成本，指需要經過相當長的時間週期來達到他們的預定可使用狀態或者可銷售狀態的資產。直至達到他們的預定可使用狀態或者可銷售狀態時作為資產增加到這些資產的成本中。

借款成本於產生期間會於損益中確認。

政府補助

在合理地保證本集團會遵守政府補助的附帶條件以及將會得到資助後，政府補助方會予以確認。

用作補償本集團已產生開支或虧損或旨在為本集團提供即時財務資助(而無未來相關成本)之應收政府補助，乃於其成為可收取之期間於損益確認。

退休福利成本和辭退福利

支付給國家管理的退休福利計劃及強制性公積金計劃「強積金計劃」被認為是當僱員提供使其有權獲得有關供款的服務時在損益中確認為開支。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Short-term and other long-term employee benefits

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

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

Taxation

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

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

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

3. 主要會計政策(續)

短期和其他長期僱員福利

僱員就工資和薪金於提供服務期間按預期就服務所支付的福利未折現金額而確認為負債。

有關短期僱員福利的負債確認，於提供服務期間按預期就服務所支付的福利未折現金額予以計量。

稅項

所得稅支出指應繳即期稅項及遞延稅項之總和。

應繳即期稅項根據本年度之應課稅溢利計算。應課稅溢利與綜合損益表中其他全面收益呈報的稅前溢利不同，乃基於其並無計入其他年度應課稅收入或可扣稅開支以及無需課稅及不獲扣稅之項目所致。本集團之即期稅項負債乃按呈報期末已訂定或大致訂定之稅率計算。

遞延稅項乃於綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者間之暫時性差異確認。遞延稅項負債一般按所有應課稅暫時性差異確認。遞延稅項資產一般按可能會出現可用作抵銷可扣稅暫時性差異之應課稅溢利就所有可扣稅的暫時性差異確認。倘暫時性差異乃初始確認一項交易中的資產及負債所產生但不影響應課稅溢利或會計溢利，則不會確認該等遞延資產及負債。



Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Taxation (Continued)

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

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

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

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

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

Current and deferred tax are recognised in profit or loss.

3. 主要會計政策(續)

稅項(續)

遞延稅項負債乃按附屬公司投資有關之應課稅臨時差額確認，惟若本集團可控制臨時差額之回撥及臨時差額很有可能不會於可見將來回撥之情況除外。有關該等投資及權益之可扣除暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可動用暫時差額利益且預計於可見將來撥回時確認。

遞延稅項資產及負債乃根據於呈報期末時已頒佈或實際已頒佈之稅率(及稅法)，按預期於清償負債或變現資產期間適用之稅率計算。

遞延稅項負債及資產之計算反映本集團預期於呈報期末時收回或償還其資產及負債之賬面值所產生之稅務後果。

為計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延所得稅，集團首先確定稅收減免是否歸屬於使用權資產或是租賃負債。

對於因租賃負債而導致稅收減免的租賃交易，本集團對使用權資產和租賃負債分別適用國際會計準則第12號所得稅要求。有關資產使用權和租賃負債的暫時性差異，在初步確認時及超過租賃期，因申請初步確認豁免而不予確認。

即期及遞延所得稅項於損益中確認。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Property, plant and equipment

Property, plant and equipment other than properties under construction are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Ownership interests in leasehold land and buildings

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as “right-of-use assets” in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to allocate the cost of items of property, plant and equipment other than construction in progress and immature bearer plants less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group’s accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

3. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備乃以成本值減隨後累計折舊及隨後累計減值損失(如有)於綜合財務狀況表列賬。

租賃土地和建築物的所有權權益

當本集團就包括租賃土地及建築物部分的物業之所有權權益款項，無法可靠地於租賃土地及建築物部分之間分配，整體對價在租賃土地和建築物部分之間按比率進行分配，按照相對公允價值作為初始確認金額。在某種程度上可以可靠地分配有關款項的，租賃土地之權益在綜合財務狀況表中列示為「使用權資產」。當整體對價不能合理地在非租賃建築物部分和非租賃土地下的未分割權益之間分配時，整體物業被分類為物業，廠房及設備。

折舊於其估計可使用年期內撤銷廠房及設備之成本減其估計剩餘價值後以直線法確認。估計可使用年期、剩餘價值及折舊方法於每個呈報期末審查，其估計變動之影響按未來適用基準入賬。

物業指用作生產、供應或行政用途乃按成本值減任何已確認減值虧損列賬。成本包括專業費用，符合條件之資產需根據本集團會計政策將貸款成本資本化。該等物業需在完工後合適地分類至物業、廠房及設備。相關的折舊亦應根據其他物業資產的基準，在該等物業可供其擬定用途時入賬。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Property, plant and equipment (Continued)

Ownership interests in leasehold land and buildings (Continued)

Bearer plants are classified as immature until the produce can be commercially harvested. At that point, immature bearer plants are reclassified to bearer plants and depreciation commences. Immature bearer plants are measured at accumulated costs.

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

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Inventories

Inventories are measured at the lower of cost and net realisable value. Costs of inventories are calculated using the weighted average method, and include expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In case of manufactured inventories and work in progress, cost includes an appropriate share of the production overheads based on normal operating capacity. Net realisable value of inventories represents the estimated selling price in the ordinary course of business less all estimated costs of completion and costs necessary to make the sale.

The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

3. 主要會計政策(續)

物業、廠房及設備(續)

租賃土地和建築物的所有權權益(續)

生產性植物被歸類為不成熟，直到能產生商業收穫。此時，不成熟的生產性植物被重新分類為生產性植物並開始計提折舊。不成熟的生產性植物以累計投入的成本計量。

一項物業廠房和設備報廢或者將來預期繼續使用該項資產不會帶來經濟效益時被終止確認。任何有報廢或者設備的退出所帶來的收入或者損失於銷售收入和該項資產的賬面價值之間的差異被確認為利潤或者損失。

研究及開發支出

研究活動之支出於其發生期間確認為費用。

存貨

存貨以成本與可變現淨值的較低者計量。存貨成本按加權平均成本原則決定，並包括購入存貨、生產或轉換成本及其他將其運送至現有地點及狀況所產生的開支。就製成品及在製品而言，成本包括按正常產能計算，按照適當比例分配的生產製造費用。可變現淨值指存貨的估計售價減估計全部完工成本及必要的銷售開支。

存貨撇減至可變現淨值之減幅及所有存貨損失均於撇減或損失產生期間確認為開支。任何已撇減存貨之撥回金額，在作為撥回期間內確認為減少已確認為開支的存貨金額。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Cash and cash equivalents

In the consolidated statement of financial position, cash and bank balances comprise cash (i.e. cash on hand and demand deposits) and cash equivalents. Cash equivalents are short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather for investment or other purposes.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents, as defined above, net of outstanding bank overdraft which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the consolidated statement of financial position.

Investments in subsidiaries

Investments in subsidiaries are stated on the statement of financial position of the Company at cost less accumulated impairment loss.

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

3. 主要會計政策(續)

現金及現金等價物

在合併財務狀況報表中，現金和銀行結餘包括現金(即手頭現金現金和需求存款)和現金等價物。現金等價物是短期的(一般存款期為三個月或以下)，高流動性的投資，很容易轉換為已知金額的現金，並受到輕微的風險價值變化。持有現金等價物的目的是滿足短期現金承諾，而不是用於投資或其他用途。

就綜合現金流量表而言，現金及現金等價物由上文所定義之現金和現金等價物減去未償還的即付即還的銀行透支餘額構成本集團的現金管理，這種透支列示在綜合財務狀況表的短期借款位置。

對附屬公司的投資

對附屬公司的投資按成本扣除累計減值損失列示於本公司財務狀況表。

金融工具

當一間集團實體成為金融工具合約條款的一方時，金融資產及金融負債須於綜合財務狀況表中進行確認。

金融資產及金融負債初步按公允價值計量，但因初始計量根據國際財務報告準則15號合約客戶而產生的貿易應收賬款除外。初步確認時，直接歸於收購或發行金融資產及金融負債的交易成本須加入該等金融資產或金融負債的公允價值或從中扣除(如適用)。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. The Group's financial assets are classified, at initial recognition, as subsequently measured at amortised cost.

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

Financial assets at amortised cost (debt instruments)

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

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產

所有常規買賣之金融資產乃按交易日期確認及終止確認。以常規方式買賣指須根據市場規則或慣例所規定之限期內交付資產之金融資產買賣。

所有認可金融資產隨後均按攤銷成本或公允價值(視金融資產類別而定)整體計量。金融資產在初始確認時分類，隨後按攤餘成本計量。

初始確認時的金融資產分類取決於金融資產的契約現金流特徵和集團管理這些資產的業務模式。

按攤銷成本計算的金融資產(債務工具)

如符合下列兩項條件，本集團隨後會按攤銷成本計算金融資產

- 金融資產是在一個商業模式內持有的，該商業模式的目標是持有金融資產，以收合同現金流；以及
- 金融資產的合同條款在特定日期產生現金流，這些現金流僅是未償付本金的本金和利息的支付。

按攤銷成本計算的金融資產隨後採用有效利息法進行計量，並可能出現減值。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Amortised cost and effective interest method

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

For financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses (“ECL”), through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

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

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

Interest income is recognised in profit or loss and is included in the “Other income” line item (note 8).

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

攤銷成本與實際利率法

實際利率法乃計算相關期間內債務工具之攤銷成本及分配利息收入之方法。

對於金融資產，實際利率指確切折現金融資產之預計可使用年期或較短期間(如適用)內估計未來現金收入(包括構成實際利率不可或缺部分之已付或已收之一切費用及利率差價、交易成本及其他溢價或折讓)不包括預期信貸損失(「預期信貸損失」)，至初步確認賬面淨值之利率。

金融資產的攤銷成本是指金融資產在初始確認時的攤銷金額減去本金償還額，再加上使用實際利率法計算的累積攤銷金額，即該初始金額與到期金額之間的任何差額，並根據任何損失備抵額進行調整。金融資產的賬面總額是指金融資產在調整損失備抵前的攤銷成本。

利息收入乃按攤銷成本計算的債務工具的實際利率法確認。對於後來信用受損的金融資產，利息收入按該金融資產的實際利率攤銷成本確認。如在其後的報告期內，信貸受損金融工具的信貸風險有所改善，以致該金融資產不再受信貸受損，則利息收入會按該金融資產賬面價值的實際利率計算。

利息收入確認為損益，並包括在「其他收入」項目內(附註8)。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

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

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

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

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's operations.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值

本集團認可按攤銷成本計算的債務工具投資預期信貸損失撥備。預期信貸損失金額在每個報告日更新，以反映自初步確認有關金融工具以來信貸風險的變化。

本集團一向認可貿易應收賬款的使用期預期信貸損失。預期信貸損失提供這些金融資產估計使用矩陣根據集團的歷史信用損失的經驗，調整的特定於債務人的因素，綜合經濟條件和評估當前和預測的方向在報告日期條件，包括在適當的地方貨幣的時間價值。

對於所有其他金融工具，本集團計算相當於12個月預期信貸損失的損失備抵額，除非自首次確認以來信貸風險顯著增加，否則本集團確認的是使用期預期信貸損失。對使用期預期信貸損失是否應予以確認的評估，是基於自初始確認以來發生違約的可能性或風險的顯著增加。

信貸風險顯著增加

在評估信貸風險的金融工具是否顯著增加自首次承認，該集團比較違約發生的風險的金融工具在報告日期發生違約的風險在金融工具的初始確認的日期。在作出這一評價時，本集團考慮到合理和可支持的數量和質量資料，包括歷史經驗和前瞻性資料，這些資料無需付出不必要的代價或努力即可獲得。前瞻性信息考慮包括集團債務人所在行業未來前景的運營，以及考慮各種外部實際資源和有關集團運營的經濟預測信息。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Significant increase in credit risk (Continued)

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular debtor, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor, or the length of time or the extent to which the fair value of a financial asset has been less than its amortised cost;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic; or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

信貸風險顯著增加(續)

特別是在評估信貸風險自最初確認以來是否顯著增加時，考慮到下列資料：

- 金融工具的外部(如有)或內部信用評級實際或預期顯著惡化；
- 針對特別債務人的信貸風險的外部市場指標明細惡化，例如，一項信貸差價的顯著增加，債務人信貸違約互換的價格，或期限加長或者延長至一項金融資產的公允價值已顯著低於其攤餘成本；
- 經營、財務、經濟狀況發生可能導致債務人償債能力顯著下降的現有或者預測的不利變化；
- 債務人經營成果實際或者預期顯著惡化的；
- 同一債務人的其他金融工具信貸風險顯著增加的；
- 債務人在監管、經濟或技術環境中發生的實際或預期的重大不利變化，導致債務人履行債務的能力顯著下降。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) the debt instrument has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when the asset has external credit rating of 'investment grade' in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

信貸風險顯著增加(續)

不論上述評估的結果如何，除非本集團有合理和可支持的資料證明並非如此，否則本集團假定，自首次確認合約付款逾期超過30天以來，金融資產的信貸風險已顯著增加。

儘管有上述情況，本集團假定，如果在報告日期確定金融工具的信貸風險較低，則該金融工具的信貸風險自最初確認以來沒有顯著增加。確定一個債務工具信貸風險較低，如果(i)債務工具有一個低違約風險，(ii)借款人有很強的能力在短期內滿足其義務合同現金流，和(iii)不良長期的經濟和商業環境的變化，但並不一定會降低借款人的能力履行其合同現金流的義務。本集團認為，如果債務的外部信用評級為「投資級」(符合全球公認的定義)，或如果沒有外部評級，則該資產的內部評級為「履行」，則該金融資產的信貸風險較低。履行是指交易對手擁有強大的財務實力，沒有過去到期的款項。

本集團定期監測用於確定信貸風險是否顯著增加的標準的有效性，並酌情修訂這些標準，以確保這些標準能夠在貸款逾期前確定信貸風險的顯著增加。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Definition of default

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

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

違約之定義

本集團認為以下事項構成內部信貸風險管理方面的違約事件，因為歷史經驗顯示，符合以下任何一項準則的應收賬款一般是不可收回的：

- 債務人違反財務契約的；或
- 內部開發或從外部來源獲得的信息表明，債務人不太可能向包括本集團在內的債權人全額支付債務（不考慮本集團持有的任何抵押）。

不管以上的分析，本集團認為，金融資產逾期超過90天即發生違約，除非本集團有合理和可支持的信息證明較遲的違約標準更為合適。

信用損失金融資產

當一個或多個事件對該金融資產的未來現金流量估計產生不利影響時，該金融資產即為信用損失。金融資產信用受損的證據包括以下可觀察到的數據：

- 債務人有重大財務困難的；
- 違約，如違約或逾期事件；
- 債務人有可能破產或進行其他財務重組；或
- 由於財政困難，該金融資產的活躍市場消失了。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date and other relevant forward-looking information.

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

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

註銷政策

當有資料顯示債務人有嚴重的財政困難，而且沒有實際的回收前景時，集團會註銷一項金融資產，例如：交易對方被清算或者進入破產程序的。根據本集團的追討程序，在適當情況下，考慮到法律意見，註銷的金融資產仍可能受到執行活動的影響。任何收回的款項均確認為損益。

預期信貸損失的計量和確認

預期信貸損失的計量是違約概率、違約損失率(即違約時損失程度)和違約風險的函數。違約概率和違約造成損失的評估是基於由前瞻性資料如上述調整的歷史數據。對於金融資產的違約風險，則以資產在報告日期的賬面總值及其他有關前瞻性資料表示。

對於金融資產，預期信貸損失估計為根據合約中應付本集團之所有合同現金流與本集團預期收到的所有現金流之間的差額(按最初實際利率折現)。

如本集團在上一個報告期間已計算一項財務工具的損失備抵額，其金額相當於使用期預期信貸損失，但決定在當前報告日期壽命內的預期信貸損失的條件不再滿足，本集團計量損失備抵額的金額相當於當前報告期的12個月的預期信貸虧損，使用了簡化計量方法的資產除外。

本集團對所有金融工具在損益表中確認撥備利得或損失，通過損失備抵賬戶對其賬面價值作相應調整。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

終止確認金融資產

當從金融資產收取現金流之合約權利已屆滿，或當本集團向另一方轉移金融資產及其擁有權之絕大部份風險及回報時，方會終止確認金融資產。

一項金融資產終止確認以攤餘成本計量，資產賬面金額與已收及應收代價及已於其他全面收益確認並於權益累計之累積盈虧之總和之差額，會於損益中確認。

金融負債及權益工具

重分類為債券或權益

集團實體發行之債務及股權工具按所訂立之合約安排性質，以及金融負債及股權工具之定義分類為金融負債及股權。

權益工具

權益工具為證明一間實體的資產經扣除其所有負債後之剩餘權益的任何合約。本集團發行之股權工具以扣除直接發行成本後之已收所得款項確認。

金融負債

所有的金融負債使用實際利率法按攤銷成本計算。



Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at fair value through profit or loss, are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

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

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

3. 主要會計政策(續)

金融工具(續)

金融負債及權益工具(續)

金融負債持續以攤銷成本計量

金融負債不是(i)業務合併收購對價的或有負債，(ii)持有交易，或(iii)以公允價值計入損益之金融資產，隨後用實際利率法按照攤銷成本計量。

實際利率法為計算有關期間金融負債之攤銷成本及分配利息開支之方法。實際利率乃準確將金融負債在預計年期或較短期間(如適用)內產生之估計未來現金付款(包括所支付或所收取構成實際利率一部份之所有費用及息差、交易成本及其他溢價或折現)折現至金融負債之攤銷成本。

終止確認金融負債

當且僅當本集團之債務獲解除、撤銷或屆滿時，本集團方會終止確認金融負債。終止確認之金融負債賬面金額與已付及應付代價(包括已轉移的非現金資產或已承擔的負債)之差額會於損益中確認。

計提準備

倘本集團因過往事件而須承擔現有法律責任或推定責任，且本集團極有可能須履行該責任，並能可靠地估計所須承擔之金額，則須確認計提準備。

確認為計提準備之金額乃呈報期間未履行現時責任所需代價之最佳估計，並計及有關責任之風險及不確定因素。當計提準備按履行現時責任估計所需之現金流量計量時，其賬面值為有關現金流量之現值(當貨幣時間價值之影響為顯著)。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

3. Significant Accounting Policies (Continued)

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

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

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

3. 主要會計政策(續)

物業、廠房及設備和使用權資產之減值損失

於呈報期末，本集團審閱其物業、廠房及設備和使用權資產之賬面值以釐定是否有任何跡象顯示該等資產已蒙受減值損失。倘存在任何該等跡象，將對資產之可收回金額作出估計以確定減值損失(如有)之程度。倘無法估計個別資產之可收回金額，本集團將估計該資產所屬之現金產生單位之可收回金額。倘可辨識到合理及一致之分配基準，企業資產亦分配到個別現金產生單位或彼等獲分配到可辨識合理及一致之分配基準之現金產生單位最小之組別。

可收回金額乃公允價值減處置成本及使用價值兩者中之較高者。評估使用價值時，估計之未來現金流量在未作出調整時應按當時市場對貨幣時間值及該資產特定風險之估計之稅前折現率折現至其現值。

倘估計一項資產(或現金產生單位)之可收回金額低於其賬面值，該資產(或該現金產生單位)之賬面值將減少至其可收回金額。減值損失將即時於損益確認。

倘減值損失於其後撥回，其資產之賬面值(或現金產生單位)將增加至其經修訂之估計可收回金額，惟所增加賬面值不得超過過往年度該資產(或現金產生單位)沒有減值損失情況下所釐定之賬面值。減值損失撥回即時被確認為收入。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. Critical Accounting Judgement and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make judgements, estimates and assumptions about the amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. 關鍵會計判斷和估計不確定因素之主要來源

本集團於應用附註3所述之會計政策時，本公司董事須就該等資產、負債、收入和支出報告及綜合財務報表作出的披露作出判斷、估計及假設。該等估計及相關假設乃根據董事過往經驗及其認為相關之其他因素而作出。實際結果與估計可能出現誤差。

該等估計及相關假設按持續基準進行審閱。會計估計之修訂乃於作出修訂估計之期間內確認(倘修訂僅影響該期間)，或於修訂期間及未來期間確認(倘修訂影響本期及未來期間)。

估計不確定因素之主要來源

於呈報期末就未來和其他估計的不明朗因素的主要來源所作出的主要假設，此等假設足以致使下一個財政年度的資產及負債賬面值發生重大調整的風險，列載如下。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. Critical Accounting Judgement and Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty (Continued)

Impairment of trade receivables

The impairment of trade receivables is based on assumptions about ECL. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, bases on the number of days that an individual receivable is outstanding as well as the Group's historical experience, existing market conditions of the industry in which the debtors operated and forward-looking information at the end of the reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income. At 31 December 2022, the carrying amount of trade receivables was approximately RMB14,281,000 (2021: RMB19,969,000), net of allowance for impairment of trade receivables of approximately RMB4,997,000 (2021: RMB7,990,000). During the year ended 31 December 2022, reversal of impairment loss of trade receivables of approximately RMB2,993,000 (2021: impairment loss of trade receivables of approximately RMB940,000) was recognised.

4. 關鍵會計判斷和估計不確定因素之主要來源(續)

估計不確定因素之主要來源(續)

貿易應收款項之減值

貿易應收款項的減值準備是基於對預期信貸損失的假設。本集團在作出這些假設和選擇減值計算的投入時，會根據個別應收賬款未清償的天數，以及本集團在報告期末的歷史經驗債務人經營所在行業的現行市場情況和前瞻性資料，作出判斷。這些假設和估計數的改變可能會對評估結果產生重大影響，因此可能有必要在綜合損益及其他全面收益表的合併報表中追加減值費用。於二零二二年十二月三十一日，應收賬款賬面價值約為人民幣14,281,000元(二零二一年：人民幣19,969,000元)，應收賬款減值準備淨額約人民幣4,997,000元(二零二一年：人民幣7,990,000元)。截至二零二二年十二月三十一日止年度內，回撥了約人民幣2,993,000元的貿易應收款項減值損失(二零二一年：確認了貿易應收賬款之減值損失約人民幣940,000元)。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. Critical Accounting Judgement and Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty (Continued)

Valuation of inventories

The Group makes the allowance for inventories based on assessments of the net realisable value and ageing analysis of inventories and makes allowance for obsolete and slow-moving items identified that are no longer suitable for sale. The management estimates the net realisable value for inventories based primarily on the latest invoice prices and current market conditions. As at 31 December 2022, the carrying amount of inventories was approximately RMB27,056,000 (2021: RMB40,815,000), net of accumulated allowance of approximately RMB1,239,000 (2021: RMB1,228,000). During the year ended 31 December 2022, obsolete inventories written-off and allowance for inventories of approximately RMB1,961,000 (2021: RMB1,220,000) and RMB11,000 (2021: reversal of allowance for inventories of approximately RMB357,000) were recognised, respectively.

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

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (i) whether an event has occurred or any indicators that may affect the asset value; (ii) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (iii) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs.

4. 關鍵會計判斷和估計不確定因素之主要來源(續)

估計不確定因素之主要來源(續)

存貨估值

本集團根據對存貨可變現淨值的評估和存貨的老化分析，對存貨進行備抵，並對已確定不再適合銷售的過時和滯銷項目進行備抵。管理層主要根據最新的發票價格和當前的市場狀況來估計存貨的可變現淨值。截至二零二二年十二月三十一日，存貨賬面價值約人民幣27,056,000元(二零二一年：人民幣40,815,000元)，扣除累計撥備淨值約人民幣1,239,000元(二零二一年：人民幣1,228,000元)。截至二零二二年十二月三十一日止年度內，分別確認了約人民幣1,961,000元(二零二一年：人民幣1,220,000元)的逾期存貨報廢和約人民幣11,000元的存貨減值準備(二零二一年：回撥了約人民幣357,000元的存款減值準備)。

物業、廠房及設備和使用權資產減值

物業、廠房及設備和使用權資產(如有)按成本減累計折舊和減值(如有)入賬。在確定資產是否減值時，本集團必須作出判斷和估計，特別是在評估：(i)是否發生了事件或任何可能影響資產價值的指標；(ii)資產的賬面價值是否可以由可收回金額來支撐，在使用價值的情況下，根據資產的繼續使用估計的未來現金流量的淨現值；及(iii)在估計可收回金額時，包括現金流量預測和適當的貼現率時所應用的適當關鍵假設。當不可能估計單個資產的可收回金額時，集團就估計該資產所屬的現金產生單元的可收回金額。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. Critical Accounting Judgement and Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty (Continued)

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

The future cash flow is estimated based on past performance and expectation for market development. As the current environment is uncertain, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainty. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

As at 31 December 2022, the carrying values of property, plant and equipment and right-of-use assets were approximately RMB40,515,000 and RMB31,301,000 (2021: RMB61,938,000 and RMB52,211,000) respectively. Reversal of impairment losses in respect of property, plant and equipment of approximately RMB291,000 (2021: RMB3,295,000) has been recognised for current year. No impairment losses were recognised for property, plant and equipment and right-of-use assets for the years ended 31 December 2022 and 2021.

Estimated useful life of property, plant and equipment

The Group depreciates the property, plant and equipment on a straight-line basis between the rates of 4% to 50% per annum, commencing from the date the property, plant and equipment are available for use. The estimated useful lives that the Group places the property, plant and equipment into productive use reflects the Directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. As at 31 December 2022, the carrying values of property, plant and equipment was approximately RMB40,515,000 (2021: RMB61,938,000). Depreciation of approximately RMB21,911,000 (2021: RMB21,017,000) has been recognised for the current year.

4. 關鍵會計判斷和估計不確定因素之主要來源(續)

估計不確定因素之主要來源(續)

物業、廠房及設備和使用權資產減值(續)

未來的現金流是根據過去的業績和市場發展預期(包括但不限於新冠病毒大流行的影響)估算的。由於當前環境的不確定性,估計的現金流量和貼現率具有較高的估計不確定性。改變假設和估計,包括現金流預測中的貼現率或增長率,可能對可收回金額產生重大影響。

於二零二二年十二月三十一日,物業、廠房及設備和使用權資產之賬面值分別約為人民幣40,515,000元和人民幣31,301,000元(二零二一年:人民幣61,938,000元和人民幣52,211,000元)。回撥有關物業、廠房及設備的減值損失約人民幣291,000元(二零二一年:人民幣3,295,000)並已被確認於當前年度。於二零二二年和二零二一年十二月三十一日止,無物業、廠房和設備及使用權資產於本年度被確認減值損失。

預計物業、廠房和設備的使用壽命

本集團自物業、廠房及設備可供使用之日起,按每年4%至50%的直線折舊。本集團將物業、廠房和設備投入生產使用的預計使用壽命反映了董事對本集團打算從使用本集團財產、廠房和設備中獲得未來經濟利益的期間的估計。截至二零二二年十二月三十一日,物業、廠房和設備賬面價值約人民幣40,515,000元(二零二一年:人民幣61,938,000元)。折舊約人民幣21,911,000元(二零二一年:人民幣21,017,000元)於本年度被確認。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

4. Critical Accounting Judgement and Key Sources of Estimation Uncertainty (Continued)

Key sources of estimation uncertainty (Continued)

Income taxes

Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised, management judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered.

5. Capital Risk Management

The Group's policy is to maintain a strong capital base so as to maintain creditor and market confidence and to sustain future development of the business. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, net of time deposits, bank balances and cash and equity attributable to owners of the Company, comprising share capital and reserves.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

The Directors review the capital structure on a semi-annual basis. As part of this review, the Directors consider the cost of capital and the risks associates with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through new share issues as well as the issue of new debt or the redemption of existing debt.

4. 關鍵會計判斷和估計不確定因素之主要來源(續)

估計不確定因素之主要來源(續)

所得稅

釐定所得稅撥備涉及對若干交易日後稅務處理之判斷。本集團謹慎評估交易之稅務影響並據此製訂稅務撥備。本集團定期重新審議上述交易之稅務處理以便將所有稅法變動考慮在內，並就未動用之稅務虧損及可抵扣暫時差額確認遞延稅項資產。由於遞延稅項資產只限極可能抵扣之未來應課稅溢利時才會確認，因此需要管理層判斷獲得未來應課稅溢利之可能性。本集團定期審閱管理層之評估，倘若未來應課稅溢利可能使遞延所得稅資產收回，便會確認遞延稅項資產。

5. 資本風險管理

本集團的政策旨在維持穩健資本基礎，以保持債權人及市場信心，以及支持日後的業務發展。本集團整體策略與去年維持不變。

本集團的資本結構包括債務淨額(包括扣除銀行結存及現金)及本公司權益持有人應佔權益(包括股本和儲備)。

本公司及其任何附屬公司概不受外界資本規定限制。

本公司董事每半年會審閱資本結構。就有關審閱，董事考慮資本成本及與各級別資本相關之風險。根據本公司董事建議，本集團將透過發行新股份、發行新債務或贖回現有債務，以平衡其整體資本架構。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. Financial Instruments

(a) Categories of financial instruments

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Financial assets	金融資產		
At amortised cost (including cash and cash equivalents)	攤餘成本(包括現金和現金等價物)	141,221	134,105
Financial liabilities	金融負債		
At amortised cost	攤餘成本	75,661	81,238

(b) Financial risk management objective and policies

The Group's major financial instruments include time deposits, trade and other receivables, amount due from a related party, bank balances and cash, trade and other payables and amount due to a related party. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

6. 金融工具

(a) 金融工具類別

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Financial assets	金融資產		
At amortised cost (including cash and cash equivalents)	攤餘成本(包括現金和現金等價物)	141,221	134,105
Financial liabilities	金融負債		
At amortised cost	攤餘成本	75,661	81,238

(b) 金融風險管理目標及政策

本集團之主要金融工具包括定期存款、貿易及其他應收款項、應收關聯方款項、銀行結存及現金、貿易及其他應付款項及應付關聯方款項。該等金融工具之詳情於各附註內披露。與該等金融工具有關之風險包括市場風險(貨幣風險和利率風險)、信貸風險及流動性風險。下文載列如何降低該等風險之政策。管理層管理及監控該等風險，以確保適時及有效地採取適當措施。

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

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

6. Financial Instruments (Continued)

(b) Financial risk management objective and policies (Continued)

Market risk

Currency risk

Several subsidiaries of the Company have foreign currency sales, which expose the Group to foreign currency risk. Approximately 2% (2021: 2%) of the Group's sales is denominated in currencies other than the functional currency of the group entity making the sale. The Group currently does not have a foreign currency hedging policy. The Group will monitor foreign exchange exposure and consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

6. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險

貨幣風險

本公司旗下多間附屬公司之銷售是外幣計價，本集團因而面對外匯風險。本集團約2%(二零二一年:2%)之銷售以集團實體功能貨幣以外之貨幣計價。本集團目前並無任何外幣對沖政策。本集團會監控外匯風險，如有必要時，亦會考慮對沖重大外匯風險。

本集團以外幣計價之貨幣資產及負債於呈報期末之賬面價值如下：

		Assets 資產		Liabilities 負債	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
RMB	人民幣	1,727	4,557	7,617	7,405
HK\$	港元	649	1,685	1,067	961
United States dollars ("USD")	美元(「美元」)	2,601	1,345	—	—

In the opinion of the Directors, no sensitivity analysis is presented because the risk is considered insignificant.

根據董事們的意見，因為風險被認為不重要，故概無呈列敏感度分析。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. Financial Instruments (Continued)

(b) Financial risk management objective and policies (Continued)

Market risk (Continued)

Interest rate risk

As at 31 December 2022 and 2021, the Group is exposed to cash flow interest rate risk in relation to bank balances (see note 22). The management of the Group considered that a reasonably possible change in interest rates would not have a material impact to the Group's result.

Credit risk

As at 31 December 2022, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The credit risk of the Group mainly arises from time deposits, trade and other receivables, amount due from a related party and bank balances and cash. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

6. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

利率風險

於二零二二年及二零二一年十二月三十一日，本集團承擔之現金流利率風險涉及銀行結存及現金(附註22)。本集團之管理層認為利率有合理可能性的變動不會對集團業績產生重大影響。

信貸風險

於二零二二年十二月三十一日，本集團之最高信貸風險(因交易方未能履行責任及本集團提供之財務擔保而令本集團蒙受財務損失)來自各項金融資產於綜合財務狀況表所列之賬面值。

本集團之信貸風險主要來源於定期存款、貿易及其他應收款項、應收關聯方款項和銀行結存及現金。這些餘額之賬面值代表了本集團與金融資產相關之最高信貸風險。

為盡可能減低信貸風險，本集團之管理層已委派一支隊伍負責釐定信貸限額、審批信貸及進行其他監察程序，確保採取跟進行動以收回逾期債務。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. Financial Instruments (Continued)

(b) Financial risk management objective and policies (Continued)

Credit risk (Continued)

For trade receivables, the Group has applied the simplified approach in IFRS 9 to measure the allowance for impairment at lifetime ECL. The Group determines the ECL collectively by using a provision matrix, estimated based on historical credit loss experience, as well as the general economic conditions of the industry in which the debtors operate. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

For non trade-related amount due from a related party, the Group has assessed whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

Management considered that other receivables to be low credit risk and thus the allowance for impairment recognised during the year was limited to 12-month ECL.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies or with good reputation.

6. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

對於貿易應收款項，本集團已採用國際財務報告準則第9號中的簡化方法來衡量使用期預期信貸損失的減值準備。本集團根據歷史信用損失經驗，以及債務人經營的行業的綜合經濟狀況，採用撥備矩陣，就這些項目共同確定預期信貸損失。在這方面，董事們認為集團的信貸風險大大降低。

對於應收關聯方非貿易款項，本集團評估了自初始確認以來，信貸風險是否顯著增加。如果信貸風險顯著增加，本集團將根據使用期而非12個月的預期信貸損失來計量損失備抵額。

管理層認為應收關聯方款項的信貸風險較低，因此在年內確認的減值準備只限於12個月的預期信貸損失。

由於交易方為具有高信貸評級之銀行，因其由國際信用評級機構或有良好信譽的機構指派，故流動資金之信貸風險有限。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. Financial Instruments (Continued)

(b) Financial risk management objective and policies (Continued)

Credit risk (Continued)

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available, reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the debtor's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant changes in the expected performance and behavior of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

6. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

本集團考慮在初步確認資產時違約的可能性，以及在整個報告期間，信貸風險是否持續顯著增加。為評估信貸風險是否顯著增加，本集團將資產在報告日期發生違約的風險與初始確認日期發生違約的風險進行比較。它考慮可用的、合理的和支持性的前瞻性信息。特別是納入了以下指標：

- 內部信用評級
- 預計會對債務人履行債務的能力造成重大變化的實際或預期的業務、財務或經濟狀況重大不利變化
- 債務人運營結果中的實際或預期的重大變化
- 債務人預期業績和行為的重大變化，包括債務人在集團內的支付狀況的變化和借款人經營業績的變化。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. Financial Instruments (Continued)

(b) Financial risk management objective and policies (Continued)

Credit risk (Continued)

The Group's exposure to credit risk

The Group's current credit risk grading framework comprises the following categories:

Category 分類	Description 描述	Basis for recognising ECL 確慮預期信貸虧損的基準
Performing	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit-impaired (refer to as Stage 1)	12-month ECL
履行	交易對手之違約風險低，或自初始確認以來信貸風險沒有顯著增加及未發生信貸減值(作為階段1參考)	12個月預期信貸虧損
Doubtful	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit-impaired (refer to as Stage 2)	Lifetime ECL — not credit-impaired
呆賬	內部產生資料或外部來源顯示信貸風險自初步確認以來顯著增加但未發生信貸減值(作為階段2參考)	使用期預期信貸虧損 — 未發生信貸減值
Default	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3)	Lifetime ECL — credit impaired
違約	當一個或多個事件對該金融資產的未來現金流量估計產生不利影響時，該金融資產即為信貸減值(作為階段3參考)	使用期預期信貸虧損 — 已發生信貸減值
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off
撇銷	有證據顯示債務人面臨嚴重財務困且本集團認為不可能收回有關賬款	有關金額已撇銷

6. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

集團信貸風險敞口

本集團現時的信貸風險評級架構如下列項目：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. Financial Instruments (Continued)

(b) Financial risk management objective and policies (Continued)

Credit risk (Continued)

The Group's exposure to credit risk (Continued)

The table below details the credit quality of the Group's financial assets as well as the Group's maximum exposure to credit risk by credit risk rating grades.

	Notes	Internal credit rating	12-month or lifetime ECL	2022 二零二二年			2021 二零二一年		
				Gross carrying amount	Loss allowance	Net carrying amount	Gross carrying amount	Loss allowance	Net carrying amount
	附註	內部信用評級	12個月或使用期預期信貸虧損	賬面價值總額 RMB'000 人民幣千元	減值準備 RMB'000 人民幣千元	賬面淨值 RMB'000 人民幣千元	賬面價值總額 RMB'000 人民幣千元	減值準備 RMB'000 人民幣千元	賬面淨值 RMB'000 人民幣千元
Trade receivables	21	Note	Lifetime ECL (not credit impaired)	19,278	(4,997)	14,281	27,959	(7,990)	19,969
貿易應收款		附註	使用期預期借貸損失(未發生信貸減值)						
Amount due from a related party	32	Performing	12-month ECL	—	—	—	242	—	242
應收關聯方		履行	12個月預期信貸虧損						
Other receivables	21	Performing	12-month ECL	2,536	—	2,536	625	—	625
其他應收款		履行	12個月預期信貸虧損						
Time deposits, bank balances and cash	22	Performing	12-month ECL	124,404	—	124,404	113,269	—	113,269
定期存款、銀行結餘及現金		履行	12個月預期信貸虧損						
				146,218	(4,997)	141,221	142,095	(7,990)	134,105

Note: The Group has applied simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. Details are set out in note 21.

附註：本集團已應用簡化的國際財務報告準則9號來計量使用期預期借貸虧損下的減值損失。詳情載列於附註21。

6. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

集團信貸風險敞口(續)

下表詳列了本集團金融資產信用質量和本集團最大披露之按信貸風險等級評定信貸風險。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. Financial Instruments (Continued)

(b) Financial risk management objective and policies (Continued)

Credit risk (Continued)

The Group's exposure to credit risk (Continued)

As at 31 December 2022, the Group's concentration of credit risk by geographical location is mainly in the PRC, which accounted for 99% (2021: 98%) of the total trade receivables.

As at 31 December 2022, the Group has concentration of credit risk, as 32% (2021: 41%) of the total trade receivables, which was due from the Group's five largest customers.

None of the Group's financial assets are secured by collateral or other credit enhancements.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when they fall due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group ensures that it maintains sufficient reserves of cash on demand to meet its liquidity requirement in the short and longer term; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

6. 金融工具(續)

(b) 金融風險管理目標及政策(續)

信貸風險(續)

集團信貸風險敞口(續)

本集團按地理位置劃分，信貸風險主要集中於中國，於二零二二年十二月三十一日，這部分應收賬款總額佔99% (二零二一年：98%)。

於二零二二年十二月三十一日，本集團五大客戶集中信貸風險佔總的貿易應收款為32% (二零二一年：41%)。

本集團之金融資產概無抵押或其他信貸提升。

流動性風險

流動性風險指本集團無法履行到期的財務責任的風險。本集團管理流動資金風險的方法，為盡量確保在一般及緊急情況下備有足夠的流動資金應付到期的負債，使本集團毋須承擔不能接受的虧損或聲譽受損的風險。

本集團確保在需要時保持足夠現金儲備，以滿足其短期及長期流動資金需求，惟不包括無法合理預計的特殊情況，如自然災害的潛在影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. Financial Instruments (Continued)

(b) Financial risk management objective and policies (Continued)

Liquidity risk (Continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and lease liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates are based on the agreed repayment dates. The table includes both interest and principal cash flows.

6. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動性風險(續)

下表詳列本集團之非衍生金融負債和租賃負債之剩餘合約期限。該表乃基於本集團須作出支付之最早日期並根據金融負債之未折現現金流量制定。其他非衍生金融負債和租賃負債之到期日以協定償還日期為基礎。表中包括利息及本金現金流量。

		On demand or within one year 按要求或 一年內 RMB'000 人民幣千元	2-5 years 二至五年 RMB'000 人民幣千元	Over 5 years 超過五年 RMB'000 人民幣千元	Total undiscounted cash flows 未折現 現金流總額 RMB'000 人民幣千元	Carrying amount 賬面價值 RMB'000 人民幣千元
At 31 December 2022	於二零二二年 十二月三十一日					
Non-derivative financial liability	非衍生金融負債					
Trade and other payables	貿易及其他應付 款項	75,661	—	—	—	75,661
Lease liabilities	租賃負債	9,510	26,431	300	36,241	33,276

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

6. Financial Instruments (Continued)

(b) Financial risk management objective and policies (Continued)

Liquidity risk (Continued)

	On demand or within one year 按要求或 一年內 RMB'000 人民幣千元	2-5 years 二至五年 RMB'000 人民幣千元	Over 5 years 超過五年 RMB'000 人民幣千元	Total undiscounted cash flows 未折現 現金流總額 RMB'000 人民幣千元	Carrying amount 賬面價值 RMB'000 人民幣千元
At 31 December 2021	於二零二一年十二月三十一日				
Non-derivative financial liabilities	非衍生金融負債				
Trade and other payables	81,216	—	—	81,216	81,216
Amount due to a related party	22	—	—	22	22
	81,238	—	—	81,238	81,238
Lease liabilities	12,415	46,925	330	59,670	53,453

(c) Fair value measurements of financial instruments

The Directors consider that the carrying amounts of non-current and current financial assets and current financial liabilities recognised at amortised cost in the consolidated financial statements as at 31 December 2022 and 2021 approximate their fair values.

6. 金融工具(續)

(b) 金融風險管理目標及政策(續)

流動性風險(續)

(c) 以公允價值計量之金融工具

本公司董事認為，由於綜合財務報表內流動金融資產及流動金融負債會於二零二二年及二零二一年十二月三十一日，故其賬面值近似於公允價值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

7. Revenue and Segment Information

Revenue represents revenue arising on sales of goods, net of discounts and sales related taxes. An analysis of the Group's revenue for the year is as follows.

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue from contracts with customers within the scope of IFRS 15		
Disaggregated by major products		
Manufacturing and sales of the household and personal care products		
Hair-care products	211,115	232,166
Skin-care products	87	1,179
Other household and personal care products	35,139	40,259
	246,341	273,604

Disaggregation of revenue from contracts with customers by timing of recognition

按合約收入的確認時間分類

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Timing of revenue recognition		
At a point in time	246,341	273,604

Information reported to the executive directors of the Company, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of segment performance, focuses on types of goods delivered. The Directors have chosen to organise the Group around differences in products. The segments are managed separately as each operating segment offers different products which require different production information to formulate different strategies.

營業額是指扣除折扣和銷售相關稅金後的銷售收入，集團年度營業額分析如下：

為分配資源及評估分部表現，向主要經營決策者，即本公司之執行董事報告之訊息，着重於所交付貨品的類型。主要運營決策者選擇圍繞產品差異來組織本集團。由於各經營分部提供不同的產品且需要不同的產品信息以制定不同的產品策略，因而各分部係單獨管理。



Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

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

7. Revenue and Segment Information (Continued) 7. 營業額及分部資料(續)

Specifically, the Group's reportable segments are as follows:

- Hair-care products
- Skin-care products
- Other household and personal care products

Operating segments including manufacture and sale of other household and personal care products have been aggregated into a single reporting segment after taking into account that none of which are of a sufficient size to be reported separately.

The CODM is provided with segment information concerning segment revenue and result. No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the CODM.

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segments.

本集團之可報告的經營分部為：

- 護髮產品
- 護膚產品
- 其他家用及個人護理產品

經營分部包括其他家庭和個人護理產品的生產和銷售，在考慮到沒有一個足夠規模的分部可以單獨報告後，已合併為一個單獨的報告分部。

主要運營決策者定期獲提供有關分部收入和分部業績的信息，由於分部資產和分部負債信息不會定期向主要運營決策者提供，因此沒有對它們進行分析。

分部營業額及業績

以下是本集團按可報告分部收入及業績分析：

		Hair-care products		Skin-care products		Other household and personal care products		Total	
		護髮產品		護膚產品		其他家用及個人護理產品		合計	
		2022	2021	2022	2021	2022	2021	2022	2021
		二零二二年 RMB'000 人民幣千元	二零二一年 RMB'000 人民幣千元	二零二二年 RMB'000 人民幣千元	二零二一年 RMB'000 人民幣千元	二零二二年 RMB'000 人民幣千元	二零二一年 RMB'000 人民幣千元	二零二二年 RMB'000 人民幣千元	二零二一年 RMB'000 人民幣千元
Sales to external customers	銷售於外部客戶	211,115	232,166	87	1,179	35,139	40,259	246,341	273,604
Segment (loss)/profit	分部(虧損)/盈利	(12,044)	(2,389)	(22)	211	(5,994)	(7,384)	(18,060)	(9,562)
Bank interest income	銀行利息收入							1,959	2,140
Other income	其他收入							1,315	2,621
Corporate and other unallocated expenses	總部未分配之其他開支							(4,645)	(4,283)
Loss before taxation	稅前虧損							(19,431)	(9,084)



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

7. Revenue and Segment Information (Continued) 7. 營業額及分部資料(續)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment results represent the (loss from)/profit earned by each segment without allocation of bank interest income, gain on sales of scrap materials, government grants, net foreign exchange losses, central administrative costs and directors' emoluments. This is the measure reported to the executive directors of the Company for the purposes of resource allocation and performance assessment.

各營業部門的會計政策與本集團在附註3中描述的會計政策相同。分部結果代表每個分部獲得的(虧損)/利潤，不包括銀行利息收入、銷售廢料的收益、政府補助、淨匯兌損失、中央管理成本、董事薪酬和銀行借款利息。此乃為資源分配及表現評估而向本公司之執行董事報告之計量方式。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

7. Revenue and Segment Information (Continued) 7. 營業額及分部資料(續)

Other segment information

其他分部資料

		Hair-care products		Skin-care products		Other household and personal care products		Total	
		護髮產品		護膚產品		其他家用及個人護理產品		合計	
		2022	2021	2022	2021	2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Amounts included in the measure of segment results	計算分部結果時已計入款項								
Additions to property, plant and equipment	物業、廠房及設備增加	580	865	—	4	96	150	676	1,019
Depreciation of property, plant and equipment	物業、廠房及設備折舊	18,778	17,834	8	91	3,125	3,092	21,911	21,017
Depreciation of right-of-use assets	使用權資產折舊	9,093	9,780	4	50	1,514	1,696	10,611	11,526
Interest on lease liabilities	租賃負債利息	1,798	1,315	1	7	299	228	2,098	1,550
Loss on disposals of property, plant and equipment	處置物業、廠房及設備的損失	395	18	—	—	66	3	461	21
Write-off of property, plant and equipment	報廢物業、廠房及設備	—	7	—	—	—	1	—	8
Gain on lease modification	修改租賃合同之收益	(453)	—	—	—	(76)	—	(529)	—
Bad debt written off	壞賬註銷	1,472	—	1	—	245	—	1,718	—
(Reversal of impairment losses)/ impairment losses recognised in respect of trade receivables	就貿易應收賬款確認之減值虧損/(減值虧損回撥)	(2,565)	797	(1)	4	(427)	139	(2,993)	940
Reversal of impairment losses recognised in respect of property, plant and equipment	回撥有關確認的物業、廠房及設備確認的減值損失	(250)	(2,796)	—	(14)	(41)	(485)	(291)	(3,295)
Allowance/(reversal of allowance) for inventories	存貨回撥	9	(303)	—	(2)	2	(52)	11	(357)
Obsolete inventories written-off	逾期存貨報廢	1,680	1,035	1	5	280	180	1,961	1,220
Amounts regularly provided to the CODM but not included in the measure of segment results	定期提供給主要運營決策者的金額，但不包括於分部業績的計量中								
Bank interest income	銀行利息收入	—	—	—	—	—	—	(1,959)	(2,140)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

7. Revenue and Segment Information (Continued) 7. 營業額及分部資料(續)

Geographical information

The Group's operations are mainly located in the PRC (country of domicile) and Hong Kong.

The geographical location of customers is based on the location at which the goods delivered. The geographical location of the non-current assets is based on the physical location of the assets, in the case of property, plant and equipment and right-of-use assets.

地區資料

本集團經營業務主要集中在中國(所在國家)和香港。

客戶的所在地區乃根據交付貨品的位置釐定。非流動資產的地理位置乃根據資產實際所在位置(如屬物業、廠房和設備及使用權資產)而釐定。

		Revenue from external customers		Non-current assets	
		來自外部客戶的收入		非流動資產	
		2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
The PRC (country of domicile)	中國(所在國家)	243,239	271,087	71,022	113,420
Hong Kong	香港	1,136	1,655	794	729
Thailand	泰國	344	201	—	—
Outer Mongolia	外蒙古	216	—	—	—
Russia	俄羅斯	350	—	—	—
Malaysia	馬來西亞	1,056	661	—	—
Total	總計	246,341	273,604	71,816	114,149

Information about major customers

Details of the customer contributing over 10% of total revenue of the Group are as follows:

主要客戶信息

對本集團總收入貢獻超過10%的客戶信息列示如下：

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Customer A ¹	客戶A ¹	26,785	39,663

¹ Revenue from segment of hair-care products

¹ 來自護髮產品分部的收入



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

8. Other Income

8. 其他收入

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	1,959	2,140
Gain on sales of scrap materials	處置廢料收益	569	903
Government grants (note (a))	政府補助金(附註(a))	168	1,022
Reversal of impairment losses in respect of property, plant and equipment	有關物業、廠房及設備減值損失調撥	291	3,295
Gain on waiver of legal cost	法律費用豁免之收益	338	—
Others	其他	240	696
		3,565	8,056

Note:

- (a) Various government grants were granted to the Group in respect of application of Chinese herbs in daily products. There are no unfulfilled conditions and other contingencies related to receipts of these grants.

附註：

- (a) 本集團獲得有關中草藥在日用產品中的應用的各項政府補助。目前未履行的條件和其他與這些補助有關的或有事項。

9. Finance Costs

9. 財務費用

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息	2,098	1,550

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

10. Income Tax Expense

10. 所得稅回撥

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)		
— Current year	— 本年度	—	—

- (a) Under the Law of the PRC on Enterprise Income Tax (the "PRC EIT Law") and Implementation Regulation of the PRC EIT Law, the tax rate of the subsidiaries is 25% from 1 January 2008 onwards.

- (a) 根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，本集團附屬公司的稅率自二零零八年一月一日起為25%。

Pursuant to circular issued by Ministry of Finance and State Taxation Administration on 17 January 2019, the small-scaled minimal profit enterprise with an annual taxable income below RMB1,000,000 (RMB1,000,000 included) is entitled to a preferential tax treatment of 75% exemption of taxable income and application of income tax rate as 20% from 1 January 2019 to 31 December 2021. On 2 April 2021, a circular was issued by Ministry of Finance and State Taxation Administration, the corporate income tax was halved on the basis of above preferential policies and the policies were extended from 1 January 2021 to 31 December 2022. Certain PRC subsidiaries of the Group were qualified during the years ended 31 December 2022 and 2021.

根據財政部、國家稅務局二零一九年一月十七日下發的通知，年應納稅所得額在人民幣1,000,000元(含人民幣1,000,000萬元)以下的小型微利企業，自二零一九年一月一日起至二零二一年十二月三十一日，享受免徵75%應納稅所得額的稅收優惠政策，適用20%的所得稅稅率。於二零二一年四月二日，財政部和國家稅務局下發通知，在上述優惠政策基礎上減半徵收企業所得稅，並將政策期限從二零二一年一月一日延長至二零二二年十二月三十一日。本集團在中國的某些子公司在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期間獲得此資格。

The PRC EIT Law allows enterprises to apply for the certificates of "High and New Technology Enterprise" ("HNTE") which entitles the qualified companies to a preferential income tax rate of 15%. Bawang (Guangzhou) Co., Ltd. ("Bawang Guangzhou"), a PRC subsidiary of the Group, was qualified as a HNTE since 2009. However, Bawang Guangzhou did not have any assessable profits subject to EIT for the years ended 31 December 2022 and 2021.

中國企業所得稅法允許企業申請高新技術企業(「高新技術企業」)證書，而獲得該資格的企業可以享有15%的優惠稅率。霸王(廣州)有限公司(「霸王廣州」)自二零零九年起被認定為高新技術企業。然而，截至二零二二年及二零二一年十二月三十一日止年度，霸王廣州並沒有任何須繳納企業所得稅之應課稅溢利。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

10. Income Tax Expense (Continued)

- (b) No provision for Hong Kong Profits Tax has been provided for the years ended 31 December 2022 and 2021 as the Group did not have any assessable profits subject to Hong Kong Profits Tax for the years ended 31 December 2022 and 2021.
- (c) Pursuant to the laws and regulations of the Cayman Islands and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI for the years ended 31 December 2022 and 2021.

Income tax expense for the year can be reconciled to the loss before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

10. 所得稅回撥(續)

- (b) 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計提香港利得稅，因本集團並沒有任何須繳納香港所得稅之應課稅溢利截至二零二二年及二零二一年十二月三十一日止年度。
- (c) 根據開曼群島及英屬處女群島的法律及法規，本集團無須為截至二零二二年及二零二一年十二月三十一日止年度繳納開曼群島及英屬處女群島的任何稅項。

根據綜合損益表和其他綜合收益表，年度內的所得稅費用可於稅前扣除列示如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Loss before taxation	稅前虧損	(19,431)	(9,084)
Tax calculated at the domestic income tax rate of 25% (2021: 25%)	按本地所得稅稅率25%計算之稅項(二零二一年: 25%)	(4,857)	(2,271)
Effect of different tax rates of entities operating in other jurisdictions	於其他司法權區經營之不同稅率之稅務影響	6,120	2,929
Tax effect of expenses not deductible for tax purpose	不可扣減費用之稅務影響	1,063	780
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(3,140)	(2,379)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	2,427	1,694
Income tax on concessionary rate	優惠稅率所得稅	(63)	(1)
Utilisation of deductible temporary differences not recognised	動用可抵扣的未確認的暫時性差異	(1,550)	(752)
Income tax expense for the year	年度所得稅支出	—	—



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

10. Income Tax Expense (Continued)

As at 31 December 2022, the Group has unused estimated tax losses of approximately RMB336,840,000 (2021: RMB321,306,000) and RMB38,309,000 (2021: RMB37,722,000) for certain subsidiaries in the PRC and Hong Kong respectively. The tax losses incurred by the subsidiaries incorporated in the PRC (except for HNTE) will expire in five years from the year in which the loss originated, while the ones incurred by the subsidiaries in Hong Kong will not expire under current tax legislation in Hong Kong. With effective from 1 January 2018, the tax losses incurred by HNTE will expire in ten years from the year in which the loss originated. No tax losses have expired during the years ended 31 December 2022 and 2021. No deferred tax asset had been recognised as at 31 December 2022 and 2021 in respect of the estimated tax losses due to the unpredictability of future profit streams.

As at 31 December 2022, the Group has deductible temporary differences of approximately RMB344,927,000 (2021: RMB355,261,000). No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

10. 所得稅回撥(續)

截至二零二二年十二月三十一日，集團在中國內地和香港的部分子公司未使用的估計稅收損失分別約為人民幣336,840,000元(二零二一年：人民幣321,306,000元)和人民幣38,309,000元(二零二一年：人民幣37,722,000元)。在中國境內註冊的子公司(高新科技企業除外)所發生的稅務損失，自虧損發生之日起5年內屆滿；而在香港註冊的子公司所發生的稅務損失，根據香港現行的稅務法例，不會屆滿。從二零一八年一月一日起，高新科技企業產生的稅收損失將在其產生當年起10年內到期。截至二零二二年和二零二一年十二月三十一日止年度內，沒有任何稅收損失已經到期。截至二零二二年和二零二一年十二月三十一日，由於未來利潤流的不可預測性，尚未確認遞延稅項資產的預估稅收損失。

截至二零二二年十二月三十一日，本集團可扣除暫時性差異約人民幣344,927,000元(二零二一年：人民幣355,261,000元)。由於不太可能有應稅利潤可用來抵扣可抵扣的暫時性差異，因此遞延稅項資產未確認與可抵扣暫時性差異有關。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

11. Loss for the Year

11. 年內虧損

Loss for the year has been arrived at after charging (crediting):

年內虧損已扣除/(計入)下列項目：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Auditor's remuneration	核數師酬金	1,012	994
Cost of inventories recognised as an expense (note (a))	確認為開支之存貨成本 (附註(a))	153,811	174,930
Depreciation of property, plant and equipment	物業、廠房及設備折舊	21,911	21,017
Depreciation of right-of-use assets	使用權資產折舊	10,611	11,526
Loss on disposals of property, plant and equipment	處置物業、廠房及設備的 損失	461	21
Write-off of property, plant and equipment	報廢物業、廠房及設備	—	8
Net foreign exchange losses	匯兌虧損淨額	594	222
Research and development costs recognised as an expense (note (b))	確認為開支之研發成本 (附註(b))	14,123	15,035
Bad debt written off	壞賬註銷	1,718	—
Allowance/(reversal of allowance) for inventories (included in cost of inventories recognised as an expense)	存貨跌價準備之回撥 (包括在確認為費用的 存貨成本中)	11	(357)
Obsolete inventories written-off (included in cost of inventories recognised as an expense)	逾期存貨報廢(包括在確認為 費用的存貨成本中)	1,961	1,220

Notes:

- (a) Cost of inventories recognised as an expense included depreciation of property, plant and equipment, depreciation of right-of-use assets and staff costs of approximately RMB20,068,000 (2021: RMB20,141,000), RMB10,611,000 (2021: RMB11,526,000) and RMB18,262,000 (2021: RMB20,066,000) respectively. The amounts were also included in the respective amounts disclosed above.
- (b) Included in research and development expenses was staff costs of approximately RMB4,549,000 (2021: RMB6,041,000) which has been included in staff costs in note 12.

附註：

- (a) 確認為開支之存貨成本包括物業、廠房及設備折舊、使用權資產折舊及員工成本分別約為人民幣20,068,000元(二零二一年：約人民幣20,141,000元)、約人民幣10,611,000元(二零二一年：約人民幣11,526,000元)及約人民幣18,262,000元(二零二一年：約人民幣20,066,000元)。以上金額均已分別包含在以上披露金額中。
- (b) 研發費用中包含的員工成本約為人民幣4,549,000元(二零二一年：人民幣6,041,000元)，已包含在上述披露的員工成本中。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

12. Staff Costs

12. 僱員成本

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Staff costs (including directors' and chief executive's emoluments) comprise:	僱員成本(包括董事及最高行政人員的最高酬金):		
Salaries, allowances and benefits	薪金、津貼及福利	46,506	50,795
Contributions to retirement benefits schemes (note 31)	退休福利計劃供款(附註31)	4,033	3,887
Termination benefits	辭退福利	4,482	—
		55,021	54,682

13. Dividends

No dividend was paid or proposed for the year ended 31 December 2022 (2021: nil), nor has any dividend been proposed since the end of the reporting period (2021: nil).

13. 股息

截至二零二二年十二月三十一日止年度並無派付或擬派任何股息(二零二一年:無),自呈報期間後亦無擬派任何股息(二零二一年:無)。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

14. Loss Per Share

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Loss	虧損		
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	用以計算本公司擁有人年度應佔每股基本及攤薄虧損的虧損	(19,431)	(9,084)
		2022 二零二二年 '000 千股	2021 二零二一年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損的加權平均普通股數量	3,162,441	3,162,441

Diluted loss per share was the same as the basic loss per share as there were no potential dilutive ordinary shares outstanding during the years ended 31 December 2022 and 2021 or at the end of both reporting periods.

14. 每股虧損

本公司擁有人應佔之每股基本及攤薄每股虧損根據以下數據計算。

由於在截至二零二二年和二零二一年十二月三十一日止年度沒有潛在的攤薄普通流通股，因此每股攤薄虧損與每股基本虧損相同。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

15. Directors' and Chief Executive's Emoluments

The emoluments paid or payable to each of the seven (2021: six) directors and the chief executive were as follows:

For the year ended 31 December 2022

15. 董事及最高行政人員酬金

已付或應付七名(二零二一年: 六名)董事及最高行政人員之酬金如下:

截至二零二二年十二月三十一日止年度

		Executive directors 執行董事			Independent non-executive directors 非執行董事				
		Mr. CHEN Qiyuan (Chairman) 陳啟源先生 (主席)	Mr. CHEN Zheng He (Chief executive) 陳正鶴先生 (首席執行官)	Mr. WONG Sin Yung 黃善榕先生	Dr. NGAI Wai Fung 魏偉峰博士	Mr. CHEUNG Kin Wing 張建榮先生	Dr. WANG Qi 王琦博士	Dr. Liu Jing 劉靖博士	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (Note (a)) (附註(a))	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (Note (b)) (附註(b))	RMB'000 人民幣千元
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiaries	本公司或其附屬公司的董事就其服務支付或應收的酬金								
Fees	袍金	—	—	—	115	240	185	110	650
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company and its subsidiaries	本公司或其附屬公司的董事就其管理其他事務服務支付或應收的酬金								
Other emoluments	其他酬金								
Salaries	薪金、津貼	—	124	1,034	—	—	—	—	1,158
Contributions to retirement benefits schemes	退休福利計劃供款	—	6	16	—	—	—	—	22
Total emoluments	合計酬金	—	130	1,050	115	240	185	110	1,830

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

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

15. Directors' and Chief Executive's Emoluments (Continued)

For the year ended 31 December 2021

15. 董事及最高行政人員酬金 (續)

截至二零二一年十二月三十一日止年度

	Executive directors 執行董事			Independent non-executive directors 非執行董事			Total 合計	
	Mr. CHEN Qiyuan (Chairman) 陳啟源先生 (主席) RMB'000 人民幣千元	Mr. CHEN Zheng He (Chief executive) 陳正鶴先生 (首席執行官) RMB'000 人民幣千元	Mr. WONG Sin Yung 黃善榕先生 RMB'000 人民幣千元	Dr. NGAI Wai Fung 魏偉峰博士 RMB'000 人民幣千元 (Note (a)) (附註(a))	Mr. CHEUNG Kin Wing 張建榮先生 RMB'000 人民幣千元	Dr. WANG Qi 王琦博士 RMB'000 人民幣千元		
Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiaries	本公司或其附屬公司的董事就其服務支付或應收的酬金							
Fees	袍金	—	—	—	250	166	166	582
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company and its subsidiaries	本公司或其附屬公司的董事就其管理其他事務服務支付或應數的酬金							
Other emoluments	其他酬金							
Salaries	薪金、津貼	—	120	995	—	—	—	1,115
Contributions to retirement benefits schemes	退休福利計劃供款	—	6	15	—	—	—	21
Total emoluments	合計酬金	—	126	1,010	250	166	166	1,718

Notes:

- (a) Dr. Ngai Wai Fung retired as an independent non-executive director of the Company on 27 May 2022.
- (b) Dr. Liu Jing is appointed as an independent non-executive director of the Company on 27 May 2022.

附註：

- (a) 魏偉峰博士於二零二二年五月二十七日退任獨立非執行董事。
- (b) 劉靖博士於二零二二年五月二十七日被委任為獨立非執行董事。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

15. Directors' and Chief Executive's Emoluments (Continued)

There was no discretionary bonus provided to the Directors for the years ended 31 December 2022 and 2021.

Mr. CHEN Zheng He is also the chief executive of the Company and his emoluments disclosed above included those for services rendered by him as the chief executive.

Neither the chief executive of the Company nor any of the Directors waived or agreed to waive any emoluments in the year ended 31 December 2022 (2021: nil).

16. Employees' Emoluments

Of the five individuals with the highest emoluments in the Group, one (2021: one) was a Director whose emolument is included in the disclosures in note 15 above. The emoluments of the remaining four (2021: four) individuals were as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries, allowances and benefits	薪金、津貼及福利	1,563	2,083
Contributions to retirement benefits schemes	退休福利計劃供款	333	518
		1,896	2,601

Their emoluments were all within nil to HK\$1,000,000, equivalent to approximately RMB862,000 (2021: equivalent to approximately RMB830,000).

During the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to the five highest paid individuals (including Directors and employees) or other Directors as an inducement to join or upon joining the Group, or as compensation for loss of office.

15. 董事及最高行政人員酬金 (續)

於二零二二年和二零二一年十二月三十一日董事無自由裁量的分紅。

陳正鶴先生擔任本公司首席執行官，上述披露之薪酬包括其擔任首席執行官的服務酬金。

截至二零二二年十二月三十一日止年度，本集團無董事及執行董事放棄或同意放棄任何酬金(二零二一年：無)。

16. 僱員薪酬

五位最高薪酬人士中，一位(二零二一年：一位)為董事，其薪酬於以上附註15披露。有關其他四名(二零二一年：四位)薪酬人士的薪酬詳情如下：

其薪酬全部介乎零至港幣1,000,000元大約等於人民幣862,000元(二零二一年：大約等於人民幣830,000元)。

於截至二零二二年及二零二一年十二月三十一日止年度期間，本集團並無支付酬金予本集團五名最高薪酬人士(包括董事及僱員)或其他董事，作為邀請加入或於加盟本集團時之獎勵或作為離職補償。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

17. Property, Plant and Equipment

17. 物業、廠房及設備

		Land and buildings 土地和建築物 RMB'000 人民幣千元	Machinery 機器 RMB'000 人民幣千元	Leasehold improvements 經營租賃改良支出 RMB'000 人民幣千元	Motor vehicles 運輸工具 RMB'000 人民幣千元	Office equipment and others 辦公室設備及其他 RMB'000 人民幣千元	Display furniture 展示專櫃 RMB'000 人民幣千元	Bearer plants 生產性植物 RMB'000 人民幣千元	Immature bearer plants 不成熟的生產性植物 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	
COST	成本											
At 1 January 2021	於二零二一年一月一日		5,494	124,300	201,698	11,790	24,306	932	43	1,395	10,465	380,423
Exchange realignment	匯兌調整	—	—	—	—	(211)	—	—	—	—	—	(211)
Additions	添置	—	—	372	—	43	358	—	—	246	—	1,019
Disposals	出售	—	—	—	—	(45)	(94)	—	—	—	—	(139)
Transfer	轉讓	—	—	3,295	—	—	—	—	—	—	(3,295)	—
Write-off	報廢	—	—	—	—	(17)	(12)	—	—	—	—	(29)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日		5,494	127,967	201,698	11,560	24,558	932	43	1,641	7,170	381,063
Exchange realignment	匯兌調整	—	—	—	—	666	1	—	—	—	—	667
Additions	添置	—	—	266	—	—	232	—	—	178	—	676
Disposals	出售	—	—	(4,720)	—	(22)	(19)	—	—	—	—	(4,761)
Transfer	轉讓	—	—	791	—	—	—	—	—	—	(791)	—
Write-off	報廢	—	—	—	—	—	—	—	—	—	(6,379)	(6,379)
At 31 December 2022	於二零二二年十二月三十一日		5,494	124,304	201,698	12,204	24,772	932	43	1,819	—	371,266
ACCUMULATED DEPRECIATION AND IMPAIRMENT	累計折舊											
At 1 January 2021	於二零二一年一月一日		2,555	88,267	168,504	11,222	20,332	852	27	—	9,965	301,724
Exchange realignment	匯率調整	—	—	—	—	(188)	—	—	—	—	—	(188)
Depreciation provided for the year	年內折舊撥備	—	247	3,916	15,771	222	859	—	2	—	—	21,017
Impairment losses reversed in profit or loss	回撥於損益表的減值損失	—	—	—	—	—	—	—	—	—	(3,295)	(3,295)
Eliminated on disposals	出售時對銷	—	—	—	—	(40)	(72)	—	—	—	—	(112)
Write-off	報廢	—	—	—	—	(16)	(5)	—	—	—	—	(21)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日		2,802	92,183	184,275	11,200	21,114	852	29	—	6,670	319,125
Exchange realignment	匯率調整	—	—	—	—	599	—	—	—	—	—	599
Depreciation provided for the year	年內折舊撥備	—	247	5,067	15,561	99	936	—	1	—	—	21,911
Impairment losses reversed in profit or loss	回撥於損益表的減值損失	—	—	—	—	—	—	—	—	—	(291)	(291)
Eliminated on disposals	出售時對銷	—	—	(4,177)	—	(20)	(17)	—	—	—	—	(4,214)
Write-off	報廢	—	—	—	—	—	—	—	—	—	(6,379)	(6,379)
At 31 December 2022	於二零二二年十二月三十一日		3,049	93,073	199,836	11,878	22,033	852	30	—	—	330,751
CARRYING VALUES	賬面值											
At 31 December 2022	於二零二二年十二月三十一日		2,445	31,231	1,862	326	2,739	80	13	1,819	—	40,515
At 31 December 2021	於二零二一年十二月三十一日		2,692	35,784	17,423	360	3,444	80	14	1,641	500	61,938



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綜合財務報表附註(續)

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

17. Property, Plant and Equipment (Continued)

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using straight-line method over their estimated useful lives as follows:

Land and buildings 土地及建築物	Over the shorter of term of the lease or 20 years 租期可較短或20年
Machinery 機器	15 years 15年
Leasehold improvements 經營租賃改良支出	Over the shorter of term of the lease or 10 years 租期較短或10年
Motor vehicles 運輸工具	5–8 years 5–8年
Office equipment and others 辦公室設備及其他	5 years 5年
Display furniture 展示專櫃	2 years 2年
Bearer plants 生產性植物	3–25 years 3–25年

No depreciation is provided in respect of construction in progress and immature bearer plants until it is substantially completed and ready for its intended use. Upon completion and commissioning for operation, depreciation will be provided at the appropriate rates specified above.

During the year ended 31 December 2022, due to certain impaired construction in progresses were completed and have been used for production, the Directors conducted a review of the Group's property, plant and equipment and determined that reversal of impairment loss of approximately RMB291,000 (2021: RMB3,295,000) was recognised in respect of the Group's property, plant and equipment in which the recoverable amounts were determined on the basis of their value-in-use amount.

17. 物業、廠房及設備(續)

折舊是基於物業、廠房及設備的成本金額減去其預計剩餘價值(如有)後以下列預計可使用年期按直線法計算。

在建工程及不成熟的生物資產不計提折舊，直至當資產實質上完工，並達到可使用狀態。當其完工及投入運作時，將按上文所載適當比率開始計提折舊。

截止二零二二年十二月三十一日年度期間，由於某些減值的在建工程已經完工，並已達到可使用狀態，在經公司董事檢閱了本集團的物業，廠房及設備後，決定根據其使用價值回撥減值損失約人民幣291,000元(二零二一年：人民幣3,295,000)確認於有關本集團物業，廠房及設備的可收回金額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

18. Leases

(i) Right-of-use assets

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Buildings	建築物		
At 1 January	於一月一日	52,211	10,853
Depreciation	折舊	(10,611)	(11,526)
Lease modification	租賃修改	(10,299)	52,884
At 31 December	於十二月三十一日	31,301	52,211

The Group has lease arrangements for buildings. The lease terms are generally ranged from one to thirty years. None of the leases include variable lease payments.

During the year ended 31 December 2022, the Group entered into a supplemental lease agreement to amend the lease terms of the current production premises, office premises and a staff dormitory (note 32(b)(ii)). The Group remeasures the existing lease liability of approximately RMB10,828,000 and a corresponding adjustment of approximately RMB10,299,000 is made to the right-of-use assets.

During the year ended 31 December 2021, the Group entered into certain lease agreements to extend the lease of the current production premises, office premises and a staff dormitory for 5 years (note 32(b)(ii)). The Group remeasures the existing lease liability to include the lease payments covered by the new lease and a corresponding adjustment of approximately RMB52,884,000 is made to the right-of-use assets.

18. 租賃

(i) 使用權資產

本集團有建築物的租賃安排。租賃期限一般為1年至30年。這些租賃都不包括可變的租賃付款。

截至二零二二年十二月三十一日止年度，本集團簽訂補充租賃協議對目前生產場所、辦公場所房地及員工宿舍（註32(b)(ii)）的租賃條款進行修訂。本集團重估現有租賃負債約人民幣10,828,000元及相應調整了約人民幣10,299,000使用權資產。

截止二零二一年十二月三十一日年度期間，本集團簽訂了某項租賃協議以對現有的生產場所、辦公場地和員工宿舍延長了5年租賃期限（附註32(b)(ii)）。本集團重新計量現有的租賃負債，包括新租賃所涵蓋的租賃付款額，相應的做了一項人民幣52,884,000元的使用權資產調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

18. Leases (Continued)

(ii) Lease liabilities

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current	非流動	25,103	43,316
Current	流動	8,173	10,137
		33,276	53,453

Amount payable under lease liabilities

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within one year	一年內	8,173	10,137
After one year but within two years	一年以上兩年以內	9,208	10,620
After two years but within five years	兩年以上五年以內	15,663	32,447
After five years	五年以上	232	249
		33,276	53,453
Less: amount due for settlement within 12 months (shown under current liabilities)	減：12個月內應付款項 (列於流動負債項下)	(8,173)	(10,137)
Amount due for settlement after 12 months	12個月後到期的應付款項	25,103	43,316

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At 1 January	於一月一日	53,453	11,481
Interest on lease liabilities	租賃負債利息	2,098	1,550
Lease payment	租賃付款	(11,447)	(12,462)
Lease modification	租賃修改	(10,828)	52,884
At 31 December	於十二月三十一日	33,276	53,453

18. 租賃(續)

(ii) 租賃負債

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current	非流動	25,103	43,316
Current	流動	8,173	10,137
		33,276	53,453

租賃負債應付款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within one year	一年內	8,173	10,137
After one year but within two years	一年以上兩年以內	9,208	10,620
After two years but within five years	兩年以上五年以內	15,663	32,447
After five years	五年以上	232	249
		33,276	53,453
Less: amount due for settlement within 12 months (shown under current liabilities)	減：12個月內應付款項 (列於流動負債項下)	(8,173)	(10,137)
Amount due for settlement after 12 months	12個月後到期的應付款項	25,103	43,316

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At 1 January	於一月一日	53,453	11,481
Interest on lease liabilities	租賃負債利息	2,098	1,550
Lease payment	租賃付款	(11,447)	(12,462)
Lease modification	租賃修改	(10,828)	52,884
At 31 December	於十二月三十一日	33,276	53,453

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

18. Leases (Continued)

(iii) Amounts recognised in profit or loss

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Depreciation on right-of-use assets	使用權資產折舊	10,611	11,526
Interest expenses on lease liabilities	租賃負債利息支出	2,098	1,550
Expenses relating to short-term leases	短期租賃相關費用	118	105
Gain on lease modification (included in cost of sales)	租賃修訂之收益(包括於銷售成本中)	529	—

(iv) Others

During the year ended 31 December 2022, the total cash outflow for leases amount to approximately RMB11,565,000 (2021: RMB12,567,000).

18. 租賃(續)

(iii) 確認為損益之金額

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Depreciation on right-of-use assets	使用權資產折舊	10,611	11,526
Interest expenses on lease liabilities	租賃負債利息支出	2,098	1,550
Expenses relating to short-term leases	短期租賃相關費用	118	105
Gain on lease modification (included in cost of sales)	租賃修訂之收益(包括於銷售成本中)	529	—

(iv) 其他

截至二零二二年十二月三十一日止年度內，租賃的現金流出總額約為人民幣11,565,000元(二零二一年：人民幣12,567,000元)。

19. Inventories

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Raw materials	原材料	12,573	21,914
Work-in-progress	在製品	3,287	5,950
Finished goods	製成品	9,095	10,332
Packing materials and consumable goods	包裝材料及消耗品	2,101	2,619
		27,056	40,815

During the year ended 31 December 2021, certain slow-moving inventories, of which allowance was made previously over their net realisable values, were consumed and/or sold. As a result, a reversal of allowances for inventories of approximately RMB357,000 (2022: nil) had been recognised and included in cost of sales.

19. 存貨

截至二零二一年十二月三十一日止年度內，某些滯銷庫存(其中的以前備抵額超過了它們的可變現淨值)被消耗和/或作為廢料出售。因此，約人民幣357,000元(二零二二年：無)的存貨跌價準備已被確認撥回並計入銷售成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

20. Right to Returned Goods Asset

20. 退回貨物之權利

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Right to returned goods asset	退回貨物之權利	737	795

The right to returned goods asset represents the Group's right to recover products from customers where customers exercise their right of return under the Group's returns policy. The Group uses its accumulated historical experience to estimate the number of returns on a portfolio level using the expected value method.

退貨資產的權利代表本集團有權向根據本集團退貨政策行使退貨權的客戶收回產品。該集團利用其積累的歷史經驗，利用期望值法在組合層次上估計未來進貨的數量。

21. Trade and Other Receivables

21. 貿易及其他應收款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Receivables within the scope of IFRS 15 at amortised cost comprise:	在國際財務報告準則第15號範圍內的應收賬款攤餘成本包括：		
Trade receivables	貿易應收款	19,278	27,959
Less: allowance for impairment of trade receivables	減：貿易應收款項減值準備	(4,997)	(7,990)
		14,281	19,969
Prepayment for purchase of raw materials	購買原材料預付款	1,864	3,717
Other prepayments	其他預付款項	1,402	1,739
Bank interest receivables	應收銀行利息	1,500	—
Non-income tax receivables	非所得稅應收款	131	258
Other receivables	其他應收款	1,036	625
		20,214	26,308



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

21. Trade and Other Receivables (Continued)

The Group allows an average credit period of 30 to 90 days to its trade customers. The following is an aged analysis of trade receivables net of allowance for impairment of trade receivables presented based on the invoice date, which approximates the respective revenue recognition dates, at the end of the reporting period.

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Less than 3 months	少於3個月	14,281	19,320
More than 3 months but less than 6 months	多於3個月但少於6個月	—	649
		14,281	19,969

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtors' current financial positions, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operated and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

As the trade receivables related to a number of customers with common risk characteristics and 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.

21. 貿易及其他應收款項(續)

本集團允許貿易客戶平均信貸期限為30至90天。以下為於各報告期末根據接近收入確認日期的發票日期呈列的應收貿易賬款(經扣除應收貿易賬款減值撥備)的賬齡分析。

本集團計算的貿易應收款項損失備抵額相等於使用期預期信貸損失。應收貿易賬款的預期信貸損失使用撥備矩陣並參考債務人的過往拖欠記錄及債務人的目前財務狀況分析而作出估計，並就債務人的特定因素、債務人經營所在行業的整體經濟情況及對於報告日期的當前情況及對未來情況預測的評估作出調整。

在本報告所述期間，評估方法或作出的重大假設方面沒有改變。

由於交易應收賬款涉及多個具有常見風險特徵的客戶，且本集團的歷史信貸損失經驗並不表明不同客戶群體的損失模式存在顯著差異，基於過去逾期狀態的損失備抵沒有進一步區分集團的不同客戶群。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

21. Trade and Other Receivables (Continued)

The Group recognises lifetime ECL for trade receivables based on past due status of customers collectively that are not individually significant as follows:

21. 貿易及其他應收款項(續)

本集團根據客戶的整體賬齡，就個別並不重要的貿易應收款項，確認使用期預期信貸損失如下：

As at 31 December 2022	於二零二二年十二月三十一日	Weighted average expected loss rate 加權平均 預期損失率 % 百分比	Gross carrying amount 賬面價值 總額 RMB'000 人民幣千元	Loss allowance 減值準備 RMB'000 人民幣千元
Less than 3 months	少於3個月	0.72%	14,385	104
More than 3 months but less than 6 months	多於3個月但少於6個月	100%	692	692
More than 6 months but less than 12 months	多於6個月但少於12個月	100%	100	100
More than 12 months	多於12個月	100%	4,101	4,101
			19,278	4,997
As at 31 December 2021	於二零二一年十二月三十一日	Weighted average expected loss rate 加權平均 預期損失率 % 百分比	Gross carrying amount 賬面價值 總額 RMB'000 人民幣千元	Loss allowance 減值準備 RMB'000 人民幣千元
Less than 3 months	少於3個月	0.02%	19,324	4
More than 3 months but less than 6 months	多於3個月但少於6個月	17.06%	782	133
More than 6 months but less than 12 months	多於6個月但少於12個月	100%	1,092	1,092
More than 12 months	多於12個月	100%	6,761	6,761
			27,959	7,990



Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

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

21. Trade and Other Receivables (Continued)

Generally, trade receivables are written-off if there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery. During the year ended 31 December 2022, approximately RMB1,718,000 (2021: nil) was being written off.

The movements in the allowance for impairment of trade receivables are set out below:

21. 貿易及其他應收款項(續)

一般來說，如果有信息顯示債務人有嚴重經濟困難及復蘇的前景並不現實時，貿易應收賬款就會被註銷。於二零二二年十二月三十一日止的年度內，約人民幣1,718,000元貿易應收賬款被註銷(二零二一年：無)

貿易應收款項減值損失撥備的變動情況如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At 1 January	於一月一日	7,990	7,050
(Reversal of impairment loss)/impairment loss recognised (note (a))	(減值損失回撥)/ 減值損失確認(附註(a))	(2,993)	940
At 31 December	於十二月三十一日	4,997	7,990

Note:

- (a) The Group writes off trade receivables where there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, whichever occurs earlier.

附註：

- (a) 如果有信息表明，集團將撤銷貿易應收賬款債務人存在財政困難，沒有可收回的現實前景例如債務人已被清盤或已進入破產程序(以較早者為準)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

22. Time Deposits/Bank Balances and Cash

22. 定期存款/銀行結存及現金

(i) Time deposits

(i) 定期存款

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current	非流動		
— Time deposit with original maturity over one year	— 超過一年到期的定期存款	50,000	50,000
Current	流動		
— Time deposit with original maturity within three months	— 三個月內到期的定期存款	—	3,000
— Time deposit with original maturity over three months	— 超過三個月到期的定期存款	—	1,000
		—	4,000

(ii) Cash and cash equivalents

(ii) 現金及現金等價物

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Bank balances and cash	銀行結存及現金	74,404	59,269
Time deposit with original maturity within three months	三個月內到期的定期存款	—	3,000
Cash and cash equivalents	現金及現金等價物	74,404	62,269

As at 31 December 2022, cash at bank carries interest at floating rates based on daily bank deposits rates ranged from 0.001% to 0.63% (2021: 0.001% to 0.60%) per annum and time deposits carry interest at fixed rate of 3.0% per annum (2021: 0.35% to 3.0%) with original maturity of 3 years.

於二零二二年十二月三十一日，銀行現金按每日銀行存款浮動年利率0.001%至0.63%（二零二一年：0.001%至0.60%）計算利息，定期存款有固定利率每年為3.0%（二零二一年：0.35%至3.0%）到期日3年。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

23. Trade and Other Payables

23. 貿易及其他應付款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Trade payables	貿易應付款項	35,710	42,695
Payable for acquisition of property, plant and equipment	應付物業、廠房及設備購置費用	—	1,288
Promotion fee payables	應付推廣費用	10,091	9,271
Accrued payroll	應付工資	1,897	2,452
Non-income tax payables	非所得稅應付款	3,979	2,311
Other payables and accruals	其他應付款項及預提費用	27,963	25,510
		79,640	83,527

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

根據發票日期之日呈列之貿易應付款項於呈報期末之賬齡分析如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within 1 month	1個月內或按要求	21,451	16,173
After 1 month but within 3 months	1個月後但於3個月內	14,259	26,522
		35,710	42,695

The average credit period on purchases is 30 to 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

由供應商給予的信貸期介於30至90日。本集團有相應的財務風險管理策略保證所有應付款項在信貸期限內償還。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

24. Contract Liabilities

24. 公司負債

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Advances received to deliver goods	發出貨物預收款	4,261	11,233

Revenue recognised during the year ended 31 December 2022 that was included in the contract liabilities as at 1 January 2022 is RMB11,233,000 (2021: RMB15,360,000). There was no revenue recognised in the current year that related to performance obligations that were satisfied in prior year.

截至二零二二年十二月三十一日止，確認的營業額包括了截止二零二二年一月一日的合約負債人民幣11,233,000元(二零二一年：人民幣15,360,000元)。概無與上一年度履行的履行義務有關的營業額在本年度確認收入。

25. Refund Liabilities

25. 償還負債

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Refund liabilities	償還負債	1,030	1,150

The refund liabilities relate to customers' right to return products within three months of purchase. At the point of sale, a refund liability and a corresponding adjustment to revenue is recognised for those products expected to be returned. The Group uses its accumulated historical experience to estimate the number of returns on a portfolio level using the expected value method.

退款責任涉及顧客在購買三個月後有權退貨。在銷售點，預計會被退回的產品須承擔退款責任，並按收入作出相應調整。該集團利用其積累的歷史經驗，利用期望值法估計投資組合水平上的回報率。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

26. Bank Loan Facilities

At the end of the reporting period, the Group has available unutilised bank loan facilities of approximately RMB500,000,000 (2021: RMB500,000,000).

26. 銀行貸款授信

於報告年度末，本集團擁有尚未借用的銀行貸款授信約人民幣500,000,000元(二零二一年：人民幣500,000,000元)。

27. Provision

27. 計提準備

		Provision for litigation 訴訟計提費用	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At 1 January	於一月一日	338	338
Decrease during the year	於本年度減少	(338)	—
At 31 December	於十二月三十一日	—	338

Details of the litigation are set out in note 34.

訴訟詳見附註34。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

28. Share Capital and Reserves

(a) Share capital

28. 股本及儲備

(a) 股本

		Number of shares	
		股份數目	
		'000	RMB'000
		千股	人民幣千元
Ordinary shares of HK\$0.1 each			
Authorised:			
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年一月一日， 二零二一年十二月 三十一日，二零二二年 一月一日及二零二二年 十二月三十一日	10,000,000	880,500
Issued and fully paid:			
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年一月一日， 二零二一年十二月 三十一日，二零二二年 一月一日及二零二二年 十二月三十一日	3,162,441	277,932



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

28. Share Capital and Reserves (Continued)

(b) Nature and purpose of reserves

(i) Share premium

The application of the share premium account of the Company is governed by the Companies Act (Revised) of the Cayman Islands. The funds in the share premium are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Statutory reserves

Statutory reserves are established in accordance with the relevant PRC rules and regulations and the articles of association of the PRC subsidiary of the Group, Bawang Guangzhou. Transfers to the reserves are approved by the directors of Bawang Guangzhou.

Bawang Guangzhou and Bawang (China) Beverage Co., Ltd, which are wholly foreign owned enterprises established in the PRC, are required to transfer at least 10% of their net profit (after offsetting prior year losses), as determined under the PRC accounting rules and regulations, to statutory general reserve until the reserve balance reaches 50% of the registered capital under the PRC Company Law and the articles of association of the entity. The transfer to this reserve must be made before distribution of dividends to the equity shareholder.

Statutory general reserve can be used to make good prior years' losses, if any, and may be converted into share capital by issuing new shares to equity shareholders proportionate to their existing percentage of equity interests provided that the balance after such issue is not less than 25% of the registered capital.

28. 股本及儲備(續)

(b) 儲備性質及用途

(i) 股本溢價

本公司股本溢價的應用受開曼群島公司法(經修訂)所規管。除非緊隨建議派付股息的日期後，本公司有能力償還日常業務中到期的債務，否則本公司不得自股本溢價向股東分派股息。

(ii) 法定儲備

法定儲備乃根據有關中國規則及規例以及本集團的中國附屬公司霸王廣州的公司章程設立。轉撥的儲備已獲霸王廣州董事會批准。

霸王廣州及霸王(中國)飲料有限公司乃於中國成立的外商獨資企業，其須根據中國會計規則及規例，轉撥其溢利最少10%的淨溢利(彌補以往年度的虧損後)至一般法定儲備，直至儲備結餘達到中國公司法及該實體的公司章程規定的註冊資本的50%為止。轉撥至該儲備須於向權益持有人分派股息前進行。

一般法定儲備可用作彌補以往年度的虧損(如有)，亦可透過按照權益持有人的現有的股權百分比向彼等發行新股，以將有關儲備轉換為股本，惟進行有關發行後的結餘不得少於註冊資本的25%。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

28. Share Capital and Reserves (Continued)

(b) Nature and purpose of reserves (Continued)

(iii) Merger reserve

On 20 December 2007, Bawang International Group Holding (HK) Limited, a wholly-owned subsidiary of the Company, acquired all the equity interest of Bawang Guangzhou amounting to USD12,500,000, which was previously held by a company owned by the controlling shareholders of the Group, at a consideration of the same amount. Accordingly, the share capital of Bawang Guangzhou was eliminated and a merger reserve arose due to foreign exchange differences.

(iv) Translation reserve

Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of the operations outside the PRC into the presentation currency of the Group (i.e. RMB).

(v) Other reserve

The other reserve represents the deemed contribution by the controlling shareholders in the form of non-interest bearing loans to a subsidiary. The amounts are estimated by discounting the nominal value of the non-interest bearing loans to the subsidiary at an effective interest rate.

28. 股本及儲備(續)

(b) 儲備性質及用途(續)

(iii) 合併儲備

於二零零七年十二月二十日，本公司全資附屬公司霸王國際集團控股(香港)有限公司以同等價格收購美元12,500,000的霸王廣州全部權益(之前由控股股東擁有的一家公司持有)。因此霸王廣州的股本被抵銷，抵銷時的匯兌差額產生合併儲備。

(iv) 匯兌儲備

匯兌儲備包括換算中國境外業務之財務報表(即人民幣)所產生的全部匯兌差額。

(v) 其他儲備

其他儲備是指控股股東借給於附屬公司的免息貸款所產生之視同注資。該數額由以實際利率折現的借給子公司之免息貸款的賬面價值來估算。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

29. Equity-Settled Share-Based Transactions

Pursuant to an ordinary resolution of the shareholders of the Company at the annual general meeting of the Company on 29 May 2020, the Company adopted a 2020 share option scheme (the “2020 Share Option Scheme”) to attract and retain the best available personnel to provide additional incentive to (i) any director, employee, consultant, professional, customer, supplier, agent, business or joint venture partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (the “Affiliate”); or (ii) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, business or joint venture partner or adviser of or contractor to the Group or an Affiliate; or (iii) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, business or joint venture partner, adviser of or contractor to the Group or an Affiliate.

29. 以股權結算並以股份為基礎的交易

根據本公司於二零二零年五月二十九日股東週年大會的普通決議案，本公司採納了一項二零二零年購股權計劃（「二零二零年購股權計劃」），旨在吸引並留住優秀的人才並向其提供額外的激勵，包括(i)本集團或本集團擁有權益的公司或該公司附屬公司（「聯屬公司」）的任何董事、僱員、顧問、專家、客戶、供應商、代理人、商業夥伴或合資公司夥伴、諮詢人或承包商；或(ii)本集團或聯屬公司的任何董事、僱員、顧問、專家、客戶、供應商、代理人、商業夥伴或合資公司夥伴、諮詢人或承包商作為受益人的任何信託或作為全權信託對象的任何全權信託的受託人；或(iii)本集團或聯屬公司的任何董事、僱員、顧問、專家、客戶、供應商、代理人、商業夥伴或合資公司夥伴、諮詢人或承包商實益擁有的公司。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

29. Equity-Settled Share-Based Transactions (Continued)

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted and 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, without prior approval from the Company's shareholders. Option granted to substantial shareholders or independent non-executive directors or any of their respective associates (including a discretionary trust whose discretionary objects includes a substantial shareholders independent non-executive directors, or any of their respective associates) in any 12-month period in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

No share options were granted under the 2020 Share Option Scheme since the adoption. As at 31 December 2022, there was no outstanding options granted under the 2020 Share Option Scheme.

29. 以股權結算並以股份為基礎的交易(續)

有關購股權計劃下的認購數量在未經本公司股東事先批准下合計不得超過本公司當日已發行股份的10%。未經本公司股東事先批准，已發行及擬發行的購股權數量的授予和可能授予，並可授予任何一人中的任何個人不得超過本公司當日已發行股份的1%。授予大股東或獨立非執行董事或他們各自的聯繫人(包括其自由支配對象信托也包括大股東，獨立非執行董事或他們各自的聯繫人)的購股權數量超過在任何12個月期間內本公司股本的0.1%或金額超過500萬港元，必須事先經本公司的股東批准。

自採納二零二零年購股權計劃以來，在其項下沒有授予任何購股權。截至二零二二年十二月三十一日，概無二零二零年購股權計劃項下尚未授予的購股權。

Notes to the Consolidated Financial Statements (Continued)
綜合財務報表附註(續)

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

30. Statement of Financial Position of the Company

30. 本公司財務狀況表

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current asset	非流動資產			
Unlisted investments in subsidiaries	於非上市附屬公司的投資		—*	—*
Current assets	流動資產			
Other receivables	其他應收款		136	385
Amounts due from subsidiaries	應收附屬公司款項	(a)	146	131
Bank balances and cash	銀行結存及現金		649	1,647
			931	2,163
Current liabilities	流動負債			
Other payables	其他應付款項		1,167	1,061
Amount due to a subsidiary	應付附屬公司款項	(a)	2,865	2,525
			4,032	3,586
Net current liabilities	淨流動負債		(3,101)	(1,423)
Net liabilities	淨負債		(3,101)	(1,423)
Capital and reserves	資本及儲備			
Share capital	股本		277,932	277,932
Reserves	儲備	(b)	(281,033)	(279,355)
Deficiency of equity	權益不足		(3,101)	(1,423)

* Less than RMB1,000

* 該金額低於人民幣1,000元。

Notes:

附註:

(a) The amount is unsecured, non-interest bearing and repayable on demand. During the years ended 31 December 2022 and 2021, the Directors have performed an impairment assessment based on the expected credit loss model. As at 31 December 2022, the carrying amount of amounts due from subsidiaries was approximately RMB146,000 (2021: RMB131,000), net of accumulated allowance for impairment loss of approximately RMB1,583,362,000 (2021: RMB1,542,647,000).

(a) 該款項無抵押、免息並按要求償還。截至二零二二年及二零二一年十二月三十一日止年度，董事們根據預期信貸損失模型進行了減值評估。截至二零二二年十二月三十一日止，應收附屬公司賬面金額約為人民幣146,000元(二零二一年：人民幣131,000元)，扣除累計減值準備約人民幣1,583,362,000元(二零二一年：人民幣1,542,647,000元)。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

30. Statement of Financial Position of the Company (Continued)

Notes: (Continued)

(b) Movements in the reserves during the years are as follows:

		Share premium	Translation	Accumulated	Total
		股本溢價	匯兌儲備	累計虧損	總額
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 28(b))	(note 28(b))		
		(附註28(b))	(附註28(b))		
At 1 January 2021	於二零二一年一月一日	1,401,815	(110,378)	(1,569,832)	(278,395)
Total comprehensive income/ (expense) for the year	年內全面收入/(支出) 總額	—	640	(1,600)	(960)
At 31 December 2021 and 1 January 2022	於二零二一年十二月 三十一日及 二零二二年一月一日	1,401,815	(109,738)	(1,571,432)	(279,355)
Total comprehensive expense for the year	年內全面支出總額	—	(1,219)	(459)	(1,678)
At 31 December 2022	於二零二二年 十二月三十一日	1,401,815	(110,957)	(1,571,891)	(281,033)

30. 本公司財務狀況表(續)

附註：(續)

(b) 儲備年內變動情況如下：



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

31. Retirement Benefit Scheme Contributions

(a) The PRC

Pursuant to the relevant labour rules and regulations in the PRC, the PRC subsidiaries participate in a defined contribution retirement benefit scheme (the “Scheme”) organised by the local authority whereby the PRC subsidiaries are required to make contributions to the Scheme based on certain percentages of the eligible employee’s salaries. The local government authority is responsible for the entire pension obligations payable to the retired employees.

(b) Hong Kong

The Group also maintains the MPF Scheme for all qualifying employees in Hong Kong in accordance with the requirements of the Mandatory Provident Fund Schemes Ordinance and related regulations. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the Scheme, of which the contribution was matched by employees and subject to a cap of HK\$1,500 per employee per month.

The Group has no other obligations for payment of retirement and other post-retirement benefits of employees other than the contribution described above. Forfeited contributions in respect of unvested benefits of employees leaving the Group’s employment cannot be used to reduce ongoing contributions.

The total expense recognised in profit or loss of approximately RMB4,033,000 (2021: RMB3,887,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans.

31. 退休福利計劃供款

(a) 中國大陸地區

根據中國有關勞動法規，中國附屬公司參與由中國有關當地政府機構組織之定額供款退休福利計劃(「該計劃」)。有關附屬公司須按照工資之一定百分比向該計劃供款。當地政府機構會負責支付退休僱員的全部退休金。

(b) 香港地區

根據強制性公積金計劃(「強積金計劃」)的相關條例及規定，本集團亦為所有符合條件的香港僱員設立強積金計劃。強積金計劃之資產與本集團其他資產分開，由受託人控制之基金持有。本集團按相關工資之5%向計劃供款。每名僱員的供款上限為每月港元1,500。

本集團除了上述供款計劃，並無其他義務為僱員支付退休及其他退休後福利。僱員離職時的未歸屬權益當中的已失效供款不可用作減少現有供款。

損益表中之總開支約人民幣4,033,000元(二零二一年：人民幣3,887,000元)，即本集團就該等計劃制定的一定百分比應付之供款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

32. Related Party Transactions

(a) Related party balances

Save as disclosed elsewhere in the consolidated financial statements, the following balances were outstanding at the end of the reporting period:

	Amounts due from/(to) related parties		Maximum outstanding amount during the year ended 31 December	
	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>Non-trade related</i> Guangzhou Bawang Cosmetics Co., Ltd. ("Guangzhou Bawang") (note i)	—	242	242	242
<i>Trade related</i> Guangzhou Qiancai Packaging Materials Co., Ltd. ("Guangzhou Qiancai") (notes ii and iii)	—	(22)		

Notes:

- (i) Guangzhou Bawang was ultimately 100% owned by Mr. CHEN Zheng He. The balance was unsecured, interest-free and repayable on demand.

During the years ended 31 December 2022 and 2021, the management of the Group considered the credit risk of the amounts has not been increased significantly and thus the allowance for impairment recognised during the year was limited to 12-month ECL. As at 31 December 2022 and 2021, the identified impairment loss was immaterial.

- (ii) Guangzhou Qiancai was under the control of the close family members of Mr. CHEN Qiyuan, the director and the chairman of the board of directors.
- (iii) The credit term granted by Guangzhou Qiancai is 30 days based on the invoice date. As at 31 December 2022 and 2021, the amount due to Guangzhou Qiancai was unsecured, interest-free with 30 days (2021: 30 days) credit term and aged within 30 days (2021: 30 days).

32. 關聯方交易

(a) 關聯方餘額

除綜合財務報表另有披露外，於呈報期末尚未償付之結餘如下：

附註：

- (i) 廣州霸王由陳正鶴先生100%最終擁有。有關結餘無抵押、免息及並按的要求償還。

截至二零二二年及二零二一年十二月三十一日止年度，本集團管理層認為信貸風險金額一直沒有顯著增加，因此本年度確認的減值準備僅限於12個月的預期信貸風險。於二零二二年和二零二一年十二月三十一日，確認的減值損失是非實質性的。

- (ii) 廣州倩采是由與本公司董事會主席陳啟源先生關係密切的家庭成員控制的。

- (iii) 由廣州倩采給予的信貸期為發票日起30日。截至二零二二年及二零二一年十二月三十一日止，應付廣州倩采的有關結餘無抵押，30天免息(二零二一年：30天)，30天內到期(二零二一年：30天)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

32. Related Party Transactions (Continued)

(b) Related party transactions

The Group had the following material transactions with its related parties:

	Nature of transaction 交易性質	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Guangzhou Qiancai 廣州倩采	Purchase of packaging materials (notes i and iii) 包裝材料採購款(附註i和iii)	—	99
Guangzhou Bawang 廣州霸王	Rental fee of production plant and office premises (notes i and ii) 生產廠房和辦公場所的租金 (附註i和ii)	11,417	12,432

Notes:

- (i) The Directors are of the opinion that the above transactions were conducted on normal commercial terms in the ordinary course of business and the basis of consideration for the transactions is the prevailing market price.
- (ii) On 17 November 2020, Bawang Guangzhou and Guangzhou Bawang entered into a new lease agreement with 1 year of lease from 1 December 2020. The monthly rental fee for the production premises, office premises and a staff dormitory are RMB1,040,000 in total. On 23 April 2021, the lease agreement was renewed with monthly rental fees of approximately RMB1,090,000 from 1 July 2021 to 30 June 2024 and approximately RMB1,240,000 from 1 July 2024 to 30 June 2026. On 1 September 2022, a supplemental lease agreement reduced the leased area from 49,928.17 sq.m. to 37,997.70 sq.m., and the monthly rental fees to approximately RMB830,000 from 1 September 2022 to 30 June 2024 and approximately RMB944,000 from 1 July 2024 to 30 June 2026. Details of which were set out in the Company's announcement dated on 17 November 2020, 23 April 2021 and 1 September 2022 respectively.

32. 關聯方交易(續)

(b) 關聯方交易

本集團與其關聯人士進行以下重大交易：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Guangzhou Qiancai 廣州倩采	—	99
Guangzhou Bawang 廣州霸王	11,417	12,432

附註：

- (i) 董事認為，上述交易乃按一般商業條款於日常業務過程中進行，交易代價基準為現行市價。
- (ii) 於二零二零年十一月十七日，霸王廣州與廣州霸王簽署了一份就生產廠房、辦公場所和職工宿舍自二零二零年十二月一日開始為期一年的新租賃協議，月租金約為人民幣1,040,000元。於二零二一年四月二十三日，霸王廣州和廣州霸王更新了租賃協議，自二零二一年七月一日至二零二四年六月三十日期間的生產廠房、辦公場所以及員工宿舍的月租費合計為人民幣1,090,000元，及自二零二四年七月一日至二零二六年六月三十日期間租金增加至月租費合計人民幣1,240,000元。於二零二二年九月一日，霸王廣州與廣州霸王簽署了一份補充租賃協議，就現在租賃面積由49,928.17平方米減少至37,997.70平方米，月租金自二零二二年九月一日至二零二四年六月三十日為約人民幣830,000元，自二零二四年七月一日至二零二六年六月三十日期間約為人民幣944,000元。上述相關詳情分別載列於本公司於二零二零年十一月十七日，二零二一年四月三十日及二零二二年九月一日的公告中。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

32. Related Party Transactions (Continued)

(b) Related party transactions (Continued)

Notes: (Continued)

(ii) (Continued)

As at 31 December 2022, the carrying amount of such lease liabilities is approximately RMB32,964,000 (2021: RMB53,129,000). During the year ended 31 December 2022, the Group has made lease payment of approximately RMB11,417,000 (2021: RMB RMB12,432,000) to the related company.

(iii) The related party transactions constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules, however, they are exempt from the disclosure requirements in Chapter 14A of the Listing Rules.

(c) Compensation of key management personnel

The remuneration of key management personnel of the Group during the year was as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Short-term benefits	短期福利	3,157	4,277
Post-employment benefits	離職後福利	369	885
		3,526	5,162

The remuneration of key management personnel of the Group was determined by the board of Directors, in consultation with the remuneration committee, having regard to the performance of individuals and market trends.

32. 關聯方交易(續)

(b) 關聯方交易(續)

附註：(續)

(ii) (續)

於二零二二年十二月三十一日止，這項租賃負債的賬面價值約為人民幣32,964,000元(二零二一年：人民幣53,129,000元)。截至二零二二年十二月三十一日止年度，集團已向關聯公司支付了約人民幣11,417,000元的租金(二零二一年：人民幣12,432,000元)。

(iii) 關聯方交易符合上市規則第14A章所界定的關連交易或持續關連交易，彼等獲豁免遵守上市規則第14A章所需之披露。

(c) 主要管理人員報酬

本集團於年內主要管理人員的酬金載列如下：

本集團主要管理人員之報酬由董事諮詢薪酬委員會就彼等個人表現及市場趨勢釐定的。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

33. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the consolidated statement of cash flows as cash flows from financing activities.

		Non-cash changes 非現金變化				
		1 January 2022 二零二二年 一月一日 RMB'000 人民幣千元	Financing cash flows 融資 現金流量 RMB'000 人民幣千元	Finance costs incurred 已發生的 融資成本 RMB'000 人民幣千元	Lease modification (note 18) 租賃修改 (附註18) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元
Lease liabilities	租賃負債	53,453	(11,447)	2,098	(10,828)	33,276

		Non-cash changes 非現金變化				
		1 January 2021 二零二一年 一月一日 RMB'000 人民幣千元	Financing cash flows 融資 現金流量 RMB'000 人民幣千元	Finance costs incurred 已發生的 融資成本 RMB'000 人民幣千元	Lease modification (note 18) 租賃修改 (附註18) RMB'000 人民幣千元	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元
Lease liabilities	租賃負債	11,481	(12,462)	1,550	52,884	53,453

33. 融資活動產生的負債對賬

下表詳述本集團來自融資活動的負債變動，包括現金和非現金的變動。融資活動產生的負債是現金流量或未來現金流量將在綜合現金流量表中分類為融資活動現金流量的負債。



Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

34. Litigation

In prior years, a lawsuit was filed by a former subcontractor against Bawang (China) Beverage Co., Limited (“Bawang Beverage”) in People’s Court of Songjiang District of Shanghai in respect of a dispute in the material processing contract between the former subcontractor and Bawang Beverage.

On 20 June 2014, Shanghai No. 1 Intermediate People’s Court gave its final ruling that Bawang Beverage was liable to the former subcontractor for an amount of approximately RMB643,000 and a legal cost of approximately RMB19,000. Accordingly, provision for litigation in amount of approximately RMB662,000 was recognised in the profit or loss and an amount of approximately RMB324,000 was settled in 2014. During the year ended 31 December 2022, the remaining provision of approximately RMB338,000 has been waived as Bawang Beverage was deregistered on 30 September 2022.

34. 法律訴訟

早前，一名前分銷商在上海松江區人民法院就該前分銷商及霸王(中國)飲料有限公司(「霸王飲料」)之間的原料加工合同糾紛向霸王飲料提起訴訟。

上海第一中級人民法院於二零一四年六月二十日作出最終裁決，霸王飲料須向前分銷商支付約人民幣643,000元的賠償金和約人民幣19,000元的訴訟費。此外，訴訟計提合計約人民幣662,000元已被確認於綜合損益及其他全面收益表中為其他費用，約人民幣324,000元已在截至二零一四年十二月三十一日止年度內償還。於二零二二年十二月三十一日截止的年度內，由於霸王飲料於二零二二年九月三十日被註銷註冊，剩餘的約人民幣338,000元的計提已獲豁免。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

35. Principal Subsidiaries

Details of the Company's principal subsidiaries at 31 December 2022 and 2021 are as follows:

35. 主要附屬公司

於二零二二年及二零二一年十二月三十一日，本公司主要附屬公司詳情如下：

Name 名稱	Place of incorporation/ establishment and operation 成立及經營地點	Issued and paid-up/registered capital 已發行及繳足資本	Proportion ownership interest and voting power held by the Company 本公司持有的權益及 擁有的投票權比例				Principal activities 主要業務
			2022 二零二二年		2021 二零二一年		
			Direct 直接 %	Indirect 間接 %	Direct 直接 %	Indirect 間接 %	
Forever Giants Limited (note (b))	BVI	USD1	—	—	100	—	Inactive and deregistered on 15 December 2022
Forever Giants Limited (附註(b))	英屬處女群島	美元1					年內無業務及在二零二二年十二月十五日註銷
Bawang International Group Holding (HK) Limited	Hong Kong	HK\$1	—	100	—	100	Investment holding and trading of household and personal care products
霸王國際集團控股(香港)有限公司	香港	港元1					投資控股及營銷家用及個人護理產品
Hong Kong Bawang International Trading Limited	Hong Kong	HK\$1	—	100	—	100	Trading of household and personal care products
香港霸王國際貿易公司	香港	港元1					營銷家用及個人護理產品
Bawang Guangzhou (note (a))	The PRC	USD67,500,000	—	100	—	100	Manufacturing and trading of household and personal care products
霸王廣州(附註(a))	中國	美元67,500,000					製造及營銷家用及個人護理產品
Bawang Beverage (note (a) and (b))	The PRC	HK\$180,000,000	—	—	—	100	Inactive and deregistered on 30 September 2022
霸王飲料(附註(a)及(b))	中國	港元180,000,000					年內無業務及在二零二二年九月三十日註銷
Guangzhou Fanmei Electronic Business Company Limited* (note (a))	The PRC	RMB1,000,000	—	100	—	100	e-Commerce and trading of household and personal care products
廣州梵魅電子商務有限公司(附註(a))	中國	人民幣1,000,000元					電子商務及營銷家用及個人護理產品
Guangzhou Bawang Trading Company Limited* (note (a))	The PRC	RMB1,000,000	—	100	—	100	Trading of household and personal care products
廣州霸王貿易有限公司(附註(a))	中國	人民幣1,000,000元					營銷家用及個人護理產品

* For identification purposes only

* 僅供認別

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

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

35. Principal Subsidiaries (Continued)

Notes:

- (a) These entities are wholly foreign owned and limited liability companies established in the PRC.
- (b) Forever Giants Limited and Bawang Beverage are deregistered on 15 December 2022 and 30 September 2022 respectively.

The above table lists the subsidiaries of the Group which, in the opinion of the Directors, principally affected the results or assets and liabilities 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 both years or at any time during the years.

At the end of the reporting period, the Company has other wholly-owned subsidiaries that are not material to the Group. A summary of these subsidiaries are as follows:

35. 主要附屬公司(續)

附註：

- (a) 此等實體為於中國成立的外商全資擁有的有限責任公司。
- (b) Forever Giants Limited和霸王飲料分別於二零二二年十二月十五日 and 二零二二年九月三十日註銷。

上表僅列出本公司董事認為主要影響本集團業績或資產和負債之附屬公司。本公司董事認為提供其他附屬公司之詳情將令資料過於冗長而不在此列示。

於當年及上一年度期內，概無任何附屬公司發行任何債權債務。

於呈報期末，公司擁有其他就集團而言非重大的全資附屬公司。該等附屬公司之主要業務概述如下：

Principal activities 主要業務	Principal place of business 主要業務地點	Number of subsidiaries 附屬公司數目	
		2022 二零二二年	2021 二零二一年
Investment holding 投資控股	The BVI 英屬處女群島	1	2
Investment holding 投資控股	Hong Kong 香港	1	1



Five Years Summary

五年財務概要

As at 31 December 2022 於二零二二年十二月三十一日

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Result	業績					
Revenue	營業額	246,341	273,604	275,987	258,158	293,922
Loss before taxation	稅前虧損	(19,431)	(9,084)	(4,038)	(15,164)	(1,196)
Taxation	稅項	—	—	—	9,064	—
Loss for the year attributable to the owners of the Company	本公司擁有人應佔之年內虧損	(19,431)	(9,084)	(4,038)	(6,100)	(1,196)
Assets and liabilities	資產及負債					
Property, plant and equipment	物業、廠房及設備	40,515	61,938	78,699	98,305	115,021
Prepaid advertising fee	預付廣告費用	654	850	33	—	649
Net current assets	流動資產淨值	29,307	25,022	65,499	53,732	50,661
Total assets less current liabilities	資產總值減流動負債	151,123	189,171	155,051	182,426	165,682
Net assets	資產淨值	126,020	145,855	154,726	158,660	165,682
Capital and reserves	資本及儲備					
Share capital	股本	277,932	277,932	277,932	277,932	277,878
Reserves	儲備	(151,912)	(132,077)	(123,206)	(119,272)	(112,196)
Total equity	權益總額	126,020	145,855	154,726	158,660	165,682
Loss per share Basic and diluted (RMB)	每股虧損基本及攤薄(人民幣)	(0.0061)	(0.0029)	(0.0013)	(0.0019)	(0.0003)



BaWang International (Group) Holding Limited
霸王國際(集團)控股有限公司



BaWang International (Group) Holding Limited

霸王國際(集團)控股有限公司*

** for identification purposes only*
僅供識別