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Moody Technology Holdings Limited
滿地科技股份有限公司

(於開曼群島註冊成立並於百慕達存續之有限公司)

(股份代號：1400)

(已委任臨時清盤人)

(以重組目的)

**截至二零二二年十二月三十一日止年度的
經審核年度業績公告**

滿地科技股份有限公司（「本公司」）董事會（「董事會」）欣然宣佈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。本公告載有本公司二零二二年年報全文，符合香港聯合交易所有限公司證券上市規則有關年度業績初步公告隨附資料的相關規定。

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CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the Board of Directors of Moody Technology Holdings Limited (the "Company") and its subsidiaries (collectively the "Group"), I report to shareholders our annual report for the year ended 31 December 2022 (the "Year" or "Period").

RESULTS

The Group recorded revenue of approximately RMB90.5 million for the year ended 31 December 2022, representing a decrease of approximately 41.8% as compared with the revenue of RMB155.5 million for the year ended 31 December 2021. The Group's products experienced a gross profits margin of approximately 8.2%, as compared with a gross profits margin of approximately 2.3% from previous year. Loss attributable to owners of the Company for the Year increased from loss of approximately RMB100.5 million in 2021 to loss of approximately RMB140.5 million in 2022, representing an increase of approximately 39.8% as compared with the last year, which was mainly attributable to net exchange loss of approximately RMB58.2 million generated from the bonds principles and interests of approximately RMB913.2 million (equivalent to HKD1,030 million), which were dominated in HKD, as affected by depreciation of RMB against HKD during the Year. Sales of shoes, clothes and others contributed revenue amounted to approximately RMB66.8 million (2021: RMB125.6 million) for the year ended 31 December 2022. Sales of fabrics contributed revenue amounted to approximately RMB23.7 million (2021: RMB29.9 million) for the year ended 31 December 2022.

OUTLOOK

The Company is in the view that the Group's fabrics business in 2022 has become stable in last year, following the recovery of the domestic demands on the textile products in the PRC. The decrease of sales demand of shoes and clothing from the customers in Korea due to the continuous pandemics of COVID-19 mainly in the first half of 2022 reduced the Group's exports volumes from 2021. In order to improve and expand the business of the Group, the Group incorporated a subsidiary in Shishi City of Fujian province, PRC, to manufacture and sell the clothing products to the PRC customers since the second half of 2022. Looking forward in 2023, the management consider to boost the local sales of clothing products in the PRC which can generate higher profit margins. The management will closely monitor the sales markets of the business and make adjustment of sales strategies when necessary.

致股東：

本人謹代表滿地科技股份有限公司（「本公司」）及其附屬公司（統稱「本集團」）向股東報告截至二零二二年十二月三十一日止年度（「本年度」或「本期間」）之年報。

業績

截至二零二二年十二月三十一日止年度，本集團錄得收益約人民幣90.5百萬元，較截至二零二一年十二月三十一日止年度的收益人民幣155.5百萬元減少約41.8%。本集團產品錄得毛利率約8.2%，而上一年度毛利率為約2.3%。本年度本公司擁有人應佔虧損由二零二一年虧損約人民幣100.5百萬元增加至二零二二年虧損約人民幣140.5百萬元，較去年增加約39.8%，主要由於本年度受人民幣兌港元貶值影響，以港元計值之債券本金及利息約人民幣913.2百萬元（相當於1,030百萬港元）產生匯兌虧損淨額約人民幣58.2百萬元。截至二零二二年十二月三十一日止年度，鞋履、服裝及其他銷售貢獻收益約為人民幣66.8百萬元（二零二一年：人民幣125.6百萬元）。截至二零二二年十二月三十一日止年度，面料銷售貢獻收益約為人民幣23.7百萬元（二零二一年：人民幣29.9百萬元）。

展望

本公司認為，於中國對國內紡織品的需求復甦後，本集團之面料業務於二零二二年趨於穩定。主要由於二零二二年上半年COVID-19疫情持續，韓國客戶對鞋履及服裝的銷售需求減少導致本集團的出口量較二零二一年減少。為改善及拓展本集團之業務，本集團於中國福建省石獅市註冊成立一間附屬公司，以自二零二二年下半年起製造及向中國客戶銷售服裝產品。展望二零二三年，管理層考慮促進中國服裝產品的本地銷售，從而產生更高的利潤率。管理層將密切留意業務的銷售市場並於有必要時調整銷售策略。

In January 2023, the issue the scheme shares to the scheme creditors have been completed. The financial position of the Group is expected to improve by discharging all the bonds liabilities and accrued bonds interests for the financial year ending 31 December 2023.

The management will also closely monitor the Group's financial performance, financial position and cash flow in order to maintain the normal operation of the Group.

ACKNOWLEDGEMENT

Lastly, I would like to express my gratitude on behalf of the Board to all our stakeholders for giving the Group their care, patience and support over the years.

Moody Technology Holdings Limited

Li Wanyuan

Acting Chairman and Executive Director

Hong Kong, 31 March 2023

於二零二三年一月，已完成向計劃債權人發行計劃股份。截至二零二三年十二月三十一日止財政年度，通過償還所有債券負債及應計債券利息，預期本集團的財務狀況將有所改善。

管理層亦將密切監察本集團的財務表現、財務狀況及現金流量，以維持本集團的正常營運。

鳴謝

最後，本人謹代表董事會對全體持份者一直以來對本集團的關注、忍耐和支持致以由衷的感謝。

滿地科技股份有限公司

李萬元

代理主席兼執行董事

香港，二零二三年三月三十一日

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive directors

Mr. Li Wanyuan (*Acting Chairman*)

Ms. Lin Yuxi

Independent non-executive directors

Mr. Lin Yugang

Mr. Chow Yun Cheung

Mr. Liu Junting

AUDIT COMMITTEE

Mr. Chow Yun Cheung (*Chairman*)

Mr. Lin Yugang

Mr. Liu Junting

REMUNERATION COMMITTEE

Mr. Lin Yugang (*Chairman*)

Mr. Chow Yun Cheung

Mr. Liu Junting

NOMINATION COMMITTEE

Mr. Liu Junting (*Chairman*)

Mr. Lin Yugang

Mr. Chow Yun Cheung

REGULATORY COMPLIANCE COMMITTEE

Mr. Li Wanyuan (*Chairman*)

Mr. Tse Kwok Hing Henry

COMPANY SECRETARY

Mr. Tse Kwok Hing Henry

AUTHORISED REPRESENTATIVES

Mr. Li Wanyuan

Mr. Tse Kwok Hing Henry

AUDITOR

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

24/F, Siu On Centre

188 Lockhart Road

Wanchai, Hong Kong

董事會

執行董事

李萬元先生 (代理主席)

林禹熙女士

獨立非執行董事

林宇剛先生

周潤璋先生

劉俊廷先生

審核委員會

周潤璋先生 (主席)

林宇剛先生

劉俊廷先生

薪酬委員會

林宇剛先生 (主席)

周潤璋先生

劉俊廷先生

提名委員會

劉俊廷先生 (主席)

林宇剛先生

周潤璋先生

監管合規委員會

李萬元先生 (主席)

謝國興先生

公司秘書

謝國興先生

授權代表

李萬元先生

謝國興先生

核數師

長青 (香港) 會計師事務所有限公司

執業會計師

香港灣仔

駱克道188號

兆安中心24樓

LEGAL ADVISORS AS TO HONG KONG LAW

Winston & Strawn
42nd Floor
Bank of China
Tower 1 Garden Road Central,
Hong Kong

PRINCIPAL BANKERS

Nanyang Commercial Bank Limited
Bank of Quanzhou
CMB Wing Lung Bank

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

20/F, Infinitus Plaza,
199 Des Voeux Road Central,
Sheung Wan, Hong Kong

PRINCIPAL SHARE REGISTER AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTER AND TRANSFER OFFICE

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

COMPANY'S WEBSITE

www.moodytech-holdingltd.com

STOCK CODE

The Stock Exchange of Hong Kong Limited: 1400

有關香港法律之法律顧問

Winston & Strawn
香港
中環花園道1號
中銀大廈
42樓

主要往來銀行

南洋商業銀行有限公司
泉州銀行
招商永隆銀行

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港主要營業地點

香港上環
德輔道中199號
無限極廣場20樓

主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

本公司網站

www.moodytech-holdingltd.com

股份代號

香港聯合交易所有限公司：1400

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OVERVIEW

During the Year, the Group's revenue dropped by 41.8% to RMB90.5 million when compared with last year. Loss attributable to owners of the Company increased by 39.8% to approximately RMB140.5 million against last year. Basic and diluted loss per share decreased from loss per share (restated) of RMB2.24 in 2021 to loss per share of RMB2.16 in 2022.

INDUSTRY REVIEW

According to data from the General Administration of Customs of China, the export volume of textiles, apparel and clothing accessories of the PRC reached \$323.3 billion in 2022, representing a slight growth of approximately 2.6% as compared to the previous year. The garment exports of the PRC grew by 3.2% as compared to the previous year. The export of garment and clothing accessories reached US\$175 billion in 2022, which was 3.2% higher than the same period of last year. China's textile exports, including yarn, fabrics, and others, registered a growth of 2% year-on-year to reach US\$148 billion in 2022. The operating revenue achieved by sizeable textile enterprises amounted to approximately US\$780 billion in 2022, representing a 0.9% increase from 2021.

BUSINESS REVIEW

During the Year, the Group's fabrics business was mainly manufacturing and sales of dyed garment fabrics. Due to the continuous pandemics of COVID-19 in the PRC, the number of customers decreased (2022: 52; 2021: 60) from last year. The Group mainly focus on selling high-end fabrics products and the average selling price of fabrics products decreased from approximately RMB5.4 per meter in 2021 to RMB5.2 per meter in 2022, representing a decrease of approximately 3.7% for the Year. The average cost of fabrics decreased from approximately RMB5.3 per meter in 2021 to approximately RMB5.0 per meter in 2022.

The sales volume of the Group's shoes and clothes decreased from 2021 due to the decrease in the sales demands from the Asian countries, including Korea and Japan. In order to expand the Group's business, the Group incorporated a new subsidiary in Shishi, Fujian and commenced to manufacture and sell different types of clothing products, including T-shirts, jackets, pants and hoodies, etc. to the customers in the PRC since the second half of 2022. The management considered that the local sales in the PRC could generate a higher profit margin than the overseas sales to the Asian countries. During the Year, the profit margin of the local sales and export sales of clothing products were approximately 11.3% and 9.7%, respectively.

概覽

於本年度，本集團的收益較去年減少41.8%至人民幣90.5百萬元。本公司擁有人應佔虧損較去年增加39.8%至約人民幣140.5百萬元。每股基本及攤薄虧損由二零二一年每股虧損（經重列）人民幣2.24元減少至二零二二年每股虧損人民幣2.16元。

行業回顧

根據中國海關總署的數據，二零二二年中國紡織品、服裝和服裝配飾的出口額達3,233億美元，與上年相比略增約2.6%。中國服裝出口較去年增長3.2%。服裝和服裝配飾二零二二年出口額達1,750億美元，較去年同期增長3.2%。於二零二二年，包括紗線、面料和其他在內的中國紡織品出口同比增長2%至1,480億美元。大型紡織企業二零二二年實現的經營收益約為7,800億美元，較二零二一年增長0.9%。

業務回顧

於本年度，本集團面料業務主要為製造及銷售色布。由於中國的COVID-19疫情持續，客戶人數較去年有所減少（二零二二年：52個；二零二一年：60個）。本集團主要著力銷售高端面料產品，面料產品平均售價由二零二一年每米約人民幣5.4元降至二零二二年的每米人民幣5.2元，降幅約3.7%。面料平均成本由二零二一年每米約人民幣5.3元降至二零二二年每米約人民幣5.0元。

由於韓國和日本等亞洲國家的銷售需求減少，自二零二一年以來本集團的鞋履和服裝銷量有所下降。為擴大本集團的業務，本集團在福建石獅成立一家新的附屬公司，並自二零二二年下半年開始向中國客戶生產和銷售各種服裝產品，包括T恤、夾克、褲子和連帽衫等。管理層認為，中國本地銷售可產生高於對亞洲國家所作海外銷售的利潤率。於本年度，服裝產品的本地銷售和出口銷售的利潤率分別約為11.3%和9.7%。

FINANCIAL REVIEW

Revenue

The Group's revenue mainly generated from sales of shoes and clothes in the Asian countries and manufacturing and sales of fabrics in the PRC. The total revenue decreased from approximately RMB155.5 million for the year ended 31 December 2021 to approximately RMB90.5 million for the year ended 31 December 2022.

For the fabrics segment, the number of customers decreased (2022: 52; 2021: 60) from last year. The average selling price of fabrics products decreased from approximately RMB5.4 per meter in 2021 to RMB5.2 per meter in 2022, representing a decrease of approximately 3.7% for the Year. These resulted in a decrease in the sales of fabrics products from approximately RMB29.9 million in 2021 to approximately RMB23.7 million in 2022, representing a decrease of approximately 20.7% for the Year.

The decrease of sales demand of shoes and clothing from the customers in Korea due to the continuous pandemics mainly in the first half of 2022 reduced the exports volumes from last year, which resulted in decrease in the Group's exports sales of shoes and clothes from approximately RMB125.6 million in 2021 to approximately RMB66.8 million in 2022, representing a decrease of approximately 46.8% for the Year. In order to expand the business, the Group commenced to manufacture and sales of clothes to the customers in the PRC since the second half of 2022. The local sales of clothes contributed revenue of approximately RMB35.4 million during the year.

The table below sets out a breakdown of the Group's revenue categorised by products during the year:

財務回顧

收益

本集團的收益主要來自於在亞洲國家銷售鞋履及服裝以及在中國製造及銷售面料。總收益由截至二零二一年十二月三十一日止年度的約人民幣155.5百萬元減少至截至二零二二年十二月三十一日止年度的約人民幣90.5百萬元。

就面料分部而言，客戶數量較去年有所減少（二零二二年：52個；二零二一年：60個）。面料產品的平均售價由二零二一年的每米約人民幣5.4元降至二零二二年的每米人民幣5.2元，於本年度減少約3.7%。該等因素導致面料產品銷售額由二零二一年的約人民幣29.9百萬元降至二零二二年的約人民幣23.7百萬元，本年度減少約20.7%。

主要由於二零二二年上半年疫情持續，韓國客戶對鞋履和服裝的銷售需求減少導致出口量較去年減少，使得本集團鞋履和服裝出口銷量由二零二一年的約人民幣125.6百萬元下降至二零二二年的約人民幣66.8百萬元，本年度下降約46.8%。為擴大業務，本集團自二零二二年下半年開始向中國客戶生產和銷售服裝。於本年度，本地服裝銷售貢獻收益約人民幣35.4百萬元。

下表載列本集團於本年度按產品分類的收益明細：

		Year ended 31 December 截至十二月三十一日止年度			
		2022	% to total revenue 佔總收益 百分比	2021	% to total revenue 佔總收益 百分比
		二零二二年 RMB'000 人民幣千元		二零二一年 RMB'000 人民幣千元	
Shoes, clothes and others	鞋履、服裝及其他銷售	66,849	73.8	125,645	80.8
Fabrics	面料	23,695	26.2	29,896	19.2
Total	總計	90,544	100.0	155,541	100.0

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Cost of sales

The Group's cost of sales decreased by 45.3% from approximately RMB151.9 million for the year ended 31 December 2021 to approximately RMB83.1 million for the year ended 31 December 2022. Such decrease in cost of sales was in line with the decreased turnover during the Year.

The table below sets out a breakdown of the Group's cost of sales categorised by products during the year:

銷售成本

截至二零二二年十二月三十一日止年度，本集團銷售成本由截至二零二一年十二月三十一日止年度約人民幣151.9百萬元減少45.3%至約人民幣83.1百萬元。銷售成本減少與本年度營業額減少一致。

下表載列本集團於本年度按產品分類的銷售成本明細：

		Year ended 31 December 截至十二月三十一日止年度			
		2022	% to total cost of sales 佔總銷售成本 百分比	2021	% to total cost of sales 佔總銷售成本 百分比
		二零二二年 RMB'000 人民幣千元		二零二一年 RMB'000 人民幣千元	
Shoes, clothes and others	鞋履、服裝及其他銷售	59,812	71.9	122,924	80.9
Fabrics	面料	23,336	28.1	28,990	19.1
Total	總計	83,148	100.0	151,914	100.0

Gross profits

The Group experienced a gross profit of approximately RMB7.4 million in 2022, representing a gross profit margin of approximately 8.2%, as compared to a gross profit of approximately RMB3.6 million in 2021, representing a gross profit margin of approximately 2.3%. The reason for such improvement was mainly because the Group commenced the local sales of the clothing products in the PRC during the Year which increase the profit margin of sales of shoes and clothes to approximately 10.5% during the Year.

The table below sets out a breakdown of the Group's gross profits categorised by products during the year:

毛利

本集團於二零二二年的毛利約為人民幣7.4百萬元（毛利率約為8.2%），而二零二一年的毛利則約為人民幣3.6百萬元（毛利率約為2.3%）。毛利增加的主要原因是本集團於本年度開始在中國本地銷售服裝產品，令本年度鞋履及服裝銷售的利潤率增至約10.5%。

下表載列本集團於本年度按產品分類的毛利明細：

		Year ended 31 December 截至十二月三十一日止年度			
		2022	Gross profit margin 毛利率	2021	Gross profit margin 毛利率
		二零二二年 RMB'000 人民幣千元		二零二一年 RMB'000 人民幣千元	
Shoes, clothes and others	鞋履、服裝及其他銷售	7,037	10.5%	2,721	2.2%
Fabrics	面料	359	1.5%	906	3.0%
Total	總計	7,396	8.2%	3,627	2.3%

Other income

Decrease in other income by 46.3% from approximately RMB4.0 million for the year ended 31 December 2021 to approximately RMB2.1 million for the year ended 31 December 2022 was mainly attributable to the net effect of (i) a reversal of impairment loss of property, plant and equipment of approximately RMB2.9 million was recognised for the year ended 31 December 2021 while there was no such item for the year ended 31 December 2022; and (ii) the rental income increased from approximately RMB0.8 million for the year ended 31 December 2021 to approximately RMB1.5 million for the year ended 31 December 2022.

Net foreign exchange gains/losses

The net foreign exchange loss of approximately RMB58.2 million was mainly derived from the bonds principles and interests of approximately RMB913.2 million (equivalent to HKD1,030 million) which were dominated in HKD, as affected by the depreciation of RMB against HKD in 2022. The net foreign exchange gain of approximately RMB17.1 million was mainly derived from the bonds principles and interests of approximately RMB807.6 million (equivalent to HKD988.9 million) which were dominated in HKD, as affected by the appreciation of RMB against HKD in 2021.

Selling and distribution expenses

The increase in selling and distribution expenses by 95.9% from approximately RMB3.0 million for the year ended 31 December 2021 to approximately RMB5.9 million for the year ended 31 December 2022 mainly because more staff cost was incurred as more salespersons were hired during the Year.

General and administrative expenses

The increase in general and administrative expenses by 0.9% from approximately RMB31.7 million for the year ended 31 December 2021 to approximately RMB32.0 million for the year ended 31 December 2022 was mainly attributable to the net effect of (i) an increase in staff costs (2022: RMB10.7 million; 2021: RMB4.9 million) due to an increase in the average number of Group's employees in 2022; (ii) an increase in legal and professional fees from approximately RMB3.4 million in 2021 to approximately RMB4.7 million in 2022; and (iii) a decrease in an impairment loss of other receivables of approximately RMB15.1 million which was recognised in 2021.

其他收入

其他收入由截至二零二一年十二月三十一日止年度約人民幣4.0百萬元，減少46.3%至截至二零二二年十二月三十一日止年度約人民幣2.1百萬元，主要因為以下因素的淨影響：(i)於截至二零二一年十二月三十一日止年度確認物業、廠房及設備減值虧損撥回約人民幣2.9百萬元，而截至二零二二年十二月三十一日止年度並無有關項目；及(ii)租金收入由截至二零二一年十二月三十一日止年度的約人民幣0.8百萬元增加至截至二零二二年十二月三十一日止年度的約人民幣1.5百萬元。

匯兌收益／虧損淨額

匯兌虧損淨額約人民幣58.2百萬元乃由於受二零二二年人民幣兌港元貶值影響，主要來自以港元計值的債券本金及利息約人民幣913.2百萬元（相當於1,030百萬港元）。匯兌收益淨額約人民幣17.1百萬元乃由於受二零二一年人民幣兌港元升值影響，主要來自以港元計值的債券本金及利息約人民幣807.6百萬元（相當於988.9百萬港元）。

銷售及分銷開支

銷售及分銷開支由截至二零二一年十二月三十一日止年度約人民幣3.0百萬元，增加95.9%至截至二零二二年十二月三十一日止年度約人民幣5.9百萬元，主要由於本年度增聘銷售人員導致員工成本增加。

一般及行政開支

一般及行政開支由截至二零二一年十二月三十一日止年度約人民幣31.7百萬元，增加0.9%至截至二零二二年十二月三十一日止年度約人民幣32.0百萬元，主要是因為以下因素的淨影響：(i)二零二二年本集團僱員平均數目增加令員工成本增加（二零二二年：人民幣10.7百萬元；二零二一年：人民幣4.9百萬元）；(ii)法律及專業費用由二零二一年的約人民幣3.4百萬元增加至二零二二年的約人民幣4.7百萬元；及(iii)於二零二一年確認的其他應收款項減值虧損減少約人民幣15.1百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Finance costs

The decrease in finance costs by 23.0% from approximately RMB68.3 million for the year ended 31 December 2021 to approximately RMB52.6 million for the year ended 31 December 2022 was mainly because of the decrease of accruals of the interest for the bonds after the creditor's scheme (the "Scheme") has become effective on 5 September 2022.

Income tax expense

Income tax expenses of approximately RMB0.7 million was recognised for the Year, mainly represented under-provision for Hong Kong Profits Tax in prior years. No provision for both Hong Kong Profits Tax and PRC Enterprise Income Tax were made because there are no assessable profits for the subsidiaries in both Hong Kong and PRC.

CAPITAL STRUCTURE, LIQUIDITIES AND FINANCIAL RESOURCES

During the Year, the cash of the Group was mainly used in the operating activities and generated from financing activities. For the year ended 31 December 2022, net cash used in operating activities of the Group amounted to RMB12.5 million as compared to RMB0.3 million in 2021. Net cash generated from financing activities of the Group amounted to approximately RMB12.2 million in 2022 as compared to net cash used in financing activities of the Group amounted to approximately RMB1.0 million in 2021 mainly due to the decrease in repayment of borrowings during the Year.

Our primary uses of cash are to satisfy our working capital needs and our capital expenditure needs. Since our establishment, our working capital needs and capital expenditure requirements have been principally financed through a combination of shareholders' equity, cash generated from operations, and borrowings. The Group adopts a prudent cash and financial management policy.

In order to achieve better cost control and minimize the cost of funds, the Group's treasury activities and cash and cash equivalents are generally deposited with certain financial institutions such as banks denominated mostly in Renminbi and Hong Kong dollars.

During the Year, the Company had completed a share consolidation, two subscriptions of new shares and a placing of new shares.

融資成本

融資成本由截至二零二一年十二月三十一日止年度約人民幣68.3百萬元，減少23.0%至截至二零二二年十二月三十一日止年度約人民幣52.6百萬元，主要是因為債權人計劃（「該計劃」）於二零二二年九月五日生效後，債券的應計利息減少。

所得稅開支

本年度確認所得稅開支約人民幣0.7百萬元，主要指過往年度香港利得稅撥備不足。由於香港及中國附屬公司並無應課稅溢利，故並無就香港利得稅及中國企業所得稅作出撥備。

資本架構、流動資金及財務資源

於本年度，本集團的現金主要用於經營活動和來自融資活動。截至二零二二年十二月三十一日止年度，本集團經營活動所用現金淨額為人民幣12.5百萬元，而二零二一年為人民幣0.3百萬元。於二零二二年本集團融資活動產生的現金淨額約為人民幣12.2百萬元，而二零二一年本集團融資活動所用現金淨額約為人民幣1.0百萬元，主要由於本年度償還借款減少。

我們的現金主要用於滿足我們的營運資金需要及資本開支需要。自本公司成立以來，我們的營運資金需要及資本開支需求一直主要透過股東權益、經營所得現金及借款獲得資金支持。本集團採取審慎的現金及財務管理政策。

為更好地控制成本及盡可能降低資金成本，本集團財資活動和現金及現金等價物一般存放於銀行等若干金融機構，且大部分以人民幣及港元計值。

於本年度，本公司已完成一次股份合併、兩次新股認購和一次新股配售。

Share Consolidation

On 13 January 2022, the Company announced a proposed share consolidation on the basis that every ten (10) existing shares be consolidated into one (1) consolidated share (the "Share Consolidation"). On 8 March 2022, the Share Consolidation has become effective and every 10 issued and unissued existing shares of HK\$0.01 each in the share capital of the Company was consolidated into 1 consolidated share of HK\$0.1 each.

Details of the Share Consolidation are set out in the Company's announcements dated 13 January 2022, 10 February 2022, 13 February 2022, 14 February 2022, 15 February 2022, 22 February 2022 and 4 March 2022 and circular dated 27 January 2022.

2022 First Share Subscription

On 13 April 2022, after trading hours of the Stock Exchange, the Company entered into the subscription agreements with the subscribers pursuant to which the subscribers had conditionally agreed to subscribe, and the Company had conditionally agreed to allot and issue, an aggregate of 10,455,107 subscription shares of HK\$0.24 per subscription share ("2022 First Share Subscription"). There were not less than six subscribers in number subscribing for the subscription shares. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, all the Subscribers were independent third parties of the Company and its connected persons. The subscribers were not parties acting in concert under the Takeover Code. The subscription agreements are not inter-conditional to each other.

The 2022 First Share Subscription was being conducted for the Company to raise capital while broadening its shareholder base and capital base. The net proceeds of the Subscription of approximately HK\$2.42 million was intended to be used for costs of debt restructuring and general working capital of the Group.

On 11 May 2022, the 2022 First Share Subscription was completed and an aggregate of 10,455,107 subscription shares were allotted and issued to the subscribers at the subscription price of HK\$0.24 per subscription share. The subscription shares represented approximately 20.00% of the issued share capital of the Company immediately before the 2022 First Share Subscription and approximately 16.67% of the issued share capital of the Company as enlarged by the issue of the subscription shares immediately upon completion of the 2022 First Share Subscription. The net proceeds from the 2022 First Share Subscription of approximately HK\$2.42 million were used as intended for costs of restructuring and general working capital of the Group.

股份合併

於二零二二年一月十三日，本公司宣佈建議按每十(10)股現有股份合併為一(1)股合併股份的基準進行股份合併(「股份合併」)。於二零二二年三月八日股份合併生效，本公司股本中每10股每股面值0.01港元的已發行和未發行現有股份合併為1股每股面值0.1港元的合併股份。

股份合併詳情載於本公司日期為二零二二年一月十三日、二零二二年二月十日、二零二二年二月十三日、二零二二年二月十四日、二零二二年二月十五日、二零二二年二月二十二日及二零二二年三月四日的公告以及日期為二零二二年一月二十七日的通函。

二零二二年首次股份認購

於二零二二年四月十三日聯交所交易時段後，本公司與該等認購人訂立該等認購協議，據此，該等認購人已有條件同意認購，而本公司已有條件同意配發及發行合共10,455,107股每股認購股份0.24港元的認購股份(「二零二二年首次股份認購」)。有不少於六名該等認購人認購認購股份。就董事作出一切合理查詢後所深知、盡悉及確信，所有該等認購人均為本公司及其關連人士之獨立第三方。該等認購人並非收購守則項下的一致行動人士。該等認購協議並非互為條件。

二零二二年首次股份認購乃本公司為籌集資本，同時擴大股東基礎而進行。認購事項的所得款項淨額約2.42百萬港元擬用於本集團債務重組成本及一般營運資金。

二零二二年首次股份認購已於二零二二年五月十一日完成，共向認購人配發和發行10,455,107股認購股份，認購價為每股認購股份0.24港元。認購股份佔緊接二零二二年首次股份認購前本公司已發行股本的約20.00%，以及佔緊隨二零二二年首次股份認購完成後經發行認購股份擴大的本公司已發股本的約16.67%。二零二二年首次股份認購所得款項淨額約2.42百萬港元按計劃用作本集團重組成本及一般營運資金。

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Details of the 2022 First Share Subscription are set out in the Company's announcements dated 13 April 2022 and 11 May 2022.

2022 Second Share Subscription

On 5 July 2022, after trading hours of the Stock Exchange, the Company entered into the subscription agreements with the Subscribers pursuant to which the subscribers had conditionally agreed to subscribe, and the Company had conditionally agreed to allot and issue, an aggregate of 12,546,128 subscription shares of HK\$0.375 per subscription share ("2022 Second Share Subscription"). There were not less than six subscribers in number subscribing for the subscription shares. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, all the Subscribers were independent third parties of the Company and its connected persons. The subscribers were not parties acting in concert under the Takeover Code. The subscription agreements are not inter-conditional to each other.

The 2022 Second Share Subscription was being conducted for the Company to raise capital while broadening its shareholder base and capital base. The net proceeds of the Subscription of approximately HK\$4.59 million was intended to be used for costs of debt restructuring and general working capital of the Group.

On 27 July 2022, the 2022 Second Share Subscription was completed and an aggregate of 12,546,128 subscription shares were allotted and issued to the subscribers at the subscription price of HK\$0.375 per subscription share. The subscription shares represented approximately 20.00% of the issued share capital of the Company immediately before the 2022 Second Share Subscription and approximately 16.67% of the issued share capital of the Company as enlarged by the issue of the subscription shares immediately upon completion of the 2022 Second Share Subscription. The net proceeds from the 2022 Second Share Subscription of approximately HK\$4.59 million were used as intended for costs of restructuring and general working capital of the Group.

Details of the 2022 Second Share Subscription are set out in the Company's announcements dated 5 July 2022 and 27 July 2022.

有關二零二二年首次股份認購的詳情，請參閱本公司日期為二零二二年四月十三日及二零二二年五月十一日的公告。

二零二二年第二次股份認購

於二零二二年七月五日聯交所交易時段後，本公司與該等認購人訂立該等認購協議，據此，該等認購人已有條件同意認購，而本公司已有條件同意配發及發行合共12,546,128股每股認購股份0.375港元的認購股份（「二零二二年第二次股份認購」）。有不少於六名該等認購人認購認購股份，就董事作出一切合理查詢後所深知、盡悉及確信，所有該等認購人均為本公司及其關連人士之獨立第三方。該等認購人並非收購守則項下的一致行動人士。該等認購協議並非互為條件。

二零二二年第二次股份認購乃本公司為籌集資本，同時擴大股東基礎而進行。認購事項的所得款項淨額約4.59百萬港元擬用於本集團債務重組成本及一般營運資金。

二零二二年第二次股份認購已於二零二二年七月二十七日完成，共向認購人配發和發行12,546,128股認購股份，認購價為每股認購股份0.375港元。認購股份佔緊接二零二二年第二次股份認購前本公司已發行股本的約20.00%，以及佔緊隨二零二二年第二次股份認購完成後經發行認購股份擴大的本公司已發股本的約16.67%。二零二二年第二次股份認購所得款項淨額約4.59百萬港元按計劃用作本集團重組成本及一般營運資金。

有關二零二二年第二次股份認購的詳情，請參閱本公司日期為二零二二年七月五日及二零二二年七月二十七日的公告。

2022 Placing

On 23 November 2022, after trading hours of the Stock Exchange, the Company entered into the placing agreement (the "Placing Agreement") with JMC Capital International Limited (the "Placing Agent") pursuant to which the Company appointed the Placing Agent as its agent to procure not less than six placees to subscribe up to 15,055,354 placing shares (the "Placing Shares") at a price of HK\$0.51 per Placing Share on a best effort basis on the terms and subject to the condition of the Placing Agreement. On 24 November 2022, after the trading hours of the Stock Exchange, the Company entered into a supplemental agreement (the "Supplemental Agreement") with the Placing Agent and the placing price per Placing Share was amended to HK\$0.52 per Placing Share (the "2022 Placing").

The Directors considered that the 2022 Placing offered a good opportunity to raise further capital of the Company thereby increasing the liquidity of the shares as well as to strengthen the financial position of the Group. The Directors considered that the terms of Placing Agreement and Supplemental Agreement were fair and reasonable and the 2022 Placing is in the interests of the Company and its Shareholders as a whole.

On 15 December 2022, the 2022 Placing was completed and an aggregate of 15,055,354 Placing Shares were successfully placed by the Placing Agent to not less than six placees at the placing price of HK\$0.52 per Placing Share. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the placees are third parties independent of the Company and not connected nor acting in concert with any of the connected persons of the Company or any of their respective associates.

The Placing shares represented approximately 20.00% of the issued share capital of the Company immediately before the 2022 Placing and approximately 16.67% of the issued share capital of the Company as enlarged by the issue of the subscription shares immediately upon completion of the 2022 Placing. The net proceeds from the 2022 Placing of approximately HK\$7.60 million were used as intended for costs of restructuring and general working capital of the Group.

二零二二年配售

於二零二二年十一月二十三日聯交所交易時段後，本公司與富喬鑫國際投資有限公司（「配售代理」）訂立配售協議（「配售協議」），據此，本公司委任配售代理代其盡最大努力依據配售協議所載條款並在其條件規限下促使不少於六名承配人按每股配售股份0.51港元的價格認購最多15,055,354股配售股份（「配售股份」）。於二零二二年十一月二十四日聯交所交易時段後，本公司與配售代理訂立補充協議（「補充協議」），每股配售股份的配售價修訂為每股配售股份0.52港元（「二零二二年配售」）。

董事認為，二零二二年配售為籌集本公司進一步資本提供了良機，從而增加股份的流動性並增強了本集團之財務狀況。董事認為，配售協議及補充協議之條款屬公平合理，且二零二二年配售符合本公司及其股東之整體利益。

二零二二年配售已於二零二二年十二月十五日完成，配售代理已按每股配售股份0.52港元之配售價成功配售合共15,055,354股配售股份予不少於六名承配人。經董事作出一切合理查詢後，就董事所知，所悉及所信，承配人為獨立於本公司之第三方，與本公司之任何關連人士或其任何聯繫人士概無任何關連或一致行動。

配售股份佔緊接二零二二年配售前本公司已發行股本的約20.00%，以及佔緊隨二零二二年配售完成後經發行認購股份擴大的本公司已發股本的約16.67%。二零二二年配售所得款項淨額約7.60百萬港元按計劃用作本集團重組成本及一般營運資金。

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As at 31 December 2022, the utilised net proceeds from the 2022 Placing was approximately HK\$7.0 million including HK\$0.5 million for costs of restructuring and HK\$6.5 million for general working capital of the Group. The unutilised net proceeds up to 31 December 2022 of HK\$0.6 million would be used for general working capital of the Group.

Details of the 2022 Placing are set out in the Company's announcements dated 23 November 2022, 24 November 2022 and 15 December 2022.

Net current assets and working capital

The following table sets forth the Group's current ratio, quick ratio, gearing ratio and debt to equity as at 31 December 2022 and 2021:

截至二零二二年十二月三十一日，已使用的二零二二年配售所得款項淨額約為7.0百萬港元，包括0.5百萬港元用作重組成本和6.5百萬港元用作本集團一般營運資金。截至二零二二年十二月三十一日，未使用的所得款項淨額0.6百萬港元將用於本集團的一般營運資金。

有關二零二二年配售的詳情，請參閱本公司日期為二零二二年十一月二十三日、二零二二年十一月二十四日及二零二二年十二月十五日的公告。

流動資產淨額及營運資金

下表載列本集團於二零二二年及二零二一年十二月三十一日的流動比率、速動比率、資產負債比率及債務股本比率：

		As at 31 December 於十二月三十一日	
		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
Current assets	流動資產	58,006	21,503
Current liabilities	流動負債	1,284,755	1,093,130
Net current liabilities	流動負債淨額	(1,226,749)	(1,071,627)
Current ratio	流動比率	4.5%	2.0%
Quick ratio	速動比率	3.7%	1.8%
Gearing ratio	資產負債比率	N/A 不適用	N/A 不適用
Debt to equity ratio	債務股本比率	N/A 不適用	N/A 不適用

BORROWINGS

Particulars of borrowings of the Company and the Group as at 31 December 2022 are set out in note 24 to the consolidated financial statements.

借款

本公司及本集團於二零二二年十二月三十一日的借款詳情載於合併財務報表附註24。

PLEDGE OF ASSETS

As at 31 December 2022, the Group's rights-of-use assets and buildings, machinery and equipment with an aggregate net book value of approximately RMB147.4 million were pledged to secure banking facilities for purposes of working capital and purchases of fixed assets for the Group (as at 31 December 2021: approximately RMB160.7 million).

資產抵押

於二零二二年十二月三十一日，本集團賬面淨值總額約人民幣147.4百萬元的使用權資產及樓宇、機器及設備已予抵押，以取得用作本集團營運資金及購買固定資產的銀行融資（於二零二一年十二月三十一日：約人民幣160.7百萬元）。

FOREIGN EXCHANGE RISK

The Group mainly operates in the mainland China with most of the revenue and expenditure transactions denominated and settled in RMB, where its foreign exchange risk is limited. The Group's exposure to foreign exchange risk is mainly on its sales and purchase transactions (i.e. export or import of products) in Hong Kong which are mainly denominated in US\$, and the bonds denominated in HKD. The functional currency of the Company and its subsidiaries is RMB and HKD.

CONTINGENT LIABILITIES

Save as those disclosed in note 32 to the consolidated financial statements, the Group did not have any material contingent liabilities as at 31 December 2022.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS AND DISPOSAL OF ASSOCIATED COMPANIES

Very substantial acquisition in relation to acquisition of 80.95% of the issued share capital of the Target Company

References are made to the announcements of the Company dated 26 July 2021, 31 August 2021, 30 September 2021, 29 October 2021, 17 December 2021 and 31 December 2021 in relation to the acquisition of 51% of the issued share capital of the Target Company at the consideration of HK\$12,240,000, which involved the issue and allotment of 102,000,000 consideration shares under the specific mandate of the Company at the issue price of HK\$0.12 per consideration share (prior to the Share Consolidation has become effective). As certain conditions under the previous sale and purchase agreement dated 26 July 2021 (as supplemented by an agreement dated 31 December 2021, collectively, the "Previous Agreement") have not been fulfilled (or waived) by 30 June 2022 (the "Previous Extended Long Stop Date") and no agreement was reached by Vendor A and the Company to further extend the Previous Extended Long Stop Date, the Previous Agreement has ceased and terminated and none of the parties thereto shall have any obligations and liabilities towards each other.

外幣匯兌風險

本集團主要於中國內地營運，所以大部分收益及開支交易以人民幣計值及結算，故外幣匯兌風險有限。本集團所面對外幣風險主要為在香港主要以美元計值的銷售及採購交易（即出口或進口產品），而債券則以港元計值。本公司及其附屬公司的功能貨幣為人民幣及港元。

或然負債

除合併財務報表附註32所披露者外，於二零二二年十二月三十一日，本集團並無任何重大或然負債。

重大投資、重大收購以及出售聯營公司

有關收購目標公司之80.95%已發行股本之非常重大收購事項

茲提述本公司日期為二零二一年七月二十六日、二零二一年八月三十一日、二零二一年九月三十日、二零二一年十月二十九日、二零二一年十二月十七日及二零二一年十二月三十一日之公告，內容有關按代價12,240,000港元收購目標公司之51%已發行股本，其中涉及根據本公司之特別授權按發行價每股代價股份0.12港元發行及配發102,000,000股代價股份（於股份合併生效前）。由於日期為二零二一年七月二十六日之先前買賣協議（經日期為二零二一年十二月三十一日之協議所補充，統稱為「先前協議」）項下之若干條件於二零二二年六月三十日（「先前經延長最後截止日期」）之前尚未獲達成（或獲豁免）且賣方A及本公司並無達成協議以進一步延長先前經延長最後截止日期，故先前協議已經停止及終止，且任何一方均不對彼此承擔任何義務及責任。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

References are made to the announcement of the Company dated 14 October 2022 in relation to the very substantial acquisition in relation to the acquisition of approximately 80.95% (the "Acquisition") of the issued share capital of the target company. After continuous negotiations with Vendor A, on 14 October 2022, after trading hours of the Stock Exchange, the Company and the Vendors entered into the Agreement, pursuant to which the Company conditionally agreed to acquire, and the Vendors conditionally agreed to sell, the Sale Shares representing an aggregate of approximately 80.95% of the issued share capital in the Target Company for the consideration of HK\$21,000,000, which will be satisfied by cash. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, each of the Vendors and the ultimate beneficial owners are third parties independent of the Company and its connected persons.

It is expected that the Acquisition could expand the Company's business in the production and the sales of elastic webbing used for bras and underwear, and strengthen the products, revenue sources and cash flow position of the Group in future. The Directors are of the view that the Acquisition is fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

The long-stop date of the Acquisition is the day falling on the sixth month from the date of the Agreement, i.e. 14 April 2023 or such other date as may be agreed by the Company and the Vendors in writing. A special general meeting will be convened and held for the Shareholders to consider and, if thought fit, pass the ordinary resolutions to approve, among other things, the Agreement and the transactions contemplated thereunder.

HUMAN RESOURCES

As at 31 December 2022, the Group had a total workforce of 167 (as at 31 December 2021: 83). The total staff costs, including Directors' emoluments and retirement benefit scheme contributions, of the Group were approximately RMB10.7 million for the year ended 31 December 2022 (2021: approximately RMB4.9 million).

茲提述本公司日期為二零二二年十月十四日之公告，內容有關收購目標公司之約80.95%已發行股本之非常重大收購（「收購事項」）。經與賣方A進行持續磋商，於二零二二年十月十四日聯交所交易時間後，本公司與賣方訂立協議，據此，本公司有條件同意收購，而賣方有條件同意出售銷售股份，合共相當於目標公司已發行股本約80.95%，代價為21,000,000港元，代價將以現金結付。據董事於作出一切合理查詢後所深知、盡悉及確信，各賣方及最終實益擁有人均為獨立於本公司及其關連人士之第三方。

預計收購事項將可拓展本公司用於文胸及內衣的彈性織帶的製造和銷售業務，且日後將增強本集團的產品、收入來源及現金流量狀況。董事認為收購事項屬公平合理，乃按正常商業條款訂立並符合本公司及股東的整體利益。

收購事項的最後截止日期為自協議日期起六個月屆滿之日（即二零二三年四月十四日），或本公司和賣方可能書面協定的其他日期。本公司將召開並舉行股東特別大會，以供股東考慮並酌情通過普通決議案以批准（其中包括）協議及其項下擬進行之交易。

人力資源

於二零二二年十二月三十一日，本集團員工合共167名（於二零二一年十二月三十一日：83名）。截至二零二二年十二月三十一日止年度，本集團的總員工成本（包括董事酬金和退休福利計劃供款）約為人民幣10.7百萬元（二零二一年：約為人民幣4.9百萬元）。

More staff were recruited for the new production line of clothing in Fujian during the year. The Group offers its staff competitive remuneration schemes. In addition, discretionary bonuses and share options may also be granted to eligible staff based on individual and Group's performance. The Group is committed to nurturing a learning and sharing culture in the organization. Heavy emphasis is placed on the training and development of individual staff and team building, as the Group's success is dependent on the contribution of all functional divisions comprising skilled and motivated staff.

DIVIDEND POLICY

The Board has resolved not to recommend the payment of any final dividend for the year ended 31 December 2022 (2021: Nil). As there is no interim dividend payable during the year, there will be no dividend distribution for the whole year of 2022.

PURCHASE, SALE AND REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

There was no purchase, sale or redemption of the Company's shares by the Company or its subsidiaries during the Year.

EVENTS AFTER THE REPORTING PERIOD

Pursuant to the resolution to approve the Scheme was duly passed on 8 June 2022 and the Scheme has been sanctioned by the Hong Kong Court on 28 June 2022, the Scheme has become effective on 5 September 2022. The completion of issue of Scheme Shares under specific mandate (the "Completion") took place on 4 January 2023. An aggregate of 3,262,705,241 Scheme Shares were allotted and issued to the Scheme Creditors at the issue price of HK\$0.317 per Scheme Share for settlement of the all Admitted Claims of the Scheme Creditors totalling approximately HK\$1,034.3 million.

Upon Completion, all the Admitted Claims owing by the Company to the Scheme Creditors, including all amount owing by the Company under the Bonds (including the Notes), will be discharged and released in full.

於本年度，我們為福建的服裝新生產線增聘員工。本集團向其員工提供具競爭力的酬金計劃。此外，合資格員工亦可按其個人及本集團的表現獲授酌情花紅及購股權。本集團致力於組織內營造學習及分享文化。本集團的成功有賴由技巧純熟且士氣高昂的員工組成各職能部門的貢獻，故此本集團重視員工的個人培訓及發展，以及團隊建設。

股息政策

董事會已議決不建議就截至二零二二年十二月三十一日止年度派發任何末期股息（二零二一年：無）。由於年內並無應派中期股息，故二零二二年全年將不會派發任何股息。

購買、銷售及贖回本公司的上市證券

本公司或其附屬公司於本年度概無購買、銷售或贖回本公司股份。

報告期後事項

根據有關批准該計劃並於二零二二年六月八日獲正式通過的決議案，該計劃已於二零二二年六月二十八日獲得香港法院批准，並自二零二二年九月五日起生效。完成根據特別授權發行計劃股份（「完成」）已於二零二三年一月四日作實。合共3,262,705,241股計劃股份已按發行價每股計劃股份0.317港元配發及發行予計劃債權人，以清償計劃債權人的所有認可索償，總額約1,034.3百萬港元。

於完成後，本公司結欠計劃債權人的所有認可索償（包括本公司根據債券（包括票據）所結欠的所有金額）將被全部解除及免除。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The shareholding structure of the Company before and after Completion are as follows: 本公司於完成前後之股權架構如下：

Shareholders of the Company 本公司股東		Immediately before Completion 緊接完成前		Immediately after Completion 緊隨完成後	
		Number of Shares 股份數目	Approximate % 概約百分比	Number of Shares 股份數目	Approximate % 概約百分比
Scheme Creditors	計劃債權人	–	–	3,262,705,241	97.31
Other Shareholders	其他股東	90,332,124	100.00	90,332,124	2.69
Total	合計	90,332,124	100.00	3,353,037,365	100.00

Details of the above are set out in the Company's announcements and circulars dated 11 November 2020, 11 April 2022, 18 May 2022, 9 June 2022, 28 June 2022, 21 July 2022, 5 September 2022 and 4 January 2023 respectively.

上述內容詳情分別載於本公司日期為二零二零年十一月十一日、二零二二年四月十一日、二零二二年五月十八日、二零二二年六月九日、二零二二年六月二十八日、二零二二年七月二十一日、二零二二年九月五日及二零二三年一月四日的公告及通函。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company has adopted the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) as its own code of corporate governance. The manner in which the principles and code provisions in the CG Code are applied and implemented during the year ended 31 December 2022 and up to the date of this annual report (the “Period”) is explained in this Corporate Governance Report.

CORPORATE GOVERNANCE

The Company was committed to maintaining high level of corporate governance and has steered its development and protected the interests of its shareholders in an enlightened and open manner. The Board comprises two executive Directors and three independent non-executive Directors. The Board has complied with the applicable code provisions as set out in the CG Code throughout the year save for code provision A.1.8.

Code provision A.1.8 of the CG Code stipulates that the Company should arrange appropriate insurance cover in respect of legal action against its Directors. Currently, the Company does not consider necessary to have insurance cover for legal action against its Directors and will monitor any changes to the situation and make necessary action. The Board believes with the current internal control system and the close supervision of the management, the Directors’ risk of being sued or getting involved in litigation in their capacity as Directors is relatively low.

The Company will, from time to time, review and enhance its corporate governance practices to ensure that these continue to meet the requirements of the CG Code.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors and employees who are likely to possess inside information of the Company (the “Securities Dealing Code”). The Company had made specific enquiry of all Directors whether they have complied with the required standard set out in the Model Code during the Period and all Directors confirmed that they have complied with the Model Code and the Securities Dealing Code throughout the Period.

No incident of non-compliance of the Securities Dealing Code by the employees was noted by the Company during the Period.

本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載的企業管治守則（「企業管治守則」）為其自身企業管治守則。截至二零二二年十二月三十一日止年度至截至本年報日期止（「期間」），企業管治守則內的有關原則及守則條文的應用及實施方式於本企業管治報告內說明。

企業管治

本公司致力於保持高水平企業管治，以開明和開放的理念維護本公司的發展及保障股東的權益。董事會由兩位執行董事及三位獨立非執行董事組成。除守則條文第A.1.8條外，董事會已於整個年度內遵守企業管治守則載列之適用守則條文。

企業管治守則之守則條文第A.1.8條規定，本公司應就向其董事提出的法律行動安排合適的保險保障。目前，本公司認為暫無必要就向其董事提出的法律行動提供保險保障，惟將會監控任何情況變動以作出必要行動。董事會相信，透過現有的內部監控系統及管理層的密切監督，各董事以董事身份被控告或牽涉於訴訟的風險相對較低。

本公司將不時審閱及加強其企業管治常規以確保其持續符合企業管治守則的規定。

董事的證券交易

本公司已採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」），作為可能取得本公司內幕消息的董事及僱員進行證券交易的自身行為守則（「證券交易守則」）。本公司已就全體董事於期間是否遵守標準守則所載的規定準則向全體董事作出特定查詢，而全體董事確認彼等於整個期間一直遵守標準守則及證券交易守則。

本公司不知悉僱員於期間有任何違反證券交易守則的行為。

THE BOARD OF DIRECTORS

Responsibilities

The Board is responsible for leadership and control of the Company and oversees the businesses, strategic decisions and performance of the Group. The Board has delegated to the executive Directors and senior management the authority and responsibility for the day-to-day management and operation of the Group. In addition, the Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference.

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

Board Composition

The Board currently comprises five members, consisting of two executive Directors and three independent non-executive Directors.

The Company has throughout the Period met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, and accounting or related financial management expertise. At all times during the Period, the independent non-executive Directors represent at least one-third of the Board.

董事會

責任

董事會負責領導及監控本公司並監察本集團的業務、策略性決定及表現。董事會已向執行董事及高級管理層轉授本集團日常管理及營運的權力及責任。此外，董事會已設立董事委員會，並向該等董事委員會轉授其各自職權範圍載列的各項責任。

全體董事時刻本著誠信、根據適用法律及法規及從本公司及其股東利益出發履行職責。

董事會組成

董事會目前由五名成員組成，包括兩名執行董事及三名獨立非執行董事。

本公司於整個期間一直履行上市規則有關委任至少三名獨立非執行董事且至少一名獨立非執行董事須具備合適專業資格以及會計或相關財務管理專業知識的規定。於整個期間，獨立非執行董事至少佔董事會三分之一席位。

The Board comprises the following Directors:

Executive Directors:

Mr. Li Wanyuan (*Acting Chairman*)
Ms. Lin Yuxi

Independent non-executive Directors:

Mr. Chow Yun Cheung
Mr. Lin Yugang
Mr. Liu Junting

A description of the biographies of the Directors is set out in the section headed “Directors and Senior Management” in this annual report.

The list of Directors is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

The Company has received written annual confirmation from each independent non-executive director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines as set out in the Listing Rules.

All Directors, including the independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

The Board members have no financial, business, family or other material/relevant relationship with each other.

董事會包括下列董事：

執行董事：

李萬元先生（代理主席）
林禹熙女士

獨立非執行董事：

周潤璋先生
林宇剛先生
劉俊廷先生

董事履歷詳情載於本年報「董事及高級管理層」一節。

董事名單亦於本公司根據上市規則不時刊發的所有公司通訊內披露。獨立非執行董事的身份均已根據上市規則在所有公司通訊中明確說明。

本公司已接獲各獨立非執行董事根據上市規則的規定就其獨立性而呈交的年度書面確認。根據上市規則所載的獨立性指引，本公司認為所有獨立非執行董事確屬獨立人士。

全體董事（包括獨立非執行董事）均為董事會的有效及高效運作注入廣泛而珍貴的業務經驗、知識及專業態度。獨立非執行董事獲邀加入本公司的審核委員會、薪酬委員會及提名委員會。

董事會成員之間並無財務、業務、家族或其他重大／相關關係。

Chairman and Chief Executive Officer

As at the date of this annual report, the Acting Chairman of the Company, Mr. Li Wanyuan, leads the Board in the determination of the strategy of the Group and in the achievement of its objectives. He is responsible for organizing the business of the Board, ensuring its effectiveness and setting agenda but not involved in the day-to-day business of the Group.

The Company at present does not have a Chief Executive Officer. The duties and responsibilities of the Chief Executive Officer of daily operation of the Group are carried out by the executive Directors and they are accountable to the Board for financial and operational performance of the Group.

Appointment and Re-election of Directors

Pursuant to the Company's Bye-laws, at each annual general meeting of the Company, one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for reelection. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Bye-law 83(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

The following Directors will retire by rotation and offer themselves for re-election in the forthcoming AGM to be held on 19 May 2023:

Mr. Li Wanyuan
Mr. Chow Yun Cheung
Mr. Liu Junting

主席及行政總裁

於本年報日期，本公司代理主席李萬元先生領導董事會釐定本集團策略及達成其目標。彼負責組織董事會事務、確保其效率及制定議程，但不參與本集團的日常事務。

本公司現時並無行政總裁。行政總裁有關本集團日常運作的職責由執行董事履行，執行董事就本集團的財務及經營表現向董事會負責。

委任及重選董事

根據本公司細則，於本公司每屆股東週年大會上，當時董事三分之一人數（或如人數並非三(3)的倍數，則取最接近但不低於三分之一人數）須輪值告退，惟每名董事須至少每三年輪值告退一次。須輪值告退的董事將包括有意告退且無意膺選連任的董事。任何其他因此退任的董事將為其他董事中自上次重選連任或獲委任以來任期最長而須輪值告退的董事。如有超過一名董事上次乃於同一日重選連任，則會以抽籤方式決定退任者（除非彼等之間另行達成協議）。根據細則第83(2)條獲委任的任何董事將不計算在輪值退任之董事名單或數目內。

下列董事將於二零二三年五月十九日舉行的應屆股東週年大會上輪值告退，並表示願意膺選連任：

李萬元先生
周潤璋先生
劉俊廷先生

The procedures and process of appointment, re-election and removal of directors are laid down in the Company's articles of association. Pursuant to the Company's articles of association, all Directors are subject to retirement by rotation at least once every three years and any new Director appointed to fill a causal vacancy shall hold office until the first general meeting of the Company after his appointment and be eligible for re-election and any Director appointed as an addition to the Board shall hold office until the next annual general meeting of the Company after his appointment and be eligible for re-election. Where vacancies arise at the Board, candidates will be proposed and put forward to the Board by the Nomination Committee.

Induction and Continuing Development of Directors

Each newly appointed Director receives a comprehensive induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

According to code provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding suitable training, as well as placing an appropriate emphasis on the roles, functions and duties of the Directors.

Board Meetings

Board Practices and Conduct of Meetings

Directors' resolutions were passed by way of written resolutions or by physical meetings during the Period. The Board is expected to meet regularly and at least two times a year. The Directors have full access to information on the Group and independent professional advice at all times whenever deemed necessary by the Directors.

委任、重選及罷免董事的程序及過程載於本公司的組織章程細則。根據本公司的組織章程細則，全體董事須至少每三年輪值退任一次，而任何獲委任以填補臨時空缺的新董事須任職至其獲委任後本公司首次舉行的股東大會為止，並合資格重選連任，而任何獲委任為董事會新增成員的董事須任職至其獲委任後本公司下屆股東週年大會為止，並合資格重選連任。倘董事會出現空缺席位，提名委員會將建議候選人並提交董事會。

董事的入職及持續發展

每名新委任的董事均會於首次接受委任時獲得全面的入職介紹，以確保其對本公司的業務及運作均有適當的認知，以及完全知悉上市規則及有關監管規定下的董事職務及責任。

根據企業管治守則守則條文第A.6.5條，全體董事須參與專業持續發展，以增進及重溫知識與技巧，確保對董事會作出知情適切的貢獻。本公司須負責安排及資助適當培訓，以及著重針對董事角色、職能及責任方面的培訓。

董事會會議

董事會會議常規及程序

於期間，董事決議案乃通過書面決議案或由現場會議通過。預計董事會將定期舉行會議，每年至少舉行兩次會議。董事有權查閱本集團所有資料，亦有權在彼等認為有必要的情況下隨時諮詢獨立專業意見。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board meets regularly to discuss the overall strategy as well as the operation and financial performance of the Group, and to review and approve the Group's annual and interim results. During the year and up to the date of this annual report, 3 Board meetings were held and attendance of each Director at the Board meetings as well as general meetings in 2022 is set out as follows:

Board member	董事會成員	Board Meetings 董事會會議	Annual General Meeting 股東週年大會	Special General Meeting 股東特別大會
Executive directors	執行董事			
Mr. Li Wanyuan (<i>Acting Chairman</i>)	李萬元先生 (代理主席)	3/3	1/1	3/4
Ms. Lin Yuxi	林禹熙女士	3/3	1/1	3/4
Independent non-executive directors	獨立非執行董事			
Mr. Lin Yugang	林宇剛先生	3/3	1/1	3/4
Mr. Chow Yun Cheung	周潤璋先生	3/3	1/1	4/4
Mr. Liu Junting	劉俊廷先生	3/3	1/1	3/4

The Company has to comply with the CG Code provisions with regard to the conduct of meetings, has annual meeting schedules and draft agenda of each meeting made available to directors in advance and serve notice of regular Board meetings to all directors at least 14 days before the meeting. For other Board and committee meetings, reasonable notice is required to be given.

Board papers together with all appropriate, complete and reliable information have to be sent to all Directors at least 3 days before each Board meeting or committee meeting to keep Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management where necessary.

The Bye-laws contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

董事會定期會面以討論本集團整體策略以及營運及財務表現，並審閱以及批准本集團的年度及中期業績。於年內及直至本年報日期曾舉行3次董事會會議，各董事於二零二二年舉行之董事會會議及股東大會出席率載列如下：

本公司須遵守企業管治守則中有關會議程序、年度會議日程表及召開每次會議前向董事發出草擬議程，以及於常規董事會會議前至少14日向全體董事送達通知的條文。如屬其他董事會及委員會會議，則須發出合理通知。

董事會文件連同所有合適、完整及可靠資料須於各董事會會議或委員會會議前至少3日向全體董事發出，讓董事知悉本公司最新發展及財務狀況，以便董事作出知情決定。如有需要，董事會及各董事亦可單獨聯絡高級管理層。

細則載有條文，規定董事在審批董事或彼等的任何聯繫人擁有重大權益之交易的會議上，須放棄投票及不得計入法定人數。

BOARD COMMITTEES

The Company established a nomination committee (the “Nomination Committee”), a remuneration committee (the “Remuneration Committee”) and an audit committee (the “Audit Committee”) on 27 March 2014 with written terms of reference in compliance with the CG Code. The Company also established a regulatory compliance committee (the “Regulatory Compliance Committee”) on 26 February 2014.

Nomination Committee

The Nomination Committee comprises three members who are all the independent non-executive Directors, namely Mr. Liu Junting, Mr. Lin Yugang, and Mr. Chow Yun Cheung. Mr. Liu Junting is the chairman of the Nomination Committee.

The primary duties of the Nomination Committee include reviewing the Board structure and composition, developing and formulating relevant procedures for nomination and appointment of directors, making recommendations to the Board on the appointment and succession planning of directors, and assessing the independence of the independent non-executive Directors based on criteria such as integrity, accomplishment, experience, professional and educational background and time commitments.

DIRECTOR NOMINATION POLICY

The director nomination policy of Company aims to set out the criteria and process in the nomination and appointment of directors of the Company; ensure that the board (the “Board”) of directors of the Company has a balance of skills, experience and diversity of perspectives appropriate to the Company; and ensure the Board continuity and appropriate leadership at Board level.

董事委員會

本公司於二零一四年三月二十七日根據企業管治守則成立提名委員會（「提名委員會」）、薪酬委員會（「薪酬委員會」）及審核委員會（「審核委員會」），並制訂書面職權範圍。本公司亦於二零一四年二月二十六日成立監管合規委員會（「監管合規委員會」）。

提名委員會

提名委員會包括三名成員，即劉俊廷先生、林宇剛先生及周潤璋先生（全部均為獨立非執行董事）。劉俊廷先生為提名委員會主席。

提名委員會的主要職責包括檢討董事會架構及組成、草擬及制定提名及委任董事的相關程序、就董事委任及接任計劃向董事會作出建議及根據操守、成就、經驗、專業及教育背景以及投入之時間等基準評估獨立非執行董事的獨立性。

董事提名政策

本公司董事提名政策旨在載列本公司提名及委任董事的標準及程序；確保本公司的董事會（「董事會」）成員具備切合本公司所需的技能、經驗及多元觀點；及確保董事會的持續性及維持董事會層面的適當領導角色。

Criteria for nomination and appointment of Directors

The criteria for selecting any candidate for directorship are set out as follows:

- bringing an independent judgment and making constructive recommendation on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
- taking the lead where potential conflicts of interests arise;
- serving on the Audit Committee, and the Remuneration Committee and the Nomination Committee (in the case of candidate for Non-Executive Director) and other relevant Board Committees, if invited;
- devoting sufficient time to the Board and/or any Committee(s) on which he or she serves so as to allow them to benefit from his or her skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the Board;
- scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
- ensuring the Nomination Committees on which he or she serves to perform their powers and functions conferred on them by the Board; and
- conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Listing Rules, where appropriate.

If the candidate is proposed to be appointed as an INED, his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an INED with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

董事提名及委任標準

甄選任何董事候選人的標準如下：

- 就策略、政策、表現、職責、資源、主要委任及操守準則等事項作出獨立判斷及提供建設性建議；
- 於發生潛在利益衝突時發揮領導作用；
- 服務於審核委員會、薪酬委員會及提名委員會（如為非執行董事候選人）以及其他相關董事委員會（如獲邀請）；
- 對董事會及／或所服務的任何委員會投入充足時間，從而透過出席及參與董事會而令董事會及任何委員會受惠於其技能、專長、各種背景及資格以及多元觀點；
- 監察本公司在達致議定企業宗旨及目標方面的表現以及監督表現的申報情況；
- 確保所服務的提名委員會履行董事會授予的權力及職能；及
- 遵守董事會不時指定或本公司章程文件不時所載或法例或上市規則不時施加的任何規定、指示及規例（如適用）。

如建議委任候選人為獨立非執行董事，則須根據（其中包括）上市規則第3.13條（經聯交所可能不時作出修訂）所載的因素評估其獨立性。如適用，則亦須評估該候選人的學歷、資格及經驗等整體情況，以考慮其是否具備合適的專業資格或會計或相關財務管理專長（即上市規則第3.10(2)條所規定的相關資格或專長）以擔任獨立非執行董事。

Nomination process**(a) Appointment of New Director**

- (i) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- (ii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- (iii) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- (iv) For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

(b) Re-election of Director at General Meeting

- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
- (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

提名程序**(a) 委任新董事**

- (i) 提名委員會及／或董事會應在收到委任新董事的建議及候選人的履歷資料（或相關詳情）後，依據上述準則評估該候選人，以判斷該候選人是否合資格擔任董事。
- (ii) 如過程涉及一個或多個合意的候選人，提名委員會及／或董事會應根據本公司的需要及各候選人的證明審查（如適用）排列彼等的優先次序。
- (iii) 提名委員會隨後應就委任合適人選擔任董事一事向董事會提出推薦意見（如適用）。
- (iv) 就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上述準則評估該候選人，以判斷該候選人是否合資格擔任董事。倘適合，提名委員會及／或董事會應就於股東大會上選舉董事的提案向股東提出推薦意見。

(b) 於股東大會上重選董事

- (i) 提名委員會及／或董事會應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現。
- (ii) 提名委員會及／或董事會亦應檢討及確定退任董事是否仍然符合上文所載標準。
- (iii) 提名委員會及／或董事會其後應就於股東大會上重選董事的提案向股東提出推薦意見。

Where the Board proposes a resolution to elect or re-elect a candidate as director at the general meeting, the relevant information of the candidate will be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

(c) Re-election of INED at General Meeting

Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

- (i) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
- (ii) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
- (iii) the perspectives, skills and experience that the individual can bring to the Board; and
- (iv) how the individual contributes to diversity (including gender diversity) of the Board.

The Nomination Committee will conduct regular review on the structure, size and composition of the Board and this Policy and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs, to comply with all applicable laws and regulations from time to time and maintain good corporate governance practice.

倘董事會於股東大會上提呈決議案選舉或重選某候選人為董事，隨附相關股東大會通告的致股東通函及／或說明函件中，將會按上市規則及／或適用法律及法規要求披露候選人的相關資料。

(c) 於股東大會上重選獨立非執行董事

倘董事會於股東大會上提呈決議案選任某人士為獨立非執行董事，則須於隨附相關股東大會通告的致股東通函及／或說明函件內載明：

- (i) 用以物色該名人士的流程及董事會認為應選任該名人士的理由以及認為該名人士屬獨立人士的原因；
- (ii) 如建議獨立非執行董事將出任第七家（或以上）上市公司的董事，董事會認為該名人士仍可投入足夠時間於董事會的原因；
- (iii) 該名人士可為董事會帶來的觀點、技能及經驗；及
- (iv) 該名人士如何促進董事會成員多元化（包括性別多元化）。

提名委員會將會定期為董事會的架構、規模及組成以及本政策舉行檢討，並在有需要時向董事會提出修訂建議，以完善本公司的企業策略及切合本公司的業務需要，以不時遵守所有適用的法律及法規以及維持良好企業管治常規。

On 27 March 2014, the Board adopted a board diversity policy which aims to set out the approach to achieve diversity on the Board. All Board appointments will be based on merit while taking into account diversity including gender diversity. The Nomination Committee will regularly review the measurable objectives to ensure its effectiveness to achieve diversity on the Board. The following measurable objectives have been set for implementing the board diversity policy:

- inclusion of candidates for Board members with overseas working experience (outside of PRC);
- ensuring that there is no limitation on gender on selection of Directors;
- inclusion of candidates for Board members with working experience in other industries; and
- inclusion of candidates for Board members with knowledge and skills in different aspects.

As at the date of this annual report, the above objectives have been achieved, 1 out of 5 members of the Board has overseas working experience and 2 out of 5 members of the Board have accounting or other professional qualifications.

The Nomination Committee shall meet at least once a year. During the year and up to the date of this annual report, two committee meetings were held to review the structure and composition of the Board and the re-election of the retiring Directors and attendance of each member is set out as follows:

於二零一四年三月二十七日，董事會採納董事會成員多元化政策，旨在羅列達成董事會成員多元化的方法。董事會內任命的原則是任人唯才，亦考慮到多元化，包括性別多元化。提名委員會將定期審閱可計量目標，確保有效達成董事會多元化。已就執行董事會多元化政策而制定以下可計量目標：

- 董事會的候選董事應包括具備海外（中國境外）工作經驗者；
- 應確保不限性別地選任董事；
- 董事會的候選董事應包括具備其他行業工作經驗者；及
- 董事會的候選董事應具備不同領域的知識及技能。

於本年報日期，上述目標已達成，5名董事會成員中有1名具備海外工作經驗及5名董事會成員中有2名具備會計或其他專業資格。

提名委員會每年須會面至少一次。於年內及直至本年報日期曾舉行兩次委員會會議以檢討董事會的結構及組成以及重選退任董事，各成員的出席率載列如下：

Committee member	委員會成員	Number of meetings attended/held 出席／舉行會議次數
Mr. Liu Juntao (<i>chairman</i>)	劉俊廷先生（主席）	2/2
Mr. Lin Yugang	林宇剛先生	2/2
Mr. Chow Yun Cheung	周潤璋先生	2/2

CORPORATE GOVERNANCE REPORT 企業管治報告

The Nomination Committee has adopted a written nomination procedure (the “Nomination Procedure”) specifying the process and criteria for the selection and recommendation of candidates for directorship of the Company. The Nomination Committee shall, based on those criteria as set out in the Nomination Procedure (such as appropriate experience, personal skills and time commitment etc.), identify and recommend the proposed candidate to the Board for approval of an appointment.

New Directors, on appointment, will be given an induction package containing all key legal and Listing Rules’ requirements as well as guidelines on the responsibilities and obligations to be observed by a Director. The package will also include the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board. The senior management will subsequently conduct such briefing as is necessary to give the new Directors more detailed information on the Group’s businesses and activities.

Remuneration Committee

The Remuneration Committee comprises three members who are all the independent non-executive Directors, namely Mr. Lin Yugang, Mr. Chow Yun Cheung and Mr. Liu Junting. Mr. Lin Yugang is the chairman of the Remuneration Committee.

The primary functions of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of the executive Directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

提名委員會已採納一套以書面列載之提名程序（「提名程序」），具體列明本公司董事候選人之甄選及推薦程序及準則。提名委員會將根據提名程序所載之該等準則（如恰當經驗、個人技能及投放時間等），物色及向董事會推薦候選人以予批准委任。

新董事在獲委任後將獲發一套入職資料文件，載有所有主要法律及上市規則規定，以及有關董事應遵守之責任及義務之指引。資料文件亦包括本公司最新公佈之財務報告及董事會採納之企業管治常規文件。高級管理層其後將於有需要時提供說明，並為新董事提供本集團業務及活動之詳細資料。

薪酬委員會

薪酬委員會包括三名成員，即林宇剛先生、周潤璋先生及劉俊廷先生（全部均為獨立非執行董事）。林宇剛先生為薪酬委員會主席。

薪酬委員會之主要職能，包括建議及審批執行董事及高級管理人員之薪酬政策及架構以及薪酬待遇。薪酬委員會亦負責設立具透明度之程序，以發展有關薪酬政策及架構，從而確保概無任何董事或其任何聯繫人將參與釐定其本身之薪酬，有關薪酬將參照其個人及本公司表現以及市場慣例及狀況而定。

The Remuneration Committee shall meet at least once a year. During the year and up to the date of this annual report, two committee meetings were held to review and discuss the existing policy and structure for the remuneration of Directors, the remuneration packages of both the executive and non-executive Directors and attendance of each member is set out as follows:

薪酬委員會每年須會面至少一次。於年內及直至本年報日期曾舉行兩次委員會會議以檢討及討論現行政策及董事的薪酬架構，以及執行董事及非執行董事的薪酬待遇，各成員的出席率載列如下：

Committee member	委員會成員	Number of meetings attended/held 出席／ 舉行會議次數
Mr. Lin Yugang (<i>chairman</i>)	林宇剛先生 (主席)	2/2
Mr. Chow Yun Cheung	周潤璋先生	2/2
Mr. Liu Junting	劉俊廷先生	2/2

The Remuneration Committee confirms that the remuneration payable to Directors will depend on their respective contractual terms under their employment or service contracts as approved by the Board on the recommendation of the Remuneration Committee.

薪酬委員會確認，應付董事之薪酬將視乎薪酬委員會向董事會提供之建議獲批准後，並按彼等各自之僱傭或服務合約內之合約條款而釐定。

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the senior management for the year ended 31 December 2022 is set out below:

根據企業管治守則的守則條文第B.1.5條，高級管理層於截至二零二二年十二月三十一日止年度之薪酬載列如下：

In the band of	範圍	Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	1

Audit Committee

The Audit Committee comprises three members who are the independent non-executive Directors, namely Mr. Chow Yun Cheung, Mr. Lin Yugang and Mr. Liu Junting. Mr. Chow Yun Cheung is the chairman of the Audit Committee.

審核委員會

審核委員會包括三名成員，即周潤璋先生、林宇剛先生及劉俊廷先生（全部均為獨立非執行董事）。周潤璋先生為審核委員會主席。

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The main duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the staff responsible for the accounting and financial reporting function, internal auditor or external auditors before submission to the Board;
- To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditors; and
- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The Audit Committee oversees the internal control system of the Group, reports to the Board on any material issues, and makes recommendations to the Board.

The Audit Committee shall meet at least twice a year. During the year up to the date of this annual report, three committee meetings were held and the attendance of each member is set out as follows:

審核委員會主要職責包括下列各項：

- 在向董事會提交財務報表及報告前審閱該等財務報表及報告，並考慮由負責會計及財務申報職責的員工、內部核數師或外聘核數師所提出的任何重大或非常規項目；
- 在參考核數師所進行之工作、其收費及委聘條款後，檢討與外聘核數師的關係，並就外聘核數師的委任、續聘及罷免向董事會作出建議；及
- 審閱本公司的財務申報系統、內部監控系統及風險管理系統以及相關程序的充分性及有效程度。

審核委員會監督本集團內部監控系統，向董事會報告任何重大事項並向董事會提出建議。

審核委員會每年須會面至少兩次。於年內及直至本年報日期曾舉行三次委員會會議，各成員的出席率載列如下：

Committee member	委員會成員	Number of meetings attended/held 出席／ 舉行會議次數
Mr. Chow Yun Cheung (<i>chairman</i>)	周潤璋先生 (主席)	3/3
Mr. Lin Yugang	林宇剛先生	3/3
Mr. Liu Junting	劉俊廷先生	3/3

During the meetings held in 2022 and the first quarter of 2023, the Audit Committee had performed the work as summarised below:

於二零二二年及二零二三年第一季度舉行之會議，審核委員會已履行之工作概述如下：

- | | |
|---|--|
| (i) reviewed and approved the audit scope and fees proposed by the external auditor regarding the final audit of the Group for the year ended 31 December 2022 (the "2022 Final Audit"); | (i) 檢討及批准外聘核數師建議之本集團截至二零二二年十二月三十一日止年度之年終審核（「二零二年年終審核」）之核數範圍及費用； |
| (ii) reviewed the external auditor's report of findings and audit opinion in relation to the 2022 Final Audit for the year ended 31 December 2022; | (ii) 檢討外聘核數師就截至二零二二年十二月三十一日止年度之二零二年年終審核結果及審核意見之報告； |
| (iii) reviewed the management accounts of the Group and the Group's 2022 interim financial statements; | (iii) 檢討本集團管理賬目及本集團二零二二年中期財務報表； |
| (iv) reviewed the financial report for the six months ended 30 June 2022; | (iv) 檢討截至二零二二年六月三十日止六個月之財務報告； |
| (v) reviewed the Company's financial controls, internal control and risk management systems to ensure that management has discharged its duty to have effective systems; | (v) 檢討本公司之財務監控、內部監控、風險管理制度以確管理層已履行其職責建立有效制度； |
| (vi) reviewed the Company's financial and accounting policies and practices; | (vi) 檢討本公司之財務及會計政策及常規； |
| (vii) reviewed the external auditor's management letter, material queries raised by the external auditor to the management, if any, in respect of the accounting records, financial accounts or systems of control and the management's response to such queries; and | (vii) 檢討外聘核數師致管理層之函件、檢討外聘核數師就會計記錄、財務賬目或監控制度向管理層提出之任何重大疑問（如有）及管理層對該等疑問之回應；及 |
| (viii) reported to the Board on the matters set out in the Code on the Audit Committee. | (viii) 就企業管治守則所載有關審核委員會的事宜向董事會匯報。 |

There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditors.

董事會及審核委員會就甄選、委聘、退任或罷免外聘核數師並無意見分歧。

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Regulatory Compliance Committee

The Regulatory Compliance Committee comprises of two members, namely Mr. Li Wanyuan and Mr. Tse Kwok Hing Henry.

The primary duties of the Regulatory Compliance Committee are to ensure that the Group's business operations and activities are in compliance with the relevant laws and regulations, and the Regulatory Compliance Committee directly reports to the Board.

The Regulatory Compliance Committee shall meet at least once a year. During the year, one committee meeting were held to review and discuss the compliance status of the existing business operations and activities, with the relevant laws and regulations in the PRC, Hong Kong and the respective jurisdictions if applicable. Attendance of each member is set out as follows:

監管合規委員會

監管合規委員會包括兩名成員，即李萬元先生及謝國興先生。

監管合規委員會的主要職責為確保本集團業務經營及活動遵守相關法律法規，監管合規委員會直接向董事會報告。

監管合規委員會須至少每年舉行一次會議。年內曾舉行一次委員會會議，以檢討及討論現有業務營運及活動遵守中國、香港及各司法管轄區（如適用）的相關法例及法規的情況。各成員的出席率載列如下：

Committee member	委員會成員	Number of meetings attended/held
		出席／ 舉行會議數目
Mr. Li Wanyuan (<i>Executive Director</i>)	李萬元先生 (執行董事)	1/1
Mr. Tse Kwok Hing Henry (<i>Company Secretary</i>)	謝國興先生 (公司秘書)	1/1

GOING CONCERN ISSUE

The Group incurred a loss of approximately RMB139,836,000 for the year ended 31 December 2022, the Group had net current liabilities and capital deficiency of approximately RMB1,226,749,000 and RMB1,175,335,000 respectively as at 31 December 2022. In addition, as disclosed in note 24 to the consolidated financial statements, as at 31 December 2022, the Group's bank borrowings of approximately RMB162,974,000 are subject to renewal or to be fully repaid within the next twelve months, of which approximately RMB102,974,000 were overdue. Furthermore, The Group recorded net operating cash outflow for the year ended 31 December 2022 with the Group's total bank and cash balance remaining at a low level of RMB1,298,000 as of 31 December 2022. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

持續經營事宜

截至二零二二年十二月三十一日止年度，本集團產生虧損約人民幣139,836,000元，而於二零二二年十二月三十一日，本集團有流動負債淨額及資本虧絀分別約人民幣1,226,749,000元及人民幣1,175,335,000元。此外，如合併財務報表附註24所披露，於二零二二年十二月三十一日，本集團約人民幣162,974,000元的銀行借款須重續或於未來十二個月內悉數償付，其中約人民幣102,974,000元已逾期。另外，本集團於截至二零二二年十二月三十一日止年度錄得經營現金流出淨額，且截至二零二二年十二月三十一日，本集團的銀行及現金結餘總額維持在人民幣1,298,000元的低位。該等情況說明存在重大不明朗因素，可能對本集團的持續經營能力造成重大疑問。因此，本集團可能無法於正常業務過程中變現資產及償還債務。

Having carefully considered the liquidity and working capital requirements for the next twelve months, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements on going concern basis. Certain plans and measures have been or will be taken by director of the Company to mitigate the Group's liquidity pressure and to improve its cashflows which include, but are not limited to, the following:

- (a) The Group will negotiate with certain financial institutions, including the existing major lenders, for options of restructuring of the Group's existing borrowings or new financing;
- (b) The Group will continue its ongoing efforts to convince the lenders of the defaulted borrowing not to take any actions against the Group for immediate payment of the principals and interest of these borrowings;
- (c) Obtain external source of funding from potential investors by issuance of new shares;
- (d) Upon completion of issue of scheme shares on 4 January 2023, the admitted claims owing by the Company to the scheme creditors, including all amount owing by the Company to the bondholders will be discharged and released in full; and
- (e) The directors of the Company have been taking various cost control measures to tighten the costs of operations and implementing various strategies to enhance the Group's revenue.

The directors of the Company are of the opinion that, considering the abovementioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2022. Accordingly, they are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

經審慎考慮未來十二個月的流動資金及營運資金需求後，本公司董事認為以持續經營為基礎編製合併財務報表是適當的。本公司董事已或將要採取若干計劃及措施，以紓緩本集團的流動資金壓力及改善其現金流狀況，包括但不限於以下內容：

- (a) 本集團將與若干金融機構（包括現有主要貸款人）就重組本集團現有借款或新融資的方案進行磋商；
- (b) 本集團將繼續努力說服違約借款的貸款人不要對本集團採取任何行動，要求立即償還該等借款的本金及利息；
- (c) 通過發行新股從潛在投資者獲得外部資金來源；
- (d) 於二零二三年一月四日完成計劃股份發行之後，本公司結欠計劃債權人之認可索償（包括本公司結欠債券持有人的所有款項）將獲清償並悉數解除；及
- (e) 本公司董事一直採取各項成本控制措施以收緊營運成本，並實施多項策略以增加本集團的收入。

本公司董事認為，考慮到上述計劃及措施，本集團將有足夠的營運資金為其營運提供資金，並在二零二二年十二月三十一日起十二個月內到期時履行其財務責任。因此，彼等確信根據持續經營基準編製合併財務報表屬適當。

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Notwithstanding the above, material uncertainties exist as to whether the Group will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the following:

- (a) successfully securing new financing from the financial institutions to fund its operations and financial obligations as well as restructuring of the existing borrowings to extend the payment schedule;
- (b) successful negotiations with the lenders of the defaulted borrowing that they will not take any actions against the Group to exercise their rights to demand immediate payment of the principals and interests of these borrowings;
- (c) successful obtain external source of funding from potential investors by issuance of new shares; and
- (d) the Group's ability to generate operating cash flows to meet the Group's ongoing funding needs as well as successfully controlling operations costs and capital expenditure.

Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements, to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

儘管綜上所述，本集團是否能夠實現上述計劃及措施仍存在重大不確定性。本集團是否能夠持續經營將取決於以下因素：

- (a) 成功自金融機構獲得新融資，為其運營及財務責任提供資金，並重組現有借款以延長付款時間表；
- (b) 成功與違約借款的貸款人磋商，彼等不會對本集團採取任何行動以行使其權利要求立即償還該等借款的本金及利息；
- (c) 成功通過發行新股從潛在投資者獲得外部資金來源；及
- (d) 本集團產生營運現金流，以滿足本集團的持續資金需求的能力，以及成功控制營運成本及資本開支。

倘本集團無法持續經營，則必須對合併財務報表作出調整，以將資產之價值撇減至其可收回金額，以撥備可能出現之任何額外負債，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並無於合併財務報表內反映。

DELEGATION OF MANAGEMENT FUNCTIONS

The Board reserves for its decision all major matters of the Company including approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensure that Board procedures and all applicable laws and regulations are followed. Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

The day-to-day management, administration and operation of the Company are delegated to the executive Directors and the senior management. The delegated functions and responsibilities are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

ACCOUNTABILITY AND AUDIT

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

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price sensitive announcements and other disclosures required under the Listing Rules and other statutory and regulatory requirements.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

The reporting responsibility of the external auditor of the Company on the consolidated financial statements of the Group are set out in the Independent Auditor's Reports in this annual report.

管理職能之轉授

董事會保留對本公司所有重大事項的決定權，包括批准及監控所有政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易（尤其是該等可能涉及利益衝突之交易）、財務資料、委任董事及其他重大財務及經營事宜。

所有董事均可全面和及時取得所有有關資料以及公司秘書的意見及服務，旨在確保遵守董事會程序及所有適用法律法規。每名董事一般可於適當情況下在向董事會提出要求後尋求獨立專業意見，費用由本公司承擔。

本公司日常管理、行政及營運轉授予執行董事及高級管理人員。轉授的職能及職責會定期檢討。上述高級職員在訂立任何重大交易前須向董事會取得批准。

問責及審核

董事確認彼等編製本公司截至二零二二年十二月三十一日止年度財務報表之責任。

根據上市規則規定及其他法定及監管規定，董事會須負責就年度及中期報告、股價敏感公告及其他披露呈報持平、清晰且易於理解之評估。

管理層向董事會提供所需相關說明及資料，使董事會可就提呈董事會批准之本公司財務報表作出知情評估。

本公司外聘核數師關於本集團合併財務報表的申報責任載於本年報獨立核數師報告。

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for maintaining an adequate internal control system to safeguard shareholder investments and Company assets and with the support of the Audit Committee, reviewing the effectiveness of such system on an annual basis. The Group has developed its systems of internal control and risk management. The internal control system of the Group is designed to facilitate effective and efficient operations, to ensure reliability of financial reporting and compliance with applicable laws and regulations, to identify and manage potential risks and to safeguard assets of the Group.

Certain internal control deficiencies were identified and reported to the Board. The Group is ongoing to locate an internal control advisor to review the internal control system of the Group, and conduct remedies for any deficiencies identified on considered necessary in due course.

AUDITOR'S REMUNERATION

For the year ended 31 December 2022, the remuneration paid/payable to the Company's auditor, McMillan Woods (Hong Kong) CPA Limited, amounted to approximately RMB842,000 in respect of the annual audit service and approximately RMB472,000 in respect of other services.

INDEPENDENT AUDITOR

The Audit Committee reviews and monitors the independent auditor's independence, objectivity and effectiveness of the audit process. It receives letter every year from the independent auditor confirming their independence and objectivity and holds meetings with representatives of the independent auditor to consider the scope of its audit, approve its fees, and the scope and appropriateness of non-audit services, if any, to be provided by it. The Audit Committee also makes recommendations to the Board on the appointment and retention of the independent auditor.

COMPANY SECRETARY

The company secretary of the Company, Mr. Tse Kwok Hing Henry, is a full-time employee of the Group. Please refer to his biographical details as set out on page 42 of this annual report.

內部監控及風險管理

董事會負責維持充足的內部監控系統以保障股東的投資及本公司資產，並在審核委員會支援下每年檢討該制度的成效。本集團已發展其內部監控及風險管理系統。本集團的內部監控系統旨在促進有效及高效營運，確保財務申報的可靠性及符合適用法例及規例，識別及管理潛在風險以保障本集團資產。

若干內部監控的不足之處已經發現及向董事會匯報。本集團正繼續物色內部監控顧問，以檢討本集團內部監控系統，並在認為必要且適當時對發現的任何不足之處採取補救措施。

核數師薪酬

截至二零二二年十二月三十一日止年度，就本公司核數師長青（香港）會計師事務所有限公司提供年度審核服務及其他服務已付／應付酬金分別約為人民幣842,000元及約為人民幣472,000元。

獨立核數師

審核委員會檢討及監察獨立核數師的獨立性、客觀性及審核過程的效用。其每年接獲獨立核數師函件，確認彼等的獨立性及客觀性，並與獨立核數師的代表進行會議，審議其審核範圍、批准其費用，及將由其提供的非審核服務（如有）的範圍及適當性。審核委員會亦就獨立核數師的委任及留任向董事會作出推薦建議。

公司秘書

本公司的公司秘書為謝國興先生，彼為本集團全職僱員。有關其履歷詳情，請參閱本年報第42頁。

Rights of Shareholders to Convene a Special General Meeting

Pursuant to Bye-law 58, the Board may whenever it thinks fit call special general meetings, and members holding at the date of deposit of the requisition not less than one tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.

Sending Enquiries to the Board and Procedures for Putting Forward Proposals at Shareholders' Meetings

Shareholders or investors can contact the Company in the following ways to make enquiry or to provide suggestions:

Contact Person: Mr. Tse Kwok Hing Henry, Company Secretary

Postal Address: 20/F Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong

To put forward proposals at a general meeting, the shareholders should submit a written notice of those proposals with detailed contact information to the company secretary at the Company's principal place of business stated above.

股東召開股東特別大會的權利

根據細則第58條，董事會可於認為適當時召開股東特別大會，而於提出要求日期持有可於本公司股東大會上行使表決權之本公司繳足股本不少於十分之一之股東，隨時有權向董事會或本公司秘書作出書面要求，要求董事會召開股東特別大會，以處理該要求所列明之任何事務；而該大會須於提出該要求後兩(2)個月內舉行。倘董事會無法於該提出要求日期起計二十一(21)日內召開該大會，則要求人可根據公司法第74(3)條之條文自行召開該大會。

向董事會查詢及於股東大會上提呈建議之程序

股東或投資者如欲提出查詢或提供建議，可透過下列方式聯絡本公司：

聯絡人： 公司秘書謝國興先生

郵寄地址： 香港上環德輔道中199號無限極廣場20樓

股東如欲於股東大會上提呈建議，須將有關建議的書面通知連同詳細聯絡資料送交本公司上述主要營業地點，並註明公司秘書收啟。

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognises the importance of transparency and timely disclosure of corporate information, which will enable shareholders and investors to make the best investment decisions.

The general meetings of the Company provide a forum for communication between the Board and the shareholders. The Company continues to enhance communication and relationship with its investors. Enquiries from investors are dealt with in an informative and timely manner.

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, a separate resolution would be proposed for each substantially separate issue at shareholder meetings, including the election of individual directors.

All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each shareholder meeting.

CONSTITUTIONAL DOCUMENTS

The Company's constitutional documents are available on the websites of the Company and the Stock Exchange.

與股東之溝通及投資者關係

本公司認為與股東之有效溝通對促進投資者關係及加深投資者對本集團業務表現及策略之了解攸關重要。本公司亦深明高透明度及適時披露公司資料之重要性，使股東及投資者能作出最佳投資決定。

本公司股東大會為董事會及股東提供溝通場所。本公司持續加強與其投資者的溝通及關係。投資者之查詢會適時處理及獲提供詳盡資料。

股東權利

為保障股東權益及權利，本公司就各重大獨立事宜（包括選舉個別董事）於股東大會提呈獨立決議案。

根據上市規則，所有在股東大會上提呈之決議案須以投票方式進行表決及投票表決結果將於每次股東大會結束後上載於本公司及聯交所網站。

章程文件

本公司之章程文件可於本公司及聯交所網站查閱。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Li Wanyuan (李萬元) ("Mr. Li") has been appointed as the Acting Chairman and Executive Director of the Company with effect from 22 October 2021. Mr. Li, aged 60, is an entrepreneur. In 1999, he started running factories and founded Zhuhai Wanyi Enterprise Co., Ltd. (珠海市萬億企業有限公司), which mainly engaged in sales of electrical machinery and equipment and provision of repair and maintenance services in PRC. In April 2003, Mr. Li founded Zhuhai Xiangzhou Wanxin Electricial (珠海市香洲萬信機電設備行) which was mainly engaged in wholesale of electrical products. In December 2003, Mr. Li started to engage in webbing business and founded Zhongshan Nan Qu Wanlong Webbing Factory (中山市南區萬龍繩帶廠).

Ms. Lin Yuxi (林禹熙) ("Ms. Lin") has been appointed as the Executive Director of the Company with effect from 15 October 2020. Ms. Lin, aged 33, graduated from University of East London and obtained a degree of bachelor of arts in business management in 2014. After graduation, Ms. Lin gained extensive experience in corporate management and strategic planning. Before joining us, Ms. Lin was the director of general department of Beijing Tengyuan New Energy Technology Consultancy Service Limited (北京騰源新能源科技諮詢服務有限公司).

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chow Yun Cheung (周潤璋) ("Mr. Chow") has been appointed as an independent non-executive director of the Company with effect from 13 August 2019. Mr. Chow, aged 43, is the company secretary and financial controller of Titan Invo Technology Limited, the issued shares of which are listed on the Stock Exchange (stock code: 872). Mr. Chow has extensive experience in accounting, corporate finance and compliance related matters. He obtained a bachelor's degree in Business Administration from the Chinese University of Hong Kong, and is a member of the Hong Kong Institute of Certified Public Accountants. Since February 2018, Mr. Chow has been appointed as a non-independent non-executive director of Industronics Berhad (stockcode: 9393), the issued shares of which are listed on Bursa Malaysia Securities Berhad. From 29 January 2021 to 31 March 2023, Mr. Chow was an independent non-executive director of Echo International Holdings Group Limited (stock code: 8218), the issued shares of which are listed on the Stock Exchange. From 20 January 2022 to 7 May 2022, Mr. Chow was an independent non-executive director of Hon Corporation Limited (stock code: 8259), the issued shares of which are listed on the Stock Exchange. Since 11 November 2022, Mr. Chow has been appointed as an independent non-executive director of China Shenghai Group Limited (stock code: 1676), the issued shares of which are listed on the Stock Exchange.

執行董事

李萬元先生(「李先生」)已獲委任為本公司之代理主席及執行董事，自二零二一年十月二十二日起生效。李先生，60歲，是一名企業家。一九九九年，彼開辦實業工廠，創立珠海市萬億企業有限公司，主要在中國從事機電設備的銷售和維修保養服務。二零零三年四月，李先生創立珠海市香洲萬信機電設備行，主要從事機電設備的批發。二零零三年十二月，李先生開始從事繩帶業務，創立中山市南區萬龍繩帶廠。

林禹熙女士(「林女士」)已獲委任為本公司執行董事，自二零二零年十月十五日起生效。林女士，33歲，二零一四年畢業於東倫敦大學，獲頒發商業管理學士學位。畢業後，林女士於企業管理及策略規劃領域獲得豐富經驗。加入我們前，林女士為北京騰源新能源科技諮詢服務有限公司之綜合部主任。

獨立非執行董事

周潤璋先生(「周先生」)已獲委任為本公司獨立非執行董事，自二零一九年八月十三日起生效。周先生，43歲，現時為泰坦智華科技有限公司之公司秘書及財務總監（其股份於聯交所上市（股份代號：872））。周先生於會計，企業融資及合規方面擁有豐富經驗。彼取得香港中文大學工商管理學士學位，並為香港會計師公會會員。自二零一八年二月起，周先生獲委任為Industronics Berhad之非獨立非執行董事（其股份於馬來西亞證券交易所有限公司上市（股份代號：9393））。於二零二一年一月二十九日至二零二三年三月三十一日期間，周先生擔任毅高（國際）控股集團有限公司（股份代號：8218）（其已發行股份於聯交所上市）之獨立非執行董事。於二零二二年一月二十日至二零二二年五月七日期間，周先生為中國大健康建設產業有限公司（股份代號：8259）（其已發行股份於聯交所上市）之獨立非執行董事。於二零二二年十一月十一日起，周先生獲委任為中國升海集團有限公司（股份代號：1676）（其已發行股份於聯交所上市）之獨立非執行董事。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. Lin Yugang (林宇剛) (“Mr. Lin”), aged 54, graduated from Sun Yat-Sen University with a bachelor’s degree in management, and completed the master’s program in accounting at the School of Management of Sun Yat-Sen University in 2008. From 1987 to 2001, he served in the Department of International Business at the Bank of China for a total of 14 years, where he was primarily responsible for reviewing offshore letters of credit. Subsequently, he became an industry expert and was the youngest director of a branch in Zhongshan City. Mr. Lin was released from work for studying in Sun Yat-Sen University during 2003, and subsequently resigned from his position at the Bank of China and successfully founded a number of companies. Currently, he works at 中山市迅翔股權投資管理有限公司 (Zhongshan City Xunxiang Equity Investment Management Company*), and also holds the positions of director and financial controller at 車美噠 (廣東) 環保科技有限公司 (Chemeida (Guangdong) Environmental Technology Limited*). Mr. Lin is a banking and finance professional and an industry veteran in the field of international trading.

Mr. Liu Juntong (劉俊廷) (“Mr. Liu”), aged 33, has been appointed as an independent non-executive director of the Company with effect from 23 October 2019. Mr. Liu graduated from Beijing Institute of Technology in July 2013. He is currently the assistant manager of Zhuhai Lvzhou Industrial Limited. Since 14 January 2020, Mr. Liu has been appointed as an independent non-executive director and redesignated as an executive director of China Shenghai Food Holdings Company Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 1676).

COMPANY SECRETARY

Mr. Tse Kwok Hing Henry (“Mr. Tse”), aged 38, has been appointed as the company secretary of the Group with effect from 7 November 2019. Mr. Tse has extensive experience in accounting, auditing and finance fields. Mr. Tse was the chief financial officer and company secretary of China Yuanbang Property Holdings Limited, a company listed on the main board of the Singapore Exchange Securities Trading Limited (Stock Code: BCD.SI) from April 2016 to May 2018. Since 1 September 2022, Mr. Tse has been appointed as an independent non-executive director of China Environmental Technology and Bioenergy Holdings Limited, a company listed on the Hong Kong Stock Exchange (Stock Code: 1237). Mr. Tse obtained a bachelor’s degree of Business Administration in Accounting and Finance from the University of Hong Kong in 2007. He is currently a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales.

林宇剛先生 (「林先生」)，54歲，中山大學管理學學士學位畢業，並於二零零八年完成中山大學管理學院會計專業碩士課程。彼於一九八七年至二零零一年間共十四年時間供職於中國銀行國際業務部，主要負責審核遠洋信用證等工作，後成為行業專家，曾是中山市最年輕的支行行長。林先生於二零零三年脫產在中山大學學習，後辭去中國銀行公職，成功創辦多家企業，現在於中山市迅翔股權投資管理有限公司任職，兼任車美噠 (廣東) 環保科技有限公司董事和財務總監。林先生是銀行金融界專業人士，是國際貿易行家能手。

劉俊廷先生 (「劉先生」)，33歲，已獲委任為本公司獨立非執行董事，自二零一九年十月二十三日起生效。劉先生於二零一三年七月畢業於北京理工大學。彼現任珠海綠洲實業有限公司助理經理。自二零二零年一月十四日起，劉先生已獲委任為中國升海食品控股有限公司 (香港聯交所上市公司 (股份代號：1676)) 的獨立非執行董事並續任該公司之執行董事。

公司秘書

謝國興先生 (「謝先生」)，38歲，已獲委任為本集團公司秘書，自二零一九年十一月七日起生效。謝先生於會計、審計及財務方面擁有豐富經驗。謝先生曾於二零一六年四月至二零一八年五月為中國元邦房地產控股有限公司 (新加坡證券交易所有限公司主板上市公司，股份代號：BCD.SI) 的財務總監及公司秘書。自二零二二年九月一日起，謝先生已獲委任為中科生物控股有限公司 (香港聯交所上市公司 (股份代號：1237)) 的獨立非執行董事。謝先生於二零零七年獲香港大學頒授工商管理 (會計及財務) 學士學位。彼現為香港會計師公會會員及英格蘭與威爾斯特許會計師協會會員。

REPORT OF THE DIRECTORS

董事會報告書

The Directors of the Company (the “Directors”) are pleased to present the annual report of the Company with the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Group is engaged in sales of shoes, clothes and others in Asia and the design, manufacturing and sales of fabrics in the People’s Republic of China. The principal activity of the Company is investment holding. Details of the principal activities of its principal subsidiaries are set out in note 35 to the consolidated financial statements.

BUSINESS SEGMENTS

The Group is engaged in the sales of shoes, clothes and others, and manufacturing and sale of fabrics and yarns. Business analysis of sales, segment results, total assets and capital expenditure are set out in note 8 to the accompanying financial statements.

GEOGRAPHICAL SEGMENTS

The Group’s revenue mainly came from two main geographical areas, the Mainland China and Korea. Geographical analysis of the Group are set out in note 8 to the consolidated financial statements.

BUSINESS REVIEW

For details of business review in relation to the development, performance or position of the Company’s business, please refer to the section headed “Management Discussion and Analysis” of this annual report.

ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITY

As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure sustainable development of its business. To the best knowledge of the Directors, the Group has complied with all the relevant laws and regulations that have a significant impact on the Group in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands that a better future depends on everyone’s participation and contribution. It has encouraged all employees to participate in environmental and social activities which benefit the community as a whole.

本公司董事（「董事」）欣然提呈截至二零二二年十二月三十一日止年度的本公司年報及本集團經審核合併財務報表。

主要業務

本集團在亞洲從事鞋履、服裝及其他銷售及在中華人民共和國從事面料的設計、製造及銷售。本公司主要業務為投資控股。其主要附屬公司的主要業務詳情載於合併財務報表附註35。

業務分類

本集團從事鞋履、服裝及其他銷售以及面料及紗線製造及銷售。營業額、分類業績、資產總額及資本開支業務分析載於隨附之財務報表附註8。

地區分類

本集團收益主要來自於中國大陸及韓國兩個地區經營業務。本集團地區分析載於合併財務報表附註8。

業務回顧

關於本公司業務發展、表現或狀況之業務回顧詳情，請參閱本年報「管理層討論及分析」一節。

環境、社會及企業責任

作為一間具社會責任的企業，本集團致力維持最高要求之環境及社會標準，以確保其業務可持續發展。據董事所知，本集團已遵守所有對本集團有重大影響且與其業務有關的相關法例及法規，包括健康及安全、工作環境條件、就業及環境。本集團明白有賴所有人的參與及貢獻才能成就美好將來，亦因此鼓勵所有僱員參與環境及社會活動，惠及整個社區。

REPORT OF THE DIRECTORS 董事會報告書

Thanks to its active engagement in the enhancement of management measures and technology improvement, the Group incurred less unit electricity consumption and expenses in production as compared to that of last year. The Group also advocated conservation of resources in office and encouraged employees to develop good habits, conserve resources and energy to build a green and comfortable office environment. The Group will issue a separate environmental, social and governance report for the year ended 31 December 2022 in due course with the relevant requirements of the Listing Rules.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated financial statements of this annual report. The Directors do not recommend the payment of a dividend for the year ended 31 December 2022 (2021: Nil).

RESERVES

Details of movement in the reserves of the Group for the year ended 31 December 2022 are set out in note 29 to the consolidated financial statements and in the consolidated statement of changes in equity. As at 31 December 2022, no reserve of the Company was available for distribution (2021: Nil).

DONATIONS

The Group did not make any charitable and other donations during the year (2021: Nil).

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of and reasons for movements in the share capital of the Company during the year under review are set out in note 28 to the consolidated financial statements.

TAX RELIEF

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

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 146 to 148 of this annual report.

本集團積極推進管理措施和技術改造，生產用電單位耗用量及開支均比去年有所節約。本集團亦引導各項辦公室減耗措施，鼓勵員工養成良好習慣，節約資源和能源，建設綠色舒適的辦公環境。本集團將於適當時候按照上市規則的有關規定另行發佈截至二零二二年十二月三十一日止年度之環境、社會及管治報告。

業績及撥款

本集團於截至二零二二年十二月三十一日止年度的業績載於本年報合併財務報表。董事不建議就截至二零二二年十二月三十一日止年度派發股息（二零二一年：無）。

儲備

有關本集團截至二零二二年十二月三十一日止年度的儲備變動詳情，載於合併財務報表附註29及合併權益變動表。於二零二二年十二月三十一日，本公司概無可供分派的儲備（二零二一年：無）。

捐款

於年內，本集團並無作出任何慈善捐款及其他捐獻（二零二一年：無）。

物業、廠房及設備

本集團的物業、廠房及設備詳情載於合併財務報表附註17。

股本

於回顧年度內本公司的股本變動詳情及原因載於合併財務報表附註28。

稅務減免

本公司並不知悉任何因持有本公司證券而提供予本公司股東之稅務減免或豁免。

財務摘要

本集團過去五個財政年度的業績以及資產及負債概要載於本年報第146至148頁。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights over shares of the Company under the Company's Bye-laws (the "Bye-laws") or the laws of Bermuda where the Company is incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders of the Company.

AUDITOR

The Board has appointed McMillan Woods (Hong Kong) CPA Limited ("McMillan Woods") with effect from 10 February 2020 to fill the casual vacancy following the resignation of Worldlink. McMillan Woods will retire and, being eligible, offer themselves for reappointment at the forthcoming annual general meeting of the Company on 19 May 2023.

DIRECTORS

The Directors of the Company during the year and up to the date of this report are as follows:

Executive directors

Mr. Li Wanyuan (*Acting Chairman*)
Ms. Lin Yuxi

Independent non-executive directors

Mr. Lin Yugang
Mr. Chow Yun Cheung
Mr. Liu Junting

購買、出售或購回上市證券

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

優先購買權

根據本公司細則（「細則」）或本公司註冊成立地點百慕達的法律，概無有關本公司有義務按比例向本公司現有股東發售新股份的本公司股份優先購買權的規定。

核數師

董事會已委任長青（香港）會計師事務所有限公司（「長青」）填補華普天健辭任留下的臨時空缺，由二零二零年二月十日起生效。於二零二三年五月十九日舉行之本公司應屆股東週年大會上，長青將退任及符合資格並願意膺選連任。

董事

於年內及截至本報告日期的本公司董事如下：

執行董事

李萬元先生（代理主席）
林禹熙女士

獨立非執行董事

林宇剛先生
周潤璋先生
劉俊廷先生

REPORT OF THE DIRECTORS 董事會報告書

The Company has received, from each of the independent non-executive Directors, a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all the independent non-executive Directors are independent.

The biographical details of the Directors are set out in the section headed "Directors and Senior Management".

DIRECTORS' SERVICE CONTRACTS

Pursuant to Bye-law 84, at each annual general meeting of the Company, one third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

DISCLOSURE PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Pursuant to the service contracts entered into by each of executive directors as disclosed in the paragraph headed "Directors' services contracts" above, each of Mr. Li Wanyuan and Ms. Lin Yuxi is entitled to a monthly salary of HK\$30,000 and HK\$20,000, respectively. In addition, pursuant to the above service contracts, each of them is also entitled to a management bonus in respect of each financial year in such sum as the Board may in its absolute discretion determine aggregate amount of management bonuses payable to all directors.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in section 469 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) for the benefit of the Directors of the Company is currently in force and was in force throughout the year.

本公司已獲每名獨立非執行董事根據上市規則第3.13條規定確認其獨立性。本公司認為所有獨立非執行董事均為獨立人士。

董事履歷詳情載列於「董事及高級管理層」一節。

董事服務合約

根據細則第84條，於本公司每屆股東週年大會上，當時董事總數三分之一人數（或如人數並非三(3)的倍數，則取最接近的整數，惟不得低於三分之一人數）須輪值告退，惟每名董事須至少每三年輪值告退一次。須輪值告退的董事將包括有意告退且無意膺選連任的董事。任何其他因此退任的董事將為其他董事中自上次重選連任或獲委任以來任期最長而須輪值告退的董事。如有超過一名董事上次乃於同一日獲委任或重選連任，則會以抽籤方式決定退任者（除非彼等之間另行達成協議）。概無董事與本公司或其任何附屬公司訂立任何在毋須作出賠償（法定賠償除外）的情況下本集團不可於一年內終止的服務合約。

根據上市規則第13.51B(1)條作出之披露

根據上文「董事服務合約」一段披露各執行董事各自訂立之服務合約，李萬元先生及林禹熙女士分別有權獲得月薪30,000港元及20,000港元。此外，根據上述服務合約，彼等各自亦有權就各財政年度獲得管理層花紅，董事會可全權酌情釐定應付全體董事的管理層花紅總額。

獲准許的彌償條文

有關本公司董事利益的獲准許彌償條文（定義見香港法例第622章公司條例第469條）現正生效及於本年度一直生效。

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of its independent non-executive Directors confirmation of his/her independence and the Company considers that each of them to be independent based on the guidelines set out in Rule 3.13 of the Listing Rules.

REPORT EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the management on the basis of their merit, qualifications and competence.

The Remuneration Committee considers and recommends to the Board on the remuneration and other benefits paid by the Company to the Directors by reference to the Company's operating results, individual performance and comparable market rates. The remuneration of all Directors is subject to regular monitoring by the Remuneration Committee to ensure that the levels of their remuneration and compensation are appropriate.

As at 31 December 2022, the Group had a total workforce of 167 (as at 31 December 2021: 83). Employee costs including directors' emoluments totalled RMB10.7 million for the year of 2022 (2021: RMB4.9 million). The Group recruited and promoted individual persons according to their strength and development potential. The Group determined the remuneration packages of all employees including the Directors with reference to individual performance and current market salary scale.

The Group regularly reviews the emolument package of the existing employees, considers increment of salaries and conducts some long term incentive scheme when appropriate.

Details of Directors' remuneration are set out in note 14a to the consolidated financial statements.

獨立非執行董事之獨立性

本公司已獲得各獨立非執行董事確認其獨立性，而根據上市規則第3.13條所載指引，本公司認為彼等各自均為獨立。

薪酬報告政策

本集團僱員的薪酬政策乃由管理層根據彼等表現、資歷及能力制訂。

薪酬委員會經參考本公司經營業績、個人表現及可比較市場水平考慮及向董事會推薦本公司向董事支付的酬金及其他福利。所有董事的酬金受薪酬委員會定期監察，確保其酬金和薪酬定於適當水平。

於二零二二年十二月三十一日，本集團共有167名員工（於二零二一年十二月三十一日：83名）。二零二二年的僱員成本（包括董事酬金）共計人民幣10.7百萬元（二零二一年：人民幣4.9百萬元）。本集團根據個人能力及發展潛力聘請及提升僱員。本集團根據個人表現及當前市場薪資水平釐定所有僱員（包括董事）的薪酬待遇。

本集團經常複核現存僱員之薪酬待遇，並在適當時考慮提升薪金及採取一些長期激勵計劃。

董事酬金詳情載於合併財務報表附註14a。

DISCLOSURE OF INTERESTS IN SECURITIES

A. Directors' Interests in the Shares of the Company

As at 31 December 2022 and the date of this annual report, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company, any of its Group members or its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code.

B. Substantial shareholders' interests in the shares of the Company

As at 31 December 2022 and the date of this annual report, so far as the Directors are not aware of any persons (not being a Director of the Company) had or were deemed to have interest or short position in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will, directly or indirectly, be interested in 5% or more of the Company's issued share capital.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company, or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

於證券中的權益披露

A. 董事於本公司股份之權益

於二零二二年十二月三十一日及本年報日期，本公司董事及主要行政人員概無於本公司、其任何集團成員公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所（包括彼等根據證券及期貨條例之該等規定被當作或視為擁有之權益或淡倉）或根據證券及期貨條例第352條須記錄於該條例所指之登記冊或根據標準守則須知會本公司及聯交所之權益或淡倉。

B. 主要股東於本公司股份中的權益

於二零二二年十二月三十一日及本年報日期，董事並不知悉任何人士（並非本公司董事）擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部的規定須向本公司及聯交所披露的股份或相關股份的權益或淡倉，或直接或間接於本公司5%或以上的已發行股本中擁有權益。

購買股份或債權證的安排

於年內任何時間，本公司、其控股公司或其任何附屬公司概無訂立任何安排，以令本公司董事可透過獲得本公司或任何其他法團的股份或債權證而獲得利益。

SHARE OPTION SCHEME

The Company conditionally adopted the share option scheme on 27 March 2014, and such scheme has become effective on the Listing Date (the "Share Option Scheme"). The purpose of the Share Option Scheme is to recognize and acknowledge the contribution of the eligible participants made to the Group. The Board may, at its discretion, grant options pursuant to the Share Option Scheme to Directors (including the independent non-executive Directors), the Company's subsidiaries, employees of the Group and other persons the Board considers have contributed or will contribute to the Group. The maximum number of shares in respect of which options may be granted under the Share Option Scheme must not in aggregate exceed 10% of the issued share capital of the Company (i.e. 100,000,000 shares), unless otherwise approved by the shareholders of the Company in general meeting and/or other requirements prescribed under the Listing Rules. The subscription price of a share in respect of a particular option shall be not less than the highest of (a) the official closing price of the Shares on the daily quotation sheet of the Stock Exchange; (b) the average official closing price of the shares on the daily quotation sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share. The Share Option Scheme shall remain effective within a period of 10 years from that date.

As at 31 December 2015 and 2016, 50,000,000 share options and 50,000,000 share options were granted and exercised, respectively, representing maximum number of shares to be granted under the Share Option Scheme. For details of the share option scheme, please refer to page 57 to 58 of the 2016 annual report and page 44 to 45 of the 2015 annual report, respectively.

購股權計劃

本公司於二零一四年三月二十七日有條件採納購股權計劃，該計劃於上市日期起生效（「購股權計劃」）。購股權計劃旨在肯定及獎勵對本集團作出貢獻的合資格參與者。董事會可根據購股權計劃酌情決定向董事（包括獨立非執行董事）、本公司的附屬公司、本集團僱員及董事會認為對本集團已作出或將作出貢獻的其他人士授出購股權。根據購股權計劃可能授出的購股權所涉及的股份數目上限合共不得超過本公司已發行股本的10%（即100,000,000股股份），惟本公司股東在股東大會上另行批准及／或上市規則有其他規定者除外。某一特定購股權所涉及股份的認購價不得低於以下三者的最高者：(a)於聯交所每日報價表所報股份的正式收市價；(b)緊接授出日期前五個營業日股份於聯交所每日報價表所報股份的正式平均收市價；及(c)股份面值。購股權計劃自該日期起計10年期間仍屬有效。

於二零一五年及二零一六年十二月三十一日，分別有50,000,000份購股權及50,000,000份購股權已獲授出及行使，即根據購股權計劃可授出的股份數目上限。關於購股權計劃的詳情，請分別參閱二零一六年年報第57至58頁及二零一五年年報第44至45頁。

Share options granted

The fair value of services received determined by reference to the fair value of share options granted at the date of grant is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity. For the share options granted by the Company, when they are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will continue to be held in share options reserve. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in other reserve will continue to be held in other reserve.

CONTRACTS OF SIGNIFICANCE

No contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries, was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year. No contract of significance has been entered into between the Company or any of its subsidiaries and the controlling shareholders (as defined in the Listing Rules) of the Company or any of its subsidiaries.

MAJOR CUSTOMERS AND SUPPLIERS

During the year under review, the aggregate sales attributable to the Group's largest and five largest customers were 13% and 31% of the Group's total sales respectively (2021: 6% and 18%). The aggregate purchases attributable to the Group's largest and five largest suppliers were 17% and 49% of the Group's total purchases respectively during the year under review (2021: 31% and 81%).

During the year, none of the Directors, their associates or any shareholders (who to the knowledge of the Directors owned more than 5% of the issued share capital of the Company) had any interest in any of the five largest customers or suppliers of the Group.

授予的購股權

所獲取服務的公平值乃參照所授出購股權於授出日期的公平值而釐定，於歸屬期內以直線法支銷，權益亦相應增加。就本公司授出的購股權而言，當購股權獲行使時，原先於購股權儲備內確認的款項將轉撥至股份溢價，而當購股權於歸屬日期後被沒收或於屆滿日期仍未行使時，原先於購股權儲備內確認的款項將繼續於購股權儲備內持有。當購股權於歸屬日期後被沒收或於屆滿日期仍未行使時，原先於其他儲備內確認的款項將繼續於其他儲備內持有。

重大合約

概無任何與本集團業務有重大關係且本公司或其任何附屬公司為訂約方及董事擁有重大權益（不論直接或間接）之合約於年終或年內任何時間存在。本公司或其任何附屬公司與本公司或其任何附屬公司之控股股東（定義見上市規則）之間概無訂立重大合約。

主要客戶及供應商

於回顧年度，來自本集團最大及五大客戶的總銷售額分別佔本集團總銷售額的13%及31%（二零二一年：6%及18%）。於回顧年度，來自本集團最大及五大供應商的總採購額分別佔本集團總採購額的17%及49%（二零二一年：31%及81%）。

於年內，概無董事、其聯繫人或據董事所知擁有本公司已發行股本5%以上的任何股東於本集團任意五大客戶或供應商中擁有任何權益。

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Being people-oriented, the Group ensures all staff are reasonably remunerated and continues to improve and regularly review and update its policies on remuneration and benefits, training, occupational health and safety. The Group maintains a good relationship with its customers. A customer complaint handling mechanism is in place to receive, analyse and study complaints and make recommendations on remedies with the aim of 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.

MANAGEMENT CONTRACTS

No contracts of significance concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or subsisted during the year under review.

CONNECTED TRANSACTIONS

No connected transactions were incurred during the year ended 31 December 2022.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, from the Listing Date and up to the date of this report, the Company has maintained a sufficient public float of at least 25% of the Company's issued share capital as required under the Listing Rules.

DIVIDEND POLICY

The Board intends to adopt a prudent dividend payment policy which will base on the main factor of the Group's profitability for the year. The Board has resolved not to recommend the payment of any final dividend for the year ended 31 December 2022 (2021: Nil). As there is no interim dividend payable during the year, there will be no dividend distribution for the whole year at 2022.

BOARD COMMITTEES

The Company comprises the Nomination Committee, the Remuneration Committee, the Audit Committee and the Regulatory Compliance Committee as described from page 25 to 34 of this annual report.

與僱員、客戶及供應商的重要關係

本集團以人為本，給予所有僱員合理待遇，同時不斷完善薪酬福利、培訓、職業健康與安全等政策，並定期檢討更新。本集團與其客戶維持良好關係。為改善服務質素，本集團設立客戶投訴處理機制，包括投訴收集、分析研究及提出改正意見。本集團與其供應商關係良好，每年對其供應商進行公平及嚴格審核。

管理合約

於回顧年度內，本公司並無就整體業務或任何重要業務部分之管理及行政工作簽訂或存續任何重大合約。

關連交易

截至二零二二年十二月三十一日止年度，概無發生關連交易。

公眾持股量之充足程度

根據可供本公司公開索取之資料及就董事所知，由上市日期起及截至本報告日期，本公司按照上市規則所規定維持至少本公司已發行股本25%的充足公眾持股量。

股息政策

董事會擬採用審慎的派息政策，根據本集團年內盈利能力等主要因素釐定派息。董事會不建議就截至二零二二年十二月三十一日止年度派發任何末期股息（二零二一年：無）。由於年內並無應派中期股息，故二零二二年全年將不會派發股息。

董事委員會

本公司包括提名委員會、薪酬委員會、審核委員會及監管合規委員會（於本年報第25至34頁詳述）。

REPORT OF THE DIRECTORS 董事會報告書

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Each of the Directors has confirmed that he is neither engaged, nor interested, in any business which, directly or indirectly, competes or may compete with the Group's business.

NON-COMPETITION UNDERTAKINGS BY THE CONTROLLING SHAREHOLDERS

The controlling shareholders of the Company, has entered into a deed of non-competition on 27 March 2014 (the "Deed of Non-Competition") so as to better safeguard the Group from any potential competition and to formalise the principles for the management of potential conflicts between them and to enhance its corporate governance in connection with the listing of the shares on the Stock Exchange.

The independent non-executive Directors were not required to review any matter in relation to compliance and enforcement of the Deed of Non-Competition during the Period.

董事於競爭業務之權益

各董事已確認其概無從事與本集團業務直接或間接存在競爭或可能存在競爭之任何業務或於該等業務中擁有權益。

控股股東作出之不競爭承諾

於二零一四年三月二十七日，本公司控股股東訂立一份不競爭契約（「不競爭契約」），為更好地保障本集團免於涉及任何潛在競爭及規範針對彼等之間潛在衝突的管理原則，以及就股份於聯交所上市加強企業管治。

獨立非執行董事毋須在本期間檢討有關遵守及執行不競爭契約的任何事宜。

On behalf of the Board
Li Wanyuan
Executive Director
Hong Kong, 31 March 2023

代表董事會
李萬元
執行董事
香港，二零二三年三月三十一日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the members of Moody Technology Holdings Limited
(Joint and Provisional liquidator appointed for restructuring purpose)
(Incorporated in the Cayman Islands with limited liability and
continued in Bermuda with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Moody Technology Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 57 to 145, 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.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient and appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致滿地科技股份有限公司股東
(以重組目的委任之共同臨時清盤人)
(於開曼群島註冊成立並於百慕達存續的
有限公司)

不發表意見

吾等獲委任審核第57頁至145頁所載滿地科技股份有限公司(「貴公司」)及其附屬公司(「貴集團」)的合併財務報表,包括於二零二二年十二月三十一日的合併財務狀況表,及截至該日期止年度的合併損益及其他全面收益表、合併權益變動表及合併現金流量表,以及合併財務報表附註,包括重大會計政策概要。

吾等並無就 貴集團合併財務報表發表任何意見。由於吾等之報告不發表意見的基準一節所述事宜的重大性,吾等未能獲取充足及適當的審核證據,作為就該等合併財務報表發表審核意見的依據。在所有其他方面,吾等認為,合併財務報表已遵照香港公司條例的披露規定妥為編製。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION

Material uncertainty related to going concern

We draw attention to note 3 to the consolidated financial statements which mentions that the Group incurred a loss of approximately RMB139,836,000 for the year ended 31 December 2022, and as at 31 December 2022, the Group had net current liabilities and capital deficiency of approximately RMB1,226,749,000 and RMB1,175,335,000, respectively. In addition, as disclosed in note 24 to the consolidated financial statements, as at 31 December 2022, the Group's bank borrowings of approximately RMB162,974,000 are subject to renewal or to be fully repaid within the next twelve months, of which approximately RMB102,974,000 were overdue. Furthermore, The Group recorded net operating cash outflow for the year ended 31 December 2022 with the Group's total bank and cash balance remaining at a low level of RMB1,298,000 as of 31 December 2022. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

The director of the Company has been undertaking a number of plans and measures to improve the Group's liquidity and financial position, which are set out in note 3 to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these plans and measures, which are subject to multiple uncertainties, including:

- a. successfully securing new financing from the financial institutions to fund its operations and financial obligations as well as restructuring of the existing borrowings to extend the payment schedule;
- b. successful negotiations with the lenders of the defaulted borrowings that they will not take any actions against the Group to exercise their rights to demand immediate payment of the principals and interests of these borrowings;
- c. successful obtain external source of funding from potential investors by issuance of new shares; and
- d. the Group's ability to generate operating cash flows to meet the Group's ongoing funding needs as well as successfully controlling operations costs and capital expenditure.

不發表意見的基準

有關持續經營的重大不明朗因素

務請注意合併財務報表附註3所述 貴集團截至二零二二年十二月三十一日止年度產生虧損約人民幣139,836,000元，及於二零二二年十二月三十一日，貴集團的流動負債淨額及資本虧絀分別約為人民幣1,226,749,000元及人民幣1,175,335,000元。此外，誠如合併財務報表附註24所披露，於二零二二年十二月三十一日，貴集團約人民幣162,974,000元的銀行借款須重續或於未來十二個月內悉數償付，其中約人民幣102,974,000元已逾期。另外，貴集團於截至二零二二年十二月三十一日止年度錄得經營現金流出淨額，且截至二零二二年十二月三十一日，貴集團的銀行及現金結餘總額維持在人民幣1,298,000元的低位。該等情況說明存在重大不明朗因素，可能對貴集團的持續經營能力造成重大疑問。

貴公司董事已採取多項計劃及措施，以改善貴集團的流動資金及財務狀況，該等計劃及措施載於合併財務報表附註3。合併財務報表乃根據持續經營基準編製，其有效性取決於該等計劃及措施的實施結果，而該等計劃及措施受到多種不明朗因素所影響，該等因素包括以下各項：

- a. 成功自金融機構獲得新融資，為其運營及財務責任提供資金，並重組現有借款以延長付款時間表；
- b. 成功與違約借款的貸款人磋商，彼等不會對貴集團採取任何行動以行使其權利要求立即償還該等借款的本金及利息；
- c. 成功通過發行新股從潛在投資者獲得外部資金來源；及
- d. 貴集團產生營運現金流，以滿足貴集團的持續資金需求的能力，以及成功控制營運成本及資本開支。

As a result of these multiple uncertainties, the potential interaction of these uncertainties, and the possible cumulative effect thereof, we were unable to form an opinion as to whether the going concern basis of preparation is appropriate. Should the Group fail to achieve the abovementioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those Charged with Governance are responsible for overseeing the Group's financial reporting process.

由於該等多項不明朗因素、該等不明朗因素的潛在相互影響以及其可能的累積影響，吾等無法就持續經營編製基準是否適當發表意見。倘貴集團未能實施上述計劃及措施，其可能無法繼續持續經營，則必須作出調整，以將貴集團資產之賬面值撇減至其可收回金額，以撥備可能出現之任何額外負債，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並無於該等合併財務報表內反映。

董事及治理層對合併財務報表的責任

貴公司董事負責根據國際會計準則理事會頒佈的國際財務報告準則以及香港公司條例的披露規定編製真實及公平的合併財務報表，並負責董事認為必要的相關內部控制，以令合併財務報表的編製不存在重大錯誤陳述（不論是否因欺詐或錯誤所引致）。

董事及審核委員會對合併財務報表的責任

在編製合併財務報表時，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宜（如適用）。除非董事有意將貴集團清盤，或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。

治理層負責監督貴集團財務報告過程。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and to issue an auditor's report solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act and for no other purposes. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

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.

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Hui Chi Kong

Audit Engagement Director

Practising Certificate Number – P07348

24/F, Siu On Centre
188 Lockhart Road, Wan Chai
Hong Kong

Hong Kong, 31 March 2023

核數師對審核合併財務報表的責任

吾等的責任是遵循香港會計師公會（「香港會計師公會」）頒佈的香港核數準則對 貴集團的合併財務報表執行審核工作並根據百慕達公司法第90條僅向 閣下（作為整體）發出核數師報告，除此以外，並無其他目的。然而，由於吾等之報告不發表意見的基準一節所述事宜，吾等未能獲得充足適當的審核證據，作為就該等合併財務報表發表審核意見的依據。

根據香港會計師公會的专业會計師道德守則（「守則」），吾等與 貴集團互為獨立，且吾等亦根據守則履行其他道德責任。

長青（香港）會計師事務所有限公司

執業會計師

許志剛

審計項目董事

執業證書編號 – P07348

香港
灣仔駱克道188號
兆安中心24樓

香港，二零二三年三月三十一日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

合併損益及其他全面收益表

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

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	收益	9	90,544	155,541
Cost of sales	銷售成本		(83,148)	(151,914)
Gross profit	毛利		7,396	3,627
Other income	其他收入	10	2,130	3,969
Impairment losses of trade and other receivables, net	貿易及其他應收款項減值虧損，淨額		(1,049)	(20,090)
Reversals of impairment losses/ (impairment losses) of prepayments	預付款項之減值虧損撥回／(減值虧損)		382	(2,106)
Net foreign exchange (losses)/gains	匯兌(虧損)／收益淨額		(58,183)	17,109
Selling and distribution costs	銷售及分銷成本		(5,922)	(3,023)
General and administrative expenses	一般及行政開支		(32,005)	(31,730)
Loss from operations	營運虧損		(87,251)	(32,244)
Finance costs	融資成本	11	(52,585)	(68,284)
Loss before tax	除稅前虧損		(139,836)	(100,528)
Income tax expense	所得稅開支	12	(662)	—
Loss and total comprehensive income for the year attributable to the owners of the Company	本公司擁有人應佔年內虧損及全面收益總額	13	(140,498)	(100,528)
Loss per share	每股虧損			
Basic (RMB)	基本(人民幣)	16(a)	(2.16)	(2.24)
Diluted (RMB)	攤薄(人民幣)	16(b)	(2.16)	(2.24)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

合併財務狀況表

At 31 December 2022

於二零二二年十二月三十一日

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	168,459	189,587
Right-of-use assets	使用權資產	18	16,693	16,626
Investment in an associate	於一間聯營公司的投資	19	–	–
			185,152	206,213
Current assets	流動資產			
Inventories	存貨	20	10,409	2,012
Trade and other receivables	貿易及其他應收款項	21	46,299	17,256
Bank and cash balances	銀行及現金結餘	22	1,298	2,235
			58,006	21,503
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	23	328,831	291,359
Borrowings	借款	24	955,030	801,492
Lease liabilities	租賃負債	25	213	279
Current tax liabilities	即期稅項負債		681	–
			1,284,755	1,093,130
Net current liabilities	流動負債淨額		(1,226,749)	(1,071,627)
Total assets less current liabilities	資產總額減流動負債		(1,041,597)	(865,414)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 合併財務狀況表

At 31 December 2022
於二零二二年十二月三十一日

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Borrowings	借款	24	121,093	169,452
Lease liabilities	租賃負債	25	171	145
Deferred income	遞延收入	26	12,474	12,786
			133,738	182,383
Net liabilities	負債淨額		(1,175,335)	(1,047,797)
Equity	權益			
Share capital	股本	28	7,753	4,431
Reserves	儲備	29	(1,183,088)	(1,052,228)
Capital deficiency	股本虧絀		(1,175,335)	(1,047,797)

Approved and authorised for issue by the Board of Directors on 31 March 2023.

於二零二三年三月三十一日獲董事會批准及授權刊發。

Li Wanyuan
李萬元
Director
董事

Lin Yuxi
林禹熙
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

合併權益變動表

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

		Share capital 股本	Contributed surplus 實繳盈餘 (note 29(a)) (附註29(a))	Capital reserve 資本儲備 (note 29(b)) (附註29(b))	Statutory reserve 法定儲備 (note 29(c)) (附註29(c))	Accumulated losses 累計虧損	Total 總計
		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	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	3,100	667,338	113,510	24,151	(1,767,386)	(959,287)
Subscription of new shares under general mandate (notes 28(a) and 28(b))	根據一般授權認購新股份 (附註28(a)及28(b))	1,331	11,028	–	–	–	12,359
Share issue expenses	股份發行開支	–	(341)	–	–	–	(341)
Loss and total comprehensive income for the year	年內虧損及全面收益總額	–	–	–	–	(100,528)	(100,528)
Changes in equity for the year	年內權益變動	1,331	10,687	–	–	(100,528)	(88,510)
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	4,431	678,025	113,510	24,151	(1,867,914)	(1,047,797)
Issue of new shares under general mandate (notes 28(d) and 28(e))	根據一般授權發行新股份 (附註28(d)及28(e))	1,974	4,225	–	–	–	6,199
Placing of new shares under general mandate (note 28(f))	根據一般授權配售新股份 (附註28(f))	1,348	5,664	–	–	–	7,012
Share issue expenses	股份發行開支	–	(251)	–	–	–	(251)
Loss and total comprehensive income for the year	年內虧損及全面收益總額	–	–	–	–	(140,498)	(140,498)
Changes in equity for the year	年內權益變動	3,322	9,638	–	–	(140,498)	(127,538)
At 31 December 2022	於二零二二年十二月三十一日	7,753	687,663	113,510	24,151	(2,008,412)	(1,175,335)

CONSOLIDATED STATEMENT OF CASH FLOWS

合併現金流量表

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

	Note	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
Cash flows from operating activities			
Loss before tax	經營活動所得現金流量 除稅前虧損	(139,836)	(100,528)
Adjustments for:	就下列各項作出調整：		
Amortisation of deferred income	遞延收入攤銷	(312)	(312)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	21,791	21,572
Depreciation of right-of-use assets	使用權資產折舊	648	406
Finance costs	融資成本	52,585	68,284
Reversal of impairment losses of property, plant and equipment	物業、廠房及設備之減值虧損撥回	—	(2,888)
Impairment losses of right-of-use assets	使用權資產之減值虧損	—	568
Gain on the termination of right-of-use assets	終止使用權資產收益	(326)	—
Impairment losses of trade receivables	貿易應收款項之減值虧損	1,093	4,996
(Reversal of impairment losses)/impairment losses of other receivables	其他應收款項之(減值虧損撥回)/減值虧損	(44)	15,094
(Reversal of impairment losses)/impairment losses of prepayments	預付款項之(減值虧損撥回)/減值虧損	(382)	2,106
Interest income	利息收入	(8)	(4)
Write off of property, plant and equipment	撇銷物業、廠房及設備	—	1,443
Write off of inventories	撇銷存貨	—	1,160
Net foreign exchange losses/(gains)	匯兌虧損/(收益)淨額	68,571	(21,549)
Operating profit/(loss) before working capital changes	營運資本變動前經營溢利/(虧損)	3,780	(9,652)
(Increase)/decrease in inventories	存貨(增加)/減少	(8,397)	427
(Increase)/decrease in trade and other receivables	貿易及其他應收款項(增加)/減少	(29,710)	6,887
Increase in trade and other payables	貿易及其他應付款項增加	22,018	2,021
Cash used in operations	經營所用現金	(12,309)	(317)
Interest paid on lease liabilities	已付租賃負債利息	(46)	(12)
Interest paid on borrowings	已付借款利息	(97)	—
Net cash used in operating activities	經營活動所用現金淨額	(12,452)	(329)

CONSOLIDATED STATEMENT OF CASH FLOWS 合併現金流量表

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

		Note	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
Cash flow from investing activities	投資活動所得現金流量			
Purchases of items of property, plant and equipment	購買物業、廠房及 設備項目		(663)	—
Interest received	已收利息		8	4
Net cash (used in)/generated from investing activities	投資活動（所用）／所得 現金淨額		(655)	4
Cash flow from financing activities	融資活動所得現金流量			
Repayment of borrowings	償還借款		(338)	(12,885)
Principal element of lease payments	租賃付款本金部分		(452)	(144)
Proceeds from issue of shares	發行股份所得款項		6,199	12,359
Proceeds from placing of shares	配售股份所得款項		7,012	—
Share issue expenses	股份發行開支		(251)	(341)
Net cash generated from/(used in) financing activities	融資活動所得／（所用） 現金淨額		12,170	(1,011)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(937)	(1,336)
Cash and cash equivalents at 1 January	於一月一日之現金及 現金等價物		2,235	3,571
Cash and cash equivalents at 31 December	於十二月三十一日之 現金及現金等價物		1,298	2,235
Analysis of cash and cash equivalents	現金及現金等價物分析			
Cash and bank balances	現金及銀行結餘	22	1,298	2,235

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

合併財務報表附註

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. CORPORATE INFORMATION

Moody Technology Holdings Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 29 April 2013. On 23 May 2019, the board of directors of the Company (the "Board") has been de-registered in the Cayman Islands and duly continued in Bermuda as an exempted company under the laws of Bermuda (the "Change of Domicile"). The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company in Hong Kong is located at 20/F, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 25 April 2014 (the "Listing").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 35 to the consolidated financial statements.

Winding-up petition and appointment of the joint and several provisional liquidators for restructuring purpose

On 20 September 2019, the Company received a petition (the "Petition") from Su Dajie (the "Petitioner"), a holder of the 2% bond and 2.5% bond in the principal amount of approximately HK\$3,000,000 and HK\$3,006,000 issued by the Company on 12 April 2018 and 13 April 2018 (collectively, the "Bonds") respectively, in the matter of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32, Laws of Hong Kong) filed in the High Court of The Hong Kong Special Administrative Region (the "High Court") under Companies Winding-up Proceedings No. 283 of 2019, alleged that the outstanding indebtedness owed by the Company to him up to 11 March 2019 was approximately HK\$2,890,000. The winding up petition was heard before the High Court on 20 November 2019. In connection with the Petition, the Company has engaged professional parties to work out a restructuring plan for the Company's indebtedness. Such restructuring plan had been filed to the Supreme-Court of Bermuda (the "Bermuda Court").

1. 公司資料

滿地科技股份有限公司(「本公司」)於二零一三年四月二十九日根據開曼群島法例第22章《公司法》(一九六一年第3號法律，經合併及修訂)在開曼群島註冊成立為獲豁免有限公司。於二零一九年五月二十三日，本公司董事會(「董事會」)已於開曼群島撤銷註冊，轉而根據百慕達法律於百慕達正式作為獲豁免公司存續(「更改註冊地點」)。其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司於香港的主要營業地點位於香港上環德輔道中199號無限極廣場20樓。本公司股份自二零一四年四月二十五日起在香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)。

本公司是一家投資控股公司。其附屬公司的主要業務載於合併財務報表附註35。

清盤呈請及以重組目的委任之共同及多個臨時清盤人

於二零一九年九月二十日，本公司收到蘇大傑(「呈請人」)(分別持有本公司於二零一八年四月十二日發行的本金額約為3,000,000港元的2%債券和本公司於二零一八年四月十三日發行的本金額約為3,006,000港元的2.5%債券(以下簡稱「本債券」))就香港法例第32章公司(清盤及雜項條文)條例向香港特別行政區高等法院(「高等法院」)提交的呈請(「呈請」)，根據二零一九年第283號公司清盤程序，聲稱截至二零一九年三月十一日，本公司欠其未償債務為約2,890,000港元。清盤呈請已於二零一九年十一月二十日於高等法院進行聆訊。就呈請而言，本公司已聘請專業人士編製有關本公司債務的財務重組計劃。有關重組計劃已提交百慕達最高法院(「百慕達法院」)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

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. CORPORATE INFORMATION (Continued)

Winding-up petition and appointment of the joint and several provisional liquidators for restructuring purpose (Continued)

To facilitate the Company's financial restructuring, on 10 October 2019, a winding up petition together with an application for the appointment (the "JPL Application") of Tang Chung Wah and Kan Lap Kee of Shinewing Specialist Advisory Services Limited and Edward Alexander Niles Whittaker of R&H Services Limited respectively was appointed as joint and several provisional liquidators of the Company (together "JPLs") on a light touch approach for restructuring purpose was presented and filed with the Bermuda Court by the Company's Bermuda Counsel, Conyers Dill & Pearman at the request of the Company.

Under the JPL Application, the Company sought an order from the Bermuda Court so that the board of directors of the Company should under the monitoring of the JPLs, continue to manage the Company's affairs in all respects and exercise the powers conferred upon it by the Company's Memorandum of Association and Bye-laws, provided always that, the JPLs should have the power to seek such directions from the Bermuda Court as the JPLs are advised are appropriate to maximize the prospects of the financial restructuring being successful and to provide a moratorium to avoid a disorderly insolvency liquidation of the Company and its subsidiaries by any of the creditors who have threatened to commence liquidation proceedings.

On 5 March 2020, upon the joint application of the Petitioner and the Company by way of the consent summons, an order was made by the High Court that the Petition be dismissed.

Upon completion of issue of scheme shares on 4 January 2023, the admitted claims owing by the Company to the scheme creditors, including all amount owing by the Company to the bondholders will be discharged and released in full.

1. 公司資料 (續)

清盤呈請及以重組目的委任之共同及多個臨時清盤人 (續)

為促進本公司的財務重組，於二零一九年十月十日，應本公司的要求，本公司的百慕達律師康德明律師事務所以非強制基礎上僅以重組為目的向百慕達法院送呈及提交清盤呈請以及申請委任（「共同臨時清盤人申請」）信永中和諮詢專項服務有限公司之鄧忠華及簡立祈，以及R&H Services Limited之Edward Alexander Niles Whittaker分別為本公司的共同及多個臨時清盤人（統稱「共同臨時清盤人」）。

根據共同臨時清盤人申請，本公司正向百慕達法院尋求命令，本公司董事會應在共同臨時清盤人的監督下，繼續管理本公司各方面的事務並行使公司組織章程大綱和細則所賦予的權力，惟倘共同臨時清盤人有權向百慕達法院尋求適當的建議，以便最大程度地實現財務重組成功的前景，並暫停執行任何債權人威脅啟動清盤程序，以免本公司及其子公司進行無序地破產清盤。

於二零二零年三月五日，於呈請人及本公司透過同意傳票的方式共同提出申請後，高等法院頒令，呈請被駁回。

於二零二三年一月四日完成計劃股份發行後，本公司結欠計劃債權人之已承認索償（包括本公司結欠債券持有人之全部金額）將獲清償及全額解除。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") issued by International Accounting Standards Board (the "IASB"). IFRSs comprise International Financial Reporting Standards ("IFRS"); International Accounting Standards ("IAS"); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed below.

The IASB has issued certain new and revised IFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 4 provides information on any changes in accounting policies resulting from initial amendments to IFRS to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

3. GOING CONCERN BASIS

The Group incurred a loss of approximately RMB139,836,000 for the year ended 31 December 2022, the Group had net current liabilities and capital deficiency of approximately RMB1,226,749,000 and RMB1,175,335,000 respectively as at 31 December 2022. In addition, as disclosed in note 24 to the consolidated financial statements, as at 31 December 2022, the Group's bank borrowings of approximately RMB162,974,000 are subject to renewal or to be fully repaid within the next twelve months, of which approximately RMB102,974,000 were overdue. Furthermore, The Group recorded net operating cash outflow for the year ended 31 December 2022 with the Group's total bank and cash balance remaining at a low level of RMB1,298,000 as of 31 December 2022. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

2. 呈列基準

該等合併財務報表乃根據國際會計準則理事會（「國際會計準則理事會」）頒佈之國際財務報告準則（「國際財務報告準則」）編製。國際財務報告準則包括國際財務報告準則（「國際財務報告準則」）；國際會計準則（「國際會計準則」）；及詮釋。該等合併財務報表亦遵守聯交所證券上市規則之適用披露條文及香港公司條例（第622章）之披露規定。本集團採納的重大會計政策披露如下。

國際會計準則理事會已頒佈若干新訂及經修訂國際財務報告準則，該等準則於本集團當前會計期間首次生效或可供提早採納。附註4提供有關因國際財務報告準則初始修訂而導致任何會計政策變動的資料，而其範圍與本集團於該等合併財務報表所反映的當前及過往會計期間有關。

3. 持續經營基準

截至二零二二年十二月三十一日止年度，本集團產生虧損約人民幣139,836,000元，而於二零二二年十二月三十一日，本集團有流動負債淨額及資本虧絀分別約人民幣1,226,749,000元及人民幣1,175,335,000元。此外，誠如合併財務報表附註24所披露，於二零二二年十二月三十一日，本集團約人民幣162,974,000元的銀行借款須重續或於未來十二個月內悉數償付，其中約人民幣102,974,000元已逾期。另外，本集團於截至二零二二年十二月三十一日止年度錄得經營現金流出淨額，且截至二零二二年十二月三十一日，本集團的銀行及現金結餘總額維持在人民幣1,298,000元的低位。此等狀況表示存在重大不確定因素，可能對本集團按持續經營基準經營的能力構成重大疑慮。因此，本集團可能無法於正常業務過程中變現資產及償還債務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

3. GOING CONCERN BASIS (Continued)

Having carefully considered the liquidity and working capital requirements for the next twelve months, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements on going concern basis. Certain plans and measures have been or will be taken by director of the Company to mitigate the Group's liquidity pressure and to improve its cashflows which include, but are not limited to, the following:

- (a) The Group will negotiate with certain financial institutions, including the existing major lenders, for options of restructuring of the Group's existing borrowings or new financing;
- (b) The Group will continue its ongoing efforts to convince the lenders of the defaulted borrowing not to take any actions against the Group for immediate payment of the principals and interest of these borrowings;
- (c) Obtain external source of funding from potential investors by issuance of new shares;
- (d) Upon completion of issue of scheme shares on 4 January 2023, the admitted claims owing by the Company to the scheme creditors, including all amount owing by the Company to the bondholders will be discharged and released in full; and
- (e) The directors of the Company have been taking various cost control measures to tighten the costs of operations and implementing various strategies to enhance the Group's revenue.

The directors of the Company are of the opinion that, considering the abovementioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 31 December 2022. Accordingly, they are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

3. 持續經營基準 (續)

經審慎考慮未來十二個月的流動資金及營運資金需求後，本公司董事認為以持續經營為基礎編製合併財務報表是適當的。本公司董事已或將要採取若干計劃及措施，以紓緩本集團的流動資金壓力及改善其現金流狀況，包括但不限於以下內容：

- (a) 本集團將與若干金融機構（包括現有主要貸款人）就重組本集團現有借款或新融資的方案進行磋商；
- (b) 本集團將繼續努力說服違約借款的貸款人不要對本集團採取任何行動，要求立即償還該等借款的本金及利息；
- (c) 通過發行新股從潛在投資者獲得外部資金來源；
- (d) 於二零二三年一月四日完成計劃股份發行之後，本公司結欠計劃債權人之認可索償（包括本公司結欠債券持有人的所有款項）將獲清償並悉數解除；及
- (e) 本公司董事一直採取各項成本控制措施以收緊營運成本，並實施多項策略以增加本集團的收入。

本公司董事認為，考慮到上述計劃及措施，本集團將有足夠的營運資金為其營運提供資金，並在二零二二年十二月三十一日起十二個月內到期時履行其財務責任。因此，彼等確信根據持續經營基準編製合併財務報表屬適當。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

For the year ended 31 December 2022

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3. GOING CONCERN BASIS (Continued)

Notwithstanding the above, material uncertainties exist as to whether the Group will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the following:

- (a) successfully securing new financing from the financial institutions to fund its operations and financial obligations as well as restructuring of the existing borrowings to extend the payment schedule;
- (b) successful negotiations with the lenders of the defaulted borrowing that they will not take any actions against the Group to exercise their rights to demand immediate payment of the principals and interests of these borrowings;
- (c) successful obtain external source of funding from potential investors by issuance of new shares; and
- (d) the Group's ability to generate operating cash flows to meet the Group's ongoing funding needs as well as successfully controlling operations costs and capital expenditure.

Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements, to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

4. ADOPTION OF NEW AND REVISED IFRSs

(a) Application of new and revised IFRSs

The IASB has issued a number of new and revised IFRSs that are first effective for annual periods beginning on or after 1 January 2022. None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

3. 持續經營基準 (續)

儘管綜上所述，本集團是否能夠實現上述計劃及措施仍存在重大不確定性。本集團是否能夠持續經營將取決於以下因素：

- (a) 成功自金融機構獲得新融資，為其運營及財務義務提供資金，並重組現有借款以延長付款時間表；
- (b) 成功與違約借款的貸款人磋商，彼等不會對本集團採取任何行動以行使其權利要求立即償還該等借款本金及利息；
- (c) 成功通過發行新股從潛在投資者獲得外部資金來源；及
- (d) 本集團產生營運現金流的能力，以滿足本集團的持續資金需求，以及成功控制營運成本及資本開支。

倘本集團無法持續經營，則必須對合併財務報表作出調整，以將資產之價值撇減至其可收回金額，以撥備可能出現之任何額外負債，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響將不會於合併財務報表內反映。

4. 採納新訂及經修訂國際財務報告準則

(a) 應用新訂及經修訂國際財務報告準則

國際會計準則理事會已頒佈於二零二二年一月一日開始或之後的年度期間首次生效的新訂及經修訂國際財務報告準則。該等修訂本並無對本集團於本期間或過往期間已編製或呈列的業績及財務狀況造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

4. ADOPTION OF NEW AND REVISED IFRSs

(Continued)

(b) New and revised IFRSs in issue but not yet effective

The Group has not early applied new and revised IFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2022. These new and revised IFRSs include the following which may be relevant to the Group.

4. 採納新訂及經修訂國際財務報告準則 (續)

(b) 已頒佈但尚未生效的新訂及經修訂國際財務報告準則

本集團並無提前應用於二零二二年一月一日開始的財政年度已頒佈但尚未生效的新訂及經修訂國際財務報告準則。該等新訂及經修訂國際財務報告準則包括可能與本集團相關的以下各項。

		Effective for accounting periods beginning on or after 於以下日期或之後開始的會計期間生效
Amendments to IAS 1 – Classification of Liabilities as Current or Non-current	國際會計準則第1號 (修訂) — 負債分類為流動或非流動	1 January 2024 二零二四年一月一日
Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies	國際會計準則第1號及國際財務報告準則實務聲明第2號 (修訂) — 會計政策披露	1 January 2023 二零二三年一月一日
Amendments to IAS 8 – Definition of Accounting Estimates	國際會計準則第8號 (修訂) — 會計估計的定義	1 January 2023 二零二三年一月一日
Amendments to IAS 12 – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction	國際會計準則第12號 (修訂) — 與單筆交易產生的資產及負債有關的遞延稅項	1 January 2023 二零二三年一月一日
Amendments to IFRS 17 – Insurance Contracts	國際財務報告準則第17號 (修訂) — 保險合約	1 January 2023 二零二三年一月一日
Amendments to IFRS 16 – Lease Liability in a Sales and Leaseback	國際財務報告準則第16號 (修訂) — 售後租回中的租賃負債	1 January 2024 二零二四年一月一日
Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	國際財務報告準則第10號及國際會計準則第28號 (修訂) — 投資者與其聯營公司或合營公司之間的資產出售或注資	To be determined 待釐定

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statement.

本集團現正評估該等修訂及新訂準則於首次應用期間預期產生的影響。截至目前，本集團認為採納該等修訂及新訂準則不太可能會對合併財務報表造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

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5. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 6.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases.

5. 主要會計政策

該等合併財務報表乃根據歷史成本慣例編製。

編製符合國際財務報告準則的財務報表須使用若干關鍵會計估計。這亦須管理層在應用本集團會計政策過程中作出判斷。該等範疇涉及高度判斷或複雜性或為其假設及估計對合併財務報表有重大影響的範疇，在附註6中披露。

以下為編製該等合併財務報表所應用的主要會計政策。

(a) 合併入賬

合併財務報表包括本公司及其附屬公司截至十二月三十一日止編製之財務報表。附屬公司指本集團擁有控制權之實體。當本集團承受或享有參與實體所得之可變回報，且有能力透過其對實體之權力影響該等回報時，則其控制該實體。當本集團之現有權力賦予其目前掌控有關業務（即大幅影響實體回報之業務）之能力時，則本集團對該實體擁有權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有之潛在投票權。僅在持有人能實際行使潛在投票權之情況下，方會考慮該權利。

附屬公司之賬目由其控制權轉至本集團當日起合併入賬，直至控制權終止之日起不再合併入賬。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Consolidation (Continued)

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated foreign currency translation reserve relating to that subsidiary.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(b) Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

5. 主要會計政策 (續)

(a) 合併入賬 (續)

因出售一間附屬公司而導致失去控制權的盈虧指(i)出售代價公平值加上於該附屬公司任何保留投資公平值與(ii)本公司應佔該附屬公司資產淨值加上與該附屬公司有關的任何餘下商譽及任何累計外幣匯兌儲備兩者間的差額。

集團內公司間交易、結餘及未變現溢利均予對銷。未變現虧損亦會對銷，除非該交易有證據顯示所轉讓資產出現減值則作別論。附屬公司的會計政策已作出必要調整，以確保與本集團所採納的政策貫徹一致。

於本公司之財務狀況表內，除非投資分類為持作出售（或計入分類為持作出售之出售組別），否則於附屬公司的投資乃按成本減減值虧損列賬。

(b) 聯營公司

聯營公司為本集團對其有重大影響力的實體。重大影響力乃於有關實體的財務及營運政策的決策擁有參與權而非控制或共同控制權。包括其他實體持有的潛在投票權在內的現時可行使或可兌換的潛在投票權的存在及影響將於評估本集團有否重大影響力時予以考慮。在評估一項潛在投票權有否重大影響力時，不會考慮持有者是否有意及在財務上是否有能力行使或兌換該項權利。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Associates (Continued)

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of the investment over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group's share of an associate's post-acquisition profits or losses and other comprehensive income is recognised in consolidated statement of profit or loss and other comprehensive income. When the Group's share of losses in an associate equals or exceeds its interest in the associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

5. 主要會計政策 (續)

(b) 聯營公司 (續)

於聯營公司的投資乃採用權益法於合併財務報表列賬，並按成本作出初始確認。所收購聯營公司的可識別資產及負債乃按其於收購當日的公平值計算。倘投資成本超出本集團分佔聯營公司的可識別資產及負債的公平淨值，則差額將以商譽列賬。該商譽將列入投資的賬面值，並在有客觀證據顯示投資出現減值時連同於各報告期末的投資一併進行減值測試。倘本集團分佔可識別資產及負債的公平淨值高於收購成本，則有關差額將於合併損益確認。

本集團評估有否客觀證據表明於聯營公司的權益可能出現減值。當存在任何客觀證據時，該投資的全部賬面值（包括商譽）按照國際會計準則第36號作為單一資產測試減值，方法為比較其可收回金額（使用價值與公平值減出售成本的較高者）與其賬面值。所確認的任何減值虧損不會被分配到構成該投資賬面值的一部分的任何資產（包括商譽）。倘其後該投資的可收回金額增加，則按照國際會計準則第36號確認撥回該減值虧損。

本集團分佔聯營公司收購後損益及其他全面收益於合併損益及其他全面收益表內確認。倘本集團分佔聯營公司虧損等於或多於其於聯營公司的權益（當中包括任何實際構成本集團於聯營公司投資淨額的長期權益），則本集團不會進一步確認虧損，除非其已產生負債或代聯營公司付款。倘聯營公司其後報收溢利，則本集團僅於其應佔溢利等於其應佔未確認的虧損後恢復確認其應佔的該等溢利。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Associates (Continued)

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Renminbi ("RMB"), which is the Company's functional and presentation currency.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the company initially recognises such non-monetary assets or liabilities. Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

5. 主要會計政策 (續)

(b) 聯營公司 (續)

對銷本集團與其聯營公司間交易的未變現溢利乃以本集團於聯營公司的權益為限。除非交易提供已轉讓資產出現減值之憑證，否則未變現虧損亦予以對銷。聯營公司之會計政策在必要時會作出更改，以確保與本集團所採納之政策一致。

(c) 外幣匯兌

(i) 功能及呈列貨幣

本集團各實體財務報表內所包括項目，均利用該實體經營的主要經濟環境的貨幣（「功能貨幣」）計量。合併財務資料以人民幣（「人民幣」）呈列，人民幣為本公司之功能及呈列貨幣。

(ii) 於各個實體的財務報表中的交易及結餘

外幣交易於初始確認時使用交易日期之通行匯率換算為功能貨幣。以外幣為單位之貨幣資產及負債按各報告期末之匯率換算。此換算政策產生之盈虧於損益內確認。

以外幣列值並以歷史成本計量的非貨幣資產及負債乃使用於交易日期適用的外幣匯率換算。交易日期為本公司首次確認相關非貨幣資產或負債的日期。按公平值計量及以外幣計值的非貨幣項目乃按釐定公平值當日的匯率換算。

當非貨幣項目的盈利或虧損於其他全面收益確認時，該盈利或虧損的任何匯兌部分於其他全面收益確認。當非貨幣項目的盈利或虧損於損益確認時，該盈利或虧損的任何匯兌部分於損益確認。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Foreign currency translation (Continued)

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

5. 主要會計政策 (續)

(c) 外幣匯兌 (續)

(iii) 合併換算

功能貨幣與本公司呈列貨幣不同的所有集團實體的業績及財務狀況，均按以下方法換算為本公司的呈列貨幣：

- 呈列於每份財務狀況表的資產及負債，均以該財務狀況表日期的收市匯率換算；
- 期內收入及支出均按平均匯率換算（惟該平均值並非有關交易日通行匯率累積影響的合理近似值則作別論，在此情況收入及支出均按交易日匯率換算）；及
- 所有最終匯兌差額於其他全面收益確認及於外幣匯兌儲備累計。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Property, plant and equipment

Property, plant and equipment, including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below), are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The useful lives are as follows:

Buildings	On the shorter of the term of the lease, and 20 years
Machinery and equipment	10%
Office equipment and furniture	20%
Motor vehicles	20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction and plant and equipment pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

5. 主要會計政策 (續)

(d) 物業、廠房及設備

持作用於生產或提供貨品或服務或作行政用途的物業、廠房及設備，包括建築物（下文所述的在建物業除外）乃按成本減後續累計折舊及後續累計減值虧損（如有）於合併財務狀況表列賬。

其後成本只有在與該資產有關的未來經濟利益有可能流入本集團，而該項目的成本能可靠計量時，才包括在項目的賬面值或確認為獨立資產（如適用）。所有其他維修及保養成本在產生的期間內於損益內確認。

物業、廠房及設備的折舊乃按足以在其估計可使用年期內撇銷其成本減剩餘價值的比率以直線法計算。可使用年期列載如下：

建築物	以租期或20年較短者
機器及設備	10%
辦公室設備及傢俱	20%
汽車	20%

剩餘價值、可使用年期及折舊方法在各報告期末進行檢討及在適當情況下調整。

在建工程指在建的建築物及有待安裝的廠房及設備，按成本減減值虧損列值。有關資產可供使用時開始折舊。

出售物業、廠房及設備的收益或虧損指出售所得款項淨額與有關資產的賬面值的差額，並於損益確認。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) The Group as a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets, which for the Group are primarily office and factory. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

5. 主要會計政策 (續)

(e) 租賃

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。倘合約在一段時間內為換取代價而轉讓可識別資產使用的控制權，則該合約屬租賃或包含租賃。倘客戶有權主導可識別資產的使用及從該使用中獲取幾乎所有的經濟收益，則已轉讓控制權。

(i) 本集團作為承租人

當合約包含租賃部分及非租賃部分，本集團已選擇不區分非租賃部分及將各租賃部分及任何關聯非租賃部分入賬列為所有租賃之單一租賃部分。

於租賃開始日期，本集團確認使用權資產和租賃負債，惟租賃期為12個月或更短的短期租賃和低價值資產（就本集團而言主要為辦公室及廠房）的租賃除外。當本集團就低價值資產訂立租賃時，本集團按每項租賃情況決定是否將租賃資本化。與該等並無資本化的租賃有關的租賃付款，於租賃期內按系統基準確認為開支。

當租賃資本化時，租賃負債初始按於租賃期內應付的租賃付款使用租賃中的內含利率（如果不能較容易地確定該利率，則使用相關增量借款利率）折現的現值確認。於初始確認後，租賃負債以攤銷成本計量，而利息開支使用實際利率法計算。不取決於一項指數或比率的可變租賃付款不包括在租賃負債的計量內，因此於發生的會計期間扣自損益。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Leases (Continued)

(i) The Group as a lessee (Continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third-party financing, and
- makes adjustments specific to the lease, such as term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

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

5. 主要會計政策 (續)

(e) 租賃 (續)

(i) 本集團作為承租人 (續)

為釐定增量借款利率，本集團：

- 在可能情況下，使用個別承租人收取的最近第三方融資作為起點，調整反映自收取第三方融資以來的融資條件變動；
- 使用建立法，由無風險利率開始調整本集團持有的並無近期第三方融資租賃的信貸風險；及
- 針對租賃作出具體調整，如條款、國家、貨幣及抵押。

倘個別承租人可獲得可隨時觀察到的攤銷貸款利率（通過近期融資或市場數據）且其付款情況與租賃類似，則本集團實體以該利率為起點以釐定增量借款利率。

於租賃資本化時所確認的使用權資產初始以成本計量，其包括租賃負債的初始金額加在開始日或之前支付的任何租賃付款，以及發生的任何初始直接費用。在適用的情況下，使用權資產的成本亦包括拆卸及移除相關資產或將相關資產或相關資產所在地復原的估計成本折現的現值，並減去任何收到的租賃激勵。使用權資產其後以成本減去累計折舊及減值虧損列值。

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

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Leases (Continued)

(i) The Group as a lessee (Continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of IFRS 16. In such cases, the Group took advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

5. 主要會計政策 (續)

(e) 租賃 (續)

(i) 本集團作為承租人 (續)

當未來租賃付款因指數或比率的變化而發生改變，或本集團剩餘價值擔保下預計應付的金額估計發生變化，或因重新評估本集團是否將合理確定行使購買、延長或終止選擇權而產生變動，則會重新計量租賃負債。當租賃負債以此方式重新計量，將對使用權資產的賬面金額作出相應調整，或倘若使用權資產的賬面金額已經減至零，則記入損益。

當租賃範疇發生變化或租賃合同原先並無規定的租賃代價發生變化（「租賃修改」），且未作為單獨的租賃入賬時，則亦要對租賃負債進行重新計量。在該等情況，租賃負債根據經修訂的租賃付款和租賃期限，使用經修訂的貼現率在修改生效日重新計量。唯一的例外是因新型冠狀病毒疫情而直接產生的任何租金減免，且符合國際財務報告準則第16號第46B段所載的條件。在該等情況下，本集團已利用實際權宜方法不對租金減免是否為租賃修改進行評估，並於觸發租金減免的事件或條件發生期間的損益內將代價變動確認為負租賃付款。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Leases (Continued)

(ii) The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

Rental income from operating lease is recognised in profit or loss on a straight line bases over the term of the relevant lease.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

(f) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Costs necessary to make the sales include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make sale.

(g) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the group has an unconditional right to receive consideration before the Group recognizes the related revenue. In such cases, a corresponding receivable would also be recognised.

5. 主要會計政策 (續)

(e) 租賃 (續)

(ii) 本集團作為出租人

倘本集團作為出租人，則於租賃開始時釐定各租賃是否為融資租賃或經營租賃。倘租賃將相關資產擁有權附帶的絕大部分風險及回報轉移至承租人，則分類為融資租賃。倘不屬於以上情況，則租賃分類為經營租賃。

經營租賃的租金收入在相關租賃期內按直線法於損益確認。

於本集團日常業務過程中產生的租金收入作為收益呈列。

(f) 存貨

存貨乃按成本與可變現淨值兩者之中較低者列賬。成本使用加權平均法釐定。製成品及在製品的成本包括原料、直接人工及適當比例的所有生產雜項開支。可變現淨值為日常業務過程中的估計售價減去估計完成生產的成本及銷售所需的估計成本。進行銷售所必需的成本包括可直接歸屬於銷售的增量成本和本集團進行銷售所必須發生的非增量成本。

(g) 合約負債

倘客戶於本集團確認相關收入之前支付代價，則確認合約負債。倘本集團擁有無條件權利可於本集團確認相關收入前收取代價，亦將確認合約負債。在該等情況下，亦將確認相應的應收款項。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the 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 receivable 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 (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

5. 主要會計政策 (續)

(h) 確認及終止確認金融工具

金融資產及金融負債於集團實體成為工具合約條文的訂約方時於合併財務狀況表內確認。

金融資產和金融負債在初始時會以公平值進行計量，根據國際財務報告準則第15號初始計量的來自客戶合約的貿易應收款項除外。直接歸屬於購置或發行金融資產和金融負債（按公平值計入損益（「按公平值計入損益」））之金融資產及金融負債除外）的交易費用在初始確認時計入或扣自各金融資產或金融負債（如適用）的公平值。直接歸屬於購置按公平值計入損益之金融資產或金融負債的交易成本須即時在損益中確認。

僅當從資產收取現金流的合約權利屆滿時，或本集團轉讓金融資產且將資產所有權有關的絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認該項金融資產。倘本集團並無轉讓亦無保留所有權的絕大部分風險及回報，而繼續控制被轉讓資產，則本集團確認其於該項資產之保留權益，並將可能需支付之款項確認為相關負債。若本集團保留被轉讓金融資產所有權的絕大部分風險及回報，則本集團會繼續確認該項金融資產，亦就所收到之所得款項確認抵押借貸。

本集團當及僅於其責任獲解除、取消或已失效時終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價（包括任何所轉讓之非現金資產或所承擔之負債）之間的差額於損益中確認。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) 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 measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(j) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for expected credit losses ("ECL").

5. 主要會計政策 (續)

(i) 金融資產

所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。所有已確認金融資產其後全部按攤銷成本或公平值計量，視乎金融資產的分類而定。

實際利率法為計算金融資產或金融負債攤銷成本與於有關期間內分配利息收入及利息開支之方法。實際利率為於金融資產或金融負債預計年期或（如適用）更短期間內將估計未來現金收益及付款（包括所有已付或已收並構成實際利率一部分之費用及點數、交易成本及其他溢價或折扣）準確貼現至初步確認時賬面淨值之利率。

(j) 貿易及其他應收款項

本集團具有無條件權利收取代價時確認應收款項。在該代價到期支付前，收取代價的權利僅需經過一段時間方為無條件。如收益在本集團擁有無條件權利收取代價前經已確認，則金額呈列為合約資產。

應收款項利用實際利率法按攤銷成本減預期信貸虧損（「預期信貸虧損」）撥備列賬。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under IFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(l) Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(m) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(n) Impairment of financial assets

The Group recognises a loss allowance for ECL on trade and other receivables. 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. The ECL on these financial assets are estimated using 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.

5. 主要會計政策 (續)

(k) 金融負債及權益工具

金融負債及權益工具按所訂立合約安排的內容及國際財務報告準則中金融負債和權益工具的定義分類。權益工具為證明本集團的資產於扣除其所有負債後的剩餘權益的任何合約。本公司所發行的權益工具按已收所得款項（扣除直接發行成本）入賬。下文載列就特定金融負債及權益工具採納的會計政策。

(l) 貿易及其他應付款項

貿易及其他應付款項按其公平值初始確認，其後使用實際利率法按攤銷成本計量，除非貼現影響不大，在該情況下以成本列賬。

(m) 借款

借款初步按公平值扣除所產生之交易成本確認，並其後以實際利率法按攤銷成本計算。

除非本集團擁有無條件權利，可將負債之償還日期遞延至報告期後至少十二個月，否則借貸被分類為流動負債。

(n) 金融資產減值

本集團就貿易及其他應收款項的預期信貸虧損確認虧損撥備。預期信貸虧損之金額於各報告日期更新，以反映信貸風險自初始確認相關金融工具以來之變化。

本集團通常就貿易確認全期預期信貸虧損。該等金融資產之預期信貸虧損乃使用本集團過往信貸虧損經驗進行估計，並就債務人之特定因素、整體經濟狀況及對於報告日期之現時狀況及預測動向的評估（於適用情況下包括貨幣之時間價值）作出調整。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Impairment of financial assets (Continued)

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

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 at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

5. 主要會計政策 (續)

(n) 金融資產減值 (續)

就所有其他金融工具而言，倘信貸風險自初始確認後顯著增加，則本集團確認全期預期信貸虧損。然而，倘該金融工具的信貸風險自初始確認後並無顯著增加，本集團以相當於12個月預期信貸虧損的金額計量該金融工具的損失撥備。

全期預期信貸虧損指一切可能於金融工具預計年內發生之違約事件將導致之預期信貸虧損。相對而言，12個月期預期信貸虧損指預期於報告日期之後12個月內可能發生金融工具違約事件所引致之部分全期預期信貸虧損。

信貸風險顯著上升

於評估金融工具信貸風險自初始確認以來有否顯著上升時，本集團會將金融工具於報告日期發生的違約風險與金融工具在初始確認日期發生的違約風險相比較。本集團進行評估時，會考慮合理並有證據支持的量性及質性資料（包括參考過往經驗及毋須耗費過多的成本及精力即可取得的前瞻性資料）。所考慮前瞻性資料包括本集團債務人經營行業的未來前景、自經濟專家報告、財務分析員、政府機構、相關智庫及其他類似組織獲取的報告，以及考慮與本集團核心業務相關的實際及預測經濟資料的多個外部來源。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Impairment of 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 financial instrument;
- 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.

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.

5. 主要會計政策 (續)

(n) 金融資產減值 (續)

信貸風險顯著上升 (續)

具體而言，評估信貸風險自初始確認以來有否顯著上升時，會考慮下列資料：

- 金融工具外部（如有）或內部信貸評級的實際或預期重大倒退；
- 某特定金融工具的信貸風險的外部市場指標的重大惡化；
- 業務、財務或經濟狀況現存或預測的不利變動，預料將導致債務人履行其債務責任的能力顯著下降；
- 債務人經營業績的實際或預期顯著倒退；
- 同一債務人的其他金融工具的信貸風險大幅增加；
- 債務人監管、經濟或技術環境的實際或預期重大不利變動，導致債務人履行其債務責任的能力顯著下降。

不論上述評估結果，本集團假定，倘合約付款逾期超過30日，則金融資產的信貸風險自初始確認以來已顯著增加，惟當本集團擁有合理並有證據支持的資料顯示情況並非如此，則作別論。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) The financial instrument has a low risk of default,
- (ii) The debtor 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 financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". 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.

5. 主要會計政策 (續)

(n) 金融資產減值 (續)

信貸風險顯著上升 (續)

儘管有上述規定，若於報告日期金融工具被判定為具有較低信貸風險，本集團會假設金融工具的信貸風險自初始確認以來並未顯著上升。在以下情況下，金融工具會被判定為具有較低信貸風險：

- (i) 金融工具具有較低違約風險，
- (ii) 債務人有很強的能力履行近期的合約現金流量義務，及
- (iii) 經濟及商業環境的長期不利變動有可能但未必會降低借款人履行合約現金流量義務的能力。

本集團認為，若根據眾所周知的定義，資產的外部信貸評級為「投資級」，或若無外部評級，資產的內部信貸評級為「履行」，則該金融資產具有較低信貸風險。履行意味著交易對手具有強大的財務狀況且無逾期金額。

本集團定期監察識別信貸風險是否顯著上升所用標準的有效性，並酌情修訂以確保該標準能夠在款項逾期前識別信貸風險的顯著上升。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Impairment of 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 counterparty; 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 issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

5. 主要會計政策 (續)

(n) 金融資產減值 (續)

違約的定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為過往經驗表明符合以下任何一項條件的應收款項一般無法收回。

- 交易對手違反財務契諾；或
- 內部產生或獲取自外部來源的資料表明，債務人不太可能向債權人（包括本集團）全額還款（不考慮本集團持有的任何抵押品）。

不論上述分析，本集團認為，違約已於當金融資產逾期超過90天時發生，惟本集團有合理且可支持的資料證明更為滯後的違約標準更為適當除外。

信貸減值金融資產

當發生對金融資產的估計未來現金流量產生不利影響的一項或多項事件之時，該金融資產即出現信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- 發行人或交易對手陷入嚴重財困；
- 違反合約，例如違約或逾期事件；
- 交易對手的貸款人出於與交易對手財困相關的經濟或合約原因，而向交易對手授予貸款人原本不會考慮的優惠；
- 交易對手可能破產或進行其他財務重組；或
- 金融資產的活躍市場因財困而消失。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Impairment of 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, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. 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 determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, 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.

5. 主要會計政策 (續)

(n) 金融資產減值 (續)

撇銷政策

本集團在有資料顯示債務人陷入嚴重財務困難，且無實際收回可能之時（包括債務人被清盤或已進入破產程序，或貿易應收款項逾期超過兩年（以較早發生者為準））撇銷金融資產。在考慮法律意見（如適當）後，已撇銷金融資產仍可根據本集團之收回程序實施強制執行。任何收回款項於損益中確認。

預期信貸虧損的計量及確認

預期信貸虧損的計量乃指違約概率、違約損失率程度（即倘違約所達成的損失程度）及違約風險的函數。評估違約概率及違約損失率程度根據歷史數據作出，並根據前瞻性資料調整（誠如上文所述）。就金融資產違約風險而言，此乃代表根據過往趨勢確定於報告日期的資產賬面總值、本集團對債務人未來具體融資需求的了解，以及其他相關前瞻性信息。

就金融資產而言，預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預期可收取的所有現金流量（按原定實際利率貼現）之間的差額估算。

倘本集團於前一報告期間按全期預期信貸虧損的相同金額計量金融工具的虧損撥備，惟於本報告日期判定已不再符合全期預期信貸虧損之條件，則本集團於本報告日期按12個月預期信貸虧損的相同金額計量虧損撥備，惟使用簡化方法的資產則作別論。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Impairment of financial assets (Continued)

Measurement and recognition of ECL (Continued)

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.

(o) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL.

(p) Revenue

Revenue is recognised when control over a product is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Revenue from the sale of manufactured products is recognised at a point in time when control of the goods has transferred, being when the goods have been shipped to the buyer's specific location (delivery). Following delivery, the buyer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the buyer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

5. 主要會計政策 (續)

(n) 金融資產減值 (續)

預期信貸虧損的計量及確認 (續)

本集團於損益確認所有金融工具的減值收益或虧損，並通過虧損撥備賬對其賬面值作出相應調整。

(o) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構的活期存款、以及可隨時兌換為已知數額現金且並無明顯變值風險並在購入後三個月內到期的短期高流通性投資。就合併現金流量表而言，須按要求償還並構成本集團現金管理組成部分的銀行透支亦入賬列作現金及現金等價物的一部分。現金及現金等價物評估預期信貸虧損。

(p) 收益

當產品的控制權按本集團預期有權獲取的承諾代價數額（不包括代表第三方收取的金額）轉移至客戶時確認收益。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

來自銷售製成品的收益在貨物控制權轉移的時間點確認，即貨物已運至買方的特定地點（交付）。交付後，買方可以完全自行決定銷售商品的分銷方式和價格，在銷售商品時承擔主要責任，並承擔與貨物相關的過時及損失風險。當貨物交付買方時，本集團確認應收款項，原因是收取代價之權利於此時間點變為無條件，僅須待時間過去便可收取款項。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

(r) Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

(s) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

5. 主要會計政策 (續)

(q) 僱員福利

(i) 僱員應享假期

僱員的年假及長期服務假期於僱員應享有時予以確認。截至報告期末，因僱員所提供的服務而產生的年假及長期服務假期的估計負債已計提撥備。僱員享有的病假及產假於僱員休假時方會確認。

(ii) 退休金責任

本集團向為所有僱員提供的定額供款退休計劃進行供款。本集團及僱員對計劃的供款根據僱員基本薪金的百分比計算。在損益內扣除的退休福利計劃成本指本集團須向基金支付的供款。

(iii) 離職福利

離職福利於本集團不能取消提供該等福利時及本集團確認重組成本並涉及支付離職福利時（以較早者為準）予以確認。

(r) 借款成本

借款成本於其產生期間在損益中確認。

(s) 政府補助金

當能合理確定本集團將遵守補助金的附帶條件並將收到政府的補助金時，則補助金會予以確認。

與收入相關的政府補助金將遞延並於損益內根據與擬獲補償之成本相匹配的期間確認。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Government grants (Continued)

Government grants that become 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.

Government grants relating to the purchase of assets are recorded as deferred income and recognised in profit or loss on a straight-line basis over the useful lives of the related assets.

(t) Taxation

Income tax represents the sum of the current tax and deferred tax.

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

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

5. 主要會計政策 (續)

(s) 政府補助金 (續)

作為已承擔開支或虧損的補償或向本集團提供即時財務援助而可收取(並無日後相關成本)的政府補助金，乃於其成為可收取的期間於損益內確認。

與購買資產相關的政府補助金記錄為遞延收入及以直線法按相關資產的可使用年期於損益確認。

(t) 稅項

所得稅指即期稅項及遞延稅項的總額。

即期應付稅項按本年度應課稅溢利計算。應課稅溢利與於損益內確認的溢利有所不同，乃由於其他年度的應課稅或可扣稅收入或開支項目以及免稅或不可扣稅項目。本集團有關即期稅項的負債採用於報告期末前已實行或實際已實行的稅率計算。

遞延稅項就合併財務報表內資產及負債的賬面值與計算應課稅溢利所採用相應稅基之間的差額予以確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產則會在預期應課稅溢利可供作抵銷可扣減暫時差額、未動用稅項虧損或未動用稅項抵免時確認。倘暫時差額乃因商譽或初始確認一項既不影響應課稅溢利亦不影響會計溢利的交易(業務合併除外)中的其他資產及負債而產生，則不會確認有關資產及負債。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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

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 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.

5. 主要會計政策 (續)

(t) 稅項 (續)

遞延稅項負債就於附屬公司及聯營公司投資而產生的應課稅暫時差額予以確認，惟倘本集團可控制暫時差額的撥回，且該暫時差額可能不會於可見將來撥回者除外。

遞延稅項資產之賬面值於各報告期末進行檢討，並在不可能再有足夠應課稅溢利以收回全部或部份遞延稅項資產時予以減少。

遞延稅項根據於報告期末前已實行或實際已實行的稅率，按預期在負債償還或資產變現期間適用的稅率計算。遞延稅項於損益內確認，惟倘遞延稅項與其他全面收益內確認或直接於權益中確認的項目有關，則遞延稅項亦於其他全面收益內確認或直接於權益中確認。

遞延稅項資產及負債的計量反映按照本集團預期於報告期末收回或結算其資產及負債賬面值的方式而產生的稅務影響。

就計量本集團確認使用權資產及相關租賃負債的租賃交易之遞延稅項而言，本集團首次釐定稅項扣除是否歸屬於使用權資產或租賃負債。

就稅項扣除歸屬於租賃負債之租賃交易而言，本集團對使用權資產及租賃負債分別應用國際會計準則第12號規定。由於應用初始確認豁免，使用權資產及租賃負債相關的暫時差額於初始確認時及租期內不予確認。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(t) Taxation (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis, or to realise the asset and settle the liability simultaneously.

(u) Related parties

For the purposes of these consolidated financial statements, a related party is a person or entity that is related to the Group.

(A) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Company or a parent of the Company.

(B) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

5. 主要會計政策 (續)

(t) 稅項 (續)

當合法執行權利許可將即期稅項資產與即期稅項負債抵銷，並且當與同一稅務機關所徵收的所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債，或同時變現資產和結算負債時，遞延稅項資產及負債可予以對銷。

(u) 關連方

就該等合併財務報表而言，關連方為與本集團有關連之人士或實體。

(A) 倘屬以下人士，即該人士或該人士的近親為本集團的關連方：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響力；或
- (iii) 為本公司或本公司母公司主要管理人員的其中一名成員。

(B) 倘符合下列任何條件，即該實體與本集團有關連：

- (i) 該實體與本公司屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
- (ii) 一間實體為另一實體的聯營公司或合營公司（或另一實體為成員公司的集團旗下成員公司的聯營公司或合營公司）。
- (iii) 兩間實體均為同一第三方的合營公司。
- (iv) 一間實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Related parties (Continued)

(B) (Continued)

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

(v) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit ("CGU") to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

5. 主要會計政策 (續)

(u) 關連方 (續)

(B) (續)

- (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。
- (vi) 實體受上文(A)所識別人士控制或受共同控制。
- (vii) 受上文(A)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 該實體或其所屬的集團的任何成員公司向本公司或本公司母公司提供主要管理人員服務。

(v) 非金融資產減值

非金融資產之賬面值於各報告日期檢討有否出現減值跡象，倘資產已減值，則作為開支透過合併損益表撇減至其估計可收回金額。可收回金額就個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組合之現金流入除外。在此情況下，可收回金額就資產所屬之現金產生單位(「現金產生單位」)釐定。可收回金額按個別資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者計算。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間價值及資產／現金產生單位(已計量減值)特有風險之稅前貼現率計算。

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5. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Impairment of non-financial assets (Continued)

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

(w) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(x) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. 主要會計政策 (續)

(v) 非金融資產減值 (續)

現金產生單位減值虧損首先就該單位之商譽進行分配，然後按比例在現金產生單位其他資產間進行分配。因估計變動而造成其後可收回金額增加將計入損益直至撥回已作出之減值。

(w) 撥備及或然負債

倘本集團因過往事件須承擔現有法律或推定責任，而履行責任有可能導致經濟利益流出，並能夠作出可靠估計時，須對時間或金額不確定的負債確認撥備。倘貨幣的時間價值重大，則撥備按預期用於履行該責任的支出現值列賬。

倘經濟利益流出的可能性較低，或金額無法可靠估計，則責任披露為或然負債，除非流出的可能性極低則另作別論。可能出現的責任（其存在與否僅取決於一項或多項未來事件的發生與否）亦披露為或然負債，除非流出的可能性極低則另作別論。

(x) 報告期後事項

提供本集團於報告期末之狀況之額外資料之報告期後事項為調整事項，並於合併財務報表反映。並非調整事項之報告期後事項，如屬重大時乃於合併財務報表附註披露。

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6. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors of the Company have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

(a) *Going concern basis*

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the outcome of certain plans and measures to improve the Group's liquidity and financial position, which are set out in note 3 to the consolidated financial statements.

(b) *Significant increase in credit risk*

ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

(c) *Property, plant and equipment used for generating for rental income*

The Group has developed certain criteria in making judgements whether certain properties used for generating rental income are qualified and recognised in property, plant and equipment. Certain properties comprise a portion that is held to earn rental income, and another portion that is held for use in the operation of the Group's business. If portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. The properties are investment properties only if an insignificant portion is held for use in the production or supply of goods. Judgement is made in an individual property basis to determine whether the above criteria are so significant that property does not qualify as investment properties.

6. 重要判斷及主要估計

應用會計政策的重要判斷

於應用會計政策的過程中，本公司董事已作出以下對合併財務報表中所確認金額有重大影響的判斷（下文所述涉及估計的該等判斷除外）。

(a) *持續經營基準*

該等合併財務報表乃按持續經營基準編製，其有效性取決於若干改善本集團流動資金及財務狀況的計劃及措施的實施結果，該等計劃及措施載於合併財務報表附註3。

(b) *信貸風險大幅增長*

預期信貸虧損就第1階段資產按等於12個月預期信貸虧損的撥備計量，就第2階段或第3階段資產按全期預期信貸虧損的撥備計量。資產在其信貸風險自初始確認後顯著增加時轉入第2階段。國際財務報告準則第9號並無界定構成信貸風險顯著增加的因素。於評估資產的信貸風險是否顯著上升時，本集團會考慮合理且具支持的定性及定量前瞻性資料。

(c) *用於產生租金收入的物業、廠房及設備*

本集團建立若干標準，就若干用以產生租金收入的物業是否符合資格及於物業、廠房及設備予以確認作出判斷。若干物業包括為賺取租金收入而持有的部分，以及為經營本集團業務而持有的另一部分。倘若有關部分可予單獨出售或根據融資租賃單獨出租，本集團將相關部分單獨入賬。倘若僅有一小部分為持有用於生產或供應商品，該物業方屬投資物業。判斷按個別物業的基準進行，以確定上述標準是否非常重要，以致物業不符合投資物業的條件。

6. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Impairment of 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. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts. Changing the assumptions and estimates could materially affect the recoverable amounts.

The carrying amount of property, plant and equipment and right-of-use assets as at 31 December 2022 were approximately RMB168,459,000 and RMB16,693,000 (2021: RMB189,587,000 and RMB16,626,000) respectively.

(b) Impairment losses for trade and other receivables

The management of the Group estimates the amount of impairment loss for ECL on trade receivables and other receivables based on the credit risk of trade receivables and other receivables. The amount of the impairment loss based on ECL model is measured 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 effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 December 2022, the carrying amount of trade and other receivables is approximately RMB22,348,000 (net of allowance for doubtful debts of approximately RMB1,798,000) (2021: RMB8,801,000 (net of allowance for doubtful debts of approximately RMB32,360,000)).

6. 重要判斷及主要估計 (續)

估計不確定性之主要來源

下文詳述有關未來的主要假設及於報告期末的估計不確定性之其他主要來源，而該等假設及不確定估計存在導致下一財政年度的資產及負債賬面值須作出重大調整的重大風險。

(a) 物業、廠房及設備以及使用權資產之減值

物業、廠房及設備以及使用權資產按成本減累計折舊及減值列賬。於釐定資產是否減值時，本集團須行使判斷及作出估計，尤其是評估：(1) 是否有事件已發生或有任何指標可能影響資產價值；(2) 資產賬面值是否能夠以可收回金額支持；及(3) 將應用於估計可收回金額的適當關鍵假設。倘假設及估計出現變動，可收回金額或會受到重大影響。

物業、廠房及設備以及使用權資產於二零二二年十二月三十一日之賬面值分別約為人民幣168,459,000元及人民幣16,693,000元（二零二一年：人民幣189,587,000元及人民幣16,626,000元）。

(b) 貿易及其他應收款項減值虧損

本集團管理層根據貿易應收款項及其他應收款項的信貨風險，估計貿易應收款項及其他應收款項的預期信貸虧損的減值虧損金額。根據預期信貸虧損模式計算的減值虧損金額，乃按根據合約應付本集團的所有合約現金流量與本集團預期收取的所有現金流量之間的差額（按初始確認時釐定的實際利率貼現）計量。如未來現金流量低於預期，或因事實及情況變化而下調，則可能出現重大減值虧損。

於二零二二年十二月三十一日，貿易及其他應收款項的賬面值約為人民幣22,348,000元（扣除呆賬撥備約人民幣1,798,000元）（二零二一年：人民幣8,801,000元（扣除呆賬撥備約人民幣32,360,000元））。

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6. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(c) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

During the year, RMB662,000 (2021: Nil) of income tax was charged to profit or loss based on the estimated profit from continuing operations.

(d) Impairment losses of prepayments

The Group assesses prepayments whether there are indicators of impairment for prepayments at the end of each reporting period. Prepayments are tested for impairment when there are indicators that the carrying amounts may not be recoverable. Impairment exists when the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value-in-use. The calculation of fair value less costs to sell is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management estimates the expected future cash flows from the asset or cash-generating unit and chooses a suitable discount rate in order to calculate the present value of those cash flows.

The carrying amount of prepayments as at 31 December 2022 were approximately RMB12,868,000 (net of allowance for doubtful debts of approximately RMB84,855,000) (2021: RMB7,228,000 (net of allowance for doubtful debts of approximately RMB87,038,000)).

6. 重要判斷及主要估計 (續)

估計不確定性之主要來源 (續)

(c) 所得稅

本集團須於若干司法管轄區繳納所得稅。在釐定所得稅撥備時，需要作出重大估計。在正常業務過程中，有許多交易和計算所涉及的最終稅務釐定都是不確定的。倘該等事項的最終稅務後果與最初記錄金額不同，差額將影響作出此等釐定期間的所得稅及遞延稅項撥備。

於本年度，根據持續經營業務的估計溢利，所得稅人民幣662,000元（二零二一年：零）於損益扣除。

(d) 預付款項之減值虧損

於各報告期末，本集團評估預付款項是否有任何減值跡象。當有跡象表明未必能收回賬面值時，預付款項進行減值測試。當資產或現金產生單位的賬面值超過其可收回金額（即其公平值減出售成本和使用價值兩者中的較大者）時，則存在減值。公平值減出售成本是根據按公平原則進行具有約束力的類似資產出售交易所得的數據或可觀察市場價格減去出售資產的增量成本而計算。當計算使用價值時，管理層估計預期未來來自資產或現金產生單位的現金流量，同時選擇適當的貼現率計算該等現金流量的現值。

於二零二二年十二月三十一日，預付款項之賬面值約為人民幣12,868,000元（扣除呆賬撥備約人民幣84,855,000元）（二零二一年：人民幣7,228,000元（扣除呆賬撥備約人民幣87,038,000元））。

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7. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in the currencies other than functional currencies of the Group entities.

The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the exchange rate of HK\$, with all other variables held constant, of the Group's loss after tax due to changes in the value of monetary assets and liabilities.

7. 財務風險管理

本集團經營活動面臨各種金融風險，包括外幣風險、信貸風險、流動性風險及利率風險。本集團的整體風險管理乃專注於不可預測的金融市場，並努力降低對本集團財務表現的潛在不利影響。

(a) 外幣風險

本集團面臨若干外幣風險，因為其部分業務交易、資產及負債以集團實體的功能貨幣以外的貨幣計值。

本集團目前並無就外匯交易、資產及負債制定外匯對沖政策。本集團密切監察其外匯風險，並將適時考慮對沖重大外匯風險。

下表顯示在全部其他變量不變的情況下，因貨幣資產及負債價值變化而產生的本集團除稅後虧損對報告期末港元匯率的合理潛在變化的敏感度。

		Functional currency strengthened/ (weakened) by 功能貨幣增強/ (減弱) %	(Increase)/ decrease in loss after tax 除稅後虧損 (增加)/減少 RMB'000 人民幣千元
Year ended 31 December 2022	截至二零二二年 十二月三十一日止年度		5%/(5%) 45,657/(45,657)
Year ended 31 December 2021	截至二零二一年 十二月三十一日止年度		5%/(5%) 40,382/(40,382)

Note: This is mainly a result of foreign exchange gain/(loss) on borrowings denominated in HK\$.

附註：此乃主要由按港元計值借款的外匯收益／（虧損）所導致。

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7. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities of trade and other receivables and bank balances. The Group's exposure to credit risk arising from bank balances is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

The Group has no concentration of credit risk.

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 90 days from the date of billing. Debtors with balances that are more than 30 days past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECL. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

7. 財務風險管理 (續)

(b) 信貸風險

信貸風險是指交易對手將無法履行金融工具或客戶合約所規定的責任，以致蒙受財務虧損的風險。本集團會承受其經營活動（貿易及其他應收款項以及銀行結餘）產生的信貸風險。本集團承受銀行結餘的信貸風險有限，乃由於交易對手為獲國際信貸評級機構給予高信貸評級的銀行及金融機構，故本集團認為低信貸風險。

本集團並無集中信貸風險。

各業務單元在本集團既有關於客戶信貸風險管理的政策、程序及監控規限下，管理客戶信貸風險。我們會對所有要求獲得超出一定金額的信貸的客戶進行個別信貸評估。此等評估針對客戶過往的到期還款紀錄及現時的還款能力，並考慮客戶的個別資料及與客戶所處經濟環境相關的資料。貿易應收款項由發票日期當日起計90天內到期。在進一步獲授任何信貸前，結餘逾期超過30天的應收賬項須全數清償餘額。本集團一般並無自客戶獲得抵押品。

本集團按等同於整個有效期的預期信貸虧損的金額計量貿易應收款項的虧損撥備。由於本集團過往信貸虧損情況並無明顯表示不同客戶分部的不同虧損模式，故並無根據過往逾期狀況計算的虧損撥備在本集團不同客戶群之間作進一步區分。

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7. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

The following table provides information about the Group's exposure to credit risk and ECL for trade receivables:

		2022 二零二二年		
		Expected loss rate 預期虧損率	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
		%		
Current (not past due)	即期 (未逾期)	0.04%	15,388	6
Less than 3 months past due	逾期少於3個月	2.4%	170	4
Over 3 months but less than 6 months past due	逾期超過3個月但少於6個月	—	—	—
Over 6 months but less than 9 months past due	逾期超過6個月但少於9個月	58.5%	822	481
			16,380	491

		2021 二零二一年		
		Expected loss rate 預期虧損率	Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
		%		
Less than 3 months past due	逾期少於3個月	2.2%	1,373	30
Over 3 months but less than 6 months past due	逾期超過3個月但少於6個月	2.2%	370	8
Over 6 months but less than 9 months past due	逾期超過6個月但少於9個月	24.6%	443	109
			2,186	147

Expected loss rates are based on actual loss experience. The above expected loss rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the trade receivables.

預期虧損率乃基於實際虧損經驗計算。上述預期虧損率乃經調整，以反映收集歷史數據期間的經濟狀況、目前狀況以及本集團對貿易應收款項的預期年期期間經濟狀況之看法的差異。

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7. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Movement in the loss allowance for trade receivables during 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
At 1 January	於一月一日	147	816,358
Impairment losses recognised for the year	年內已確認減值虧損	1,093	4,996
Write off	撇銷	(749)	(821,207)
At 31 December	於十二月三十一日	491	147

For other receivables, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the other receivables has not increased significantly since initial recognition, the Group measures the loss allowance for the other receivables at an amount equal to 12-month ECL.

The following table provides information about the Group's exposure to credit risk and ECL for other receivables which has significant increase in the credit risk:

7. 財務風險管理 (續)

(b) 信貸風險 (續)

年內貿易應收款項虧損撥備變動如下：

就其他應收款項而言，本集團在信貸虧損自初始確認起大幅增加時確認全期預期信貸虧損。然而，倘其他應收款項的信貸風險自初始確認起並無大幅增長，本集團則按與十二個月預期信貸虧損相等的金額計量其他應收款項的虧損撥備。

下表提供有關本集團所面對之信貸風險有顯著增加之其他應收款項之信貸風險及預期信貸虧損資料如下：

Internal credit rating	內部信貸評級	Expected loss rate 預期虧損率	2022 二零二二年 Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Stage 1	第一階段	0.5%	4,126	20
Stage 2	第二階段	2.2%	2,399	52
Stage 3	第三階段	14.3%	7	1
Default	違約	100%	1,234	1,234
			7,766	1,307

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7. FINANCIAL RISK MANAGEMENT (Continued) (b) Credit risk (Continued)

7. 財務風險管理 (續) (b) 信貸風險 (續)

Internal credit rating	內部信貸評級	Expected loss rate 預期虧損率 %	2021 二零二一年 Gross carrying amount 賬面總值 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Stage 1	第一階段	0.1%	6,208	6
Stage 2	第二階段	2.2%	569	12
Stage 3	第三階段	24.6%	4	1
Default	違約	100%	32,194	32,194
			38,975	32,213

The above expected loss rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the other receivables.

上述預期虧損率乃經調整，以反映收集歷史數據期間的經濟狀況、目前狀況以及本集團對其他應收款項的預期年期期間經濟狀況之看法的差異。

Movement in the loss allowance for other receivables during the year is as follows:

年內其他應收款項虧損撥備變動如下：

		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	32,213	32,230
(Reversal of impairment losses)/ impairment losses recognised for the year	年內已確認(減值虧損撥回)/ 減值虧損	(44)	15,094
Write off	撇銷	(30,862)	(15,111)
At 31 December	於十二月三十一日	1,307	32,213

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For the year ended 31 December 2022

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7. FINANCIAL RISK MANAGEMENT (Continued)

(c) Interest rate risk

The Group's bonds bear interests at fixed interest rates and therefore are subject to fair value interest rate risks.

The Group's exposure to cash flow interest-rate risk arises from its bank deposits and bank borrowings. The bank deposits and bank borrowings bear interests at variable rates that vary with the then prevailing market condition.

Except as stated above, the Group does not have other significant interest-bearing assets and liabilities at the end of reporting period, its income and operating cash flows are substantially independent of changes in market interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variable held constant, of the Group's loss before tax.

7. 財務風險管理 (續)

(c) 利率風險

本集團之債券按固定利率計息，故須承擔公平值利率風險。

本集團所承擔現金流利率風險源自其銀行存款及銀行借款。銀行存款及銀行借款按浮動利率計息，隨著當時現行市況而有所變動。

除上述者外，本集團於報告期末並無其他重大計息資產及負債，其收入及經營現金流量大部分不受市場利率變化影響。

下表顯示在全部其他變量維持不變的情況下，本集團的除稅前虧損對利率的合理潛在變化的敏感度。

		Increase/ (decrease) in interest rate 利率增加／ (減少) %	(Increase)/ decrease in loss before tax 除稅前虧損 (增加)／減少 RMB'000 人民幣千元
For the year ended 31 December 2022	截至二零二二年 十二月三十一日止年度	1%/(1%)	(1,617)/1,617
For the year ended 31 December 2021	截至二零二一年 十二月三十一日止年度	1%/(1%)	(1,611)/1,611

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7. FINANCIAL RISK MANAGEMENT (Continued)

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of each reporting period of the Group's financial liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay.

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

7. 財務風險管理 (續)

(d) 流動性風險

本集團政策為定期監控即期及預期流動資金要求，以確保其維持充足現金儲備以滿足其短期及長期的流動資金需求。

下表列示本集團金融負債於各報告期末按未貼現現金流量（包括按合約利率計算或（如為浮動利率）按報告日期的現行利率計算的利息付款）及本集團可能被要求付款的最早日期計算的剩餘合約年期。

本集團非衍生金融負債按合約未貼現現金流量的到期情況分析如下：

		On demand or less than 1 year 按要求或 一年內 RMB'000 人民幣千元	1 to 2 years 一至兩年 RMB'000 人民幣千元	2 to 5 years 兩至五年 RMB'000 人民幣千元	Over 5 years 五年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2022	二零二二年十二月三十一日					
Trade and other payables	貿易及其他應付款項	328,831	–	–	–	328,831
Borrowings	借款	959,037	36,748	87,193	23,742	1,106,720
Lease liabilities	租賃負債	232	177	–	–	409
31 December 2021	二零二一年十二月三十一日					
Trade and other payables	貿易及其他應付款項	280,446	–	–	–	280,446
Borrowings	借款	805,771	70,124	104,503	33,795	1,014,193
Lease liabilities	租賃負債	294	147	–	–	441

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7. FINANCIAL RISK MANAGEMENT (Continued)

(e) Categories of financial instruments at 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
Financial assets:	金融資產：		
Financial assets at amortised cost	按攤銷成本計量的金融資產	34,729	12,263
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本計量的金融負債	1,405,338	1,251,814

(f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(f) 公平值

合併財務狀況表所示本集團金融資產及金融負債的賬面值與其各自的公平值相若。

8. SEGMENT INFORMATION

For the years ended 31 December 2022 and 2021, the Group has two reportable segments as follows:

- Sales of fabrics; and
- Sales of shoes, clothes and others

The Group's reportable segments are strategic business units that offer different products. The directors of Company, being the chief operating decision maker, managed the operating segments separately because each business requires different technology and marketing strategies.

8. 分部資料

截至二零二二年及二零二一年十二月三十一日止年度，本集團有以下兩個可呈報分部：

- 面料銷售；及
- 鞋履、服裝及其他銷售

本集團的可呈報分部為提供各種產品的策略業務單位。由於各業務需要不同的技術及營銷策略，故本公司董事（即主要經營決策者）各自獨立管理經營分部。

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8. SEGMENT INFORMATION (Continued)

The accounting policies of the operating segments are the same as those described in note 5 to the consolidated financial statements. Segment profit or loss do not include other income, net foreign exchange (losses)/gains, selling and distribution costs, general and administrative expenses and finance costs. Segment assets do not include lease office, investment in an associate and bank and cash balances. Segment liabilities do not include lease liabilities, borrowings and current tax liabilities.

8. 分部資料 (續)

經營分部的會計政策與合併財務報表附註5所述之會計政策相同。分部損益不包括其他收入、匯兌（虧損）／收益淨額、銷售及分銷成本、一般及行政開支及融資成本。分部資產不包括租賃辦公室、於一間聯營公司的投資以及銀行及現金結餘。分部負債不包括租賃負債、借款及即期稅項負債。

		Fabrics 面料 RMB'000 人民幣千元	Shoes, clothes and others 鞋履、服裝及 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment results	分部業績			
Year ended 31 December 2022:	截至二零二二年 十二月三十一日止年度：			
Reportable revenue from external customers	來自外部客戶的可呈報收益	23,695	66,849	90,544
Reportable segment (loss)/profit	可呈報分部（虧損）／溢利	(198)	6,927	6,729
Other income	其他收入			2,130
Net foreign exchange losses	匯兌虧損淨額			(58,183)
Selling and distribution costs	銷售及分銷成本			(5,922)
General and administrative expenses	一般及行政開支			(32,005)
Finance costs	融資成本			(52,585)
Loss before tax	除稅前虧損			(139,836)
Other segment items	其他分部項目			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	21,785	6	21,791
Depreciation on right-of-use assets	使用權資產折舊	406	242	648
Gain on the termination of right-of-use assets	終止使用權資產收益	(326)	—	(326)
Impairment losses of trade receivables	貿易應收款項之減值虧損	1,087	6	1,093
(Reversal of impairment losses)/	其他應收款項之（減值虧損撥回）／			
impairment losses of other receivables	減值虧損	(147)	103	(44)
Reversal of impairment losses of prepayments	預付款項之減值虧損撥回	(382)	—	(382)

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8. SEGMENT INFORMATION (Continued)

8. 分部資料 (續)

		Fabrics	Shoes, clothes and others	Total
		面料	鞋履、服裝及其他	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Segment results	分部業績			
Year ended 31 December 2021:	截至二零二一年十二月三十一日止年度：			
Reportable revenue from external customers	來自外部客戶的可呈報收益	29,896	125,645	155,541
Reportable segment (loss)/profit	可呈報分部（虧損）／溢利	(20,156)	1,587	(18,569)
Other income	其他收入			3,969
Net foreign exchange gain	匯兌收益淨額			17,109
Selling and distribution costs	銷售及分銷成本			(3,023)
General and administrative expenses	一般及行政開支			(31,730)
Finance costs	融資成本			(68,284)
Loss before tax	除稅前虧損			(100,528)
Other segment items	其他分部項目			
Depreciation of property, plant and equipment	物業、廠房及設備折舊	21,428	144	21,572
Depreciation on right-of-use assets	使用權資產折舊	406	–	406
Impairment losses of trade receivables	貿易應收款項之減值虧損	4,996	–	4,996
Impairment losses of other receivables	其他應收款項之減值虧損	13,961	1,133	15,094
Impairment losses of prepayments	預付款項之減值虧損	2,106	–	2,106
Reversal of impairment losses of property, plant and equipment	物業、廠房及設備之減值虧損撥回	(2,888)	–	(2,888)
Write off of property, plant and equipment	撇銷物業、廠房及設備	–	1,443	1,443
Write off of inventories	撇銷存貨	–	1,160	1,160

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8. SEGMENT INFORMATION (Continued)

8. 分部資料 (續)

		Fabrics 面料 RMB'000 人民幣千元	Shoes, clothes and others 鞋履、服裝及 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment assets and liabilities At 31 December 2022:	分部資產及負債 於二零二二年 十二月三十一日：			
Segment assets	分部資產	201,187	40,200	241,387
Unallocated assets	未分配資產			1,771
Total assets	資產總額			243,158
Segment liabilities	分部負債	305,859	35,446	341,305
Unallocated liabilities	未分配負債			1,077,188
Total liabilities	負債總額			1,418,493
		Fabrics 面料 RMB'000 人民幣千元	Shoes, clothes and others 鞋履、服裝及 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment assets and liabilities At 31 December 2021:	分部資產及負債 於二零二一年 十二月三十一日：			
Segment assets	分部資產	220,145	5,336	225,481
Unallocated assets	未分配資產			2,235
Total assets	資產總額			227,716
Segment liabilities	分部負債	304,132	13	304,145
Unallocated liabilities	未分配負債			971,368
Total liabilities	負債總額			1,275,513

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8. SEGMENT INFORMATION (Continued)

Geographical information

The Group's revenue from external customers by location of operations are detailed below:

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
The People's republic of China (the "PRC") 中華人民共和國(「中國」)	59,076	29,896
Korea 韓國	31,468	95,541
The United States 美國	—	5,079
Japan 日本	—	16,678
Others 其他	—	8,347
	90,544	155,541

Over 90% of the Group's non-current assets (excluding investment in an associate) are located in the PRC. Accordingly, no further geographical information of non-current assets to be disclosed.

Revenue from major customers

One (2021: Nil) customer of the Group's business segment of shoes, clothes and others who contributed revenue of approximately RMB11,688,000 (2021: Nil) which exceed 10% of the Group's total revenue.

8. 分部資料 (續)

地區資料

本集團來自外部客戶收益按經營位置詳列如下：

超過90%的本集團非流動資產（不包括於一間聯營公司的投資）位於中國。因此，概無非流動資產的其他地理資料須予披露。

來自主要客戶的收益

本集團鞋履、服裝及其他業務分部的一名（二零二一年：零）客戶貢獻收益約人民幣11,688,000元（二零二一年：零），佔本集團總收益10%以上。

9. REVENUE

Revenue represents the aggregation of net amounts received and receivable during the year. An analysis of the Group's revenue for the year is as follows:

9. 收益

收益指年內已收及應收款項淨額之總額。本集團的年內收益分析如下：

	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
Contracts with customers recognised at a point in time within the scope of IFRS 15:		
Sales of fabrics 面料銷售	23,695	29,896
Sales of shoes, clothes and others 鞋履、服裝及其他銷售	66,849	125,645
	90,544	155,541

在國際財務報告準則第15號範疇內
某一時間點確認之客戶合約：

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10. OTHER INCOME

10. 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
Amortisation of deferred income of government grants relating to assets (note (a))	與資產有關的政府補貼遞延收入攤銷 (附註(a))	312	312
Gain on the termination of right-of-use assets	終止使用權資產收益	326	—
Interest income	利息收入	8	4
Rental income	租金收入	1,460	760
Reversals of impairment losses of property, plant and equipment	物業、廠房及設備之減值虧損撥回	—	2,888
Others	其他	24	5
		2,130	3,969

Note:

- (a) Local government grants were granted to a subsidiary of the Group. Subsidies of the leasehold land and right-of-use assets in prior year was recognised as deferred income as detail in note 26. There were no unfulfilled conditions or contingencies attached to these government grants.

附註：

- (a) 本集團一間附屬公司獲當地政府授予多項補貼。過往年度租賃土地及使用權資產之補貼款項已確認為遞延收入 (詳情請參閱附註26)。該等政府補貼並無附帶尚未履行條件或或然事項。

11. FINANCE COSTS

11. 融資成本

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Interest expenses on bank borrowings	銀行借款的利息開支	15,551	15,810
Interest expenses on bonds	債券的利息開支	36,988	52,462
Interest expenses on lease liabilities	租賃負債的利息開支	46	12
		52,585	68,284

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12. INCOME TAX EXPENSE

Income tax expense has been recognised in profit or loss as follows:

12. 所得稅開支

已於損益確認的所得稅開支如下：

	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
Current tax – Provision for the year – PRC Enterprise Income Tax (“PRC EIT”) 即期稅項—年內撥備 —中國企業所得稅 （「中國企業所得稅」）	18	—
Under-provision in prior years – Hong Kong Profits Tax 過往年度撥備不足 —香港利得稅	644	—
	662	—

No provision for Hong Kong Profits Tax are required since the Group has no assessable profit for the year ended 31 December 2022 (2021: Nil).

由於本集團於截至二零二二年十二月三十一日止年度並無應課稅溢利，故毋須就香港利得稅作出撥備（二零二一年：無）。

For the Group's subsidiaries established and operated in the PRC are subject to PRC EIT at the rate of 25% for both years. No provision for PRC EIT since the Group has no assessable profit for the year ended 31 December 2021.

本集團於中國成立及經營的附屬公司於兩個年度須按25%的稅率繳納中國企業所得稅。由於本集團於截至二零二一年十二月三十一日止年度並無應課稅溢利，故並無中國企業所得稅撥備。

The reconciliation between the income tax expense and the loss before tax is as follows:

所得稅開支及除稅前虧損的對賬如下：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Loss before tax 除稅前虧損	(139,836)	(100,528)
Notional tax on loss before tax, calculated at the rates applicable in the tax jurisdictions concerned 除稅前虧損之名義稅項， 按相關稅務司法權區的 適用稅率計算	(26,088)	(20,816)
Tax effect of income that is not taxable and expenses that are not deductible 不應課稅收入及不可扣稅開支之 稅務影響	19,243	10,968
Tax effect of tax losses not recognised 未確認稅項虧損之稅務影響	6,701	6,749
Tax effect of temporary differences in relating to impairment losses provision for which no deferred tax assets was recognised 未確認遞延稅項資產的減值虧損 撥備之相關暫時性差額之稅務 影響	162	3,099
Under-provision in prior year 過往年度撥備不足	644	—
Income tax expense 所得稅開支	662	—

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13. LOSS FOR THE YEAR

The Group's loss for the year is arrived at after charging/ (crediting) the following:

13. 年內虧損

本集團的年內虧損經扣除／（計入）下列項目後得出：

		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	核數師薪酬	842	788
Cost of inventories sold	已售存貨成本	58,947	145,161
Depreciation of property, plant and equipment	物業、廠房及設備折舊	21,791	21,572
Depreciation of right-of-use assets	使用權資產折舊	648	406
Net foreign exchange losses/(gains)	匯兌虧損／（收益）淨額	58,183	(17,109)
Gain on termination of right-of-use assets	終止使用權資產收益	(326)	—
Impairment losses of right-of-use assets	使用權資產減值虧損	—	568
Impairment losses of trade receivables	貿易應收款項之減值虧損	1,093	4,996
(Reversal of impairment losses)/impairment losses of other receivables	其他應收款項之（減值虧損撥回）／減值虧損	(44)	15,094
(Reversal of impairment losses)/impairment losses of prepayments	預付款項之（減值虧損撥回）／減值虧損	(382)	2,106
Reversal of impairment losses of property, plant and equipment	物業、廠房及設備之減值虧損撥回	—	(2,888)
Expenses relating to short-term lease (included in cost of sales and general and administrative expenses)	有關短期租賃的開支（計入銷售成本及一般及行政開支）	10	227
Write off of property, plant and equipment	撇銷物業、廠房及設備	—	1,443
Write off of inventories	撇銷存貨	—	1,160
Staff costs (including directors' emoluments)	員工成本（包括董事酬金）		
– Salaries and allowances	— 薪金及津貼	9,482	4,860
– Retirement benefit scheme contributions	— 退休福利計劃供款	1,173	30
		10,655	4,890

Note: Depreciation of property, plant and equipment, depreciation of right-of-use assets and staff costs of approximately RMB3,818,000, RMB21,000 and RMB3,861,000 (2021: RMB3,813,000, Nil and RMB2,130,000) were included in the cost of sales.

附註：物業、廠房及設備折舊、使用權資產折舊以及員工成本約人民幣3,818,000元、人民幣21,000元及人民幣3,861,000元（二零二一年：人民幣3,813,000元、零及人民幣2,130,000元）已計入銷售成本。

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14. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance are as follows:

14. 董事福利及權益

(a) 董事酬金

根據香港公司條例第383(1)條披露的董事酬金如下：

		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
Fees	袍金	218	211
Other emoluments	其他酬金		
Salaries and allowances	薪金及津貼	516	796
Retirement benefit scheme contributions	退休福利計劃供款	26	15
		542	811
		760	1,022

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14. BENEFITS AND INTERESTS OF DIRECTORS 14. 董事福利及權益 (續)

(Continued)

(a) Directors' emoluments (Continued)

(a) 董事酬金 (續)

		Notes	Fees	Salaries and allowances	Retirement benefit scheme contributions	Total
		附註	袍金 RMB'000 人民幣千元	薪金及津貼 RMB'000 人民幣千元	退休福利計劃供款 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
31 December 2022	二零二二年十二月三十一日					
Executive directors	執行董事					
Mr. Li Wanyuan	李萬元先生		–	310	16	326
Ms. Lin Yuxi	林禹熙女士		–	206	10	216
Independent non-executive directors	獨立非執行董事					
Mr. Chow Yun Cheung	周潤璋先生		134	–	–	134
Mr. Lin Yugang	林宇剛先生		43	–	–	43
Mr. Liu Junting	劉俊廷先生		41	–	–	41
			218	516	26	760
31 December 2021	二零二一年十二月三十一日					
Executive directors	執行董事					
Mr. Lin Guoqin	林國欽先生	(i)	–	548	12	560
Mr. Li Wanyuan	李萬元先生	(ii)	–	49	3	52
Ms. Lin Yuxi	林禹熙女士		–	199	–	199
Independent non-executive directors	獨立非執行董事					
Mr. Chow Yun Cheung	周潤璋先生		129	–	–	129
Mr. Lin Yugang	林宇剛先生		42	–	–	42
Mr. Liu Junting	劉俊廷先生		40	–	–	40
			211	796	15	1,022

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14. BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

(a) Directors' emoluments (Continued)

Notes:

- (i) Resigned as an executive director with effect from 22 October 2021.
- (ii) Appointed as an executive director with effect from 22 October 2021.

There was no arrangement under which a director waived or agreed to waive any emolument during the year (2021: Nil).

During the year, no emolument has been paid to the directors as an inducement to join or upon joining the Group; or as compensation for loss of office (2021: Nil).

There was no discretionary bonus paid or payable to any of the directors during the year (2021: Nil).

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were for their services as directors of the Company and subsidiaries.

(b) Directors' material interests in transactions, arrangements or contracts

Save for disclosed in note 33 to the consolidated financial statements, no significant transaction, arrangement or contract in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

14. 董事福利及權益 (續)

(a) 董事酬金 (續)

附註：

- (i) 自二零二一年十月二十二日起辭任執行董事。
- (ii) 自二零二一年十月二十二日起獲委任為執行董事。

於年內，概無董事放棄或同意放棄任何酬金之安排（二零二一年：無）。

於年內，概無支付任何酬金予董事作為吸引加入本集團或加入本集團時的獎勵或作為離職補償（二零二一年：無）。

於年內，概無向任何董事支付或應付任何酌情花紅（二零二一年：無）。

上述執行董事的酬金為與其管理本公司及本集團事務有關的服務支付的酬金。上述獨立非執行董事的酬金為其擔任本公司及附屬公司董事支付的酬金。

(b) 董事於交易、安排或合約中的重大權益

除合併財務報表附註33所披露者外，於年終及本年內任何時間，概無於本公司作為一方而與本集團業務有關的重大交易、安排及合約中，本公司董事及董事之關連人士直接或間接擁有重大權益。

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15. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals in the Group during the year included two (2021: three) directors whose emoluments are reflected in the analysis presented in note 14 to the consolidated financial statements. The emoluments of the remaining three (2021: two) individual are set out below:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries and allowances	薪金及津貼	1,527	802
Retirement benefit scheme contributions	退休福利計劃供款	35	15
		1,562	817

The number of non-directors, highest paid employees, whose emoluments fell within the following bands, is as follows:

		2022 二零二二年	2021 二零二一年
Nil to RMB1,000,000	零至人民幣1,000,000元	3	2

During the year, no emolument has been paid to these individuals as an inducement to join or upon joining the Group; or as compensation for loss of office (2021: Nil).

There was no discretionary bonus paid or payable to any of the highest paid employees during the year (2021: Nil).

15. 五名最高薪酬人士

於年內，本集團五名最高薪酬人士包括兩名（二零二一年：三名）董事，其薪酬反映在合併財務報表附註14中的分析中。其餘三名（二零二一年：兩名）人士的薪酬如下：

薪酬介乎下列範圍的非董事最高薪酬人士數目如下：

於年內，本集團並無向該等人士支付酬金，以作為邀請加盟或加盟本集團的獎勵，或作為離職補償（二零二一年：無）。

於年內，概無向任何最高薪酬僱員支付或應付任何酌情花紅（二零二一年：無）。

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16. LOSS PER SHARE

(a) Basic loss per share

The calculation of the basic loss per share is based on the following:

	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 for the year attributable to owners of the Company used in the basic loss per share calculation	(140,498)	(100,528)

	2022 二零二二年	2021 二零二一年
Weighted average number of ordinary shares in issue during the year used in basic loss per share calculation	65,139,040	44,808,194

(b) Diluted loss per share

Diluted loss per share is same as the basis loss per share as the Company did not have any dilutive potential ordinary share during the two years ended 31 December 2022 and 2021.

16. 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據以下資料計算：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Loss for the year attributable to owners of the Company used in the basic loss per share calculation	(140,498)	(100,528)

	2022 二零二二年	2021 二零二一年
Weighted average number of ordinary shares in issue during the year used in basic loss per share calculation	65,139,040	44,808,194

(b) 每股攤薄虧損

由於本公司於截至二零二二年及二零二一年十二月三十一日止兩個年度概無任何潛在攤薄普通股，故每股攤薄虧損與每股基本虧損相同。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Buildings	Machinery and equipment	Office equipment and furniture 辦公室設備及傢俱	Motor vehicles	Construction in progress	Total
		建築物 RMB'000 人民幣千元	機器及設備 RMB'000 人民幣千元	及傢俱 RMB'000 人民幣千元	車輛 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	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	241,925	209,399	811	689	1,518	454,342
Write off	撇銷	-	(93,019)	(39)	(530)	-	(93,588)
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	241,925	116,380	772	159	1,518	360,754
Additions	添置	-	182	39	-	442	663
At 31 December 2022	於二零二二年十二月三十一日	241,925	116,562	811	159	1,960	361,417
Accumulated depreciation and impairment	累計折舊及減值						
At 1 January 2021	於二零二一年一月一日	68,947	174,226	779	676	-	244,628
Charge for the year	年內支出	10,955	10,617	-	-	-	21,572
Write off	撇銷	-	(91,576)	(39)	(530)	-	(92,145)
Reversal of impairment losses	減值虧損撥回	-	(2,888)	-	-	-	(2,888)
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	79,902	90,379	740	146	-	171,167
Charge for the year	年內支出	10,955	10,822	14	-	-	21,791
At 31 December 2022	於二零二二年十二月三十一日	90,857	101,201	754	146	-	192,958
Carrying amount	賬面值						
At 31 December 2022	於二零二二年十二月三十一日	151,068	15,361	57	13	1,960	168,459
At 31 December 2021	於二零二一年十二月三十一日	162,023	26,001	32	13	1,518	189,587

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17. PROPERTY, PLANT AND EQUIPMENT (Continued)

As at 31 December 2022, buildings of the Group with carrying amount of approximately RMB129,897,000 (2021: RMB138,903,000) and machinery and equipment of the Group with carrying amount of approximately RMB1,266,000 (2021: RMB5,137,000) were pledged as collateral for certain bank borrowings of the Group (note 24).

The Group has carried out a review of the recoverable amount of its property, plant and equipment as at 31 December 2022 and 2021 with reference to the valuation performed by an independent valuer, Peak Vision Appraisals Limited. The recoverable amount is assessed based on fair value less cost of disposal by using depreciated replacement cost approach which involves observable and unobservable inputs, including replacement cost, estimated useful life and residual value, under level 3 fair value measurement. During the two years, there were no change in the valuation techniques used.

During the year ended 31 December 2022, no impairment losses (2021: reversal of impairment losses of approximately RMB2,888,000) was recognised in the profit or loss in respect of property, plant and equipment.

17. 物業、廠房及設備 (續)

於二零二二年十二月三十一日，本集團賬面值約人民幣129,897,000元（二零二一年：人民幣138,903,000元）的建築物以及本集團賬面值約人民幣1,266,000元（二零二一年：人民幣5,137,000元）的機器及設備已抵押作本集團若干銀行借款的抵押品（附註24）。

本集團已參考獨立估值師滙鋒評估有限公司進行的估值，審閱其於二零二二年及二零二一年十二月三十一日的物業、廠房及設備的可收回金額。可收回金額使用第三級公平值計量下的折舊重置成本法（涉及可觀察及不可觀察輸入數據，包括重置成本、估計可使用年期及剩餘價值），以公平值減處置成本作評估。於兩年內，所使用的估值技術並無變動。

截至二零二二年十二月三十一日止年度，概無就物業、廠房及設備於損益確認減值虧損（二零二一年：減值虧損撥回約人民幣2,888,000元）。

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18. RIGHT-OF-USE ASSETS

18. 使用權資產

		Leasehold land and land use right 租賃土地及 土地使用權 RMB'000 人民幣千元	Lease office 租賃辦公室 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	17,032	–	17,032
Additions	添置	–	568	568
Depreciation	折舊	(406)	–	(406)
Impairment losses	減值虧損	–	(568)	(568)
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	16,626	–	16,626
Additions	添置	–	715	715
Depreciation	折舊	(406)	(242)	(648)
At 31 December 2022	於二零二二年十二月三十一日	16,220	473	16,693

As at 31 December 2022, leasehold land of the Group with carrying amount of approximately RMB16,220,000 (2021: RMB16,626,000) were pledged as collateral for certain bank borrowings of the Group (note 24).

於二零二二年十二月三十一日，本集團賬面值約為人民幣16,220,000元（二零二一年：人民幣16,626,000元）的租賃土地已抵押作本集團若干銀行借款的抵押品（附註24）。

Lease liabilities of approximately RMB384,000 (2021: RMB424,000) are recognised with right-of-use assets of approximately RMB473,000 (2021: Nil) as at 31 December 2022.

於二零二二年十二月三十一日，租賃負債約人民幣384,000元（二零二一年：人民幣424,000元）與使用權資產約人民幣473,000元（二零二一年：無）確認。

		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 expenses of right-of-use assets	使用權資產折舊開支	648	406
Expenses relating to short-term lease (included in cost of sales and general and administrative expenses)	有關短期租賃的開支 (計入銷售成本及 一般及行政開支)	10	227
Interest expenses on lease liabilities	租賃負債利息開支	46	12
Gain on the termination of right-of-use assets	終止使用權資產收益	(326)	–
Impairment losses of right-of-use assets	使用權資產減值虧損	–	568

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18. RIGHT-OF-USE ASSETS (Continued)

The Group leases offices and factory for its operations. Lease contracts are entered into for fixed term of two to four years (2021: two years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group has carried out a review of the recoverable amounts of its lease office as at 31 December 2021 and as result of recognised impairment losses of approximately RMB568,000. The recoverable amounts of the lease office have been determined on the basis of their value in use of the cash generating unit ("CGU") using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and turnover during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on long-term average economic growth rate of the geographical area in which the businesses of the CGU operate. Budgeted gross margin and turnover are based on past practices and expectations on market development.

The cash flow projections, growth rates and discount rate have been assessed as at 31 December 2021 taking into consideration higher degree of estimation uncertainties in the current year due to how the COVID-19 pandemic may progress and evolve and volatility in financial markets. The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with the residual period. The Company did not consider any growth rate in the most recent financial budgets.

In addition, the Group owns several industrial buildings where its manufacturing facilities are primarily located and office buildings. The Group is the registered owner of these property interests, including the underlying leasehold land. Lump sum payments were made upfront to acquire these property interests.

18. 使用權資產 (續)

本集團為其業務經營租賃辦公室及廠房。租賃合約按固定期限兩年至四年訂立（二零二一年：兩年）。租賃條款乃以個人基準進行磋商，並包含各種不同的條款及條件。於釐定租期及評估不可取消期間的時長時，本集團應用合約的定義，並釐定合約可執行的期限。

本集團已對其租賃辦公室於二零二一年十二月三十一日之可收回金額進行審查，結果確認減值虧損約人民幣568,000元。租賃辦公室之可收回金額乃使用貼現現金流量法基於其現金產生單位（「現金產生單位」）之使用價值釐定。貼現現金流量法使用的主要假設包括有關貼現率、增長率及預算毛利率以及期內營業額的假設。本集團使用可反映目前市場對貨幣時間價值之評估之稅前利率及現金產生單位之特定風險評估貼現率。增長率乃以現金產生單位所經營業務所在地區的長期平均經濟增長率為基準。預算毛利率及營業額乃以過往慣例及對市場發展之預期為基準。

考慮到本年度由於COVID-19大流行病可能進展及變化以及金融市場的波動所產生較高度之估計不確定性，本集團已於二零二一年十二月三十一日對現金流量預測、增長率及貼現率進行評估。本集團編製之現金流量預測，乃源自經董事批准未來五年及剩餘期間之最近期財務預算。本公司於最近期財務預算中並無考慮任何增長率。

此外，本集團亦擁有數棟生產設施所在的工業大樓及辦公大樓。本集團為該等物業權益的註冊所有人，包括相關租賃土地。為收購該等物業權益，已預先支付一次性付款。

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18. RIGHT-OF-USE ASSETS (Continued)

The Group has carried out a review of the recoverable amount of its leasehold land as at 31 December 2022 and 2021 with reference to the valuation performed by an independent valuer, Peak Vision Appraisals Limited. The recoverable amount is assessed based on fair value less cost of disposal by using direct comparison approach which involves observable and unobservable inputs, including market price per square, under level 3 fair value measurement. During the two years, there were no change in the valuation techniques used.

For the year ended 31 December 2022, no impairment of leasehold land was made, as its recoverable amount was higher than its carrying amount as at 31 December 2022 (2021: Nil).

18. 使用權資產 (續)

本集團已參考獨立估值師景鋒評估有限公司進行的估值，審閱其於二零二二年及二零二一年十二月三十一日的租賃土地的可收回金額。可收回金額使用第三級公平值計量下的直接比較法（涉及可觀察及不可觀察輸入數據，包括每平方米市價），以公平值減處置成本作評估。於兩年內，所使用的估值技術並無變動。

截至二零二二年十二月三十一日止年度，由於租賃土地的可收回金額高於其於二零二二年十二月三十一日之賬面值，因此並無對租賃土地作出減值（二零二一年：無）。

19. INTERESTS IN AN ASSOCIATE

Investment in an associate

		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
Unlisted investments:	非上市投資：		
Share of net assets	分佔資產淨值	—	—
Goodwill	商譽	60,909	60,909
		60,909	60,909
Impairment loss	減值虧損	(60,909)	(60,909)
		—	—

Details of the Group's associate at 31 December 2022 and 2021 are as follows:

本集團於二零二二年及二零二一年十二月三十一日的聯營公司詳情如下：

Name 名稱	Place of incorporation 註冊成立地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest 擁有權權益所佔百分比 2022 二零二二年	2021 二零二一年	Principal activities and place of operation 主要業務及經營地點
Baixin (China) Co., Limited	The PRC	RMB100,000,000	50%	50%	Manufacturing and sales of yarn and cotton fabric, the PRC
百鑫（中國）有限公司	中國	人民幣100,000,000元			製造及銷售紗線及面料，中國

The associate suspended the production during the year ended 31 December 2018. All assets were fully impaired.

聯營公司於截至二零一八年十二月三十一日止年度停產。所有資產已獲悉數減值。

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20. INVENTORIES

20. 存貨

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Raw materials	原材料	2,797	—
Work-in-progress	在製品	896	—
Finished goods	製成品	6,716	2,012
		10,409	2,012

21. TRADE AND OTHER RECEIVABLES

21. 貿易及其他應收款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Trade receivables (note 21(a))	貿易應收款項 (附註21(a))	16,380	2,186
Less: Allowance for trade receivables (note 21(a))	減：貿易應收款項的撥備 (附註21(a))	(491)	(147)
		15,889	2,039
Prepayments (note 21(b))	預付款項 (附註21(b))	97,723	94,266
Less: Allowance for prepayments (note 21(b))	減：預付款項的撥備 (附註21(b))	(84,855)	(87,038)
		12,868	7,228
Other receivables (note 21(b))	其他應收款項 (附註21(b))	7,766	38,975
Less: Allowance for other receivables (note 21(b))	減：其他應收款項的撥備 (附註21(b))	(1,307)	(32,213)
		6,459	6,762
Deposits	按金	11,083	1,227
		46,299	17,256

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21. TRADE AND OTHER RECEIVABLES (Continued)

(a) Trade receivables

The Group's trading terms customers are mainly on credit. The credit terms generally 90 days (2021: 90 days). Each customer has a maximum credit limit. For new customers, payment in advance is normally required. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

The ageing analysis of trade receivables based on the invoice date, and net of allowance, 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
Within 1 month	1個月內	15,196	—
Over 1 month but less than 3 months	1個月以上但少於3個月	186	—
Over 3 months but less than 6 months	3個月以上但少於6個月	166	1,343
Over 6 months but less than 9 months	6個月以上但少於9個月	—	362
Over 9 months but less than 12 months	9個月以上但少於12個月	341	334
		15,889	2,039

As of 31 December 2022, trade receivables of approximately RMB507,000 (2021: RMB2,039,000) were past due but not impaired. These trade receivables related to customers for whom there was no recent history of default.

21. 貿易及其他應收款項 (續)

(a) 貿易應收款項

本集團與客戶之貿易往來主要以信貸形式進行。信貸期一般為90日(二零二一年: 90日)。每名客戶設有最高信貸限額。就新客戶而言, 我們通常要求預先付款。本集團致力嚴格監控未償還應收款項。董事定期審閱逾期結餘。

貿易應收款項(經扣除撥備)按發票日期之賬齡分析如下:

於二零二二年十二月三十一日, 貿易應收款項約人民幣507,000元(二零二一年: 人民幣2,039,000元)已逾期但未減值。該等貿易應收款項與近期並無違約記錄的客戶有關。

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21. TRADE AND OTHER RECEIVABLES (Continued)

(a) Trade receivables (Continued)

The Group does not charge interest or hold any collateral over these balances.

The Group applied simplified approach to provide the ECL as prescribed by IFRS 9. The impairment methodology is set out in notes 5(n) and 7(b) to the consolidated financial statements.

Details of impairment assessment of trade and other receivables for the years ended 31 December 2022 and 2021 are set out in note 7(b) to the consolidated financial statements.

(b) Prepayments:

Included in impairment amounted to approximately HK\$382,000 was fully impaired in previous year and has been recovered during the year.

21. 貿易及其他應收款項 (續)

(a) 貿易應收款項 (續)

本集團並無就該等結餘收取利息或持有任何抵押品。

本集團採用簡化方法按國際財務報告準則第9號規定計提預期信貸虧損。減值方法載於合併財務報表附註5(n)及7(b)。

截至二零二二年及二零二一年十二月三十一日止年度，貿易及其他應收款項減值評估的詳情載於合併財務報表附註7(b)。

(b) 預付款項：

計入減值的款項約382,000港元已於上年度悉數減值，並已於年內收回。

22. BANK AND CASH BALANCES

		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	531	396
USD	美元	475	1,569
HK\$	港元	292	270
		1,298	2,235

Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations. However, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

22. 銀行及現金結餘

人民幣兌換為外幣須受《中國外匯管制條例》及《結匯、售匯及付匯管理規定》規管。然而，根據《中國外匯管制條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

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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 (note 23(a))	貿易應付款項 (附註23(a))	91,468	82,672
Contract liabilities (note 23(b))	合約負債 (附註23(b))	—	10,913
Payables for purchases of property, plant and equipment	購買物業、廠房及設備應付款項	35,608	35,608
Salary payables	應付薪酬	25,792	23,943
Interest payables	應付利息	101,883	86,429
Other payables and accruals	其他應付款項及應計費用	74,080	51,794
		328,831	291,359

(a) Trade payables

An ageing analysis of trade payables at the end of the reporting period, based on the invoice date, is as follows:

(a) 貿易應付款項

於報告期末根據發票日期的貿易應付款項賬齡分析如下：

		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 3 months	3個月內	8,403	478
Over 3 months but less than 12 months	3個月以上但少於12個月	1,199	590
Over 12 months	12個月以上	81,866	81,604
		91,468	82,672

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23. TRADE AND OTHER PAYABLES (Continued)

(b) Contract 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
Billings in advance of performance obligation	履約責任之預收賬款		
– sales of fabrics	– 銷售面料	–	10,913

Contract liabilities are related to receipts from customers for sales of goods which was not yet delivered to customers. Revenue is recognised when goods are delivered to customers. The Group receives deposits upon acceptance of orders on a case-by-case basis with customers before delivery commences.

Movement in contract liabilities during the year is as follows:

合約負債乃與就尚未交付予客戶之貨品銷售自客戶收取之款項有關。於商品交付至客戶時確認收益。本集團於開始交付時就接受客戶訂單的具體情況收取按金。

合約負債於本年內之變動如下：

		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	10,913	14,497
Decrease in contract liabilities as a result of recognising revenue during the year	合約負債因於本年內確認之收益而減少	–	(4,145)
Transfer to other payables	轉撥至其他應付款項	(10,913)	–
Increase in contract liabilities as a result of billing in advance of sales of fabrics	合約負債因銷售面料預收賬款而增加	–	561
At 31 December	於十二月三十一日	–	10,913

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24. BORROWINGS

24. 借款

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current:	流動：		
Secured bank borrowings (note (a))	有抵押銀行借款（附註(a)）	110,265	110,344
Unsecured bank borrowings (note (a))	無抵押銀行借款（附註(a)）	52,709	52,968
Unsecured bonds (note (b))	無抵押債券（附註(b)）	792,056	638,180
		955,030	801,492
Non-current:	非流動：		
Unsecured bonds (note (b))	無抵押債券（附註(b)）	121,093	169,452
		1,076,123	970,944

Notes:

(a) Bank borrowings

As at 31 December 2022, bank borrowings amounted to approximately RMB102,974,000 (2021: RMB63,312,000) were overdue. As a result, the Group is subject to a penalty interest expense during the overdue period.

The Group's bank borrowings of approximately RMB110,265,000 (2021: RMB110,344,000) were secured by its property, plant and equipment (note 17) and right-of-use assets (note 18).

The effective interest rates and default interest rates on bank borrowings were ranging from 5.67% to 8.00% and 5.64% to 11.99% (2021: 5.67% to 8.00% and 5.64% to 11.99%) per annum respectively for the year ended 31 December 2022.

附註：

(a) 銀行借款

於二零二二年十二月三十一日，本集團約人民幣102,974,000元（二零二一年：人民幣63,312,000元）的銀行借款已逾期。因此，本集團須繳付逾期期間的罰息開支。

本集團銀行借款約人民幣110,265,000元（二零二一年：人民幣110,344,000元）由其物業、廠房及設備（附註17）及使用權資產（附註18）作抵押。

截至二零二二年十二月三十一日止年度銀行借款的實際年利率及違約利率分別介乎5.67%至8.00%及5.64%至11.99%（二零二一年：5.67%至8.00%及5.64%至11.99%）。

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24. BORROWINGS (Continued)

Notes: (Continued)

(a) Bank borrowings (Continued)

The maturity profile of the carrying amount of the bank borrowings is analysed as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within one year	一年以內	162,974	163,312

(b) Unsecured bonds

As at 31 December 2022, the Company issued a number of HK\$-denominated bonds with an aggregate principal of approximately RMB691,238,000 (2021: RMB636,411,000). The bonds are unsecured, bearing interest rates at a range of 1.5% – 40% (2021: 1.5% – 40%) per annum, and repayable on demand or during the period from January 2023 to December 2029 (2021: January 2022 to December 2029). The maturity profile of the carrying amount of the bonds is analysed as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within one year	一年以內	792,056	638,180
In the second year	第二年內	34,603	62,719
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	70,934	85,503
After five years	五年後	15,556	21,230
		913,149	807,632

As at 31 December 2022, unsecured bonds amounted to approximately RMB721,734,000 (2021: RMB501,158,000) were overdue. As a result, the Group is subject to a penalty interest.

Upon completion of issue of scheme shares on 4 January 2023, all the amount owing by the Company to the bondholders will be discharged and released in full.

24. 借款 (續)

附註: (續)

(a) 銀行借款 (續)

銀行借款賬面值的到期情況分析如下:

(b) 無抵押債券

於二零二二年十二月三十一日,本公司發行多份以港元計值的債券,本金總額約人民幣691,238,000元(二零二一年:人民幣636,411,000元)。該等債券為無抵押、按年利率介乎1.5%至40%(二零二一年:1.5%至40%)計息並須按要求或於二零二三年一月至二零二九年十二月(二零二一年:二零二二年一月至二零二九年十二月)期間償還。該等債券的賬面值的到期情況分析如下:

於二零二二年十二月三十一日,無抵押債券金額約人民幣721,734,000元(二零二一年:人民幣501,158,000元)已逾期。因此,本集團須支付罰息。

於二零二三年一月四日完成計劃股份發行之後,本公司結欠債券持有人的所有款項將獲清償並悉數解除。

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25. LEASE LIABILITIES

25. 租賃負債

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款現值	
		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
Within one year	一年以內	232	294	213	279
More than one year, but not exceeding two years	一年以後但不超過兩年	177	147	171	145
		409	441	384	424
Less: Future finance charges	減：未來融資收費	(25)	(17)	N/A	N/A
Present value of lease obligations	租賃責任現值	384	424	384	424
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：應於12個月內結算款項（於流動負債項下列示）			(213)	(279)
Amount due for settlement after 12 months	應於12個月後結算款項			171	145

The ranging incremental borrowing rates applied to lease liabilities 5.0% – 6.0% (2021: 5%).

適用於租賃負債之增量借款利率範圍為5.0%至6.0%（二零二一年：5%）。

All lease liabilities are denominated in Hong Kong dollars and RMB.

所有租賃負債均以港元及人民幣計值。

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26. DEFERRED INCOME

26. 遞延收入

	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
Government grants relating to leasehold land and land use right		
與租賃土地及土地使用權有關的政府補助金	12,474	12,786

The movements of deferred income during the year are as follows:

遞延收入於年內的變動載列如下：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At 1 January	12,786	13,098
Amortised as income	(312)	(312)
At 31 December	12,474	12,786

Subsidy of the cost of construction the amount is transferred to other income over the useful lives of relevant assets.

建造成本的補貼金額於相關資產的可使用年期內轉至其他收入。

27. DEFERRED TAX

At the end of the reporting period the Group has unused tax losses of approximately RMB385,966,000 (2021: RMB359,161,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately RMB363,499,000 (2021: RMB336,694,000) that will expire in five years. Other tax losses may be carried forward indefinitely.

27. 遞延稅項

於報告期末，本集團可用作抵免未來溢利的未動用稅項虧損約人民幣385,966,000元（二零二一年：人民幣359,161,000元）。由於無法預測未來溢利流，故未確認遞延稅項資產。未確認稅項虧損包括將於五年內到期的虧損約人民幣363,499,000元（二零二一年：人民幣336,694,000元）。其他稅項虧損可無限期結轉。

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28. SHARE CAPITAL

28. 股本

		Number of ordinary shares 普通股數目 '000 千股	HK\$'000 千港元
Authorised:	法定：		
At 1 January 2021, 31 December 2021 and 1 January 2022 at HK\$0.01 per share	於二零二一年一月一日、 二零二一年十二月三十一日及 二零二二年一月一日按每股0.01港元	100,000,000	1,000,000
Effects of share consolidation (note (c))	股份合併之影響（附註(c)）	(90,000,000)	-
At 31 December 2022 at HK\$0.1 per share	於二零二二年十二月三十一日 按每股0.1港元	10,000,000	1,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2021 at HK\$0.01 per share	於二零二一年一月一日按每股0.01港元	363,025	3,630
Subscription of new shares under general mandate (note (a))	根據一般授權認購新股份（附註(a)）	72,604	726
Subscription of new shares under general mandate (note (b))	根據一般授權認購新股份（附註(b)）	87,126	871
At 31 December 2021 and 1 January 2022 at HK\$0.01 per share	於二零二一年十二月三十一日及 二零二二年一月一日按每股0.01港元	522,755	5,227
Share consolidation (note (c))	股份合併（附註(c)）	(470,480)	-
Subscription of new shares under general mandate (note (d))	根據一般授權認購新股份（附註(d)）	10,455	1,045
Subscription of new shares under general mandate (note (e))	根據一般授權認購新股份（附註(e)）	12,546	1,255
Placing of new shares under general mandate (note (f))	根據一般授權配售新股份（附註(f)）	15,056	1,506
At 31 December 2022 at HK\$0.1 per share	於二零二二年十二月三十一日 按每股0.1港元	90,332	9,033
Equivalent to RMB'000:	等值人民幣千元：		
At 31 December 2021	於二零二一年十二月三十一日		4,431
At 31 December 2022	於二零二二年十二月三十一日		7,753

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28. SHARE CAPITAL (Continued)

Notes:

- (a) On 29 March 2021, the Company entered into subscription agreements with the subscribers pursuant to which the subscribers have conditionally agreed to subscribe, and the Company has conditionally agreed to allot and issue, an aggregate of 72,604,167 subscription shares at the subscription price of HK\$0.096 per subscription share. The subscription was completed on 26 April 2021. The net proceeds from the subscription, after deduction of share issue expenses of approximately HK\$0.2 million, was approximately HK\$6.77 million. Details of the subscription were disclosed in announcements of the Company dated 29 March 2021 and 26 April 2021.
- (b) On 16 July 2021, the Company entered into the subscription agreements with the subscribers pursuant to which the subscribers have conditionally agreed to subscribe, and the Company has conditionally agreed to allot and issue, an aggregate of 87,125,893 subscription shares at the subscription price of HK\$0.091 per subscription share. The subscription was completed on 6 August 2021. The net proceeds from the subscription, after deduction of share issue expenses of approximately HK\$0.13 million, was approximately HK\$7.80 million. Details of the subscription were disclosed in announcements of the Company dated 18 July 2021, 21 July 2021 and 6 August 2021.
- (c) On 13 January 2022, the share consolidation on the basis of every ten issued and unissued existing shares of par value HK\$0.01 each into one consolidated share of par value HK\$0.10 per each. The share consolidation were effective on 8 March 2022. Details of the above are set out in the Company's announcements and circulars dated 13 January 2022, 27 January 2022 and 4 March 2022 respectively.

28. 股本 (續)

附註：

- (a) 於二零二一年三月二十九日，本公司與該等認購人訂立該等認購協議，據此，該等認購人已有條件同意認購，而本公司已有條件同意配發及發行合共72,604,167股認購股份，認購價為每股認購股份0.096港元。認購事項於二零二一年四月二十六日完成。扣除股份發行開支約200,000港元之後，認購事項之所得款項淨額約為6.77百萬港元。認購事項之詳情於本公司日期為二零二一年三月二十九日及二零二一年四月二十六日之公告披露。
- (b) 於二零二一年七月十六日，本公司與該等認購人訂立該等認購協議，據此，該等認購人已有條件同意認購，而本公司已有條件同意配發及發行合共87,125,893股認購股份，認購價為每股認購股份0.091港元。認購事項於二零二一年八月六日完成。扣除股份發行開支130,000港元之後，認購事項之所得款項淨額約為7.80百萬港元。認購事項之詳情於本公司日期為二零二一年七月十八日、二零二一年七月二十一日及二零二一年八月六日之公告披露。
- (c) 於二零二二年一月十三日，股份合併的基準為將每十股每股面值0.01港元的已發行及未發行現有股份合併為一股每股面值0.10港元的合併股份。股份合併於二零二二年三月八日生效。上述詳情分別載於本公司日期為二零二二年一月十三日、二零二二年一月二十七日及二零二二年三月四日的公告及通函。

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28. SHARE CAPITAL (Continued)

Notes: (Continued)

- (d) On 13 April 2022, the Company entered into subscription agreements with the subscribers pursuant to which the subscribers have conditionally agreed to subscribe, and the Company has conditionally agreed to allot and issue, an aggregate of 10,455,107 subscription shares at the subscription price of HK\$0.24 per subscription share. The subscription was completed on 11 May 2022. The net proceeds from the subscription, after deduction of share issue expenses of approximately HK\$0.10 million, was approximately HK\$2.41 million. Details of the subscription were disclosed in announcements of the Company dated 13 April 2022 and 11 May 2022.
- (e) On 5 July 2022, the Company entered into subscription agreements with the subscribers pursuant to which the subscribers have conditionally agreed to subscribe, and the Company has conditionally agreed to allot and issue, an aggregate of 12,546,128 subscription shares at the subscription price of HK\$0.375 per subscription share. The subscription was completed on 27 July 2022. The net proceeds from the subscription, after deduction of share issue expenses of approximately HK\$0.08 million, was approximately HK\$4.62 million. Details of the subscription were disclosed in announcements of the Company dated 5 July 2022 and 27 July 2022.
- (f) On 3 November 2022, the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Company appointed the Placing Agent as its agent to procure not less than six Placees to subscribe up to 15,055,354 Placing Shares at a price of HK\$0.52 per Placing Shares under general mandate. The Placing was completed on 15 December 2022. The net proceeds from the Placing (after deducting the placing commission payable to the Placing Agent and other expenses incurred in the Placing), after deduction of share issue expenses of approximately HK\$0.10 million, was approximately HK\$7.73 million. Details of the Placing were disclosed in announcements of the Company dated 23 November 2022, 24 November 2022 and 15 December 2022.

28. 股本 (續)

附註：(續)

- (d) 於二零二二年四月十三日，本公司與該等認購人訂立該等認購協議，據此，該等認購人已有條件同意認購，而本公司已有條件同意配發及發行合共10,455,107股認購股份，認購價為每股認購股份0.24港元。認購事項已於二零二二年五月十一日完成。扣除股份發行開支約0.10百萬港元之後，認購事項之所得款項淨額約為2.41百萬港元。認購事項之詳情分別於本公司日期為二零二二年四月十三日及二零二二年五月十一日之公告披露。
- (e) 於二零二二年七月五日，本公司與該等認購人訂立該等認購協議，據此，該等認購人已有條件同意認購，而本公司已有條件同意配發及發行合共12,546,128股認購股份，認購價為每股認購股份0.375港元。認購事項已於二零二二年七月二十七日完成。扣除股份發行開支約0.08百萬港元之後，認購事項之所得款項淨額約為4.62百萬港元。認購事項之詳情分別於本公司日期為二零二二年七月五日及二零二二年七月二十七日之公告披露。
- (f) 於二零二二年十一月三日，本公司與配售代理訂立配售協議，據此，本公司委任配售代理作為其代理人，以促使不少於六名承配人根據一般授權認購最多15,055,354股配售股份，配售價為每股配售股份0.52港元。配售事項已於二零二二年十二月十五日完成。扣除股份發行開支約0.10百萬港元之後，配售事項之所得款項淨額（扣除應付配售代理人的配售佣金及配售事項產生的其他開支後）約為7.73百萬港元。配售事項之詳情分別於本公司日期為二零二二年十一月二十三日、二零二二年十一月二十四日及二零二二年十二月十五日之公告披露。

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28. SHARE CAPITAL (Continued)

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meeting of the Company. All ordinary shares rank equally with regard to the Company's residual asset.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The capital structure of the Group comprises all components of shareholders' equity.

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts, redemption of existing debts or selling assets to reduce debts. No change was made in the objectives, policies or processes for managing capital during the years ended 31 December 2022 and 2021.

The only externally imposed capital requirement for the Group is that in order to maintain its listing on the Stock Exchange, it has to have a public float of at least 25% of the shares. The Group has maintained a sufficient public float to comply with the Listing Rules from the date of the Listing.

28. 股本 (續)

普通股持有人有權收取不時宣派之股息，並有權在本公司之大會上按每股一票進行投票。所有普通股就本公司之剩餘資產而言均享有同等權益。

本集團在資本管理上的目標為保障本集團有能力繼續營運，透過優化債務及股本結餘為股東提供最大回報。本集團的資本架構包括所有股東權益部分。

本集團透過考慮資本成本及與各類資本有關的風險經常審閱資本架構。本集團將透過派付股息、發行新股及股份回購以及發行新債、贖回現有債務或出售資產以減少債務來平衡整體資本架構。截至二零二二年及二零二一年十二月三十一日止年度，資本管理的目標、政策或程序並無作出任何變動。

唯一外部強制性資本要求為，本集團如欲維持其在聯交所上市的地位，其公眾持股量最少為股份的25%。本集團自上市日期起一直維持足夠的公眾持股量以符合上市規則。

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29. RESERVES

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

Nature and purpose of reserves

(a) Contributed surplus

The contributed surplus represents the difference between the par value of the shares of the Company and proceeds received from the issuance of the shares of the Company.

Under the Companies Act of Bermuda, the contributed surplus account of the Company is available for distribution. However the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- it is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

(b) Capital reserve

The capital reserve of the Group mainly represents the reserve arising from the Group reorganisation.

(c) Statutory reserve

In accordance with the PRC Company Law and the Group's PRC subsidiaries' articles of association, the Group's PRC subsidiaries are required to allocate 10% of its profit after tax as determined in accordance with the relevant accounting principles and financial regulations applicable to PRC companies to the statutory reserve until such reserve reaches 50% of the registered capital. The appropriation to the reserve must be made before any distribution of dividends to equity holders. The statutory surplus reserve can be used to offset previous years' losses, if any, and part of the statutory surplus reserve can be capitalised as paid-in capital provided that the amount of such reserve remaining after the capitalisation shall not be less than 25% of the paid-in capital of the Group's subsidiaries.

29. 儲備

本集團儲備金額及其變動於合併損益及其他全面收益表及合併權益變動表內呈列。

儲備性質及用途

(a) 實繳盈餘

實繳盈餘指本公司股份面值與本公司發行股份獲得的所得款項之間的差額。

根據百慕達公司法，本公司之繳入盈餘賬可供分派。倘出現以下情況，則本公司不可以繳入盈餘宣派或派發股息，或作出分派：

- 其（或於派發後）未能支付其到期之負債；或
- 其資產之可變現價值因此低於其負債、其已發行股本及股份溢價賬之總額。

(b) 資本儲備

本集團資本儲備主要指本集團重組產生的儲備。

(c) 法定儲備

根據中國公司法及本集團中國附屬公司的章程細則，本集團之中國附屬公司須將按照適用於中國公司的相關會計原則及財務規定所釐定的10%稅後利潤撥入法定儲備，直至該法定儲備達到註冊資本50%。儲備撥款必須在向權益持有人分配股息之前進行。法定盈餘儲備可用以抵銷過往年度的虧損（如有），而部分法定盈餘儲備可資本化為實收資本，惟資本化後剩餘的該等儲備的金額不得少於本集團附屬公司的實收資本的25%。

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30. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

30. 本公司財務狀況表及儲備變動

(a) 本公司財務狀況表

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current asset	非流動資產		
Investments in subsidiaries	於附屬公司投資	—	—
Current assets	流動資產		
Deposits and other receivables	按金及其他應收款項	11,661	7,932
Amounts due from subsidiaries	應收附屬公司款項	—	184
Cash and bank balances	現金及銀行結餘	3	9
		11,664	8,125
Current liabilities	流動負債		
Other payables	其他應付款項	8,453	6,723
Amounts due to subsidiaries	應付附屬公司款項	17,228	15,872
Borrowings	借款	792,056	638,180
Lease liabilities	租賃負債	—	279
		817,737	661,054
Net current liabilities	流動負債淨額	(806,073)	(652,929)
Total assets less current liabilities	資產總額減流動負債	(806,073)	(652,929)
Non-current liabilities	非流動負債		
Borrowings	借款	121,093	169,452
Lease liabilities	租賃負債	—	145
		121,093	169,597
Net liabilities	負債淨額	(927,166)	(822,526)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

30. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

(Continued)

(a) Statement of financial position of the Company (Continued)

30. 本公司財務狀況表及儲備變動 (續)

(a) 本公司財務狀況表 (續)

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Equity	權益		
Share capital	股本	7,753	4,431
Reserves (note 30 (b))	儲備 (附註30(b))	(934,919)	(826,957)
Capital deficiency	資本虧絀	(927,166)	(822,526)

Approved and authorised for issue by the Board of Directors on 31 March 2023.

於二零二三年三月三十一日獲董事會批准及授權刊發。

Li Wanyuan
李萬元
董事
Director

Lin Yuxi
林禹熙
董事
Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

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30. STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

(Continued)

(b) Reserves movement of the Company

		Other reserves 其他儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	903,878	(1,703,218)	(799,340)
Subscription of new shares under general mandate	根據一般授權認購新股份	11,028	–	11,028
Share issue expenses	股份發行開支	(341)	–	(341)
Loss and total comprehensive income for the year	年內虧損及全面收益總額	–	(38,304)	(38,304)
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	914,565	(1,741,522)	(826,957)
Issue of new shares under general mandate	根據一般授權發行新股份	4,225	–	4,225
Placing of new shares under general mandate	根據一般授權配售新股份	5,664	–	5,664
Share issue expenses	股份發行開支	(251)	–	(251)
Loss and total comprehensive income for the year	年內虧損及全面收益總額	–	(117,600)	(117,600)
At 31 December 2022	於二零二二年十二月三十一日	924,203	(1,859,122)	(934,919)

30. 本公司財務狀況表及儲備變動 (續)

(b) 本公司儲備變動

31. OPERATING LEASE COMMITMENTS

The Group as lessor

Operating lease relate to investment property owned by the Group with lease terms of 5 years (2021: 5 to 10 years). The lessee does not have options to extend the lease term and to purchase the property at the expiry of the lease period.

The unguaranteed residual values do not represent a significant risk for the Group, as they relate to property which is located in a location with a constant increase in value over the least 5 years. The Group did not identify and indications that this situation will change.

31. 經營租賃承擔

本集團作為出租人

經營租賃涉及本集團擁有的投資物業，租賃期為五年（二零二一年：五至十年）。承租人無權延長租賃期及於租賃期屆滿時購買該物業。

未擔保剩餘價值對本集團而言並不構成重大風險，因為與該等價值相關的物業位於至少五年內價值會不斷增加的地段上。本集團並無發現且無跡象表明上述情況將會改變。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

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31. OPERATING LEASE COMMITMENTS (Continued)

The Group as lessor (Continued)

Minimum lease payments receivables on leases are 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
Within 1 year	第一年內	1,176	1,076
In the second year	第二年	1,104	1,076
In the third year	第三年	1,080	1,004
In the fourth year	第四年	580	980
In the fifth year	第五年	–	3,360
		3,940	7,496

The following table presents the amounts reported in profit or loss:

下表呈列於損益報告的金額：

		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
Lease income on operating lease	經營租賃租金收入	1,460	760

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

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32. CONTINGENT LIABILITIES

During the course of business, the Group has been involved in litigations initiated by various suppliers, customers and lenders concerned with the contract disputes, quality of goods and repayment of debts, including claims of insignificant or unspecified amounts. Some of the litigations have been concluded by the court and/or settled, while some of the litigations are still pending judgement. Since the Group has already accounted for these payables in the consolidated financial statements, the directors are of the view that the litigations will not have any significant financial impact to the Group.

32. 或然負債

本集團於業務過程曾牽涉多個由供應商、客戶及貸款人就合約糾紛、貨品質素及債務償還提起之訴訟，包括金額並不重大或並未訂明金額之索償。部分訴訟已由法院結案及／或和解，而部分訴訟仍有待裁決。由於本集團已於合併財務報表記錄該等應付款項，故董事認為該等訴訟將不會對本集團產生任何重大財務影響。

33. RELATED PARTY TRANSACTIONS

(a) The emoluments of directors and other members of key management during the year was as follows:

33. 關聯方交易

(a) 年內董事及其他主要管理人員的酬金如下：

		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
Fees	袍金	218	211
Other emoluments	其他酬金		
Salaries and allowances	薪金及津貼	1,289	1,598
Retirement benefit scheme contributions	退休福利計劃供款	41	30
		1,330	1,628
		1,548	1,839

Further details of emoluments of directors and other members of key management during the year are set out in notes 14 and 15 to the consolidated financial statements.

年內董事及其他主要管理人員的酬金之進一步詳情載於合併財務報表附註14及15。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

For the year ended 31 December 2022

截至二零二二年十二月三十一日止年度

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of liabilities arising from financing activities

The table set forth below is the detail changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

34. 合併現金流量表附註

(a) 融資活動產生的負債對賬

下表詳述本集團融資活動產生的負債的變動，包括現金和非現金變動。融資活動所產生負債為現金流量已於或未來現金流量將於本集團合併現金流量表中分類為融資活動現金流量的負債。

		Bank Borrowings 銀行借款 RMB'000 人民幣千元	Bonds 債券 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	169,223	781,697	–	950,920
Cash flow	現金流量	(7,907)	(4,978)	(156)	(13,041)
Additions	添置	–	–	568	568
Interest expenses	利息開支	15,810	52,462	12	68,284
Transfer to interest payables	撥往應付利息	(13,814)	–	–	(13,814)
Exchange difference	匯兌差額	–	(21,549)	–	(21,549)
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	163,312	807,632	424	971,368
Cash flow	現金流量	(435)	–	(498)	(933)
Gain on the termination of right-of-use assets	終止使用權資產收益	–	–	(326)	(326)
Additions	添置	–	–	715	715
Interest expenses	利息開支	15,551	36,988	46	52,585
Transfer to interest payables	撥往應付利息	(15,454)	–	–	(15,454)
Exchange difference	匯兌差額	–	68,529	23	68,552
At 31 December 2022	於二零二二年十二月三十一日	162,974	913,149	384	1,076,507

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

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

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Total cash outflow for leases

Amounts included in the statement of cash flow for leases comprise the following:

		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 operating cash flows	於經營現金流量內	56	239
Within financing cash flows	於融資現金流量內	452	144
		508	383

These amounts relate to the following:

該等金額與以下項目有關：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Lease rental paid	已付租賃租金	508	383

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

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35. SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 December 2022 and 2021 are as follows:

35. 附屬公司

於二零二二年及二零二一年十二月三十一日，本公司附屬公司之詳情如下：

Name 名稱	Place of incorporation/ establishment 註冊成立／成立地點	Registered/issued and paid up capital 已註冊／已發行及繳足股本	Percentage of ownership interest 擁有權益所 佔百分比 2022 二零二二年	2021 二零二一年	Principal activities and place of operation 主要業務及經營地點
Potent Union Holdings Limited 康匯控股有限公司	The British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	US\$200 200美元	Direct 100% 直接100%	Direct 100% 直接100%	Investment holding, Hong Kong 投資控股·香港
Digital Assets Group Co., Limited 數字資產集團有限公司	Hong Kong 香港	HK\$10,000 10,000港元	Direct 100% 直接100%	Direct 100% 直接100%	Dormant, Hong Kong 無業務活動·香港
Coral Pearl International Limited 寶瑚國際有限公司	BVI 英屬處女群島	US\$100 100美元	Direct 100% 直接100%	Direct 100% 直接100%	Investment holding, Hong Kong 投資控股·香港
Ultima Prime International Limited	BVI 英屬處女群島	US\$50,000 50,000美元	Direct 100% 直接100%	Direct 100% 直接100%	Dormant, Hong Kong 無業務活動·香港
Moody Group (Int'l) Holding Limited 滿地集團(國際)股份有限公司	Hong Kong 香港	HK\$10,000 10,000港元	Indirect 100% 間接100%	Indirect 100% 間接100%	Investment holding, Hong Kong 投資控股·香港
Shishi City Yingfeiling Supply Chain Management Limited 石獅市英飛凌供應鏈管理有限公司	The PRC 中國	HK\$520,000,000 520,000,000港元	Indirect 100% 間接100%	Indirect 100% 間接100%	Investment holding, the PRC 投資控股·中國
Fengtai Hubei Textile Co., Limited* 豐太湖北紡織有限公司	The PRC 中國	RMB50,000,000 人民幣50,000,000元	Indirect 100% 間接100%	Indirect 100% 間接100%	Manufacturing and sales of fabrics, the PRC 生產及銷售面料·中國
Hongtai (Hubei) Sales Co., Limited* 宏太(湖北)營銷有限公司	The PRC 中國	RMB2,000,000 人民幣2,000,000元	Indirect 100% 間接100%	Indirect 100% 間接100%	Sales of fabrics, the PRC 銷售面料·中國
Shishi Hongtai Supply Chain Management Co., Limited* 石獅市宏太供應鏈管理有限公司	The PRC 中國	RMB1,000,000 人民幣1,000,000元	Indirect 100% 間接100%	Indirect 100% 間接100%	Dormant, the PRC 無業務活動·中國
Guangzhou Seojin Trading Co., Limited 廣州首進貿易有限公司	The PRC 中國	RMB500,000 人民幣500,000元	Indirect 100% 間接100%	– –	Trading of shoes and clothes, the PRC 鞋履及服裝貿易·中國
Guangzhou Seojin Trading Co., Limited 廣州首進貿易有限公司	Hong Kong 香港	HK\$500,000 500,000港元	Indirect 100% 間接100%	Indirect 100% 間接100%	Trading of shoes and clothes, Hong Kong 鞋履及服裝貿易·香港
HKT International Holding Co. Limited 恆科(香港)國際貿易有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000港元	Indirect 100% 間接100%	Indirect 100% 間接100%	Dormant, Hong Kong 無業務活動·香港
Moody Trading Limited 滿地貿易有限公司	Hong Kong 香港	HK\$10,000 10,000港元	Indirect 100% 間接100%	Indirect 100% 間接100%	Investment holding, Hong Kong 投資控股·香港

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35. SUBSIDIARIES (Continued)

35. 附屬公司 (續)

Name 名稱	Place of incorporation/ establishment 註冊成立/成立地點	Registered/issued and paid up capital 已註冊/已發行及繳足股本	Percentage of ownership interest 擁有權益所 佔百分比		Principal activities and place of operation 主要業務及經營地點
			2022 二零二二年	2021 二零二一年	
Moody International Trading Limited 滿地國際貿易有限公司	Hong Kong 香港	HK\$10,000 10,000港元	Indirect 100% 間接100%	Indirect 100% 間接100%	Dormant, Hong Kong 無業務活動·香港
Shenzhen Hengjiekang Products Co., Ltd.* 深圳恒吉康用品有限公司	The PRC 中國	RMB5,000,000 人民幣5,000,000元	Indirect 100% 間接100%	Indirect 100% 間接100%	Dormant, the PRC 無業務活動·中國
Hongtai Mandi Technology (Shenzhen) Co., Limited 宏泰滿地科技(深圳)有限公司	The PRC 中國	RMB5,000,000 人民幣5,000,000元	Indirect 100% 間接100%	– –	Investment holding, the PRC 投資控股·中國
Hongtai Mandi Technology (Zhuhai) Co., Limited 宏泰滿地科技(珠海)有限公司	The PRC 中國	RMB5,000,000 人民幣5,000,000元	Indirect 100% 間接100%	– –	Dormant, the PRC 無業務活動·中國
Shishi Meiyina Clothing Co. Limited 石獅美依娜服飾有限公司	The PRC 中國	RMB1,000,000 人民幣1,000,000元	Indirect 100% 間接100%	– –	Manufacturing and sales of clothes, the PRC 生產及銷售服裝·中國

* The English translation of the company names is for reference only. The official names of these companies are in Chinese. The companies are registered as limited liability companies under the PRC law.

* 公司名稱之英文翻譯僅供識別。該等公司的官方名稱為中文。該等公司根據中國法律註冊為有限公司。

As at 31 December 2022, the bank and cash balances of the Group's subsidiaries in the PRC denominated in RMB amounted to approximately RMB531,000 (2021: RMB395,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations. However, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group's subsidiaries in the PRC is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於二零二二年十二月三十一日，本集團於中國的附屬公司以人民幣計價的銀行及現金結餘約為人民幣531,000元（二零二一年：人民幣395,000元）。將人民幣兌換成外幣須遵守中國的《外匯管理條例》和《結匯、售匯及付匯管理規定》。然而，根據中國《外匯管理條例》及《結匯、售匯及付匯管理條例》，本集團於中國的附屬公司可通過獲授權開展外匯業務之銀行將人民幣兌換成其他貨幣。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 合併財務報表附註

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截至二零二二年十二月三十一日止年度

36. EVENTS AFTER THE REPORTING PERIOD

Pursuant to the resolution to approve the Creditor Scheme (the "Scheme") was duly passed on 8 June 2022 and the Scheme has been sanctioned by the Hong Kong Court on 28 June 2022, the Scheme was effective on 5 September 2022. The completion of issue of the scheme shares under specific mandate ("the Completion") took place on 4 January 2023. An aggregate of 3,262,705,241 scheme shares were allotted and issued to the scheme creditors at the issue price of HK\$0.317 per scheme share for settlement of the all admitted claims of the scheme creditors totalling approximately HK\$1,034.3 million.

Upon Completion, all the admitted claims owing by the Company to the scheme creditors, including all amount owing by the Company, will be discharged and released in full.

Details of the above are set out in the Company's announcements and circulars dated 11 November 2020, 11 April 2022, 18 May 2022, 9 June 2022, 28 June 2022, 21 July 2022, 5 September 2022 and 4 January 2023 respectively.

37. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements are approved and authorised for issue by the Board of Directors on 31 March 2023.

36. 報告期後事項

根據於二零二二年六月八日獲正式通過的批准債權人計劃（「計劃」）的決議案，且於二零二二年六月二十八日獲香港法院批准的計劃，計劃於二零二二年九月五日生效。根據特別授權完成發行計劃股份於二零二三年一月四日發生（「完成」）。合共3,262,705,241股計劃股份按發行價每股計劃股份0.317港元配發及發行予計劃債權人，以償還計劃債權人合共約1,034.3百萬港元之全部認可索償。

於完成後，本公司結欠計劃債權人之所有認可索償（包括本公司結欠的所有款項）將獲清償並悉數解除。

以上事項的詳情分別載於本公司日期為二零二零年十一月十一日、二零二二年四月十一日、二零二二年五月十八日、二零二二年六月九日、二零二二年六月二十八日、二零二二年七月二十一日、二零二二年九月五日及二零二三年一月四日的公告及通函。

37. 批准合併財務報表

合併財務報表已於二零二三年三月三十一日獲董事會批准並授權刊發。

FINANCIAL SUMMARY

財務摘要

OPERATING RESULTS

經營業績

		Year ended 31 December 截至十二月三十一日止年度				
		2022 二零二二年	2021 二零二一年	2020 二零二零年	2019 二零一九年	2018 二零一八年
Revenue (RMB'000)	收益 (人民幣千元)	90,544	155,541	206,666	517,665	250,660
Gross profit/(loss) (RMB'000)	毛利/(損) (人民幣千元)	7,396	3,627	(12,315)	11,019	(61)
Gross profit/(loss) margin	毛利/(損)率	8.2%	2.3%	(6.0%)	2.1%	(0.02%)
Loss and total comprehensive income attributable to owners of the Company	本公司擁有人應佔虧損及全面收益總額 (人民幣千元)	(140,498)	(100,528)	(219,049)	(287,608)	(369,281)
Net loss margin	淨虧損率	155.2%	(64.6%)	(106.0%)	(55.6%)	(147.3%)

CONSOLIDATED BALANCE SHEET

The following table sets forth our assets/liabilities position as at 31 December 2018, 2019, 2020, 2021 and 2022:

合併資產負債表

下表載列我們於二零一八年、二零一九年、二零二零年、二零二一年及二零二二年十二月三十一日的資產/負債狀況：

		As at 31 December 於十二月三十一日				
		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
Current assets	流動資產	58,006	21,503	53,509	120,765	146,798
Current liabilities	流動負債	(1,284,755)	(1,093,130)	(983,267)	(816,853)	(722,576)
Net current liabilities	流動負債淨額	(1,226,749)	(1,071,627)	(929,758)	(696,088)	(575,778)
Net liabilities	負債淨額	(1,175,335)	(1,047,797)	(959,287)	(759,788)	(472,180)

FINANCIAL INDICATORS

財務指標

		Year ended 31 December 截至十二月三十一日止年度				
		2022 二零二二年	2021 二零二一年	2020 二零二零年	2019 二零一九年	2018 二零一八年
Return on equity (%) (Note 1)	股本回報率(%) (附註1)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Return on assets (%) (Note 2)	資產回報率(%) (附註2)	(57.8)	(44.1)	(78.2)	(62.5)	(68.0)
Interest coverage ratio (Note 3)	利息覆蓋率(附註3)	(2.7)	(1.5)	(1.7)	(1.9)	(3.6)

		As at 31 December 於十二月三十一日				
		2022 二零二二年	2021 二零二一年	2020 二零二零年	2019 二零一九年	2018 二零一八年
Current ratio (%) (Note 4)	流動比率(%) (附註4)	4.5	2.0	5.4	14.8	20.3
Quick ratio (%) (Note 5)	速動比率(%) (附註5)	3.7	1.8	5.1	9.4	16.1
Debt to equity ratio (%) (Note 6)	債務股本比率(%) (附註6)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Gearing ratio (%) (Note 7)	權益負債比率(%) (附註7)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用

Notes:

附註：

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|---|---|
| <p>(1) Return on equity was calculated based on our total comprehensive income for the respective year divided by the total equity of the respective year and multiplied by 100%.</p> <p>(2) Return on assets was calculated based on our loss and total comprehensive income for the respective year divided by our total assets of the respective year and multiplied by 100%.</p> <p>(3) Interest coverage ratio was calculated based on our loss for the year for the respective year divided by our finance costs for the respective year.</p> <p>(4) Current ratio were calculated based on our current assets of the respective date divided by our current liabilities of the respective date and multiplied by 100%.</p> | <p>(1) 股本回報率乃按有關年度全面收益總額除以有關年度總權益再乘以100%計算。</p> <p>(2) 資產回報率乃按有關年度虧損及全面收益總額除以有關年度資產總值再乘以100%計算。</p> <p>(3) 利息覆蓋率乃按有關年度之年度虧損除以有關年度的融資成本計算。</p> <p>(4) 流動比率乃按有關日期的流動資產除以有關日期的流動負債再乘以100%計算。</p> |
|---|---|

FINANCIAL SUMMARY 財務摘要

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| (5) Quick ratio were calculated based on our current assets minus inventories as at the respective date divided by our current liabilities as at the respective date and multiplied by 100%. | (5) 速動比率乃按有關日期的流動資產減去存貨後除以有關日期的流動負債再乘以100%計算。 |
| (6) Debt to equity ratio were calculated based on our total debts (being sum of our total borrowings and amounts due to related parties and third parties) as at the respective date divided by total equity as at the respective year and multiplied by 100%. | (6) 債務股本比率乃按有關日期的債務總額(即借款總額與應付關聯方及第三方款項的總和)除以有關年度總權益再乘以100%計算。 |
| (7) Gearing ratio were calculated based on our net debts (being total debts net of cash and cash equivalents) as at the respective date divided by total equity as at the respective year and multiplied by 100%. | (7) 權益負債比率乃按有關日期的債務淨額(即債務總額扣除現金及現金等價物)除以有關年度總權益再乘以100%計算。 |

審核委員會審閱年度業績

審核委員會由獨立非執行董事組成，已審閱本集團截至二零二二年十二月三十一日止年度的經審核合併財務報表，並與本公司管理層商討本集團採納的會計原則及會計準則及關於本集團風險管理及內部監控制度及財務申報的事宜。審核委員會主席具有財務事宜方面的專業資格及經驗，符合上市規則的規定。

本公司審核委員會同意本集團外部核數師長青，並已審閱本集團採納的會計原則及常規以及本集團截至二零二二年十二月三十一日止年度的合併業績。審核委員會認為本集團截至二零二二年十二月三十一日止年度的合併業績符合相關會計準則、規則及規例並已按規定作出適當披露。

股息

董事會不建議就截至二零二二年十二月三十一日止年度向股東派付末期股息。

暫停辦理股東登記手續

為釐定出席股東週年大會（「股東週年大會」）並於會上投票的資格，本公司將於二零二三年五月十六日（星期二）至二零二三年五月十九日（星期五）（包括首尾兩日）暫停辦理股東登記手續，期間不會登記任何股份轉讓。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同有關股票最遲須於二零二三年五月十五日（星期一）下午四時三十分前送交本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。

股東週年大會

本公司股東週年大會將於二零二三年五月十九日（星期五）在香港舉行。股東週年大會通告將於適當時候刊發並寄發予股東。

於聯交所及本公司網站發佈二零二二年年度報告

本公告已於聯交所網站(www.hkexnews.hk)及本公司網站(<http://moodytech-holdingltd.com>)刊登，載有上市規則規定的所有資料的本公司二零二二年年度報告將適當時候寄發予股東，並刊載於本公司及聯交所各自網站。

鳴謝

董事會藉此機會感謝本集團管理層及員工付出的努力和貢獻，以及感謝全體股東及業務夥伴一直以來的鼎力支持。

承董事會命
滿地科技股份有限公司
(已委任臨時清盤人)
(以重組目的)
主席及執行董事
李萬元

香港，二零二三年三月三十一日

於本公告日期，執行董事為李萬元先生及林禹熙女士；以及獨立非執行董事為周潤璋先生、林宇剛先生及劉俊廷先生。