SHLD 升華蘭德

浙江升華蘭德科技股份有限公司

SHENGHUA LANDE SCITECH LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

Stock Code: 8106

2022

Annual Report

* For identification purposes only

CHARACTERISTICS OF GEM ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

*This report, for which the directors (the "**Director(s)**") of Shenghua Lande Scitech Limited* (the "**Company**") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (i) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this report misleading.*

* *For identification purposes only*

CONTENTS

CORPORATE INFORMATION

DIRECTORS
Executive Directors
Mr. Wang Feng *(Chairman and Chief Executive Officer)*
Mr. Guan Zilong
Mr. Xu Jianfeng

Non-Executive Director
Mr. Chen Ping *(Vice Chairman)*

Independent Non-Executive Directors
Mr. Cai Jiamei
Ms. Huang Lianxi
Mr. Shen Haiying

SUPERVISORS
Mr. Song Zhiwei *(Chairman)*
Ms. Shen Xiaofen
Ms. Shen Rujia

AUTHORISED REPRESENTATIVES
Mr. Xu Jianfeng
Mr. Fork Siu Lun Tommy

COMPLIANCE OFFICER
Mr. Xu Jianfeng

COMPANY SECRETARY
Mr. Fork Siu Lun Tommy

AUDIT COMMITTEE
Mr. Shen Haiying *(Chairman)*
Mr. Cai Jiamei
Ms. Huang Lianxi

REMUNERATION COMMITTEE
Mr. Cai Jiamei *(Chairman)*
Mr. Wang Feng
Mr. Shen Haiying

NOMINATION COMMITTEE
Ms. Huang Lianxi *(Chairman)*
Mr. Wang Feng
Mr. Cai Jiamei

REGISTERED OFFICE
No. 9 Nanhu Road
Zhongguan Town
Deqing County
Huzhou City
Zhejiang Province
The People's Republic of China (the "**PRC**")

PRINCIPAL PLACE OF BUSINESS IN THE PRC
11th Floor, Building 1
Xitou Innocentre
239 Shuanglong Street
Xihu District
Hangzhou City
Zhejiang Province
The PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG
Room 1505
15/F., Fullerton Centre
19 Hung To Road
Kwun Tong
Kowloon
Hong Kong

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE
Hong Kong Registrars Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

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

PRINCIPAL BANKERS
Bank of China Limited, Deqing Branch
36 Yongan Street
Wukang Town
Deqing County
Huzhou City
Zhejiang Province
The PRC

Zhejiang Deqing Rural Commercial Bank Co., Ltd.
50 Shenchangxu Street
Wukang Town
Deqing County
Huzhou City
Zhejiang Province
The PRC

STOCK CODE
8106

CHAIRMAN'S STATEMENT

I would like to present hereby on behalf of the board (the "**Board**") of Directors the 2022 annual report of the Company and its subsidiaries (together the "**Group**").

FINANCIAL HIGHLIGHTS

For the year ended 31 December 2022, the Group recorded a revenue from continuing operations of approximately RMB135,024,000 (2021: RMB206,049,000 (restated)), a net loss attributable to owners of the Company from continuing operations of approximately RMB19,005,000 (2021: profit of RMB7,548,000 (restated)) and a net loss attributable to owners of the Company from continuing and discontinued operations of approximately RMB16,168,000 (2021: profit of RMB665,000).

The Board does not recommend the payment of a final dividend for the financial year ended 31 December 2022 (2021: nil).

REVIEW OF OPERATIONS AND PROSPECTS

During the reporting year, the "Novel Pneumonia Coronavirus" epidemic has not yet lifted its gloom. With the spread of the epidemic in the mainland China and continuous optimisation and adjustment of the epidemic prevention policy, the society and economy were severely challenged and all business segments of the Group were adversely affected to a certain extent. The project market development, project development and acceptance of the provision of smart city solutions business did not progress as expected, the supply chain activities and express delivery of the provision of e-commerce operation solution services business were greatly affected, and the ongoing market promotion of smart and safe campus has also been forced to slow down. In face of the impact of the epidemic, the Group has been united as one to develop and innovate, overcome difficulties, optimise its business strategy, adjust its business structure and strive to stabilise its business fundamentals.

First, while actively cooperating with the epidemic prevention, the Group strengthened the development of traditional basic business markets around the "Fourteenth Five-Year" development strategic objectives, continuously integrated and optimised internal resources and sought external leveraging to ensure stable and healthy business development with internal and external synergy. During the reporting year, the Group (i) continued to strengthen the prevention and control of inventory and receivable risks in the trading of hardware and computer software business, continuously adjusted the sales strategy and sales structure to maintain the existing key customer base, strived to develop new end customers with higher gross profit margin, and actively expanded the system integration service business to ensure the overall stable development of the business; and (ii) actively grasped the development opportunities of domestic smart cities construction in the provision of smart city solutions business, leveraged on external resources, strengthened internal coordination, seized market opportunities such as the domestic promotion of "digital governance (數字治理)", pilot "Resident Service Card* (居民服務一卡通)", "digital reform (數字化改革)" in Zhejiang Province and the upgrade of the national third-generation social security cards, and kept on providing continuous software system development services and value-added services for the "Digital Citizen and Citizen Card Service Platform* (數字市民及市民卡服務平台)" in local cities where the Group has maintained good relationships with customers. At the same time, the business actively expanded other provincial markets such as Shanxi Province, Hebei Province, Shandong Province and Jiangxi Province, and made joint efforts to expand into markets outside the province with strategic partners to secure more service contracts and orders.

Second, the Group has taken the initiative to revise its strategy and focused on business innovation in an effort to achieve breakthroughs in business transformation. During the reporting year, the Group (i) provided the e-commerce operation solution services business after nearly one and a half year of cultivation and examination under the pandemic and the increasingly fierce competition in the domestic e-commerce market. Due to the risk prevention of the innovative business, the Group disposed of all of its equity interests in Zhejiang Dianshi Technology Co., Ltd.* (浙江典石科技有限公司) ("**Zhejiang Dianshi**") during the reporting year and to divest from the community marketing services business which was the focus of cultivation; (ii) leveraged on the development of new technologies such as AIoT and big data and vigorously innovated to provide new smart city solutions services and new solution services for other sub-segments (such as smart trade union, smart community, smart housekeeping and digital village, etc.) based on the city brain (城市數據大腦), and strengthened the development of empowering business, such as the research and development of micro-services framework products, data centre products, unified payment products and smart security campus products; and (iii) organised the revision of its "Fourteenth Five-Year" strategic development plan to meet the development needs of the Group, and will continue to seek to acquire and invest in new projects while making business plans in order to achieve effective breakthroughs in business development through capital expansion.

Third, the Group has been promoting the enhancement in corporate management in an orderly manner, implementing standardised operations, and constantly reviewing and improving internal controls, strengthening risk prevention and control, properly addressing inventory and receivable risks, strengthening team building, optimising internal organisation and personnel adjustment and strengthening the intensive management to further unify the corporate management culture and further consolidate internal management synergy.

During the reporting year, although the Group's business has underwent a relatively significant adjustment, there is no change in the business fundamentals and the Group continues to adhere to its development direction and create a business ecology that is in line with the Group's development. The Group fully aware that there are still many challenges. It is still uncertain whether the Group can seize the opportunity in the fierce market competition, build up core competitiveness in its business, and achieve significant breakthroughs in its business. Looking forward, as the "Novel Pneumonia Coronavirus" epidemic has gradually dissipated, the Group will focus closely on the "Fourteenth Five-Year" development strategic objectives and combine the market environment faced by the existing three business segments, follow the development trend of promoting "digital China (數字中國)" in the PRC and "digital reform (數字化改革)" in Zhejiang Province, actively seize the development opportunities of the domestic smart city construction and mobile Internet industry, identify the main weakness of the industry in which the Group operates to explore and seize the market demand, give full play to the advantages of business resources and listing platform, and fully grasp the key role of its talents in the development of enterprise and strive for achieving effective breakthroughs in the Group's business, so as to improve the comprehensive profitability of the Group. The Group will maintain stable traditional business base, strengthen the effective implementation of new smart city application solution service and smart and safe campus projects, etc., strengthen internal systematic management, promote collaborated development, further optimise the "Fourteenth Five-Year" development strategy, and hold accountable the responsible personnel at all levels to ensure the sustainable and healthy development of the Group, and create more business value for the shareholders (the "**Shareholders**") of the Company and give back to the society.

Finally, on behalf of the Board and management, I would like to express my heartfelt thanks to the continued support of the business partners and customers of the Group and Shareholders and the long-term hard work of all staff members.

Wang Feng
Chairman and Chief Executive Officer

21 March 2023
Hangzhou City, the PRC

* *For identification purposes only*

MANAGEMENT DISCUSSION AND ANALYSIS

REVIEW OF OPERATIONS

1. Review of operating results for the year

(i) Overview

Continuing operations

The Group has been principally engaged in (i) the trading of hardware and computer software; (ii) the provision of smart city solutions; and (iii) the provision of e-commerce operation solution services (this business segment has been engaged in, amongst others, the provision of maternal and infant community marketing services business through Zhejiang Dianshi. Upon the Completion (as defined and described in details below), the Group has ceased this business during the reporting year and will continue to seek new business opportunities in this business segment.).

There were no particular seasonal fluctuations in the Group's revenue except that revenues from various business segments in the first quarter were in general lower than in other quarters. This was primarily due to decreased business activities throughout the PRC before, during and after the week-long Chinese New Year holidays, which occurred in January or February of a year. However, the characteristics of the provision of smart city solutions business of the Group was project-based. Currently, the main revenue of the business has come from specific projects and the income depended on the obtaining of project orders, contract amounts of orders obtained and progress of projects and, therefore, there would be fluctuations.

In line with industry performance, the Group's hardware and computer software sales and e-commerce trading normally had relatively low gross profit margins. With the continuous optimisation of product structure and sales strategies and the improvement of service levels, the gross profit margins would increase accordingly. On the other hand, the Group's provision of software development, technical support and various value-added services normally enjoyed relatively higher gross profit margins, which varied among different projects and/or products.

Discontinued operation

Since the end of the third quarter of the year ended 31 December 2021, the Group has been engaged in the provision of maternal and infant community marketing services business, providing self-developed e-commerce platform services, as one of the channels to promoting the development of mobile Internet services. However, the performance of this new business could not meet the initial expectation of the Group. The Group has ceased this business in the fourth quarter of the reporting year through the Disposal (as defined below) and continue to seek alternative paths for the Group's business transformation and development. Details of the Disposal and termination of the business were set out in the sub-section headed "Investment and Cooperation" under this section below.

* *For identification purposes only*

(ii) Revenue

Continuing operations

For the year ended 31 December 2022, (i) the trading of hardware and computer software business generated revenue of approximately RMB113,147,000 (2021: RMB132,308,000), representing approximately 14.48% decrease when compared to last year. At present, the business has a high customer concentration, and the fluctuation of large customer orders has a great impact on business revenue; (ii) the provision of smart city solutions business generated revenue of approximately RMB21,445,000 (2021: RMB50,911,000), representing approximately 57.88% decrease when compared to last year. The business focused on construction projects currently. Due to the differences in the contract amounts for the projects under construction and progress of the projects in each reporting year, there would be certain fluctuations in the amount of revenue recognised in the respective reporting years. The Group has been actively expanding operation services to enhance the stable income capability of the business. In addition, during the year, due to the impact of the "Novel Pneumonia Coronavirus" epidemic, the progress of project market development, project development and acceptance of the business could not be progressed normally, the business revenue decreased significantly year-on-year; and (iii) the provision of e-commerce operation solution services business generated revenue of approximately RMB432,000 (2021: RMB22,830,000 (restated)), representing approximately 98.11% decrease when compared to last year. The revenue achieved for the year comprised income from the original traditional provision of e-commerce supply chain services business. The customer concentration of the business was relatively high. The Group has gradually scaled down since last year and has ceased the business with the major customer due to the business adjustment of the customer and has suspended the operation of this original traditional business. The Group will continue to seek new business opportunities in the provision of e-commerce operation solution services business sector which could generate revenue for the Group.

For the year ended 31 December 2022, the revenue of the Group from continuing operations was approximately RMB135,024,000 (2021: RMB206,049,000 (restated)), representing a decrease of approximately RMB71,025,000, or approximately 34.47%, as compared with that of the year 2021.

(iii) Gross profit margin

Continuing operations

For the year ended 31 December 2022, (i) the gross profit margin of the trading of hardware and computer software business was approximately 7.30% (2021: 7.76%). The Group strived to continuously adjust the sales strategy and sales structure of this business, increasing the sales of brands and products with higher gross profit margins, while decreasing the sales of brands and products with low gross profit margins; (ii) the gross profit margin of the provision of smart city solutions business was approximately 34.94% (2021: 56.46%). The gross profit margin of the business was affected by the gross profit margins of related projects carried out during the respective reporting years, and there would be certain fluctuations. The Group has been actively expanding operation services to enhance the stable profitability of the business. In addition, during the year, the revenue of the business has dropped significantly, as the main cost of the business is fixed labour costs, the decline in revenue also caused a year-on-year decrease in the gross profit margin of the business; and (iii) the gross loss margin of the provision of e-commerce operation solution services business was approximately 0.16% (2021: gross profit margin of 6.61% (restated)). The gross loss generated for the year comprised gross loss from the original traditional provision of e-commerce supply chain services business. As mentioned above, the Group has suspended the operation of this original traditional business. During the year, the business reduced the gross profit margin to clear the inventories and resulted in a gross loss of the business.

The gross profit margin of the Group from continuing operations for the year ended 31 December 2022 was approximately 11.66% (2021: 19.67% (restated)). In the reporting year, due to the significant decline in the proportion of revenue from the provision of smart city solutions business with high gross profit margin, the overall gross profit margin of the Group decreased year-on-year.

(iv) (Loss) profit attributable to owners of the Company from continuing operations

For the year ended 31 December 2022, (i) the trading of hardware and computer software business reported segment profit of approximately RMB1,712,000 (2021: RMB5,906,000). The revenue and gross profit of the business segment for the reporting year has decreased year-on-year. At the same time, the business segment continued to invest labour costs and related equipment in business development during the year, resulting in a conspicuous year-on-year decline in the segment profit; (ii) the provision of smart city solutions business reported segment loss of approximately RMB10,886,000 (2021: profit of RMB9,653,000). During the year, due to the impact of the "Novel Pneumonia Coronavirus" epidemic, the project market development, project development and acceptance of the business could not be progressed normally, the business revenue decreased significantly year-on-year, and the main cost of the business was fixed labour costs, resulting in a substantial segment loss occurred in the reporting year; and (iii) the provision of e-commerce operation solution services business reported segment loss of approximately RMB536,000 (2021: profit of RMB191,000 (restated)). The segment loss recorded for the year comprised mainly loss from the original traditional provision of e-commerce supply chain services business. As mentioned above, the Group has suspended the operation of this original traditional business.

For the year ended 31 December 2022, the net unallocated expenses of the Group were approximately RMB9,467,000 (2021: RMB7,276,000 (restated)), which included an impairment loss of loan receivable of approximately RMB4,151,000 (2021: nil). The loan receivable represented a loan advanced by the Group to Zhejiang Dianshi, its former subsidiary, with a gross amount of RMB11,000,000. The loan was granted previously by the Group to Zhejiang Dianshi in the year 2021, when the Disposal Group (as defined below) was held by the Group, for the Disposal Group's ordinary working capital purposes, and was not settled after the Completion. Since Zhejiang Dianshi has ceased to be a subsidiary of the Group after the Completion, the loan constituted as financial assistance to an independent third party. Details of the loan were set out in the announcement and circular of the Company dated 6 September 2022 and 25 November 2022, respectively. At the end of the reporting year, in accordance with IFRSs and the accounting policies of the Group, adhering to the principle of prudence, the Group conducted an impairment test on the loan receivable with reference to the results of an external assessment. The Group determined the expected credit loss ("**ECL**") for the loan receivable by taking into account the financial position of the counterparty, considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of the loan receivable within its respective loss assessment time horizon, as well as the loss upon default. The Group measured the impairment loss allowance for the loan receivable at an amount equal to lifetime ECL of approximately RMB4,151,000 as at 31 December 2022. As at 31 December 2021, the Group had no loan receivable and no impairment loss on loan receivable was made for the year then ended. Further information on the loan receivable and provision of ECL for loan receivable was set out in notes 4 and 29 to the consolidated financial statements.

As a result of the cumulative effect of the principal factors described above, for the year ended 31 December 2022, the Group reported a net loss attributable to owners of the Company and loss per share from continuing operations of approximately RMB19,005,000 (2021: profit of RMB7,548,000 (restated)) and RMB3.75 cents (2021: earnings of RMB1.49 cents (restated)), respectively.

Though the financial performance of the Group for the year ended 31 December 2022 was not favourable, the Board believes that there will be no material adverse impact on the Group's business operations and the Group maintains a stable financial position.

(v) Profit (loss) attributable to owners of the Company from discontinued operation

For the year ended 31 December 2022, the Group reported a net profit attributable to owners of the Company from discontinued operation of approximately RMB2,837,000 (2021: loss of RMB6,883,000 (restated)),which included a gain on disposal of subsidiaries arising from the Disposal of approximately RMB11,581,000 (2021: nil).

(vi) (Loss) profit attributable to owners of the Company from continuing and discontinued operations

For the year ended 31 December 2022, the Group reported a net loss attributable to owners of the Company and loss per share from continuing and discontinued operations of approximately RMB16,168,000 (2021: profit of RMB655,000) and RMB3.19 cents (2021: earnings of RMB0.13 cents), respectively.

2. Impact of "Novel Pneumonia Coronavirus" epidemic

During the reporting year, the "Novel Pneumonia Coronavirus" epidemic has not yet lifted its gloom. With the spread of the epidemic in the mainland China and continuous optimisation and adjustment of the epidemic prevention policy, the society and economy were severely challenged and all business segments of the Group were adversely affected to a certain extent. The project market development, project development and acceptance of the provision of smart city solutions business did not progress as expected, the supply chain activities and express delivery of the provision of e-commerce operation solution services business were greatly affected, and the ongoing market promotion of smart and safe campus has also been forced to slow down. In face of the impact of the epidemic, the Group has been united as one to develop and innovate, overcome difficulties, optimise its business strategy, adjust its business structure and strive to stabilise its business fundamentals. As the epidemic was fading, the operating activities of the Group's business segments have gradually returned to normal; however, the far-reaching impact of the epidemic will continue to affect the business development of the Group.

3. Business and product development

Continuing operations

During the reporting year, the Group (i) strengthened the prevention and control of inventory and receivable risks in the trading of hardware and computer software business, continued to adjust the sales strategy and sales structure to maintain its key customer base, increased the proportion of end customers sales revenue with higher gross profit margin, actively expanded the system integration service business, and fostered smart and safe campus projects to ensure the overall stable development of the business; (ii) actively grasped the development opportunities of domestic smart cities construction in the provision of smart city solutions business, leveraged on external resources, strengthened internal coordination, gave full play to the advantages of "digital anti-epidemic (數字抗疫)", seized market opportunities such as the domestic promotion of "digital governance (數字治理)", pilot "National Resident Service Card* (全國居民服務一卡通)", "digital reform (數字化改革)" in Zhejiang Province and the upgrade of the national third-generation social security cards, and kept on providing continuous software system development services and value-added services for the "Digital Citizen and Citizen Card Service Platform* (數字市民及市民卡服務平台)" in local cities where the Group has maintained good relationships with customers. During the year, the business actively expanded other provincial markets such as Shanxi Province, Hebei Province, Shandong Province and Jiangxi Province, following the idea of joint development with a focus on collaborative work in innovation and made joint efforts to expand into markets outside the province to secure more service contracts and orders, while consolidating the development and delivery of projects for existing customers in Zhejiang Province. With the development of new technologies such as AIoT and big data, the business vigorously innovated to provide new smart city solutions services and new solution services for other sub-segments (such as smart trade union, smart community, smart housekeeping and digital village, etc.), and strengthened the development of empowering business, such as the research and development of micro-services framework products, data centre products and unified payment products; and (iii) suspended the operation of the original and traditional provision of e-commerce supply chain service business under the provision of e-commerce operation solution services business due to the impact of the integration of domestic cross-border e-commerce platforms. The Group will continue to seek new business opportunities in the provision of e-commerce operation solution services business sector which could generate revenue for the Group.

Discontinued operation

The Group adjusted its development ideas in the provision of e-commerce operation solution services business, under the dual influence of the epidemic and integration of domestic cross-border e-commerce platforms, in a timely manner. The business had ceased the cooperation with the major customer of the original traditional cross-border e-commerce supply chain services business. Leveraged on its accumulated resources and experience, the Group actively cultivated and developed maternal and infant community marketing services business. Through the tireless efforts of the team, the self-developed social e-commerce platform APP and applets had been running smoothly since their launch. The functions and services of the platform had been continuously strengthened and improved. The established supply chain company had continuously enriched its supply chain channels, providing the platform with more choices of high-quality products. However, due to reasons such as the hindrances of investment promotion activities and logistics supply caused by the epidemic, the development of the project had not reached the expected target. After careful consideration and upon the Completion (as detailed below), the Group ceased the provision of maternal and infant community marketing services business during the reporting year and is pursuing other development directions.

4. Investments and cooperation

(i) Business investments and cooperation

On 6 September 2022, the Company entered into an equity transfer agreement (the "**Equity Transfer Agreement**") with Ms. Zhang Yan (張燕) ("**Ms. Zhang**"), pursuant to which the Company agreed to sell its entire 41% equity interests in Zhejiang Dianshi to Ms. Zhang for a consideration of RMB1.00 (the "**Disposal**"). Zhejinag Dainshi (which was then a subsidiary of the Company) and its subsidiaries (collectively referred to as the "**Disposal Group**") have been principally engaged in the provision of community marketing services for maternal, infant and children product series to community teams, which was under the Group's provision of e-commerce operation solution services business sector. Details of the Equity Transfer Agreement and Disposal were set out in the announcement and circular of the Company dated 6 September 2022 and 25 November 2022, respectively. Upon the completion (the "**Completion**") of the Disposal on 10 October 2022, the Disposal Group ceased to be subsidiaries of the Group and the Group ceased its provision of maternal and infant community marketing services business. After the Disposal, the Group will continue to seek new business opportunities in the provision of e-commerce operation solution services business sector which could generate revenue for the Group.

Besides the investment activities mentioned above, the Group has also been constantly seeking suitable investment opportunities or business cooperation opportunities, including opportunities for expansion of the existing businesses and other potential new business opportunities suitable for the Group's development. However, there is no substantial progress up to the present.

During the reporting year, the Group also maintained good cooperation relationship with the hardware and computer software manufacturers, Citizen Card* (市民卡) management companies at various places, e-commerce platforms and other business partners.

(ii) Investment in an associate

As at 31 December 2021, the Group had an investment in an associate, which represented its 18.86% interests, through 41% equity interests of Zhejiang Dianshi, in the registered capital of Hangzhou Muye Brand Management Co., Ltd.* (杭州沐野品牌管理有限司) ("**Muye Brand Management**"), a limited company established in the PRC principally engaged in the management and operation of children's clothing brands, including the establishment, incubation, agency and acquisition of brands, and provision of related supply chain finance and services from product planning and category planning to production, storage, delivery and sales channel promotion, etc.. As at 31 December 2021, the carrying value of the Group's interests in Muye Brand Management was nil as the Group had not made capital injection into Muye Brand Management yet as of that date.

During the reporting year, upon the Completion as described above, the Group no longer holds any equity interests in Muye Brand Management, which has ceased to be an associate of the Group.

(iii) Investments in wealth management products

During the reporting year, the Group subscribed for and held various short-term investments, from time to time, in the wealth management products issued by Bank of China Limited (the "**BOC Wealth Management Products**") and Bank of Hangzhou Co., Ltd.* (杭州銀行股份有限公司) (the "**BOH Wealth Management Products**") (collectively referred to as the "**Wealth Management Products**"). The Wealth Management Products had no fixed maturity periods and were not principal protected nor with pre-determined or guaranteed returns. The underlying investments of the BOC Wealth Management Products were primarily (i) money market instruments (such as various types of deposits, certificates of deposit, pledged repo, etc.); (ii) fixed income securities (such as fixed income products like corporate and government bonds); and (iii) non-standardised assets that met regulatory requirements and other financial investment instruments approved by the regulatory authorities (such as trust loans, acceptance bills and/or letters of credit, etc.). The expected annualised rate of return of the BOC Wealth Management Products was around 1.88% to 3.93% (2021: 2.25% to 2.95%), which was relatively higher than the comparable market bank deposit interest rates. The underlying investments of the BOH Wealth Management Products were mainly fixed income assets, including but not limited to highly liquid assets (such as various bonds, deposits, money market financial instruments), bond funds, pledged and buyout repo, and other debt assets that met regulatory requirements. The expected annualised rate of return of the BOH Wealth Management Products was around 1.70% to 3.63% (2021: 2.57% to 3.65%), which was relatively higher than the comparable market bank deposit interest rates.

The subscriptions of the Wealth Management Products were made for treasury management purpose to maximise the return on the unutilised funds of the Group after taking into account, among others, the level of risk, return on investment and term to maturity. The Group generally subscribed for standard short-term wealth management products issued by creditworthy banks with its temporary unused idle funds, on a revolving basis. Although the Wealth Management Products were marketed as wealth management products which were not principal protected nor with pre-determined or guaranteed returns, the underlying investments were considered to have relatively low risk and be also in line with the internal risk management, cash management and investment policies of the Group as the Group had fully recovered the principals and received the expected returns upon the redemption of the Wealth Management Products in the past. In addition, the Wealth Management Products were with flexible redemption terms or relatively short terms of maturity, and which were considered to akin to placing deposits with banks whilst enabling the Group could also earn more lucrative returns than spot bank savings or time deposit interest rates. Also, in view of the low-risk nature and the flexible redemption terms or relatively short terms of maturity of the Wealth Management Products, the Directors were of the view that the above-mentioned investments in the Wealth Management Products posed little risk to the Group and the terms and conditions of each of the subscriptions of the Wealth Management Products was fair and reasonable and was in the interests of the Company and the Shareholders as a whole. The Group could maximise the overall returns to the Shareholders while maintaining the flexibility of the Group's treasury management.

During each of the two years ended 31 December 2022, there were no subscriptions and/or redemptions of the Wealth Management Products that constituted notifiable transactions of the Company under Chapter 19 of the GEM Listing Rules.

As at 31 December 2022, the Group's investments in the Wealth Management Products issued by the said two banks were classified as financial assets at fair value through profit or loss in its consolidated statement of financial position, with an aggregate outstanding principal amounted to approximately RMB18,035,000 (2021: RMB27,611,000) and represented approximately 14.51% (2021: 15.74%) of its total assets. For the year ended 31 December 2022, the gain realised by the Group from the Wealth Management Products amounted to approximately RMB443,000 (2021: RMB584,000).

5. Principal risks and uncertainties

The Group has been operating in the domestic information and trading markets in the PRC. There was market uncertainty on whether the PRC economy growth will persist in the coming years. The Group's financial performance may be adversely affected if the domestic consumer market downturn occurred and the competition in the market continued to be intensified. The Group endeavoured to develop and transform its business towards mobile Internet industry application and services, aiming to diversify the risk of over reliance on one single business segment or product and cultivate new business and new products with more market competitiveness in order to replace the traditional uncompetitive business.

Other risks and uncertainties were set out in notes 4 to 6 to the consolidated financial statements.

6. Employees information

Continuing operations

As at 31 December 2022, the Group had 143 (31 December 2021: 150 (restated)) employees in total. The total staff costs of the Group for the continuing operations for the reporting year amounted to approximately RMB30,371,000 (2021: RMB31,903,000 (restated)).

The Group's human resources management strategy was formulated in accordance with the Group's development strategy as guideline on the one hand and with the goals stipulated in the long-term vision planning as direction on the other. At the same time, incentive scheme has been linked with other aspects of human resources management and promoted each other. The Group opened wide for recruitment channels, set up mechanisms for attracting talents, grasped for the development of talent usability and formulated a good system in people deployment and incubation. The Group implemented salary management system which linked up staff performance appraisal with compensation system. Salary was fixed and released in accordance with performance appraisal result. After a total assessment on employee's job performance, capability and work attitude, an integrated evaluation could be established for the employee which would be used as referencing standard. Through the integration of the two systems, the employees were effectively motivated, and the successful attainment of the Group's goal was assured.

The Group attached great importance to staff development and ability enhancement and provided them with various training opportunities on diverse qualities and skills. In this way, employees would be more suitable for the Group's job requirements, and at the same time, they would be fully developed in their careers.

The Group did not have any staff share scheme or bonus plan.

7. Environment protection

The Group's businesses did not involve any direct natural resource emissions and environmental pollution. The key environmental impacts from the Group's operations mainly related to energy and paper consumption. To achieve environment protection, the Group encouraged its employees to reduce electricity, paper and other resources consumption throughout all its operations. Moreover, some of the business products provided by the Group would help to improve social management efficiency and save electricity, paper and other resources consumption.

8. Compliance

During the year, the Group has complied with all relevant laws and regulations and has obtained all permits and business licences from various governmental authorities necessary to carry on its businesses.

REVIEW OF FINANCIAL PERFORMANCE AND POSITIONS

1. Financial performance

- For the year ended 31 December 2022, the Group's revenue from continuing operations amounted to approximately RMB135,024,000 (2021: RMB206,049,000 (restated)).
- For the year ended 31 December 2022, the Group achieved a profit margin from continuing operations of approximately 11.66% (2021: 19.67% (restated)).
- For the year ended 31 December 2022, the Group incurred a net loss attributable to owners of the Company from continuing operations of approximately RMB19,005,000 (2021: profit of RMB7,548,000 (restated)).
- For the year ended 31 December 2022, the Group achieved a net profit attributable to owners of the Company from discontinued operation of approximately RMB2,837,000 (2021: loss of RMB6,883,000 (restated)).
- For the year ended 31 December 2022, the Group incurred a net loss attributable to owners of the Company from continuing and discontinued operation of approximately RMB16,168,000 (2021: profit of RMB665,000).
- For the year ended 31 December 2022, the Group recorded loss per share from continuing operations of approximately RMB3.75 cents (2021: earnings of RMB1.49 cents (restated).
- For the year ended 31 December 2022, the Group recorded loss per share from continuing and discontinued operations of approximately RMB3.19 cents (2021: earnings of RMB0.13 cents).

2. Financial positions

- The Group maintained creditable financial conditions. For the year ended 31 December 2022, the Group was mainly financed by proceeds generated from daily operations, other internal resources and borrowings.
- As at 31 December 2022, the Group had plant and equipment of approximately RMB3,032,000 (2021: RMB5,493,000). The significant decrease in the Group's plant and equipment during the reporting year was mainly attributable to the Disposal.
- As at 31 December 2022, the Group did not have right-of-use assets (2021: RMB8,153,000). The significant decrease in the Group's right-of-use assets during the reporting year was a result of the Disposal.
- As at 31 December 2022, the Group had goodwill of approximately RMB1,856,000 (2021: RMB2,272,000). The decrease in the Group's goodwill during the reporting year was resulted from the Disposal.
- As at 31 December 2022, the Group had loan receivable of approximately RMB6,849,000 (2021: nil) which represented loan advanced by the Group to Zhejiang Dianshi, its former subsidiary, net of accumulated allowance for impairment loss, as mentioned above.
- As at 31 December 2022, the Group had inventories of approximately RMB7,295,000 (2021: RMB11,179,000). The significant decrease in the Group's inventories during the reporting year was mainly attributable to the decrease in inventories of computer software and hardware.
- As at 31 December 2022, the Group had total prepayments and other receivables of approximately RMB4,753,000 (2021: RMB10,334,000). The significant decrease in the Group's total prepayments and other receivables during the reporting year was mainly attributable to the Disposal and the decrease in prepayments to suppliers under the trading of hardware and computer software business segment.

- As at 31 December 2022, the Group had contract assets of approximately RMB4,551,000 (2021: RMB9,826,000). The significant decrease in the Group's contract assets during the reporting year was mainly attributable to the significant decrease in contract assets recognised under the smart city solutions business segment.

- As at 31 December 2022, the Group's total bank balances and cash and financial assets at fair value through profit or loss (which represented the Wealth Management Products as detailed above) amounted to approximately RMB41,057,000 (2021: RMB69,423,000). As at 31 December 2022, the total bank balances and cash and financial assets at fair value through profit or loss to total assets and net assets ratio were approximately 33.03% (2021: 39.56%) and 42.32% (2021: 65.82%), respectively.

- As at 31 December 2022, the Group had trade and other payables of approximately RMB16,661,000 (2021: RMB52,940,000). The significant decrease in the Group's trade and other payables during the reporting year was mainly attributable to the Disposal and the decrease in trade payables under the provision of smart city solutions business segment.

- As at 31 December 2022, the Group had contract liabilities of approximately RMB643,000 (2021: RMB415,000). The significant increase in the Group's contract liabilities during the reporting year was mainly attributable to the increase in advance payment from customers for bulk purchase under the trading of hardware and computer software business segment.

- As at 31 December 2022, the Group did not have lease liabilities (2021: RMB8,090,000). The significant decrease in the Group's total lease liabilities during the reporting year was resulted from the Disposal.

- As at 31 December 2022, the Group did not have amount due to ultimate holding company (2021: RMB8,000,000). The significant decrease in the Group's amount due to ultimate holding company during the reporting year was resulted from the Disposal.

- As at 31 December 2022, the Group had bank borrowings of RMB10,000,000 (2021: nil). During the reporting year, the Group obtained new bank borrowings for financing the Group's operations.

- As at 31 December 2022, the Group had total assets of approximately RMB124,318,000 (2021: RMB175,470,000).

- As at 31 December 2022, the Group had total liabilities of approximately RMB27,304,000 (2021: RMB69,994,000).

- As at 31 December 2022, the Group had current assets of approximately RMB111,622,000 (2021: RMB158,154,000).

- As at 31 December 2022, the Group had current liabilities of approximately RMB27,304,000 (2021: RMB65,283,000).

- As at 31 December 2022, the Group had equity attributable to owners of the Company of approximately RMB97,014,000 (2021: RMB113,182,000).

- As at 31 December 2022, the Group did not have non-controlling interests (2021: debit balance of RMB7,706,000).

- As at 31 December 2022, the Group had a gearing ratio (i.e. the ratio of total liabilities to total assets) of approximately 21.96% (2021: 39.89%).

- As at 31 December 2022, the Group had a current ratio (i.e. the ratio of current assets to current liabilities) of approximately 4.09 (2021: 2.42).

- The Group's exposure to foreign currency risk related principally to its bank balances, trade receivables, other receivables and trade and other payables denominated in foreign currencies other than the functional currency of relevant group entity. The Group did not have a foreign currency hedging policy. However, the Directors continuously monitored the related foreign exchange exposure and would consider hedging significant foreign currency exposure should the need arise. Further information on the Group's currency risk was set out in note 6 to the consolidated financial statements.

- As at 31 December 2022, none of the Group's assets were pledged (2021: nil).

CONTINGENT LIABILITIES

As at 31 December 2022, the Group has no material contingent liabilities (2021: nil).

CAPITAL STRUCTURE

There were no changes in the Company's capital structure during each of the two years ended 31 December 2022. The registered capital of the Company was RMB50,654,617, comprising 244,421,170 domestic shares (the "**Domestic Shares**") of the Company of nominal value of RMB0.10 each and 262,125,000 H shares (the "**H Shares**") of the Company of nominal value of RMB0.10 each, as at 31 December 2022 and 2021.

LITIGATION

On 8 March 2021, the Company received a civil complaint and a court summons issued by the People's Court of Haidian District, Beijing to the Company with Case Number (2020) Beijing 0108 Min Chu No. 24340, under which Beijing Fortis Oriental Technology Co., Ltd.* (北京富通東方科技有限公司) (the "**Plaintiff**") sued the Company and three other defendants (collectively referred to as the "**Defendants**") on the ground of infringement of trade secrets disputes, requesting the payments of (i) compensation for financial losses of approximately RMB10,944,000 and related interest payment calculated for the period from 7 July 2008 to 30 April 2020, with total principal and interest amounting to approximately RMB18,096,000; (ii) related expenses for handling the case of RMB300,000; and (iii) all litigation costs, jointly by the Defendants (the "**Litigation**"). Details of the Litigation were set out in the announcement of the Company dated 9 March 2021 and annual report of the Company for the year 2020 dated 19 March 2021.

The case was heard on 15 April 2021. During the trial, following the elucidation by the judge, the Plaintiff clearly agreed that the Defendants had not committed joint infringements and that the Defendants were not related with each other, and agreed to withdraw the lawsuit against the Company and two of the other defendants, and only sued the remaining fourth defendant. The Plaintiff immediately submitted an application to withdraw the lawsuit against the Company and the other two defendants, which was accepted and approved by the court (an oral ruling was made in the court, and no separate written ruling would be issued). The trial of the Litigation was over and the Company did not need to bear any compensation liability for the Litigation.

Save as disclosed herein, the Group had no material litigations during each of the two years ended 31 December 2022.

EVENTS AFTER THE REPORTING PERIOD

There were no significant events after the reporting period.

FUTURE PROSPECTS

1. Orders in hand/status in sales contracts

During the reporting year, the Group's trading of hardware and computer software business maintained close cooperative relationships with well-known hardware and software vendors in the industry. On the basis of external sales of computer storage servers and other products and services, it explored system integration services in the field of security, including the active promotion of smart and safe campus services to the regions surrounding Zhejiang Province, such as Anhui Province (development agreements had been reached with eight schools, equipment installation has been completed and more schools were negotiating and developing), and strived to increase the revenue proportion of system integration service contracts to continuously and gradually improve the business revenue structure and profitability. The Group's provision of smart city solutions business's construction service contracts were being implemented in and outside of Zhejiang Province as planned, and it has established good cooperative relationships with local city customers, explored customer needs, provided smart city solution products and services such as the "Digital Citizen and Citizen Card Service Platform* (數字市民及市民卡服務平台)", "Resident Service Card* (居民服務一卡通)" and "One-stop City* (一碼通城)", etc.. At the same time, business orders and contracts in many other cities in the country, such as Shanxi Province, Shandong Province and Jiangxi Province, were procured by way of strategic cooperation, laying a good foundation for the subsequent continuous generation of new contracts and orders. The Group's provision of e-commerce operation solution services business has completed the Disposal and ceased its provision of maternal and infant community marketing services business, and is looking for other suitable business opportunities to increase revenue.

2. Prospects of new business and products

During the reporting year, the Group continued to promote business transformation and development, strengthened the prevention of innovation risks, reviewed the development progress of new businesses, carefully analysed the growth and sustainability of new businesses, and concentrated resources and advantages to achieve effective breakthroughs in transformation. The Group completed the Disposal during the reporting year and ceased the provision of maternal and infant community marketing services business. The Group expects to, under controllable overall risk, continue to seek new business opportunities by combining its existing business and technological strengths, integrate and optimise resources, carry out innovative development of new businesses or new products, and strive to build a sustainable business ecology.

On the one hand, the Group will continue its cultivation in operation services. In particular, the Group will continue to promote the output of operation services in smart trade unions. While providing system solution development services, it will also enhance its value-added service capabilities and provide trade unions and their members with personalised value-added services and products, aiming to provide a variety of convenient and value-added services to the broad customer base of the "Digital Citizen and Citizen Card Service Platform* (數字市民及市民卡服務平台)" and "Resident Service Card* (居民服務一卡通)", etc., in the future and maximise business value.

On the other hand, the Group will follow the development trend of building "digital China (數字中國)" and promoting "digital governance (數字治理)" by the country and the wave of "digital reform (數字化改革)" in Zhejiang Province, make use of the technical advantages and customer resources in various cities accumulated in the provision of smart city solutions business, strengthen the innovation of solutions, provide "digital empowerment (數字賦能)" to customers, and, through the continuous improvement of the "Digital Citizen and Citizen Card Service Platform* (數字市民及市民卡服務平台)", "Resident Service Card* (居民服務一卡通)", "One-stop City* (一碼通城)" and "Digital Renminbi* (數字人民幣)", etc., especially the enhancement of new applications of digital citizens (數字市民) based on the city brain (城市數據大腦), innovate and expand application scenarios and service functions, such as further strengthening the development of applications like smart trade union, smart community, digital village and smart housekeeping services. The Group will grasp the opportunity of the state and governments at all levels to accelerate the improvement of social governance and city management service capabilities and efficiency, promote to customers in various cities perfect digital information services possessing "information release, information collection, traceability and behaviour management", provide better solutions for the advancement and improvement of their social governance and city management, and drive the development of new customers and excavation of old customers of the business.

Further, in addition to the above new initiatives, the Group will actively pursue the transformation and development of other business sectors, such as guiding the trading of hardware and computer software business to continue to adjust sales strategies and sales structure, strengthen the expansion of system integration services, seek supporting service opportunities with the help of the market development of the provision of smart city solutions business, and encouraging its useful exploration in other product sales and services. For example, in terms of smart and safe campus services, the Group will use existing contracted and implemented school projects as models to accumulate experience, accelerate the expansion of the necessary teams, and make market layouts in the country, and strive to become a breakthrough in the transformation of the business.

The Group has revised its "Fourteenth Five-Year" strategic development plan with regard to the internal and external situations of its business development and development goals. The Group will, in accordance with the planning, actively and steadily advance related work to integrate and optimise resources, strengthen business development, improve internal control management, build up talent team and continue to seek acquisition and investment in new businesses and new projects in order to achieve effective breakthrough in business development through capital expansion. The Board understands that the transformation and development of the Group will not be accomplished overnight. In the process of transformation and development, there are many uncertainties, and there will inevitably be a period of development pains. However, the Board believes that the Group will seize the opportunity and, through adoption of effective measures and with the transformation breakthrough and coordinated development of each business sector, achieve effective coverage from technology to service, from product to platform, from offline to online, and from B-end to C-end in the future, and build a business ecosystem with the Group's own characteristics. The Group's sustainable profitability in the mobile Internet service sector will be formed which will create more business value for the Shareholders and community.

On behalf of the Board
Wang Feng
Chairman and Chief Executive Officer

21 March 2023
Hangzhou City, the PRC

* *For identification purposes only*

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The biographical details of the Directors, supervisors (the "**Supervisors**") of the Company and senior management of the Group as at 21 March 2023, the date of this annual report, are set out as follows:

DIRECTORS

Executive Directors

Mr. Wang Feng (王鋒), aged 57, is the chairman (the "**Chairman**") and chief executive officer (the "**Chief Executive Officer**") of the Company. Mr. Wang is also a director of Increator Technology Co., Ltd.* (浙江創建科技有限公司) ("**Increator Technology**"), a wholly-owned subsidiary of the Company. Mr. Wang is a senior accountant, graduated from Nanjing Institute of Grain Economics* (南京糧食經濟學院) (currently known as Nanjing University Of Finance & Economics (南京財經大學)) with a bachelor's degree in economics in July 1988 majoring in accounting. From December 2003 to November 2019, Mr. Wang served various positions including as the audit department manager, finance manager, chief financial officer and vice president of Shenghua Group Holdings Co., Ltd.*（升華集團控股有限公司）("**Shenghua Group Holdings**"). From June 2011 to May 2017, Mr. Wang served as a supervisor of Zhejiang Shenghua Biok Biology Co., Ltd. (浙江升華拜克生物股份有限公司) (currently known as Zhejiang Hugeleaf Co., Ltd.* (浙江翰葉股份有限公司)) ("**Shenghua Biok Biology**"), a company listed on the Shanghai Stock Exchange (stock code: 600226). From July 2015 to November 2019, Mr. Wang served as a director and vice president of Zhejiang Shenghua Holdings Group Company Limited* (浙江升華控股集團有限公司) ("**Zhejiang Shenghua**"). Since December 2019, Mr. Wang has been serving as the chairman and general manager of Huzhou Shenghua Financial Services Co., Ltd.* (湖州升華金融服務有限公司). Mr. Wang has extensive experience in corporate management in the PRC. Mr. Wang joined the Company since April 2022 and has been appointed as an executive Director of the current Board since May 2022.

Mr. Guan Zilong (管子龍), aged 35, is the financial controller of the Company. Mr. Guan is also a director of Increator Technology and Shenghua Scitech Information Limited, both wholly-owned subsidiaries of the Company. Mr. Guan graduated from China Jiliang College*（中國計量學院）(currently known as China Jiliang University（中國計量大學）) and obtained a bachelor's degree in management majoring in financial management in June 2011. Mr. Guan is a non-practising member of Zhejiang Institute of Certified Public Accountants (浙江省註冊會計師協會). Between July 2011 and May 2016, he was with Pan-China Certified Public Accountants LLP*（天健會計師事務所（特殊普通合夥））and mainly handled annual audit works for listed companies and initial public offering works for proposed listing applicants. Mr. Guan joined the Company since June 2016 and has been appointed as an executive Director of the current Board since June 2020.

Mr. Xu Jianfeng (徐劍鋒), aged 36, is the secretary of the Board, authorised representative (the "**Authorised Representative**") and compliance officer (the "**Compliance Officer**") of the Company. Mr. Xu is also a director of Increator Technology and Hangzhou Increator Smart UnionTechnology Co., Ltd.* (杭州創建智工科技有限公司), both wholly-owned subsidiaries of the Company. Mr. Xu graduated from Jiangxi University of Finance and Economics（江西財經大學）majoring in tourism management and finance (second degree) in July 2009 and obtained a bachelor's degree in management and a bachelor's degree in economics. Since July 2009 till May 2017, Mr. Xu has been appointed as the secretary to the president（總裁秘書）of Shenghua Group Holdings. Mr. Xu joined the Company since May 2017 and has been appointed as an executive Director of the current Board since June 2020.

Non-Executive Director

Mr. Chen Ping (陳平), aged 58, is the vice chairman (the "**Vice Chairman**") of the Company. Mr. Chen is an advisor to students seeking their masters' degree and an associate professor at Zhejiang University(浙江大學). Mr. Chen graduated from the Department of Computer Science and Technology at Zhejiang University with a bachelor's degree and a master's degree in computer applications in July 1987 and December 1989, respectively. Since graduation from Zhejiang University, Mr. Chen has been involved in the research and development of computer networking and communication platforms, particularly in wireless data communication platforms and was awarded the Zhejiang Province Science and Technology Advancement Second Prize and Third Prize (浙江省科學技術進步二等獎及三等獎) issued by the Zhejiang Provincial People's Government in the year 1993. Mr. Chen had previously conducted classroom lectures in the Department of Computer Science and Technology at Zhejiang University for seven years up to 1997. Mr. Chen published two computer networking academic textbooks and a number of academic research papers in the PRC. Since October 2021, Mr. Chen has been appointed as an executive director of Rego Interactive Co., Ltd, a company listed on the main board of the Stock Exchange (stock code: 2422). Mr. Chen joined the Company since May 1997. Mr. Chen has been appointed as an executive Director of the current Board since June 2020 and was redesignated as a non-executive Director since August 2020.

Independent Non-Executive Directors

Mr. Cai Jiamei (蔡家楣), aged 76, is the chairman of the remuneration committee (the "**Remuneration Committee**") of the Company. Mr. Cai graduated from the Physics Department of Fudan University (復旦大學) majoring in semiconductor in August 1970. Mr. Cai was appointed as the dean of the College of Information Engineering* (信息工程學院) (from October 2000 to August 2004), the College of Software* (軟件學院) (from April 2002 to May 2006) and the College of Software Vocational Skills* (軟件職業技術學院) (from April 2002 to May 2006) of Zhejiang University of Technology (浙江工業大學). Mr. Cai was elected as the chairman of the second and third session of the council of Zhejiang Software Industry Association* (浙江省軟件行業協會) in 2008 and 2012, respectively. From May 2010 to January 2015, Mr. Cai was appointed as an independent non-executive director of Hangzhou New Century Information Technology Co., Ltd.* (杭州新世紀信息技術股份有限公司) (currently known as Hangzhou Liaison Interactive Information Technology Co., Ltd.* (杭州聯絡互動信息技術股份有限公司)), a company listed on the Shenzhen Stock Exchange (stock code: 002280). From August 2011 to August 2017, Mr. Cai was appointed as an independent non-executive director of B-Soft Company Limited* (創業軟件股份有限公司) (currently known as B-Soft Co., Ltd.* (創業慧康科技股份有限公司)) ("**B-Soft**"), a company listed on the Shenzhen Stock Exchange (stock code: 300451). From July 2013 to January 2020, he was appointed as an independent non-executive director of Sunwave Telecommunication Company Limited* (三維通信股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002115). From January 2014 to January 2019, he was appointed as an independent non-executive director of Hangzhou Xianlin Sanwei Technology Company Limited* (杭州市先臨三維科技股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 830978). Since June 2018, he has been appointed as an independent non-executive director of Xinhu Zhongbao Co., Ltd.* (新湖中寶股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600208). Since October 2020, he has been appointed as an independent non-executive director of B-Soft. Since May 2021, Mr. Cai has been appointed as an independent non-executive director of Insigma Technology Co., Ltd.* (浙大網新科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600797). Mr. Cai joined the Company since May 2017 and has been appointed as an independent non-executive Director of the current Board since June 2020.

Ms. Huang Lianxi (黃廉熙), aged 60, is the chairman of the nomination committee (the "**Nomination Committee**") of the Company. Ms. Huang graduated from East China College of Political Science and Law(華東政法學院) (currently known as East China University of Political Science and Law (華東政法大學)) in August 1983 majoring in law. Ms. Huang furthered her legal study at Shanghai College of International Business and Economics (上海對外貿易學院) (currently known as Shanghai University of International Business and Economics (上海對外貿易大學)) in 1984 and graduated in July 1986. From 1991 to 1992, Ms. Huang attended a one-year course of United Kingdom Practical Training Scheme for Lawyers of the People's Republic of China at University of London and obtained a certificate of completion. From September 1984 to September 2003, Ms. Huang worked at Zhejiang Economy Law Firm*(浙江省經濟律師事務所) (currently known as Zhejiang Zhe Jing Law Firm*(浙江浙經律師事務所)) as a lawyer, deputy head officer (副主任) and partner successively. Ms. Huang is a partner of Zhejiang Tiance Law Firm*(浙江天冊律師事務所)and she joined the firm since September 2003. In October 2008, Ms. Huang was recognised as Outstanding Lawyer (全國優秀律師) for the years 2005 to 2007 by All China Lawyers Association*(中華全國律師協會). In February 2013 and January 2018, Ms. Huang was appointed as a member of the Twelfth and Thirteenth National Committee for Chinese People's Political Consultative Conference*(中華人民政治協商會議第十二屆、第十三屆全國委員會), respectively. Ms. Huang is an arbitrator of the China International Economic and Trade Arbitration Commission (中國國際經濟貿易仲裁委員會). Ms. Huang had been the vice-president of the Lawyers Association of Zhejiang*(浙江省律師協會). From April 2008 to April 2014, Ms. Huang was appointed as an independent non-executive director of Sunny Loan Top Company Limited (香溢融通控股集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600830). From June 2008 to August 2014, Ms. Huang was appointed as an independent non-executive director of Zhejiang Zhenyuan Company Limited (浙江震元股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000705). From April 2009 to April 2015, Ms. Huang was appointed as an independent non-executive director of Shenghua Biok Biology. She was an independent non-executive director of China Calxon Group Company Limited*(嘉凱城集團股份有限公司) (formerly known as Hunan Yahua Holdings Group Company Limited*(湖南亞華控股集團股份有限公司)), a company listed on the Shenzhen Stock Exchange (stock code: 000918), from August 2009 to March 2016. From July 2013 to November 2018, Ms. Huang was appointed as an independent non-executive director of Zhejiang Kangsheng Co., Ltd. (浙江康盛股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002418). From April 2014 to April 2020, Ms. Huang was appointed as an independent non-executive director of Zuoli Kechuang Micro-finance Company Limited (佐力科創小額貸款股份有限公司), a company listed on the main board of the Stock Exchange (stock code: 6866). Ms. Huang was an independent non-executive director of Zhejiang Youpon Ceiling Company Limited* (浙江友邦吊頂股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002718), from March 2016 to May 2022. Ms. Huang has been an independent non-executive director of Zhejiang Walrus New Material Co., Ltd. (浙江海象新材料股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 003011), since December 2018. Ms. Huang has been an independent non-executive director of Hanjia Design Group Co., Ltd.* (漢嘉設計集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300746), since March 2019. Ms. Huang joined the Company since May 2017 and has been appointed as an independent non-executive Director of the current Board since June 2020.

Mr. Shen Haiying (沈海鷹), aged 51, is the chairman of the audit committee (the "**Audit Committee**") of the Company. He completed a two-year professional course for accounting jointly offered by The Broadcast and Television University of China*(中央廣播電視大學) (currently known as The Open University of China (國家開放大學)) and Beijing Technology and Business University (北京工商大學) in January 2005. From November 1999 to March 2007, Mr. Shen was a director of Deqing Tianqin Accountants' Firm Company Limited*(德清天勤會計師事務所有限責任公司). From April 2007 to March 2011, Mr. Shen was the executive director and general manager of Huzhou Tianqin Assets Appraisal Company Limited* (湖州天勤資產評估有限公司). Since April 2011 till March and September 2019, Mr. Shen was the general manager and vice chairman of Zuo Li Group Holdings Company Limited*(佐力控股集團有限公司), respectively. Mr. Shen is a senior accountant (高級會計師) awarded by the Review Committee of Senior Accountant Qualification of Zhejiang Province*(浙江省高級會計師資格評審委員會). He is also a certified tax agent of Zhejiang Province (浙江省註冊稅務師). Since October 2007 to September 2018, Mr. Shen was a director of Zhejiang Top Medicine Co., Ltd. (浙江拓普藥業股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 837631). From June 2008 to May 2014, he was appointed as an independent non-executive director of Shenghua Biok Biology. Mr. Shen joined the Company since May 2017 and has been appointed as an independent non-executive Director of the current Board since June 2020.

SUPERVISORS

Shareholder Representative Supervisors

Mr. Song Zhiwei (宋志偉), aged 37, is the chairman of the supervisory committee (the "**Supervisory Committee**") of the Company. Mr. Song graduated from Zhejiang Gongshang University (浙江工商大學) with a bachelor's degree in economics in July 2009 majoring in finance. Mr. Song served as a customer manager and credit review supervisor from July 2009 to January 2016 in Deqing Shenghua Microfinance Co., Ltd.* (德清升華小額貸款股份有限公司). From February 2016 to August 2018, Mr. Song served as a project manager in Zhejiang Shenghua Internet Financial Information Service Co., Ltd.* (浙江升華互聯網金融信息服務有限公司). From October 2018 to January 2019, Mr. Song worked in the investment department of Zhejiang Oushiman Group Co., Ltd.* (浙江歐詩漫集團有限公司). Since February 2019, Mr. Song has been served sequentially as the investment specialist, assistant to general manager and general manager of the strategic investment department in Zhejiang Shenghua. Mr. Song joined the Company and has been appointed as a Supervisor of the current Supervisory Committee since May 2022.

Ms. Shen Xiaofen (沈小芬), aged 50, completed the specialist study at The Broadcast and Television University of China* (currently known as The Open University of China) majoring in professional accounting in January 2008. From January 1999 to August 2009, Ms. Shen served successively as the staff and deputy manager of the finance department of Shenghua Biok Biology. From August 2009 to July 2017, Ms. Shen was the cost manager of the finance department of Zhejiang Yunda Wind Power Co., Ltd.* (浙江運達風電股份有限公司). Since July 2017 and July 2020, Ms. Shen has served as the deputy general manager and general manager, respectively, of the audit and compliance department of Shenghua Group Holdings. Since March 2022, Ms. Shen has been the assistant to the president of Zhejiang Shenghua. Ms. Shen joined the Company since May 2019 and has been appointed as a Supervisor of the current Supervisory Committee since June 2020.

Employee Representative Supervisor

Ms. Shen Rujia (沈儒佳), aged 34, graduated from Jiaxing University (嘉興學院) in June 2011 majoring in architecture and accounting (second degree), with a bachelor's degree in engineering and a bachelor's degree in management. Ms. Shen obtained the intermediate accounting professional and technical qualification certificate approved by the Ministry of Human Resources and Social Security and Ministry of Finance of the PRC. From July 2011 to July 2018, Ms. Shen worked as an accountant in Shenghua Estate Group Company Limited* (升華地產集團有限公司) ("**Shenghua Estate**"). Ms. Shen has worked as an accountant in the Company since August 2018 and has been appointed as a Supervisor of the current Supervisory Committee since June 2020.

SENIOR MANAGEMENT

Mr. Wang Feng (王鋒), aged 57, is the Chairman and Chief Executive Officer. Mr. Wang is a senior accountant, graduated from Nanjing Institute of Grain Economics* (currently known as Nanjing University Of Finance & Economics) with a bachelor's degree in economics in July 1988 majoring in accounting. From December 2003 to November 2019, Mr. Wang served various positions including as the audit department manager, finance manager, chief financial officer and vice president of Shenghua Group Holdings. From June 2011 to May 2017, Mr. Wang served as a supervisor of Shenghua Biok Biology. From July 2015 to November 2019, Mr. Wang served as a director and vice president of Zhejiang Shenghua. Since December 2019, Mr. Wang has been serving as the chairman and general manager of Huzhou Shenghua Financial Services Co., Ltd.*. Mr. Wang has extensive experience in corporate management in the PRC. Mr. Wang joined the Company since April 2022.

Mr. Guan Zilong (管子龍), aged 35, is the financial controller of the Company. Mr. Guan graduated from China Jiliang College* (currently known as China Jiliang University) and obtained a bachelor's degree in management majoring in financial management in June 2011. Mr. Guan is a non-practising member of Zhejiang Institute of Certified Public Accountants (浙江省註冊會計師協會). Between July 2011 and May 2016, he was with Pan-China Certified Public Accountants LLP* (天健會計師事務所(特殊普通合夥)) and mainly handled annual audit works for listed companies and initial public offering works for proposed listing applicants. Mr. Guan joined the Company since June 2016.

Mr. Xu Jianfeng (徐劍鋒), aged 36, is the secretary of the Board, Authorised Representative and Compliance Officer. Mr. Xu graduated from Jiangxi University of Finance and Economics majoring in tourism management and finance (second degree) in July 2009 and obtained a bachelor's degree in management and a bachelor's degree in economics. Since July 2009 till May 2017, Mr. Xu has been appointed as the secretary to the president (總裁秘書) of Shenghua Group Holdings. Mr. Xu joined the Company since May 2017.

Mr. Zheng Yidong (鄭益東), aged 49, is the vice president of the Company and chairman of the Board of Increator Technology, a wholly-owned subsidiary of the Company. Mr. Zheng passed the self-study higher education examinations in law (高等教育法律專科自學考試) from Zhejiang University in December 1998. Mr. Zheng is qualified to practise law in the PRC since June 2000. Since November 2019, Mr. Zheng has been serving as an assistant to the president (總裁助理) of the Company. From January 2001 to May 2006, Mr. Zheng served as a deputy manager of the legal department of Shenghua Group Holdings. From May 2006 to October 2013, Mr. Zheng served several positions including as an assistant to the general manager (總經理助理), a deputy general manager, a general manager and the chairman of Zhejiang Shenghua Qiang Ci Materials Company Limited* (浙江升華強磁材料有限公司) (currently known as Zhejiang Long Hua Shu Furniture Company Limited* (浙江龍華樹傢俱有限公司)). From October 2013 to February 2014, Mr. Zheng served as a general manager of Shenghua Group Deqing Aohua Advertising Co., Ltd.* (升華集團德清奧華廣告有限公司). From March 2014 to November 2019, Mr. Zheng served various positions including as an assistant to the president (總裁助理) and deputy general manager of Shenghua Estate. Mr. Zheng joined the Company since November 2019.

Mr. Wu Benlin(吳本林), aged 48, is the president of Increator Technology, a wholly-owned subsidiary of the Company. Mr. Wu graduated from He Fei University of Technology (合肥工業大學) with a bachelor's degree in communication engineering. Mr. Wu has devoted to the development of computer software application system, especially the development of application in industry such as social security, city card (城市一卡通), smart city based on J2EE structure, and has extensive experience in the field of city informatisation and smart city. Mr. Wu was awarded the Zhejiang Province Science and Technology Advancement First Prize (浙江省科技進步一等獎) in the year 2008, and qualification certifications of Information System Project Management Professional (信息系統項目管理師), OCP, Microsoft Senior Project Management Training (高級項目經理培訓)and Senior Software Development Supervisor Training Program (高級軟件研發主管研修計劃) and honoured with the qualification such as IBM Certified Structuralist (認證架構師). Mr. Wu joined the Group since February 2018.

Mr. Luo An (羅安), aged 59, is an engineer and the general manager of Hangzhou Huaguang Computer Engineering Co., Ltd.*(杭州華光計算機工程有限公司), a wholly-owned subsidiary of the Company. Mr. Luo is a graduate of master in software computing and theoretical science of Zhejiang University. Mr. Luo had held management positions in Zhejiang Tian Cheng Group High-Tech Development Company* (浙江天昌集團高科技開發公司) and Huzhou Jun Pu Computer Company* (湖州軍普電腦公司) successively. Mr. Luo has over twenty years of management experience in the field of information technology. Mr. Luo joined the Group since September 2009.

Mr. Fork Siu Lun Tommy (霍兆麟), aged 60, is the company secretary (the "**Company Secretary**") of the Company and Authorised Representative. Mr. Fork graduated from University of Hong Kong with a bachelor's degree in science in November 1984. He has been a member of the Hong Kong Institute of Certified Public Accountants since September 1987 and a fellow member of the Association of Chartered Certified Accountants since October 1992. Mr. Fork joined the Company since May 2017.

* *For identification purposes only*

CORPORATE GOVERNANCE REPORT

The Board is pleased to present the corporate governance report (the "**CG Report**") of the Company for the year ended 31 December 2022.

CORPORATE PURPOSE, STRATEGY AND GOVERNANCE PRACTICES

1. Corporate strategy, business model and culture

The Company's mission is to create value for customers and change life with digital and it has a vision to become the founder of digital life. The Group determines to be market-oriented, with the help of the driving force of the rapid development of the Internet economy, strengthen the continuous innovation of products and businesses, provide the general public with more secure, high-quality, efficient, convenient and intelligent digital services and products, and become the leading comprehensive provider of mobile Internet digital services in the PRC. On working towards the achievement of its mission, the Group established the core organisation values of acting lawfully, ethically and responsibly across all levels of the Group and had an ongoing strategic planning process to identify, assess and make responses to the opportunities and challenges that the Group might encountered. The Board has fostered a corporate culture value with focusing on five specific areas: (i) innovation; (ii) collaboration; (iii) wisdom; (iv) health; and (v) integrity. The Board, led by example, instilled, and promoted the corporate culture continually throughout its operations, and considered that the culture and the purpose, value and strategy of the Group are aligned.

The Group is a platform-based technology company group accompanying the rapid development of the PRC's information economy, and has established three core business sectors, namely (i) the trading of hardware and computer software; (ii) the provision of smart city solutions; and (iii) the provision of e-commerce operation solution services, serving the PRC mobile Internet service industry. The Board has been focusing on creating long-term sustainable growth for the Shareholders and delivering long-term values to all stakeholders and community. The principal objectives of the Group are to enhance revenue and profitability, improve overall performance and secure long-term total return for all its stakeholders. The Board included a discussion and analysis of the Group's performance, business development, generation of long-term value and business strategy for the year in the section headed "Management Discussion and Analysis" on pages 5 to 16 of this annual report.

2. Corporate governance practices

Corporate governance provided the framework within which the Board formed their decisions and built their businesses. An effective corporate governance structure allowed the Group to have a better understanding of, evaluate and manage, risks and opportunities (including environmental and social risks and opportunities). As detailed below, the Board was responsible for performing the corporate governance duties of the Company. The Board recognised the importance of achieving high standard of corporate governance in meeting the needs and requirements of the Group's businesses and enhancing the value for the Shareholders. The Board has been fully committed to doing so and has applied the principles of good corporate governance set out in Part 2 of the Corporate Governance Code (the "**CG Code**") as set forth in Appendix 15 to the GEM Listing Rules in all material aspects of the Group's operation throughout the year ended 31 December 2022.

3. Compliance

For the year ended 31 December 2022, the Group (i) has disclosed the information required under the mandatory requirements for disclosure in the CG Report set out in Part 1 of the CG Code; and (ii) has complied with all code provisions set out in Part 2 of the CG Code, except for the deviation from code provision C.2.1 as explained below. The Board will continue to review regularly and take appropriate actions to comply with the CG Code.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The code provision C.2.1 of Part 2 of the CG Code stipulates that the roles of the chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

Following the appointment of Mr. Wang Feng as the Chairman on 6 May 2022, Mr. Wang Feng is both the Chairman and Chief Executive Officer who is responsible for managing the Board and the Group business. The Board believed that vesting the roles of both the Chairman and Chief Executive Officer in the same person would facilitate the execution of the Group's business strategies and boost effectiveness of its operation. Therefore, the Board considered that the deviation from the code provision C.2.1 of Part 2 of the CG Code was appropriate in such circumstance. In addition, under the supervision of the Board which was comprised of three executive Directors, one non-executive Director and three independent non-executive Directors, the Board was appropriately structured with balance of power to provide sufficient checks to protect the interests of the Company and Shareholders. However, the Board will continue to review regularly the effectiveness of the Group's corporate governance structure to assess whether the separation of the positions of the Chairman and Chief Executive Officer is necessary.

BOARD OF DIRECTORS

During the year and up to the date of this report, the composition of the Board was as follows:

Executive Directors

Mr. Wang Feng *(appointed with effect from 6 May 2022)*
Mr. Guan Zilong
Mr. Xu Jianfeng
Mr. Qi Jinsong *(resigned with effect from 31 March 2022)*

Non-Executive Director

Mr. Chen Ping

Independent Non-Executive Directors

Mr. Cai Jiamei
Ms. Huang Lianxi
Mr. Shen Haiying

The biographical details of the Directors have been set out on pages 17 to 19 of this annual report.

The term of appointment of the non-executive Director, Mr. Chen Ping, is from 14 August 2020 to the expiry date of the term of office of the current Board, i.e., until 29 June 2023.

The list of Directors and their role and function has been published on the Stock Exchange's website.

Each Director has ensured that he/she has given sufficient time, commitments and attention to the affairs of the Group during the year.

The composition of the Board was well balanced with each Director having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group. All executive Directors, non-executive and independent non-executive Directors has bought a variety of experience and expertise to the Group.

During the year, the Board adopted a board diversity policy setting out the approach to achieve diversity on the Board. The Company considered diversity of Board members could be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The Company has not set any measurable objectives for implementing the board diversity policy. All future Board appointments will be based on meritocracy, and the candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. During the year, the Nomination Committee had conducted an annual review on the implementation and effectiveness of the board diversity policy and the results was satisfactory.

The Company was committed to ensuring that independent views and input were available to the Board. During the year, the Company complied at all times with the requirement of the GEM Listing Rules relating to the appointment of at least three independent non-executive directors and at least one of them has appropriate professional qualifications or accounting or related financial management expertise. The Nomination Committee had assessed the independence of the independent non-executive Directors on an annual basis. The Company has received from each independent non-executive Director an annual confirmation of his/her independence pursuant to the GEM Listing Rules and the Company considered all independent non-executive Directors to be independent.

Appointment and re-election of Directors should be approved by meetings of the Shareholders. The term of each Director was three years and could be re-elected in succession. According to the stipulations of its articles of association (the "**Articles of Association**"), the Company could not terminate the office of a Director without course.

The resignation and termination of a Director should need reasonable explanation. The Articles of Association stipulated that the terms of all Directors were three years and could continue to hold office when re-elected. Any Director appointed for replacing in vacancy must be thereafter elected in the next general meeting of the Shareholders. The Company did not require the rotation of Directors in three years. Instead, Directors were re-elected by general meeting of the Shareholders upon the expiry of their three years terms, and can be re-appointed.

The Board's primary responsibilities were to formulate the Group's long-term corporate strategy, oversee the management of the Group, evaluate the performance of the Group and enhance long-term Shareholders value. The management of the Group was responsible for executing the strategies adopted by the Board and managing the day-to-day activities of the Group.

The Board has been provided with monthly financial summaries which contained year-to-date key figures of the Group. The monthly financial summaries have given a balanced and understandable assessment of the Group's performance, financial position and prospects in sufficient detail.

The Company has maintained a procedure for the Directors to seek independent professional advice, in appropriate circumstances, at the Company's expense in discharging their duties to the Company.

Pursuant to the CG Code, the Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board was made with thorough and necessary information. The Company would provide introduction and information to newly appointed Directors on their legal and other responsibilities as directors and their functions. As part of an ongoing process of directors' training, the Directors were updated with latest developments regarding the GEM Listing Rules and other applicable regulatory requirements from time to time to ensure compliance of the same by all Directors, the Group's businesses and governance policies. All Directors have been encouraged to attend external and internal forums or training courses on relevant topics which may count towards continuous professional development training. The Company has devised a training record to assist the Directors to record the training they have undertaken. During the year, all Directors have participated in appropriate continuous professional development activities either by attending training courses, seminars and conferences or by reading articles, researches and journals relevant to the Group's businesses or to the Directors' duties and responsibilities.

The following table set out the attendance of individual Directors at the meetings of the Board, Board committees and Shareholders held during the year:

Director	Board	Audit committee	Meeting attended Remuneration committee	Nomination committee	Shareholders
Executive Directors					
Mr. Wang Feng (Note 1)	5/5	–	–	–	1/1
Mr. Guan Zilong	7/7	–	–	–	1/1
Mr. Xu Jianfeng	7/7	–	–	–	1/1
Mr. Qi Jinsong (Note 2)	1/1	–	1/1	1/1	–
Non-Executive Director					
Mr. Chen Ping	7/7	–	–	–	1/1
Independent Non-Executive Directors					
Mr. Cai Jiamei	7/7	4/4	1/1	2/2	1/1
Ms. Huang Lianxi	7/7	4/4	–	2/2	1/1
Mr. Shen Haiying	7/7	4/4	1/1	–	0/1

Notes:

(1) Appointed with effect from 6 May 2022.

(2) Resigned with effect from 31 March 2022.

The Company Secretary prepared minutes and kept records of matters discussed and decisions resolved at all Board meetings. The Company Secretary also kept the Board minutes, which were open for inspection at any reasonable time on reasonable notice by any Director.

BOARD COMMITTEES

To maintain a high level of corporate governance standard, the Board has set up three committees as follows:

1. Audit Committee

The Company has established the Audit Committee with written terms of reference in compliance with the requirements set out in the CG Code. The Audit Committee is currently composed of three independent non-executive Directors, namely, Mr. Shen Haiying, Mr. Cai Jiamei and Ms. Huang Lianxi, and is chaired by Mr. Shen Haiying.

The primary duties of the Audit Committee, as set out in the its written terms of reference, were to review the Group's annual report and audited consolidated financial statements, half-yearly report and quarterly reports and to advise and comment thereon to the Board. The Audit Committee was also responsible for reviewing and supervising the financial reporting process, reviewing the risk management and internal control systems and effectiveness of the internal audit function of the Group. In the course of doing so, the Audit Committee has had detail discussions with the management, internal and external auditor of the Group during the year ended 31 December 2022. The Audit Committee has reviewed, among other things, the audited consolidated financial statements and annual report of the Group for the year ended 31 December 2022. The terms of reference of the Audit Committee have been published on the Stock Exchange's website.

2. Remuneration Committee

The Company has established the Remuneration Committee with written terms of reference in alignment with the provisions set out in the CG Code. The Remuneration Committee currently comprises two independent non-executive Directors, namely, Mr. Cai Jiamei and Mr. Shen Haiying, and one executive Director, Mr. Wang Feng, the Chairman and Chief Executive Officer, and is chaired by Mr. Cai Jiamei.

The main responsibilities of the Remuneration Committee, as set out in the its written terms of reference, were to review and endorse the remuneration policies of the Directors and senior management and to make recommendations to the Board for the remuneration of the Directors and senior management. During the year, the Remuneration Committee discussed with the Chairman on its proposals relating to the remuneration of the Directors and senior management and has ensured that no Director has been involved in deciding his/her own remuneration. The terms of reference of the Remuneration Committee have been published on the Stock Exchange's website.

3. Nomination Committee

The Company has established the Nomination Committee with written terms of reference in alignment with the provisions set out in the CG Code. The Nomination Committee currently comprises two independent non-executive Directors, namely, Ms. Huang Lianxi and Mr. Cai Jiamei, and one executive Director, Mr. Wang Feng, the Chairman and Chief Executive Officer, and is chaired by Ms. Huang Lianxi.

The responsibilities of the Nomination Committee, as set out in the its written terms of reference, included reviewing the structure, size, composition and diversity of the Board on an annual basis; identifying individuals, in accordance with the Board diversity and nomination policy of the Company, suitably qualified to become members of the Board and selecting or making recommendations to the Board on selection of individuals nominated for directorships; assessing the independence of the independent non-executive Directors; making recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for the Directors, in particular the Chairman and Chief Executive Officer; setting out relevant information in the meeting circular and/or documents relating to any proposed resolution to elect an independent non-executive Director at general meeting of the Shareholders; and determining the policy for nomination of the Directors, which involving the consideration on the past performance, qualification and general market conditions in selecting and recommending prospective candidates for directorships. The terms of reference of the Nomination Committee have been published on the Stock Exchange's website.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules throughout the year ended 31 December 2022. Having made specific enquiry with all Directors, the Company confirmed that all Directors had complied with the required standard of dealings and code of conduct regarding securities transactions by the Directors throughout the year ended 31 December 2022.

CORPORATE GOVERNANCE FUNCTIONS

The Company's corporate governance functions were carried out by the Board pursuant to a set of terms of reference adopted by the Board in compliance with the CG Code, including (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board; (b) to review and monitor the training and continuous professional development of the Directors and senior management; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and (e) to review the Company's compliance with the CG Code and disclosure in the CG Report. During the year, the Board has reviewed the corporate governance policy of the Company and duties of the Board and its committees. The Board has also reviewed the CG Report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibility for maintaining sound risk management and internal control systems and reviewing their effectiveness.

Measures have been established to provide an effective risk management system to identify, evaluate and manage significant risks, which included a defined organisational structure with clear lines of responsibility and authority, an appropriate management reporting system and a periodic risk self-assessment conducted by major business units to ensure the proper monitoring of significant risks and adequacy of relevant risk mitigation plans. The aforementioned measures also ensured the proper handling and dissemination of inside information.

Risk management and internal control systems have been designed for managing the Group's significant risks, safeguarding the Group's assets, maintaining proper accounting records, ensuring compliance with relevant laws and regulations, and providing reasonable assurance against material misstatement, loss or fraud. The purpose of the Group's risk management and internal control systems was to provide reasonable, but not absolute assurance, against material misstatement or loss and to manage rather than eliminate risks of failure in operational system in order to achieve the Group's business objectives.

The Board has employed an ongoing process to review the effectiveness of the risk management and internal control systems, which consisted mainly of enquiry, discussion and validation through observation and inspection. During the reporting year, the Board held one meeting to appraise the validity of the Group's risk management and internal control systems in an all-round way, with the Supervisors and part of the senior executives seated in the meeting. The Board's annual review for the year ended 31 December 2022 as aforementioned has satisfactorily covered the adequacy of resources, qualifications and experience, training programs and budget of the Group's accounting and financial reporting functions, as well as those relating to the Group's environmental, social and governance ("**ESG**") performance and reporting. The Board was of the view that the risk management and internal control systems were effective and adequate, and there were no irregularities, improprieties, fraud or other deficiencies that suggested material deficiency in the Group's the risk management and internal control systems.

The Board had established an internal audit function and considered that it has effectively carried out the analysis and independent appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems.

FINANCIAL REPORTING

The Directors acknowledged their responsibility for the preparation of consolidated financial statements which gave a true and fair view, on a going concern basis. In preparing consolidated financial statements which gave a true and fair view, it was fundamental that appropriate accounting policies were selected and applied consistently. It was the independent auditor's responsibility to form an independent opinion, based on their audit, on those consolidated financial statements and to report their opinion to the Shareholders. The responsibilities of the independent auditor have been set out in the independent auditor's report on pages 48 to 52 of this annual report.

ANTI-CORRUPTION AND WHISTLEBLOWING POLICIES

The Group was committed to establishing a corporate culture of integrity and impartiality and had adopted anti-corruption and whistleblowing policies and systems. The information on the anti-corruption practices and whistleblowing procedures of the Group has been set out in the section headed "Environmental, Social and Governance Report" on pages 31 to 39 of this annual report.

GENDER DIVERSITY

During the year ended 31 December 2022 and up to the date of this annual report, the Board comprised six male Directors and one female Director (with a female ratio of approximately 14.29%, one female out of seven Directors) and considered that board diversity has been achieved. The Board targeted to maintain the current level of female representation in the Board, with the ultimate goal of achieving gender parity. However, no numerical targets and timelines for enhancing gender diversity had been set by the Board at present. In considering the Board's succession, the Nomination Committee would deploy multiple channels for identifying suitable director candidates, including referral from the Directors, Shareholders, management, advisors of the Company and external executive search firms, as and when appropriate. The Board will continue to take opportunities to increase the proportion of female members over time as and when suitable candidates are identified.

The gender ratios (female out of total) in the work force of the Group as at 31 December 2022 and 2021 were as follows:

	As at 31 December 2022	As at 31 December 2021
Board (%)	**14.29**	14.29
Supervisory Committee (%)	**66.67**	66.67
Senior management (%)	**–**	–
Other employees (%)	**21.17**	20.98
Total work force (%)	**20.28**	20.00

The Group has set an overall gender diversity target of 25% female representation across its business, as well as individual gender diversity targets for the hardware and computer software trading, smart city solutions and e-commerce operation solution services teams. To support the achievement of these targets, specific initiatives have included a review of the recruitment process, with job descriptions and postings amended to motivate a broader applicant pool, as well as changes to applicant screening and interviews.

AUDITOR'S REMUNERATION

During the year, the Group incurred approximately RMB748,000 (2021: RMB639,000) and RMB82,000 (2021: RMB9,000) for remunerations in respect of audit services and non-audit services provided by the Company's auditor, respectively.

COMPANY SECRETARY

Mr. Fork Siu Lun Tommy is the Company Secretary and he is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. He reported to the Board and assisted the Board in functioning effectively and efficiently. During the year, Mr. Fork undertook not less than fifteen hours of professional training to update his skill and knowledge.

SHAREHOLDER AND INVESTOR RELATIONS

1. Continuous disclosure and communications

The Company disclosed all necessary information to the Shareholders and potential investors in compliance with the GEM Listing Rules. The Company also replied to enquires from the Shareholders timely. The Directors hosted the annual general meeting (the "**AGM**") of the Shareholders held during the reporting year to meet the Shareholders and answer to their enquiries. All votes of the Shareholders at the AGM were taken by poll.

2. Changes in the Articles of Association

During the year ended 31 December 2022, there were no changes in the Articles of Association.

3. Shareholders' communication policy

The Company has established a shareholders' communication policy (the "**Shareholders Communication Policy**") to provide the Shareholders and potential investors with information about the Group to enable the Shareholders to exercise their rights in an informed manner and allow the Shareholders and potential investors to engage actively with the Group.

The Company strives to ensure that the Shareholders and potential investors have ready and timely access to all publicly available information of the Group. The Shareholders and potential investors may at any time make a request for publicly available information of the Group and/or communicate their views on various affairs of the Group for the Company's consideration by post addressed to (i) the principal place of business of the Company in the PRC at 11th Floor, Building 1, Xitou Innocentre, 239 Shuanglong Street, Xihu District, Hangzhou City, Zhejiang Province, the PRC for the attention of the secretary of the Board (for the holders of the Domestic Shares); or (ii) the principal place of business of the Company in Hong Kong at Room 1505, 15/F., Fullerton Centre, 19 Hung To Road, Kwun Tong, Kowloon, Hong Kong for the attention of the Company Secretary (for the holders of the H Shares). The Group will also take advantage of every opportunity to solicit and understand the views of the Shareholders and stakeholders during day-to-day operations. The Company encourages the Shareholders to attend the general meetings of the Shareholders and replies to enquires from the Shareholders.

The Board has conducted a review of the Shareholders Communication Policy during the year and considered that the implementation of the policy was effective, based on the communication results with the Shareholders and potential investors.

4. Dividend policy

The Board has adopted a dividend policy (the "**Dividend Policy**") as set out below:

When the Board recommends or declares dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future business growth.

The Board has the discretion to declare and distribute dividends to the Shareholders, subject to the Articles of Association and all applicable laws and regulations and the factors set out below.

The Board shall also take into account the following factors of the Company and its subsidiaries when considering the declaration and payment of dividends, including financial results, cash flow situation, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, interests of the Shareholders, distributable profit and reserves, any restrictions on the payment of dividends and any other factors that the Board may consider relevant.

Depending on the financial conditions of the Group and the conditions and factors as set out above, dividends may be proposed and declared by the Board for a financial year or period as interim dividend, final dividend, and any distribution of dividend that the Board may deem appropriate.

The Company may declare and pay dividends by way of cash or scrip or cash combined stock or by other means that the Board considers appropriate.

Any declaration and payment of dividends will be subject to Shareholders' approval and in compliance with the law of the PRC and the Articles of Association.

The Board will review the Dividend Policy as appropriate from time to time, and there is no guarantee that any particular amount of dividends will be proposed or declared in any particular period in the future.

SHAREHOLDERS' RIGHTS

1. Convention of an extraordinary general meeting and making of proposals at general meetings

Two or more Shareholders (the "**Eligible Shareholders**") holding at the date of deposit of the requisition an aggregate of 10% or more of the shares (the "**Shares**") carrying the right of voting of the Company shall at all times have the right, by written requisition to the Company, to convene an extraordinary general meeting of the Shareholders.

The written requisition signed by the Eligible Shareholders should be deposited at (i) the principal place of business of the Company in the PRC for the attention of the secretary of the Board (for the holders of the Domestic Shares); or (ii) the principal place of business of the Company in Hong Kong for the attention of the Company Secretary (for the holders of the H Shares), at the addresses mentioned above.

The requisition must state clearly the name of the Eligible Shareholders concerned, their shareholding, the reason to convene an extraordinary general meeting, the agenda proposed to be included as well as the details of the business proposed to be transacted in the extraordinary general meeting.

When the Company convenes an annual general meeting of the Shareholders, Shareholders holding more than three per cent. (3%) (including 3%), in aggregate or alone, of total voting Shares are entitled to propose new resolutions to the Company in written form. The Company shall include those matters which are within the scope of business of the general meeting of the Shareholders into the agenda of such meeting.

2. Sending of enquiries to the Board

Shareholders may send their enquiries and concerns to the Board to (i) the principal place of business of the Company in the PRC for the attention of the secretary of the Board (for the holders of the Domestic Shares); or (ii) the principal place of business of the Company in Hong Kong for the attention of the Company Secretary (for the holders of the H Shares), at the addresses mentioned above. In addition, the Company's website provides fax number and telephone number by which enquiries may be put to the Board.

On behalf of the Board
Wang Feng
Chairman and Chief Executive Officer

21 March 2023
Hangzhou City, the PRC

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Board is pleased to present the ESG report (the "**ESG Report**") of the Group for the year ended 31 December 2022. This ESG Report covered the policies, compliance issues and key performance indicator(s) (the "**KPI(s)**") relating to the environmental and social aspects of the Group. The information on the governance aspect of the Group has been set out in the section headed "Corporate Governance Report" on pages 22 to 30 of this annual report.

BASIS OF PREPARATION

1. Reporting framework

The ESG Report was prepared in accordance with the "ESG Reporting Guide" (the "**ESG Reporting Guide**") as set out in Appendix 20 to the GEM Listing Rules.

2. Reporting principles

The Group adhered to the following fundamental reporting principles as set out in the ESG Reporting Guide for the preparation of the ESG Report:

(i) Materiality

The ESG Report covered the aspects that were material to different stakeholders of the Group. The Board considered that material aspects were those that reflected the Group's significant ESG impacts, or that substantially influenced the assessments and decisions of the Group's stakeholders. The Group obtained information through communication with its business partners and other interested parties through different communication channels (including online questionnaires and daily communication, etc.) during day-to-day operations. With reference to, amongst others, the Group's overall strategy, development, goals and targets, mingled with feedback collected from stakeholders, the Group analysed the relevant information to identify and prioritise material aspects. Issues and KPIs relating to the material aspects were included in the ESG Report to provide the stakeholders and public a comprehensive and profound understanding of the effectiveness of the Group's ESG strategies and system implemented in pursuing sustainable development.

(ii) Quantitative

The Group recorded and disclosed the KPIs in quantitative terms as appropriate for evaluation and validation of the effectiveness of its ESG policies and system. The Group has adopted the international standards and emission factors specified in the guidance materials on ESG issued by the Stock Exchange for computing the relevant KPIs disclosed in the ESG Report.

(iii) Balance

The ESG Report disclosed information in an objective manner, providing the stakeholders and public with an unbiased picture of the Group's overall ESG performance, and has not involved any selections, omissions or presentation formats that may inappropriately influence a decision or judgment by the stakeholders and public.

(iv) Consistency

As far as practicable and unless stated otherwise, the Group applied consistent measurement methodology to allow for meaningful comparison of its ESG performance over time. Any changes in the methods or KPIs used would be disclosed, where applicable. There were no changes to the methods or KPIs used for the year ended 31 December 2022.

3. Compliance

For the year ended 31 December 2022, the Group (i) has disclosed the information required under the "Mandatory Disclosure Requirements" in Part B of the ESG Reporting Guide; and (ii) has complied with the "Comply or Explain Provisions" set out in Part C of the ESG Reporting Guide.

REPORTING BOUNDARY

The ESG Report included the Company and all its principal subsidiaries as set out in note 45 to the consolidated financial statements, covering the principal activities of the Group, namely, (i) the trading of hardware and computer software; (ii) the provision of smart city solutions; and (iii) the provision of e-commerce operation solution services. During the year ended 31 December 2022, the Group disposed of its entire 41% equity interests in Zhejiang Dianshi and its subsidiaries. The ESG Report included the information of the Disposal Group from the beginning of the year until the date of the Completion.

BOARD STATEMENT ON ESG GOVERNANCE STRUCTURE

The Board has overall responsibility for overseeing the Group's ESG issues and related risks and opportunities, including the setting of the ESG strategies and targets, establishment of the ESG system, and reviewing and reporting of the ESG performance.

The Group has implemented a top-down management approach within the Group for ESG management and has developed appropriate and effective ESG management systems and processes. The Board was responsible for the overall decision-making process and overseeing the formulation, administration and assessment of the ESG system. The Board has set up an ESG working group (the "**ESG Working Group**") comprising members from middle to senior management, which supported the Board in the daily management and monitoring of the ESG matters. The main responsibilities of the ESG Working Group were to formulate targets and specific implementation paths, set up relevant ESG working arrangements, coordinate, supervise and promote the ESG work in each department and secondary unit, collect relevant KPI data and prepare the ESG Report. Functional departments were responsible for the execution of measures to achieve the preset ESG-related strategies and targets. The Group maintained effective communication with the stakeholders through daily operations to understand and identify their needs, expectations and concerns regarding ESG factors of the Group, so that the importance of each ESG area could be assessed and long-term development approaches and strategies could be formulated. The Board monitored the ESG performance of the Group for the year in the process of reviewing and approving the ESG Report. The Board considered that all material ESG issues and their impacts on sustainable development of the Group were properly controlled and fairly presented in the ESG Report.

The Board would continue to review and monitor the Group's progress in relation to the ESG issues in order to bring greater benefits for the society as a whole, which was essential for the Group to build a more sustainable business.

ENVIRONMENTAL ASPECTS

1. Emissions

During the reporting year, the Group's operations did not involve any manufacturing plants and related mainly to the provision of services. Accordingly, the Group's businesses have not directly involved any significant air and greenhouse gas ("**GHG**") emissions, discharges into water and land, generation of hazardous and non-hazardous waste and other environmental pollution emissions. During the year, the Group was not aware of any material non-compliance with the environmental laws and regulations in the PRC. No confirmed non-compliance incidents or complaints were noted by the Group in relation to environmental issues.

KPIs

(a) Emission types and data

During the year, the Group did not involve any direct air, GHG and other pollutant emissions due to its business nature (2021: nil).

(b) GHG emissions

As a group focusing on providing services, the Group operated its businesses mainly in office premises. For each of the two years ended 31 December 2022, the Group did not have Scope 1 GHG emissions and had Scope 2 GHG emissions mainly contributed by electricity consumption at the Group's office premises. The GHG emissions disclosed below were calculated with reference to the 2019 PRC Regional Power Grid Baseline Emission Factors Calculation Coefficient (二零一九年中國區域電網基準線排放因子核算係數) issued by the Ministry of Ecology and Environment of the PRC. During the year, the Disposal Group used a larger office space and there was abnormal high temperature weather, which led to a large increase in electricity consumption, resulting in an increase in indirect GHG emissions, as well as an increase in per capita emissions.

	2022	2021
CO_2		
Scope 1 – Direct GHG emission (tonnes CO_2 equivalent)	**–**	–
Scope 2 – Energy indirect GHG emission (tonnes CO_2 equivalent)	**179.8**	122.78
Total GHG emissions (tonnes CO_2 equivalent)	**179.8**	122.78
GHG emission intensity (tonnes CO_2 equivalent/employee)	**0.82**	0.59

(c) Hazardous waste

During the year, the Group did not involve in the generation of any significant hazardous waste due to its business nature (2021: nil).

(d) Non-hazardous waste

During the year, the Group did not involve in the generation of any significant non-hazardous waste due to its business nature (2021: nil).

(e) Emission targets

In the absence of production process, the Scope 1 GHG emissions generated from the Group's business activities were relatively minimal, and the Group's services did not contribute to material impacts on the environment. Nevertheless, during each of the two years ended 31 December 2022, the Group had implemented various measures to minimise electricity consumption as described below, thus reducing the impact of the Scope 2 GHG emissions on the environment.

(f) Wastes management

During each of the two years ended 31 December 2022, the Group produced limited hazardous and non-hazardous wastes due to its business nature. The Group has committed to maintain minimal waste generation over the years to minimise the related impacts to the environment.

2. Use of resources

The key environmental impacts from the Group's operations were mainly related to electricity and paper consumption and related emissions. During the year, to achieve environmental protection, the Group encouraged its employees to efficiently use electricity, paper and other resources throughout all its operations (as described below) and reduce resource usage. However, due to the larger office space used by the Disposal Group and abnormal high temperature weather during the year, the electricity consumption increased significantly, but the use of papers decreased.

KPIs

(a) Electricity and paper consumption

	2022	2021
Electricity consumption (MWh)	**227**	155
Electricity consumption intensity (MWh/employee)	**1.04**	0.75
Paper consumption ('000 pieces)	**101**	126
Paper consumption intensity ('000 pieces/employee)	**0.46**	0.61

(b) Water consumption

Given its business nature, the Group had been continuously keeping the water consumption minimal over the years. There was only limited water consumption for the daily operations of the Group and, accordingly, the Group did not present the water consumption data for each of the two years ended 31 December 2022.

(c) Resource use efficiency targets

The Group believed that although there were no problems in obtaining resources, however, to achieve environmental protection, during each of the two years ended 31 December 2022, the Group had encouraged its employees to increase environmental awareness and to efficiently use electricity, paper, water and other resources throughout all its operations (as described below).

(d) Packaging materials used for finished products

The Group did not involve in production activities and did not use packaging materials for finished products during the year ended 31 December 2022 (2021: nil).

3. The environment and national resources

The Group was committed to environmental responsibility through minimising adverse effects on the community, environment and natural resources while safeguarding the health and safety of the public. Although the Group's business did not involve any direct environmental pollution emissions, during the year under review, the Group executed practices that minimised its indirect impact on its environment and the natural resources, such as emissions associated with the generation of energy and production of papers.

KPI

Impact of the Group's activities on the environment and natural resources

The Group's businesses did not have any significant impacts on the environment and natural resources. Despite that, during each of the two years ended 31 December 2022, the Group had raised environmental awareness for its employees and encouraged its employees to reduce electricity, paper and other resources consumption by shifting to e-statement or scanning, rationalising the daily use of all computers and office equipment, electrical lighting and air-conditioners, switching them off when the offices were closed at the end of the day and promoted daily business trips in an eco-friendly way, etc.. The Group also promoted related solution products, city convenience services, and enhanced government service capabilities, thereby improving social operation efficiency and reducing resource consumption and emissions.

4. Climate change

During the reporting year, the Group has considered the potential climate-related risks in accordance with the recommendations of the Task Force on Climate-Related Financial Disclosures, in which potential physical risk and transition risk from climate change might pose adverse financial impacts on the Group's businesses.

KPI

Significant climate-related issues

During each of the two years ended 31 December 2022, the Group noted that acute physical risk could arise from extreme weather conditions such as heavy raining, flooding and storms and chronic physical risk could arise from sustained high temperature, while transition risk might result from the change in environmental-related regulations or change in customer preferences. Upon evaluation of the potential acute physical risk that might cause disruption to the business activities and supply network, the Group's offices did not locate in high-risk flood areas and that it maintained a strong supplier base so that it could source from alternate suppliers in the event of the suppliers being affected by extreme weather conditions. While the sustained high temperature might result in an elevation of electricity consumption, the Group has adopted energy conservation measures, as described above, in managing such risk. As for the potential transition risk, the Group continued to monitor the regulatory environment and the product market to ensure that its products met regulatory and customer demand and expectations. It was expected that potential extreme weather conditions, sustained high temperature, change in environmental-related regulations and customer preference would not have a material impact on the Group's operations.

During each of the two years ended 31 December 2022, the Group was not aware of any material non-compliance of environmental laws and regulations in the PRC relating to air and GHG emissions, waste water discharges, and generation of hazardous and non-hazardous waste. As such, the Group believed that its operations had posed no significant impact on the climate. Nevertheless, the Group would continue to monitor the climate-related risks and implement relevant measures to minimise the potential physical and transition risks. The Group would keep track of its business and formulate emergency mitigation if any suspected climate-related issues have occurred.

SOCIAL ASPECTS

1. Employment and labour practices

(i) Employment

The Group considered that employees were valuable assets and has committed to building an amicable and rewarding relationship with its employees. The Group has also played actively the bonding and lubrication role of the union between the employees and the Company.

During the year under review, employees were remunerated with salary packages commensurate with their job nature, qualification, experience and performance. A brief description of the Group's remuneration policy has been set out in the sub-section headed "Review of Operations" under the section headed "Management Discussion and Analysis" on pages 5 to 16 of this annual report. The Group also adopted a zero-tolerance policy towards any sorts of discrimination at the workplace.

During the year ended 31 December 2022, the Group has complied with all relevant labour and employment laws and regulations in the PRC.

KPIs

(a) Total work force

		As at 31 December 2022	As at 31 December 2021
Total (person):		**143**	263
Gender:	Male (persons)	**114**	171
	Female (persons)	**29**	92
Employment type:	Full-time (persons)	**140**	261
	Part-time (persons)	**3**	2
Age group:	Under the age of 30 (persons)	**35**	119
	Between the age of 30 – 50 (persons)	**101**	138
	Over the age of 50 (persons)	**7**	6
Geographical region:	PRC (persons)	**142**	262
	Hong Kong (persons)	**1**	1

(b) Employee turnover rate

		2022	2021
Gender:	Male (%)	**6.83**	9.76
	Female (%)	**2.73**	4.82
Age group:	Under the age of 30 (%)	**4.78**	15.90
	Between the age of 30 – 50 (%)	**4.78**	7.23
	Over the age of 50 (%)	**–**	1.45
Geographical region:	PRC (%)	**9.56**	24.58
	Hong Kong (%)	**–**	–

(ii) Health and safety

The Group strived to provide a safe and healthy work environment which enhanced employee performance and company-employee relationship. During the year ended 31 December 2022, the Group was not aware of any material non-compliance with the health and safety laws and regulations in the PRC.

KPIs

(a) Work-related fatalities

During each of the three years ended 31 December 2022, no work-related fatalities or serious injuries on staff members resulted from the Group's operations.

(b) Lost days due to work injury

During the year ended 31 December 2022, there were nil lost days due to work injury relating to the Group's operations (2021: 35 days).

(c) Occupational health and safety measures

During each of the two years ended 31 December 2022, the Group worked its best to cultivate a harmonious workplace, provided free physical health-checkups for the employees and bought accidental and health insurance as well as employers liability insurance for the employees. In the face of the "New Pneumonia Coronavirus" epidemic, the Group actively responded to the call for epidemic prevention, organised its employees to take relevant protective measures in their daily work, and provided protective equipment and services such as masks and temperature measurement. Also, the Group reviewed the office environment and safety policies regularly. Work injury handling procedures were also reviewed to ensure any injury case could be handled properly.

(iii) Development and training

Training was provided to employees to enhance job performance and progression within the Group. A brief description of the Group's staff development and training policy during the year under review has been set out in the sub-section headed "Review of Operations" under the section headed "Management Discussion and Analysis" on pages 5 to 16 of this annual report.

KPIs

(a) Percentage of employee trained

In each of the two years ended 31 December 2022, the Group provided training to all employees in accordance with the training plan to enhance their knowledge and skills required to perform their job duties.

(b) Average training hours completed per employee

		2022	2021
Gender:	Male (hours)	**12.56**	11.07
	Female (hours)	**11.54**	7.34
Employee category:	Senior management (hours)	**22.50**	9.70
	Middle management (hours)	**18.00**	10.93
	Junior employee (hours)	**10.22**	8.01

(iv) Labour standards

The Group would not employ any staff below 18 years of age. No employee would have been paid less than the minimum wage or had been required to work over the maximum working hour specified by the government regulations. During the year under review, the Group has complied with all PRC laws and regulations on prohibition of child and forced labour.

KPIs

(a) Measures to review employment practices to avoid child and forced labour

During each of the two years ended 31 December 2022, the Group employed a stringent recruitment process that included verifying personal information of applicants. The staff member responsible for recruitment would collect the identity proof from the candidates to ensure that the age of the candidates fulfilled the requirements as stipulated by the law.

(b) Steps to eliminate child and forced labour practices when discovered

During each of the two years ended 31 December 2022, the employment of child and forced labour was strictly prohibited. If the management of the Group discovered there was any employment of child and forced labour, the employment concerned would be terminated immediately.

2. Operating practices

(i) Supply chain management

The Group strived to be the national strategic business partners of its customers by providing products and services that met or exceeded customers' requirements for quality, reliability and value. In accomplishing this goal, during the year under review, the Group endeavoured to build long-term and mutually beneficial relationships with its suppliers, which played a crucial role in providing high quality products and ensuring reliable delivery to its customers.

KPIs

(a) Suppliers by geographical region

During the year ended 31 December 2022, the Group purchased from 559 (2021: 329) PRC suppliers and 8 (2021: 7) overseas suppliers.

(b) Practices relating to engaging suppliers

The Group paid great attention to the performance of existing suppliers, including but not limited to their scale, products and/or service quality, efficiency, reputation, supply stability and cost-effectiveness, and selected qualified new suppliers based on the criteria defined by the Group. In the daily cooperation with suppliers, the Group also regularly evaluated them to ensure that they met the standards and would terminate the cooperation with suppliers that failed to meet the standards.

(c) Practices to identify environmental and social risks along the supply chain

The Group conducted necessary assessments of suppliers on environmental and social risk aspects in the course of daily operations. In addition to reviewing the necessary qualifications such as environmental assessment reports and business licenses, the Group would also include other conditions like whether they have obtained other industry-related supporting qualifications such as environmental friendliness certifications and safety production licenses, etc. as auxiliary evaluation requirements.

(d) Practices to promote environmentally preferable products and services when selecting suppliers

The Group encouraged employees to attach importance to environmental protection and encouraged the purchases of environmentally friendly products to minimise the negative impact on the environment during business operations. During its cooperation with suppliers, the Group also encouraged suppliers to provide environmentally friendly products and services, and provided customers with more environmentally friendly products and services.

(ii) Product responsibility

Due to the nature of its business, the Group did not manufacture physical products and mainly provided services and sold products provided by upstream suppliers, and did not had significant impacts in relation to product responsibility. During the year under review, the Group was not aware of any material non-compliance with the relevant product responsibility laws and regulations in the PRC.

KPIs

(a) Products sold or shipped subject to recalls for safety and health reasons

During the year ended 31 December 2022, no products sold or shipped were subject to recalls for safety or health reasons (2021: nil).

(b) Products and service-related complaints

During the year ended 31 December 2021, the Company was involved in a litigation relating to infringement of trade secrets disputes. The case was heard on 15 April 2021 and the lawsuit against the Company was withdrawn by the plaintiff and the Company did not need to bear any compensation liability for the said litigation. Save as disclosed herein, during each of the two years ended 31 December 2022, the Group has not been involved in any significant claims or litigations relating to its business, operation and products.

(c) Practices relating to observing and protecting intellectual property rights

During each of the two years 31 December 2022, the Group attached importance to and complied with relevant intellectual property laws and regulations that have a significant impact on business operations, including the PRC Trademark Law and the PRC Copyright Law, etc., in the PRC. The Group also paid attention to the protection of its own intellectual property rights and handled the relevant registration procedures in a timely manner. If any third party infringed the intellectual property rights of the Group, it would take legal action in a timely manner to safeguard the interests of the Group.

(d) Quality assurance process and recall procedures

During each of the two years ended 31 December 2022, the Group was committed to providing high-quality products and services and avoiding quality risks as much as possible. In order to ensure the quality of the products provided, the Group selected high-quality suppliers and required them to provide qualified products with relevant necessary certificates. The Group also deployed relevant quality management departments and technical personnel to conduct necessary quality control of the output products and services. In the event of quality problems, the Group would promptly confirm with the suppliers and purse the suppliers' responsibilities (if they were related to the suppliers). At the same time, the Group would provide customers with refunds, returns or discounts to deal with products and services with quality problems.

(e) Customer data protection and privacy policies

During each of the two years ended 31 December 2022, the Group was committed to protecting customer information and its privacy, and abided by the relevant privacy laws and regulations in the PRC, including the PRC Cybersecurity Law and the PRC Consumer Rights Protection Law. The Group implemented strict procedures for the collection, retention and disclosure of personal data, and only relevant responsible personnel had access and review rights, so as to minimise the exposure of customer information to ensure the safety of customer privacy.

(iii) Anti-corruption

The Group was committed to maintain a high standard of business ethics and has implemented policies and practices to prohibiting bribery, extortion, fraud, and money laundering. During the year under review, the Group was not aware of any material non-compliance with the laws and regulations in the PRC relating to bribery, extortion, fraud and money laundering and no such cases were reported relating to the business and operations of the Group.

KPIs

(a) Legal cases regarding corruption

During the year ended 31 December 2022, no bribery, extortion, fraud and money laundering cases were reported relating to the businesses and operations of the Group (2021: nil).

(b) Anti-corruption practices and whistle-blowing procedures

During each of the two years ended 31 December 2022, the Group was committed to establishing a corporate culture of integrity and impartiality, establishing a good corporate image, and abiding by laws and regulations such as the PRC Anti-Unfair Competition Law. It has internally formulated relevant standard anti-corruption management system and clearly required employees to regulate their behaviour in daily work and, not to commit any corruption or bribery. The Group had also set up a supervisory department to conduct irregular internal inspections and established a smooth supervision and whistle-blowing mechanism. Upon receipt of any report, the Group would conduct careful inspections immediately and take appropriate actions in a timely manner once corruption and/or bribery has been confirmed.

(c) Staff training on anti-corruption

During each of the two years ended 31 December 2022, the Group conducted relevant anti-corruption training and reminded employees and cooperation partners to regulate their behaviour by urging its employees to sign anti-commercial bribery commitment letters and encouraging its cooperation partners to sign business ethics responsibility letters.

(iv) Community

During the year, the Group took pride in participating in community events and volunteer activities as a key component of its commitment to corporate responsibility. The Group encouraged its employees to involve in relevant engagements and organised charitable donation activities, which provided opportunities for the Group and its employees to contribute to improving local communities.

KPI

Areas and resources of contribution

During each of the two years ended 31 December 2022, the Group continued to organise volunteer employees to visit students from poor families in the mountainous areas, as in previous years, to provide spiritual and material support, actively participated in and encouraged employees to join the "Charity Day Donation (慈善一日捐)"and other donations and clothing donation activities. In addition, in combination with business-related characteristics, by providing technical support for organisations such as Hangzhou Federation of Trade Unions, the Group indirectly facilitated the development of online vocational skills, health, culture and other aspects of learning for the majority of enterprise employees. According to its own enterprise situation, the Group invested limited-value property for community services and care. The Group would use its own resources to encourage its employees to work together to seek more community service activities and actively contribute to the improvement of the community.

On behalf of the Board
Wang Feng
Chairman and Chief Executive Officer

21 March 2023
Hangzhou City, the PRC

REPORT OF THE DIRECTORS

The Board is pleased to present its annual report for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company has been principally engaged in the trading of hardware and computer software and investment holding. The businesses of the Company's principal subsidiaries were set out in note 45 to the consolidated financial statements.

An analysis of the Group's revenue and loss before tax for the year from continuing operations on business segment activities basis has been set out in note 10 to the consolidated financial statements.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2022 has been set out in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Environmental, Social and Governance Report" on pages 3 and 4, pages 5 to 16 and pages 31 to 39 of this annual report, respectively.

RESULTS AND APPROPRIATIONS

The Group's results for each of the two years ended 31 December 2022 and its state of affairs as at 31 December 2022 and 2021 were set out in the consolidated financial statements on pages 53 to 123 of this annual report.

The Board did not recommend the payment of a final dividend for the year (2021: nil).

RESERVES AVAILABLE FOR DISTRIBUTION

At 31 December 2022, the Group did not have reserves available for distribution to the owners of the Company (2021: nil).

PLANT AND EQUIPMENT

Details of movements in the plant and equipment of the Group during each of two years ended 31 December 2022 were set out in note 18 to the consolidated financial statements.

BORROWINGS

Details of the Group's amount due to ultimate holding company and bank borrowings at the end of each of the two years ended 31 December 2022 were set out in notes 32 and 33 to the consolidated financial statements, respectively.

SHARE CAPITAL

Details of the Company's share capital at the end of each of the two years ended 31 December 2022 were set out in note 35 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of the Group during each of the two years ended 31 December 2022 were set out in the consolidated statement of changes in equity on page 56 of this annual report.

RETIREMENT PLAN

Details of the retirement benefit schemes of the Group were set out in note 43 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group in aggregate accounted for approximately 44.97% (2021: 52.86%) of the Group's revenue and the largest customer of the Group accounted for approximately 27.76% (2021: 18.20%) of the Group's revenue for the year.

The five largest suppliers of the Group in aggregate accounted for approximately 61.17% (2021: 67.02%) of the Group's direct purchases and the largest supplier of the Group accounted for approximately 26.89% (2021: 32.35%) of the Group's direct purchases for the year.

None of the Directors, their respective associates, or any Shareholders, which to the knowledge of the Directors owned more than 5% of the Company's issued share capital, had any interest in any of the five largest customers and five largest suppliers of the Group for each of the two years ended 31 December 2022.

FINANCIAL SUMMARY

A summary of the Group's results for each of the five years ended 31 December 2022 and the Group's assets and liabilities as at 31 December 2018, 2019, 2020, 2021 and 2022 was set out on page 124 of this annual report.

DIRECTORS AND SUPERVISORS

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

Executive Directors

Mr. Wang Feng *(appointed with effect from 6 May 2022)*
Mr. Guan Zilong
Mr. Xu Jianfeng
Mr. Qi Jinsong *(resigned with effect from 31 March 2022)*

Non-Executive Director

Mr. Chen Ping

Independent Non-Executive Directors

Mr. Cai Jiamei
Ms. Huang Lianxi
Mr. Shen Haiying

Supervisors

Mr. Song Zhiwei *(appointed with effect from 6 May 2022)*
Ms. Shen Xiaofen
Ms. Shen Rujia
Mr. Lu Weifeng *(resigned with effect from 31 March 2022)*

The term of appointment of the non-executive Director, Mr. Chen Ping, is from 14 August 2020 to the expiry date of the term of office of the current Board, i.e., until 29 June 2023.

The Company has received from each independent non-executive Director an annual confirmation of his/her independence pursuant to the GEM Listing Rules and the Company considered all independent non-executive Directors to be independent.

DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS

Each Director and Supervisor has entered into a service agreement with the Company expiring on 29 June 2023. All appointments are subject to termination in certain circumstances as stipulated in the relevant service agreements.

Saved as disclosed above, none of the Directors or Supervisors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment other than statutory compensation.

BIOGRAPHICAL DETAILS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Biographical details of the Directors, Supervisors and senior management of the Group were set out on pages 17 to 21 of this annual report.

DIRECTORS' AND SUPERVISORS' REMUNERATION AND HIGHEST PAID EMPLOYEES

The Group has adopted an emolument policy as set out in the sub-section headed "Review of Operations" under the section headed "Management Discussion and Analysis" on pages 5 to 16 of this annual report. The Directors', Supervisors' and the Group's senior management's emoluments were determined by the Board with reference to their duties, responsibilities, performance and recommendations by the Remuneration Committee.

Details of the remuneration of the Directors and Supervisors and that of the highest paid employees of the Group were set out in notes 11 and 12 to the consolidated financial statements, respectively.

DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

Save as disclosed below, as at 31 December 2022, none of the Directors, Supervisors or chief executives of the Company had interests in any securities of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future ordinance (the "**SFO**")) which were required (a) pursuant to Divisions 7 and 8 of Part XV of the SFO, to be notified to the Company and the Stock Exchange (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies relating to securities transactions by the Directors, to be notified to the Company and the Stock Exchange:

Long position in shares

Name	Capacity and nature of interest	Number of Shares held	Percentage of beneficial interests in the Company's share capital
Director and Vice Chairman			
Mr. Chen Ping	Beneficial owner	27,294,240 Domestic Shares	5.39%

DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director or Supervisor had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2021: nil).

DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES

During the year ended 31 December 2022, none of the Directors, Supervisors or chief executives of the Company was granted options to subscribe for the Shares (2021: nil). As at 31 December 2022, none of the Directors, Supervisors or chief executives of the Company or any of their spouses and children under 18 years of age had any interest in, or had been granted any interest in, or had been granted, or exercised, had any rights to subscribe for the Shares (or warrants or debentures of the Company, if applicable) or to acquire the Shares (2021: nil).

COMPETING INTERESTS

None of the Directors or management Shareholders and their respective associates (as defined under the GEM Listing Rules) had any interest in a business which competed or might compete with the business of the Group.

INTERESTS DISCLOSEABLE UNDER THE SFO AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed below, so far as was known to any Directors, Supervisors or chief executives of the Company, as at 31 December 2022, there were no persons or companies (other than the interests as disclosed above held by the Directors) who had equity interests or short positions in the Shares or underlying Shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO; or who were deemed to be directly or indirectly interested in 10% or more of the nominal value of any class of share capital of the Company carrying rights to vote in all circumstances at general meetings of the Company; or who were Shareholders as recorded in the register maintained under section 336 of the SFO:

Long position in Shares

Name	Capacity and nature of interests	Number of Shares held	Percentage of beneficial interests in the Company's share capital
Substantial Shareholders			
Zhejiang Shenghua	Beneficial owner and interests of a controlled corporation	168,846,930 Domestic Shares (Note 1) and 93,130,000 H Shares (Note 2)	51.72%
Rise Sea Limited ("**Rise Sea**")	Beneficial owner	93,130,000 H Shares (Note 2)	18.39%
Deqing Huisheng Investment Company Limited* (德清匯升投資限公司) ("**Deqing Huisheng**")	Interests of a controlled corporation	168,846,930 Domestic Shares (Note 1) and 93,130,000 H Shares (Note 2)	51.72%
Mr. Xia Shilin	Interests of a controlled corporation	168,846,930 Domestic Shares (Note 1) and 93,130,000 H Shares (Note 2)	51.72%
Ms. Qian Xiaomei	Interests of spouse	168,846,930 Domestic Shares and 93,130,000 H Shares (Note 3)	51.72%

Name	Capacity and nature of interests	Number of Shares held	Percentage of beneficial interests in the Company's share capital
Other persons			
Mr. Zhang Xuguang	Beneficial owner	20,320,000 Domestic Shares and 20,320,000 H Shares	8.02%
Ms. He Yan	Interests of spouse	20,320,000 Domestic Shares and 20,320,000 H Shares (Note 4)	8.02%
Mr. Wu Menggen	Beneficial owner	21,000,000 Domestic Shares and 12,800,000 H Shares	6.67%
Ms. Dai Jihong	Interests of spouse	21,000,000 Domestic Shares and 12,800,000 H Shares (Note 5)	6.67%
Fong For	Beneficial owner	15,265,000 H Shares	3.01%

Notes:

(1) Zhejiang Shenghua, a limited company established in the PRC, is directly interested in these 168,846,930 Domestic Shares. Zhejiang Shenghua is owned as to approximately 69.54% by Deqing Huisheng, a limited company established in the PRC, which in turn is owned as to 75% by Mr. Xia Shilin. For the purposes of the SFO, Deqing Huisheng and Mr. Xia Shilin are each deemed to be interested in the 168,846,930 Domestic Shares owned by Zhejiang Shenghua.

(2) These 93,130,000 H Shares are beneficially owned by Rise Sea. Rise Sea is a limited company incorporated in Hong Kong and is wholly-owned by Zhejiang Shenghua. Zhejiang Shenghua is owned as to approximately 69.54% by Deqing Huisheng, which in turn is owned as to 75% by Mr. Xia Shilin. For the purposes of the SFO, Zhejiang Shenghua, Deqing Huisheng and Mr. Xia Shilin are each deemed to be interested in the 93,130,000 H Shares owned by Rise Sea.

(3) Ms. Qian Xiaomei is the spouse of Mr. Xia Shilin and therefore she and Mr. Xia Shilin are deemed to be interested in each other's Shares under the SFO.

(4) Ms. He Yan is the spouse of Mr. Zhang Xuguang and therefore she and Mr. Zhang Xuguang are deemed to be interested in each other's Shares under the SFO.

(5) Ms. Dai Jihong is the spouse of Mr. Wu Menggen and therefore she and Mr. Wu Menggen are deemed to be interested in each other's Shares under the SFO.

FINANCIAL ASSISTANCE TO AN ENTITY AND LOAN RECEIVABLE

As at the date of the Equity Transfer Agreement, Zhejiang Dianshi was indebted to the Group in the amount of RMB11,000,000 (the "**Debt**"). The Debt was unsecured and should be fully repaid by 31 December 2025, and the Group may require Zhejiang Dianshi to repay the Debt in advance through litigation and other means in certain circumstances. Interest is charged on the Debt at the rate of 5% per annum until the Debt is fully settled by Zhejiang Dianshi. The Debt was granted previously by the Group to Zhejiang Dianshi in the year 2021, when the Disposal Group was held by the Group, for the Disposal Group's ordinary working capital purposes, and was not settled after the Completion. The Company considered that if Zhejiang Dianshi were required to repay the Debt prior to the Disposal or immediately after the Completion, the repayment of the Debt would have affected the working capital requirements for normal operations of the Disposal Group. The Directors expected that the Disposal Group will achieve an improved financial performance under the purchaser's management and control, and seek settlement of the Debt. Since Zhejiang Dianshi has ceased to be a subsidiary of the Company after the Completion, the Debt constituted as financial assistance. As the amount of the financial assistance exceeds 8% under the assets ratio as defined under Rule 19.07(1) of the GEM Listing Rules, the Debt was subject to the general disclosure obligations under Rules 17.15 and 17.17 of the GEM Listing Rules. Details of the Debt were set out in the announcement of the Company dated 6 September 2022.

As at 31 December 2022, the Debt was classified as loan receivable in the Group's consolidated statement of financial position, with a carrying amount of approximately RMB6,849,000 (2021: nil), net of accumulated allowance for impairment loss of approximately RMB4,151,000 (2021: nil), representing approximately 5.51% (2021: nil) of the Group's total assets. For the year ended 31 December 2022, an impairment loss of approximately RMB4,151,000 (2021: nil) has been recognised. The details of the loan receivable were set out in note 29 to the consolidated financial statements.

Save as disclosed herein, the Group had no financial assistances to entities and/or loans receivable which were required to be disclosed in accordance with the requirements of the GEM Listing Rules as at 31 December 2022 and 2021.

LOAN AGREEMENT WITH ULTIMATE HOLDING COMPANY

On 26 September 2021, Zhejiang Dianshi entered into the loan agreement (the "**Loan Agreement**") with Zhejiang Shenghua, pursuant to which Zhejiang Shenghua would grant unsecured loan (the "**Loan**") to Zhejiang Dianshi with (i) a total amount of RMB30,000,000; (ii) interest bearing at 4.875% per annum; and (iii) a term from 26 September 2021 to 25 September 2022. Zhejiang Shenghua is the ultimate holding company of the Company and holds approximately 51.72% equity interests in the Company. As the Loan was conducted on normal commercial terms and was not secured by the assets of the Group, according to GEM Listing Rule 20.88, the signing of the Loan Agreement and the Loan constituted a fully exempted connected transaction of the Company. As at 31 December 2021, the Loan was classified as amount due to ultimate holding company in the Group's consolidated statement of financial position, with an outstanding amount of RMB8,000,000, the details of which were set out in note 32 to the consolidated financial statements. Upon the Completion, Zhejiang Dianshi ceased to be a subsidiary of the Group and the Loan has not been included in the Group's consolidated financial statements.

Save as disclosed herein, there were no contracts of significance between the Group and a controlling Shareholder which were required to be disclosed in accordance with the requirements of the GEM Listing Rules during each of the two years ended 31 December 2022.

RELATED PARTY TRANSACTIONS

The related party transactions of the Group as set out in note 40 to the consolidated financial statements for each of the two years ended 31 December 2022 were not required to be disclosed and/or reported as connected transactions in accordance with the requirements of Chapter 20 of the GEM Listing Rules.

COMPLIANCE OFFICER AND COMPANY SECRETARY

Mr. Xu Jianfeng is the Compliance Officer. Mr. Fork Siu Lun Tommy is the Company Secretary and he is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this annual report.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company during the year ended 31 December 2022 (2021: nil).

PRE-EMPTIVE RIGHTS

There is no provision regarding pre-emptive rights in the Articles of Association.

AUDIT COMMITTEE

The Company established the Audit Committee in November 2001 with written terms of reference in compliance with the requirements as set out in the GEM Listing Rules. The primary duties of the Audit Committee were to review the Group's annual report and audited consolidated financial statements, half-year report and quarterly reports and to provide advice and comments thereon to the Board, and to review and to provide supervision over the financial reporting process and risk management and internal control systems of the Group. The current Audit Committee comprises three independent non-executive Directors, Mr. Shen Haiying, Mr.Cai Jiamei and Ms. Huang Lianxi, whereas Mr. Shen Haiying is the chairman. During the year, the Audit Committee reviewed the first quarterly report, half-year report, third quarterly report of the Group for the year 2022 and annual report of the Group for the year 2021. The Audit Committee has also reviewed the annual report of the Group for the year 2022.

AUDITOR

During the year, SHINEWING (HK) CPA Limited was re-appointed as auditor of the Company. The consolidated financial statements of the Group for each of the three years ended 31 December 2022 were audited by SHINEWING (HK) CPA Limited.

On behalf of the Board
Wang Feng
Chairman and Chief Executive Officer

21 March 2023
Hangzhou City, the PRC

* *For identification purposes only*

REPORT OF THE SUPERVISORY COMMITTEE

The Supervisory Committee is pleased to present its annual report for the year ended 31 December 2022.

SUPERVISORY COMMITTEE OPERATION REVIEW

With effective from 31 March 2022, Mr. Lu Weifeng resigned as a Supervisor and the chairman of the Supervisory Committee. With effective from 6 May 2022, Mr. Song Zhiwei has been appointed as a Supervisor and the chairman of the Supervisory Committee.

During the reporting year, 4 meetings of the Supervisory Committee were held to review, among other things, the operating results of the Group. During the year, the Supervisory Committee has examined the legitimacy and validity, pursuant to the investiture of the Shareholders' meeting and Articles of Association, upon the convocation and voting procedures of meetings of the Board. We inspected whether the resolutions passed by the Board corresponded with the PRC laws and stipulations of the Articles of Association or not, and adduced feasible proposals. The Supervisory Committee considered that the convocation and voting procedures of meetings of the Board corresponded with the PRC laws and Articles of Association. The resolutions passed by the meetings of the Shareholders have been executed effectively. The suggestions put forward by the Supervisory Committee have been valued and adopted.

FINANCIAL POSITION OF THE GROUP

During the reporting year, the Supervisory Committee has supervised and inspected the operating results of the Group. It was considered that the report issued by the auditor of the Company presented truly, precisely and fairly the operating results of the Group. The consolidated financial statements of the Group were prepared in accordance with International Financial Reporting Standards and has compiled with the PRC statutory regulations correlated with accounting matters.

ETHICS OF THE DIRECTORS AND SENIOR MANAGEMENT

During the reporting year, the Supervisory Committee executed its obligations and supervised on the ethics of the Directors and senior management, in order to raise the Directors' and senior management's onus to perform their duties with good faith and due diligence and avoid the operational risk incurable to the Group or damages to the interests of the Shareholders because of personal fault.

During the reporting year, the Supervisory Committee inspected and found that the Directors and managers had not violated the PRC laws, regulations, and Articles of Association when executing their duties. The Directors and senior management have performed their duties and there was no occurrence of impairment to the interests of the Shareholders either.

On behalf of the Supervisory Committee
Song Zhiwei
Chairman of the Supervisory Committee

21 March 2023
Hangzhou City, the PRC

INDEPENDENT AUDITOR'S REPORT

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

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

TO THE MEMBERS OF SHENGHUA LANDE SCITECH LIMITED
浙江升華蘭德科技股份有限公司
(established as a joint stock limited company in the People's Republic of China)

OPINION

We have audited the consolidated financial statements of Shenghua Lande Scitech Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") set out on pages 53 to 123, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (the "IFRSs") issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

KEY AUDIT MATTERS (Continued)

Impairment assessment of trade receivables and contract assets

Refer to notes 24 and 26 to the consolidated financial statements and the accounting policies on pages 66 and 73 to 76.

The key audit matter	How the matter was addressed in our audit
As at 31 December 2022, the Group had trade receivables and contract assets of approximately RMB53,966,000 and RMB4,551,000 respectively, net of allowance for impairment loss of approximately RMB5,053,000 and nil respectively. Expected credit loss model using the provision matrix has been adopted for estimating the impairment loss on trade receivables and contract assets, which involved significant management judgement on the key inputs and assumptions including the historical loss rates and forward-looking information taking into account both current and forecast general economic conditions. We have identified the impairment assessment of trade receivables and contract assets as a key audit matter because the loss allowance involves significant degree of management estimation.	Our procedures were designed to review the management's process of determination of historical loss rates and forward-looking information in assessing the loss allowance and challenge the reasonableness of the methods and assumptions used to estimate the loss allowance. We have assessed, on a sample basis, whether items in the trade receivables ageing report were classified within the appropriate ageing category by comparing individual items in the report with the relevant sales invoices; tested the accuracy of the historical default data by evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information and tested the subsequent settlements of trade receivables and contract assets as at 31 December 2022.

Impairment assessment of plant and equipment and goodwill

Refer to notes 18 and 22 to the consolidated financial statements and the accounting policies on pages 64, 77 and 78.

The key audit matter	How the matter was addressed in our audit
As at 31 December 2022, the Group had plant and equipment and goodwill of approximately RMB3,032,000 and RMB1,856,000 respectively. The management performed impairment testing on the plant and equipment and goodwill based on the value-in-use calculation of the related cash-generating unit. We have identified the impairment assessment of plant and equipment and goodwill as a key audit matter because of the involvement of a significant degree of judgement and estimates made by the management when performing the impairment testing.	Our audit procedures were designed to review the management's assessment, estimation and judgement applied in the impairment assessment of plant and equipment and goodwill relating to the related cash-generating unit. We have discussed with management on the impairment assessment of the plant and equipment and goodwill. We have assessed the impairment testing performed by the management. We also challenged the appropriateness of the key management judgements and estimates used in the profit forecasts and cash flow projections, including the forecasted sales and gross profit margins, against latest available information. We also challenged the discount rate adopted in the value-in-use calculation by reviewing its basis of calculation and comparing the input data to market sources.

KEY AUDIT MATTERS (Continued)

Impairment assessment of loan receivable

Refer to note 29 to the consolidated financial statements and the accounting policies on pages 73 to 76.

The key audit matter	How the matter was addressed in our audit
As at 31 December 2022, the Group had loan receivable of approximately RMB6,849,000, net of allowance for impairment loss of approximately RMB4,151,000. Expected credit loss model using the credit risk methodology has been adopted for estimating the impairment loss on loan receivable, which involved significant management judgement on the key inputs and assumptions including the loss rate taking into account borrower credit rating and forward-looking information taking into account both current and forecast general economic conditions. We have identified the impairment assessment of loan receivable as a key audit matter because the loss allowance involves significant degree of management estimation.	Our procedures were designed to review the management's process of determination of loss rate and forward-looking information in assessing the loss allowance and challenge the reasonableness of the methods and assumptions used to estimate the loss allowance. We have assessed whether the loan receivable was classified within the appropriate credit rating category by checking the debtor's financial information; tested the reasonableness of the default rate by evaluating whether the loss rate is appropriately adjusted based on current economic conditions and forward-looking information.

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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

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

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

Audit Committee of the Company ("Audit Committee") is responsible for overseeing the Group's financial reporting process.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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

SHINEWING (HK) CPA Limited
Certified Public Accountants
Wong Hon Kei, Anthony
Practising Certificate Number: P05591

Hong Kong
21 March 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000 (Restated)
Continuing operations			
Revenue	7	**135,024**	206,049
Cost of sales		**(119,277)**	(165,522)
Gross profit		**15,747**	40,527
Other operating (expenses) income, net gains or losses	8	**(1,443)**	1,477
Distribution and selling expenses		**(6,018)**	(5,749)
General and administrative expenses		**(17,329)**	(19,520)
Research and development expenditure		**(9,833)**	(8,647)
Share of result of an associate	21	**–**	92
Gain on disposal of investment in an associate	21	**–**	367
Finance costs	9	**(301)**	(73)
(Loss) profit before tax		**(19,177)**	8,474
Income tax credit (expenses)	13	**172**	(926)
(Loss) profit and total comprehensive (expense) income for the year from continuing operations	14	**(19,005)**	7,548
Discontinued operation	15		
Loss for the year from discontinued operation		**(16,581)**	(21,123)
Loss and total comprehensive expense for the year		**(35,586)**	(13,575)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000 (Restated)
(Loss) profit and total comprehensive (expense) income for the year attributable to owners of the Company			
– from continuing operations		**(19,005)**	7,548
– from discontinued operations		**2,837**	(6,883)
(Loss) profit and total comprehensive (expense) income for the year attributable to owners of the Company		**(16,168)**	665
Loss and total comprehensive expense for the year attributable to non-controlling interests			
– from continuing operations		**–**	–
– from discontinued operations		**(19,418)**	(14,240)
Loss and total comprehensive expense for the year attributable to non-controlling interests		**(19,418)**	(14,240)
		(35,586)	(13,575)
(Loss) earnings per share	17		
From continuing and discontinued operations			
Basic and diluted (RMB)		**(3.19) cents**	0.13 cents
From continuing operations			
Basic and diluted (RMB)		**(3.75) cents**	1.49 cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
Non-current assets			
Plant and equipment	18	**3,032**	5,493
Right-of-use assets	19	**–**	8,153
Intangible assets	20	**25**	342
Interest in an associate	21	**–**	–
Deferred tax assets	34	**934**	771
Goodwill	22	**1,856**	2,272
Loan receivable	29	**6,849**	–
Other receivables	25	**–**	285
		12,696	17,316
Current assets			
Inventories	23	**7,295**	11,179
Trade receivables	24	**53,966**	57,677
Prepayments and other receivables	25	**4,753**	10,049
Contract assets	26	**4,551**	9,826
Financial assets at fair value through profit or loss	27	**18,035**	27,611
Bank balances and cash	28	**23,022**	41,812
		111,622	158,154
Current liabilities			
Trade and other payables	30	**16,661**	52,940
Contract liabilities	31	**643**	415
Income tax payable		**–**	549
Lease liabilities	19	**–**	3,379
Amount due to ultimate holding company	32	**–**	8,000
Bank borrowings	33	**10,000**	–
		27,304	65,283
Net current assets		**84,318**	92,871
Total assets less current liabilities		**97,014**	110,187
Non-current liability			
Lease liabilities	19	**–**	4,711
		97,014	105,476
Capital and reserves			
Paid-in capital	35	**50,655**	50,655
Reserves	36	**46,359**	62,527
Equity attributable to owners of the Company		**97,014**	113,182
Non-controlling interests		**–**	(7,706)
Total equity		**97,014**	105,476

The consolidated financial statements on pages 53 to 123 were approved and authorised for issue by the board of directors on 21 March 2023 and are signed on its behalf by:

Mr. WANG Feng
Director

Mr. GUAN Zilong
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

	Attributable to owners of the Company						
	Paid-in capital RMB'000	**Share premium** RMB'000	**Statutory surplus reserve** RMB'000 (note 36)	**Accumulated losses** RMB'000	**Total** RMB'000	**Non-controlling interests** RMB'000	**Total equity** RMB'000
At 1 January 2021	50,655	101,336	12,804	(52,278)	112,517	–	112,517
Profit (loss) and total comprehensive income (expense) for the year	–	–	–	665	665	(14,240)	(13,575)
Acquisition of subsidiaries (note 41(ii))	–	–	–	–	–	4	4
Capital contribution from non-controlling interests	–	–	–	–	–	6,530	6,530
Transfer to statutory reserve	–	–	963	(963)	–	–	–
At 31 December 2021 and at 1 January 2022	**50,655**	**101,336**	**13,767**	**(52,576)**	**113,182**	**(7,706)**	**105,476**
Loss and total comprehensive expense for the year	**–**	**–**	**–**	**(16,168)**	**(16,168)**	**(19,418)**	**(35,586)**
Disposal of subsidiaries (note 37)	**–**	**–**	**–**	**–**	**–**	**27,124**	**27,124**
At 31 December 2022	**50,655**	**101,336**	**13,767**	**(68,744)**	**97,014**	**–**	**97,014**

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000 (Restated)
OPERATING ACTIVITIES			
(Loss) profit before tax from continuing operations		**(19,177)**	8,474
Loss before tax from discontinued operation	15	**(16,581)**	(21,123)
Loss before tax		**(35,758)**	(12,649)
Adjustments for:			
Share of result of associates		**(6)**	(92)
Amortisation of intangible assets		**317**	302
Write-back of trade and other payables		**–**	(141)
Government grants		**(2,725)**	(1,844)
Interest income from loan receivable		**(114)**	–
Interest income from banks		**(503)**	(650)
Finance costs		**1,229**	686
Depreciation of plant and equipment		**1,696**	1,036
Depreciation of right-of-use assets		**2,948**	2,812
Gain on disposal of an associate		**–**	(367)
Gain on disposal of subsidiaries	37	**(11,581)**	–
Loss on write-off of plant and equipment		**2**	–
Gain on termination of right-of-use assets		**–**	(471)
Reversal on impairment loss on inventories		**(40)**	(80)
Impairment loss on loan receivable		**4,151**	–
Impairment loss (reversal on impairment loss) on other receivables, net		**32**	(25)
Impairment loss on trade receivables		**1,285**	987
Operating cash flows before movements in working capital		**(39,067)**	(10,496)
Decrease (increase) in inventories		**2,761**	(2,445)
Decrease (increase) in trade receivables		**2,421**	(15,226)
Decrease in prepayments and other receivables		**3,309**	371
Decrease in contract assets		**5,275**	2,481
(Decrease) increase in trade and other payables		**(12,531)**	30,434
Increase (decrease) in contract liabilities		**228**	(4,449)
Cash (used in) from operations		**(37,604)**	670
Income tax paid		**(540)**	(588)
NET CASH (USED IN) FROM OPERATING ACTIVITIES		**(38,144)**	82

	Notes	2022 RMB'000	2021 RMB'000 (Restated)
INVESTING ACTIVITIES			
Purchases of financial assets at fair value through profit or loss		**(18,035)**	(27,611)
Investment in an associate		**(4,600)**	–
Net cash outflow from disposal of subsidiaries	37	**(4,350)**	–
Purchase of plant and equipment		**(2,942)**	(5,782)
Proceeds on financial assets at fair value through profit or loss		**27,611**	25,500
Interests received		**503**	650
Purchase of intangible assets		**–**	(19)
Net cash outflow from acquisition of subsidiaries	41	**–**	(8)
Proceeds from disposal of an associate		**–**	7,218
NET CASH USED IN INVESTING ACTIVITIES		**(1,813)**	(52)
FINANCING ACTIVITIES			
Advance from ultimate holding company		**10,000**	30,000
New bank borrowings raised		**10,000**	–
Government grants received		**2,725**	1,844
Advance from an associate		**2,234**	–
Repayment of capital element of lease liabilities		**(2,563)**	(2,159)
Interests paid on amount due to ultimate holding company		**(677)**	(371)
Interests paid on bank borrowings		**(287)**	–
Repayment of interest element of lease liabilities		**(265)**	(315)
Capital contribution from non-controlling interests		**–**	6,530
Repayment to ultimate holding company		**–**	(22,000)
NET CASH FROM FINANCING ACTIVITIES		**21,167**	13,529
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS		**(18,790)**	13,559
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		**41,812**	28,253
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash		**23,022**	41,812

1. GENERAL

The Company was established in the People's Republic of China (the "PRC") as a joint stock company with limited liability and its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

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

The Company is principally engaged in the trading of hardware and computer software and investment holding. The principal activities of its subsidiaries are set out in note 45.

The consolidated financial statements are presented in Renminbi ("RMB"), which is the same as the functional currency of the Company and its subsidiaries (collectively referred to as the "Group").

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS(s)")

In the current year, the Group has applied, for the first time, the following Amendments to Reference to the Conceptual Framework in International Financial Reporting Standards ("IFRSs") and the following amendments to IFRSs (which include International Accounting Standards ("IAS") and Interpretations) issued by the International Accounting Standards Board (the "IASB") which are effective for the Group's financial year beginning 1 January 2022:

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

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

New and amendments to IFRSs issued but not yet effective

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

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

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

The directors of the Company (the "Directors") anticipate that, except as described below, the application of the new and amendments to IFRSs will have no material impact on the results and the financial position of the Group.

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS(s)") (Continued)

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies

The amendments change the requirements in IAS 1 with regard to disclosure of accounting policies. The amendments replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on basis of those financial statements.

The supporting paragraphs in IAS 1 are also amended to clarify that accounting policy information that relates to immaterial transactions, other events or conditions is immaterial and need not be disclosed. Accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material.

Guidance and examples were provided to explain and demonstrate the application of the "four-step materiality process" described in IFRS Practice Statement 2. The application of amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group's significant accounting policies. The impacts of application, if any, will be disclosed in the Group's future consolidated financial statements.

Amendments to IAS 8 – Definition of Accounting Estimates

The amendments define accounting estimates as "monetary amounts in financial statements that are subject to measurement uncertainty". An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information. In addition, the concept of changes in accounting estimates in IAS 8 is retained with additional clarifications.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period, with earlier application permitted.

The application of the amendments is not expected to have significant impact on the Group's consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

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

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

The significant accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (i.e. its subsidiaries).

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

When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangement;
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

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

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

Business combinations or asset acquisitions

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

Business combinations

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

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

- deferred tax assets or liabilities arising from the assets acquired and liabilities assumed in the business combination are recognised and measured in accordance with IAS 12 *Income Taxes*;

- assets or liabilities related to the acquiree's employee benefit arrangements are recognised and measured in accordance with IAS 19 *Employee Benefits*;

- liabilities or equity instruments related to share-based payment arrangement of the acquiree or the replacement of the acquiree's share-based payment transactions with the share-based payment transactions of the Group are measured in accordance with IFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below); and

- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

- lease liabilities are recognised and measured at the present value of the remaining lease payments as if the acquired lease was a new lease at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is low value. Right-of –use assets are recognised and measured at an amount equal to the lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

Business combinations (Continued)

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

Non-controlling interests, unless as required by another standards, are measured at acquisition-date fair value except for non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are initially measured either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets on a transaction-by-transaction basis.

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

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

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under IFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. The provisional amounts recognised at the acquisition date are adjusted retrospectively during the measurement period (see above) and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill

Goodwill arising from a business combination is carried at cost less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating unit ("CGU") (or groups of CGU) that is expected to benefit from the synergies of the combination.

A CGU (or groups of CGU) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or groups of CGU) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit (or groups of CGU). Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

The Group's policy for goodwill relating to an associate that included in the carrying amount of the investment is set out in "investments in an associate" below.

Investments in subsidiaries

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

Investments in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

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

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

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

Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition, after reassessment, is recognised in profit or loss in the period in which the investment is acquired.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in an associate (Continued)

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

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the associate is disposed of.

Gains and losses resulting from transactions between the Group and its associate are recognised in consolidated financial statements only to the extent of unrelated investors' interests in the associate. The Group's share in the associate's gains or losses resulting from these transactions is eliminated.

The Group applies IFRS 9, including the impairment requirements, to long-term interests in an associate to which the equity method is not applied and which form part of the net investment in the investee. In applying IFRS 9 to long-term interests, the Group does not take into account adjustments to their carrying amount required by IAS 28 (i.e. adjustments to the carrying amount of long-term interests arising from the allocation of losses of the investee or assessment of impairment in accordance with IAS 28).

Revenue from contracts with customers

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

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

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

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

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

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

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

Contract assets and contract liabilities

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

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

The Group recognised revenue from the following major sources:

- Trading of hardware and computer software
- Provision of smart city solutions
- Provision of e-commerce operation solution services

(i) Trading of hardware and computer software

Revenue is recognised at a point in time when the control of goods is transferred to the customers, generally on delivery of goods to the customer's specified location, which is the point of time when the customer has the ability to direct the use of these products and obtain substantially all of the remaining benefits from these products.

Advance payment from customers on revenue recognition is recognised as contract liabilities in the consolidated statement of financial position.

(ii) Provision of smart city solutions

Revenue from provision of smart city solutions is recognised over time.

The provision of smart city solutions included a comprehensive set of professional services namely system maintenance service, system enhancement service and software development, sourcing and system installation service.

For the system maintenance services, the customer simultaneously receives and consumes the benefits provided by the Group's performance. Revenue from provision of such services is recognised over time on a straight-line basis over the period of the service.

For the system enhancement services and software development, sourcing and system installation services, the Group provides system upgrading and modification services to the customer's existing system. Revenue from provision of such services is recognised over time as the Group's performance creates or enhances an asset that the customer controls as the system is created and enhanced.

The progress towards complete satisfaction of a performance obligation is measured based on output method on achievement of a specified milestone.

The Group's contracts with customers include payment schedules which require stage payments over the contract period once milestones are reached. The Group requires certain customers to provide upfront deposits ranging from 10% to 50% of total contract sum as part of its credit risk management policies and this has resulted in a contract liability at early stages. The Group also typically provides warranty to ensure that services performed comply with agreed-upon specifications for a specified period and, therefore agrees to a retention money of certain percentage of the contract value. This amount is included in contract assets until the end of the retention period as the Group's entitlement to this final payment is conditional on the Group's work satisfactorily passing the warranty period.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

(iii) Provision of e-commerce operation solution services

The provision of e-commerce operation solution services included (i) supplying and trading of goods through e-commerce platforms owned and managed by third parties, and (ii) provision of self-developed trading platform "KIDDOL" services.

Revenue from trading of goods through e-commerce platforms is recognised at a point in time when the control of goods is transferred to customers.

For certain transactions, based on the terms of the agreements entered into between the customers, vendors and the Group, the Group does not obtain control of goods before the goods are sold to e-commerce platforms. As such, the Group recognises revenue in such arrangements on a net basis.

Revenue from provision of self-developed trading platform is recognised at a point in time when the services are rendered.

Leasing

Definition of a lease

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

The Group as lessee

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

Lease liabilities

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing (Continued)

The Group as lessee (Continued)

Lease liabilities (Continued)

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

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

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

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using revised discount rate.

- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Right-of-use assets

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

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

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

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

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Foreign currencies

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

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

Retirement benefit costs

Payments to state-managed retirement benefit schemes are recognised as expenses when employees have rendered service entitling them to the contributions.

Short-term employee benefits

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

Taxation

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

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from 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.

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

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 current tax liabilities and assets on a net basis.

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.

Current and deferred tax are recognised in profit or loss.

Plant and equipment

Plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment loss. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Internally-generated intangible assets-research and development expenditure

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately.

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

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives.

Inventories

Inventories are stated at the lower of cost or net realisable value. Costs of inventories are calculated using the first-in, first-out method. Net realisable value of inventories represents the estimated selling price in the ordinary course of business less costs necessary to make the sale.

Cash and cash equivalents

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value, except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets 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.

Financial assets

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

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets at initial recognition. The Group's financial assets are classified as financial assets at amortised cost and financial assets at FVTPL. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Financial assets at amortised cost (debt instruments)
Debt instruments that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(i) Amortised cost and effective interest method (Continued)

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

Interest income is recognised in profit or loss and is included in the "other operating (expenses) income, net gains or losses" line item.

Financial assets at FVTPL

The Group's wealth management products are classified as financial assets at FVTPL as they do not meet the criteria for being measured at amortised cost or financial assets at fair value through other comprehensive income.

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

Impairment of financial assets and other items subject to impairment assessment under IFRS 9

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

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

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

Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- 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; and

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

Significant increase in credit risk (Continued)

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

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

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

Definition of default

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

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any 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 borrower; or
- a breach of contract, such as a default or past due event; or
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over 36 months 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.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

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.

Generally, 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 effective interest rate determined at initial recognition.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount through a loss allowance account.

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at fair value through profit or loss ("FVTPL").

Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, and financial guarantee contracts issued by the Group, are measured in accordance with the specific accounting policies set out below.

Derecognition

A financial asset is derecognised 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.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

A financial liability is derecognised when, and only when, the Group's obligations are discharged, cancelled or they expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment losses on plant and equipment, right-of-use assets and intangible assets (other than impairment of goodwill set out in accounting policy above)

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

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU) in prior years. A reversal of impairment loss is recognised as income immediately.

Fair value measurement

When measuring fair value, except for the net realisable value of inventories and value-in-use of plant and equipment, goodwill and intangible asset for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

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

Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2: Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3: Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make, estimates and assumptions about amounts of assets, liabilities, revenue and expenses reported and disclosures made in the consolidated financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

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

Impairment of goodwill and intangible asset

Determining whether goodwill and intangible asset are impaired requires an estimation of the recoverable amount of the CGU to which goodwill and intangible asset have been allocated. Recoverable amount is the higher of the value-in-use and fair value less cost of disposal. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. The future cash flow is estimated based on past performance and expectation for market development, including but not limited to the impacts of COVID-19 pandemic. As the current environment is uncertain, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainty. As at 31 December 2022, the carrying amount of goodwill and intangible assets are approximately RMB1,856,000 and RMB25,000 respectively (2021: RMB2,272,000 and RMB342,000 respectively). No impairment loss has been recognised on goodwill and intangible assets during year ended 31 December 2022. Details of the recoverable amount calculation for goodwill and intangible assets are disclosed in note 22.

Provision of ECL for loan receivable

The impairment provision for loan receivable is based on assumptions about ECL. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the default rate of the borrower and forward-looking information at the end of the reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Provision of ECL for loan receivable (Continued)

As at 31 December 2022, the carrying amount of loan receivable was approximately RMB6,849,000 (2021: nil), net of accumulated impairment of approximately RMB4,151,000 (2021: nil). During the year ended 31 December 2022, impairment loss of approximately RMB4,151,000 (2021: nil) has been recognised. Detail of loan receivable is disclosed in note 29.

Estimated impairment of plant and equipment and right-of-use assets

Plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (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, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs.

Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

As at 31 December 2022, the carrying amounts of plant and equipment and right-of-use assets were approximately RMB3,032,000 and nil (2021: RMB5,493,000 and RMB8,153,000) respectively. Details of the impairment of plant and equipment and right-of-use assets are disclosed in note 22.

Provision of ECL for trade receivables and contract assets

The Group uses a provision matrix to calculate the ECL for trade receivables and contract assets. The provision rates are based on days past due as groupings of various debtors that have similar loss patterns. The provision matrix is initially based on the Group’s historical observed default rates. The Group will calibrate the matrix to adjust the historical experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking information are considered. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of profit or loss and other comprehensive income.

As at 31 December 2022, the carrying amount of trade receivables and contract assets were approximately RMB53,966,000 and RMB4,551,000 (2021: RMB57,677,000 and RMB9,826,000) respectively, net of accumulated impairment of approximately RMB5,053,000 and nil (2021: RMB3,768,000 and nil) respectively. During the year ended 31 December 2022, impairment loss of approximately RMB1,285,000 and nil (2021: RMB987,000 and nil) has been recognised for the year ended 31 December 2022 respectively. Details of trade receivables and contract assets are disclosed in notes 24 and 26, respectively.

Allowance for inventories

The management of the Group reviews ageing analysis at the end of each reporting period and makes allowance for obsolete and slow-moving inventory items identified. The management also estimates the net realisable value for such inventories based primarily on the latest invoice prices and current market conditions which involve judgement in respect of the expectation about the market condition and the future demand for such items in inventory. As at 31 December 2022, the carrying amount of inventories was approximately RMB7,295,000 (2021: RMB11,179,000), net of accumulated allowance of approximately RMB138,000 (2021: RMB178,000).

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank borrowings disclosed in note 33, net of bank balances and cash disclosed in note 28 and equity attributable to owners of the Company, comprising paid in capital and reserves.

The Directors review the capital structure on a regular basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the Directors, the Group will balance its overall capital structure through the new share issues as well as the issue of new debt.

6. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2022 **RMB'000**	2021 RMB'000
Financial assets		
Financial assets at amortised cost	**91,439**	111,876
Financial assets measured at FVTPL	**18,035**	27,611
	109,474	139,487
Financial liabilities		
At amortised cost	**25,545**	56,793

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, contract assets, other receivables, loan receivable, financial assets at FVTPL, bank balances and cash, trade and other payables, bank borrowings and amount due to ultimate holding company. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Market risk

Currency risk

The Group's exposure to foreign currency risk relates principally to its bank balances, trade receivables, other receivables and trade and other payables denominated in foreign currencies other than the functional currency of relevant group entity.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the end of the reporting period are as follows:

	Assets		Liabilities	
	2022	2021	**2022**	2021
	RMB'000	RMB'000	**RMB'000**	RMB'000
Hong Kong Dollar ("HKD")	**5,402**	13	**7**	–
United States Dollar ("USD")	**860**	10,251	**211**	193
Euro ("EUR")	**586**	570	**185**	179
Japanese Yen ("JPY")	**6**	7	**–**	–

The Group currently does not have a foreign currency hedging policy. However, the Directors continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2021: 5%) increase and decrease in exchange rates of the relevant foreign currencies against the respective group entity's functional currency, 5% (2021: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 5% (2021:5%) change in foreign currency rates.

A positive number below indicates a decrease (2021: increase) in post-tax loss (2021: post-tax profit) where the respective functional currencies of the group entity weaken 5% (2021: 5%) against the relevant foreign currencies. For a 5% (2021: 5%) strengthening of the respective functional currencies against the relevant foreign currencies, there would be an equal and opposite impact on the loss, and the balances below would be positive.

	2022	2021
	RMB'000	RMB'000
Impact on post-tax (loss) profit for the year		
HKD	**202**	1
USD	**24**	377
EUR	**15**	15
JPY	**1**	1

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Market risk (Continued)

Interest rate risk

The Group's exposure to cash flow interest rate risk is through the impact of rate changes on interest-bearing financial assets. Interest bearing financial assets is mainly balances with banks which are all short-term in nature. The management monitors the movement in market interest rates and reviews such impact on the Group on a continuous basis to ensure that any future variations in interest rate will not have a significant adverse impact on the results of the Group.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for bank balances and financial assets at FVTPL at the end of reporting period. The analysis is prepared assuming bank balances and financial assets at FVTPL outstanding at the end of reporting period was outstanding for the whole year. A 50 basis point (2021: 50 basis point) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax loss (2021: post-tax profit) for the year ended 31 December 2022 would decrease/increase (2021: increase/decrease) by approximately RMB116,000 (2021: RMB209,000). This is mainly attributable to the Group's exposure to interest rates on bank balances.

(ii) Credit risk

As at 31 December 2022 and 2021, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The credit risk of the Group mainly arises from bank balances and cash, trade and other receivables, loan receivable, contract assets and financial assets at FVTPL. The carrying amounts of these balances represent Group's maximum exposure to credit risk in relation to financial assets.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk (Continued)

For trade receivables and contract assets, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL by using a provision matrix, estimated based on historical credit loss experience, as well as the general economic conditions of the industry in which the debtors operate. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

For other non-traded related receivables, the Group has assessed whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

The Group's exposure to credit risk

In order to minimise credit risk, the Group has tasked its operation management committee to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. The credit rating information is drawn from the Group's own trading records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

The Group's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising ECL
Performing	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit impaired (refer to as Stage 1)	12-month ECL
Doubtful	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit impaired (refer to as Stage 2)	Lifetime ECL– not credit-impaired
Default	Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3)	Lifetime ECL– credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Credit risk (Continued)

The Group's exposure to credit risk (Continued)

The tables below detail the credit risk exposures of the Group's financial assets and contract assets, which are subject to ECL assessment:

As at 31 December 2022	Internal credit rating	12-month or lifetime ECL	2022 Gross carrying amount RMB'000	2022 Loss allowance RMB'000	2022 Net carrying amount RMB'000	2021 Gross carrying amount RMB'000	2021 Loss allowance RMB'000	2021 Net carrying amount RMB'000
Trade receivables	Note	Lifetime ECL (simplified approach)	59,019	(5,053)	53,966	61,445	(3,768)	57,677
Contract assets	Note	Lifetime ECL (simplified approach)	4,551	-	4,551	9,826	–	9,826
Loan receivable	Doubtful	Lifetime ECL (not credit-impairment)	11,000	(4,151)	6,849	–	–	–
Other receivables	Doubtful	Lifetime ECL (not credit-impairment)	175	(66)	109	–	–	–
Other receivables	Performing	12-month ECL	2,942	-	2,942	2,561	–	2,561
Other receivables	Default	Lifetime ECL (credit-impaired)	74	(74)	-	108	(108)	–
				(9,344)			(3,876)	

Note: For trade receivables and contract assets, the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, grouped by past due status. No loss allowance has been made on contract assets as the amount involved is insignificant.

The Group's concentration of credit risk by geographical location is solely in the PRC, which accounted for 100% of trade receivables as at 31 December 2022 and 2021. As at 31 December 2022, the Group had concentration of credit risk as 21% (2021: 17%) and 58% (2021: 34%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

While bank balances are also subject to impairment assessment under IFRS 9, no loss allowance is made as the credit risk is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Liquidity risk

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The Group regularly reviews its major funding positions to ensure it has adequate financial resources in meeting its financial obligations. The Directors are satisfied that the Group will be able to meet in full its financial obligations as and when fall due in the foreseeable future.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and lease liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities and lease liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of each reporting period.

	Weighted average interest rate	On demand or within 1 year RMB'000	More than 1 year but less than 2 years RMB'000	Total undiscounted cash flows RMB'000	Carrying amount RMB'000
As at 31 December 2022					
Bank borrowing	**4.00%**	**10,120**	**–**	**10,120**	**10,000**
Trade and other payables		**15,545**	**–**	**15,545**	**15,545**
		25,665	**–**	**25,665**	**25,545**
As at 31 December 2021					
Amount due to ultimate holding company	4.785%	8,282	–	8,282	8,000
Trade and other payables		48,793	–	48,793	48,793
		57,075	–	57,075	56,793
Lease liabilities	4.30%	3,393	5,314	8,707	8,090

The Group's contractual maturity for all its financial liabilities, based on the agreed repayment terms and the undiscounted cash flows on the earliest date the Group can be required to pay, is within one year.

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

6. FINANCIAL INSTRUMENTS (Continued)

(c) Fair values of financial assets and financial liabilities

The following table provides an analysis of financial instruments that are measured at fair value at the end of each reporting period for recurring and non-recurring measurement, grouped into Levels 1 to 3 based on the degree to which the fair value is observable in accordance to the Group's accounting policy.

	Fair value hierarchy	Valuation techniques and key inputs	As at 31 December 2022 RMB'000	As at 31 December 2021 RMB'000
Financial assets at FVTPL				
Wealth management products	Level 3	Discounted cash flow method with estimated yield rate as the key input	**18,035**	27,611

The significant unobservable inputs included discount rates and yield rates while the lower the discount rates and higher the yield rates, the higher the fair value.

During the years ended 31 December 2022 and 2021, the Group purchased and redeemed the wealth management products with approximately RMB18,035,000 (2021: RMB27,611,000) and RMB27,611,000 (2021: RMB25,500,000) respectively.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements as at 31 December 2022 and 2021 are not materially different from their fair values due to their short maturities.

7. REVENUE

Continuing operations

Revenue comprises income from trading of hardware and computer software, provision of smart city solutions and provision of e-commerce operation solution services during the year.

	2022 RMB'000	2021 RMB'000 (Restated)
Trading of hardware and computer software	**113,147**	132,308
Provision of smart city solutions	**21,445**	50,911
Provision of e-commerce operation solution services	**432**	22,830
	135,024	206,049

Disaggregation of revenue by timing of recognition:

	2022 RMB'000	2021 RMB'000 (Restated)
Timing of revenue recognition		
At a point in time	**113,579**	155,138
Overtime	**21,445**	50,911
Total revenue from contracts with customers	**135,024**	206,049

7. REVENUE (Continued)

Continuing operations (Continued)

As at 31 December 2022, the aggregate amounts of transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) is approximately RMB3,688,000 (2021: RMB11,980,000) and approximately RMB7,706,000 (2021: RMB4,618,000) represent revenue expected to be recognised in the future from the provision of smart city solutions and trading of hardware and computer software respectively. The Group will recognise this revenue as the service is completed, which is expected to occur over the next 12-18 months (2021: 12-18 months) as at year ended 31 December 2022.

8. OTHER OPERATING (EXPENSES) INCOME, NET GAINS OR LOSSES

Continuing operations

	2022 **RMB'000**	2021 RMB'000 (Restated)
Government grant (note)	**2,635**	1,841
Foreign exchange gain (losses), net	**764**	(701)
Bank interest income	**472**	601
Reversal of impairment loss of inventories	**40**	80
Impairment loss of trade receivables	**(1,285)**	(987)
Impairment loss of loan receivable	**(4,151)**	–
(Impairment loss) reversal of impairment loss of other receivables, net	**(32)**	25
Loan interest income	**114**	–
Gain on termination of right-of-use assets	**–**	471
Write back of trade and other payables	**–**	141
Sundry income	**–**	6
	(1,443)	1,477

Note: Government grants received during the years ended 31 December 2022 and 2021 related to rebate of value-added tax and government subsidies. There were no unfulfilled conditions or contingencies relating to those grants.

9. FINANCE COSTS

Continuing operations

	2022 **RMB'000**	2021 RMB'000 (Restated)
Interests on:		
Lease liabilities	**14**	73
Bank borrowings	**287**	–
	301	73

10. SEGMENT INFORMATION

The Group's operating segments, based on information reported to the chief operating decision maker (the "CODM"), being the executive directors of the Company, are for the purpose of resource allocation and performance assessment. The directors have chosen to organise the Group around differences in products and services. No operating segments identified by the CODM have been aggregated in arriving at the reportable segment of the Group.

Specifically, the Group's reportable segments are as follows:

1. Provision of smart city solutions
2. Trading of hardware and computer software
3. Provision of e-commerce operation solution services

A operation regarding the provision of self-developed e-commerce platform services, which was included in the segment of provision of e-commerce operation solution services, was discontinued during the year ended 31 December 2022. The segment information reported in this note did not include any amounts for this discontinued operation, which was described in more details in notes 15 and 37.

(a) Segment revenue and results

Continuing operations

The following is an analysis of the Group's revenue and results by reportable segments:

	Provision of smart city solutions		Trading of hardware and computer software		Provision of e-commerce operation solution services		Consolidated	
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021
	RMB'000	RMB'000	**RMB'000**	RMB'000	**RMB'000**	RMB'000 (Restated)	**RMB'000**	RMB'000 (Restated)
For the year ended 31 December								
Segment revenue – external customers	**21,445**	50,911	**113,147**	132,308	**432**	22,830	**135,024**	206,049
Segment results	**(10,886)**	9,653	**1,712**	5,906	**(536)**	191	**(9,710)**	15,750
Unallocated other operating (expenses) income, gains or losses							**(2,125)**	1,024
Unallocated expenses							**(7,342)**	(8,300)
(Loss) profit before tax (continuing operations)							**(19,177)**	8,474

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3.

Segment results represent the result from each segment without allocation of central administration costs, directors' emoluments, finance costs and certain other operating (expenses) income, net gains or losses. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

10. SEGMENT INFORMATION (Continued)

(b) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

	Provision of smart city solutions		Trading of hardware and computer software		Provision of e-commerce operation solution services		Consolidated	
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021
	RMB'000	RMB'000	**RMB'000**	RMB'000	**RMB'000**	RMB'000 (Restated)	**RMB'000**	RMB'000 (Restated)
As at 31 December								
Segment assets	**46,864**	55,208	**23,255**	28,138	**2**	902	**70,121**	84,248
Assets relating to discontinued operation							**–**	42,836
Unallocated assets							**54,197**	48,386
Total assets							**124,318**	175,470
Segment liabilities	**9,340**	20,492	**17,559**	6,232	**405**	415	**27,304**	27,139
Liabilities relating to discontinued operation							**–**	42,325
Unallocated liabilities							**–**	530
Total liabilities							**27,304**	69,994

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than certain plant and equipment, bank balances and cash, financial assets at FVTPL, certain prepayments and other receivables, loan receivable and deferred tax assets which are unable to allocate to reportable segments; and
- all liabilities are allocated to reportable segments other than income tax payable and amount due to ultimate holding company.

10. SEGMENT INFORMATION (Continued)

(c) Other segment information

Continuing operations

	Provision of smart city solutions		Trading of hardware and computer software		Provision of e-commerce operation solution services		Unallocated		Consolidated	
	2022	2021	**2022**	2021	**2022**	2021	**2022**	2021	**2022**	2021
	RMB'000	RMB'000	**RMB'000**	RMB'000	**RMB'000**	RMB'000 (Restated)	**RMB'000**	RMB'000 (Restated)	**RMB'000**	RMB'000 (Restated)
Addition to plant and equipment	**90**	590	**300**	225	**–**	–	**2,218**	804	**2,608**	1,619
Depreciation of plant and equipment	**220**	136	**158**	115	**1**	22	**436**	621	**815**	894
Depreciation of right-of-use assets	**1,484**	1,543	**–**	–	**–**	–	**–**	–	**1,484**	1,543
Finance costs	**14**	73	**287**	–	**–**	–	**–**	–	**301**	73
Reversal of impairment loss on inventories	**–**	–	**(40)**	(80)	**–**	–	**–**	–	**(40)**	(80)
Addition of intangible assets	**–**	–	**–**	–	**–**	19	**–**	–	**–**	19
Amortisation of intangible assets	**300**	300	**–**	–	**17**	2	**–**	–	**317**	302
Impairment loss of trade receivables	**731**	954	**554**	33	**–**	–	**–**	–	**1,285**	987
Share of result of an associate	**–**	(92)	**–**	–	**–**	–	**–**	–	**–**	(92)
Impairment loss (reversal of impairment loss) on other receivables	**(34)**	(25)	**–**	–	**–**	–	**66**	–	**32**	(25)
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss:										
Impairment loss of loan receivable	**–**	–	**–**	–	**–**	–	**4,151**	–	**4,151**	–
Bank interest income	**–**	–	**–**	–	**–**	–	**(472)**	(601)	**(472)**	(601)

(d) Geographical information

Both revenue and non-current assets of the Group are derived from or located in the PRC. Accordingly, no geographical information is presented.

10. SEGMENT INFORMATION (Continued)

(e) Information about major customers

Revenues from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

	2022 RMB'000	2021 RMB'000
Customer A[1]	**52,499**	39,748
Customer B[1]	**17,183**	39,069

1 Customer to the trading of hardware and computer software segment.

11. DIRECTORS', CHIEF EXECUTIVE'S AND SUPERVISORS' EMOLUMENTS

The details of emoluments of each of eight (2021: seven) directors, including chief executive, Mr. Wang Feng (2021: Mr. Qi Jinsong), and four (2021: three) supervisors for the years ended 31 December 2022 and 2021 are set out below:

	Executive directors				Non-executive director	Independent non-executive directors			
For the year ended 31 December 2022	Mr. Wang Feng RMB'000 (Note a)	Mr. Qi Jinsong RMB'000 (Note b)	Mr. Guan Zilong RMB'000	Mr. Xu Jianfeng RMB'000	Mr. Chen Ping RMB'000	Mr. Cai Jiamei RMB'000	Ms. Huang Lianxi RMB'000	Mr. Shen Haiying RMB'000	Sub-total RMB'000
Emoluments paid or receivable in respect of a person's services as a director/supervisor, whether of the Company or its subsidiary undertaking									
Fees	-	-	-	-	-	50	50	50	150
Emoluments paid or receivable in respect of other services in connection with the management of the affairs of the Company or its subsidiary undertaking									
Salaries and other benefits	60	77	112	83	120	-	-	-	452
Contributions to retirement benefits scheme	-	13	38	32	-	-	-	-	83
Discretionary bonus	-	113	141	99	-	-	-	-	353
	60	203	291	214	120	50	50	50	1,038

11. DIRECTORS', CHIEF EXECUTIVE'S AND SUPERVISORS' EMOLUMENTS (Continued)

For the year ended 31 December 2022	**Supervisors**					
	Ms. Shen Xiaofen RMB'000	**Mr. Song Zhiwei RMB'000 (Note c)**	**Mr. Lu Weifeng RMB'000 (Note d)**	**Ms. Shen Rujia RMB'000**	**Sub-total RMB'000**	**Total RMB'000**
Emoluments paid or receivable in respect of a person's services as a director/supervisor, whether of the Company or its subsidiary undertaking						
Fees	**–**	**–**	**–**	**–**	**–**	**150**
Emoluments paid or receivable in respect of other services in connection with the management of the affairs of the Company or its subsidiary undertaking						
Salaries and other benefits	**–**	**–**	**–**	**118**	**118**	**570**
Contributions to retirement benefits scheme	**–**	**–**	**–**	**13**	**13**	**96**
Discretionary bonus	**–**	**–**	**–**	**34**	**34**	**387**
	–	**–**	**–**	**165**	**165**	**1,203**

For the year ended 31 December 2021	Executive directors			Non-executive director	Independent non-executive directors			
	Mr. Qi Jinsong RMB'000 (Note b)	Mr. Guan Zilong RMB'000	Mr. Xu Jianfeng RMB'000	Mr. Chen Ping RMB'000	Mr. Cai Jiamei RMB'000	Ms. Huang Lianxi RMB'000	Mr. Shen Haiying RMB'000	Sub-total RMB'000
Emoluments paid or receivable in respect of a person's services as a director/supervisor, whether of the Company or its subsidiary undertaking								
Fees	–	–	–	–	50	50	50	150
Emoluments paid or receivable in respect of other services in connection with the management of the affairs of the Company or its subsidiary undertaking								
Salaries and other benefits	309	123	126	120	–	–	–	678
Contributions to retirement benefits scheme	52	38	29	–	–	–	–	119
Discretionary bonus	142	91	36	–	–	–	–	269
	503	252	191	120	50	50	50	1,216

11. DIRECTORS', CHIEF EXECUTIVE'S AND SUPERVISORS' EMOLUMENTS (Continued)

For the year ended 31 December 2021	Supervisors				
	Ms. Shen Xiaofen RMB'000	Mr. Lu Weifeng RMB'000 (Note d)	Ms. Shen Rujia RMB'000	Sub-total RMB'000	Total RMB'000
Emoluments paid or receivable in respect of a person's services as a director/supervisor, whether of the Company or its subsidiary undertaking					
Fees	–	–	–	–	150
Emoluments paid or receivable in respect of other services in connection with the management of the affairs of the Company or its subsidiary undertaking					
Salaries and other benefits	–	–	95	95	773
Contributions to retirement benefits scheme	–	–	12	12	131
Discretionary bonus	3	3	–	6	275
	3	3	107	113	1,329

Notes:

(a) During the year ended 31 December 2022, Mr. Wang Feng was appointed as an executive director, Chief Executive Officer and the chairman of the Group.

(b) During the year ended 31 December 2022, Mr. Qi Jinsong was resigned as an executive director, Chief Executive Officer and the chairman of the Group.

(c) During the year ended 31 December 2022, Mr. Song Zhiwei was appointed as a supervisor.

(d) During the year ended 31 December 2022, Mr. Lu Weifeng resigned as a supervisor.

(e) None of the directors or supervisors waived or agreed to waive any emoluments paid by the Group for the years ended 31 December 2022 and 2021.

(f) No emoluments were paid or payable to any directors or supervisors as an inducement to join or upon joining the Group or as compensation for loss of office for the years ended 31 December 2022 and 2021.

(g) The discretionary bonus is determined by the Remuneration Committee having regard to their performance and the Company's performance and profitability and the prevailing market conditions.

12. EMPLOYEES' EMOLUMENTS

During the year, the five highest paid individuals include one (2021: one) director, whose emoluments have been included in note 11 above. The emoluments of the remaining four (2021: four) individuals were as follows:

	2022 RMB'000	2021 RMB'000
Salaries and other benefits	**2,202**	1,925
Contributions to retirement benefits scheme	**68**	96
	2,270	2,021

The emoluments of each of these individuals for both years were less than HK$1,000,000 (equivalent to approximately RMB893,000 (2021: RMB829,000)).

No emoluments were paid or payable to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office for the years ended 31 December 2022 and 2021.

13. INCOME TAX (CREDIT) EXPENSES

Continuing operations

	2022 RMB'000	2021 RMB'000
Current tax expense		
PRC Enterprise Income Tax	**29**	1,110
Over provision in prior years	**(38)**	–
	(9)	1,110
Deferred tax (note 34)	**(163)**	(184)
	(172)	926

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC enterprises was 25% for the years ended 31 December 2022 and 2021. One of the subsidiaries was subject to EIT at a rate of 15% for the years ended 31 December 2022 and 2021 as it was classified as a High and New Technology Enterprise. One of the subsidiaries was subject to EIT at a rate of 2.5% for first RMB1 million of profits and 10% for above RMB1 million but below RMB3 million, as it was classified as a small and low profit enterprise during the year ended 31 December 2022.

13. INCOME TAX (CREDIT) EXPENSES (Continued)

Continuing operations (Continued)

No provision for Hong Kong Profits Tax has been made for the subsidiary established in Hong Kong as the subsidiary did not have any assessable profits subject to Hong Kong Profits Tax during the years ended 31 December 2022 and 2021.

The income tax expense for the years can be reconciled to the (loss) profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2022 RMB'000	2021 RMB'000 (Restated)
Continuing operations		
(Loss) profit before tax	**(19,177)**	8,474
Tax at the domestic income tax rate of 25% (2021: 25%) (note)	**(4,794)**	2,119
Income tax on concessionary tax rate	**873**	(1,427)
Tax effect of expenses not deductible for tax purpose	**402**	103
Tax effect of income not taxable for tax purpose	**–**	(118)
Tax effect of super deduction on research and development expense	**(1,106)**	(845)
Tax effect of tax losses not recognised	**3,437**	1,151
Utilisation of previously unrecognised tax losses	**–**	(57)
Tax effect of deductible temporary differences not recognised	**1,054**	–
Over provision in prior years	**(38)**	–
Income tax (credit) expense for the year	**(172)**	926

Note: The PRC EIT rate of 25% (2021: 25%) was used as it was the domestic tax rate where the results and operation of the Group is substantially derived from during the year ended 31 December 2022 and 2021.

14. (LOSS) PROFIT FOR THE YEAR

Continuing operations

(Loss) profit for the year has been arrived at after charging:

	2022 RMB'000	2021 RMB'000 (Restated)
Continuing operations		
Salaries and other benefits	**26,950**	28,622
Contributions to retirement benefits scheme	**3,421**	3,281
Total staff costs (including directors', chief executive's and supervisors' emoluments)	**30,371**	31,903
Auditors' remuneration	**748**	639
Depreciation of plant and equipment	**815**	894
Depreciation of right-of-use assets	**1,484**	1,543
Amortisation of intangible assets	**317**	302
Expense relating to short-term leases	**240**	270
Cost of inventories recognised as an expense	**105,324**	143,358

15. DISCONTINUED OPERATION

On 6 September 2022, the Company entered into an equity transfer agreement (the "Equity Transfer Agreement") which agreed to dispose of its entire 41% of equity interest in 浙江典石科技有限公司("浙江典石"), including its subsidiaries (collectively referred to as the "浙江典石 Group") together with all benefits and title therein at consideration of RMB1 to an independent third party. The disposal of 浙江典石 Group was completed on 10 October 2022. Details of the disposal are set out in note 37.

Following the completion of the disposal of 浙江典石 Group, the Group discontinued its provision of self-developed e-commerce platform services.

The loss for the year from the discontinued operation was set out below.

	2022 RMB'000	2021 RMB'000
Loss of the discontinued operation for the year	**(28,162)**	(21,123)
Gain on disposal of subsidiaries (note 37)	**11,581**	–
	(16,581)	(21,123)

15. DISCONTINUED OPERATION (Continued)

The results of the discontinued operation for the period from 1 January 2022 to 10 December 2022, which have been included in the consolidated statement of profit or loss and other comprehensive income, were as follows:

	For the period ended 10 October 2022 RMB'000	For the year ended 31 December 2021 RMB'000
Revenue	**54,075**	12,319
Cost of sales	**(50,379)**	(13,084)
Gross profit (loss)	**3,696**	(765)
Other operation income, net gains or losses	**127**	52
Distribution and selling expenses	**(16,214)**	(5,888)
General and administrative expenses	**(14,849)**	(13,909)
Share of result of an associate	**6**	–
Finance costs	**(928)**	(613)
Loss before tax	**(28,162)**	(21,123)
Income tax expenses	**–**	–
Loss for the period/year	**(28,162)**	(21,123)

Loss for the period from the discontinued operation included the following:

	For the period ended 10 October 2022 RMB'000	For the year ended 31 December 2021 RMB'000
Salaries and other benefits (including directors', chief executive's and supervisors' emoluments)	**14,605**	11,309
Contributions to retirement benefits scheme	**4,164**	912
Total staff costs	**18,769**	12,221
Interest income from banks	**(31)**	(49)
Government grant	**(90)**	(3)
Interests on lease liabilities	**251**	242
Interest on amount due to ultimate holding company	**677**	371
Addition to plant and equipment	**334**	4,396
Depreciation of plant and equipment	**881**	142
Loss on write-off of plant and equipment	**2**	–
Depreciation of right-of-use assets	**1,464**	1,269
Expense relating to short-term leases	**52**	172
Cost of inventories recognised as an expense	**30,000**	8,126

During the year, 浙江典石 Group paid approximately RMB24,657,000 (2021: RMB6,338,000) in respect of operating activities, paid approximately RMB4,903,000 (2021: RMB3,287,000) in respect of investing activities and received approximately RMB9,577,000 (2021: RMB33,958,000) in respect of financing activities. The carrying amounts of the assets and liabilities of 浙江典石 Group at the date of disposal are disclosed in note 37.

16. DIVIDEND

No dividend was paid or proposed during the year ended 31 December 2022, nor has any dividend been proposed since the end of the reporting period (2021: nil).

17. (LOSS) EARNINGS PER SHARE

From continuing and discontinued operations

The calculations of the basic loss per share are based on loss for the year attributable to owners of the Company of approximately RMB16,168,000 (2021: profit of RMB665,000) and approximately 506,546,000 (2021: 506,546,000) shares in issue during the year ended 31 December 2022.

Diluted loss/earnings per share was the same as basic loss/earnings per share for the years ended 31 December 2022 and 2021 as there were no potential ordinary shares existed during both years.

From continuing operations

The calculation of the basic and diluted earnings per share from continuing operations attributable to the owners of the Company is based on the following data:

Earnings figures are calculated as follows:

	2022 **RMB'000**	2021 RMB'000 (Restated)
(Loss) profit for the year attributable to the owners of the Company	**(16,168)**	665
Add: loss for the year from discontinued operation	**(2,837)**	6,883
Earnings for the purpose of basic and diluted earnings per share for the year attributable to the owners of the Company from continuing operations	**(19,005)**	7,548

	2022 **'000**	2021 '000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	**506,546**	506,546

From discontinued operation

Basic and diluted earnings per share for the discontinued operation was approximately RMB0.56 cents (2021: loss of RMB1.36 cents (restated)) for the year ended 31 December 2022, based on the profit for the year from discontinued operation of approximately RMB2,837,000 (2021: loss of RMB6,883,000 (restated)) and the denominators detailed above for both basic and diluted loss per share.

18. PLANT AND EQUIPMENT

	Leasehold improvements RMB'000	Motor vehicles RMB'000	Office furniture, fixtures and other equipment RMB'000	Total RMB'000
COST				
At 1 January 2021	1,214	509	2,049	3,772
Additions	4,295	40	1,680	6,015
Written off	(871)	–	(283)	(1,154)
At 31 December 2021 and 1 January 2022	**4,638**	**549**	**3,446**	**8,633**
Additions	**62**	**2,178**	**702**	**2,942**
Disposal of subsidiaries (note 37)	**(3,553)**	**–**	**(1,174)**	**(4,727)**
Written off	**(29)**	**–**	**(14)**	**(43)**
At 31 December 2022	**1,118**	**2,727**	**2,960**	**6,805**
ACCUMULATED DEPRECIATION AND IMPAIRMENT				
At 1 January 2021	957	469	1,832	3,258
Provided for the year	743	5	288	1,036
Eliminated on written off	(871)	–	(283)	(1,154)
At 31 December 2021 and 1 January 2022	**829**	**474**	**1,837**	**3,140**
Provided for the year	**1,046**	**19**	**631**	**1,696**
Disposal of subsidiaries (note 37)	**(728)**	**–**	**(294)**	**(1,022)**
Eliminated on written off	**(29)**	**–**	**(12)**	**(41)**
At 31 December 2022	**1,118**	**493**	**2,162**	**3,773**
CARRYING VALUES				
At 31 December 2022	**–**	**2,234**	**798**	**3,032**
At 31 December 2021	3,809	75	1,609	5,493

Depreciation is provided to write off the cost of items of plant and equipment over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method, as follows:

Leasehold improvements	Over the shorter of term of the lease or 3-6 years
Motor vehicles	5-8 years
Office furniture, fixtures and other equipment	3-5 years

19. LEASES

(i) Right-of-use assets

	2022 **RMB'000**	2021 RMB'000
Office premises	–	8,153

The Group has lease arrangements for office premises. The lease terms are generally ranged from one to two years.

Additions to the right-of-use assets for the year ended 31 December 2022 amounted to approximately RMB1,511,000 (2021: RMB7,939,000), due to new leases of offices.

Reduction to the right-of-use assets during the year ended 31 December 2022 amounted to RMB6,716,000 (2021: nil) due to the disposal of subsidiaries (note 37).

(ii) Lease liabilities

	2022 **RMB'000**	2021 RMB'000
Non-current	–	4,711
Current	–	3,379
	–	8,090

Amounts payable under lease liabilities	**2022** **RMB'000**	2021 RMB'000
Within one year	–	3,379
After one year but within two years	–	4,711
	–	8,090
Less: Amount due for settlement within 12 months (shown under current liabilities)	–	(3,379)
Amount due for settlement after 12 months	–	4,711

During the year ended 31 December 2022, the Group entered into the lease agreements in respect of renting offices and recognised lease liabilities of approximately RMB1,511,000 (2021: RMB7,939,000).

Reduction to the lease liabilities during the year ended 31 December 2022 amounted to RMB7,038,000 (2021: nil) due to the disposal of subsidiaries (note 37).

19. LEASES (Continued)

(iii) Amounts recognised in profit or loss

	2022 RMB'000	2021 RMB'000 (Restated)
Continuing operation		
Depreciation expense on right-of-use assets	**1,484**	1,543
Interest expense on lease liabilities	**14**	73
Expense relating to short-term leases	**240**	270

(iv) Others

During the year ended 31 December 2022, the total cash outflow for leases amounted to approximately RMB3,120,000 (2021:RMB2,916,000).

During the year ended 31 December 2021, the Group terminated the lease of office and derecognised right-of-use assets and lease liabilities of approximately RMB260,000 (2022: nil) and RMB731,000 (2022: nil) respectively, resulting in a gain on termination of lease of approximately RMB471,000 (2022: nil) being recognised in profit or loss for the year and included in "other operating (expenses) income, net gains or losses".

20. INTANGIBLE ASSETS

	Trademarks RMB'000	Self-developed software RMB'000	Total RMB'000
COST			
At 1 January 2021	–	1,500	1,500
Addition	19	–	19
At 31 December 2021 and 1 January 2022	**19**	**1,500**	**1,519**
Written off	**(19)**	**–**	**(19)**
At 31 December 2022	**–**	**1,500**	**1,500**
ACCUMULATED AMORTISATION AND IMPAIRMENT			
At 1 January 2021	–	875	875
Provided for the year	2	300	302
At 31 December 2021 and 1 January 2022	**2**	**1,175**	**1,177**
Provided for the year	**17**	**300**	**317**
Eliminated on written off	**(19)**	**–**	**(19)**
At 31 December 2022	**–**	**1,475**	**1,475**
CARRYING VALUES			
At 31 December 2022	**–**	**25**	**25**
At 31 December 2021	17	325	342

20. INTANGIBLE ASSETS (Continued)

The above intangible assets have finite useful lives. Such intangible assets are amortised on straight-line basis over their estimated useful lives as follows:

Trademarks	1 year
Self-developed software	3 to 10 years

21. INTEREST IN AN ASSOCIATE

	2022 **RMB'000**	2021 RMB'000
Cost of investment in an associate	**–**	–
Share of post-acquisition losses and other comprehensive income	**–**	–
	–	–

杭州沐野品牌管理有限公司(“杭州沐野”), an associate, was established on 27 December 2021. The associate is principally engaged in the provision of e-commerce operation solution services. Registered capital amounted to RMB10,000,000 and the Group entitled RMB4,600,000 which represented 46% of shareholdings. It was held by a subsidiary in which the Group owned 41% equity interest. Capital injection of RMB4,600,000 was made during the year ended 31 December 2022 (2021: nil). On 10 October 2022, it was disposed together with the subsidiary. Details are disclosed in note 37.

貴服通網絡科技有限責任公司(“貴服通”), an associate was established on 12 August 2020. The associate is principally engaged in the provision of smart city solutions. Registered capital amounted to RMB50,000,000 and the Group entitled RMB16,500,000 which represented 33% of shareholdings.

On 15 March 2021, a wholly-owned subsidiary of the Company entered into an equity transfer agreement with an independent third party for the disposal of 33% equity interest of 貴服通 with a carrying amount of approximately RMB6,851,000 for an agreed cash consideration of RMB7,218,000. On 28 April 2021, the disposal of 貴服通 was completed. Gain on disposal of an associate of RMB367,000 has been recognised for the year ended 31 December 2021.

Details of the associate as at 31 December 2022 and 2021 were as follows:

Name of entity	**Form of entity**	**Place of incorporation establishment and operation**	**Class of shares held**	**Proportion of ownership interests or participating shares held by the Group** **2022** **Indirectly**	2021 Indirectly	**Principal activity**
杭州沐野	Incorporated	PRC	Ordinary	**–**	19%	Provision of e-commerce operation solution services
貴服通	Incorporated	PRC	Ordinary	**–**	–	Provision of smart city solutions

Summarised financial information in respect of the Group's associate in the preceding year set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with IFRSs.

21. INTEREST IN AN ASSOCIATE (Continued)

貴服通

The associate was accounted for using the equity method in these consolidated financial statements.

	2022 RMB'000	2021 RMB'000
Current assets	N/A[1]	N/A[1]
Non-current assets	N/A[1]	N/A[1]
Current liabilities	N/A[1]	N/A[1]

[1] Summarised financial information of the associate for 2022 and 2021 is not presented as it is no longer the Group's associate since disposal.

	For the year ended 31 December 2022 RMB'000	For the period ended 28 April 2021 RMB'000
Revenue	N/A[1]	2,531
Profit for the period/year	N/A[1]	280
Total comprehensive income for the period/year	N/A[1]	280

[1] Summarised financial information of the associate for 2022 is not presented as it is no longer the Group's associate since disposal.

杭州沐野

The associate was accounted for using the equity method in these consolidated financial statements.

	2022 RMB'000	2021 RMB'000
Current assets	N/A[1]	N/A[1]
Non-current assets	N/A[1]	N/A[1]
Current liabilities	N/A[1]	N/A[1]

[1] Summarised financial information of the associate for 2022 and 2021 is not presented as it is no longer the Group's associate since disposal.

	For the period ended 10 October 2022 RMB'000	For the year ended 31 December 2021 RMB'000
Revenue	247	–
Profit for the period/year	14	–
Total comprehensive income for the period/year	14	–

22. GOODWILL

	RMB'000
COST	
At 1 January 2021	1,856
Arising on acquisition of subsidiaries (note 41)	416
At 31 December 2021 and 1 January 2022	**2,272**
Disposal of subsidiaries (note 37)	**(416)**
At 31 December 2022	**1,856**
ACCUMULATED IMPAIRMENT	
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	**–**
CARRYING AMOUNTS	
At 31 December 2022	**1,856**
At 31 December 2021	2,272

For the purposes of impairment testing, the carrying value of goodwill set out above has been allocated to one (2021: three) CGU, comprising a subsidiary in the provision of smart city solutions (2021: subsidiaries in the provision of smart city solutions and e-commence operation solution services).

For the purpose of impairment assessment, plant and equipment, right-of-use assets and intangible assets that generate cash flows together with the related goodwill are also included in the respective CGU.

CGU comprising a subsidiary in the provision of smart city solutions

The recoverable amount of the CGU has been determined based on value-in-use calculations with reference to valuations performed by the management. The calculation uses cash flow projections based on financial budgets approved by management of the Group covering a 5-years (2021: 5-years) period and a pre-tax discount rate of 19% (2021: 20%) per annum. Cash flows beyond the 5-years period are extrapolated using a steady 3% (2021: 3%) growth rate.

CGUs comprising two subsidiaries in the provision of e-commerce operation solution services

As at 31 December 2021, the recoverable amounts of these CGUs have been determined based on value-in-use calculations with reference to valuations performed by the management. The calculation uses cash flow projections based on financial budgets approved by management of the Group covering a 5-years period and a pre-tax discount rate of 20% per annum. Cash flows beyond the 5-year period are extrapolated using a steady 3% growth rate.

The above growth rates are based on relevant industry growth forecasts and do not exceed the average long-term growth rate for the relevant industries. Other key assumptions for the value-in-use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin, such estimation is based on the units' past performance and management's expectations for the market development. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amounts of CGUs to exceed the aggregate recoverable amounts of CGUs. As a result, no impairment loss has been recognised during the years ended 31 December 2022 and 2021.

23. INVENTORIES

	2022 RMB'000	2021 RMB'000
Computer software and hardware	**7,295**	10,234
Finished goods held for resale under provision of e-commerce operation solution services	**–**	945
	7,295	11,179

During the year ended 31 December 2022 and 2021, there were sales of finished goods previously written down. As a result, a reversal of provision for write-down of finished goods of approximately RMB40,000 (2021:RMB80,000) were recognised and included in other operating (expenses) income, net gains or losses.

24. TRADE RECEIVABLES

	2022 RMB'000	2021 RMB'000
Trade receivables at amortised cost	**59,019**	61,445
Less: allowance for impairment loss	**(5,053)**	(3,768)
	53,966	57,677

As at 31 December 2022, the gross amount of trade receivable arising from contracts with customers amounted to approximately RMB59,019,000 (2021: RMB61,445,000).

There were no specific credit period granted to customers except for an average credit period of 30 – 90 days (2021: 30– 90 days) to its trade customers under trading of hardware and computer software segment. Ageing analysis of the trade receivables, net of allowance for impairment loss, as at the end of reporting period, presented based on the invoice date, which approximate to revenue recognition date, is as follows:

	2022 RMB'000	2021 RMB'000
0 to 90 days	**27,187**	47,526
91 to 180 days	**691**	296
Over 180 days	**26,088**	9,855
	53,966	57,677

The Group does not hold any collateral over its trade receivables. Based on past experience, management considers the unimpaired balances are fully recoverable as relevant customers have a good track record and are of a good credit standing.

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECL. The ECL on trade receivables are estimated using a provision matrix by reference to past default experience and creditworthiness of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

24. TRADE RECEIVABLES (Continued)

In respect of the trade receivables, as the Group's historical credit loss experience and creditworthiness of the debtors 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.

The Group recognised lifetime ECL for the remaining trade receivables based on the ageing of customers as follows:

As at 31 December 2022	**Weighted average expected loss rate**	**Gross carrying amount RMB'000**	**Loss allowance RMB'000**
Current (not past due)	**1.48%**	**27,603**	**409**
Within 1 year past due	**4.93%**	**22,109**	**1,091**
1 to 2 years past due	**8.25%**	**6,010**	**496**
2 to 3 years past due	**92.72%**	**3,297**	**3,057**
		59,019	**5,053**

As at 31 December 2021	Weighted average expected loss rate	Gross carrying amount RMB'000	Loss allowance RMB'000
Current (not past due)	*	48,589	–
Within 1 year past due	*	296	–
1 to 2 years past due	30.00%	12,560	3,768
		61,445	3,768

* The weighted average expected loss rate is close to zero and therefore no loss allowance is made.

Generally, trade receivables are written off if past due for more than 36 months and are not subject to enforcement activity. The Group does not hold collateral as security.

The movement in the loss allowance of trade receivables is set out below:

	2022 RMB'000	2021 RMB'000
At the beginning of the year	**3,768**	2,781
Impairment loss recognised on trade receivables	**1,285**	987
At the end of the year	**5,053**	3,768

25. PREPAYMENTS AND OTHER RECEIVABLES

	2022 RMB'000	2021 RMB'000
Non-current		
Deposits	–	285
Current		
Prepayments to suppliers	1,658	7,205
Deposits	2,773	2,092
Advances to employees	21	41
Other tax recoverable	44	568
Other receivables	397	251
	4,893	10,157
Less: Impairment losses	(140)	(108)
Prepayments and other receivables	4,753	10,049

Included in prepayments and other receivables is an amount of approximately RMB2,773,000 (2021: RMB2,092,000) representing deposit paid to customers for securing the Group's due performance of contracts. As at 31 December 2021, an amount of approximately RMB285,000 (2022: nil) is expected to be recovered upon completion of contracts after one year from the end of the reporting period.

Movement in the impairment losses on prepayments and other receivables:

	2022 RMB'000	2021 RMB'000
At the beginning of the financial year	108	133
Impairment loss recognised	66	–
Amount recovered during the year	(34)	(25)
Balance at the end of the year	140	108

During the year ended 31 December 2022, a lifetime ECL of approximately RMB66,000 (2021: nil) is made in respect of loan interest receivable with gross carrying amount of approximately RMB175,000 (2021: nil), as it has a significant increase in credit risk since initial recognition.

As at 31 December 2022, lifetime ECL of approximately RMB74,000 (2021: RMB108,000) has been made in respect of other receivables with gross carrying amount of approximately RMB74,000 (2021: RMB108,000) as they are determined to be credit impaired.

For remaining other receivables, it has low risk of default or has not been a significant increase in credit risk since initial recognition and no impairment loss is recognised.

26. CONTRACT ASSETS

Contract assets are initially recognised for certain amount of revenue earned from provision of smart city solutions as receipt of consideration is conditional on successful completion of retention period ranging from 1-3 years. The contract assets are transferred to trade receivables when the rights become unconditional. Upon completion of retention period, the amounts recognised as contract assets are reclassified to trade receivables.

As at 31 December 2022, contract assets of approximately RMB3,886,000 (2021: RMB7,125,000) are expected to be recovered after one year from the end of reporting period.

The Group has applied the simplified approach permitted by IFRS 9 to measure the allowance for credit losses at lifetime ECL. The contract assets are assessed for ECL by using the same basis and approach as trade receivables. There has been no change in the estimation techniques or significant assumptions made during the current reporting period in assessing the loss allowance for contract assets.

There are no impairment losses recognised on any contract assets during the year ended 31 December 2022 and 2021. Impairment assessment of contract assets is set out in note 6(b)(ii).

27. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

As at 31 December 2022 and 2021, financial assets at FVTPL represented wealth management products placed at a bank with no fixed maturity period. The deposit is non-guaranteed with expected return of around 1.70%-3.93% (2021: 2.25%-3.65%) per annum.

28. BANK BALANCES AND CASH

Bank balances carried interest rate at prevailing market rates for both years.

29. LOAN RECEIVABLE

	2022 RMB'000	2021 RMB'000
Fixed-rate loan receivable	**11,000**	–
Less: allowance for impairment loss	**(4,151)**	–
	6,849	–

As at 31 December 2022, a loan advanced to a former subsidiary, an independent third party, of RMB11,000,000, carried a fixed rate 5% per annum for financing needs of the borrower. The loan was unsecured and repayable on 31 December 2025.

As at 31 December 2022, in determining the expected credit loss for this asset on an individual basis, the directors of the Company have taken into account the financial position of the counterparty, considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of this financial asset occurring within its respective loss assessment time horizon, as well as the loss upon default.

As at 31 December 2022, the Group measures the loss allowance for the loan receivable at an amount equal to lifetime ECL and impairment loss of approximately RMB4,151,000 (2021: nil) was recognised, as it has a significant increase in credit risk since initial recognition..

30. TRADE AND OTHER PAYABLES

	2022 RMB'000	2021 RMB'000
Trade payables	**12,083**	26,170
Other tax payables	**1,116**	4,147
Accrued wages and salaries	**2,035**	4,681
Accrued expenses and other payables	**1,427**	2,111
Deposits received from promoters	**–**	15,831
	16,661	52,940

Ageing analysis of the trade payables presented based on the invoice date is as follows:

	2022 RMB'000	2021 RMB'000
Less than 1 year	**10,609**	22,817
Over 1 year but less than 2 years	**703**	1,938
Over 2 years but less than 3 years	**509**	832
More than 3 years	**262**	583
	12,083	26,170

There was no specific credit period for payment granted by suppliers. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

31. CONTRACT LIABILITIES

	2022 RMB'000	2021 RMB'000
Current	**643**	415

The following table sets out the revenue recognised that was included in the contract liabilities balance at the beginning of the year.

	2022 RMB'000	2021 RMB'000
Provision of smart city solutions	**–**	1,925
Trading of hardware and computer software	**415**	2,939
	415	4,864

As at 31 December 2022, the balance represents advance payment from customers of approximately RMB643,000 (2021: RMB415,000) for bulk purchase in respect of the trading of hardware and software segment.

32. AMOUNT DUE TO ULTIMATE HOLDING COMPANY

	2022 RMB'000	2021 RMB'000
Amount due to ultimate holding company, unsecured (note)	–	8,000

Note:

As at 31 December 2021, amount due to ultimate holding company of RMB8,000,000 (2022: nil) is unsecured, carried an annual interest rate of 4.785% and is repayable within one year.

During the year ended 31 December 2022, the amount due to ultimate holding company was derecognised through disposal of subsidiaries (note 37).

33. BANK BORROWINGS

	2022 RMB'000	2021 RMB'000
Bank borrowings, unsecured (note)	10,000	–
Carrying amounts repayable (based on scheduled repayment dates set out in the borrowing agreements):		
Within one year	10,000	–
Amounts shown under current liabilities	10,000	–

Note:

As at 31 December 2022, unsecured bank borrowings of RMB10,000,000, guaranteed by the ultimate holding company, carried floating rate of Loan Prime Rate ("LPR") plus 0.30% per annum (2021: nil) for financing the Group's operations as at 31 December 2022.

The exposure of the Group's bank borrowings to interest rate changes are as follows:

	2022 RMB'000	2021 RMB'000
Variable rate borrowings expiring within one year	10,000	–

During the year ended 31 December 2022, the Group obtained new bank borrowings in the amount of RMB10,000,000 (2021: nil).

34. DEFERRED TAX

The followings are the major deferred tax (liabilities) assets recognised and movements thereon during the current years:

	Impairment loss on inventory RMB'000	Impairment loss on trade receivables and other receivables RMB'000	Fair value adjustments RMB'000	Total RMB'000
At 1 January 2021	64	617	(94)	587
(Charged) credited to profit or loss (note 14)	(2)	141	45	184
At 31 December 2021 and 1 January 2022	**62**	**758**	**(49)**	**771**
(Charged) credited to profit or loss (note 14)	**(1)**	**119**	**45**	**163**
At 31 December 2022	**61**	**877**	**(4)**	**934**

At 31 December 2022, the Group had unused tax losses amounted to approximately RMB30,767,000 (2021: RMB36,651,000) available for offset against future profits. No deferred tax asset has been recognised in respect of these remaining unused tax losses due to the unpredictability of future profit streams. The entire tax losses can be carried forward for five years from the respective years in which the loss arose.

At 31 December 2022, certain deductible temporary differences of approximately RMB4,217,000 (2021: nil) have not been recognised as deferred tax assets due to the unpredictability of future profit streams.

Under the EIT Law, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiary from 1 January 2008 onwards. Deferred tax has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiary amounting to approximately RMB28,896,000 (2021: RMB37,736,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

35. PAID-IN CAPITAL

	Number of shares		Amount	
	2022 '000	2021 '000	**2022 RMB'000**	2021 RMB'000
Registered, issued and fully paid:				
Domestic shares with par value of RMB0.1 each				
At 1 January and 31 December	**244,421**	244,421	**24,442**	24,442
Overseas public shares ("H shares") with par value of RMB0.1 each				
At 1 January and 31 December	**262,125**	262,125	**26,213**	26,213
Total	**506,546**	506,546	**50,655**	50,655

36. RESERVES

Statutory surplus reserve

In accordance with the Company Law in the PRC and the Articles of Association of the Company and its subsidiaries, the Company and its subsidiaries are required to appropriate 10% of their annual statutory net profit (after offsetting any prior years' losses) to the statutory surplus reserve.

When the balance of the statutory surplus reserve reaches 50% of the paid-in capital/share capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses, if any, or to increase capital after properly approved. However, except for offset prior years' losses, such statutory surplus reserve must be maintained at a minimum of 25% of paid-in capital/share capital after such usage.

The transfer to statutory reserve is based on the net profit under the financial statements prepared in accordance with the PRC accounting standards.

37. DISPOSAL OF SUBSIDIARIES

As described in note 15, the Group entered into the Equity Transfer Agreement with an independent third party in respect of the disposal of all the assets of 浙江典石 Group and all the liabilities, obligations and indebtedness due by 浙江典石 Group. The disposal was completed on 10 October 2022. The net liabilities of 浙江典石 Group at the date of disposal were as follows:

	RMB'000
Cash consideration received	–*

* The amount is less than RMB1,000.

Analysis of assets and liabilities over which control was lost:

	Notes	RMB'000
Plant and equipment	18	3,705
Right-of-use assets	19	6,716
Interest in an associate	21	4,606
Goodwill	22	416
Inventories		1,163
Trade receivables		5
Prepayments and other receivables		2,354
Bank balances and cash		4,350
Trade and other payables		(23,748)
Amount due to an associate		(2,234)
Lease liabilities	19	(7,038)
Loan payable		(11,000)
Amount due to ultimate holding company	32	(18,000)
Net liabilities disposed of		(38,705)

37. DISPOSAL OF SUBSIDIARIES (Continued)

Gain on disposal of subsidiaries:

	RMB'000
Cash consideration received arising on disposal	–
Net liabilities disposed of	38,705
Non-controlling interest	(27,124)
Gain on disposal of subsidiaries	11,581

Net cash outflow arising on disposal of subsidiaries:

	RMB'000
Cash consideration received	–
Less: bank balances and cash disposed of	(4,350)
	(4,350)

38. MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2022, as a result of the disposal of 浙江典石 Group on 10 October 2022, 浙江典石, being a subsidiary of the Company before 10 October 2022, became a third party of the Company on or after 10 October 2022 and the amount due from 浙江典石 of RMB11,000,000 was classified as loan receivable.

During the year ended 31 December 2022, the Group entered into new arrangements in respect of office premises. Right-of-use assets and lease liabilities of approximately RMB1,511,000 (2021: RMB7,939,000) were recognised at the commencement of the leases.

During the year ended 31 December 2021, the Group terminated an office premise. Right-of-use assets and lease liabilities of approximately RMB260,000 and RMB731,000 (2022: nil) respectively were recognised at the commencement of the leases were derecognised.

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the consolidated statement of cash flows as cash flows from financing activities.

			Non-cash changes			
	1 January 2022 RMB'000	**Financing cash flows RMB'000**	**New lease arrangements RMB'000**	**Disposal of subsidiaries RMB'000 (Note 37)**	**Finance costs incurred RMB'000**	**31 December 2022 RMB'000**
Bank borrowings	**–**	**10,000**	**–**	**–**	**–**	**10,000**
Amount due to ultimate holding company	**8,000**	**10,000**	**–**	**(18,000)**	**–**	**–**
Lease liabilities (note 19)	**8,090**	**(2,828)**	**1,511**	**(7,038)**	**265**	**–**
Amount due to an associate	**–**	**2,234**	**–**	**(2,234)**	**–**	**–**
Interest payable	**–**	**(964)**	**–**	**–**	**964**	**–**
	16,090	**18,442**	**1,511**	**(27,272)**	**1,229**	**10,000**

			Non-cash changes			
	1 January 2021 RMB'000	Financing cash flows RMB'000	New lease arrangements RMB'000	Termination of lease RMB'000	Finance costs incurred RMB'000	31 December 2021 RMB'000
Amount due to ultimate holding company	–	8,000	–	–	–	8,000
Lease liabilities (note 19)	3,041	(2,474)	7,939	(731)	315	8,090
Interest payable	–	(371)	–	–	371	–
	3,041	5,155	7,939	(731)	686	16,090

40. RELATED PARTY TRANSACTIONS

(a) Transaction with a related party

Save as disclosed elsewhere in the consolidated financial statements, the Group entered into transaction with a related party as follows:

Related party	Nature of transaction	2022 RMB'000	2021 RMB'000
浙江升華控股集團有限公司	Sale of goods	**5**	6
山東雲峰莫干山家居有限公司	Sale of goods	**270**	–
德清下渚湖度假村有限公司	Sale of goods	**229**	–
浙江德清升華臨杭物流有限公司	Sale of goods	**34**	–

Notes:

i) The above related company is held by the same beneficial shareholder.

ii) The sale of goods was made at normal business term.

(b) Compensation of key management personnel

The remuneration of directors, chief executive, supervisors and other members of key management during the year were as follows:

	2022 RMB'000	2021 RMB'000
Short-term benefits	**3,309**	3,123
Post-employment benefits	**164**	227
	3,473	3,350

The remuneration of directors, supervisors and key management was determined by the remuneration committee having regard to the performance of individual and market trends.

41. ACQUISITION OF SUBSIDIARIES

i) 杭州滿趣供應鏈管理有限公司

On 16 August 2021, the Group acquired 100% of the issued share capital of 杭州滿趣供應鏈管理有限公司 ("杭州滿趣") for consideration of nil. This acquisition had been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was approximately RMB397,000. 杭州滿趣 is engaged in provision of e-commence operation solution services. 杭州滿趣 was acquired so as to continue the expansion of the Group's operation.

The fair values of the identifiable assets acquired and liabilities recognised at the date of acquisition are as follows:

	RMB'000
Other receivables	1
Bank balances and cash	20
Accruals and other payables	(418)
	(397)

Goodwill arising on acquisition:

	RMB'000
Consideration transferred	–
Less: net liabilities acquired	397
Goodwill arising on acquisition	397

None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes.

Net cash inflow on acquisition of 杭州滿趣

	RMB'000
Cash consideration transferred	–
Add: cash and cash equivalent balances acquired	20
	20

Included in the loss for the year ended 31 December 2021 was loss of approximately RMB355,000 attributable to the additional business generated by 杭州滿趣. No revenue for the year ended 31 December 2021 was generated from 杭州滿趣.

Had the acquisition been completed on 1 January 2021, total revenue of the Group for the year ended 31 December 2021 would have been approximately RMB218,368,000, and loss for the year ended 31 December 2021 would have been approximately RMB13,930,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2021, nor is it intended to be a projection of future results.

41. ACQUISITION OF SUBSIDIARIES (Continued)

ii) 杭州萌呀科技有限公司

On 23 March 2021, the Group acquired 67% of the issued share capital of 杭州萌呀科技有限公司 ("杭州萌呀") for consideration of approximately RMB28,000. This acquisition had been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was approximately RMB19,000. 杭州萌呀 is engaged in provision of e-commence operation solution services. 杭州萌呀 was acquired so as to continue the expansion of the Group's operation.

Consideration transferred

	RMB'000
Cash	28

The fair values of the identifiable assets acquired and liabilities recognised at the date of acquisition are as follows:

	RMB'000
Inventories	12
Other receivables	2
Trade payables	(1)
	13

Goodwill arising on acquisition:

	RMB'000
Consideration transferred	28
Non-controlling interests	4
Less: net assets acquired	(13)
Goodwill arising on acquisition	19

None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes.

Net cash outflow on acquisition of 杭州萌呀

	RMB'000
Cash consideration transferred	28
Less: cash and cash equivalent balances acquired	–
	28

41. ACQUISITION OF SUBSIDIARIES (Continued)

Included in the loss for the year ended 31 December 2021 was loss of approximately RMB28,000 attributable to the additional business generated by 杭州萌呀. No revenue for the year ended 31 December 2021 was generated from 杭州萌呀.

Had the acquisition been completed on 1 January 2021, total revenue of the Group for the year ended 31 December 2022 would have been approximately RMB218,368,000, and loss for the year ended 31 December 2021 would have been approximately RMB13,603,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2021, nor is it intended to be a projection of future results.

42. CAPITAL COMMITMENT

At the end of the reporting period, the Group had the following contracted for but not provided other commitment:

	2022 **RMB'000**	2021 RMB'000
Contribution to an associate	**–**	4,600

43. RETIREMENT BENEFITS SCHEME

The employees of the Group are required to participate in a central pension scheme operated by the PRC local municipal governments. The companies in the Group are required to contribute a specified percentage of its payroll costs to the central pension scheme. The contributions are charged to the consolidated statement of profit or loss and other comprehensive income as they become payable in accordance with the rules of the central pension scheme.

The total cost charged to consolidated statement of profit or loss and other comprehensive income of approximately RMB3,421,000 (2021: RMB3,281,000) represents contributions payable to this scheme by the Group in respect of the current accounting period from continuing operations.

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Notes	2022 RMB'000	2021 RMB'000
Non-current assets			
Plant and equipment		**16**	46
Investments in subsidiaries	(a)	**49,239**	53,339
Loan receivable		**6,849**	–
Right-of-use asset		**–**	202
		56,104	53,587
Current assets			
Inventories		**13**	14
Trade receivables		**251**	37
Prepayments and other receivables		**159**	53
Amounts due from subsidiaries	(b)	**1,416**	20,547
Financial assets at fair value through profit or loss		**3,036**	–
Bank balances and cash		**10,193**	382
		15,068	21,033
Current liabilities			
Trade and other payables		**1,058**	1,019
Amounts due to subsidiaries	(b)	**277**	277
Lease liability		**–**	204
		1,335	1,500
Net current assets		**13,733**	19,533
		69,837	73,120
Capital and reserves			
Paid-in capital		**50,655**	50,655
Reserves	(c)	**19,182**	22,465
Total equity		**69,837**	73,120

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

(a) Investments in subsidiaries

	2022	2021
	RMB'000	RMB'000
Unlisted investments, at cost	**55,907**	60,007
Accumulated impairment losses	**(6,668)**	(6,668)
	49,239	53,339

(b) The amounts due from/to subsidiaries are unsecured, repayable on demand and interest income/expense charged according to the terms of the agreements entered into between the parties.

(c) Reserves

	Attributable to owners of the Company			
	Share premium	**Statutory surplus reserve**	**Accumulated losses**	**Total**
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2021	101,336	7,934	(82,473)	26,797
Loss and total comprehensive expense for the year	–	–	(4,332)	(4,332)
At 31 December 2021 and 1 January 2022	**101,336**	**7,934**	**(86,805)**	**22,465**
Loss and total comprehensive expense for the year	**–**	**–**	**(3,283)**	**(3,283)**
At 31 December 2022	**101,336**	**7,934**	**(90,088)**	**19,182**

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 December 2022 and 2021 are as follows:

Name	Form of business	Place of establishment/ operations	Issued share capital/ Paid up issued registered share capital	Proportion of ownership interest held by Company (2022)		Proportion of ownership interest held by Company (2021)		Principal activities
				Directly	Indirectly	Directly	Indirectly	
杭州華光計算機工程有限公司	Private Limited	The PRC	Registered capital of RMB10,000,000	100%	-	100%	–	Trading of hardware and computer software
升華科訊有限公司	Private Limited	Hong Kong	Registered capital of HKD800,000	100%	-	100%	–	Provision of e-commerce operation solution services
浙江創建科技有限公司	Private Limited	The PRC	Registered capital of RMB60,000,000	100%	-	100%	–	Provision of smart city solution
杭州創建智工科技有限公司	Private Limited	The PRC	Registered capital of RMB5,000,000	-	100%	–	100%	Provision of smart city solution
浙江典石 (notes (a), (b))	Private Limited	The PRC	Registered capital of RMB10,000,000	-	-	41%	–	Provision of e-commerce operation solution services
杭州滿趣供應鏈管理有限公司("杭州滿趣") (notes (a), (b) and (e))	Private Limited	The PRC	Registered capital of RMB1,000,000	-	-	–	41%	Provision of e-commerce operation solution services
杭州萌呀科技有限公司 ("杭州萌呀") (notes (a), (c) and (e))	Private Limited	The PRC	Registered capital of RMB1,000,000	-	-	–	27%	Provision of e-commerce operation solution services
浙江滿趣科技有限公司 ("浙江滿趣) (notes (a), (d) and (e))	Private Limited	The PRC	Registered capital of RMB10,000,000	-	-	–	29%	Provision of e-commerce operation solution services

All subsidiaries are limited liability companies.

The above table lists the major subsidiaries of the Group which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

Notes:

(a) As at 31 December 2021, the Group owned 41% equity interest in 浙江典石. However, the Group appointed three out of the five directors of that company under the provisions stated in the Article of Association of 浙江典石. The directors of the Company also assessed the Group's control over 浙江典石 on the basis of its practical ability to direct the relevant activities unilaterally. Therefore, the directors of the Company concluded that the Group had control over 浙江典石. 浙江典石 owned 100%, 67% and 70% equity interests in 杭州滿趣, 杭州萌呀 and 浙江滿趣 respectively. Therefore, the Group had control over 杭州滿趣, 杭州萌呀 and 浙江滿趣. 浙江典石, 杭州滿趣, 杭州萌呀 and 浙江滿趣 were consolidated in the consolidated financial statements.

(b) The subsidiary was acquired on 16 August2021. Details are set out in note 41 (i).

(c) The subsidiary was acquired on 23 March 2021. Details are set out in note 41 (ii).

(d) The subsidiary was established on 23 April 2021.

(e) These subsidiaries were disposed on 10 October 2022. Details are set out in note 37.

None of the subsidiaries had any debt securities subsisting at the end of the year or at any time during both years.

At the end of the reporting period, the Company has no other subsidiaries that are not material to the Group.

The table below shows details of non-wholly owned subsidiary of the Group that has non-controlling interests that are material to the Group:

Name of subsidiary	Place of incorporation/ establishment and principal place of business	Proportion of ownership interest held by non-controlling interests		Loss attributable to non-controlling interests		Accumulated non-controlling interests	
		2022	2021	**2022**	2021	**2022**	2021
		%	%	**RMB'000**	RMB'000	**RMB'000**	RMB'000
浙江典石 Group	The PRC	**–**	59	**(19,418)**	(14,240)	**–**	(7,706)

45. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

	2022 RMB'000	2021 RMB'000
Non-current assets	N/A[1]	11,341
Current assets	N/A[1]	31,495
Current liabilities	N/A[1]	(48,614)
Non-current liability	N/A[1]	(4,711)
Equity attributable to owners of the Company	N/A[1]	(2,783)
Non-controlling interests	N/A[1]	(7,706)

1 Summarised financial information of the subsidiaries for 2022 is not presented as they are no longer the Group's subsidiaries since disposal.

	For the period ended 10 October 2022 RMB'000	2021 RMB'000
Revenue	54,075	12,319
Expenses	(82,237)	(33,442)
Loss for the period/year	(28,162)	(21,123)
Loss attributable to owners of the Company	(8,744)	(6,883)
Loss attributable to non-controlling interests	(19,418)	(14,240)
Loss for the period/year	(28,162)	(21,123)
Net cash outflows from operating activities	(24,657)	(6,338)
Net cash outflows from investing activities	(4,903)	(3,287)
Net cash inflows from financing activities	9,577	33,958
Net cash (outflows) inflows	(19,983)	24,333

46. COMPARATIVES

Certain items related to the discontinued operation during the year ended 31 December 2021 have been restated to conform to current year's presentation. As such reclassification adjustment has no impact to the consolidated statement of financial position, the consolidated statement of financial position as at 1 January 2022 is not presented.

FINANCIAL SUMMARY

CONSOLIDATED RESULTS
(Continuing and discontinued operations)

	Year ended 31 December				
	2022	2021	2020	2019	2018
	RMB'000	RMB'000 (Restated)	RMB'000	RMB'000 (Restated)	RMB'000
Continuing operations					
Revenue	**135,024**	206,049	237,630	285,117	217,107
Cost of sales	**(119,277)**	(165,522)	(197,157)	(253,510)	(179,305)
Gross profit	**15,747**	40,527	40,473	31,607	37,802
Other operating (expenses) income, net gains or losses	**(1,443)**	1,477	1,154	5,854	3,564
Distribution and selling expenses	**(6,018)**	(5,749)	(6,786)	(7,760)	(9,129)
General and administrative expenses	**(17,329)**	(19,520)	(19,066)	(20,247)	(19,102)
Research and development expenditure	**(9,833)**	(8,647)	(9,922)	(4,907)	(4,700)
Share of result of an associate	**–**	92	125	34	–
Gain on disposal of investment in an associate	**–**	367	–	–	–
Finance costs	**(301)**	(73)	(300)	(731)	(212)
(Loss) profit before tax	**(19,177)**	8,474	5,678	3,850	8,223
Income tax credit (expenses)	**172**	(926)	241	(132)	(286)
(Loss) profit and total comprehensive (expense) income for the year from continuing operations	**(19,005)**	7,548	5,919	3,718	7,937
Discontinued operation					
Loss (profit) for the year from discontinued operation	**(16,581)**	(21,123)	(1,050)	37	–
(Loss) profit and total comprehensive (expense) income for the year	**(35,586)**	(13,575)	4,869	3,755	7,937
Attributable to:					
– owners of the Company	**(16,168)**	665	5,025	4,614	8,393
– non-controlling interests	**(19,418)**	(14,240)	(156)	(859)	(456)
	(35,586)	(13,575)	4,869	3,755	7,937
(Loss) earnings per share Basic and diluted (RMB cents)	**(3.19)**	0.13	0.99	0.91	1.66

CONSOLIDATED ASSETS AND LIABILITIES

	As at 31 December				
	2022	2021	2020	2019	2018
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Total assets	**124,318**	175,470	142,677	163,124	139,958
Total liabilities	**(27,304)**	(69,994)	(30,160)	(54,278)	(34,867)
Non-controlling interests	**–**	7,706	–	(1,354)	(2,213)
Shareholders' equity	**97,014**	113,182	112,517	107,492	102,878