

WINTO GROUP (HOLDINGS) LIMITED 惠陶集團(控股)有限公司

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

Stock Code 股份代號: 8238



2022 年報
ANNUAL REPORT

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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香港聯合交易所有限公司(「聯交所」)GEM特色

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Director

Mr. Hung Yuen Kin

Non-executive Director

Mr. Lui Man Wah (*Chairman*)

Independent Non-executive Directors

Ms. Wong Chi Ling
Mr. Wong Ling Yan Philip
Mr. Lee Man Yeung

COMPLIANCE OFFICER

Mr. Hung Yuen Kin

AUTHORISED REPRESENTATIVES

Mr. Hung Yuen Kin
Mr. Yu Ngai

COMPANY SECRETARY

Mr. Yu Ngai

董事會

執行董事

熊遠健先生

非執行董事

呂文華先生(主席)

獨立非執行董事

黃子玲女士
黃靈恩先生
李文洋先生

合規主任

熊遠健先生

授權代表

熊遠健先生
余毅先生

公司秘書

余毅先生

AUDIT COMMITTEE

Ms. Wong Chi Ling (*Chairlady*)
Mr. Wong Ling Yan Philip
Mr. Lee Man Yeung

REMUNERATION COMMITTEE

Mr. Wong Ling Yan Philip (*Chairman*)
Mr. Lui Man Wah
Ms. Wong Chi Ling
Mr. Lee Man Yeung

NOMINATION COMMITTEE

Mr. Lui Man Wah (*Chairman*)
Ms. Wong Chi Ling
Mr. Wong Ling Yan Philip
Mr. Lee Man Yeung

CORPORATE GOVERNANCE & RISK MANAGEMENT COMMITTEE

Mr. Lui Man Wah (*Chairman*)
Ms. Wong Chi Ling
Mr. Wong Ling Yan Philip
Mr. Lee Man Yeung

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Workshop A, 14th Floor
V Ga Building 532
Castle Peak Road
Kowloon, Hong Kong

COMPLIANCE ADVISER

Lego Corporate Finance Limited
Room 1601, 16/F, China Building
29 Queen's Road Central, Hong Kong

審核委員會

黃子玲女士(主席)
黃靈恩先生
李文洋先生

薪酬委員會

黃靈恩先生(主席)
呂文華先生
黃子玲女士
李文洋先生

提名委員會

呂文華先生(主席)
黃子玲女士
黃靈恩先生
李文洋先生

企業管治及風險管理委員會

呂文華先生(主席)
黃子玲女士
黃靈恩先生
李文洋先生

總辦事處及主要營業地點

香港九龍
青山道532號
偉基大廈
14樓A室

合規顧問

力高企業融資有限公司
香港中環皇后大道中29號
華人行16樓1601室

CORPORATE INFORMATION

公司資料

AUDITOR

McM (HK) CPA Limited
Certified Public Accountants

PRINCIPAL BANKERS

Bank of Communications Company Limited
The Hong Kong and Shanghai
Banking Corporation Limited

REGISTERED OFFICE

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

COMPANY WEBSITE

<http://www.wintogroup.hk>

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

GEM STOCK CODE

8238

核數師

長盈(香港)會計師事務所有限公司
執業會計師

主要往來銀行

交通銀行股份有限公司
香港上海滙豐銀行
有限公司

註冊辦事處

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

公司網站

<http://www.wintogroup.hk>

股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

GEM股份代號

8238

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Winto Group (Holdings) Limited (the "Company", together with its subsidiaries, the "Group"), I am pleased to present the annual report of the Group for the year ended 31 December 2022 to our shareholders and investors.

Since early 2020, the novel coronavirus ("COVID-19") pandemic spread worldwide and caused significant threats to the global health and economy. The prolonged COVID-19 pandemic in 2021 and 2022, had resulted in, among other things, ongoing travel restrictions, prolonged closures of workplaces, lockdowns in Guangdong-Hong Kong-Macau Greater Bay Area. COVID-19 outbreaks in Hong Kong and Guangdong were experienced in the early part of the year and in Macau in June. Throughout most of 2022 Macau's tourism business was severely impacted by pandemic. Visitation to Macau was severely disrupted during the year, with total visitation of 5.7 million a reduction of 26.0% from the number of visitors in 2021, and only 14.5% of the number of visitor arrivals in 2019—the last pre-pandemic year.

In addition, on January 18, 2022, the Macau Legislative Assembly published a draft bill entitled Amendment to Law No. 16/2001 to amend Macau's gaming law (the "Gaming Law"). During 2022, most of the companies in Macau Market, especially those in tourism and hotel industry, were adopting a wait-and-see approach to monitor the Macau government's Gaming Law amendment and concession renewal process, and assess the potential impact on Macau economy. The new gaming concession was finally confirmed in December 2022.

Suffered from the threats from hotel and tourism industry and gaming industry in Macau economy, the demand for advertisement was severely affected, and the Group recorded a decrease in the total revenue by approximately 43.3% to approximately HK\$34,645,000 and a decrease in net profit by approximately 52.7% to approximately HK\$10,030,000.

各位股東：

本人謹代表惠陶集團(控股)有限公司(「本公司」，連同其附屬公司，統稱「本集團」)董事(「董事」)會(「董事會」)，欣然向我們的股東及投資者呈報本集團截至2022年12月31日止年度的年度報告。

自2020年初，新型冠狀病毒(「COVID-19」)疫情於世界各地蔓延並對全球健康及經濟構成重大威脅。2021年及2022年的COVID-19疫情持續，導致(其中包括)實施持續旅遊限制、辦公場所延長關閉、粵港澳大灣區封城措施。COVID-19於去年初在香港及廣東爆發，並於6月在澳門肆虐。2022年大部分時間，澳門的旅遊業均受疫情嚴重打擊。年內到訪澳門嚴重受阻，訪客總人數570萬人，較2021年減少26.0%，亦僅為2019年(即疫情發生前)訪客人數的14.5%。

此外，於2022年1月18日，澳門立法會公佈了《修改第16/2001號法律〈娛樂場幸運博彩經營法律制度〉》(「博彩法」)條例草案。於2022年，以澳門為市場的大部分公司(特別是從事旅遊及酒店行業的公司)均持觀望態度，監察澳門政府博彩法修訂及賭牌重續程序，並評估對澳門經濟的潛在影響。批出新賭牌的事宜終於在2022年12月落實。

酒店及旅遊業以及博彩業不景氣，影響澳門經濟，對廣告的需求亦受到嚴重影響，本集團的總收益減少約43.3%至約34,645,000港元，純利減少約52.7%至約10,030,000港元。

CHAIRMAN'S STATEMENT

主席報告

Around the end of 2022, Macau and Mainland travel restrictions were materially relaxed. Current regulations permit visitors from the Mainland, Hong Kong and Taiwan to visit Macau without proof of COVID-19 testing. Visitors from other areas are currently permitted with proof of negative nucleic acid test or rapid antigen test within 48 hours. All quarantine requirements have been suspended. In recent months, Macau has experienced the gradual resumption of tourists' arrival. January 2023 visitation increased by 101.3% from the previous year to 1.4 million. The Group will remain resilient and is cautiously optimistic of our business.

On behalf of the Board, I would like to take this opportunity to thank our Directors, our dedicated management and staff for their wavering support and commitment. We would also like to express our gratitude for the continuing support and trust of our shareholders, business partners, readers and customers. We hope to join hands with each other to achieve improvements and delivery success continuously.

Lui Man Wah
Chairman

Hong Kong, 31 March 2023

在2022年年底左右，澳門與中國內地的旅行限制大大放寬。根據目前的規定，來自中國內地、香港及台灣的旅客毋須COVID-19測試證明仍可到訪澳門，來自其他地區的旅客則須憑48小時內核酸檢測陰性證明或快速抗原檢測證明方可入境，而所有檢疫規定均已暫定。近數個月，到訪澳門的旅客已逐漸增多。2023年1月的訪客人數按年增長101.3%，達140萬人次。本集團將保持韌性，並對業務持審慎樂觀態度。

本人謹代表董事會，藉此機會感謝各位董事、竭誠盡責的管理層及員工的堅定支持與承諾。我們亦衷心感謝各位股東、業務夥伴、讀者及客戶對我們一直的支持與信任。我們希望與大家攜手合作，不斷取得進步及成功。

呂文華
主席

香港，2023年3月31日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL PERFORMANCE

The Group recorded total revenue of approximately HK\$34,645,000 for the year ended 31 December 2022, representing an decrease of approximately 43.3% from approximately HK\$61,128,000 for the year ended 31 December 2021. The Group recorded total gross profit of approximately HK\$24,112,000 for the year ended 31 December 2022, representing an decrease of approximately 40.0% from approximately HK\$40,171,000 for the year ended 31 December 2021. The Group's profit attributable to the owners of the Company amounted to approximately HK\$10,104,000 for the year ended 31 December 2022 compared to the loss attributable to the owners of the Company of approximately HK\$21,531,000 for the year ended 31 December 2021. Profit per share of the Group for the year ended 31 December 2022 was approximately HK\$2.00 cents. The Directors do not recommend the payment of a final dividend for the year ended 31 December 2022.

BUSINESS REVIEW

The Group is principally engaged in (i) sales and distribution of publications, and the sales of print and online advertising spaces and provision of advertising design and related production services, (ii) sales of billboard advertising spaces and provision of advertisement sourcing agency services, and (iii) promotion of products and services by organizing exhibitions and shows.

Publications and Advertising Business

During the year, the Group owned and published six publications, including Exmoo News, Travel Macao, Motoz Trader, Motoz Trader (Free), Shopping Monthly (a 2-in-1 dual cover magazine), and Shopping Monthly (Free) (a 2-in-1 dual cover magazine).

財務表現

本集團於截至2022年12月31日止年度錄得收益總額約34,645,000港元，較截至2021年12月31日止年度約61,128,000港元減少約43.3%。本集團於截至2022年12月31日止年度錄得總毛利約24,112,000港元，較截至2021年12月31日止年度約40,171,000港元減少約40.0%。本集團截至2022年12月31日止年度本公司擁有人應佔溢利約為10,104,000港元，而截至2021年12月31日止年度本公司擁有人應佔虧損約為21,531,000港元。本集團於截至2022年12月31日止年度的每股溢利約為2.00港仙。董事不建議派付截至2022年12月31日止年度的末期股息。

業務回顧

本集團的主要業務為(i)銷售及發行刊物，銷售印刷及線上廣告位置以及提供廣告設計及相關製作服務，(ii)銷售廣告牌的廣告位以及提供廣告採購代理服務，及(iii)組織展覽及表演以推銷產品及服務。

刊物及廣告業務

於年內，本集團擁有及出版六份刊物，包括《力報》、《遊澳假期》、《名車站》、《名車站睇樓站生活站贈閱版》、二合一雙封面雜誌《購物王》及二合一雙封面雜誌《購物專線贈閱版》。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The publications of the Group cover readership of different market segments and age groups by focusing on different areas of interests in lifestyle, including automotive, beauty and fashion, property, dining and electronic products.

- Exmoo News is a Chinese-language daily newspaper (published every Monday to Friday) published in Macau which has a wide range of readership by covering different areas including Macau daily local news as well as Hong Kong, the PRC and international news, finance and economy, entertainment, sports, fashion and lifestyle, cultural knowledge, etc. As at the date of this annual report, the distribution points of Exmoo News in Macau covering commercial buildings, luxury apartments, banks, airport and lounge, ports, petrol kiosk, food centre, car parks, universities and governmental offices, etc. and Exmoo News is one of the publications with highest circulation and widest coverage in Macau.
- Travel Macao is a Chinese-language travel leisure fortnightly magazine (published alternate Friday) published in Macau which provides comprehensive information to readers relating to travel, dining, shopping, culture and entertainment in Macau. It is distributed in major terminals in Hong Kong and Macau as well as certain hotels in Macau. In addition to the printed magazine distributed in Macau and Hong Kong, Travel Macao also provides website version, digital social media platforms such as Facebook page and WeChat platform to readers.
- Motoz Trader is a fortnightly magazine that focuses on new car models, second-hand car market and properties while also provides lifestyle information including dining, fashion and beauty.
- Motoz Trader (Free) is a free fortnightly magazine that is extracted from Motoz Trader.
- Shopping Monthly is a fortnightly magazine and focuses on updated information on consumer products.
- Shopping Monthly (Free) is a free fortnightly magazine that is extracted from Shopping Monthly.

During the year ended 31 December 2022, the revenue generated from the publications and advertising business amounted to approximately HK\$18,780,000, decreased from approximately HK\$29,953,000 for the year ended 31 December 2021.

本集團旗下的刊物集合生活時尚的不同興趣範疇，包括汽車、美容及時裝、物業、飲食、電子產品等資訊，以迎合不同市場層面及年齡組別的讀者群。

- 《力報》是一份於澳門刊發的中文日報(每週一至週五刊發)，其讀者群廣泛，涵蓋不同範疇包括澳門本地日報以及香港、中國及國際新聞、財經、娛樂、體育、時尚及生活風格、文化知識等。於本年報日期，《力報》於澳門的發行點涵蓋商業樓宇、豪華公寓、銀行、機場及貴賓室、港口、加油站、熟食中心、停車場、大學及政府合署等，其為澳門發行量及覆蓋率最高的報章之一。
- 《遊澳假期》是一本於澳門刊發的中文旅遊休閒雙週刊(每雙週五刊發)，為讀者提供有關澳門旅遊、餐飲、購物、文化及娛樂的綜合資料。其於香港及澳門的主要航站樓及澳門若干酒店分發。除了於澳門及香港發行印刷版雜誌外，遊澳假期還為讀者提供網上版本、數字社交媒體平台(如Facebook專頁及微信平台)。
- 《名車站》是雙周刊，主要介紹新車型號、二手車市場及物業，亦同時提供飲食、時裝及美容等生活時尚資訊。
- 《名車站睇樓站生活站贈閱版》是摘錄《名車站》部分內容的免費雙周刊。
- 《購物王》乃雙周刊並集中最新消費品資訊。
- 《購物專線贈閱版》是摘錄《購物王》部分內容的免費雙周刊。

截至2022年12月31日止年度，刊物及廣告業務產生的收益從截至2021年12月31日止年度的約29,953,000港元減少至約18,780,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Outdoor Advertising Business

The Group has been diversifying its revenue stream by developing the billboard advertising business (the “Billboard Advertising Business”). During the year, the Group cooperated with certain business partners and entered into continuing contracts for usage of the advertisement spaces of billboards in Macau and Zhuhai, namely Hong Kong-Zhuhai-Macau-Bridge (“HZMB”) Macau Section Passenger Clearance Building for a term of 65 months from 1 January 2020; and Zhuhai Hengqin Passenger Clearance Building for a term of one year till 31 August 2022, and further extended till 28 February 2023.

During the year ended 31 December 2022, the revenue generated from the outdoor advertising business amounted to approximately HK\$14,758,000 decreased from approximately HK\$28,940,000 for the year ended 31 December 2021.

Exhibition and Trade Show Business and Related Services

During the year ended 31 December 2022, the revenue generated from the exhibition and trade show business and related services amounted to approximately HK\$1,107,000, decreased from approximately HK\$2,235,000 for the year ended 31 December 2021.

PROSPECTS

Looking forward to 2023, the Group will pay close attention to the uncertainties in the economic environment, and stay alert to formulate strategies to pursue steady development and strive for generous returns to our shareholders.

戶外廣告業務

本集團已透過發展廣告牌廣告業務(「廣告牌廣告業務」)多元化收益來源。年內，本集團與若干業務合作夥伴簽訂合同，當中包括自2020年1月1日起，為期65個月的澳門及珠海的廣告牌廣告位置(即港珠澳大橋澳門段旅檢大樓)；以及為期一年至2022年8月31日的珠海橫琴旅檢大樓，並進一步續期至2023年2月28日。

截至2022年12月31日止年度，戶外廣告業務產生的收益由截至2021年12月31日止年度的約28,940,000港元減少至約14,758,000港元。

展覽及貿易展覽業務及相關服務

截至2022年12月31日止年度，展覽及貿易展覽業務及相關服務產生的收益由截至2021年12月31日止年度的約2,235,000港元減少至約1,107,000港元。

展望

展望2023年，本集團將密切關注經濟環境中的不確定因素，並在制定策略時保持警覺性，以追求穩定發展並致力為股東帶來豐厚的回報。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

Total revenue decreased by approximately 43.3% from approximately HK\$61,128,000 for the year ended 31 December 2021 to approximately HK\$34,645,000 for the year ended 31 December 2022. It was mainly due to the reduced demand of advertisement in Macau market. The revenue generated from publications and advertising business decreased to approximately HK\$18,780,000 as compared with approximately HK\$29,953,000 for the year ended 31 December 2021.

The revenue generated from outdoor advertising business decreased to approximately HK\$14,758,000 for the year ended 31 December 2022 as compared with approximately HK\$28,940,000 for the year ended 31 December 2021.

The revenue of the Group contributed from the exhibition and trade show business and related services, amounted to approximately HK\$1,107,000 or 3.2% of the total revenue of the Group for the year ended 31 December 2022.

Cost of Sales

For the year ended 31 December 2022, the cost of sales of the publications and advertising business and exhibition and trade show business and related services amounted to approximately HK\$9,549,000 or 90.6% and approximately HK\$984,000 or 9.4%, respectively of the total cost of sales.

Gross Profit

Total gross profit decreased by approximately 40.0% from approximately HK\$40,171,000 for the year ended 31 December 2021 to approximately HK\$24,112,000 for the year ended 31 December 2022. The decrease in the gross profit was mainly due to the shrinkage of publications and advertising business and outdoor advertising business.

財務回顧

收益

總收益由截至2021年12月31日止年度約61,128,000港元減少約43.3%至截至2022年12月31日止年度約34,645,000港元，主要是由於澳門市場對廣告的需求減少所致。刊物及廣告業務產生的收益減少至約18,780,000港元，而截至2021年12月31日止年度約為29,953,000港元。

戶外廣告業務產生的收益於截至2022年12月31日止年度減少至約14,758,000港元，而截至2021年12月31日止年度約為28,940,000港元。

本集團主要來自展覽及貿易展覽業務及相關服務的收益，約為1,107,000港元，佔本集團截至2022年12月31日止年度的總收益的3.2%。

銷售成本

截至2022年12月31日止年度，刊物及廣告業務、展覽及貿易展覽業務及相關服務的銷售成本分別為約9,549,000港元及約984,000港元，分別佔總銷售成本的90.6%及9.4%。

毛利

總毛利由截至2021年12月31日止年度約40,171,000港元減少約40.0%至截至2022年12月31日止年度約24,112,000港元。毛利減少主要是由於刊物及廣告業務及戶外廣告業務收縮所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other Income

Other income increased by approximately HK\$1,967,000 from approximately HK\$239,000 for the year ended 31 December 2021 to approximately HK\$2,206,000 for the year ended 31 December 2022. The increase was mainly attributable to the one-off nature of subsidies granted under the Employment Support Scheme by The Hong Kong Special Administrative Region Government and incentive subsidy for technology modernisation by the Government Information Bureaus of The Macau Special Administrative Region Government in 2022, while no such subsidies granted in 2021.

Operating Expenses

The operating expenses of the Group decreased by approximately 17.0% from approximately HK\$14,922,000 for the year ended 31 December 2021 to approximately HK\$12,380,000 for the year ended 31 December 2022.

Finance Costs

Finance costs of the Group amounted to approximately HK\$2,064,000 for the year ended 31 December 2022, compared to approximately HK\$3,279,000 for the year ended 31 December 2021.

Income Tax Expense

Income tax expense for the Group was approximately HK\$Nil for the year ended 31 December 2022, compared to approximately HK\$1,655,000 for the year ended 31 December 2021.

Profit for the Year Attributable to Owners of the Company

During the year ended 31 December 2022, the Group's profit attributable to owners of the Company amounted to HK\$10,104,000.

其他收入

其他收入由截至2021年12月31日止年度的約239,000港元增加約1,967,000港元至截至2022年12月31日止年度的約2,206,000港元，該增加主要是由於2022年香港特別行政區政府保就業計劃項下授出一次性補貼及澳門特別行政區政府新聞局就技術現代化授出的優惠補貼，而2021年並無授出該等補貼所致。

經營開支

本集團的經營開支由截至2021年12月31日止年度約14,922,000港元減少約17.0%至截至2022年12月31日止年度約12,380,000港元。

融資成本

本集團截至2022年12月31日止年度的融資成本為約2,064,000港元，而截至2021年12月31日止年度為約3,279,000港元。

所得稅開支

本集團截至2022年12月31日止年度的所得稅開支為約零港元，而截至2021年12月31日止年度為約1,655,000港元。

本公司擁有人應佔年內溢利

於截至2022年12月31日止年度，本集團的本公司擁有人應佔溢利為10,104,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Liquidity, Financial Resources and Capital Structure

There has been no change in the capital structure of the Group during the year ended 31 December 2022. The share capital of the Company only comprises ordinary shares.

流動資金、財務資源及資本架構

於截至2022年12月31日止年度，本集團的資本架構並無變動。本集團的股本僅包括普通股。

		As at 31 December 於12月31日	
		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Current assets	流動資產	50,241	35,609
Current liabilities	流動負債	32,134	35,859
Current ratio	流動比率	1.6	1.0

The current ratio of the Group as at 31 December 2022 was approximately 1.6 times as compared to approximately 1.0 times as at 31 December 2021.

於2022年12月31日，本集團的流動比率約為1.6倍，而於2021年12月31日則約為1.0倍。

As at 31 December 2022, the Group had cash and cash equivalents of approximately HK\$1,908,000 (2021: approximately HK\$10,949,000).

於2022年12月31日，本集團的現金及現金等價物為約1,908,000港元(2021年：約10,949,000港元)。

Gearing Ratio

The gearing ratio of the Group, calculated as total borrowings over shareholders' fund, was approximately 38% as at 31 December 2022 (2021: 144%).

資產負債比率

於2022年12月31日，本集團的資產負債比率(按借款總額除以股東資金計算)約為38%(2021年：144%)。

Trade Receivables Turnover Days

The trade receivables increased from approximately HK\$14,712,000 for the year ended 31 December 2021 to HK\$33,997,000 for the year ended 31 December 2022 and the trade receivable turnover days increased from approximately 88 days for the year ended 31 December 2021 to approximately 358 days for the year ended 31 December 2022. All outstanding trade receivable balances are reviewed by the Group's sales and marketing department on a monthly basis to ensure that any overdue receivable is promptly monitored and appropriate collection actions are taken.

貿易應收款項週轉日數

貿易應收款項由截至2021年12月31日止年度約14,712,000港元增加至截至2022年12月31日止年度約33,997,000港元，而貿易應收款項週轉日數由截至2021年12月31日止年度約88日增至截至2022年12月31日止年度約358日。本集團的銷售及市場推廣部每月審閱所有未收貿易應收款項結餘，以確保可盡速監察所有逾期應收款項並採取適當收款行動。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Treasury Policies

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

Significant Investments Held

During the year ended 31 December 2022, there was no other significant investment held by the Group.

Future Plans for Material Investments and Capital Assets

Save as disclosed in this annual report, the Group did not have other plans for material investments and capital assets.

Material Acquisitions and Disposals of Subsidiaries and Joint Ventures

During the year ended 31 December 2022, there was no material acquisitions and disposals of subsidiaries and joint ventures.

Pledge of Assets

As at 31 December 2022, the Group had no material pledge of assets.

Contingent Liabilities

As at 31 December 2022, the Group did not have any significant contingent liabilities.

Capital Commitments

As at 31 December 2022, the Group did not have any significant capital commitments.

庫務政策

本集團採取保守的庫務政策方針。本集團持續對客戶的財務狀況進行信貸評估，致力減低所面對的信貸風險。為管理流動資金風險，董事會密切監控本集團的流動資金水平，確保本集團資產、負債及承擔的流動資金架構可符合其資金需求。

所持有的重大投資

截至2022年12月31日止年度，本集團概無持有其他重大投資。

有關重大投資及資本資產的未來計劃

除於本年報所披露者外，本集團並無有關重大投資及資本資產的其他計劃。

附屬公司及合營企業的重大收購及出售事項

截至2022年12月31日止年度，並無重大收購及出售附屬公司及合營企業。

資產抵押

於2022年12月31日，本集團並無重大資產抵押。

或然負債

於2022年12月31日，本集團並無任何重大或然負債。

資本承擔

於2022年12月31日，本集團並無任何重大資本承擔。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Information on Employees and Remuneration Policy

As at 31 December 2022, the employee headcount (not including Directors) of the Group was 17 (2021: 27) and the total staff costs, including Directors' emoluments for the year ended 31 December 2022, amounted to approximately HK\$7,171,000 (2021: approximately HK\$7,299,000).

The Group offers competitive remuneration packages commensurate with industry practice. In order to attract and retain valuable employees, the Group reviews the performance of its employees annually and such review results will be taken into account while having the annual salary review and promotion appraisal. In addition to a basic salary, bonuses would be paid to staff with reference to the financial performance of the Group. The Group would also provide trainings or seminars relating to publication business and offer options that may be granted to the employees under the share option scheme. The Group pays commission to its sales and marketing staff which is calculated based on an agreed percentage of sharing specified in their respective contracts in accordance of the total monthly sales solicited by such staff which is arrived at mutual agreement between the Company and the respective staff.

EVENTS AFTER THE REPORTING PERIOD

- i) After the outbreak of Coronavirus Disease 2019 ("COVID-19 outbreak") in early 2020, a series of precautionary and control measures have been and continued to be implemented across the world. It has brought about additional uncertainties in the Group's operating environment and may impact the Group's operations and financial position. The Group has been closely monitoring the impact from COVID-19 on the Group's businesses and has commenced to put in place various measures.

Based on the information currently available, the Directors confirm that there has been no material adverse change in the financial and operating position of the Group up to the date of this report. The Group will pay close attention to the development of the COVID-19 outbreak and perform further assessment of its impact and take relevant measures.

僱員資料及薪酬政策

於2022年12月31日，本集團的僱員數目(不包括董事)為17名(2021年：27名)，而截至2022年12月31日止年度的總員工成本(包括董事酬金)約為7,171,000港元(2021年：約7,299,000港元)。

本集團提供與行業慣例相稱的薪酬待遇。為吸引及挽留有價值的僱員，本集團每年審閱僱員表現，在年度薪金檢討及晉升評核時會考慮有關審閱結果。除基本薪金外，本集團會按照財務表現向員工支付花紅。本集團亦會提供有關出版業務的培訓或研討會以及給予可能根據購股權計劃授予僱員的購股權。本集團向銷售及市場推廣員工支付的佣金按彼等各自的合約內訂明的協定分成百分比根據有關員工貢獻的每月銷售總額計算，計算方式經本公司與各員工共同協定。

報告期後的事件

- i) 於2020年初爆發2019年新型冠狀病毒(「COVID-19疫情」)之後，已於並持續於全球範圍內實施一系列預防及控制措施。這為本集團的經營環境帶來額外的不明朗因素，並可能影響本集團的營運及財務狀況。本集團一直密切監察COVID-19對本集團業務的影響，並已開始實施各項措施。

根據現有資料，董事確認截至本報告日期，本集團的財務及經營狀況並無重大不利變動。本集團將密切關注COVID-19疫情的發展，並進一步評估其影響及採取相關措施。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

- ii) On 13 March 2023, Silverbricks Securities Company Limited as the placing agent (the “Placing Agent”) and the Company entered into a placing agreement (the “2023 Placing Agreement”) pursuant to which the Company proposes to offer for subscription and the Placing Agent has agreed to procure not less than six placees on a best effort basis to subscribe for up to 103,680,000 placing shares (the “New Placing Shares”) at a price of not less than HK\$0.14 per New Placing Share. For further details, please refer to the Company’s announcement dated 13 March 2023 and 14 March 2023.
- ii) 於2023年3月13日，元庫證券有限公司（作為配售代理，「配售代理」）與本公司訂立配售協議（「2023年配售協議」），據此，本公司擬提呈以供認購，而配售代理已同意按竭誠盡力基準促使不少於六名承配人按每股新配售股份不低於0.14港元的價格認購最多103,680,000股配售股份（「新配售股份」）。有關更多詳情，請參閱本公司日期為2023年3月13日及2023年3月14日的公告。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

DIRECTORS

Executive Director

Mr. Hung Yuen Kin, aged 42, was appointed as executive Director of the Group since 16 October 2019. Mr. Hung has over 10 years of experience in media and advertisement industries. He obtained a Bachelor of Arts degree in Journalism and Communication from Chu Hai University in 2005.

Mr. Hung was appointed as a deputy managing director of Macau Federal Commercial Association of Convention & Exhibition Industry in September 2019 until 2021. He served as a media production director of Central – Companhia de Comunicacao International, LDA, a company incorporated in Macau, which is principally engaged in media, advertisement and exhibition business from April 2019 to September 2019. He served as a business development director of Pentalker Studio Publication Co., Ltd., which is a book publisher providing cultural and travel information in Macau from July 2016 to April 2019. He also served as a deputy editor-in-chief of “NEW GEN. Monthly” of New Generation Culture Association from June 2017 to July 2018. He was also an editor in chief of Central International Communication Co, Ltd, which is principally engaged in media, advertisement and exhibition business from June 2011 to July 2016. Mr. Hung served as an editor of Wide Connection Limited (being a subsidiary of New Media Group Holdings Limited, now known as Evergrande Health Industry Group Limited, a company listed on the Stock Exchange, stock code: 708), which was principally engaged in magazine publishing, from April 2010 to June 2011. He also served as an editor in chief of Prefix Publication Limited, which is a book publisher providing travel, leisure, lifestyle and cultural information in Hong Kong from March 2009 to April 2010.

Non-executive Director

Mr. Lui Man Wah, aged 41, was appointed as non-executive Director of the Group since 16 October 2019. Mr. Lui is also the executive director of Imperium Financial Group Limited (a company listed on GEM of the Stock Exchange, stock code: 8029). Mr. Lui obtained a Bachelor of Arts degree in business studies from the Hong Kong Polytechnic University in 2004 and obtained a Master of Commerce degree from Macquarie University in 2005. Mr. Lui has over 10 years of experience in securities and financial institutions. He is experienced in managing listed companies in Hong Kong.

董事

執行董事

熊遠健先生，42歲，於2019年10月16日獲委任為本集團之執行董事。熊先生於媒體及廣告行業擁有逾10年經驗。彼於2005年自珠海學院獲得新聞及傳播學文學士學位。

熊先生於2019年9月獲委任為澳門會展產業聯合商會副理事長，任期至2021年止。彼於2019年4月至2019年9月擔任中匯國際傳播有限公司(一家於澳門註冊成立的公司)的媒體製作總監，該公司主要從事媒體、廣告及展覽業務。彼於2016年7月至2019年4月擔任有德筆出版有限公司的業務開發總監，該公司為一家澳門書籍出版商，提供文化及旅遊資訊。彼亦於2017年6月至2018年7月擔任新生代青年文化會出版的《新生代》月刊副主編。彼亦於2011年6月至2016年7月擔任中匯國際傳播有限公司的主編，該公司主要從事媒體、廣告及展覽業務。於2010年4月至2011年6月，熊先生曾擔任韋福有限公司(為新傳媒集團控股有限公司(現稱為恒大健康產業集團有限公司)(一家聯交所上市公司，股份代號：708)的附屬公司)的編輯，該公司主要從事雜誌出版。彼亦於2009年3月至2010年4月擔任尚方文化有限公司的主編，該公司為一家香港書籍出版商，提供旅遊、休閒、生活及文化資訊。

非執行董事

呂文華先生，41歲，於2019年10月16日獲委任為本集團之非執行董事。呂先生亦為帝國金融集團有限公司(於聯交所GEM上市之公司，股份代號：8029)之執行董事。呂先生於2004年取得香港理工大學之商業學文學士學位，並於2005年獲得麥覺理大學之商業碩士學位。呂先生於證券及金融機構擁有逾10年經驗。彼於管理香港上市公司方面經驗豐富。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Independent non-executive Directors

Ms. Wong Chi Ling, aged 51, was appointed as an independent non-executive Director of the Group since 16 October 2019. Ms. Wong possesses over 25 years of experience in finance, accounting and company secretarial services experience in Hong Kong. She obtained a master degree of arts in parent education and a professional diploma in guidance and counselling from The Chinese University of Hong Kong, a postgraduate diploma in early childhood education from The Hong Kong Baptist University and a bachelor degree of arts in accountancy from the Hong Kong Polytechnic University. Ms. Wong is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, a fellow member of The Institute of Chartered Accountants in England and Wales and an associate member of Institute of Certified Public Accountants.

Ms. Wong is currently the group financial controller of RNP Jewelry Design Limited, which engages in the trading and manufacturing of jewelry products, since March 2015. Ms. Wong is responsible for corporate accounting, finance and corporate secretarial matters. Ms. Wong worked in H.C. Wong & Co., Certified Public Accountants (Practising), responsible for providing corporate secretarial services from August 2007 to March 2015, with her last positions as senior manager. She served as an accounting officer II of the government of the Hong Kong Special Administrative Region from April 1997 to May 2007. She also served as an accounting manager of Sam Woo Engineering Equipment Limited from September 1996 to April 1997 and a staff accountant at Ernst & Young from August 1994 to August 1996.

Mr. Wong Ling Yan Philip, aged 42, was appointed as an independent non-executive Director of the Group since 16 October 2019. Mr. Wong has over 10 years of experience in management and business operation. He is a member of the Hong Kong Institute of Surveyors and obtained a Master Degree of Business Administration from the Chinese University of Hong Kong in 2010. Mr. Wong is currently the chief executive officer of YOOV Internet Technology Limited (“YOOV”), which specialize in providing cloud-based enterprise resource planning (ERP) solutions to small and medium-sized enterprises (SME), since January 2016. Prior to the formation of YOOV, Mr. Wong operated a number of English learning centres in Hong Kong from December 2012 to December 2016. He also served as an operations manager of Nan Fung Resources Limited from March 2012 to November 2012. He worked in the Real Estate Asia Division of Wells Fargo Bank, N.A. (Hong Kong branch) from July 2007 to March 2011 with his last position as real estate relationship manager.

獨立非執行董事

黃子玲女士，51歲，於2019年10月16日獲委任為本集團之獨立非執行董事。黃女士擁有逾25年香港財務、會計及公司秘書服務經驗。彼獲得香港中文大學家長教育文學碩士學位及學生輔導專業文憑，香港浸會大學幼兒教育碩士文憑及香港理工大學會計學文學士學位。黃女士為英國特許公認會計師公會資深會員、英格蘭及威爾斯特許會計師公會資深會員及香港會計師公會會員。

黃女士自2015年3月起擔任盛耀珠寶設計有限公司的集團財務總監至今，該公司從事珠寶產品的貿易及製造。黃女士負責公司會計、財務及公司秘書事宜。黃女士於2007年8月至2015年3月於黃禧超會計師事務所任職，負責提供公司秘書服務，彼離職前擔任高級經理。彼於1997年4月至2007年5月就任香港特別行政區政府二級會計主任。彼亦於1996年9月至1997年4月擔任三和機械有限公司的會計經理及於1994年8月至1996年8月擔任安永會計師事務所的會計師。

黃靈恩先生，42歲，於2019年10月16日獲委任為本集團之獨立非執行董事。黃先生擁有逾10年管理及業務營運經驗。彼為香港測量師學會會員並於2010年取得香港中文大學工商管理碩士學位。黃先生自2016年1月起擔任優科互聯網科技有限公司(「優科」)的首席執行官至今，該公司專門為中小企業提供基於雲計算的企業資源規劃解決方案。於成立優科前，黃先生於2012年12月至2016年12月在香港經營若干英語學習中心。彼亦自2012年3月至2012年11月擔任南豐資源有限公司的營運經理。彼於2007年7月至2011年3月於北美富國銀行香港分行亞洲房地產分部就職，離職前擔任房地產關係經理一職。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Lee Man Yeung, aged 45, was appointed as an independent non-executive Director of the Group since 16 October 2019. Mr. Lee has over 13 years of experience in business management in the construction industry. Mr. Lee obtained a certificate in Business Administration and a diploma in Business Management (Banking & Finance) from Holmesglen Institute of TAFE in Melbourne, Australia in May 1999 and August 2000 respectively. Mr. Lee worked at Hang Tat Engineering Company Limited as a project manager from 2003 to 2010. He was the business owner of APEX Construction & Development Limited from September 2008 to May 2015. He is the founder and has been a director of Le Point Management Company Limited, a company principally engaged in the business of management of restaurants and hospitality group in China since January 2015. Mr. Lee was an independent non-executive director of Pak Wing Group (Holdings) Limited (currently known as China Hongbao Holding Limited) (a company listed on GEM of the Stock Exchange, stock code: 8316) from September 2018 to February 2021. He is also an engineering consultant of Chilego Engineering Co., Limited since December 2010.

CHANGES IN DIRECTORS' INFORMATION

Upon specific enquiry by the Company and following confirmations from Directors, save as otherwise set out in this Report, there is no change in the information of the Directors required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

李文洋先生，45歲，於2019年10月16日獲委任為本集團之獨立非執行董事。李先生擁有逾13年建築業工商管理經驗。李先生分別於1999年5月及2000年8月獲得澳洲墨爾本TAFE的Holmesglen Institute的工商管理證書及工商管理(銀行及金融)文憑。李先生於2003年至2010年於恒達工程有限公司擔任項目經理。彼於2008年9月至2015年5月為高睿建築發展有限公司的業務負責人。彼為樂點餐飲管理有限公司(一間主要在中國從事餐廳及接待團體的管理業務的公司)創辦人及自2015年1月起為董事。李先生於2018年9月至2021年2月擔任柏榮集團(控股)有限公司(現稱中國紅包控股有限公司，一間聯交所GEM上市公司，股份代號：8316)的獨立非執行董事。彼自2010年12月起亦為展力高工程有限公司的工程顧問。

董事資料變更

經本公司作出具體查詢並根據董事發出的下列確認函，除本報告所載述者外，概無董事的資料變更須根據GEM上市規則第17.50A(1)條予以披露。

REPORT OF THE DIRECTORS

董事報告

The Directors are pleased to present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and those of the principal subsidiaries of the Company are set out in note 36 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's future business development and possible risk and uncertainties facing the Group are set out in Chairman's Statement as well as the Management Discussion and Analysis of this annual report respectively. An analysis of the Group's performance during the year using financial key performance indicators is set out in the Management Discussion and Analysis of this annual report.

For the year ended 31 December 2022, the Group's business operation made continuous effort on minimizing damage to the environment and ensuring employees' well-being. No non-compliance in relation to environmental and social aspects was recorded. Engagement with stakeholders has resulted in raised concerns on key material issues, which include (i) employee health and safety, (ii) labour standards, (iii) intellectual property ("IP") rights, (iv) customer data protection and (v) anti-corruption. These aspects had already been managed by the Group and the Group will continue to keep close communication with its stakeholders for advancing its environmental, social and governance management.

Discussion on the Group's environmental policies and performance, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group will be provided in the Environmental, Social and Governance Report which will be published on the websites of the Company and the Stock Exchange no later than three months after the publication of this annual report.

董事欣然提呈本集團截至2022年12月31日止年度的報告及經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股，而本公司主要附屬公司的主要業務載於綜合財務報表附註36。

業務回顧

本集團年內的業務回顧及本集團的未來業務發展及本集團可能面臨的風險及不確定因素的討論分別載於本年報的主席報告以及管理層討論及分析。採用主要財務績效指標的本集團年內表現分析載於本年報的管理層討論及分析。

截至2022年12月31日止年度，本集團持續向業務營運作出投放，以盡量減低對環境的損害，並確保僱員福祉。並無錄得與環境及社會方面的違規事件。權益人的參與提升了對主要重大事項的關注，此等事項包括：(i)僱員健康與安全；(ii)勞工標準；(iii)知識產權（「知識產權」）；(iv)客戶數據保護及(v)反貪污。本集團已對此等方面作出管理，本集團亦將繼續與權益人保持緊密聯繫，以提升其環境、社會及管治上的管理。

有關本集團的環保政策及表現、與主要持份者的關係以及遵守對本集團有重大影響的有關法律及規例的討論將於不遲於刊發本年度報告後的三個月內，在本公司及聯交所網站刊發的環境、社會及管治報告中提供。

REPORT OF THE DIRECTORS

董事報告

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2022 and the state of affairs of the Group covering the same period are set out in the consolidated financial statements in this annual report. The Board does not recommend the payment of any final dividend for the year ended 31 December 2022.

SUMMARY OF FINANCIAL INFORMATION

The summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 168 of this annual report.

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in note 29 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company did not have any reserve available for distribution to the shareholders.

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

業績及股息

本集團截至2022年12月31日止年度的業績及本集團同期的業務狀況載於本年報的綜合財務報表內。董事會不建議就截至2022年12月31日止年度派付任何末期股息。

財務資料概要

本集團過去五個財政年度的業績、資產與負債概要載於本年報第168頁。

股本

年內本公司股本的變動詳情載於綜合財務報表附註29。

可分派儲備

於2022年12月31日，本公司並無任何儲備可供分派予股東。

優先購買權

本公司的組織章程細則或開曼群島的法例均無優先購買權條文，規定本公司須按比例向現有股東提呈新股份。

購買、出售或贖回上市證券

截至2022年12月31日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

REPORT OF THE DIRECTORS

董事報告

MAJOR CUSTOMERS AND SUPPLIERS

Sales to the Group's five largest customers accounted for approximately 57.7% of the total sales for the year ended 31 December 2022 and sales to the largest customer included therein amounted to approximately 18.5%. Purchases from the Group's five largest suppliers accounted for approximately 60.4% of the total purchases for the year ended 31 December 2022 and purchases from the largest supplier included therein amounted to approximately 31.3%.

Save as disclosed, none of the Directors or any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued shares) had any interest in the Group's five largest customers or suppliers.

ARRANGEMENT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed "Share Option Scheme" and "Directors' Interests and Short Positions in Shares, Underlying Shares and Debentures", at no time during the year was the Company, any of its subsidiaries, its ultimate holding company or any subsidiary of such ultimate holding company a party to any arrangements to enable the Directors or the chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

主要客戶及供應商

對本集團五大客戶的銷售佔截至2022年12月31日止年度總銷售額約57.7%，其中對最大客戶的銷售約佔18.5%。向本集團五大供應商的採購佔截至2022年12月31日止年度總採購額約60.4%，其中向最大供應商的採購約佔31.3%。

除上文所披露者外，概無董事或彼等任何緊密聯繫人或任何股東(就董事所知，其擁有本公司5%以上的已發行股份)於本集團五大客戶或供應商中擁有任何權益。

購買股份或債權證之安排

除「購股權計劃」及「董事於股份、相關股份及債權證的權益及淡倉」兩節所披露者外，於年內任何時間，本公司、其任何附屬公司、其最終控股公司或該最終控股公司之任何附屬公司概無訂立任何安排以讓本公司董事或主要行政人員藉購入本公司或任何其他法人團體之股份或債權證而獲益。

REPORT OF THE DIRECTORS

董事報告

DIRECTORS

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

BOARD OF DIRECTORS

Executive Director

Mr. Hung Yuen Kin

Non-executive Director

Mr. Lui Man Wah (*Chairman*)

Independent non-executive Directors

Ms. Wong Chi Ling
Mr. Wong Ling Yan Philip
Mr. Lee Man Yeung

In accordance with Article 84(1), three directors will retire at the forthcoming annual general meeting ("AGM") and, all of them, being eligible, offer themselves for re-election at the AGM.

BIOGRAPHIES DETAILS OF DIRECTORS

The biographical details of the Directors of the Group are set out on pages 16 to 18 of this annual report.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

All independent non-executive Directors have entered into a letter of appointment with the Company under which their term of appointment is three years.

董事

年內及截至本報告日期止董事如下：

董事會

執行董事

熊遠健先生

非執行董事

呂文華先生(主席)

獨立非執行董事

黃子玲女士
黃靈恩先生
李文洋先生

根據細則第84(1)條，三名董事將於應屆股東週年大會(「股東週年大會」)上退任，合資格並願意於股東週年大會上膺選連任。

董事履歷詳情

本集團董事履歷詳情載於本年報第16至18頁。

董事的服務合約

擬於股東週年大會上接受重選的董事概無與本公司訂立本公司不得於一年內在毋須補償(法定補償除外)的情況下終止的服務合約。

所有獨立非執行董事已與本公司訂立委聘書，而彼等之委任期為三年。

REPORT OF THE DIRECTORS

董事報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contract of significance in relation to the Company's business to which the Company, any of its subsidiaries, its ultimate holding company or any subsidiary of such ultimate holding company was a party and in which a Director or an entity connected with the Director was materially interested, either directly or indirectly, subsisted during or at the end of the year.

EQUITY-LINKED AGREEMENTS

Other than the share option scheme disclosed in section "Share Option Scheme" in this report and Note 30 to the consolidated financial statements, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

MATERIAL ACQUISITIONS AND DISPOSALS

During the year ended 31 December 2022 and 2021, there is no other material acquisition or disposal of subsidiaries and affiliated companies.

EMOLUMENT POLICY

The Remuneration Committee is responsible for making recommendations to the Board on Company's remuneration policy and structure for all Directors and senior management, having regard to market competitiveness, individual performance and achievement. The Company has adopted a share option scheme as an incentive to Directors and eligible participants, details of the scheme is set out in section "Share Option Scheme" in this report and Note 30 to the consolidated financial statements.

SHARE OPTION SCHEME

The Group adopted the share option scheme (the "Share Option Scheme") on 16 February 2015, under which the Directors may grant options to eligible persons to subscribe for the Company's shares, subject to the terms and conditions stipulated therein. The Share Option Scheme will expire on 16 February 2025. For further details, please refer to Note 30 to the consolidated financial statements.

As at 16 October 2019, all of the share options granted have been cancelled.

董事的交易、安排或合約權益

本公司、其任何附屬公司、其最終控股公司或該最終控股公司之任何附屬公司並無訂立任何董事或與該董事有關的主體直接或間接擁有重大權益而於年內或年末有效的與本公司業務相關之交易、安排或重要合約。

與股票掛鈎協議

除本報告「購股權計劃」一節及綜合財務報表附註30所披露之購股權計劃外，本公司概無於年內訂立或已訂立任何截至年末仍存續的與股票掛鈎協議，而將會或可能導致本公司發行股份，或可要求本公司訂立任何將會或可能導致本公司發行股份的協議。

重大收購及出售事項

於截至2022年及2021年12月31日止年度，並無重大收購或出售附屬公司及聯屬公司。

薪酬政策

薪酬委員會在考慮市場競爭力、個人表現及成就後，負責就本公司全體董事及高級管理層的薪酬政策及架構向董事會提出推薦意見。本公司已採納一項購股權計劃以激勵董事及合資格參與者，計劃詳情載於本報告「購股權計劃」一節及綜合財務報表附註30。

購股權計劃

本集團於2015年2月16日採納購股權計劃（「購股權計劃」），據此，董事可將購股權授予合資格人士，藉以根據該計劃規定的條款及條件認購本公司股份。購股權計劃將於2025年2月16日屆滿。有關更多詳情，請參閱綜合財務報表附註30。

於2019年10月16日，所有已授出之購股權已被註銷。

REPORT OF THE DIRECTORS

董事報告

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

As far as the Directors are aware of, none of the Directors, the controlling shareholders of the Company or their respective close associates has any business or interest that competes or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

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

As at 31 December 2022, the interests and short positions of the Directors and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, required to be notified to the Company and the Stock Exchange, were as follows:

(A) Interest in Shares of the Company

Name of Director	Capacity	Interest in Shares	Approximate percentage of issued Share Capital of the Company 本公司已發行股本概約百分比
董事姓名	身份	於股份的權益	
Mr. Lui Man Wah 呂文華先生	Interests in a controlled corporation (Note 1) 受控法團權益(附註1)	320,023,300 (L)	61.73%

董事及控股股東於競爭業務的權益

就董事所知，概無董事、本公司控股股東或彼等各自的緊密聯繫人擁有任何與本集團業務構成競爭或可能構成競爭的業務或權益，亦無造成或可能造成任何有關人士與本集團之間存在任何其他利益衝突。

董事及主要行政人員於本公司或任何任何有關人的股份、相關股份及債權證的權益及／或淡倉

於2022年12月31日，董事及主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所的權益及淡倉(包括彼等根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須由本公司存置之登記冊所記錄的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

(A) 於本公司股份的權益

REPORT OF THE DIRECTORS

董事報告

Notes:

1. Mr. Lui Man Wah is the ultimate beneficial owner of these Shares, of which Shares is directly held by Source Creation International Limited (“Source Creation”). The entire issued share capital of Source Creation are wholly owned by Mr. Lui Man Wah.
2. Duplication occurs in respect of the interests held by Mr. Lui Man Wah and Source Creation which they represented the same block of Shares.
3. As at 31 December 2022, the Company has 518,400,000 Shares in issue.

Abbreviation: “L” stands for long positions.

(B) Interests in Share Options of the Company

Details of the particulars of interests (all being personal interests) in share options held during the year ended 31 December 2022 by Directors (and/or their respective associate(s)) to subscribe for Shares of the Company granted/exercisable under the share option scheme of the Company are disclosed in the section “Share Option Scheme” of this report.

Save as disclosed above, as at 31 December 2022, none of the Directors nor chief executives had interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO), or were recorded pursuant to Section 352 of the SFO, or were otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

附註：

1. 呂文華先生為有關股份的最終實益擁有人，有關股份由創源國際有限公司（「創源」）直接持有。創源全部已發行股本由呂文華先生全資擁有。
2. 呂文華先生及創源持有的權益出現重疊乃涉及同一批股份。
3. 於2022年12月31日，本公司有518,400,000股已發行股份。

簡稱：「L」代表好倉。

(B) 於本公司購股權的權益

截至2022年12月31日止年度董事（及／或彼等各自的聯繫人）於購股權中持有可認購根據本公司購股權計劃所授出／可予行使的本公司購股權的權益（全部皆為個人權益）詳情披露於本報告「購股權計劃」一節。

除上文所披露者外，於2022年12月31日，概無董事或主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例相關條文被當作或視作擁有的權益及淡倉），或根據證券及期貨條例第352條記錄的權益或淡倉，或根據GEM上市規則第5.46至5.67條已知會本公司及聯交所的權益或淡倉。

REPORT OF THE DIRECTORS

董事報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2022, so far as the Directors are aware, the following persons (other than the Directors or chief executives of the Company) had or were deemed or taken to have the following interests and/or short positions in the shares or the underlying shares of the Company which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO:

Long positions in the Shares or Underlying Shares

Name 姓名／名稱	Nature of interest 權益性質	Number of Shares or Underlying Shares 股份或相關股份數目	Approximate percentage of shareholding interests 股權概約百分比	Note 附註
Source Creation International Limited 創源國際有限公司	Beneficial owner 實益擁有人	320,023,300 (L)	61.73%	1

Note:

- As at 31 December 2022, the Company has 518,400,000 shares in issues.

Abbreviation: "L" stands for long positions.

Save as disclosed above, the Directors are not aware of any other persons who had any interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be recorded in the register required to be kept by the Company under section 336 of the SFO, as at 31 December 2022.

主要股東及其他人士於本公司股份及相關股份的權益及／或淡倉

於2022年12月31日，就董事所知，下列人士（本公司董事或主要行政人員除外）擁有或被視作或當作擁有於本公司股份或相關股份中根據證券及期貨條例第XV部第2及3分部須知會本公司及聯交所，或須記錄於本公司根據證券及期貨條例第336條存置的登記冊的下列權益及／或淡倉：

於股份或相關股份的好倉

附註：

- 於2022年12月31日，本公司有518,400,000股已發行股份。

簡稱：「L」代表好倉。

除上文所披露者外，就董事所知，於2022年12月31日，概無任何其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉。

REPORT OF THE DIRECTORS

董事報告

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group during the year ended 31 December 2022 are set out in note 35 to the consolidated financial statements. Those related party transactions constitute continuing connected transactions exempted from the reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

CONNECTED TRANSACTIONS

During the year, the Company had not entered into any connected transaction which is subject to the disclosure requirements under the GEM Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that was publicly available to the Company and within the knowledge of its Directors, as at the date of this Annual Report, there was sufficient public float of not less than 25% of the Company's issued shares as required under the GEM Listing Rules.

INTERESTS OF COMPLIANCE ADVISER

As at 31 December 2022, as notified by the Company's compliance adviser, Lego Corporate Finance Limited ("Lego"), neither Lego nor any of its directors, employees or close associates had any interest in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) or otherwise in relation to the Company which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

關聯方交易

本集團於截至2022年12月31日止年度的關聯方交易詳情載於綜合財務報表附註35。根據GEM上市規則第20章，該等關聯方交易構成獲豁免遵守申報、公告及獨立股東批准規定的持續關連交易。本公司確認已遵守GEM上市規則第20章的披露規定。

關連交易

於年內，本公司概無訂立任何須遵守GEM上市規則的披露規定的關連交易。

充足的公眾持股量

根據本公司公開取得之資料及就董事所知，於本年報日期，本公司有不少於25%已發行股份已按GEM上市規則規定由公眾人士持有。

合規顧問的權益

於2022年12月31日，如本公司合規顧問力高企業融資有限公司(「力高」)所告知，力高或其董事、僱員或緊密聯繫人均無於本公司或本集團任何成員公司的股本中擁有任何權益(包括購股權或認購相關證券的權利)，或與本集團有關之根據GEM上市規則第6A.32條須另行知會本公司的任何權益。

REPORT OF THE DIRECTORS

董事報告

AUDITOR

The consolidated financial statements for the Reporting Period have been audited by McM will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution to re-appoint McM and to authorize the Directors to fix their remuneration will be proposed at the forthcoming annual general meeting.

On behalf of the Board

LUI MAN WAH

Chairman

Hong Kong, 31 March 2023

核數師

報告期間的綜合財務報表已由長盈審閱，其將於應屆股東週年大會上退任並合資格重新委任。重新委任長盈並授權董事釐定彼等薪酬的決議案將於應屆股東週年大會上提呈。

代表董事會

呂文華

主席

香港，2023年3月31日

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices in order to safeguard the interests of its shareholders. To accomplish this, the Company has adopted the principles and code provisions of the Corporate Governance Code (the “CG Codes”) contained in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. During the year, the Company had been in compliance with the CG Codes as set out in Appendix 15 to the GEM Listing Rules, except for the provision detailed below:

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer (“CEO”) should be separated and should not be performed by the same person. The Company currently has no CEO. All duties of CEO are shared among the executive Directors, the Board believes that the present arrangement enables the Company to make and implement decisions promptly, and thus achieve the Company’s objectives efficiently and effectively in response to the changing environment.

The Company will continue to review its corporate governance practices in order to enhance its corporate governance standard, comply with regulatory requirements and meet the growing expectations of shareholders and investors.

CODE OF CONDUCT FOR DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings concerning securities transactions by the Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Specific enquiry has been made of all the Directors, and the Directors confirmed that they have complied with the required standard of dealings and its code of conduct regarding Director’s securities transactions during the year ended 31 December 2022.

PERMITTED INDEMNITY PROVISION

The Directors and officers are indemnified under a directors’ and officers’ liability insurance against any liability incurred by them in the discharge of their duties while holding office as the Directors and officers of the Company.

企業管治常規

本公司致力恪守高水平的企業管治常規，以保障其股東權益。為達到此目的，本公司已採納GEM上市規則附錄15所載企業管治守則(「企業管治守則」)之原則及守則條文作為其自身之企業管治守則。於年內，本公司一直遵守GEM上市規則附錄15所載之企業管治守則，惟下文詳述之條文除外：

守則條文第A.2.1條規定，主席與行政總裁(「行政總裁」)的角色應予區分且不應由同一人擔任。本公司目前並無行政總裁。行政總裁的所有職責由執行董事分擔，董事會相信現有安排能令本公司即時作出及落實決策，因而能因應環境變化以具備效益及效率的方式實現本公司的目標。

本公司將繼續檢討其企業管治常規以提升企業管治水平、符合監管要求，並達致股東及投資者不斷提高的期望。

董事進行證券交易的行為守則

本公司已採納一套董事進行證券交易的行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載關於董事進行證券交易的規定買賣準則。經向全體董事作出特定查詢後，全體董事確認於截至2022年12月31日止年度已遵守董事進行證券交易的規定買賣準則及其行為守則。

獲許可彌償規定

董事及高級職員於擔任本公司董事及高級職員期間，因彼等履行職責而引致之任何責任均受到董事及高級職員責任保險之彌償。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

The Company is governed by the Board, which has the responsibility for leadership and monitoring of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs.

The Board sets strategies and directions for the Group's activities with a view to developing its business and enhancing shareholders' value. The Board has delegated the daily operation and day-to-day management of the Group as well as the implementation of the Board's policies and strategies to the executive Director and management of the Group.

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

Board Composition

As at the date of this annual report, the Board comprises one executive Director, one non-executive Director and three independent non-executive Directors ("INEDs") as named below. An updated list of the Directors identifying their roles and functions is posted on GEM's website and the Company's website from time to time.

Executive Director

Mr. Hung Yuen Kin

Non-executive Director

Mr. Lui Man Wah (*Chairman*)

Independent Non-executive Directors

Ms. Wong Chi Ling
Mr. Wong Ling Yan Philip
Mr. Lee Man Yeung

The biographical details of the Directors are set out in the "Biographical Details of Directors" section of this Annual Report.

董事會

董事會負責監管本公司，負有領導及監督本公司的責任。董事透過指導及監督本集團事務，共同負責推動本集團創造佳績。

董事會制訂本集團的業務策略及方針，旨在發展其業務及提升股東價值。董事會已委託本集團執行董事及管理層處理本集團的日常營運及日常管理事務，以及執行董事會的政策及策略。

全體董事均時刻本著真誠態度及依從適用法律及法規履行職責，客觀地作出決策並以本公司及其股東的利益為依歸。

董事會組成

於本年報日期，董事會包括一名執行董事、一名非執行董事及三名獨立非執行董事（「獨立非執行董事」），彼等之姓名如下。確認彼等之職位及職能的經更新董事名單不時刊載於GEM網站及本公司網站。

執行董事

熊遠健先生

非執行董事

呂文華先生(主席)

獨立非執行董事

黃子玲女士
黃靈恩先生
李文洋先生

有關董事的履歷詳情載於本年報「董事履歷詳情」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

In compliance with Rules 5.05(1) and (2) of the GEM Listing Rules, Ms. Wong Chi Ling has appropriate professional qualifications or accounting or related financial management expertise.

Each Director has sufficient experience to hold the position so as to carry out his/her duties effectively and efficiently. The Board provides the Group with diversified industry expertise, advised the management on strategic development and the Board maintains high standard of compliance with financial and other mandatory reporting requirements as well as provides adequate checks and balances to safeguard the interests of Shareholders and the Company as a whole.

There is no relationship, including financial, business, family or other material/relevant relationship(s) between members of the Board.

Role and Function of the Board and the Management

The Company has set out the respective functions and responsibilities which can be reserved to the Board and delegated to management or Board committees. The Board delegates day to-day operations of the Group to management while reserving certain key matters, mainly relating to the approval and monitoring of the Group's overall strategies, policies and business plans; and overseeing and evaluating the performance of the Group. It is also responsible for promoting the success of the Group and its businesses by directing and supervising the Group's affairs. Board committees for specific functions are also set up to ensure efficient Board operations. The composition and functions of each Board committee and their major roles and functions are described below. The final decision still rests with the Board unless otherwise provided for in the terms of reference of the relevant committees.

Board Diversity

In compliance with the requirement set out in Code Provision A.5.6 of the CG Codes, the Company has adopted diversity policy (the "Board Diversity Policy") which sets out its approach to achieve diversity on the Board, and a sustainable and balanced development of the Company.

黃子玲女士具備適當專業資格或會計或相關財務管理專長，符合GEM上市規則第5.05(1)及(2)條的規定。

各董事均有足夠經驗勝任，務求有效地及有效率地履行彼等之職務。董事會向本集團提供多元化的行業專長，向管理層就策略性發展提供意見，且董事會在遵守財務及其他強制性申報規定方面維持高標準，以及採取適當制衡措施以維護股東及本公司的整體利益。

董事會成員之間並無關係，包括財務、業務、家族或其他重要／相關關係。

董事會及管理層的角色及職能

本公司已訂明董事會本身及其授予管理層或董事委員會的職務及職責。董事會將本集團的日常運作交由管理層處理，惟保留處理若干重大事宜(主要有關批准及監察本集團整體策略、政策及業務計劃；以及監管及評估本集團表現)的權利。董事會亦負責指導及監督本集團的事務，以推進本集團及其業務的成功運作。本公司亦設立具特定職務的董事委員會，以確保董事會的高效運作。各董事委員會的組成及職能以及其主要角色及職能詳述如下。除非有關委員會的職權範圍另有指明，否則董事會仍擁有最終決定權。

董事會多元化

為符合企業管治守則守則條文第A.5.6條所載規定，本公司已採納多元化政策(「董事會多元化政策」)，其中載列達致董事會多元化及本公司的可持續及平衡發展的方針。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The Company will also take into account factors based on its own business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

本公司為達致董事會多元化而考慮多種因素，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期。本公司亦將不時根據其自身業務模式及具體需要考慮相關因素。最後決定將基於經甄選候選人將為董事會帶來的優勢及作出的貢獻而定。

DIRECTORS' ATTENDANCE AT MEETINGS

The following table shows Directors' attendance at Board, committees and shareholders meetings held in the financial year ended 31 December 2022:

董事於會議的出席情況

下表顯示董事出席於截至2022年12月31日止財政年度舉行的董事會及委員會會議以及股東大會的情況：

		Board	Audit Committee	Nomination Committee	Remuneration Committee	Corporate Governance and Risk Management Committee	General Meeting
		董事會	審核委員會	提名委員會	薪酬委員會	企業管治及風險管理委員會	股東大會
Executive Director	執行董事						
Mr. Hung Yuen Kin	熊遠健先生	6/6	N/A不適用	N/A不適用	N/A不適用	N/A不適用	1/1
Non-executive Director	非執行董事						
Mr. Lui Man Wah	呂文華先生	6/6	N/A不適用	1/1	1/1	1/1	1/1
Independent non-executive Directors	獨立非執行董事						
Ms. Wong Chi Ling	黃子玲女士	6/6	4/4	1/1	1/1	1/1	1/1
Mr. Wong Ling Yan Philip	黃靈恩先生	6/6	4/4	1/1	1/1	1/1	1/1
Mr. Lee Man Yeung	李文洋先生	6/6	4/4	1/1	1/1	1/1	1/1

CORPORATE GOVERNANCE REPORT

企業管治報告

The Group adopted the practice of holding Board meetings that included executive Directors, non-executive Director and INED presented in person or through electronic means of communication regularly at least four times every year. During regular meetings of the Board, the Directors discussed and formulated the overall strategies of the Group, monitored financial performances and reviewed the financial results, as well as discussed and decided on other significant matters. The Board will also meet on other occasions when a board-level decision on a particular matter is required.

Generally, notice of at least fourteen days should be given for a Company's regular Board meeting. For all other Board meetings, reasonable notice should be given. The Directors will receive the agenda and accompanying documents tabled at the meeting before regular Board meetings and will be given an opportunity to include matters in the agenda for discussion from the Board meetings, Board committees met on other occasions during which matter relating to their respective terms of reference was discussed. The Board committee members would receive notice, agenda and documents to be tabled for consideration in advance of each meeting in accordance with the CG Codes and respective terms of reference.

APPOINTMENT AND RE-ELECTION OF THE DIRECTORS

The executive Director has entered into an executive Director's service agreement with the Company and each of the non-executive Director and INEDs has entered into a letter of appointment with specific terms with the Company with an initial term of three years, subject to renewal by the Company. All Directors are subject to retirement by rotation and are eligible for re-election at the general meeting in accordance with the Articles of Association.

本集團採納舉行董事會會議之常規，即包括執行董事、非執行董事及獨立非執行董事的董事會會議(親身出席或通過電子通訊方式)每年最少定期舉行四次。在董事會的定期會議期間，董事商討並制定本集團的整體策略、監察財務表現及審閱財務業績，以及商討並決定其他重大事宜。當董事會須對某一特定事宜作決定時，亦會於其他時間召開董事會會議。

一般而言，通告會於舉行本公司定期董事會會議前至少十四日發出。至於所有其他董事會會議，則會發出合理通告。董事將於舉行定期董事會會議前收到送呈會議的議程及隨附文件，並將有機會於董事會會議送呈審議的議程中納入事項，董事委員會於其他時間舉行會議，期間討論有關彼等各自的職權範圍事宜。根據企業管治守則及各自的職權範圍，董事委員會成員將於各會議前收到通告、送呈審議的議程及文件。

委任及重選董事

執行董事已與本公司訂立執行董事服務協議，而各非執行董事及獨立非執行董事已與本公司訂立有指定任期的委任書，初步任期為三年，惟可經本公司重續。根據組織章程細則，所有董事均須於股東大會輪席退任並符合資格接受重選。

CORPORATE GOVERNANCE REPORT

企業管治報告

Pursuant to the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at the meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

CONFIRMATION OF INDEPENDENCE

The Company has received annual confirmations of independence from each of the INEDs in accordance with Rule 5.09 of the GEM Listing Rules. The Directors consider that all the INEDs remain independent.

DIRECTORS' PARTICIPATION IN CONTINUOUS PROFESSIONAL TRAININGS

Directors keep themselves abreast of responsibilities as a Director and of the conduct, business activities and development of the Company.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally facilitated briefings for directors will be arranged and reading material on relevant topics will be issued to directors. All Directors are encouraged to attend relevant training courses at the Company's expenses.

根據細則，於每屆股東週年大會上，當時佔三分之一人數之董事(或，倘其人數並非三(3)的倍數，則最接近但不少於三分之一之數目)須輪席退任，惟每位董事(包括有指定任期之董事)必須至少每三年輪席退任一次。任何為填補臨時空缺而被董事會委任的董事應任職至其獲委任後的首次股東大會為止，並可於大會上接受重選，而任何被董事會委任為現屆董事會新增成員的董事僅可任職至本公司下屆股東週年大會為止，屆時符合資格接受重選。

確認獨立性

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條作出之年度獨立性確認。董事認為全體獨立非執行董事均保持獨立。

董事於持續專業培訓的參與情況

每名董事須及時了解作為董事之職責，以及本公司之運作、業務活動及發展。

每名新任董事均於首次獲委任時獲提供正式、全面及針對性入職介紹，確保其可適當掌握本公司業務及營運，並完全了解上市規則及相關法定要求項下之董事職責及責任。

董事應參與適當的持續專業發展，以發展及掌握最新的知識及技能，藉此確保彼等對董事會所作貢獻為知情及相關。本公司將為董事安排內部簡報，並向董事寄發相關議題的閱讀材料。本公司鼓勵全體董事參加相關培訓課程，費用由本公司承擔。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year ended 31 December 2022, the Directors received training on the following areas with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the requirement of the CG Codes on continuous professional development:

於截至2022年12月31日止年度，董事已接受以下有關持續專業發展強調遵守企業管治守則規定之上市公司董事之角色、職能及職責範疇之培訓：

Corporate Governance/ updates on Laws, Rules & Regulations 企業管治／最新法律、 規則及法規

Executive Director

Mr. Hung Yuen Kin

執行董事

熊遠健先生

✓

Non-executive Director

Mr. Lui Man Wah

非執行董事

呂文華先生

✓

Independent non-executive Directors

Ms. Wong Chi Ling

Mr. Wong Ling Yan Philip

Mr. Lee Man Yeung

獨立非執行董事

黃子玲女士

黃靈恩先生

李文洋先生

✓

✓

✓

BOARD COMMITTEE

The Board has established the audit committee (“Audit Committee”), remuneration committee (“Remuneration Committee”), nomination committee (“Nomination Committee”) and corporate governance & risk management committee (“CGRM Committee”) for overseeing various particular aspects of the Group’s affairs.

All Board committees of the Company are established with defined written terms of reference. The terms of reference of such Board committees are available on GEM’s website and the Company’s website. The Board committees are provided with sufficient resource to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company’s expense.

The lists of the chairman and members of each Board committee are set out in “Board Composition”.

董事委員會

董事會已成立審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)、提名委員會(「提名委員會」)以及企業管治及風險管理委員會(「企業管治及風險管理委員會」)，以監控本集團事務的多個特定方面。

本公司所有董事委員會均已訂明界定書面職權範圍。有關董事委員會的職權範圍刊登於GEM網站及本公司網站。本公司向董事委員會提供充足資源以履行彼等之職責，且應合理要求可於適當情況下尋求獨立專業意見，費用由本公司承擔。

各董事委員會之主席及成員名單載於「董事會組成」。

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AUDIT COMMITTEE

The Company established the Audit Committee on 23 January 2015 in compliance with Rule 5.28 of the GEM Listing Rules. Written terms of reference in compliance with paragraph C.3.3 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules has been adopted. As at the date of this annual report, the Audit Committee comprises three INEDs, namely Ms. Wong Chi Ling (Chairlady), Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung have appropriate professional qualifications and experience in accounting matters.

During the year ended 31 December 2022, four meetings of the Audit Committee were held by the committee to review the quarterly, half yearly and the annual results. The principal responsibilities of the Audit Committee include reviewing of the financial results of the Group, the accounting principles, the scope of non-audit services provided by the external auditors and its independence, and be responsible for all the matters relating to the continuing connected transaction of the Company. The Audit Committee endorsed the accounting treatments adopted by the Group and, to the best of its ability assured itself that the disclosures of the financial information in the Company's quarterly, interim and annual reports comply with the applicable accounting standards and the GEM Listing Rules.

REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 23 January 2015 pursuant to the GEM Listing Rules with written terms of reference in compliance with paragraph B.1.2 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules. As at the date of this annual report, the Remuneration Committee comprises Mr. Wong Ling Yan Philip (Chairman), Mr. Lui Man Wah, Ms. Wong Chi Ling and Mr. Lee Man Yeung.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Group's policy and structure for remuneration of all Directors and senior management; reviewing their remuneration packages, approving the management's proposal of remuneration packages by reference to corporate goals, objectives and market practices.

審核委員會

本公司於2015年1月23日遵守GEM上市規則第5.28條的規定成立審核委員會，並已採納符合GEM上市規則附錄15所載企業管治守則第C.3.3段的書面職權範圍。於本年報日期，審核委員會包括三名獨立非執行董事，即黃子玲女士(主席)、黃靈恩先生及李文洋先生。黃靈恩先生及李文洋先生均具備合適專業資格及會計事宜方面的經驗。

於截至2022年12月31日止年度內，審核委員會舉行四次會議以審閱季度、半年度及年度業績。審核委員會的主要職責包括審閱本集團的財務業績、會計原則、外聘核數師提供的非審核服務範圍及其獨立性，並負責與本公司持續關連交易相關的所有事宜。審核委員會贊同本集團所採取之會計處理方法，並已盡力確保本公司季度、中期及年度報告之財務資料披露符合適用之會計準則及GEM上市規則。

薪酬委員會

本公司於2015年1月23日遵守GEM上市規則的規定成立薪酬委員會，其書面職權範圍乃符合GEM上市規則附錄15所載企業管治守則第B.1.2段的規定。於本年報日期，薪酬委員會包括黃靈恩先生(主席)、呂文華先生、黃子玲女士及李文洋先生。

薪酬委員會的主要職責包括就本集團全體董事及高級管理層的薪酬政策及架構向董事會提出推薦意見、檢討彼等薪酬待遇、透過參考企業目的、目標及市場慣例批准管理層的薪酬待遇建議。

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During the year ended 31 December 2022, one meeting of the Remuneration Committee were held to review the structure and policy of remuneration of the Group and approve the remuneration package of Directors. The emoluments of the Directors are reviewed by the Remuneration Committee according to the Directors' respective responsibilities, individual performance and prevailing market conditions.

NOMINATION COMMITTEE

The Company established the Nomination Committee on 23 January 2015 with written terms of reference in compliance with paragraph A.5.2 of the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules. As at the date of this annual report, the Nomination Committee comprises Mr. Lui Man Wah (Chairman), Ms. Wong Chi Ling, Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung.

The principal responsibilities of the Nomination Committee include reviewing the structure, size and composition of the Board, the Board Diversity Policy, the Policy for the nomination of directors, making recommendations to the Board on nomination, rotation and re-appointment of Directors, and assessing the independence of INEDs.

During the year ended 31 December 2022, one meeting of the Nomination Committee were held to review the structure, size, composition and diversification (including the skills, knowledge and experience) of the Board, review the policy of Directors' nomination related matters, make recommendations to the Board on the proposal of reappointment of Directors at the forthcoming annual general meeting.

The attendance records of each committee member in the Nomination Committee meeting held during the year are set out in Directors' Attendance at Board and General Meetings section above.

於截至2022年12月31日止年度內，薪酬委員會舉行一次會議以檢討本集團薪酬架構及政策以及批准董事之薪酬待遇。薪酬委員會根據董事各自的責任、個別表現及當時市況對董事薪酬進行檢討。

提名委員會

本公司於2015年1月23日成立提名委員會，其書面職權範圍符合GEM上市規則附錄15所載企業管治守則第A.5.2段的規定。於本年報日期，提名委員會包括呂文華先生(主席)、黃子玲女士、黃靈恩先生及李文洋先生。

提名委員會的主要職責包括檢討董事會的架構、人數及組成、董事會多元化政策、提名董事政策、就董事的提名、輪席退任及重選向董事會提出推薦意見，及評估獨立非執行董事的獨立性。

於截至2022年12月31日止年度內，提名委員會舉行一次會議以檢討董事會的架構、人數、組成及多元化(包括技能、知識及經驗)、審閱董事提名相關事宜的政策、就建議於應屆股東週年大會上重新委任董事向董事會提出推薦意見。

各委員會成員參與年內舉行的提名委員會會議的會議出席記錄載於上文「董事於董事會會議及股東大會的出席情況」一節。

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Nomination Policy

The Board has adopted a nomination policy which sets out the criteria for selection and process of nomination of Directors. In accordance with the nomination policy, in assessing and selecting a candidate for acting as a Director, the criteria to be considered including but not limited to the following:

- Qualifications including professional qualifications, skills, knowledge and experience;
- Commitment to attending the meetings and participating in relevant training and other board associated activities;
- Requirement for the Board to have independent Directors in accordance with the GEM Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the GEM Listing Rules;
- Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning.

The nomination policy also sets out the nomination process and procedures, including but not limited to:

1. Identify and evaluate the candidate based on the abovementioned criteria upon receipt of the proposal of appointment or re-appointment of Director; and
2. Recommend the Board to appoint the appropriate candidate as a Director.

Board Diversity Policy

The Board has adopted a board diversity policy which sets out the approach to achieve diversity on the Board in terms of skills, professional experience, educational background, knowledge, culture, age and gender. The main objective of the policy is to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth. In accordance with the board diversity policy, a truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other qualities of the Directors. These differences will be considered in determining the optimum composition of the Board. All Board appointments will be based on merit while considering diversity (including gender diversity).

提名政策

董事會已採納一項載有董事甄選標準及提名程序的提名政策。根據該提名政策，於評估及甄選候選人擔任董事時，將考慮下列標準(包括但不限於)：

- 資格，包括專業資格、技能、知識及經驗；
- 承諾出席會議及參與相關培訓及其他董事會相關活動；
- 根據GEM上市規則，董事會需包括獨立董事的規定，以及參考GEM上市規則所載獨立指引候選人是否被視為獨立；
- 董事會及／或提名委員會可不時採納及／或修訂適用於本公司業務及繼任計劃(如適用)的有關其他觀點以提名董事及繼任計劃。

提名政策亦載有提名步驟及程序，包括但不限於：

1. 於收到委任或重新委任董事的建議時，按上述標準物色及評估候選人；及
2. 向董事會建議委任合適候選人為董事。

董事會多元化政策

董事會已採納一項董事會多元化政策，其中載有就技能、專業經驗、教育背景、知識、文化、年齡及性別等方面達致董事會多元化的方法。該政策的主要目標旨在維持與本公司業務發展有關的董事會多元化方面的適當平衡。根據董事會多元化政策，真正多元化的董事會將糅合並充分利用董事之間在技能、地區及行業經驗、背景、種族、性別及其他特質方面的差異。釐定董事會最佳組成時將考慮該等差異。所有董事會委任將基於才能做出，同時兼顧多元化(包括性別多元化)。

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CORPORATE GOVERNANCE & RISK MANAGEMENT COMMITTEE

The Company established the Corporate Governance & Risk Management Committee (the “CGRM Committee”) Committee on 23 January 2015 with written terms of reference. The Corporate Governance Committee was renamed as Corporate Governance & Risk Management Committee on 6 January 2016 to add in risk management functions. As at the date of this annual report, the CGRM Committee comprises Mr. Lui Man Wah (Chairman), Ms. Wong Chi Ling, Mr. Wong Ling Yan Philip and Mr. Lee Man Yeung.

The primary functions of the Corporate Governance & Risk Management Committee include, among others, reviewing and making recommendation to the Board in respect of the Group’s policies and practices on corporate governance, reviewing and monitoring the Group’s policies and practices on corporate governance, reviewing and monitoring the Group’s policies and practices on compliance with any requirement, direction and regulation that may be prescribed by the Board, contained in any constitutional documents of the Group, or imposed by the GEM Listing Rules, other applicable laws, regulations, rules and codes, and ensuring that appropriate monitoring systems are in place to ensure compliance with the relevant internal control systems, processes and policies, oversee the effectiveness of the procedures of the internal control system of the Group, monitoring the implementation of the Group’s plan to maintain high compliance with own risk management standards, providing guideline to the management on risk management and to set up procedures to identify, assessing and managing material risk factors, and ensuring the management discharge its responsibility in establishing an effective risk management system.

During the year ended 31 December 2022, one meeting of the CGRM Committee was held to review the Group’s corporate governance practice and oversee of the Company’s compliance with the CG codes, to review and discuss about the internal control procedures and finding of the Company.

企業管治及風險管理委員會

本公司於2015年1月23日成立企業管治及風險管理委員會(「企業管治及風險管理委員會」)，並訂明書面職權範圍。企業管治委員會於2016年1月6日重新命名為企業管治及風險管理委員會，以加入風險管理職能。於本年報日期，企業管治及風險管理委員會包括呂文華先生(主席)、黃子玲女士、黃靈恩先生及李文洋先生。

企業管治及風險管理委員會的主要職能包括(其中包括)審閱本集團企業管治政策及慣例並就此向董事會提出建議、審閱並監控本集團企業管治政策及慣例、審閱並監控本集團的政策及慣例是否遵守董事會可能規定的、本集團任何章程文件所載的或GEM上市規則、其他適用法律、法規、規則及守則所施加的任何規定、指示及規例，並確保設有適當的監控系統，以確保遵守相關內部監控系統、流程及政策，監察本集團內部監控系統程序的效用、監控本集團在嚴格遵守本身風險管理標準方面的計劃的落實情況、向管理層提供風險管理的指引並設立程序以識別、評估及管理重大風險因素，及確保管理層履行其責任以建立有效的風險管理系統。

於截至2022年12月31日止年度內，已舉行一次企業管治及風險管理委員會會議以檢討本集團的企業管治常規及監督本公司的企業管治守則合規情況、檢討及討論本公司的內部控制程序及發現。

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AUDITORS' REMUNERATIONS

The Audit Committee is responsible for considering and reviewing the appointment of the external auditors and reviewing any non-audit functions performed by the external auditors, including whether such non-audit functions could lead to any potential material adverse effect on the Group.

For the year ended 31 December 2022, the fees paid/payable to the auditor, McM, in respect of the audit and non-audit services are as follows:

核數師酬金

審核委員會負責審議及檢討外聘核數師的委任以及審閱外聘核數師所執行的任何非審核職能，包括有關非審核職能是否會對本集團產生任何潛在重大不利影響。

截至2022年12月31日止年度，就審核及非審核服務已付／應付核數師長盈的費用如下：

		2022
		2022年
		HK\$'000
		千港元
Audit services	審核服務	800

REMUNERATION OF SENIOR MANAGEMENT

Pursuant to Code Provision B.1.5, the remuneration of the member(s) of senior management of the Group (excluding the Directors of the Company) for the year ended 31 December 2022 by band is as follows:

高級管理層薪酬

根據守則條文第B.1.5條，本集團截至2022年12月31日止年度按範圍劃分的高級管理層人員（本公司董事除外）的薪酬如下：

Remuneration		Number of
薪酬		individual(s)
		人數
Nil to HK\$1,000,000	零至1,000,000港元	4

CORPORATE GOVERNANCE REPORT

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RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board and the Corporate Governance & Risk Management committee of the Company are acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness annually. Policies have been designed for monitoring the regulations and laws compliance of the Company and to advise on the risks involved in major decisions that need to be reviews by the Board and solutions to the major risks.

Each department is responsible for identifying, assessing and managing risks within its business, ensuring that appropriate internal control for effective risk management are implemented. The management is responsible for overseeing the risk management and internal control activities of the Group. The Corporate Governance & Risk Management Committee of the Company provides independent review on effectiveness of the risk management and internal control systems of the Group and gives their recommendation to the Board. The Board is responsible for reviewing the internal audit report and approving policies and procedures designed by the management.

The Group's risk management framework includes risk identification, risk assessment, risk treatment and monitoring and reviewing of the effectiveness of the measures. This risk management framework is guided by the three-tier risk management approach. At the first line of defence, business units are responsible for identifying, assessing and monitoring risks associated with each business or deal. The management, as the second line of defence, defines rule sets and models, provides technical support, develops new systems and oversees portfolio management. It ensures that risks are within the acceptable range and that the first line of defence is effective. As the final line of defence, the Corporate Governance & Risk Management Committee of the Company, ensures that the first and second lines of defence are effective through constant inspection and monitoring.

風險管理及內部監控系統

本公司董事會以及企業管治及風險管理委員會深明其負責風險管理及內部監控系統並每年檢討其成效。彼等已制定監控本公司規例及法律合規政策，並就涉及需董事會審閱的重大決策的風險提供意見以及提供重大風險的解決方案。

各部門負責識別、評估及管理其業務內的風險，確保實施適當的內部監控以實現有效的風險管理。管理層負責監督本集團的風險管理及內部監控活動。本公司企業管治及風險管理委員會就本集團風險管理及內部監控系統的有效性提供獨立檢討，並向董事會提出推薦意見。董事會負責審閱內部審核報告，以及批准管理層制定的政策及程序。

本集團的風險管理框架包括風險識別、風險評估、風險處理以及監控及檢討有關措施的成效。該風險管理框架乃由三級風險管理方法所指引。在第一道防線，業務單位負責識別、評估及監察與每項業務或交易有關的風險。管理層(作為第二道防線)界定規則規限及模式、提供技術支援、開發新系統及監督投資組合管理。其確保風險在承受範圍內及第一道防線行之有效。作為最後一道防線，本公司企業管治及風險管理委員會透過持續檢查及監察而確保第一道防線及第二道防線行之有效。

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Risk Management

Currency risk

Substantially all of the Group's monetary assets and liabilities are denominated in Hong Kong dollars and Macau Pataca same as the functional currency of the respective group entities.

The Group does not expect any significant currency risk which materially affect the Group's result of operations.

Interest rate risk

In current year, the Group was exposed to fair value interest rate risk in relation to fixed-rate other borrowings.

The Group does not expect any significant interest rate risk which materially affect the Group's results of operations in 2022 and 2021.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collaterals, where appropriate, as a means of mitigating the risk of financial loss from defaults.

In respect of trade and other receivables and loan receivables, in order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its customers' financial position and condition is performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group does not require collateral in respect of its financial assets.

風險管理

貨幣風險

本集團絕大部分貨幣資產及負債以港元及澳門幣計值，與各集團主體的功能貨幣相同。

本集團預期並無對本集團經營業績造成重大影響的任何重大貨幣風險。

利率風險

於本年度，本集團面臨與定息其他借款有關的公平值利率風險。

於2022年及2021年，本集團預期並無嚴重影響本集團經營業績的任何重大利率風險。

信貸風險

信貸風險指因交易對方不履行其合約責任而導致本集團承受財務虧損的風險。本集團已採納一項政策，規定僅與信譽良好的交易對方進行交易及於適當時取得足夠的抵押品，作為減少違約財務虧損風險的方式。

就貿易及其他應收款項及應收貸款而言，為將風險降至最低，管理層已設定信貸政策，並持續監察該等信貸風險。本集團定期對各個主要客戶的財務狀況及情況進行信貸評估。該等評估主要針對客戶過往的到期付款記錄及當前支付能力，並考慮客戶的特定資料及客戶營運所在經濟環境的有關資料。本集團並未就其金融資產要求給予抵押品。

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The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry in which customers operate also has an influence on credit risk but to a lesser extent. At the end of reporting period, the Group has concentration of credit risk as 24% (2021: 46%) of the total trade receivables of the Company was due from the largest customer and 81% (2021: 77%) of the total trade receivables of the Group was due from the largest 5 customers. Taking into accounts the creditworthiness of the customers, the credit risk measures and the historical levels of bad debts, the directors consider that such concentration of credit risk would not result in significant credit default exposure to the Group.

The credit risk on bank balances is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The Board, through the Corporate Governance & Risk Management Committee, has conducted a review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2022 covering all material financial, operational and compliance functions, is of the view that the effectiveness of the risk management and internal control systems of the Group are considered as effective and adequate.

Internal Audit

The Group currently does not have an internal audit department. The Board will review and consider to establish such department as and when it thinks necessary.

Inside Information

The Group has adopted and implemented its own disclosure policy aiming to provide a general guide to the directors and senior management of the Company in handling of confidential information and/or monitoring of information disclosure pursuant to applicable laws and regulations in compliance with the GEM Listing Rules and Securities and Futures Ordinance ("SFO").

本集團的信貸風險主要受各客戶的個別特性所影響。客戶營運所在行業的違約風險亦對信貸風險產生較低的影響。於報告期末，本集團有若干集中信貸風險，原因為本公司的貿易應收款項總額的24%(2021年：46%)來自最大客戶，而本集團貿易應收款項總額的81%(2021年：77%)來自五大客戶。考慮到客戶的信用可靠程度、信貸風險措施及過往壞賬水平，董事認為，該集中信貸風險不會對本集團造成重大信貸違約風險。

由於交易對方均為獲國際信貸評級機構授予高信貸評級的銀行，故銀行結餘的信貸風險有限。

流動資金風險

本集團的政策為定期監察現時及預期流動資金需求以及符合貸款契諾，以確保其維持充足現金，以及來自主要金融機構的充足承諾額度以滿足其短期及較長期流動資金需要。

董事會(透過企業管治及風險管理委員會)已對截至2022年12月31日止年度的本集團風險管理及內部監控系統的效力進行檢討，其中涵蓋所有重大財務、營運及合規職能，認為本集團的風險管理及內部監控系統的效力被視為有效及足夠。

內部審核

本集團目前並無設立內部審核部門。如有需要，董事會將檢討及考慮成立有關部門。

內幕消息

本集團已根據符合GEM上市規則及證券及期貨條例(「證券及期貨條例」)的適用法例及規例採納並實施其本身的披露政策，旨在為本公司董事及高級管理層於處理機密資料及／或監管資料披露提供一般指引。

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The disclosure policy provides the procedures and internal controls for the handling and dissemination of inside information by publication of the announcement to the websites of the Stock Exchange and the Company on a timely basis to enable the public to access the latest information of the Group, unless such information fall within the safe harbours with the SFO. The management has notified all employees to comply with the disclosure policy. Briefing and training on the implementation of the policy have been provided to Directors, officers and senior management of the Group. The Board emphasizes that only the authorised representatives registered in the Stock Exchange are authorised to speak on behalf of the Company.

RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for the preparation of the consolidated financial statements of the Group and ensure that the consolidated financial statements are in accordance with statutory requirements and applicable accounting standards. The Directors also ensure the timely publication of the consolidated financial statements of the Group.

The statements of the external auditor of the Group in relation to their reporting responsibilities on the consolidated financial statements of the Group are set out in the section headed "Independent Auditor's Report" of this annual report.

COMPANY SECRETARY

All Directors have access to the advice and services of the Company Secretary. The Company Secretary reports to the Chairman on board governance matters, and is responsible for ensuring that Board procedures are followed and for facilitating communications among Directors as well as with Shareholders and management.

Mr. Yu Ngai confirmed that he has taken no less than 15 hours of relevant professional training during the year.

Mr. Yu Ngai is currently a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales.

披露政策提供適時處理及透過於聯交所及本公司網站刊發公告發佈內幕消息的程序及內部監控，令公眾可獲得本集團最新資訊，惟有關資料應用證券及期貨條例的安全港條文除外。管理層已知會全體僱員遵守披露政策。本集團董事、高級人員及高級管理層均已接受落實政策方面的簡介及培訓。董事會謹此強調，僅有在聯交所登記的法定授權代表獲授權代表本公司發表意見。

就綜合財務報表承擔的責任

董事確認其負責編製本集團之綜合財務報表並確保綜合財務報表符合法定規定及適用會計準則。董事亦確保及時刊發本集團之綜合財務報表。

本集團外聘核數師就本集團之綜合財務報表須承擔的申報責任說明載於本年報「獨立核數師報告」一節。

公司秘書

所有董事均可獲取公司秘書的意見及服務。公司秘書就董事會管治事宜向主席匯報，並負責確保董事會程序獲得遵從，以及促進各董事之間以及與股東及管理層之間的溝通。

余毅先生確認，其於年內已參加不少於15小時的相關專業培訓。

余毅先生現為香港會計師公會以及英格蘭及威爾斯特許會計師公會會員。

CORPORATE GOVERNANCE REPORT

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SHAREHOLDERS RIGHTS

The general meetings of the Group provide an opportunity for communication between the Shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting (“EGM”).

Right to Convene an Extraordinary General Meeting

Pursuant to Article 58 of the Company, any one or more member(s) holding at the date of the deposit of the requisition not less than one tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

If within twenty-one days of such deposit the Board fails to proceed to convene EGM, the Requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expense incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) by the Company.

The requisition in writing should be sent to the Company's principal place of business in Hong Kong.

In case of shareholding enquires, Shareholders should direct their enquiries to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, via its online holding enquiry at www.tricoris.com, or by email to is-enquiries@hk.tricorglobal.com or dial its hotline at (852) 2980 1333 or go in person at its public counter at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Right to Put Enquiries to the Board

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong for the attention of the company secretary.

股東權利

本集團股東大會提供股東與董事會互相溝通的機會。本公司須每年舉行股東週年大會，地點由董事會釐定。股東週年大會以外的各股東大會稱為股東特別大會（「股東特別大會」）。

召開股東特別大會的權利

根據本公司細則第58條，於呈交請求當日持有不少於附帶權利於本公司股東大會投票的本公司繳足股本十分之一的任何一名或多名成員於任何時候均有權透過向本公司董事會或秘書寄發書面請求，要求董事會召開股東特別大會處理該請求所指明的任何事務；而該大會須於呈交該請求後兩個月內舉行。

倘董事會於呈交有關請求當日起計21日內未能召開股東特別大會，則請求人可按相同方式自行召開大會，而本公司須向請求人償付請求人因董事會未能召開大會而招致的一切合理開支。

書面請求應送至本公司香港主要營業地點。

如對持股事宜有任何查詢，股東可透過以下方式向本公司香港股份過戶登記分處卓佳證券登記有限公司查詢：使用其網上持股查詢服務（網址：www.tricoris.com）；或電郵至 is-enquiries@hk.tricorglobal.com；或致電其熱線(852) 2980 1333；或親身前往其公眾櫃檯，地址為香港皇后大道東183號合和中心54樓。

向董事會提出查詢的權利

股東有權向董事會提出查詢。所有查詢須以書面形式作出並郵寄至本公司的香港主要營業地點供公司秘書收啟。

CORPORATE GOVERNANCE REPORT

企業管治報告

Contact information of the Company is set out as follows:

Principle Office: Workshop A, 14th Floor, V Ga Building 532, Castle Peak Road, Kowloon, Hong Kong
Telephone: (852) 3643 0799
Facsimile: (852) 3622 1457
E-mail: info@wintogroup.hk
Company website: www.wintogroup.hk

INVESTOR RELATIONS

The Group is committed to maintaining a high level of transparency and employs a policy of open and timely disclosure of relevant information to its Shareholders. The focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete thereby enabling the public as well as the investors to make rational and informed decisions.

The Board strives to encourage and maintain constant dialogue with its Shareholders through various means. The Company updates its Shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. All Shareholders' communications are available on the Company's website. The website of the Company also provides email address, postal address, fax number and telephone number by which Shareholders' enquiries may be put to the Company's Board. Appropriate members of the Board and senior management are ready to respond to enquiries from Shareholders and investors on a timely basis.

The annual general meeting of the Company provides a useful forum for Shareholders to exchange views with the Board. All Directors will make an effort to attend. External auditors are also available at the annual general meeting to address Shareholders' queries. In case of any general meeting to approve a connected transaction or any other transaction that is subject to independent Shareholders' approval, members of the independent Board committee will also make an effort to attend to address Shareholders' queries.

本公司的聯繫資料載列如下：

主要辦事處：香港九龍青山道532號偉基大廈
14樓A室
電話：(852) 3643 0799
傳真：(852) 3622 1457
電郵：info@wintogroup.hk
公司網站：www.wintogroup.hk

投資者關係

本集團致力維持高水平透明度及採用向其股東公開且及時披露相關資料的政策。本公司著力確保有關資料披露屬及時、公平、準確、真實及完整，務求使公眾及投資者作出合理知情決定。

董事會努力透過多種方式鼓勵及維持與其股東持續對話。本公司透過其年度、中期及季度報告向其股東提供有關其最新業務發展及財務表現的資訊。所有股東通訊均可於本公司網站閱覽。本公司網站亦提供股東向本公司董事會查詢的途徑，包括電郵地址、郵寄地址、傳真號碼及電話號碼。董事會及高級管理層之適合成員均會就股東及投資者的提問及時作出回應。

本公司的股東週年大會提供一個有效平台供股東與董事會交流意見。所有董事均盡力出席大會。外聘核數師亦會出席股東週年大會以解答股東查詢。倘召開批准關連交易或任何須經獨立股東批准的其他交易的任何股東大會，獨立董事委員會成員亦將盡力出席大會以解答股東查詢。

CORPORATE GOVERNANCE REPORT

企業管治報告

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2022, there was no significant change in the constitutional documents of the Company.

DIVIDEND POLICY

The Board has adopted a dividend policy which sets out the principles of and guidelines on recommending or declaring dividend to the Shareholders. The Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value. The Board has the discretion to declare and distribute dividends to the Shareholders subject to the Articles and relevant laws and regulations. The Board shall take into account the factors, including but not limited to:

- Actual and expected financial performance;
- Cash flow situation;
- The Group's business and operations; and
- Economic conditions and other factors.

憲章文件

於截至2022年12月31日止年度內，本公司憲章文件概無重大變動。

股息政策

董事會已採納一項股息政策，其中載有向股東提出推薦意見或宣派股息的原則及指引。本公司應維持足夠現金儲備，以應付其營運資金需求、未來增長以及其股東價值。董事會可根據細則及相關法律法規酌情向股東宣派及派發股息。董事會應考慮的因素，包括但不限於：

- 實際及預期財務表現；
- 現金流量狀況；
- 本集團的業務及營運；及
- 經濟情況及其他因素。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告



McM (HK) CPA Limited

TO THE SHAREHOLDERS OF WINTO GROUP (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Winto Group (Holdings) Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 56 to 167, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致惠陶集團(控股)有限公司 股東

(於開曼群島註冊成立的有限公司)

意見

我們已審計列載於第56至167頁惠陶集團(控股)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，其包括於2022年12月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括重大會計政策概要)。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於2022年12月31日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥為編製。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the “Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the HKICPA’s *Code of Ethics for Professional Accountants* (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

1. Valuation of goodwill
2. Valuation of trade and other receivables

Valuation of goodwill

We identified impairment of goodwill arising from the acquisition of to be Concepts Limited (“TBC”) as a key audit matter, as the amount is quantitatively significant to the Group’s financial position and the valuation requires an estimation of the value in use of the business. The estimation of the value in use is subject to significant management estimates, in respect of the discount rate, terminal rate and growth rates. No impairment loss was recognised during the year.

Details relating to the assessment of impairment of goodwill is set out in notes 3, 4 and 19 to the consolidated financial statements.

意見基準

我們根據香港會計師公會頒佈的香港核數準則(「香港核數準則」)進行我們的審核。我們於該等準則下須承擔的責任已於本報告「核數師就審核綜合財務報表須承擔的責任」進一步闡述。根據香港會計師公會的專業會計師道德守則(「守則」)，我們獨立於貴集團，並根據該守則履行其他道德責任。我們相信，我們所獲得的審核憑證屬充足及適當，可為我們的意見提供基礎。

關鍵審計事項

關鍵審計事項為根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項於我們審計整體綜合財務報表及出具意見時處理，而我們不會對該等事項提供獨立的意見。我們已識別的關鍵審計事項如下：

1. 商譽估值
2. 貿易及其他應收款項估值

商譽估值

我們識別自收購獨比策劃有限公司(「獨比策劃」)產生的商譽減值為關鍵審計事項，原因是金額對貴集團的財務狀況有數值上的重大意義，及估值要求估計業務的使用價值。就貼現率、最終率及增長率而言，估計使用價值需要管理層的重大估計。年內概無確認減值虧損。

有關商譽減值評估的詳情載於綜合財務報表附註3、4及19。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Valuation of goodwill (Continued)

How our audit addressed the key audit matter

Our procedures in relation to impairment assessment of the goodwill arising from the acquisition of TBC included:

- Assessing the appropriateness of the valuation model and obtaining evidence to support the estimated cash flow forecast underlying the value in use prepared by management;
- Evaluating the appropriateness of the key assumptions and inputs such as the terminal rate and growth rates used in the model by comparing the management's expectations against our understanding of the current market circumstances; and
- Critically challenging the reasonableness of the discount rate adopted by management in discounting the cash flow forecast with reference to available market data.

Valuation of trade and other receivables

We identified the valuation of trade and other receivables as a key audit matter as the amounts are significant and the determination of expected credit loss ("ECL") requires significant management judgements.

In respect of the Group's trade receivables, the Group uses provision matrix to calculate the ECL. The provision rates are based on debtor's aging consisting of debtors with common credit risk characteristic. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

In respect of other receivables, the Group assesses the expected credit loss individually by estimation based on historical credit loss experience, general economic conditions of the relevant 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.

關鍵審計事項(續)

商譽估值(續)

我們的審計如何處理關鍵審計事項

我們有關自收購獨比策劃所產生商譽的減值評估的程序包括：

- 評估估值模型的適當性及取得憑證以支持管理層所編製有關使用價值的估計現金流量預測；
- 評估關鍵假設及輸入數據(例如於模型使用的最終及增長率)的適當性，方式為將管理層的預期與我們對目前市況的理解進行比較；及
- 參考現有市場數據，就管理層於貼現現金流量預測所採納貼現率的合理性進行關鍵驗證。

貿易及其他應收款項估值

我們識別貿易及其他應收款項估值為關鍵審計事項，原因是金額重大及釐定預期信貸虧損(「預期信貸虧損」)需要管理層的重大判斷。

就貴集團的貿易應收款項而言，貴集團採用撥備矩陣計算預期信貸虧損。撥備率乃根據由具共同信貸風險特徵的債務人組成的債務人賬齡釐定。撥備矩陣則基於貴集團的歷史違約率(計及前瞻性資料)。於每個報告日，歷史觀察違約率乃進行重新評估且考慮前瞻性資料的變動。

就其他應收款項而言，貴集團透過基於過往信貸虧損經驗、債務人經營所在相關行業的整體經濟狀況及於報告日對目前以及預測狀況方向的評估之估計，單獨評估預期信貸虧損。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Valuation of trade and other receivables (Continued)

Based on the result of the foregoing, the management has recognised impairment losses on trade and other receivables of HK\$3,899,000. As at 31 December 2022, the carrying amount of the Group's trade and other receivables, net of allowance for credit loss, was HK\$40,811,000.

Details relating to the Group's trade and other receivables are set out in notes 3, 4, 20 and 33 to the consolidated financial statements.

How our audit addressed the key audit matter

Our procedures in relation to evaluating the valuation of trade and other receivables included:

- Understanding key controls on how the management estimates the loss allowance for trade and other receivables;
- Testing the integrity of information used by management to develop the provision matrix, including trade receivables ageing analysis as at 31 December 2022, on a sample basis, by comparing individual items in the analysis with the relevant sales agreements, sales invoices, settlement records and other supporting documents;
- Challenging management's basis and judgement in determining credit loss allowance on trade receivables as at 31 December 2022, including their identification of credit impaired trade receivables, the reasonableness of management's grouping of the remaining trade debtors into different categories in the provision matrix, and the basis of estimated loss rates applied in each category in the provision matrix (with reference to historical default rates and forward-looking information);
- In respect of other receivables, testing the integrity of information used by management's assessment and assessing the reasonableness of management's assessment as at 31 December 2022;
- Challenging management's basis and judgement in determining credit loss allowance on other receivables as at 31 December 2022; and
- Evaluating the disclosures regarding the impairment assessment of trade and other receivables in notes 20 and 33 to the consolidated financial statements.

關鍵審計事項(續)

貿易及其他應收款項估值(續)

基於前述結果，管理層確認貿易及其他應收款項的減值虧損3,899,000港元。於2022年12月31日，貴集團貿易及其他應收款項賬面值(扣除信貸虧損撥備)為40,811,000港元。

貴集團貿易及其他應收款項的詳情載於綜合財務報表附註3、4、20及33。

我們的審計如何處理關鍵審計事項

我們有關評估貿易及其他應收款項估值的程序包括：

- 了解管理層評估貿易及其他應收款項虧損撥備的主要控制方法；
- 透過對比相關銷售協議、銷售發票、結算記錄及其他證明文件分析的個別項目，測試管理層所使用資料的完整性而制定撥備矩陣，包括於2022年12月31日的貿易應收款項賬齡分析；
- 質疑管理層在釐定於2022年12月31日的貿易應收款項信貸虧損撥備時所用的基準及判斷，包括識別已出現信貸減值的貿易應收款項、管理層將餘下貿易應收賬分到撥備矩陣之不同類別的合理性，以及撥備矩陣中各類別應用的估計虧損率的基準(參考歷史違約率及前瞻性資料)；
- 就其他應收款項而言，測試管理層於2022年12月31日進行評估時所用資料的完整性並評定管理層評估的合理性；
- 質疑管理層在釐定於2022年12月31日的其他應收款項信貸虧損撥備時所用的基準及判斷；及
- 評估綜合財務報表附註20及33有關貿易及其他應收款項減值評估的披露情況。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises all of the information in the Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon (the "Other Information").

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 the 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 HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Audit Committee of the Company are responsible in discharging their responsibilities for overseeing the Group's financial reporting process.

載入年報的其他資料

董事須對其他資料負責。其他資料包括 貴公司年報內所有資料，但不包括綜合財務報表及我們的核數師報告（「其他資料」）。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的保證結論。

就我們對綜合財務報表的審計，我們的責任乃細閱其他資料，在此過程中，考慮其他資料與綜合財務報表或我們在審計過程中所知悉的情況是否存在重大抵觸或看似存在重大錯誤陳述。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

貴公司審核委員會負責履行其監督 貴集團財務報告過程的責任。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

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 auditors' report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表須承擔的責任

我們的目標乃對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告，除此之外本報告別無其他目的。我們概不就本報告的內容對任何其他人士負責或承擔責任。

合理保證為高水平的保證，但不能保證按照香港核數準則進行的審計總能發現存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據香港核數準則進行審計其中一環，我們在審計中運用專業判斷，保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計在有關情況下屬適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估貴公司董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

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

- 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 auditors' 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.

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

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

核數師就審計綜合財務報表須承擔的 責任(續)

- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關披露不足，則修訂我們的意見。我們的結論乃基於直至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。
- 評估綜合財務報表的整體列報方式、結構及內容(包括披露)以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內主體或業務活動的財務資料獲取充足適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

我們與審核委員會溝通審計的計劃範圍及時間以及重大審計發現等，其中包括我們在審計中識別出內部控制的任何重大不足之處。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關職業道德要求，並與彼等溝通所有可能合理地被認為會影響我們獨立性的關係及其他事項，以及在適用的情況下，為消除威脅或採取的保障措施而採取的行動。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

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

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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.

McM (HK) CPA Limited
Certified Public Accountants

Wong Ka Bo, Jimmy
Practising Certificate Number P07560
24/F., Siu On Centre,
188 Lockhart Road, Wan Chai
Hong Kong, 31 March 2023

核數師就審計綜合財務報表須承擔的 責任(續)

從與審核委員會溝通的事項中，我們確定該等事項對本期間綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於我們的報告中註明某事項造成的負面後果超過產生的公眾利益，則我們決定不應在報告中註明該事項。

長盈(香港)會計師事務所有限公司
執業會計師

黃家寶
執業證書號碼：P07560
灣仔駱克道188號
兆安中心24樓
香港，2023年3月31日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2022 截至2022年12月31日止年度

		Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Revenue	收益	5	34,645	61,128
Cost of sales	銷售成本		(10,533)	(20,957)
Gross profit	毛利		24,112	40,171
Other income	其他收入	7	2,206	239
Other gains or (losses), net	其他收益或(虧損)淨額	8	2,055	573
Operating expenses	經營開支		(12,380)	(14,922)
Impairment loss (recognised)/reversed under the expected credit loss model	預期信貸虧損模式下 已(確認)/撥回的減值 虧損		(3,899)	69
Finance costs	融資成本	9	(2,064)	(3,279)
Profit before tax	除稅前溢利	10	10,030	22,851
Income tax expense	所得稅開支	11	-	(1,655)
Profit and total comprehensive income for the year	年內溢利及 全面收益總額		10,030	21,196
Profit for the year attributable to:	應佔年內溢利：			
- Owners of the Company	- 本公司擁有人		10,104	21,531
- Non-controlling interests	- 非控股權益		(74)	(335)
			10,030	21,196
Total comprehensive income/ (expense) for the year attributable to:	應佔年內全面收益/(開支) 總額：			
Owners of the Company	本公司擁有人		10,104	21,531
Non-controlling interests	非控股權益		(74)	(335)
			10,030	21,196
Earnings per share	每股盈利			
- Basic (HK cents)	- 基本(港仙)	14	2.00	4.98
- Diluted (HK cents)	- 攤薄(港仙)	14	N/A不適用	N/A不適用

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2022 於2022年12月31日

		Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、器械及設備	16	1,410	1,958
Goodwill	商譽	17	1,399	1,399
Intangible assets	無形資產	18	330	330
Contract costs	合約成本	21	591	828
Other deposits	其他按金	20	9,889	9,655
			13,619	14,170
Current assets	流動資產			
Trade, other receivables and other deposits	貿易及其他應收款項及其他按金	20	40,811	17,306
Contract costs	合約成本	21	6,097	6,526
Contract assets	合約資產	25	-	276
Amount due from a shareholder	應收一名股東款項	28	1,379	539
Amount due from a non-controlling shareholder of a subsidiary	應收一間附屬公司非控股股東款項	28	46	13
Bank balances and cash	銀行結餘及現金	23	1,908	10,949
			50,241	35,609
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	24	19,121	12,355
Contract liabilities	合約負債	25	856	1,651
Loan from a substantial shareholder	主要股東貸款	26	12,157	20,148
Lease liabilities	租賃負債	27	-	50
Tax payables	應付稅項		-	1,655
			32,134	35,859
Net current assets/(liabilities)	流動資產/(負債)淨額		18,107	(250)
Total assets less current liabilities	總資產減流動負債		31,726	13,920

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2022 於2022年12月31日

		Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Net assets	淨資產		31,726	13,920
Capital and reserves	資本及儲備			
Share capital	股本	29	10,368	8,640
Reserves	儲備		21,521	5,369
Total capital deficiency attributable to owners of the Company	本公司擁有人應佔資本 虧絀總額		31,889	14,009
Non-controlling interests	非控股權益		(163)	(89)
Total equity	權益總額		31,726	13,920

The consolidated financial statements on pages 56 to 167 were approved and authorised for issue by the board of directors on 31 March 2023 and are signed on its behalf by:

第56頁至第167頁的綜合財務報表於2023年3月31日經董事會批准及授權刊發並由以下董事代表簽署：

Hung Yuen Kin
熊遠健
Director
董事

Lui Man Wah
呂文華
Director
董事

The accompanying notes form an integral part of the consolidated financial statements.

隨附附註構成綜合財務報表的組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2022 截至2022年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔					Non-controlling interests 非控股權益		Total equity 權益總額
		Share capital 股本	Share premium 股份溢價	Statutory reserve 法定儲備 (Note (a)) (附註(a))	Capital reserve 資本儲備 (Note (b)) (附註(b))	Accumulated losses 累計虧損	Sub-total 小計		
At 1 January 2021	於二零二一年一月一日	8,640	94,331	49	7,591	(118,133)	(7,522)	246	(7,276)
Total comprehensive income/ (expenses) for the year	年內全面收益/(開支) 總額	-	-	-	-	21,531	21,531	(335)	21,196
At 31 December 2021 and 1 January 2022	於二零二一年 十二月三十一日及 二零二二年一月一日	8,640	94,331	49	7,591	(96,602)	14,009	(89)	13,920
Issuance of new shares by way of placing, net of issue costs	以配售方式發行新股， 扣除發行成本	1,728	6,048	-	-	-	7,776	-	7,776
Total comprehensive income/ (expenses) for the year	年內全面收益/(開支) 總額	-	-	-	-	10,104	10,104	(74)	10,030
At 31 December 2022	於二零二二年 十二月三十一日	10,368	100,379	49	7,591	(86,498)	31,889	(163)	31,726

Notes:

附註：

- (a) In accordance with the article 377 of the Macau Commercial Code, the Company's subsidiary incorporated in Macau are required to transfer a minimum of 25% of the annual net profits to a statutory reserve until that reserve equals 50% of the nominal value of their capital. The statutory reserve may not be distributed in the form of cash dividends or otherwise, during the life of the company.
- (a) 根據澳門商法典第377條，本公司在澳門註冊成立的附屬公司須將年度純利最少25%轉撥至法定儲備，直至儲備等於資本面值的50%。在公司存續期間，法定儲備不得以現金股息或其他方式分派。
- (b) Capital reserve represents the deemed capital contribution from a substantial shareholder (note 26) arising from the loan from a substantial shareholder. It is the difference between the imputed interest calculated by the market interest rate at the loan inception date and the nominal interest rate charged by the substantial shareholder.
- (b) 資本儲備指主要股東貸款產生的視作主要股東注資(附註26)。此乃於貸款起始日按市場利率計算的推算利息與主要股東收取的票面利率之間的差額。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022 截至2022年12月31日止年度

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
OPERATING ACTIVITIES	經營活動		
Profit before tax	稅前溢利	10,030	22,851
<i>Adjustments for:</i>	<i>經調整：</i>		
Interest income	利息收入	(234)	(239)
Finance costs	融資成本	2,064	3,279
Depreciation of property, plant and equipment	物業、器械及設備折舊	548	618
Amortisation of contract costs	合約成本攤銷	237	236
Gain on debt modifications	債務變更收益	(2,055)	(573)
Impairment loss recognised/(reversed) under expected credit loss model	預期信貸虧損模式下已確認／(撥回)的減值虧損	3,899	(69)
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	14,489	26,103
Increase in trade and other receivables and rental deposits	貿易及其他應收款項及租賃按金增加	(27,404)	(9,159)
Decrease/(increase) in contract costs	合約成本減少／(增加)	429	(712)
Increase in trade and other payables	貿易及其他應付款項增加	6,766	3,799
Decrease/(increase) in contract assets	合約資產減少／(增加)	276	(276)
Decrease in contract liabilities	合約負債減少	(795)	(1,333)
Cash (used in)/generated from operations	經營業務(所用)／所得現金	(6,239)	18,422
Profits tax paid	已付利得稅	(1,655)	-
Net cash (used in)/generated from in operating activities	經營活動(所用)／所得現金淨額	(7,894)	18,422

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022 截至2022年12月31日止年度

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
INVESTING ACTIVITIES	投資活動		
Purchase of property, plant and equipment	購買物業、器械及設備	-	(1,675)
Advance from a shareholder	股東提供的墊款	(840)	(10)
Advance from a non-controlling shareholder of a subsidiary	一間附屬公司非控股股東提供的墊款	(33)	-
Net cash used in investing activities	投資活動所用現金淨額	(873)	(1,685)
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	-	(700)
Repayment of other borrowings	償還其他借款	-	(7,000)
Repayment of substantial shareholder loan	償還主要股東貸款	(8,000)	(1,000)
Repayment of lease liability	償還租賃負債	(50)	(300)
Proceeds from issue of shares on placement, net of issue costs	發行配售股份所得款項，扣除發行成本	7,776	-
Net cash used in financing activities	融資活動所用現金淨額	(274)	(9,000)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(9,041)	7,737
Cash and cash equivalents at 1 January	於1月1日的現金及現金等價物	10,949	3,212
Cash and cash equivalents at 31 December	於12月31日的現金及現金等價物	1,908	10,949

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

1. GENERAL INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands and its issued shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office, and head office and principal place of business of the Company are disclosed in the “Corporate Information” section to the annual report. Its ultimate and immediate parent is Source Creation International Limited, a company incorporated in the British Virgin Islands with limited liabilities and owned by Mr. Lui Man Wah (“Mr. Lui”). Mr. Lui is a non-executive director and the ultimate controlling party of the Company.

The principal activity of the Company is investment holding. The principal activities of the Company’s subsidiaries (together with the Company referred to as the “Group”) are provision of exhibition and trade show and related services, publication and advertising and outdoor advertising.

The consolidated financial statements are presented in Hong Kong dollar (HK\$’000), which is same as the functional currency of the Company.

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND HONG KONG ACCOUNTING STANDARDS (“HKASs”)

New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has adopted the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2022 as mentioned below. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current year and prior years.

1. 一般資料

本公司為於開曼群島註冊成立的有限公司，其已發行股份於香港聯合交易所有限公司（「聯交所」）GEM上市。本公司的註冊辦事處、總部及主要營業地點的地址於年報的「公司資料」一節披露。其最終及直接母公司為創源國際有限公司，該公司為於英屬處女群島註冊成立的有限公司，由呂文華先生（「呂先生」）擁有。呂先生為本公司非執行董事及最終控制方。

本公司的主要業務為投資控股。本公司附屬公司（連同本公司統稱為「本集團」）的主要業務為提供展覽及貿易展覽及相關服務以及刊物及廣告以及戶外廣告。

綜合財務報表乃以港元（千港元）呈報，與本公司功能貨幣相同。

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及香港會計準則（「香港會計準則」）以及其修訂

本年度強制生效的新訂香港財務報告準則及其修訂

於本年度，本集團已採納香港會計師公會（「香港會計師公會」）頒佈對其經營業務有關且自2022年1月1日起開始的會計年度生效的以下新訂及經修訂香港財務報告準則，詳情載列如下。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）；香港會計準則（「香港會計準則」）；及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團會計政策、本集團財務報表呈報方式以及本年度及過往年度呈報金額造成重大變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND HONG KONG ACCOUNTING STANDARDS (“HKASs”) (Continued)

New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use	香港會計準則第16號之修訂本	物業、器械及設備：未作擬定用途前之所得款項
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract	香港會計準則第37號之修訂本	虧損性合約 – 履行合約之成本
Amendments to HKFRS 3	Reference to the Conceptual Framework	香港財務報告準則第3號之修訂本	概念框架之提述
Amendments to HKFRS 16 (March 2021)	Covid-19 Related Rent Concessions beyond 30 June 2021	香港財務報告準則第16號之修訂本 (2021年3月)	於2021年6月30日後Covid-19相關租金寬免
Annual Improvements Project	Annual Improvements to HKFRS Standards 2018–2020	年度改進項目	香港財務報告準則2018年至2020年年度改進
Amendments to Accounting Guideline 5	Merger Accounting for Common Control Combinations	會計指引第5號之修訂本	共同控制下合併的合併會計法

2. 應用新訂香港財務報告準則 (「香港財務報告準則」) 及香港會計準則 (「香港會計準則」) 以及其修訂 (續)

本年度強制生效的新訂香港財務報告準則及其修訂 (續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND HONG KONG ACCOUNTING STANDARDS (“HKASs”) (Continued)

New and amendments to HKFRSs but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective which may be relevant to the Company:

	Effective for accounting periods beginning on or after		於以下日期或之後開始之年度期間生效
Amendments to HKAS 1 – Classification of Liabilities as Current or Non-current	1 January 2024	香港會計準則第1號之修訂本 – 負債分類為流動或非流動	2024年1月1日
Amendments to HKAS 1 – Non-current Liabilities with Covenants	1 January 2024	香港會計準則第1號之修訂本 – 附帶契諾的非流動負債	2024年1月1日
Amendments to HKAS 1 and HKFRS Practice Statement 2 – Disclosure of Accounting Policies	1 January 2023	香港會計準則第1號及香港財務報告準則實務報告第2號之修訂本 – 會計政策之披露	2023年1月1日
Amendments to HKAS 8 – Definition of Accounting Estimates	1 January 2023	香港會計準則第8號之修訂本 – 會計估計的定義	2023年1月1日

2. 應用新訂香港財務報告準則 (「香港財務報告準則」) 及香港會計準則 (「香港會計準則」) 以及其修訂 (續)

尚未生效的新訂香港財務報告準則及其修訂

本集團並無提早應用下列可能與本公司有關的已頒佈但尚未生效的新訂香港財務報告準則及其修訂：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND HONG KONG ACCOUNTING STANDARDS (“HKASs”) (Continued)

New and amendments to HKFRSs but not yet effective (Continued)

	Effective for accounting periods beginning on or after		於以下日期或之後開始之年度期間生效
Amendments to HKAS 12 – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction	1 January 2023	香港會計準則第12號之修訂本 – 單項交易產生的資產及負債相關遞延稅項	2023年1月1日
Amendments to HKFRS 16 – Lease Liability in a Sales and Leaseback	1 January 2024	香港財務報告準則第16號之修訂本 – 售後租回的租賃負債	2024年1月1日
Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined by the HKICPA	香港財務報告準則第10號及香港會計準則第28號之修訂本 – 投資者與其聯營公司或合營企業之間的資產出售或出資	待香港會計師公會釐定
Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause.	1 January 2024	香港詮釋第5號(2020) 財務報表之呈列 – 借款人對包含應要求償還條文之有期貸款之歸類	2024年1月1日

The directors anticipate that the application of these new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用新訂香港財務報告準則 (「香港財務報告準則」) 及香港會計準則 (「香港會計準則」) 以及其修訂 (續)

尚未生效的新訂香港財務報告準則及其修訂 (續)

董事預期應用該等新訂香港財務報告準則及修訂本於可預期未來將不會對綜合財務報表造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) and by the disclosure requirements of the Hong Kong Companies Ordinance.

Basis of preparation

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

Historical cost is generally based on the fair value of the consideration given in exchange for goods 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. In estimating the fair value of an asset or a liability, 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. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with HKFRS 16 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

3. 重大會計政策

合規聲明

綜合財務報表根據香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表包括聯交所GEM證券上市規則（「GEM上市規則」）規定的適用披露規定及香港公司條例的披露規定。

編製基準

綜合財務報表已按歷史成本基準編製，惟於各報告期末以公平值計量的若干金融工具除外。

歷史成本一般根據交換貨品及服務所付出代價的公平值計算。

公平值是於計量日期市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否直接可觀察或可使用其他估值技術估計。若市場參與者於計量日期對資產或負債定價時會考慮資產或負債的特點，則本集團於估計資產或負債的公平值時會考慮該等特點。此等綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟屬於香港財務報告準則第2號「以股份為基礎付款」範圍的以股份付款交易、根據香港財務報告準則第16號列賬的租賃交易，以及與公平值有部分相若地方但並非公平值的計量，譬如香港會計準則第2號「存貨」的可變現淨值或香港會計準則第36號「資產減值」的使用價值除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of preparation (Continued)

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgments in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these financial statements, are disclosed in note 4 to the consolidated financial statements.

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

3. 重大會計政策(續)

編製基準(續)

就按公平值交易的金融工具及於其後期間使用不可觀察輸入數據計量公平值的估值技術而言，估值技術會進行調整，以致估值技術的結果等於交易價格。

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據是主體於計量日期可以取得的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察的輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

編製符合香港財務報告準則的綜合財務報表須運用若干關鍵假設及估計。董事於應用會計政策時亦須行使其判斷。涉及關鍵判斷的範圍以及假設及估計對該等財務報表而言屬重大的範圍於綜合財務報表附註4中披露。

編製該等綜合財務報表時應用的重大會計政策載於下文。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year 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.

Profit or loss and each item of other comprehensive income 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.

3. 重大會計政策(續)

綜合基準

綜合財務報表包括本公司及本公司所控制的主體及其附屬公司的財務報表。當本公司滿足以下要素即擁有控制權：

- 對被投資公司擁有權力；
- 對參與被投資公司業務的浮動回報承擔風險或享有權利；及
- 能透過其權力影響其回報。

倘事實及情況反映上述三項控制權要素其中一項或多項有變，則本集團會重新評估是否仍對被投資公司有控制權。

本集團於取得對附屬公司的控制權時開始綜合附屬公司賬目，並於本集團失去對附屬公司的控制權時終止。具體而言，於年內收購或出售的附屬公司的收入及開支，會由本集團取得控制權的日期直至本集團失去附屬公司控制權的日期期間計入綜合損益及其他全面收益表。

損益及其他全面收益各項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會引致非控股權益出現虧絀結餘亦然。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Business combinations

Acquisitions 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 acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as 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, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 Income Taxes and HKAS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

3. 重大會計政策(續)

綜合基準(續)

在必要情況下，本公司會對附屬公司的財務報表作出調整，以使其會計政策與本集團所用的會計政策保持一致。

與本集團成員公司交易有關的所有集團內資產及負債、權益、收入、開支及現金流量均於綜合時悉數對銷。

附屬公司的非控股權益與本集團於當中的權益分開呈列，即現時擁有權權益於清盤時賦予其持有人按比例分佔有關附屬公司的資產淨值。

業務合併

收購業務採用收購法入賬。業務合併所轉撥的代價按公平值計量，而計算方法為本集團所轉讓的資產、本集團向被收購方原擁有人產生的負債及本集團於交換被收購方的控制權發行的權益於收購日期的公平值的總額。有關收購的成本通常於產生時於損益確認。

於收購日期，所收購可識別資產及所承擔負債按其公平值確認，惟以下各項除外：

- 遞延稅項資產或負債及與僱員福利安排有關的資產或負債分別根據香港會計準則第12號「所得稅」及香港會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份支付安排或本集團訂立以股份支付安排取代被收購方以股份支付安排有關的負債或股本工具，於收購日期根據香港財務報告準則第2號「以股份為基礎付款」計量；及
- 根據香港財務報告準則第5號「持作出售的非流動資產及終止經營業務」分類為持作出售的資產(或出售組合)乃根據該準則計量。

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For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value 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 that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

Goodwill

Goodwill arising on an acquisition of business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

3. 重大會計政策(續)

業務合併(續)

商譽是以所轉撥的代價、非控股權益於被收購方中所佔金額及收購方以往持有被收購方權益的公平值(如有)的總和，減所收購的可識別資產及所承擔的負債於收購日期的淨值後，所超出的差額計值。倘經過重新評估後，所收購的可識別資產與所承擔負債於淨額高於轉撥的代價、非控股權益於被收購方中所佔金額及收購方以往持有被收購方權益的公平值(如有)的總和，則差額即時於損益內確認為議價收購收益。

屬現時擁有權權益且於清盤時讓持有人有權按比例分佔相關附屬公司淨資產的非控股權益，將初步按非控股權益應佔被收購方可識別資產淨值或按公平值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。

商譽

收購業務產生的商譽乃按於收購有關業務日期確立的成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽乃分配至預期受惠於合併協同效益的本集團現金產生單位(「現金產生單位」)(或現金產生單位組別)，即為內部管理目的監控商譽的最低水平且不超過經營分部。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Goodwill (Continued)

A CGU (or group of CGUs) 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 group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the amount of the gain or loss on disposal.

Revenue from contracts with customers

The Group recognises 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 the customer.

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 the same.

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

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; 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.

3. 重大會計政策(續)

商譽(續)

已獲分配商譽的現金產生單位(或現金產生單位組別)每年進行減值測試，或於有跡象顯示該單位可能出現減值時更頻密進行減值測試。就於報告期因收購產生的商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)於該報告期末前進行減值測試。倘現金產生單位的可收回金額少於其賬面值，則減值虧損會首先分配以削減任何商譽的賬面值，其後則根據該單位(或現金產生單位組別)內各項資產賬面值按比例分配至該單位的其他資產。

於出售相關現金產生單位時，商譽的相關金額會於釐定出售的損益時計入。

來自客戶合約的收益

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

履約責任指不同的貨品或服務(或一組貨品或服務)或一系列不同的貨品或大致相同的服務。

控制權隨時間轉移，而倘符合以下任何其中一項標準，則收益乃參照完全滿足相關履約責任的進展情況而隨時間確認：

- 隨本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約創建或強化一項資產，該資產於本集團履約時由客戶控制；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的款項具有可執行權利。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

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

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

The Group incurs costs to fulfill a contract in its exhibition and trade show contracts. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant Standards, failing which it recognises an asset for these costs only if they meet all of the following criteria:

- (a) the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- (b) the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (c) the costs are expected to be recovered

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

3. 重大會計政策(續)

來自客戶合約的收益(續)

否則，收益於客戶獲得不同貨品或服務控制權時某一時點確認。

合約負債指本集團有責任向本集團已收到客戶代價(或到期代價金額)的客戶轉讓貨品或服務。

本集團於其展覽及貿易展覽合約中履行合約時產生成本。本集團首先根據其他相關準則評估該等成本是否合資格確認為資產，倘不合資格，僅在符合以下全部標準後將該等成本確認為資產：

- (a) 有關成本與本集團可明確識別之合約或預期訂立之合約有直接關係；
- (b) 有關成本令本集團將用於履行(或持續履行)日後履約責任之資源得以產生或有所增加；及
- (c) 有關成本預期可收回

如此確認之資產其後按系統化基準攤銷至損益，該基準與向客戶轉讓該資產相關之貨品或服務一致。資產須進行減值審閱。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue from the following major sources. The Group's revenue recognition policies on each of these revenue sources are as follows:

(i) Publications and advertising income

The Group generates advertising income from the publications that are print and online media platform. The customers simultaneously receive and consume the benefits when the advertisements are released on the designated publications and online media platform. Revenue from publications and advertising recognised over time using the output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract.

The Group earns revenue from selling publications. Revenue from sales of publications is recognised at a point in time when the customer obtains control of the magazines.

The Group generates advertising design and related production services to its customers. Revenue from provision of advertising design and related production service is recognised over a period of time using the output method, which is to recognise revenue on the basis of direct measurements of the value to the customer of the services transferred to date relative to the remaining services promised under contract (i.e. when the designated publications transferred to the customers).

3. 重大會計政策(續)

來自客戶合約的收益(續)

收益乃根據客戶合約訂明的代價計算。本集團自以下主要來源確認收益。本集團就各項有關收益來源的收益確認政策如下：

(i) 刊物及廣告收入

本集團自印製刊物及線上媒體平台產生廣告收入。客戶同時取得並耗用廣告在指定刊物及線上媒體平台上發佈時的利益。刊物及廣告的收益使用產出法隨時間確認，即按直接計量迄今已轉讓予客戶的服務價值相對合約下承諾提供的餘下服務價值的基準確認收益。

本集團自銷售刊物賺取收益。銷售刊物的收益乃於客戶取得雜誌的控制權時某一時點確認。

本集團為其客戶提供廣告設計及相關製作服務。提供廣告設計及相關製作服務的收益採用產出法在一段時期內確認，即按直接計量迄今已轉讓予客戶的服務價值相對合約下承諾提供的餘下服務價值的基準確認收益(即指定刊物轉讓予客戶時)。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

(ii) Outdoor advertising income

The Group provides outdoor advertising spaces to customers. The customers simultaneously receive and consume the benefits when the advertisement is displayed on the outdoor advertising spaces. Revenue from outdoor advertising is recognised over time using the output method.

The Group provides advertisement sourcing agency services to its customers. Revenue from provision of advertisement sourcing agency service is recognised over a period of time under a straight-line method and amortised over the period of the contract. The Group recognises revenue in the amount of any fee or commission on a net basis as an agent.

(iii) Exhibitions and trade show and related service income

Revenue from provision of exhibitions and trade show services is recognised over time using the output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract.

3. 重大會計政策(續)

來自客戶合約的收益(續)

(ii) 戶外廣告收入

本集團向客戶提供戶外廣告位置。客戶同時取得並耗用於戶外廣告位置展示廣告時的利益。戶外廣告的收益使用產出法隨時間確認。

本集團向其客戶提供廣告採購代理服務。提供廣告採購代理服務的收益採用直線法於一段時期內確認，並於合約期間進行攤銷。本集團作為代理人以淨額基準按任何費用或佣金的金額確認收益。

(iii) 展覽及貿易展覽以及相關服務收入

提供展覽及貿易展覽服務的收益使用產出法隨時間確認，即按直接計量迄今已轉讓予客戶的服務價值相對合約下承諾提供的餘下服務價值的基準確認收益。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

3. 重大會計政策(續)

合約資產

合約資產乃就換取已向客戶轉移的貨品或服務而收取代價之權利。倘本集團於客戶支付代價前或到期付款前將貨品或服務轉移予客戶，則就附帶條件賺取的代價確認合約資產。合約資產須予以減值評估，其詳情載於有關金融資產減值之會計政策。

合約負債

合約負債乃於本集團轉移相關貨品或服務之前收取相關款項或應收客戶之相關款項到期(以較早發生者為準)時確認。合約負債於本集團履約(即相關貨品或服務之控制權轉移至客戶)時確認為收入。

合約成本

除撥充存貨、物業、器械及設備以及無形資產資本之成本外，倘符合以下全部條件，則因履行客戶合約而產生之成本亦撥充資產資本：

- (a) 成本與合約或主體能具體識別的預計合約直接有關。
- (b) 成本為主體產生或提升資源而該資源將於日後用於履行(或持續履行)履約責任。
- (c) 成本預期可予收回。

撥充資本之合約成本按系統化基準攤銷並自損益表扣除，與向客戶轉移資產相關的貨品或服務一致。其他合約成本於產生時支出。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

Definition of a lease

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

For contracts entered into or modified or arising from business combinations on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exception to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

3. 重大會計政策(續)

租賃

租賃的定義

倘合約賦予在一段時期內控制一項已識別資產的使用的權利以換取代價，則該合約是一項租賃或包含一項租賃。

對於首次應用日期或之後訂立或修訂或業務合併產生的合約，本集團根據香港財務報告準則第16號項下的定義，於開始日期、修訂日期或收購日期(如適用)評估合約是否是一項租賃或包含一項租賃。除非合約條款及條件在後續發生變更，否則不會對此類合約進行重新評估。

本集團作為承租人

將代價分配至合約各組成部分

對於包含一項租賃組成部分及一項或多項額外的租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將合約代價分配至各個租賃組成部分。

短期租賃及低價值資產租賃

本集團對從開始日期起租賃期為12個月或更短的租賃及不包含購買選擇權的租賃應用短期租賃的確認豁免。本集團亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款在租賃期內採用直線法確認為開支。

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For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

Except for short-term leases and leases of low value assets, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

3. 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產

除短期租賃及低價值資產租賃外，本集團於租賃開始日期(即相關資產可供使用當日)確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並於租賃負債重新計量時作出調整。

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆解及搬遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況時產生的成本估計。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

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

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

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

3. 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產(續)

就本集團於租賃期結束時合理確定獲取相關租賃資產所有權的使用權資產而言，有關使用權資產自開始日期起至可使用年期結束期間計提折舊。否則，使用權資產按直線基準於其估計可使用年期及租賃期(以較短者為準)內計提折舊。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的遞增借款利率計算。

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠；
- 取決於指數或費率的可變租賃付款；
- 預期應支付的剩餘價值擔保金額；
- 本集團合理確定行使購買選擇權的行使價；及
- 終止租賃的罰款金額，倘租賃期反映出本集團將行使終止的選擇權。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

Lease modifications

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

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

3. 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

於開始日期後，租賃負債就利息增長及租賃付款作出調整。

倘符合下述兩種情況之一，本集團對租賃負債進行重新計量(並對相關使用權資產進行相應調整)：

- 租賃期發生變化或對行使購買選擇權的評估發生變化，在此情況下，使用重新評估日修改後的貼現率對經修訂的租賃付款進行貼現重新計量相關的租賃負債。
- 租賃付款因市場租金審查後的市場租金率變化而變化，在此情況下，使用初始貼現率對經修訂的租賃付款進行貼現來重新計量相關的租賃負債。

本集團於綜合財務狀況表內將使用權資產呈列為單獨項目。

租賃修訂

倘出現以下情況，本集團將租賃修訂作為一項單獨的租賃進行入賬：

- 該項修訂通過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 調增租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約的實際情況對單獨價格進行的任何適當調整。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications (Continued)

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

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

When the Group is an intermediate lessor, a sublease is classified as a finance lease or operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

3. 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃修訂(續)

就未作為一項單獨租賃入賬的租賃修訂而言，本集團基於透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃付款的經修訂租賃的租賃期重新計量租賃負債。

本集團透過對相關使用權資產進行相應調整，對租賃負債的重新計量進行會計處理。當修改後的合約包含租賃組成部分和一個或多個其他租賃或非租賃組成部分時，本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將修改後的合約中的代價分配至各個租賃組成部分。

當本集團為中間出租人時，分租乃參照總租賃的使用權資產劃分為融資租賃或經營租賃。若總租賃屬本集團應用資產負債表內確認豁免的短期租賃，本集團將分租劃分為經營租賃。

本集團作為出租人

當本集團為出租人，其會於租賃開始時(或租賃修訂時)將其每項租賃分類為經營租賃或融資租賃。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessor (Continued)

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

At the commencement date, the cost of the leased asset is capitalised at the present value of the lease payments and related payments (including the initial direct costs), and presented as a receivable at an amount equal to the net investment in the lease. The finance income on the net investment in the lease is recognised in the statement of profit or loss so as to provide a constant periodic rate of charge return over the lease terms.

When the Group is an intermediate lessor, a sublease is classified as a finance lease or operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

3. 重大會計政策(續)

租賃(續)

本集團作為出租人(續)

所有本集團並未轉讓資產所有權所附帶之絕大部分風險及回報之租賃乃歸類為經營租賃。倘合約包含租賃及非租賃組成部分，本集團將按相對單獨售價基準將合約之代價分配至各項組成部分。租金收入於租賃期內按直線法列賬，並基於其經營性質而計入損益表之收益。於磋商及安排經營租賃時產生之初始直接成本乃計入租賃資產之賬面值，並於租賃期內按相同方法確認為租金收入。或然租金乃於賺取租金之期間內確認為收入。

相關資產所有權所附帶之絕大部分風險及回報乃轉讓至承租人之租賃均列為融資租賃。

於開始日期，租賃資產的成本按租賃付款及相關付款(包括初始直接成本)的現值予以資本化，並按照與租賃淨投資相等的金額列示為應收款項。租賃淨投資的融資收入在損益表中確認，以便在租期內提供固定的定期費用回報率。

倘本集團為中間出租人，分租乃參照總租賃產生的使用權資產分類為融資租賃或經營租賃。倘總租賃為本集團應用資產負債表確認豁免的短期租賃，則本集團將分租分類為經營租賃。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates prevailing at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of "exchange reserve" (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

3. 重大會計政策(續)

外幣

編製個別集團主體的財務報表時，以該主體功能貨幣以外的貨幣(外幣)所進行的交易乃按交易日期的當前匯率確認。於各報告期末，以外幣列值的貨幣項目乃按該日期的當前匯率重新換算。以外幣計值公平值之非貨幣項目按公平值釐定日期之當前匯率重新換算。以外幣歷史成本計量之非貨幣項目毋須重新換算。

於結算及重新換算貨幣項目時產生的匯兌差額均於其產生期間在損益內確認。

就呈列綜合財務報表而言，本集團外國業務的資產及負債按各報告期末的當前匯率換算為本集團的呈列貨幣(即港元)。收入及開支項目按期內的平均匯率換算，除非匯率於期內大幅波動，若然如此，則使用於交易日期的當前匯率。所產生的匯兌差額(如有)於其他全面收益確認並於權益下以「匯兌儲備」累計(歸屬於非控股權益，如適用)。

於出售外國業務(即出售本集團於外國業務的全部權益，或出售涉及失去包含外國業務附屬公司的控制權，或部分出售於共同安排或聯營公司(包含其保留權益成為金融資產的外國業務)的權益)時，於權益內就本公司擁有人應佔業務累計的所有匯兌差額重新分類至損益。

因收購外國業務產生所購入可識別資產的商譽及公平值調整乃視作該外國業務的資產及負債，並按於各報告期末的當前匯率換算。所產生的匯兌差額於其他全面收益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

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

Government grants

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

Government grants 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.

Employee benefits

Bonuses

The Group recognises a liability for bonuses when there is a contractual obligation and the amount can be estimated reliably.

Retirement benefit obligations

The Group operates the Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution scheme, the assets of which are held in separate trustee-administered funds.

Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, with the employees’ contributions subject to a cap of monthly relevant income of HK\$30,000. The Group’s contributions to the MPF Scheme are expensed as incurred. 5% of relevant income vests immediately upon the completion of service in the relevant service period, while the remaining portion vests in accordance with the MPF Scheme’s vesting scales. Where employees leave the MPF Scheme prior to the full vesting of the employer’s contributions, the amount of forfeited contributions is used to reduce the contributions payable by the Group.

3. 重大會計政策(續)

借款成本

所有借貸成本均在產生期內的損益確認。

政府補助

惟可合理確定本集團將遵守補助隨附的條件，並確定將獲得補助，則不確認政府補助。

政府補助是抵銷已產生的支出或虧損或旨在給予本集團的即時財務支援(而無未來有關成本)，於有關補助成為應收款項的期間在損益中確認。

僱員福利

獎金

當有合約責任且責任金額可作可靠估算時，本集團就獎金確認負債。

退休福利責任

本集團根據香港強制性公積金計劃條例為受香港僱傭條例管轄的僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃是一項界定供款計劃，其資產由獨立的受託人管理的基金持有。

根據強積金計劃，僱主及其僱員均須按僱員相關收入的5%向計劃作出供款，僱員供款的每月相關收入上限為30,000港元。本集團向強積金計劃之供款於產生時支銷。相關收入的5%在相關服務期內完成服務時立即歸屬，而其餘部分則按照強積金計劃的歸屬比例歸屬。倘僱員在僱主供款全數歸屬前退出強積金計劃，則沒收供款之金額將用作扣減本集團應付之供款。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits (Continued)

Social security fund

Full-time employees of the Group's Macau subsidiaries are covered by a government-mandated defined contribution plan pursuant to which a fixed amount of retirement benefit would be determined and paid by the Macau government. Contributions are generally made by both employees and employers by paying a fixed amount on a monthly basis to the Social Security Fund Contribution managed by the Macau government.

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled share-based payment reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

3. 重大會計政策(續)

僱員福利(續)

社會保障基金

本集團的澳門附屬公司全職僱員已參與政府強制性界定供款計劃保障，據此，澳門政府將釐定及支付定額退休福利。供款一般由僱員及僱主共同作出，彼等須每月向由澳門政府管理的社會保障基金供款支付定額款項。

授予僱員的購股權

向僱員及提供類似服務的其他人士支付的股本結算股份付款均按股本工具於授出日期的公平值計算。

於授出日期釐定的股本結算股份付款的公平值(不計及所有非市場歸屬條件)乃根據本集團對將最終歸屬股本工具的估計，於歸屬期按直線法列支，並在權益(購股權儲備)內計入相應增加。於各報告期末，本集團會根據所有相關非市場歸屬條件的評估修訂預期歸屬股本工具的估計數目。修訂原有估計的影響(如有)乃於損益內確認，令累計開支反映經修訂的估計，並相應調整股本結算股份付款儲備。就於授出日期即時歸屬的購股權而言，所授出購股權的公平值即時於損益列支。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Employee benefits (Continued)

Share options granted to employees (Continued)

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share capital and share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated losses.

Share options granted to consultants

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses.

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 "loss before tax" as reported in the consolidated statement of profit or loss because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3. 重大會計政策(續)

僱員福利(續)

授予僱員的購股權(續)

於行使購股權時，先前於購股權儲備確認的金額將轉撥至股本及股份溢價。當購股權於歸屬日期後失效或於屆滿日期仍未獲行使時，先前於購股權儲備確認的金額將轉撥至累計虧損。

授予諮詢顧問的購股權

與僱員除外的人士進行的股本結算股份付款交易乃按已收取貨品或服務的公平值計算，惟公平值無法可靠估計除外，於此情況下，則按已授出股本工具的公平值於主體取得貨品或交易對方交付服務之日計量。已收取貨品或服務的公平值乃確認為開支。

稅項

所得稅開支指現時應付稅項及遞延稅項的總和。

即期應付稅項乃按年內應課稅溢利計算。應課稅溢利有別於綜合損益表中所列報「除稅前虧損」，乃由於在其他年度應課稅或可扣稅的收入或開支以及永不須課稅或可扣稅的項目。本集團乃按報告期末已實行或實際已實行的稅率計算即期稅項的負債。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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 differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests 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 rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

3. 重大會計政策(續)

稅項(續)

遞延稅項乃就綜合財務報表中資產及負債的賬面值與用於計算應課稅溢利的相應稅基的暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額而確認。遞延稅項資產通常僅於可能有應課稅溢利用以抵銷可扣減暫時差額時就所有可扣稅暫時差額而確認。若暫時差額乃因首次確認(除業務合併外)一項既不影響應課稅溢利亦不影響會計溢利交易中的資產及負債而產生，則不予確認有關遞延稅項資產及負債。此外，若暫時差額是源自商譽的首次確認，則不確認遞延稅項負債。

遞延稅項負債乃就與於附屬公司投資相關的應課稅暫時差額及於聯營公司的權益而予以確認，惟倘本集團可控制暫時差額撥回但暫時差額可能不會於可見將來撥回的情況除外。與該等投資及權益相關的可扣減暫時差額產生的遞延稅項資產僅於可能有充足應課稅溢利以使用暫時差額利益且該等暫時差額預計在可見將來撥回的情況下予確認。

遞延稅項資產的賬面值會於各報告期末覆核，倘不再可能有足夠應課稅溢利可用於收回全部或部分資產則會予以扣減。

遞延稅項資產及負債乃按預期於償還負債或變現資產期間適用的稅率計算。所根據的稅率(及稅法)乃於報告期末已頒佈或實質上已頒佈。

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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.

For the purposes of measuring deferred taxes for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when investment properties are depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

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

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 重大會計政策(續)

稅項(續)

遞延稅項負債及資產的計量反映本集團於報告期末，預期將要收回或償付其資產及負債的賬面值的方式所引致的稅務後果。

就使用公平值模式計量之投資物業而言，計量其遞延稅項時，乃假設可透過銷售全數收回有關物業之賬面值，除非有關假設遭推翻。倘投資物業可予折舊，並以旨在隨著時間消耗投資物業包含之絕大部份經濟利益而非透過出售之商業模式持有，則推翻此假設。

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

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將香港會計準則第12號所得稅規定單獨應用於使用權資產及租賃負債。由於應用初步確認豁免，故於初步確認時及於租期內不予確認有關使用權資產及租賃負債的暫時差額。

即期及遞延稅項於損益確認，惟倘該等稅項與於其他全面收益或直接在權益中確認的項目有關，則即期及遞延稅項亦分別在其他全面收益或直接於權益確認。當即期稅項或遞延稅項產生自業務合併的初始會計處理，稅務影響會計入業務合併會計處理。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be use by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purpose 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 write off the cost of assets other than construction in progress 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. The principal annual rates are as follows:

Advertising billboard	7 years
Leasehold improvements	33.33%
Office equipment	20%
Furniture and fixtures	20%
Motor vehicle	20%

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

3. 重大會計政策(續)

稅項(續)

在評估所得稅處理的任何不確定性時，本集團考慮有關稅務機關是否有可能會接受個別集團主體在申報所得稅時已使用或擬使用的不確定稅務處理。如果可能，即期及遞延稅項釐定與所得稅申報的稅務處理一致。如有關稅務機關不太可能接受不確定稅務處理，透過使用最可能的金額或預期值來反映各不確定性的影響。

物業、器械及設備

持作生產或供應貨品或服務用途或作行政用途的物業、器械及設備乃於綜合財務狀況表內按成本減隨後累計折舊及隨後累計減值虧損(如有)列賬。

折舊乃採用直線法於估計可使用年內確認，以撇銷在建工程以外的資產的成本減其剩餘價值。估計可使用年期、剩餘價值及折舊方法於各報告期末審閱，任何估計變動的影響按前瞻基準入賬。主要年率如下：

廣告牌	7年
租賃裝修	33.33%
辦公室設備	20%
傢俬及裝置	20%
汽車	20%

物業、器械及設備項目乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時終止確認。物業、器械及設備項目於出售或棄用產生的任何損益釐定為該資產銷售所得款項與賬面值之間的差額，並於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets

Intangible assets acquired separately

Separately are carried at cost 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. 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.

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

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 acquired in a business combination with finite useful lives are reported at cost less any accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

3. 重大會計政策(續)

無形資產

單獨收購的無形資產

單獨收購並具有有限可使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬。具有有限可使用年期的無形資產攤銷採用直線法於其估計可使用年期內確認。估計可使用年期及攤銷方法於各報告期末檢討，任何估計變動的影響按前瞻基準入賬處理。

單獨收購並具無限可使用年期的無形資產按成本減任何隨後累計減值虧損列賬。

於業務合併所收購的無形資產

於業務合併所收購的無形資產乃與商譽分開確認，並於收購日期按其公平值(被視為其成本)初步確認。

於初步確認後，於業務合併所收購具有有限可使用年期的無形資產乃按成本減任何累計攤銷及任何累計減值虧損列賬，如獨立收購的無形資產般使用相同基準。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (Continued)

Derecognition of intangible assets

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

Impairment of property, plant and equipment, right-of-use assets, contract costs and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives and contract cost 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 relevant asset is estimated in order to determine the extent of the impairment loss (if any). 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.

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually, when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the CGU to which the asset belongs.

3. 重大會計政策(續)

無形資產(續)

無形資產終止確認

無形資產於出售時或倘預期使用或出售不會產生未來經濟利益時終止確認。自終止確認無形資產產生的收益及虧損計量為資產的出售所得款項淨額與賬面值之間的差額，並於資產被終止確認時在損益中確認。

商譽以外物業、器械及設備、使用權資產、合約成本及無形資產減值

於各報告期末，本集團覆核其物業、器械及設備、使用權資產、可使用年期有限的無形資產及合約成本的賬面值以確定是否存任何跡象顯示該等資產已發生減值虧損。倘該等跡象存在，則會估計相關資產之可收回金額以釐定減值虧損(如有)之程度。可使用年期無限的無形資產及未供使用的無形資產至少每年並在有跡象顯示資產可能減值時進行減值測試。

物業、器械及設備、使用權資產及無形資產個別估計可收回金額。倘無法個別估計可收回金額，則本集團估計資產所屬現金產生單位的可收回金額。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (Continued)

Impairment of property, plant and equipment, right-of-use assets, contract costs and intangible assets other than goodwill (Continued)

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual CGUs, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Before the Group recognises an impairment loss for assets capitalised as contract costs under HKFRS 15, the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the CGU to which they belong for the purpose of evaluating impairment of that CGU.

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 (or a CGU) for which the estimates of future cash flows have not been adjusted.

3. 重大會計政策(續)

無形資產(續)

商譽以外物業、器械及設備、使用權資產、合約成本及無形資產減值(續)

此外，本集團對是否有跡象顯示公司資產可能出現減值進行評估。倘存在有關跡象，於可識別合理一致的分配基準時，公司資產亦會分配至個別現金產生單位，否則有關資產會分配至可識別合理一致分配基準的現金產生單位最小組別。

在本集團確認根據香港財務報告準則第15號資本化為合約成本的資產的減值虧損前，本集團根據適用的準則評估及確認與相關合約有關的其他資產的任何減值虧損。然後，倘賬面值超過本集團預期收取以換取相關貨品或服務的剩餘代價金額減直接與提供該等貨品或服務有關的成本(尚未確認為開支)，則資本化為合約成本的資產之減值虧損(如有)予以確認。資本化為合約成本的資產則包括於其所屬的現金產生單位的賬面值，以評估該現金產生單位的減值。

可收回金額為公平值減出售成本與使用價值兩者中較高者。在評估使用價值時，估計未來現金流量採用稅前貼現率貼現至其現值，該稅前貼現率反映當前市場對貨幣時間價值及資產(或現金產生單位)特定風險的評估，就此而言未來現金流量的估計未經調整。

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For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (Continued)

Impairment of property, plant and equipment, right-of-use assets, contract costs and intangible assets other than goodwill (Continued)

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. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) 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 or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 重大會計政策(續)

無形資產(續)

商譽以外器械及設備、使用權資產、合約成本及無形資產減值(續)

如估計資產(或現金產生單位)之可收回金額較其賬面值為低，該資產(或現金產生單位)之賬面值須減低至其可收回金額。就未能按合理一致基準分配至現金產生單位的公司資產或一部分公司資產而言，本集團會將一組現金產生單位的賬面值(包括分配至該現金產生單位組別的公司資產或一部分公司資產的賬面值)與該現金產生單位組別的可收回金額作比較。於分配減值虧損時，減值虧損首先被分配以減少任何商譽的賬面值(如適用)，然後根據該單位或現金產生單位組別各項資產的賬面值按比例分配至其他資產。資產的賬面值不會減至低於其公平值扣減出售成本(如可計量)，其使用價值(如可確定)和零的最高值。本應分配至資產的減值虧損金額按比例分配至該單位的其他資產。減值虧損即時在損益中確認。

倘若減值虧損其後撥回，則資產(或現金產生單位或現金產生單位組別)之賬面值會上調至其經修訂估計可收回金額，但所上調之賬面值不得超出倘若資產(或現金產生單位或現金產生單位組別)於以往年度並無確認減值虧損時原已確認之賬面值。減值虧損撥回乃即時於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date/settlement 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 market place.

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

3. 重大會計政策(續)

撥備

當本集團因過往事件而承擔現有責任(法定或推定)，本集團可能將被要求履行該責任，及可以可靠地估算該責任金額，則會確認撥備。

確認為撥備之金額乃經考慮有關責任之風險及不確定性，於報告期末對履行現有責任所需代價作出之最佳估計。倘按履行現有責任估計所需之現金流量計算撥備，則其賬面金額為該等現金流量之現值(倘金錢的時間值影響重大)。

倘預期結算撥備所需之部分或全部經濟利益可從第三方收回，且幾乎肯定能收回償付金額及應收款項能可靠地計量，則該應收款項確認為資產。

金融工具

金融資產及金融負債乃於集團主體成為工具合約條款的一方時予以確認。所有一般買賣的金融資產按交易日期/結算日期基準予以確認及取消確認。一般買賣乃指按照市場規定或慣例須在既定時限內交付資產的金融資產買賣。

金融資產及金融負債首次按公平值計量，惟首次根據香港財務報告準則第15號計量的客戶合約所產生的貿易應收款項除外。收購或發行金融資產及金融負債(不包括按公平值計入損益的金融資產)的直接應佔交易成本，於首次確認時加入金融資產或金融負債(如適用)的公平值或從中扣減。收購按公平值計入損益的金融資產的直接應佔交易成本於損益即時確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

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

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

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

3. 重大會計政策(續)

金融工具(續)

實際利率法乃計算金融資產或金融負債的攤銷成本及按有關期間分配利息收入及利息開支的方法。實際利率是將估計未來現金收入及付款(包括構成實際利率不可或缺部分的所有已付或已收費用及點數、交易成本及其他溢價或折價)透過金融資產或金融負債的預期年期或(倘適用)更短期間準確折現至初步確認時的賬面淨值的利率。

本集團日常業務過程中產生的利息收入乃呈列為其他收入。

金融資產

金融資產的分類及其後計量

符合下列條件的金融資產其後按攤銷成本計量：

- 業務模式下以收取合約現金流量為目標而持有的金融資產；及
- 合約條款於指定日期產生的現金流量僅為支付本金及未償還本金的利息。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

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

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 Business Combinations applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

符合下列條件的金融資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 業務模式下以收取合約現金流量及銷售為目標而持有的金融資產；及
- 合約條款於指定日期產生的現金流量僅為支付本金及未償還本金的利息。

所有其他金融資產其後按公平值計入損益計量，惟在首次應用香港財務報告準則第9號／初步確認金融資產之日，倘股本投資並非持作買賣亦非由收購方在香港財務報告準則第3號業務合併所適用的業務合併中確認的或然代價，則本集團可不可撤回地選擇於其他全面收益呈列該股本投資的其後公平值變動。

倘屬以下情況，金融資產被分類為持作買賣：

- 其獲收購的主要目的為在短期內出售；或
- 在初步確認時，其為本公司所集中管理，並擁有短期獲利的近期實際模式的已識別金融工具組合一部分；或
- 其為並非指定及有效作為對沖工具的衍生工具。

此外，本集團可不可撤回地指定須按攤銷成本或按公平值計入其他全面收益計量的金融資產為按公平值計入損益計量，倘若此舉可消除或顯著減少會計錯配情況。

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綜合財務報表附註

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). 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 from the next reporting period. If 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 from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) Equity instruments designated as FVTOCI

Investment in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the FVTOCI reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產的利息收入乃使用實際利息法確認。利息收入乃透過對金融資產賬面值總額應用實際利率予以計算，惟其後出現信貸減值的金融資產(見下文)除外。對於其後出現信貸減值的金融資產，從下一個報告期起利息收入乃透過對金融資產攤銷成本應用實際利率確認。若信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，在確定資產不再出現信貸減值後，從報告期開始利息收入乃透過對金融資產賬面值總額應用實際利率確認。

(ii) 指定為按公平值計入其他全面收益的股本工具

按公平值計入其他全面收益的股本工具的投資其後按公平值計量，其公平值變動產生的收益及虧損於其他全面收益確認及於按公平值計入其他全面收益儲備累計，且毋須作減值評估。累計收益或虧損於出售股本投資時將不重新分類至損益，並將繼續於按公平值計入其他全面收益儲備持有。

倘本集團確立收取股息的權利時，則該等股本工具投資的股息於損益中確認，除非有關股息明確為收回的部分投資成本，則作別論。

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For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(iii) Financial assets at FVTPL

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

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the other gain and losses line item.

Impairment of financial assets and contract assets

The Group recognises a loss allowance for expected credit loss (“ECL”) on financial assets and contract assets which are subject to impairment under HKFRS 9 (including loan receivables, trade and other receivables, contract assets and bank balances). The amount of ECL is updated at the end of each reporting period to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done 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 conditions at the end of the reporting period as well as the forecast of future conditions.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(iii) 按公平值計入損益的金融資產

不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益計量標準的金融資產，則按公平值計入損益計量。

按公平值計入損益的金融資產於各報告期末乃按公平值計量，其任何公平值收益或虧損則於損益中確認。於損益中確認的收益或虧損淨額不包括就金融資產賺取的任何股息或利息，並計入其他收益及虧損一項。

金融資產及合約資產的減值

本集團就受限於香港財務報告準則第9號項下減值的金融資產(包括應收貸款、貿易及其他應收款項及銀行結餘)確認預期信貸虧損(「預期信貸虧損」)的虧損撥備。於各報告期末，對預期信貸虧損金額進行更新以反映自初步確認以來的信貸風險變動。

全期預期信貸虧損指於相關工具預計年內發生的所有可能違約事件將導致的預期信貸虧損。反之，12個月預期信貸虧損指預期於報告日後12個月內可能發生的違約事件所導致的部分全期預期信貸虧損。評估根據本集團過往信貸虧損經驗進行，並根據債務人特定因素、整體經濟狀況以及對報告期末當前狀況及未來狀況預測的評估而作出調整。

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For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets (Continued)

The Group always recognises lifetime ECL for trade receivables, contract assets and lease receivables without significant financing component.

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.

(i) 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 period 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.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及合約資產的減值(續)

本集團一直就貿易應收款項、合約資產及租賃應收款項確認全期預期信貸虧損，並無重大融資部分。

就所有其他工具而言，本集團計量相等於12個月預期信貸虧損的虧損撥備，於自初始確認以來信貸風險顯著增加時，本集團確認全期預期信貸虧損。是否應確認全期預期信貸虧損的評估乃基於自初始確認以來發生違約的可能性或風險是否顯著增加。

(i) 信貸風險顯著增加

於評估信貸風險自初始確認以來有否大幅增加時，本集團比較金融工具於報告期發生違約的風險與該金融工具於初始確認日期發生違約的風險。作出此評估時，本集團考慮合理並有證據支持的定量及定性資料，包括過往經驗及毋須付出額外成本或努力即可獲得的前瞻性資料。

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets (Continued)

(i) Significant increase in credit risk (Continued)

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- 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;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk 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.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及合約資產的減值(續)

(i) 信貸風險顯著增加(續)

具體而言，評估信貸風險有否顯著增加時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著轉差；
- 信貸風險的外部市場指標顯著轉差，例如信貸息差、債務人的信貸違約掉期價格大幅增加；
- 商業、金融或經濟情況之目前或預期不利變動，預計將導致債務人之償債能力顯著下降；
- 債務人經營業績實際或預期顯著轉差；
- 債務人的監管、經濟或技術環境的實際或預計重大不利變動，導致債務人的償債能力顯著下降。

不論上述評估結果如何，本集團均假設合約付款逾期超過30日時信貸風險自初始確認以來已顯著增加，除非本集團有合理可靠資料論證則另作別論。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets (Continued)

(i) Significant increase in credit risk (Continued)

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.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when 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, the Group considers that default has occurred when (i) a trade receivable is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及合約資產的減值(續)

(i) 信貸風險顯著增加(續)

本集團定期監察用於確認信貸風險有否顯著增加的標準之成效，並修訂該等標準(倘合適)以確保該等標準能夠於金額逾期前確認信貸風險的顯著增加。

(ii) 違約的定義

就內部信貸風險管理而言，本集團認為當內部建立或自外部取得的資料顯示債務人不大可能支付全額款項予債權人(包括本集團)(並未考慮本集團所持有的任何抵押品)時，則會產生違約事件。

倘不考慮上文所述，本集團認為，倘(i)貿易應收款項逾期超過90天，則違約已發生，除非本集團擁有合理及可靠資料顯示一項更滯後的違約標準較合適則當別論。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets (Continued)

(iii) Credit-impaired financial assets

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

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

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及合約資產的減值(續)

(iii) 出現信貸減值的金融資產

當發生一項或多項違約事件對金融資產的估計未來現金流量有不利影響時，則金融資產出現信貸減值。金融資產出現信貸減值的證據包括以下事件的可觀察數據：

- 發行人或借款方出現重大財政困難；
- 違反合約，如拖欠或逾期事件；
- 由於與借款方財政困難相關的經濟或合約原因，借款方的貸款方已向借款方授予貸款方概不考慮的特許權；
- 借款方可能面臨破產或進行其他財務重組；或
- 該項金融資產的活躍市場因財政困難而消失。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, 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 two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) 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. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及合約資產的減值(續)

(iv) 撇銷政策

當有資料顯示交易對方有嚴重財政困難及沒有實際可收回預期，例如，當交易對方被清算或已進入破產程序時，或者倘為貿易應收款項，該等金額逾期超過兩年時(以較早發生者為準)，本集團會撇銷該項金融資產。根據本集團收回程序並考慮法律意見(如適用)，已撇銷的金融資產可能仍受到執法活動的約束。撇銷構成終止確認事項。任何後續收回均於損益中確認。

(v) 計量及確認預期信貸虧損

計量預期信貸虧損乃指違約概率、違約損失率程度(即倘違約損失的程度)及違約風險的函數。評估違約概率及違約損失率程度根據歷史數據作出，並根據前瞻性資料調整。預期信貸虧損的估計反映無偏頗及概率加權的數額，其乃根據發生相關違約風險的加權數值而釐定。

一般而言，預期信貸虧損乃為本集團根據合約應收所有合約現金流量與本集團預期將收取的現金流量之間的差額，並按初始確認時釐定的實際利率貼現。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets and contract assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the past-due status basis.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade and loan receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

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

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產及合約資產的減值(續)

(v) 計量及確認預期信貸虧損(續)

倘預期信貸虧損按集體基準計量或應對有證據表明尚未獲得個別工具層面的情況，金融工具按逾期狀況基準分組。

管理層定期審閱分組方法，以確保各組別的組成項目維持類似的信貸風險特徵。

利息收入按金融資產的賬面值總額計算，除非金融資產出現信貸減值，則利息收入按金融資產的攤銷成本計算。

本集團透過調整所有金融工具的賬面值於損益內確認該等工具的減值收益或虧損，惟貿易應收款項及應收貸款則透過虧損撥備賬確認相應調整。

終止確認金融資產

僅當來自資產的現金流量合約權利屆滿時，或當其轉讓金融資產及資產所有權的絕大部分風險及回報予另一主體時，本集團方會終止確認金融資產。倘本集團既未轉讓亦未保留所有權的絕大部分風險及回報，並繼續控制轉讓的資產，則本集團確認其對該資產的保留權益及其可能需要支付的金額的相關負債。倘本集團保留已轉讓金融資產所有權的絕大部分風險及回報，則本集團繼續確認該金融資產，並就已收所得款項確認擔保借款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets (Continued)

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

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to accumulated losses.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments 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 the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, amount due from a shareholder, amount due to a non-controlling shareholder of a subsidiary, loan from a substantial shareholder and bank overdrafts are subsequently measured at amortised cost, using the effective interest method.

3. 重大會計政策(續)

金融工具(續)

金融資產(續)

終止確認金融資產(續)

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總額的差額乃於損益確認。

終止確認本集團於首次確認時選擇按公平值計入其他全面收益計量的股本工具投資時，先前於投資重估儲備累計之累計收益或虧損並非重新分類至損益但轉撥至累計虧損。

金融負債及股本工具

分類為債務或股本

債務及股本工具乃根據合約安排的內容以及金融負債及股本工具的定義分類為金融負債或股本。

股本工具

股本工具乃證明主體資產經扣除其所有負債後的剩餘權益的任何合約。本公司發行的股本工具以已收所得款項扣減直接發行成本確認。

按攤銷成本計量金融負債

金融負債(包括貿易及其他應付款項、應收一名股東款項、應付一名附屬公司非控股股東款項、主要股東貸款及銀行透支)其後使用實際利率法按攤銷成本計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Derecognition of financial liabilities

The Group derecognises the financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

When the contractual terms of financial liability are modified such that the revised terms would result in a substantial modification from the original terms after considering qualitative factors (e.g. modifications of convertible instruments such as extending the tenure, change in exercise price of the underlying options). When the contractual terms of financial liability are modified such that the revised terms would result in a substantial modification from the original terms, after taking into account all relevant facts and circumstances including qualitative factors, such modification is accounted for as derecognition of the original financial liability and the recognition of new financial liability. The difference between the carrying amount of financial liability derecognised and the fair value of consideration paid or payable, including any liabilities assumed and derivative components recognised, is recognised in profit or loss.

For non-substantial modifications of financial liabilities that do not result in derecognition, at the point of modification, the carrying amount of the relevant financial liabilities is revised for directly attributable transaction costs and any consideration paid to or received from the counterparty. The effective interest rate is then adjusted to amortise the difference between the revised carrying amount and the expected cash flows over the life of the modified instrument.”

3. 重大會計政策(續)

金融工具(續)

金融負債及股本工具(續)

終止確認金融負債

本集團於其責任已被解除、註銷或已屆滿時方會終止確認金融負債。

計及定性因素(即可轉換工具的修改，如延長使用期、更改相關購股權行使價)後，當金融負債的合約條款被修訂以致經修訂條款將導致原條款出現大幅修訂。當金融負債的合約條款被修訂以致經修訂條款將導致原條款出現大幅修訂，計及所有相關事實及情況(包括定性因素)後，有關修訂按終止確認原金融負債及確認新金融負債進行處理。終止確認的金融負債的賬面值與已付或應付代價(包括所承擔的任何負債及所確認的衍生工具部分)的公平值之間的差額於損益中確認。

就並不導致終止確認的金融負債非重大修改而言，於修改點，相關金融負債的賬面值就直接應佔交易成本及已付對手方或已從對手方收取的任何代價作出修訂。實際利率繼而作出調整，以攤銷經修訂賬面值與該經修改工具年期內的預期現金流量之間的差額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows presentation, cash and cash equivalents include bank overdrafts which is repayable on demand and form an integral part of the Company's cash management.

Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, they will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

3. 重大會計政策(續)

現金及現金等價物

於綜合現金流量表，現金及現金等價物包括手頭現金、銀行通知存款、原定到期日為三個月或以內之短期高流通量投資以及銀行透支。

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構的活期存款以及可隨時轉換為已知金額現金的短期高流通性並且價值改變風險不大的投資。就現金流量表呈列而言，現金及現金等價物包括須按要求償還及構成本公司現金管理一部分的銀行透支。

或然負債及或然資產

或然負債乃因過往事件而可能承擔之責任，其存在僅透過將來發生或不發生一件或以上非本集團所能完全控制之不明朗事件方可確認。由於無須動用經濟資源，或無法可靠衡量所承擔之數額，故其亦為因過往事件而可能承擔但尚未確認之現時責任。或然負債不會被確認，但會在綜合財務報表附註內披露。假若消耗資源的可能性改變而導致出現資源消耗時，此等負債將被確認為撥備。

或然資產乃因過往事件而可能獲得之資產，其存在僅透過將來發生或不發生一件或以上非本集團所能完全控制之不明朗未來事件方可確認。或然資產不會被確認，但會於可能收到經濟效益時在財務報表附註內披露。若實質確定有收到經濟效益時，此等效益方會被確立為資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related party transactions

A party is considered to be related to the Group if:

- (i) A person or a close member of that person's family is related to the Group if that person:
 - (1) has control or joint control over the Group;
 - (2) has significant influence over the Group; or
 - (3) is a member of the key management personnel of the Group or the Group's parent.
- (ii) An entity is related to the Group if any of the following conditions applies:
 - (1) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (2) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (3) both entities are joint ventures of the same third party;
 - (4) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (5) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (6) the entity is controlled or jointly controlled by a person identified in (i);
 - (7) a person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (8) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

3. 重大會計政策(續)

關聯方交易

倘屬於下述情況，則被視為與本集團有關聯：

- (i) 倘屬以下人士，則該人士或該人士的密切家族成員與本集團有關聯：
 - (1) 可控制或共同控制本集團；
 - (2) 對本集團有重大影響；或
 - (3) 為本集團或本集團母公司之主要管理人員之成員。
- (ii) 倘符合下列任何條件，即主體與本集團有關聯：
 - (1) 該主體與本集團為屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)；
 - (2) 一間主體為另一主體之聯營公司或合營企業(或另一主體為成員公司之集團成員公司之聯營公司或合營企業)；
 - (3) 主體均為同一第三方之合營企業；
 - (4) 一間主體為第三方主體之合營企業，而另一主體為同一第三方主體之聯營公司；
 - (5) 主體為本集團或與本集團有關聯之主體就僱員利益而設之離職後福利計劃；
 - (6) 主體受上文(i)所識別人土控制或共同控制；
 - (7) 於上文(i)(1)項所識別對主體有重大影響之人士，或為主體(或主體之母公司)之高級管理人員之成員；或
 - (8) 該主體或該主體所屬集團之任何成員公司為本集團或本集團之母公司提供管理要員服務。

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For the year ended 31 December 2022 截至2022年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related party transactions (Continued)

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

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

Events after the reporting period

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

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In the application of the Group's accounting policies, which are described in note 3, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. 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.

3. 重大會計政策(續)

關聯方交易(續)

關聯方交易指本集團與一名關聯方之間的資源、服務或責任轉移，不論是否收取價格。

該名人士之近親為可能被預期於與主體進行交易時影響該名人士或受該名人士影響之該等家族成員。

報告期後事項

提供有關本集團於報告期末的狀況的額外資料者的報告期後事項屬調整事件，並反映於綜合財務報表中反映。不屬於調整事件的報告期後的事件如屬重大者，則會於綜合財務報表附註中披露。

4. 重大判斷及關鍵估計

於附註3所述應用本集團會計政策時，董事須就並非可從其他資料來源輕易獲取之資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃基於過往經驗以及被視作相關之其他因素。實際結果或會有別於該等估計。

本公司會持續檢討該等估計及相關假設。倘就會計估計的修訂只影響修訂估計的期間，則有關修訂會在該期間確認；或倘有關修訂影響即期及未來期間，則有關修訂會在修訂期間及未來期間確認。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash generating unit to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit, a suitable discount rate, terminal rate and growth rates in order to calculate the present value. No impairment loss on goodwill was recognised during the years ended 31 December 2022 and 2021. Details of the recoverable amount calculation are disclosed in note 19.

The carrying amount of goodwill at the end of the reporting period was approximately HK\$1,399,000 (2021: HK\$1,399,000) after an impairment loss of HK\$Nil (2021: HK\$Nil) was recognised during the year.

Provision of ECL for trade and other receivables and contract assets

The Group uses provision matrix to calculate ECL for trade receivables and contract assets. The provision rates are based on debtor's aging as groupings of various debtors with common credit risk characteristic. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable, and that is available without undue cost or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables that are credit impaired are assessed for ECL individually.

In respect of other receivables, the Group assesses the expected credit losses individually by estimation based on historical credit loss experience, general economic conditions of the relevant industry in which the debtors operate, an assessment of both the current as well as the forecast direction of conditions at the reporting date.

4. 重大判斷及關鍵估計(續)

估計不確定性的主要來源

商譽的估計減值

釐定商譽是否減值需要評估已獲分配商譽之現金產生單位之可收回金額，而有關金額為使用價值或公平值減出售成本的較高者。計算使用價值需要本集團評估預期自現金產生單位產生之未來現金流量以及合適之貼現率、最終率及增長率以計算現值。截至2022年及2021年12月31日止年度，並無確認商譽減值虧損。可回收金額計算詳情披露於附註19。

於年內確認減值虧損零港元(二零二一年：零港元)後，於報告期末的商譽賬面值約為1,399,000港元(二零二一年：1,399,000港元)。

貿易及其他應收款項以及合約資產預期信貸虧損撥備

本集團採用撥備矩陣計算貿易應收款項以及合約資產的預期信貸虧損。撥備率乃基於多名具共同信貸風險特徵的債務人的賬齡分組計算。撥備矩陣根據本集團的過往違約率，考慮合理及可靠且無需付出過多成本或精力即可得的前瞻性資料而釐定。於每個報告日，歷史觀察違約率乃進行重新評估且考慮前瞻性資料的變動。此外，出現信貸減值的貿易應收款項乃單獨就預期信貸虧損進行評估。

就其他應收款項而言，本集團透過基於過往信貸虧損經驗、債務人經營所在相關行業的整體經濟狀況、及於報告日對目前以及預測狀況方向的評估之估計，單獨評估預期信貸虧損。

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4. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

Provision of ECL for trade and other receivables and contract assets (Continued)

The information about the Group's trade and other receivables and credit risk and impairment assessment are disclosed in notes 20 and 33 respectively. As at 31 December 2022, the carrying amount of the Group's trade and other receivables and contract assets, net of allowance for credit loss, was approximately HK\$40,615,000 and HK\$Nil (2021: HK\$14,759,000 and HK\$276,000) respectively.

Critical judgement in applying accounting policies

Significant increase in credit risk

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

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 as a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group as an agent).

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

4. 重大判斷及關鍵估計(續)

估計不確定性的主要來源(續)

貿易及其他應收款項以及合約資產預期信貸虧損撥備(續)

有關本集團貿易及其他應收款項以及信貸風險和減值評估的資料分別於附註20及33中披露。於2022年12月31日，本集團貿易及其他應收款項以及合約資產(扣除信貸虧損撥備)的賬面值分別為約40,615,000港元及零港元(2021年：14,759,000港元及276,000港元)。

應用會計政策的重大判斷

信貸風險大幅上升

誠如附註3所解釋，對於第一級資產，預期信貸虧損按相等於12個月預期信貸虧損的撥備計量，對於第二級及第三級資產，則按相等於全期預期信貸虧損的撥備計量。當資產的信貸風險自初步確認以來大幅上升，則移至第二級。香港財務報告準則第9號並無定義何謂信貸風險大幅上升。本集團在評估資產的信貸風險是否已大幅上升時，會考慮定性與定量的合理且有理據支持的前瞻性資產。

委託人與代理人

當另一方參與向客戶提供商品或服務時，本集團確定其承諾的性質是以自身提供特定商品或服務(即本集團為委託人)或安排另一方向客戶提供商品或服務(即本集團為代理人)的履約義務。

倘本集團在將特定商品或服務轉移給客戶之前控制該商品或服務，則本集團為委託人。

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5. REVENUE

Disaggregation of revenue from contracts with customers

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Provision of exhibition and trade show and related services	提供展覽及貿易展覽及相關服務	1,107	2,235
Publications and advertising income	刊物及廣告收入	18,780	29,953
Outdoor advertising income	戶外廣告收入	14,758	28,940
		34,645	61,128
Timing of revenue recognition	收益確認時間		
A point in time	某時間點	272	1,724
Overtime	隨時間	34,373	59,404
		34,645	61,128

Transaction allocated to the remaining performance obligation for contract with customer

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to all its sale contracts such that the Group does not disclose information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations.

5. 收益

來自客戶合約的收益細分

	2022	2021
	2022年	2021年
	HK\$'000	HK\$'000
	千港元	千港元
提供展覽及貿易展覽及相關服務	1,107	2,235
刊物及廣告收入	18,780	29,953
戶外廣告收入	14,758	28,940
	34,645	61,128
收益確認時間		
某時間點	272	1,724
隨時間	34,373	59,404
	34,645	61,128

分配至客戶合約之餘下履約責任之交易

本集團已將香港財務報告準則第15號第121段的實際權宜方法應用至所有銷售合約，故本集團概不披露有關在履行餘下履約責任時將有權取得之收益的資料。

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6. OPERATING SEGMENTS

The Group manages its businesses by divisions, which are organised by business lines in a manner consistent with the way in which information is reported internally to the Group's Chief Operating Decision Maker ("CODM"), being the executive directors of the Company for the purpose of resource allocation and performance assessment. No operating segments have been aggregated in arriving at the reportable segments of the Group.

The Group's reportable segments under HKFRS 8 are as follows:

- 1 Exhibition and trade show business and related services
- 2 Publications and advertising business, including print and online media advertising, sales of publications, advertising and related production services and outdoor advertising

6. 經營分部

本集團按分部管理業務，而分部按業務範圍設立，其方式與向本集團首席運營決策者（「首席運營決策者」，即本公司執行董事）進行內部資料匯報的方式一致，以進行資源分配及表現評估。本集團並無合併營運分部以形成下列可呈報分部：

根據香港財務報告準則第8號，本集團可呈報分部如下：

- 1 展覽及貿易展覽業務及相關服務
- 2 刊物及廣告業務，包括印刷及線上媒體廣告、銷售刊物、廣告及相關製作服務及戶外廣告

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6. OPERATING SEGMENTS (Continued)

Information regarding the Group's reportable segments as provided to the Group's CODM for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2022 and 2021 is set out below.

Segment revenues and results

For the year ended 31 December 2022

6. 經營分部(續)

截至2022年及2021年12月31日止年度，提供予本集團首席營運決策者用作資源分配及分部表現評估之本集團可報告分部資料載列如下。

分部收益及業績

截至2022年12月31日止年度

		Exhibition and trade show business and related services 展覽及貿易 展覽業務 及相關服務 HK\$'000 千港元	Publications and advertising business 刊物及 廣告業務 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Revenue	收益			
Segment revenues	分部收益	1,107	33,538	34,645
Inter-segment sales	分部間銷售	-	-	-
Revenue from external customers	來自外部客戶的收益	1,107	33,538	34,645
Segment profit	分部溢利	123	23,989	24,112
Other income	其他收入			2,206
Other gains or (losses), net	其他收益或(虧損)淨額			2,055
Operating expenses	經營開支			(12,380)
Impairment loss recognised under the expected credit loss model	預期信貸虧損模式下已確認的減值虧損			(3,899)
Finance costs	融資成本			(2,064)
Profit before tax	除稅前溢利			10,030
Income tax expense	所得稅開支			-
Profit for the year	年內溢利			10,030

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6. OPERATING SEGMENTS (Continued)

Segment revenues and results (Continued)

For the year ended 31 December 2021

6. 經營分部(續)

分部收益及業績(續)

截至2021年12月31日止年度

		Exhibition and trade show business and related services 展覽及貿易 展覽業務 及相關服務 HK\$'000 千港元	Publications and advertising business 刊物及 廣告業務 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Revenue	收益			
Segment revenues	分部收益	2,235	58,893	61,128
Inter-segment sales	分部間銷售	–	–	–
Revenue from external customers	來自外部客戶的收益	2,235	58,893	61,128
Segment profit	分部溢利	1,491	38,680	40,171
Other income	其他收入			239
Other gains or (losses), net	其他收益或(虧損)淨額			573
Operating expenses	經營開支			(14,922)
Impairment loss reversed under expected credit loss model	預期信貸虧損模式下 已撥回的減值虧損			69
Finance costs	融資成本			(3,279)
Profit before tax	除稅前溢利			22,851
Income tax expense	所得稅開支			(1,655)
Profit for the year	年內溢利			21,196

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3 to the consolidated financial statements. Segment profit represents the profit earned from each segment without allocation of other income, operating expenses, other gains or losses, impairment loss reversed/recognised under expected credit loss model and finance costs. This is the measure reported to the Group's management for the purposes of resource allocation and performance assessment.

經營分部的會計政策與綜合財務報表附註3所述本集團會計政策相同。分部溢利指各分部賺取的溢利而並無分配其他收入、經營開支、其他收益或虧損、預期信貸虧損模式下已撥回／確認的減值虧損及合約資產以及融資成本。此乃呈報予本集團管理層作資源分配及表現評估的指標。

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6. OPERATING SEGMENTS (Continued)

Segment assets and liabilities

Segment assets include all tangible and intangible assets and current assets with the exception of unallocated bank balances and cash and other corporate assets. Segment liabilities include provisions and trade and other payables attributable to the activities of the individual segments, contract liabilities and lease liabilities.

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

6. 經營分部(續)

分部資產及負債

分部資產包括所有有形及無形資產以及流動資產，不包括未分配銀行結餘及現金以及其他企業資產。分部負債包括個人分部的活動、合約負債及租賃負債。

以下為按可呈報及經營分部劃分的本集團資產及負債的分析。

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Segment assets	分部資產		
Exhibition and trade show business and related services	展覽及貿易展覽業務及相關服務	2,068	3,919
Publications and advertising business	刊物及廣告業務	53,061	43,903
Total segment assets	分部資產總額	55,129	47,822
Bank balances and cash	銀行結餘及現金	213	401
Unallocated assets	未分配資產	8,518	1,556
Consolidated assets	綜合資產	63,860	49,779
Segment liabilities	分部負債		
Exhibition and trade show business and related services	展覽及貿易展覽業務及相關服務	368	1,508
Publications and advertising business	刊物及廣告業務	10,403	11,942
Total segment liabilities	分部負債總額	10,771	13,450
Unallocated liabilities	未分配負債	21,363	22,409
Consolidated liabilities	綜合負債	32,134	35,859

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

6. OPERATING SEGMENTS (Continued)

Geographical information

The Group's operations are located in Guangdong-Hong Kong-Macau Greater Bay Area.

Information about the Group's revenue for operations is from external customers presented based on location of delivery destination of the goods and place of services rendered.

6. 經營分部(續)

地理資料

本集團業務位於粵港澳大灣區。

有關本集團來自外部客戶業務的收益資料乃根據貨品的交付目的地或提供服務的地方呈列。

	Revenue from external customers 來自外部客戶的收益		Non-current assets 非流動資產	
	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Guangdong – Hong Kong – Macau Greater Bay Area 粵港澳大灣區	34,645	61,128	13,619	14,170

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

於相應年度佔本集團銷售總額超過10%的客戶收益如下：

	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Customer A (Note a) ¹ 客戶A(附註a) ¹	6,409	N/A不適用
Customer B (Note a) ¹ 客戶B(附註a) ¹	5,796	N/A不適用
Customer C (Note a) ² 客戶C(附註a) ²	N/A不適用	11,383
Customer D (Note a) ² 客戶D(附註a) ²	N/A不適用	10,000

Notes:

- ¹ The customers did not contribute over 10% of the total revenue of the Group for the last year.
- ² The customers did not contribute over 10% of the total revenue of the Group for the current year.
- (a) Revenue from the above customers is arising from publications and advertising business.

附註：

- ¹ 去年，客戶並無佔本集團總收益10%以上。
- ² 於本年度，客戶並無佔本集團總收益10%以上。
- (a) 來自上述客戶的收益乃源自刊物及廣告業務。

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7. OTHER INCOME

7. 其他收入

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Interest income on finance lease receivables (note 22)	融資租賃應收款項的利息收入(附註22)	-	10
Interest income on non-current deposits (note 20)	非流動按金的利息收入(附註20)	234	229
Government grants (Note)	政府補助(附註)	1,466	-
Sundry income	雜項收入	506	-
		2,206	239

Note: During the year ended 31 December 2022, the Group recognised government grants of approximately HK\$208,000 related to Employment Support Scheme provided by the Hong Kong SAR Government. The remaining recognised government grants of approximately HK\$1,258,000 related to an incentive subsidy for technology modernisation by the Government Information Bureaus of the Macau SAR. Government grants were recognised at the time the Group fulfilled the relevant granting criteria.

附註：截至2022年12月31日止年度，本集團確認與香港特區政府提供的保就業計劃相關的政府補助約208,000港元。餘下已確認政府補助約1,258,000港元涉及澳門特區政府新聞局就技術現代化授出的優惠補貼。政府補助於本集團滿足相關授出標準時確認。

8. OTHER GAINS OR (LOSSES), NET

8. 其他收益或(虧損)淨額

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Gain on debt modification (note 26)	債務變更收益(附註26)	2,055	573
		2,055	573

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9. FINANCE COSTS

9. 融資成本

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on other borrowing	其他借款利息	-	700
Interest on loan from a substantial shareholder	主要股東貸款利息	2,064	2,569
Interest on lease liabilities (note 27)	租賃負債利息(附註27)	-	10
		2,064	3,279

10. PROFIT BEFORE TAX

10. 除稅前溢利

Profit before tax has been arrived at after charging/(crediting):

除稅前溢利乃經扣除/(計入)下列各項後得出：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Auditors' remuneration	核數師酬金	800	880
Impairment loss recognised/(reversed) on trade and other receivables, net	就貿易及其他應收款項 確認/(撥回)的減值虧損淨額	3,899	(69)
Depreciation of property, plant and equipment (note A)	物業、器械及設備折舊(附註A)	548	618
Rental expenses in respect of short-term leases	短期租賃的租賃開支	942	957
Staff costs	員工成本		
Director's emoluments (note 12)	董事酬金(附註12)	1,130	1,034
Other staff costs	其他員工成本		
- salaries, allowances and benefits in kind	- 薪金、津貼及實物福利	5,883	6,101
- contributions to retirement benefits scheme	- 退休福利計劃供款	158	164
		6,041	6,265

Note A: Depreciation for the year ended 31 December 2022 included approximately HK\$239,000 (2021: HK\$179,000) in cost of sales.

附註A：截至2022年12月31日止年度的折舊包括銷售成本約239,000港元(2021年：179,000港元)。

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11. INCOME TAX EXPENSE

11. 所得稅開支

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Hong Kong Profits Tax	香港利得稅		
– Current tax	– 即期稅項	–	–
Macau Complementary Tax	澳門所得補充稅		
– Current tax	– 即期稅項	–	1,655
– Underprovision in prior years	– 過往年度撥備不足	–	–
		–	1,655

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. There is no impact to the Group as the Group does not have any assessable profit in Hong Kong.

Hong Kong Profits Tax has not been provided for the years ended 31 December 2022 and 2021 as the Group has sufficient tax losses brought forward to set-off against both years’ assessable profits.

Macau Complementary Tax is calculated at 12% of the estimated assessable profits for both years.

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「條例草案」)，引入利得稅兩級制。條例草案於2018年3月28日獲簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團主體首2,000,000港元的溢利稅率為8.25%，而超過2,000,000港元的溢利稅率則為16.5%。不符合利得稅兩級制的集團主體的溢利將繼續按16.5%的劃一稅率納稅。由於本集團於香港並無任何應課稅溢利，故並無對本集團構成影響。

截至2022年及2021年12月31日止年度未有撥備香港利得稅，乃因本集團擁有稅項虧損足以轉結以抵銷兩個年度的應課稅溢利所致。

澳門所得補充稅乃就兩個年度的估計應課稅溢利12%計算。

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11. INCOME TAX EXPENSE (Continued)

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

11. 所得稅開支(續)

年內所得稅開支與綜合損益及其他全面收益表所列除稅前溢利之對賬如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Profit before taxation	除稅前溢利	10,030	22,851
Tax credit at the Hong Kong Profits Tax rate at 16.5% (2021: 16.5%)	按香港利得稅率16.5% (2021年：16.5%)計算的稅項抵免	1,655	3,770
Tax effect of income not taxable and expenses not deductible for tax purpose, net	就計算稅項之毋須課稅收入及不可扣減開支的稅務影響之淨額	360	36
Tax effect of temporary difference not recognised	未確認臨時差額稅項影響	53	64
Effect of different tax rates of subsidiaries operating in other jurisdiction	於其他司法權區營運的附屬公司的不同稅率影響	(78)	(648)
Utilisation of tax losses previously not recognised	動用先前未確認稅項虧損	(2,071)	(1,722)
Tax effect of estimated tax losses not recognised	未確認估計稅項虧損的稅務影響	81	225
Tax reduction	稅項減免	-	(70)
Income tax expense	所得稅開支	-	1,655

At the end of the reporting period, the Group has estimated unused tax losses of approximately HK\$7,524,000 (2021: HK\$19,589,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the tax loss due to the unpredictability of future profit streams. The unrecognised tax losses can be carried forward indefinitely.

於報告期末，本集團擁有估計未動用稅項虧損約7,524,000港元(2021年：19,589,000港元)，該款項可抵銷未來溢利。由於未來溢利流無法預測，因此並無就稅項虧損確認遞延稅項資產。未確認稅項虧損可無限期結轉。

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12. DIRECTORS' EMOLUMENTS

The emoluments of directors and the chief executive for the years ended 31 December 2022 and 2021 are as follows:

12. 董事酬金

截至2022年及2021年12月31日止年度的董事及主要行政人員酬金如下：

		Year ended 31 December 2022 截至2022年12月31日止年度					
		Fees	Salaries and other benefits	Bonus	Contributions to retirement benefit scheme	Equity-settled share-based payment expense	Total
		袍金	薪金及其他福利	獎金	退休福利計劃供款	股權結算股份付款開支	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Executive director	執行董事						
Hung Yuen Kin	熊遠健	-	710	-	-	-	710
Non-executive director	非執行董事						
Lui Man Wah	呂文華	150	-	-	-	-	150
Independent non-executive directors	獨立非執行董事						
Wong Chi Ling	黃子玲	90	-	-	-	-	90
Wong Ling Yan Phillip	黃靈恩	90	-	-	-	-	90
Lee Man Yeung	李文洋	90	-	-	-	-	90
Total emoluments	總酬金	420	710	-	-	-	1,130

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For the year ended 31 December 2022 截至2022年12月31日止年度

12. DIRECTORS' EMOLUMENTS (Continued)

12. 董事酬金(續)

		Year ended 31 December 2021 截至2021年12月31日止年度					
		Fees	Salaries and other benefits	Bonus	Contributions to retirement benefit scheme	Equity-settled share-based payment expense	Total
		袍金	薪金及其他福利	獎金	退休福利計劃供款	股權結算股份付款開支	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Executive director	執行董事						
Hung Yuen Kin	熊遠健	-	614	-	-	-	614
Non-executive director	非執行董事						
Lui Man Wah	呂文華	150	-	-	-	-	150
Independent non-executive directors	獨立非執行董事						
Wong Chi Ling	黃子玲	90	-	-	-	-	90
Wong Ling Yan Phillip	黃靈恩	90	-	-	-	-	90
Lee Man Yeung	李文洋	90	-	-	-	-	90
Total emoluments	總酬金	420	614	-	-	-	1,034

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12. DIRECTORS' EMOLUMENTS (Continued)

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

There were no share options granted during the years ended 31 December 2022 and 2021. Details of the share option scheme are set out in note 30 to the consolidated financial statements.

During the year ended 31 December 2022, no amount (2021: Nil) was paid or payable by the Group to the directors or any of the five highest paid individuals set out in note 13 as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any emoluments for the both years.

Except for a loan from Lui Man Wah ("Mr. Lui"), a substantial shareholder of the Company, as detailed in note 26 to these consolidated financial statements, no significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly subsisted at the end of the year or at any time during the year.

12. 董事酬金(續)

上文所示執行董事之酬金與彼等為本公司及本集團之事務管理提供服務有關。上文所示非執行董事及獨立非執行董事之酬金與彼等提供之本公司董事服務有關。

截至2022年及2021年12月31日止年度，概無授出購股權。購股權計劃詳情載於綜合財務報表附註30。

截至2022年12月31日止年度，概無由本集團向董事或附註13所載五名最高薪人士的任何一方支付或應付款項(2021年：無)作為吸引加入本集團或加入本集團後的獎勵或離職補償。於兩個年度，概無董事放棄或同意放棄任何酬金的安排。

除該等綜合財務報表附註26所詳列來自呂文華(「呂先生」，本公司主要股東)的貸款外，本公司並無訂立任何與本集團業務有關且本公司董事及其關連人士直接或間接擁有重大權益而於年末或年內任何時間存續的重大交易、安排及合約。

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13. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included one (2021: one) director, details of whose remuneration are set out in note 12 to the consolidated financial statements. Details of the remuneration for the year of the remaining four (2021: four) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and other benefits	薪金及其他福利	2,236	1,983
Contributions to retirement benefits scheme	退休福利計劃的供款	45	54
		2,281	2,037

The number of highest paid employee who are not directors whose remuneration fell within the following bands:

		2022	2021
		2022年	2021年
Nil to HK\$1,000,000	零至1,000,000港元	4	4

13. 五名最高薪僱員

年內本集團五名最高薪僱員中包括一名董事(2021年：一名董事)，其薪酬詳情已於綜合財務報表附註12中披露。年內餘下四名(2021年：四名)最高薪僱員(既非本公司董事亦非主要行政人員)的薪酬詳情如下：

酬金介乎以下範圍而並非董事的最高薪僱員人數：

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14. EARNINGS PER SHARE

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

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Earnings for the year attributable to owners of the Company	本公司擁有人應佔年內盈利	10,104	21,531
Number of ordinary shares	普通股數目		
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	用以計算每股基本及攤薄盈利的普通股加權平均數	503,960,548	432,000,000

For the years ended 31 December 2022 and 2021, dilutive earnings per share has not been presented as there is no potential dilutive shares outstanding.

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

截至2022年及2021年12月31日止年度，由於並無發行在外的潛在攤薄股份，故並無呈列每股攤薄盈利。

15. DIVIDENDS

The directors do not recommend the payment of any final dividend for the year ended 31 December 2022 (2021: Nil).

15. 股息

董事不建議派付截至2022年12月31日止年度的任何末期股息(2021年：無)。

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、器械及設備

		Advertising billboard 廣告牌 HK\$'000 千港元	Leasehold improvements 租賃裝修 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Cost	成本						
At 1 January 2021	於2021年1月1日	-	314	812	480	1,227	2,833
Addition during the year	年內添置	1,675	-	-	-	-	1,675
At 31 December 2021, 1 January 2022 and 31 December 2022	於2021年12月31日、 2022年1月1日及 2022年12月31日	1,675	314	812	480	1,227	4,508
Accumulated depreciation	累計折舊						
At 1 January 2021	於2021年1月1日	-	176	696	396	664	1,932
Charge for the year	年內支出	179	64	93	84	198	618
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	179	240	789	480	862	2,550
Charge for the year	年內支出	239	64	23	-	222	548
At 31 December 2022	於2022年12月31日	418	304	812	480	1,084	3,098
Carrying values	賬面值						
At 31 December 2022	於2022年12月31日	1,257	10	-	-	143	1,410
At 31 December 2021	於2021年12月31日	1,496	74	23	-	365	1,958

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16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of plant and equipment are depreciated on its cost less their residual value on a straight-line basis at the following rates per annum:

Advertising billboard	7 years
Leasehold improvement	33.33%
Furniture and fixtures	20%
Office equipment	20%
Motor vehicle	20%

No impairment was made for the years ended 31 December 2022 and 2021, as there were no impairment indicators.

16. 物業、器械及設備(續)

上述器械及設備項目按下列年率以成本減去餘值，以直線法計算折舊：

廣告牌	7年
租賃裝修	33.33%
傢俬及裝置	20%
辦公室設備	20%
汽車	20%

由於並無減值跡象，截至2022年及2021年12月31日止年度並無計提減值。

17. GOODWILL

17. 商譽

		HK\$'000 千港元
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於2021年1月1日、2021年12月31日、 2022年1月1日及2022年12月31日	1,399

Particulars regarding impairment testing on goodwill are disclosed in note 19 to the consolidated financial statements.

有關商譽減值測試的詳情於綜合財務報表附註19披露。

18. INTANGIBLE ASSETS

18. 無形資產

		Club membership 俱樂部會籍 HK\$'000 千港元
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於2021年1月1日、2021年12月31日、 2022年1月1日及2022年12月31日	330

The club membership has indefinite useful life and is carried at cost less any accumulated impairment losses. The fair value of club membership is higher than the carrying amount.

俱樂部會籍使用年期無限，按成本減任何累計減值虧損列賬。俱樂部會籍公平值高於賬面值。

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19. IMPAIRMENT TESTING ON GOODWILL

For the purpose of impairment testing of goodwill as set out in note 17 to these consolidated financial statements, the balance of goodwill has been allocated to CGU of exhibition and trade show business and related services.

During the year ended 31 December 2022, the directors of the Company determine that there is no impairment loss on goodwill (2021: Nil).

The recoverable amount of the exhibition and trade show CGU as at 31 December 2022 and 2021 have been determined based on a value in use calculation. The calculation uses cash flow projections based on financial budgets approved by management covering a 5-year period, and pre-tax discount rate of 18.1% (2021: 18.2%). Cash flows beyond the 5-year period are extrapolated using a steady 2.5% (2021: 2.5%) growth rate. This growth rate is based on the relevant industry growth forecast and does not exceed the average long-term growth rate for relevant industry. 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 management's expectations for the market development.

The management believes that any reasonable possible change in any of the these assumptions would not cause the aggregate carrying amount to CGU to exceed aggregate recoverable amount of CGU.

19. 商譽減值測試

就商譽減值測試(載於該等綜合財務報表附註17)而言，商譽結餘已分配至展覽及貿易展覽業務及相關服務的現金產生單位。

截至2022年12月31日止年度，本公司董事已釐定並無商譽減值虧損(2021年：無)。

展覽及貿易展覽現金產生單位於2022年及2021年12月31日的可收回金額已根據使用價值計算釐定。該計算採用的現金流量預測乃以管理層所批准涵蓋5年期及稅前折現率18.1%的財政預算為基礎(2021年：18.2%)。超過5年期的現金流量使用固定2.5%增長率推測(2021年：2.5%)。此增長率乃基於相關行業增長預測，且不超過相關行業的平均長期增長率。使用價值計算的其他重要假設與包括預算銷售及毛利率的現金流入／流出之估計有關，有關估計乃基於管理層對市場發展的預期得出。

管理層認為，任何該等假設的任何合理可能變動概不會導致現金產生單位的賬面總值超過現金產生單位的可收回總額。

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20. TRADE AND OTHER RECEIVABLES AND OTHER DEPOSITS

20. 貿易及其他應收款項及其他按金

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Trade receivables	貿易應收款項	37,937	14,753
Less: allowance for credit losses	減：信貸虧損撥備	(3,940)	(41)
		33,997	14,712
Deposits	按金	9,918	11,618
Rental deposits	租金按金	58	141
Prepayment	預付款項	109	443
Other receivables	其他應收款項	6,618	47
		50,700	26,961
Less: deposits paid for securing advertising space shown under non-current assets (Note)	減：取得列示於非流動資產項下廣告位置的已付按金(附註)	(9,889)	(9,655)
Shown under current assets	列示於流動資產項下	40,811	17,306

Note: During the year ended 31 December 2020, the Group entered into a subcontracting agreement with an independent third party, whereby certain advertising spaces in the Hong Kong Boundary Crossing Facilities are subcontracted to the Group. Further details in relation to the subcontracting agreement are set out in the Management and Discussion Analysis to the 2020 annual report. The Group was required to pay a security deposit of HK\$10,500,000 to secure the advertising spaces from 1 January 2020 to 31 May 2025. The effective interest rate of the non-current deposits is 2.4% per annum.

The Group classifies the deposit as a financial asset at amortised cost and assessed the fair value of the deposit as at settlement date discounted by the prevailing market interest rate. The difference between the fair value of the deposit as at settlement date and the transaction price of HK\$10,500,000 is recorded as a contract cost, as disclosed in note 21 to these consolidated financial statements. During the year ended 31 December 2022, the Group recorded interest income on the non-current deposit, amortised under the effective interest rate, of approximately HK\$234,000 (2021: HK\$229,000).

附註：於截至2020年12月31日止年度，本集團與獨立第三方訂立分包協議，據此將香港口岸的若干廣告位置分包予本集團。有關分包協議的進一步詳情載於2020年年報的管理層討論及分析。本集團須支付10,500,000港元保證金以取得2020年1月1日至2025年5月31日的廣告位置。非即期按金的實際利率為每年2.4%。

本集團將按金分類為按攤銷成本計量的金融資產，並評估按金於結算日按現行市場利率貼現的公平值。按金於結算日的公平值與交易價10,500,000港元之間的差額入賬列作合約成本，詳情於該等綜合財務報表附註21披露。於截至2022年12月31日止年度，本集團錄得按實際利率攤銷的非流動按金之利息收入約234,000港元(2021年：229,000港元)。

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20. TRADE AND OTHER RECEIVABLES AND OTHER DEPOSITS (Continued)

The Group provided customers with credit period ranging from 0 to 90 days from the date on which invoice was issued. The credit terms of each customer of the Group were determined by the Group's sales team and were subject to review and approval of the Group's management based on the customers' payment history, transaction volume and length of business relationship with the Group.

All outstanding trade receivables balances were being reviewed by the Group's sales department on a regular basis to ensure that any overdue receivable was promptly monitored and appropriate collection actions were taken. The Group's sales department would follow up on the collections and the Group's accounting department would monitor the progress of collection. For those material long outstanding balances, legal actions would be taken for debt collection. During the years ended 31 December 2022 and 2021, no legal actions were taken by the Group for debt collection.

The following is an aging analysis of trade receivables (before allowance for credit losses) at the end of the reporting period presented based on the invoice days:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
1-30 days	1-30日	11,375	2,554
31-90 days	31-90日	3,790	3,401
91-365 days	91-365日	14,579	8,581
Over 365 days	超過365日	8,193	217
		37,937	14,753

Details of impairment assessment of trade and other receivables for the years ended 31 December 2022 and 2021 are set out in note 33.

20. 貿易及其他應收款項及其他按金 (續)

本集團向客戶提供自開出發票日期起計0至90日的信貸期。本集團每名客戶的信貸期由本集團的銷售團隊釐定，並須待本集團管理層根據客戶的付款記錄、交易量及與本集團業務關係的時長審閱及批准後，方可作實。

所有未償還貿易應收款項結餘經本集團銷售部定期審閱，以確保就任何逾期應收款項進行及時監察及採取適當收款行動。本集團銷售部將跟進收款情況，而本集團會計部將監察收款進度。就該等重大長期未償還結餘而言，本集團可能採取法律行動追收債務。於截至2022年及2021年12月31日止年度，本集團概無採取任何法律行動追收債務。

按逾期日數呈列的貿易應收款項(扣除信貸虧損撥備前)於報告期末的賬齡分析如下：

截至2022年及2021年12月31日止年度的貿易及其他應收款項減值評估詳情載於附註33。

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21. CONTRACT COSTS

21. 合約成本

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Cost to fulfill contracts in relation to:	履行有關以下各項的合約之成本：		
Exhibition and trade show business and related services	展覽及貿易展覽業務及相關服務	-	429
Publications and advertising business	刊物及廣告業務	6,688	6,925
		6,688	7,354
Less: contract costs for securing advertising space shown under non-current assets	減：有關取得列示於非流動資產項下廣告位置的合約成本	(591)	(828)
Shown under current assets	列示於流動資產項下	6,097	6,526

Contract costs capitalised for exhibition and trade show business and related services related to the cost to fulfill contracts of design and production of exhibition, trade show events and advertisement resulted in customers entering contracts for the Group's design and production which are still under process at the end of the reporting date. There was no impairment on the contract cost during the year.

During the year ended 31 December 2022, contract costs capitalised for publications and advertising business related to the time value of money arising from the deposit to secure advertising space of approximately HK\$591,000 (2021: HK\$828,000), as disclosed in note 20 to these consolidated financial statements, and costs to fulfill contracts for advertising business arising from prepayments for short term rental of advertising spaces of approximately HK\$6,097,000 (2021: HK\$6,097,000). There was no impairment on the contract cost during the year.

因客戶就本集團設計及製作所訂立的合約於報告日期末仍在進行中，故展覽及貿易展覽業務及相關服務的已資本化合約成本與履行展覽、貿易展覽活動及廣告設計及製作合約之成本有關。年內合約成本並無發生減值。

截至2022年12月31日止年度，刊物及廣告業務的已資本化合約成本與取得廣告位置的按金所產生的貨幣時間價值約591,000港元(2021年：828,000港元)(如該等綜合財務報表附註20所披露)以及履行廣告業務合約的成本約6,097,000港元(2021年：6,097,000港元)(因預付廣告位置的短期租金而產生)有關。年內合約成本並無發生減值。

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22. FINANCE LEASE RECEIVABLES

During the year ended 31 December 2020, the Group entered into a lease arrangement with an independent third party for storage space (the “Head lease”), with the corresponding lease liabilities recognised in note 27 to these consolidated financial statements, in order to provide sub-leasing to a separate independent third party (the “Sub-lease”). The term of the lease and sub-lease entered into is 2 years. All interest rates inherent in the leases are fixed at the contract date over the lease terms.

Since the term of the Head lease and Sub-lease are the same, the Group transferred substantially all the risks and rewards from ownership of the underlying asset, and therefore classified the Sub-lease as a finance lease and derecognised the right-of-use asset related to the Head lease and recognised the net investment in the sub-lease as finance lease receivables. The net gain arising between the derecognised right-of-use asset and the net investment in the sub-lease is recognised in other gains or losses.

The carrying amount of finance lease receivables and the movements during the year are as follows:

22. 融資租賃應收款項

截至2020年12月31日止年度，本集團與獨立第三方就存儲空間訂立租賃安排（「總租賃」），相應租賃負債於該等綜合財務報表附註27確認，以便向單獨的獨立第三方提供分租（「分租」）。租賃及分租按2年期訂立。租賃所固有的所有利率在租期內於合約日期釐定。

由於總租賃與分租的年期相同，本集團轉讓相關資產所有權的絕大部分風險及回報，因此將分租分類為融資租賃，終止確認與總租賃相關的使用權資產，並將分租的投資淨額確認為融資租賃應收款項。終止確認的使用權資產與分租的投資淨額之間產生的淨收益於其他收益或虧損內確認。

融資租賃應收款項的賬面值及年內變動如下：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Carrying amount at 1 January	於1月1日的賬面值	-	470
New leases	新租賃	-	-
Interest income recognised during the year	年內確認的利息收入	-	10
Payments received	已收付款	-	(480)
Carrying amount at 31 December	於12月31日的賬面值	-	-
Analysed into:	分析為：		
Current portion	即期部分	-	-
Non-current portion	非即期部分	-	-

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22. FINANCE LEASE RECEIVABLES (Continued)

As at 31 December 2020, the interest rate implicit in the above finance lease is 5.06% per annum.

No aging analysis based on due dates of the finance lease receivable instalments which are past due (instalments which are not yet due at the end of the reporting period are excluded) is presented as the finance lease receivables is paid in advance.

During the years ended 31 December 2022 and 2021, the Group did not entered into a lease arrangement with an independent third party in order to secure the storage space.

23. BANK BALANCES AND CASH

Bank balances

Bank balance comprise cash and short-term bank deposits with a maturity period of three months period or less bearing prevailing market interest rates. As at 31 December 2022, the interest rate range from 0.01% to 0.1%. (2021: 0.01% to 0.1% per annum).

22. 融資租賃應收款項(續)

於2020年12月31日，上述融資租賃隱含利率為年利率5.06%。

由於融資租賃應收款項乃預先支付，因此並無呈列根據已逾期融資租賃應收分期付款(不包括報告期末尚未到期的分期付款)的到期日進行的賬齡分析。

截至2022年及2021年12月31日止年度，本集團概無與獨立第三方訂立租賃安排以取得存儲空間。

23. 銀行結餘及現金

銀行結餘

銀行結餘包括現金以及於三個月或以內到期及按現行市場利率計息的短期銀行存款。於2022年12月31日，年利率介乎0.01%至0.1%(2021年：年利率0.01%至0.1%)。

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24. TRADE AND OTHER PAYABLES

24. 貿易及其他應付款項

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables	貿易應付款項	9,035	9,474
Other payables	其他應付款項	7,264	75
Accrued expenses (Note)	應計費用(附註)	2,822	2,806
		19,121	12,355

Note: Accruals mainly consist of accrued staff costs and accrued professional fee.

附註：應計費用主要包括應計員工成本及應計專業費用。

All of the trade payables are expected to be settled within one year or are repayable on demand.

預期所有貿易應付款項將於一年內清償或按要求償還。

During the year, the credit period granted by the suppliers are generally ranging from 0 to 60 days (2021: 0 to 60 days).

供應商於年內授予的信貸期一般介乎0至60日(2021年：0至60日)。

The following is an aging analysis of trade payables at the end of the reporting period presented based on the invoice dates:

以下為按發票日期呈列的貿易應付款項於報告期末的賬齡分析：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
0-60 days	0-60日	401	3,810
61-90 days	61-90日	146	683
Over 90 days	超過90日	8,488	4,981
		9,035	9,474

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25. CONTRACT ASSETS/CONTRACT LIABILITIES

25. 合約資產／合約負債

Contract assets:

合約資產：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Arising from performance under exhibition and trade show and related services	自展覽及貿易展覽及相關服務下履約產生	-	276

Payment for exhibition and trade show and related services is not due from the customer until the exhibition and trade show and related services are complete and therefore a contract asset is recognised over the period in which the exhibition and trade show and related services are transferred to the customer to date relative to the services promised under the contracts.

直至展覽及貿易展覽及相關服務完成，方會收取客戶應就展覽及貿易展覽及相關服務支付的款項，因此合約資產於展覽及貿易展覽及相關服務相對於合約下承諾提供的服務迄今轉讓予客戶的期間確認。

Contract liabilities:

合約負債：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Receipt in advance for exhibition and trade show project	預收展覽及貿易展覽項目款項	-	720
Receipt in advance for advertisement service	預收廣告服務款項	856	931
		856	1,651

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25. CONTRACT ASSETS/CONTRACT LIABILITIES (Continued)

25. 合約資產／合約負債(續)

Movements in contract liabilities:

合約負債變動：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Balance at 1 January	於1月1日的結餘	1,651	2,984
Decrease in contract liabilities as a result of recognising revenue during the year was included in the contract liabilities at the beginning of the period	因年內確認收入計入期初合約負債導致合約負債減少	(1,651)	(2,264)
Increase in contract liabilities as a result of consideration received from customers during the year	因年內向客戶收取代價導致合約負債增加	856	931
Balance at 31 December	於12月31日的結餘	856	1,651

When the Group receives a deposit at the acceptance of exhibition and trade show project and advertisement contracts, giving rise to contract liabilities at the start of the contract until the revenue is recognised.

當本集團在接獲展覽及貿易展覽項目及廣告合約時收取按金，合約負債於合約開始時產生直至收益獲確認。

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26. LOAN FROM A SUBSTANTIAL SHAREHOLDER 26. 主要股東貸款

On 22 November 2019, the Company and Mr. Lui, the substantial shareholder of the Company, entered into an agreement whereby Mr. Lui has agreed to make available to the Company and the Company has agreed to accept an unsecured loan facility, containing a repayment on demand clause, of up to HK\$40 million (the “Shareholder Loan”) during the available period which will expire on 31 December 2021. The Shareholder Loan will bear interest at 2.0% per annum and repayable within 15 months from the drawdown date.

Although the Shareholder Loan contains a repayment on demand clause, the carrying value is recorded under non-current liabilities, as Mr. Lui has confirmed he will not exercise his right to demand repayment immediately until the Group has financial capability to do so, which was estimated to be beyond the term of the loan.

During the year ended 31 December 2019, HK\$10,000,000 has been advanced from Mr. Lui. The amount is repayable from 24 February 2021 to 12 March 2021. The loan was initially recognised at its fair value, being the present value of the loan discounted at the prevailing market interest rate. The difference between the face value of the loan and in the amount initially recognised of approximately HK\$1,378,000 was treated as deemed contribution from the substantial shareholder and credited to capital reserve accordingly.

During the year ended 31 December 2020, the Company further utilised HK\$13,500,000 of the Shareholder Loan. The amount is repayable on 23 June 2021. Similarly, the loan was recognised initially at the present value discounted at the prevailing market interest rate and the difference between the face value of the loan and the amount initially recognised, being approximately, HK\$1,865,000, was deemed as capital contribution from the substantial shareholder and credited to the capital reserve.

於2019年11月22日，本公司與本公司主要股東呂先生訂立協議，據此，呂先生已同意在適用期間（將於2021年12月31日屆滿）向本公司提供，而本公司已同意接受最高達40百萬港元且載有按要求償還條款的無抵押貸款融資（「股東貸款」）。股東貸款將按年利率2.0%計息，並須自提取日期起計15個月內償還。

儘管股東貸款包含按要求及條款還款，但其賬面值計入非流動負債，原因為呂先生已確認其不會即時行使其要求還款的權利直至本集團有財務能力如此行事，而這估計超過了貸款期限。

截至2019年12月31日止年度，呂先生已預支10,000,000港元。該款項須於2021年2月24日至2021年3月12日期間償還。貸款初步按其公平值（即根據現行市場利率貼現的貸款現值）確認。貸款面值與初步確認金額之間的差額約1,378,000港元被視為視作主要股東出資，並相應計入資本儲備。

截至2020年12月31日止年度，本公司進一步動用股東貸款中的13,500,000港元。該款項須於2021年6月23日償還。同樣地，貸款初步按根據現行市場利率貼現的現值確認，貸款面值與初步確認金額之間的差額約1,865,000港元被視為視作主要股東出資，並計入資本儲備。

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26. LOAN FROM A SUBSTANTIAL SHAREHOLDER (Continued)

On 31 December 2020, the Company and Mr. Lui entered into an extension agreement (the “Extension Agreement”) which (i) extended the available period of the Shareholder Loan facility to 31 December 2022 and (ii) revised the repayment date of the loan drawn, which originally falls fifteen months from the respective drawdown date, by a further eighteen months from the respective drawdown date (the “Extended Loan Period”). As a result, the loan will be repayable from 24 August 2022 to 23 December 2022. The interest charged during the Extended Loan Period is 2% per annum on the amount of outstanding principal. The Extension Agreement constituted a substantial modification on the financial liability and shall be accounted for as an extinguishment of the original loan and recognition of a new loan. The original loan as at the debt modification date, being 31 December 2020, was derecognised and the fair value of the modified Shareholder loan under the Extended Loan Period (the “New Debt”) discounted at the prevailing market interest rate, was recognised. The difference between the face value of the loan and the fair value of the New Debt of approximately HK\$4,348,000, at the debt modification date, is deemed as capital contribution from the substantial shareholder. The balancing amount, being the difference between the carrying amount of the original loan and the discounted new debt at market interest rate, was charged to other gains and losses at debt modification date of approximately HK\$532,000 for the year ended 31 December 2020.

On 31 December 2020, the Company and Mr. Lui also entered into a supplemental agreement under which Mr. Lui formally agreed to waive the overriding right for demand of further security and assurances and/or immediate repayment of the loans outstanding.

26. 主要股東貸款(續)

於2020年12月31日，本公司與呂先生訂立延長協議(「延長協議」)，該協議(i)將股東貸款融資的適用期間延長至2022年12月31日及(ii)將原由各自提取日期起計15個月的貸款提取還款日期修訂延長至自各自提取日期起計18個月(「延長貸款期」)。因此，該貸款將須於2022年8月24日至2022年12月23日期間償還。延長貸款期內的利息按未償還本金額年利率2%收取。延長協議構成對金融負債的重大變更，故應入賬作為原有貸款的廢止及新貸款的確認。於債務變更日期(即2020年12月31日)的原有貸款已予以終止確認，而延長貸款期項下經變更股東貸款(「新債務」)的公平值則根據現行市場利率貼現而予以確認。於債務變更日期，貸款面值與新債務公平值之間的差額約4,348,000港元被視作主要股東出資。結餘金額(即原有貸款賬面值與按市場利率貼現的新債務面值之間的差額)約532,000港元於截至2020年12月31日止年度於債務變更日期自其他收益及虧損中扣除。

於2020年12月31日，本公司與呂先生亦訂立補充協議，據此，呂先生正式同意放棄要求進一步抵押及擔保及/或即時償還未償還貸款的凌駕權。

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26. LOAN FROM A SUBSTANTIAL SHAREHOLDER (Continued) 26. 主要股東貸款(續)

On 6 September 2021, the Company and Mr. Lui entered into a deed extension and waiver which Mr. Lui agreed to waive all rights in any outstanding interest accrued under the Shareholder Loan and Extension Agreement. The debt modification would not result in a substantial modification and accordingly the Company would adopt the modification accounting. The estimated financial impact of the debt modification is a gain of approximately HK\$742,000 for the year ended 31 December 2021 and was credited to other gains or losses, as disclosed in note 8 to these consolidated financial statements.

On 7 September 2021, the Company repaid HK\$1,000,000 to the substantial shareholder. The amount of contract is modified, thus it resulted in a debt modification. The debt modification would not result in a substantial modification and accordingly the Company would adopt the modification accounting. The estimated financial impact on the debt modification is a loss approximately to HK\$169,000 and was charged to other gains and losses for the year ended 31 December 2021, as disclosed in note 8 to these consolidated financial statements.

On 21 March 2022, the Company and Mr. Lui entered into the Second Extension Agreement which (i) extended the repayment date for further 12 months from the extension period of the Extension Agreement; (ii) incurred the accrued interest at 2.0% per annum from the date of signing the Second Extension Agreement to repayment date; (iii) repaid a partial settlement amounting to HK\$3,000,000 on 31 March 2022; and (iv) cancelled the unutilised loan facilities with effective from 31 March 2022. The debt modification would not result in a substantial modification and accordingly the Company would adopt modification accounting. The estimated financial impact of the debt modification is a gain of approximately HK\$1,337,000 and was credited to other gains and losses for the year ended 31 December 2022, as disclosed in note 8 to these consolidated financial statement.

於2021年9月6日，本公司與呂先生訂立延期及放棄契據，據此，呂先生同意放棄股東貸款及延長協議項下任何未償還利息的所有權利。債務變更不會導致重大變更，因此本公司將採用變更會計處理。如該等綜合財務報表附註8所披露，債務變更於截至2021年12月31日止年度的財務影響估計約為收益742,000港元，並計入其他收益或虧損。

於2021年9月7日，本公司向主要股東償還1,000,000港元。合約金額有所變更，因此造成債務變更。債務變更不會導致重大變更，因此本公司將採用變更會計處理。如該等綜合財務報表附註8所披露，債務變更的財務影響估計約為虧損169,000港元，並自截至2021年12月31日止年度其他收益及虧損中扣除。

於2022年3月21日，本公司與呂先生訂立第二次延長協議，該協議(i)將還款日期自延長協議的延長期起進一步延長12個月；(ii)自第二次延長協議簽訂日期起至還款日期止產生累計利息，年利率為2.0%；(iii)於2022年3月31日償還部分結算金額3,000,000港元；及(iv)註銷未動用貸款融資，自2022年3月31日起生效。債務變更不會導致重大變更，因此本公司將採用變更會計處理。如該等綜合財務報表附註8所披露，債務變更的財務影響估計約為收益1,337,000港元，並計入截至2022年12月31日止年度其他收益及虧損。

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26. LOAN FROM A SUBSTANTIAL SHAREHOLDER (Continued)

On 24 August 2022, the Company repaid HK\$3,000,000 to the substantial shareholder. The amount of contract is modified, thus it resulted in a debt modification. The debt modification would not result in a substantial modification and accordingly the Company would adopt the modification accounting. The estimated financial impact on the debt modification is a loss approximately to HK\$318,000 and was charged to other gains and losses for the year ended 31 December 2022, as disclosed in note 8 to these consolidated financial statements.

On 19 October 2022, the Company and Mr. Lui entered into the Third Extension Agreement which (i) extended the repayment date for further 12 months from the extension period of the Extension Agreement; (ii) incurred the accrued interest at 2.0% per annum from the date of signing the Third Extension Agreement to repayment date; (iii) repaid a partial settlement amounting to HK\$2,000,000 on 19 October 2022; and (iv) the Shareholder loan has contained a repayment on demand clause. The debt modification would not result in a substantial modification and accordingly the Company would adopt modification accounting. The estimated financial impact of the debt modification is a gain of approximately HK\$1,036,000 and was credited to other gains and losses for the year ended 31 December 2022, as disclosed in note 8 to these consolidated financial statements.

26. 主要股東貸款(續)

於2022年8月24日，本公司向主要股東償還3,000,000港元。合約金額有所變更，因此造成債務變更。債務變更不會導致重大變更，因此本公司將採用變更會計處理。如該等綜合財務報表附註8所披露，債務變更的財務影響估計約為虧損318,000港元，並自截至2022年12月31日止年度其他收益及虧損中扣除。

於2022年10月19日，本公司與呂先生訂立第三次延長協議，該協議(i)將還款日期自延長協議的延長期起進一步延長12個月；(ii)自第三次延長協議簽訂日期起至還款日期止產生累計利息，年利率為2.0%；(iii)於2022年10月19日償還部分結算金額2,000,000港元；及(iv)將按要求償還條款加入股東貸款內。債務變更不會導致重大變更，因此本公司將採用變更會計處理。如該等綜合財務報表附註8所披露，債務變更的財務影響估計約為收益1,036,000港元，並計入截至2022年12月31日止年度其他收益及虧損。

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26. LOAN FROM A SUBSTANTIAL SHAREHOLDER (Continued) 26. 主要股東貸款(續)

Movement of the loan from a substantial shareholder during the year is as follows:

年內主要股東貸款變動情況如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
At 1 January	於1月1日	20,148	19,152
Repayment during the year	年內還款	(8,000)	(1,000)
Imputed interest expense (note 9)	推算利息開支(附註9)	2,064	2,569
Credited to other gains or losses at debt modification (note 8)	於債務變更時計入其他收益或虧損(附註8)	(2,055)	(573)
At 31 December	於12月31日	12,157	20,148

The loan from a substantial shareholder are repayable as follows:

主要股東貸款按以下期限償還：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Within one year or on demand	一年內或按要求	12,157	20,148
More than one year, but not exceeding two years	一年以上，但不超過兩年	-	-
Less: Amount due for settlement within 12 months or contain a repayment on demand clause (shown under current liabilities)	減：於12個月內結算到期或載有按 要求償還條款的款項(列示於流動負債項下)	12,157	20,148
Amount due for settlement after 12 months	於12個月後結算到期款項	(12,157)	(20,148)
		-	-

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27. LEASE LIABILITIES

During the year ended 31 December 2020, the Group entered into a lease arrangement for storage space with an independent third party in order to sub-lease the same tenure to a separate independent third party for a term of two years with further details in note 22 to the consolidated financial statements.

The carrying amount of lease liabilities and the movements during the year are as follows:

27. 租賃負債

截至2020年12月31日止年度，本集團與獨立第三方訂立存儲空間租賃安排，以將同一存儲空間使用權分租予另一名獨立第三方，租期為兩年，進一步詳情載於綜合財務報表附註22。

租賃負債的賬面值及年內變動如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Carrying amount at 1 January	於1月1日的賬面值	50	340
Accretion of interest recognised during the year	年內確認的利息增加	-	10
Payments	付款	(50)	(300)
Carrying amount at 31 December	於12月31日的賬面值	-	50
Analysed into:	分析為：		
Current portion	即期部分	-	50
Non-current portion	非即期部分	-	-

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27. LEASE LIABILITIES (Continued)

27. 租賃負債(續)

		Total minimum lease payments		Present value of minimum lease payments	
		最低租賃付款總值		最低租賃付款現值	
		2022	2021	2022	2021
		2022年	2021年	2022年	2021年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Finance lease receivables comprises	應收融資租賃包括：				
Within one year	一年內	-	50	-	50
After 1 year but within 2 years	一年後兩年內	-	-	-	-
		-	50	-	50
Less: Total future interest expenses	減：未來利息開支總額	-	-*	-	-
Present value of lease liabilities	租賃負債現值	-	50	-	50
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內結算到期款項(列示於流動負債項下)	-	(50)		
Amount due for settlement after 12 months (shown under non-current liabilities)	於12個月後結算到期款項(列示於非流動負債項下)	-	-		

* The amount is less than HK\$1,000.

* 該金額少於1,000港元。

During the year ended 31 December 2022, the Group entered into several short-term leases for office space. As at 31 December 2022, the outstanding lease commitments relating to these office space is HK\$216,000 and there is no new lease commitments by the Group at the end of the reporting period but not yet commenced.

截至2022年12月31日止年度，本集團訂立若干有關辦公室空間的短期租賃。於2022年12月31日，有關該等辦公室空間的未償還租賃承擔為216,000港元，而於報期告末本集團並無尚未開始的新租賃承擔。

28. AMOUNTS DUE FROM A SHAREHOLDER AND A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

The amounts are unsecured, interest free, and repayable on demand.

28. 應收股東及附屬公司非控股股東款項

有關款項為無抵押、免息及按要求償還。

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29. SHARE CAPITAL

Movements in the share capital of the Company during the year are as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Authorised:	法定：		
5,000,000,000 ordinary shares of HK\$0.02 each (2021: 5,000,000,000 ordinary shares of HK\$0.02 each)	5,000,000,000股每股面值0.02港元普通股(2021年：5,000,000,000股每股面值0.02港元普通股)	100,000	100,000
Issued and fully paid:	已發行及繳足：		
518,400,000 ordinary shares of HK\$0.02 each (2021: 432,000,000 ordinary shares of HK\$0.02 each)	518,400,000股每股面值0.02港元普通股(2021年：432,000,000股每股面值0.02港元普通股)	10,368	8,640

The movements in authorised and issued share capital of the Company during the year were as follows:

29. 股本

年內本公司股本變動如下：

年內本公司法定及已發行股本變動如下：

		Number of authorised shares 法定股份數目	Number of issued shares 已發行股份數目	Issued capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2021, 31 December 2021 and 1 January 2022	於二零二一年一月一日、二零二一年十二月三十一日及二零二二年一月一日	5,000,000,000	432,000,000	8,640	94,331	102,971
Issuance of new shares by way of placing, net of issue costs	以配售方式發行新股，扣除發行成本	-	86,400,000	1,728	6,048	7,776
At 31 December 2022	於二零二二年十二月三十一日	5,000,000,000	518,400,000	10,368	100,379	110,747

On 3 March 2022, an aggregate of 86,400,000 placing shares have been allotted and issued with the net proceeds amounting to approximately HK\$7.6 million at the issue price of HK\$0.09 per placing share.

於2022年3月，合共86,400,000股配售股份已按發行價每股配售股份0.09港元配發及發行，所得款項淨額約為7,600,000港元。

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30. SHARE OPTION SCHEME

The Company adopted a share option scheme on 23 January 2015 (the “Scheme”) for the purpose of providing incentive and rewards to eligible participants including:

- (i) any executive or non-executive director including any independent non-executive director or any employee (whether full-time or part-time) of any member of the Group;
- (ii) any trustee of a trust (whether family, discretionary or otherwise) whose beneficiaries or objects include any employee or business associate of the Group;
- (iii) any adviser or consultant (in the areas of legal, technical, financial or corporate management) to the Group;
- (iv) any provider of goods and/or services to the Group; and
- (v) Any other person who the Board considers, in its sole discretion, has contributed to the Group to take up options (together, the “Participants”).

The Company is entitled to issue options, provided that the total number of shares which may be issued upon exercise of all options to be granted under the Scheme does not exceed 10% of the Shares in issue on the listing date on 16 February 2015. The Company may at any time refresh such limit, subject to the shareholders’ approval and issue a circular in compliance with the GEM Listing Rules, provided that the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme does not exceed 30% of the shares in issue of the Company from time to time. The total number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company’s shareholders, with such individual and his or her close associates (or his associates if the individual is a connected person) abstaining from voting.

30. 購股權計劃

本公司於2015年1月23日採納一項購股權計劃(「計劃」)以向合資格參與者提供獎勵及回報，包括：

- (i) 任何執行或非執行董事，包括本集團任何成員公司的任何獨立非執行董事或任何僱員(不論全職或兼職)；
- (ii) 受益人或受惠對象包括本集團任何僱員或商業夥伴的信託的任何受託人(不論為家族、全權或其他方式)；
- (iii) 本集團的任何顧問或諮詢顧問(於法律、技術、財務或企業管理領域)；
- (iv) 本集團的貨品及／或服務的任何供應商；及
- (v) 董事會全權酌情決定對本集團有貢獻的任何其他人士接納購股權(統稱「參與者」)。

本公司有權發行購股權，惟根據計劃授出的所有購股權獲行使而可予發行的股份總數，不得超過於2015年2月16日上市日期已發行股份的10%。待根據GEM上市規則取得股東批准及刊發通函後，本公司可於任何時間更新該限額，惟根據計劃授出而尚未行使的所有未獲行使購股權獲行使而可予發行的股份總數，不得超過本公司不時已發行股份的30%。於任何12個月期間內可向任何人士授出的購股權涉及的股份總數，在並無本公司股東的事先批准下，於任何時間不得超過本公司已發行股份的1%，而該人士及其緊密聯繫人(或倘該人士為關連人士，則為其聯繫人)須放棄投票。

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30. SHARE OPTION SCHEME (Continued)

Offer of an option shall be deemed to have been accepted by the grantee when the duplicate of the relevant offer letter comprising acceptance of the option duly signed by the grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company within 28 days from the date of the offer.

An option may be exercised in accordance with the terms of the Scheme and such other terms and conditions upon which an option was granted, at any time during the option period after the option has been granted but, in any event, not longer than 10 years from the date of grant. An option shall lapse automatically and not be exercisable (to the extent not already exercised) on the expiry of the option period.

Options granted may be exercised at any time during the option period and are to be settled by issuance of the Company's shares. The directors may at their absolute discretion determine the period during which an option may be exercised, such period to expire not later than 10 years from the date of grant of the option. The exercise price is determined by the directors and shall not be less than the highest of (i) the closing price of the Company's share on the date of grant, (ii) the average closing price of the Company's shares for the five business days immediately preceding the date of grant, and (iii) the nominal value of the share.

The Scheme will remain valid and effective for a period of 10 years commencing on the date on which the Scheme is adopted, after which period no further options will be granted but the provisions of the Scheme shall in all other respects remain in full force and effect and options which are granted during the life of the Scheme may continue to be exercisable in accordance with their terms of issue.

All of the share options granted under the Scheme have been cancelled as at 16 October 2019.

There were no share options granted during the years ended 31 December 2022 and 2021 and outstanding number of share option remained Nil as at each of the reporting period.

30. 購股權計劃(續)

倘於要約日期起計28日內，本公司接獲承授人正式簽署有關接納購股權的相關要約函件一式兩份副本，連同承授人向本公司支付的股款1.00港元，以作為獲授購股權的代價，則購股權要約視為已獲承授人接納。

在購股權獲授後的購股權期間內任何時間，可根據計劃的條款以及授出該購股權時訂明的其他條款及條件行使購股權，惟有關購股權期間無論如何不得超過由授出日期起計10年。購股權於購股權期間屆滿後將自動失效及不可行使(以尚未行使者為限)。

已授出的購股權可於購股權期間內任何時間獲行使，並通過發行本公司股份的方式支付。董事可全權酌情決定購股權可予行使的期間，惟該期間不得超過授出購股權日期起計10年。行使價由董事釐定，惟不得低於以下最高者：(i)本公司股份於授出日期的收市價；(ii)本公司股份於緊接授出日期前五個營業日的平均收市價；及(iii)股份面值。

計劃將於獲採納日期起計10年期間維持有效及生效，於有關期間後不得再授出購股權，但計劃的條文將在所有其他方面維持十足效力及生效，且於計劃有效期內已授出的購股權可根據其發行條款繼續行使。

所有根據計劃授出之購股權已於2019年10月16日註銷。

截至2022年及2021年12月31日止年度並無授出各報告期內購股權及於各報告期內未行使的購股權數目仍為零。

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31. RETIREMENT BENEFITS PLANS

The Group operates a Mandatory Provident Fund Scheme (the “MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly contribution of HK\$1,500. Contributions to the plan vest immediately.

The Group’s employees who are employed by subsidiaries in Macau are covered by a government-mandated defined contribution plan pursuant to which a fixed amount of retirement benefit would be determined and paid by the Macau Government. Contributions are generally made by both employees and employers by paying a fixed amount on a monthly basis to the Social Security Fund Contribution managed by the Macau Government. The only obligation of the Group with respect to the retirement benefits is to make the specified contributions.

Save for the above, the Group has no other obligation. No forfeited contributions (by employers on behalf of employees who leave the scheme prior to vesting fully in such contributions) may be used by the employer to reduce the existing level of contributions.

31. 退休福利計劃

本集團根據香港強制性公積金計劃條例為受僱於香港僱傭條例下的司法權區的僱員運作強制性公積金計劃(「強積金計劃」)。強積金計劃乃由獨立信託人管理的界定供款退休計劃。根據強積金計劃，僱主及其僱員分別須按僱員有關收入的5%向該計劃作出供款，惟以每月1,500港元的供款為上限。向該計劃作出的供款即時歸屬。

本集團受僱於澳門附屬公司的僱員已參與政府強制性定額供款計劃，據此，澳門政府將釐定及支付定額退休福利。供款一般由僱員及僱主共同作出，僱員及僱主須每月向澳門政府管理的社會保障基金供款支付定額款項。本集團就退休福利之唯一責任為作出定期供款。

除上述者外，本集團並無其他責任。概無已被沒收之供款(由僱主代該等在供款悉數歸屬前退出計劃之僱員作出)可供僱員用以削減現有水平之供款。

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32. 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 of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a semi-annual 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 payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

Based on the information that was publicly available to the Company and within the knowledge of its directors, as at the date of this annual report, there was sufficient public float of not less than 25% of the Company's issued shares as required under the GEM Listing Rules.

32. 資本風險管理

本集團管理其資本以確保本集團主體將能夠以持續經營方式繼續經營，並透過優化債務及股本均衡而盡量提升股東回報。本集團的整體策略於過去一年維持不變。

本集團的資本架構包括現金及現金等價物淨額以及本公司擁有人應佔權益，包括已發行股本及儲備。

本公司董事每半年檢討資本架構。作為此檢討的一部分，董事認為資本成本及與各類別資本相關的風險。根據董事的推薦建議，本集團將透過派付股息、發行新股份及購回股份以及發行新債務或贖回現有債務以平衡其整體資本架構。

根據本公司可公開獲得的資料及就其董事所知，於本年報日期，根據GEM上市規則規定，本公司維持不少於其已發行股份25%的足夠公眾持股量。

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Total borrowings (note)	借款總額(附註)	12,157	20,148
Less: Bank balances and cash	減：銀行結餘及現金	(1,908)	(10,949)
Net debt	債務淨額	10,249	9,199
Total equity to owners of the Company	本公司擁有人權益總額	31,889	14,009
Net debt to equity ratio	淨負債權益比率	0.32	0.66

Note: Total borrowings represent loan from a substantial shareholder.

附註： 借款總額指主要股東貸款。

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33. FINANCIAL INSTRUMENTS

33. 金融工具

Categories of financial instruments

金融工具類別

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本列賬的金融資產	53,924	38,019
Financial liabilities	金融負債		
Amortised cost	攤銷成本	31,278	32,503

Financial risk management objectives and policies

金融風險管理目標及政策

The Group's major financial instruments include amount due from a shareholder, amount due from a non-controlling shareholder of a subsidiary, trade and other receivables and deposits, bank balances and cash, trade and other payables and loan from a substantial shareholder. 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.

本集團的主要金融工具包括應收一名股東款項、應收一間附屬公司非控股股東款項、貿易及其他應收款項及按金、銀行結餘及現金、貿易及其他應付款項及主要股東貸款。金融工具的詳情於各自的附註披露。與該等金融工具有關的風險包括市場風險(貨幣風險及利率風險、信貸風險及流動資金風險。如何減低該等風險的政策於下文載列。管理層管理及監察該等風險，確保適時並有效採取適當措施。

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33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk

Currency risk

Substantially all of the Group's monetary assets and liabilities are denominated in Hong Kong dollars and Macau Pataca same as the functional currency of the respective group entities.

The Group does not expect any significant currency risk which materially affect the Group's result of operations.

Interest rate risk

During the year, the Group was exposed to fair value interest rate risk in relation to fixed rate loan from a substantial shareholder (see notes 26 for details of the borrowing).

The Group is not exposed to any significant cash flow interest rate risk which may materially affect the Group's results of operations in 2022 and 2021.

33. 金融工具(續)

金融風險管理目標及政策(續)

市場風險

貨幣風險

本集團絕大部分貨幣資產及負債以港元及澳門幣計值，與各集團公司主體的功能貨幣相同。

本集團並不預期出現可能對本集團經營業績造成重大影響的任何重大貨幣風險。

利率風險

年內，本集團面臨與定息主要股東貸款有關的公平值利率風險(有關借款詳情，請參閱附註26)。

於2022年及2021年，本集團並無面臨嚴重影響本集團經營業績的任何重大現金流量利率風險。

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For the year ended 31 December 2022 截至2022年12月31日止年度

33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collaterals, where appropriate as a means of mitigating the risk of financial loss from defaults.

In respect of trade and other receivables and contract assets in order to minimise risk, the management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Credit evaluations of its customers' financial position and condition is performed on each and every major customer periodically. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group does not require collateral in respect of its financial assets.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry in which customers operate also has an influence on credit risk but to a lesser extent. At the end of reporting period, the Group has concentration of credit risk as 24% (2021: 46%) of the total trade receivables of the Company was due from the largest customer and 81% (2021: 77%) of the total trade receivables of the Group was due from the largest 5 customers. Taking into accounts the creditworthiness of the customers, the credit risk measures and the historical levels of bad debts, the directors consider that such concentration of credit risk would not result in significant credit default exposure to the Group.

33. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險及減值評估

信貸風險指因交易對方不履行其合約責任而導致本集團承受財務虧損的風險。本集團已採納一項政策，規定僅與信譽良好的交易對方進行交易及於適當時取得足夠的抵押品，作為減少違約財務虧損風險的方式。

就貿易及其他應收款項及合約資產而言，為將風險降至最低，管理層已設定信貸政策，並持續監察該等信貸風險。本集團定期對各個主要客戶的財務狀況及情況進行信貸評估。該等評估主要針對客戶過往的到期付款記錄及當前支付能力，並考慮客戶的特定資料及客戶營運所在經濟環境的有關資料。本集團並未就其金融資產要求給予抵押品。

本集團的信貸風險主要受各客戶的個別特性所影響。客戶營運所在行業的違約風險亦對信貸風險產生較低的影響。於報告期末，本集團有若干集中信貸風險，原因為本公司的貿易應收款項總額的24%(2021年：46%)來自最大客戶，而本集團貿易應收款項總額的81%(2021年：77%)來自五大客戶。考慮到客戶的信用可靠程度、信貸風險措施及過往壞賬水平，董事認為，該集中信貸風險不會對本集團造成重大信貸違約風險。

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33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

As part of Group's credit risk management, the Group applied internal credit rating for its customers. Certain of the Group's trade receivables are grouped under a provision matrix based on shared credit risk characteristics by reference to past default experience and current past due exposure of the debtor. The following table provides information about the exposure to credit risk and ECL for trade receivables which are assessed collectively based on provision matrix as at 31 December 2022 and 2021.

33. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險及減值評估(續)

作為本集團信貸風險管理的一部分，本集團對其客戶應用內部信貸評級。本集團的若干貿易應收款項乃根據共同信貸風險特點並參考債務人的過往違約經驗及當前逾期風險於撥備矩陣下分組。下表提供有關所面臨信貸風險及貿易應收款項的預期信貸虧損的資料，其乃於2022年及2021年12月31日根據撥備矩陣進行整體評估。

		Gross carrying amount	Weighted average loss rate	Allowance for credit losses	Net carrying amount
		賬面總值 HK\$'000 千港元	加權平均 虧損率 HK\$'000 千港元	信貸 虧損撥備 HK\$'000 千港元	賬面淨值 HK\$'000 千港元
At 31 December 2022	於2022年12月31日				
Trade receivables	貿易應收款項				
Current	即期	11,072	0.76%	(84)	10,988
1 to 30 days past due	逾期1至30日	2,211	1.09%	(24)	2,187
31 to 90 days past due	逾期31至90日	4,333	1.52%	(66)	4,267
91 to 365 days past due	逾期91至365日	12,590	2.67%	(336)	12,254
Over 365 days past due – not credit impaired	逾期超過365日 – 未出現信貸減值	7,400	41.88%	(3,099)	4,301
Over 365 days past due – credit impaired	逾期超過365日 – 出現信貸減值	331	100%	(331)	–
		37,937	10.39%	(3,940)	33,997
At 31 December 2021	於2021年12月31日				
Trade receivables	貿易應收款項				
Current	即期	3,220	0.19%	(6)	3,214
1 to 30 days past due	逾期1至30日	1,663	0.24%	(4)	1,659
31 to 90 days past due	逾期31至90日	3,051	0.23%	(7)	3,044
91 to 365 days past due	逾期91至365日	6,603	0.22%	(14)	6,589
Over 365 days past due – not credit impaired	逾期超過365日 – 未出現信貸減值	207	0.39%	(1)	206
Over 365 days past due – credit impaired	逾期超過365日 – 出現信貸減值	9	100%	(9)	–
		14,753	0.28%	(41)	14,712

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For the year ended 31 December 2022 截至2022年12月31日止年度

33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. Such forward-looking information is used by management of the Group to assess both the current as well as the forecast direction of conditions at the reporting date. The grouping is regularly reviewed by the management of the Group to ensure relevant information about specific debtors is updated.

The carrying amount of the bank balances and cash, other receivables and deposits, amount due from a shareholder and amount due from a non-controlling shareholder of a subsidiary included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The credit risk on bank balances and cash is limited because the counterparties are financial institutions and banks with high credit-ratings assigned by international credit-rating agencies.

In determining the ECL of the Group's other receivables and deposits, amount due from a shareholder and amount due from a non-controlling shareholder of a subsidiary, the management assessed the expected losses individually by estimation based on historical credit loss experience, general economic conditions of the relevant 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. Based on the result of the foregoing, no impairment loss was recognised during the years ended 31 December 2022 and 2021.

33. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險及減值評估(續)

估計虧損率乃根據應收賬款預計年期內的歷史觀察違約率估計得出並就毋須付出額外成本或努力即可獲得的前瞻性資料作出調整。本集團管理層使用有關前瞻性資料評估於報告日的當前以及預測狀況方向。本集團管理層定期檢討該分組以確保特定債務人的相關資料已更新。

計入綜合財務狀況表的銀行結餘及現金、其他應收款項及按金、應收一名股東款項及應收一間附屬公司非控股股東款項的賬面值代表本集團因本集團金融資產而面臨的最大信貸風險。

銀行結餘及現金的信貸風險有限，原因為交易對手均為獲國際信貸評級機構給予高度信貸評級的金融機構及銀行。

管理層在釐定本集團其他應收款項及按金、應收一名股東款項及應收一間附屬公司非控股股東款項的預期信貸虧損時，根據過往信貸損失經驗、債務人所從事相關行業的普遍經濟環境以及於報告日期對現時情況及預測走勢的評估，以估算方式對預期虧損進行獨立評估。根據上述結果，截至2022年及2021年12月31日止年度概無確認減值虧損。

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For the year ended 31 December 2022 截至2022年12月31日止年度

33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The movement in allowance for credit loss in respect of trade and other receivables during the years ended 31 December 2022 and 2021 is as follows:

33. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險及減值評估(續)

於截至2022年及2021年12月31日止年度，貿易及其他應收款項的信貸虧損撥備變動如下：

		Trade receivables 貿易應收款項 total 合計 HK\$'000 千港元
At 1 January 2021	於2021年1月1日	301
Impairment loss recognised/(reversed), net	已確認/(撥回)的減值虧損淨額	(69)
Written off (Note)	撇銷(附註)	(191)
At 31 December 2021	於2021年12月31日	41
Impairment loss recognised	已確認的減值虧損	3,899
At 31 December 2022	於2022年12月31日	3,940

Note: During the year ended 31 December 2022, the amounts written off on trade receivables and other receivables of approximately HK\$Nil, respectively, (2021: approximately HK\$191,000 respectively) as management considered there is no realistic prospect of recovery.

附註：截至2022年12月31日止年度，由於管理層認為並無實際可收回希望，貿易應收款項及其他應收款項的撇銷金額約為零港元(2021年：約191,000港元)。

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33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

At 31 December 2022, the Group has trade receivables with gross amount of approximately HK\$331,000 (2021: approximately HK\$9,000) being credit impaired since the management of the Group considered these balances are unlikely to be recoverable or partially recoverable.

The credit risks on bank balances are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with any leading covenants and to ensure that it maintains sufficient amount of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

33. 金融工具(續)

金融風險管理目標及政策(續)

信貸風險及減值評估(續)

於2022年12月31日，本集團總額為約331,000港元(2021年：約9,000港元)的貿易應收款項出現信貸減值，原因是本集團管理層認為不大可能收回或部分收回該等結餘。

由於交易對方均為獲國際信貸評級機構授予高信貸評級的銀行，故銀行結餘的信貸風險有限。

流動資金風險

本集團的政策為定期監察現時及預期流動資金需求以及符合任何主要契諾，以確保其維持充足現金，以及來自主要金融機構的充足承諾額度以滿足其短期及較長期流動資金需要。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The table includes both interest and principal cash flows. The table has been drawn up based on the earliest date at which the Group can be required to pay. For the year ended 31 December 2021, it has not taken into account of the matters included in the Second Extension Agreement agreed with the substantial shareholder on 21 March 2022. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

33. 金融工具(續)

金融風險管理目標及政策(續)

流動資金風險(續)

下表包括利息及主要現金流量，乃根據本集團可能被要求付款的最早日期制定。截至2021年12月31日止年度，並未考慮於2022年3月21日與主要股東商定的第二次延長協議所包括的事宜。倘利息流為浮息，則按報告期末的利率曲線所得未貼現金額。

		Weighted average effective rate 加權平均 實際利率 %	Within 1 year or on demand 1年內 或按要求 HK\$'000 千港元	More than 1 year but within 2 years 超過1年 但少於2年 HK\$'000 千港元	Total undiscounted cash flows 未貼現 現金流量總額 HK\$'000 千港元	Total carrying amounts 賬面總值 HK\$'000 千港元
2022	2022年					
Non-derivative financial liabilities	非衍生金融負債					
Trade and other payables	貿易及其他應付款項		19,121	-	19,121	19,121
Loan from a substantial shareholder	主要股東貸款	14	14,500	-	14,500	12,157
Total	合計		33,621	-	33,621	31,278

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33. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

	Weighted average effective rate	Within 1 year or on demand	More than 1 year but within 2 years	Total undiscounted cash flows	Total carrying amounts
	加權平均實際利率	1年內或按要 求	超過1年 但少於2年	未貼現 現金流量總額	賬面總值
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	%	千港元	千港元	千港元	千港元
2021					
Non-derivative financial liabilities					
Trade and other payables					
		12,355	-	12,355	12,355
Lease liabilities	5	50	-	50	50
Loan from a substantial shareholder	14	22,500	-	22,500	20,148
Total		34,905	-	34,905	32,553

33. 金融工具(續)

金融風險管理目標及政策(續)

流動資金風險(續)

Fair value measurements of financial instruments

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis

Fair value hierarchy

The Company did not have any financial assets and liabilities that are measured at fair value on a recurring basis as at 31 December 2022 and 2021.

Fair value of the Group's financial assets and liabilities that are not measured at fair value on a recurring basis

Except for the loan from a substantial shareholder, which initial measured at fair value and subsequent measured at amortised cost, the carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values at 31 December 2022 and 31 December 2021. The directors estimated the fair value of the loan from a substantial shareholder as at 31 December 2022 to be approximately HK\$13,584,000 which has been calculated by discounting the future cash flows at the market interest rate.

金融工具公平值計量

按經常性基準以公平值計量的本集團金融資產及負債的公平值

公平值層級

於2022年及2021年12月31日，本公司並無任何按公平值經常性計量的金融資產及負債。

按經常性基準並非以公平值計量的本集團金融資產及負債的公平值

除初步按公平值計量及其後按攤銷成本計量的主要股東貸款外，於2022年12月31日及2021年12月31日，本集團以成本或攤銷成本列賬的金融工具賬面值與其公平值並無重大差異。據董事估計，來自一名主要股東的貸款於2022年12月31日的公平值約為13,584,000港元，乃按市場利率折現未來現金流量計算得出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

34. 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 Group's consolidated statement of cash flows as cash flows from financing activities.

34. 自融資活動產生的負債對賬

下表載列本集團自融資活動產生的負債變動詳情，均包括現金及非現金之變動。自融資活動產生的負債乃其現金流量或未來現金流量，已經分類為或將分類為本集團綜合現金流量表項下自融資活動的現金流量。

		Other borrowings (including interest payable) 其他借款 (包括應付利息) HK\$'000 千港元	Loan from a substantial shareholder (including interest payable) 主要股東貸款 (包括應付利息) HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2021	於2021年1月1日	7,000	19,152	340	26,492
Credited to other gains and losses at debt modification (note 8)	於債務變更時計入其他收益及虧損(附註8)	-	(573)	-	(573)
Interest expense (note 9)	利息開支(附註9)	700	2,569	10	3,279
Financing cash flows	融資現金流量	(7,700)	(1,000)	(300)	(9,000)
At 31 December 2021	於2021年12月31日	-	20,148	50	20,198
Credited to other gains and losses at debt modification (note 8)	於債務變更時計入其他收益及虧損(附註8)	-	(2,055)	-	(2,055)
Interest expense (note 9)	利息開支(附註9)	-	2,064	-	2,064
Financing cash flows	融資現金流量	-	(8,000)	(50)	(8,050)
At 31 December 2022	於2022年12月31日	-	12,157	-	12,157

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

35. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with related parties during the year:

The key management personnel of the Group are the directors of the Company. Details of their emoluments are disclosed in note 12.

Mr. Lui, a substantial shareholder and a non-executive director of the Company, has granted an unsecured loan facility of up to HK\$40,000,000 during the available period which will expire on 31 December 2023. On 21 March 2022, there was the Second Extension Agreement which terminated the unutilised loan facility with effective on 31 March 2022. The Facility bears an interest of 2% per annum.

During the year ended 31 December 2022, an aggregate amount of HK\$14,500,000 (2021: HK\$22,500,000) of the Facility has been drawn down by the Company which has been utilised to repay the outstanding loans due and owing to independent third parties of the Group.

35. 重大關聯方交易

除綜合財務報表所披露者外，本集團於年內有以下重大關聯方交易：

本集團主要管理層人員為本公司董事。彼等的酬金詳情於附註12披露。

本公司主要股東及非執行董事呂先生在適用期間(將於2023年12月31日屆滿)提供最高可達40,000,000港元的無抵押貸款融資。於2022年3月21日，第二次延長協議用以終止未動用貸款融資，自2022年3月31日起生效。該融資按年利率2%計息。

於截至2022年12月31日止年度，本公司從該融資合共提取14,500,000港元(2021年：22,500,000港元)，該筆款項已用於償還到期及欠付予本集團獨立第三方的未償還貸款。

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For the year ended 31 December 2022 截至2022年12月31日止年度

36. PARTICULAR OF PRINCIPAL SUBSIDIARIES

General information of subsidiaries

Details of the Company's principal subsidiaries at the end of the reporting period are set out as follows:

間接 附屬公司名稱	Country/ place of incorporation or operation 註冊成立或 營業國家/ 地點	Class of shares held/ registered capital 所持股份/ 註冊資本類別	Proportion of ownership interest and voting power held by the Company 本公司持有的擁有權及 投票權比例				Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Principal activities 主要業務
			2022 2022年		2021 2021年			
			Direct 直接 %	Indirect 間接 %	Direct 直接 %	Indirect 間接 %		
Grand Oceanus (HK) Limited 弘海(香港)有限公司	Hong Kong 香港	Ordinary 普通股	100	-	100	-	HK\$1 1港元	Provision of management service 提供管理服務
Ocean Media (Hong Kong) Limited 海洋雜誌出版有限公司	Hong Kong 香港	Ordinary 普通股	-	100	-	100	HK\$100 100港元	Sales of magazines and provision of magazines advertising service 銷售雜誌及提供雜誌 廣告服務
TBC (note) 獨比策劃(附註)	Hong Kong 香港	Ordinary 普通股	-	67	-	67	HK\$10,000 10,000港元	Provision of exhibition and trade show service 提供展覽及貿易展覽服務
Tiance Cultural Communication Limited 天策文化傳播有限公司	Macau 澳門	Ordinary 普通股	-	99	-	99	MOP100,000 100,000澳門幣	Sales and distribution of publications and sales of print and online advertising space 銷售及發行刊物、並銷售 印刷及線上廣告位置

Note: TBC is a subsidiary of the Company incorporated in Hong Kong. The subsidiary has a financial reporting year end dated on 31 March in accordance with the local statutory requirements, which is not coterminous with the Group. The consolidated financial statements of the Group were prepared based on the management accounts of these subsidiaries for the years ended 31 December 2022 and 2021.

None of the subsidiaries had issued any debt securities at the end of the year.

36. 主要附屬公司詳情

附屬公司的一般資料

於報告期末的本公司主要附屬公司詳情載列如下：

附註：獨比策劃為本公司於香港註冊成立的附屬公司。根據當地法定要求，該附屬公司的財務報告年結日為3月31日，與本集團不一致。本集團的綜合財務報表乃根據該等附屬公司截至2022年及2021年12月31日止年度的管理賬目編製。

於本年底末概無附屬公司已發行任何債務證券。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

36. PARTICULAR OF PRINCIPAL SUBSIDIARIES (Continued)

General information of subsidiaries (Continued)

The above table lists the subsidiaries of the Company, which in the opinion of the directors of the Company, 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.

Details of a non-wholly owned subsidiary that has material non-controlling interest

The table below shows details of a non-wholly-owned subsidiary of the Group that has material non-controlling interest:

Name of subsidiary	Place of incorporation and place of business	Proportion of ownership interest and voting power held by the Company 2022 and 2021 2022年及2021年 本公司持有的擁有權及投票權比例	Loss allocated to non-controlling interest		Accumulated non-controlling interest	
			2022 2022年	2021 2021年	2022 2022年	2021 2021年
TBC 獨比策劃	Hong Kong 香港	67%	(57)	(462)	(363)	(306)

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

36. 主要附屬公司詳情(續)

附屬公司的一般資料(續)

上表載列本公司附屬公司，本公司董事認為，主要影響本集團業績或資產。董事認為，提供其他附屬公司的詳情將導致詳情過於冗長。

擁有重大非控股權益的非全資附屬公司的詳情

下表列示本集團擁有重大非控股權益的非全資附屬公司的詳情：

有關本集團擁有重大非控股權益的附屬公司的財務資料概要載於下文。以下財務資料概要指集團內成員公司撇銷前的金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

36. PARTICULAR OF PRINCIPAL SUBSIDIARIES (Continued)

36. 主要附屬公司詳情(續)

General information of subsidiaries (Continued)

附屬公司的一般資料(續)

TBC

獨比策劃

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Current assets	流動資產	2,724	2,346
Non-current assets	非流動資產	63	174
Current liabilities	流動負債	(3,888)	(3,447)
Non-current liabilities	非流動負債	-	-
Equity attributable to owners of the Company	本公司擁有人應佔 權益	(738)	(621)
Non-controlling interests of TBC	獨比策劃的非控股權益	(363)	(306)
Revenue	收益	5,308	7,255
Expenses	開支	(5,482)	(8,656)
Loss and total comprehensive expense	虧損及全面開支總額	(174)	(1,401)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

36. PARTICULAR OF PRINCIPAL SUBSIDIARIES (Continued)

36. 主要附屬公司詳情(續)

General information of subsidiaries (Continued)

附屬公司的一般資料(續)

TBC(續)

獨比策劃(續)

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(117)	(939)
Loss attributable to the non-controlling interest	非控股權益應佔虧損	(57)	(462)
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	(174)	(1,401)
Net cash outflow from operating activities	經營活動所得現金流出淨額	(254)	(636)
Net cash (outflow)/inflow from investing activities	投資活動所得現金(流出)/流入淨額	(525)	805
Net cash outflow from financing activities	融資活動所得現金流出淨額	(50)	(300)
Net cash outflow	現金流出淨額	(829)	(131)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

37. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY

37. 本公司財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司財務狀況表

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
ASSETS	資產		
Non-current assets	非流動資產		
Office equipment	辦公室設備	-	5
Interests in subsidiaries	於附屬公司的權益	105	105
		105	110
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	24,371	15,841
Amount due from a shareholder	應收股東款項	539	539
Prepayment and other receivables	預付款項及其他應收款項	6,012	283
Cash and cash equivalents	現金及現金等價物	147	83
		31,069	16,746
Total assets	資產總值	31,174	16,856
EQUITY	權益		
Capital and reserves attributable to owners of the Company	本公司擁有人應佔資本及儲備		
Share capital	股本	10,368	8,640
Reserves	儲備	(3,571)	(16,749)
Total equity/(capital deficiency)	權益總額/(資本虧絀)	6,797	(8,109)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

37. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

37. 本公司財務狀況表及儲備變動(續)

(a) Statement of financial position of the Company (Continued)

(a) 本公司財務狀況表(續)

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
LIABILITIES	負債		
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	3,329	2,706
Accruals and other payables	應計費用及其他應 付款項	8,891	2,111
Loan from a substantial shareholder	主要股東貸款	12,157	20,148
		24,377	24,965
Total liabilities	負債總值	24,377	24,965
Total equity and liabilities	權益及負債總額	31,174	16,856
Net current assets/(liabilities)	流動資產淨值/(負債淨額)	6,692	(8,219)
Total assets less total liabilities	資產總值減負債總額	6,797	(8,109)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

37. STATEMENT OF FINANCIAL POSITION AND MOVEMENT OF RESERVES OF THE COMPANY (Continued)

37. 本公司財務狀況表及儲備變動(續)

(b) Reserve of the Company

(b) 本公司儲備

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2021	於2021年1月1日	94,331	7,591	(129,028)	(27,106)
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	10,357	10,357
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	94,331	7,591	(118,671)	(16,749)
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	7,130	7,130
Issuance of new shares by way of placing, net of issue costs	以配售方式發行新股，扣除發行成本	6,048	-	-	6,048
At 31 December 2022	於2022年12月31日	100,379	7,591	(111,541)	(3,571)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

38. EVENTS AFTER REPORTING PERIOD

On 13 March 2023, Silverbricks Securities Company Limited (the “Silverbricks”) as the placing agent and the Company entered into a placing agreement (the “2023 Placing Agreement”) pursuant to which the Company proposes to offer for subscription and the Silverbricks has agreed to procure not less than six placees on a best effort basis to subscribe for up to 103,680,000 placing shares (the “New Placing Shares”) at a price of HK\$0.14 per New Placing Share. The New Placing Shares will be allotted and issued pursuant to the General Mandate on or before 31 March 2023. For further details, please refer to the Company’s announcements dated 13 March 2023 and 14 March 2023.

39. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 31 March 2023.

38. 報告期後的事件

於2023年3月13日，元庫證券有限公司（「元庫證券」，作為配售代理）與本公司訂立配售協議（「2023年配售協議」），據此，本公司擬提呈以供認購，而元庫證券已同意按竭誠盡力基準促使不少於六名承配人認購最多103,680,000股配售股份（「新配售股份」），價格為每股新配售股份0.14港元。新配售股份將於2023年3月31日或之前根據一般授權配發及發行。有關更多詳情，請參閱本公司日期為2023年3月13日及2023年3月14日的公告。

39. 批准綜合財務報表

綜合財務報表於2023年3月31日獲董事會批准及授權刊發。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

RESULTS

業績

In HK\$'000	以千港元列示	2022 2022年	Year ended 31 December 截至12月31日止年度			
			2021 2021年	2020 2020年	2019 2019年 (Restated) (經重列)	2018 2018年
Revenue	收益	34,645	61,128	29,866	20,838	14,785
Profit/(loss) before tax	除稅前溢利／(虧損)	10,030	22,851	(3,025)	(39,527)	(34,370)
Total comprehensive income/ (expenses) for the year	年內全面收益／ (開支)總額	10,030	21,196	(3,036)	(41,014)	(38,371)

SUMMARY OF ASSETS AND LIABILITIES

資產及負債概要

In HK\$'000	以千港元列示	2022 2022年	Year ended 31 December 截至12月31日止年度			
			2021 2021年	2020 2020年	2019 2019年 (Restated) (經重列)	2018 2018年
Total assets	資產總值	63,860	49,779	30,756	16,626	46,095
Total liabilities	負債總額	32,134	35,859	38,032	27,079	21,252
Net assets/(liabilities)	資產淨值／ (負債淨額)	31,726	13,920	(7,276)	(10,453)	24,843

WINTO GROUP (HOLDINGS) LIMITED
惠陶集團(控股)有限公司