

The logo for EGIC, consisting of the letters 'EGIC' in a bold, white, sans-serif font inside a dark blue rounded rectangle.

中國恒嘉融資租賃集團有限公司

CHINA EVER GRAND FINANCIAL LEASING GROUP CO., LTD.

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號:379)

The background of the cover is a scenic photograph of a pond with a fountain in the center, surrounded by trees with autumn foliage. The sky is blue with some clouds. The image is framed by a white, torn-paper-like border.

Annual Report
年報 2021

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CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Mr. Wong Lik Ping (*Chairman*)
Mr. Lai Ka Fai
Mr. Tao Ke
Mr. Qiao Weibing
Mr. Ng Tin Shui

NON-EXECUTIVE DIRECTOR

Ms. Yip Man Yi

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lo Tsun Yu
Mr. Ho Hin Yip
Mr. U Keng Tin
Mr. Leung Yiu Ming, David

CHIEF EXECUTIVE OFFICER

Mr. Lai Ka Fai

JOINT COMPANY SECRETARIES

Mr. Li Chak Hung
Mr. Siu Wai Bun

AUTHORISED REPRESENTATIVES

Mr. Wong Lik Ping
Mr. Lai Ka Fai

AUDIT COMMITTEE

Mr. Ho Hin Yip (*Chairman*)
Mr. Lo Tsun Yu
Mr. U Keng Tin

REMUNERATION COMMITTEE

Mr. Ho Hin Yip (*Chairman*)
Mr. Wong Lik Ping
Mr. Lo Tsun Yu

NOMINATION COMMITTEE

Mr. Wong Lik Ping (*Chairman*)
Mr. Lo Tsun Yu
Mr. Ho Hin Yip

AUDITOR

BDO Limited
Certified Public Accountants

執行董事

王力平先生 (*主席*)
黎嘉輝先生
陶可先生
喬衛兵先生
吳天墅先生

非執行董事

葉敏怡女士

獨立非執行董事

盧俊宇先生
何衍業先生
余擎天先生
梁耀鳴先生

行政總裁

黎嘉輝先生

聯席公司秘書

李澤雄先生
蕭偉斌先生

授權代表

王力平先生
黎嘉輝先生

審核委員會

何衍業先生 (*主席*)
盧俊宇先生
余擎天先生

薪酬委員會

何衍業先生 (*主席*)
王力平先生
盧俊宇先生

提名委員會

王力平先生 (*主席*)
盧俊宇先生
何衍業先生

核數師

香港立信德豪會計師事務所有限公司
執業會計師

LEGAL ADVISER

Lo Lau Lawyers

PRINCIPAL BANKERS

In Hong Kong:

The Hongkong and Shanghai Banking Corporation Limited
Fubon Bank (Hong Kong) Limited
Chiyu Banking Corporation Limited
Bank of China (Hong Kong) Limited
DBS Bank (Hong Kong) Limited
Standard Chartered Bank (Hong Kong) Limited

In the PRC:

China Citic Bank
China Guangfa Bank
Bank of China
Industrial and Commercial Bank of China

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 2203, 22/F.
Kwan Chart Tower
No. 6 Tonnochy Road
Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

STOCK CODE

379

WEBSITE

<http://www.egjchk.com>

法律顧問

勞劉律師事務所

主要往來銀行

香港：
香港上海滙豐銀行有限公司

富邦銀行(香港)有限公司
集友銀行有限公司
中國銀行(香港)有限公司
星展銀行(香港)有限公司
渣打銀行(香港)有限公司

中國：

中信銀行
中國廣發銀行
中國銀行
中國工商銀行

註冊辦事處

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

總辦事處及主要營業地點

香港灣仔
杜老誌道6號
群策大廈
22樓2203室

股份過戶登記總處

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

香港股份過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心54樓

股份代號

379

公司網址

<http://www.egjchk.com>

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of China Ever Grand Financial Leasing Group Co., Ltd. (the "Company"), I hereby present the annual report of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2021.

We saw a remarkable progress on the Group's revenue in 2021, thanks to our expansion in trading of medical, health, daily necessities and hygiene products business in Hong Kong. Such business has remained solid and promising as its demands are mostly unaffected by the social distancing restrictions and the depressed consumer sentiments affected by the COVID-19 pandemic. Against all the odds, the trading segment achieved a profit this year in a dramatic turnaround which is only the second year since its commencement in prior year. That reinforces our beliefs to diversify the source of income and innovate our business to address business risks brought by the constantly changing external environment. On the other hand, our financial leasing segment performance has remained weak under stringent regulatory requirements in the finance lease industry in the PRC. In the course of exploring a new business model, attention has been diverted to coping with the two defaulted finance lease projects and devising the exit plans to get the segment off the hook. Having considered the predicament and uncertain prospect of a pending litigation of an alleged breach of a RMB200 million loan contract brought by a bank, we have not reached any concrete timetable with another shareholder of the segment about the re-scheduling of settlement time of capital injection, details of which are set out in an announcement dated on 31 August 2021. On the other hand, we are actively working on some operational issues (such as high cost profile) of manufacturing and sales of food additives business in Liaoning by streamlining the manufacturing process and increasing its productivity through set-up of new production line(s) in due course. We will stick to our conservative and effective investment strategy to generate stable income from idle funds of the investment segment without increasing the liquidity risk and compromising opportunities of making good investments.

致各位股東：

本人謹代表中國恒嘉融資租賃集團有限公司（「本公司」）董事（「董事」）會（「董事會」）提呈本公司及其附屬公司（統稱「本集團」）截至二零二一年十二月三十一日止年度之年度報告。

受益於我們於香港拓展醫療保健、日用品及衛生產品貿易業務，本集團於二零二一年的收入錄得顯著增幅。由於需求幾乎未受COVID-19疫情導致的社交距離限制及低迷消費情緒影響，該業務保持穩健且前景廣闊。貿易分部克服種種困難，自去年開始運營以來，僅在第二年即實現大幅逆轉，於本年度實現盈利。這鞏固了我們的信念，即通過收入來源多元化及業務創新應對不斷變化的外部環境帶來的業務風險。一方面，面對中國融資租賃行業的嚴格監管要求，我們的融資租賃分部表現仍然疲弱。在探索新業務模式的過程中，本集團已將注意轉向處理兩項違約融資租賃項目以及製定退出計劃以使該分部擺脫困境。經考慮一家銀行提起的指稱違反人民幣200,000,000元貸款合約的未決訴訟帶來的困境及不確定前景，我們尚未與該分部的另一股東就重訂注資結算時間達成任何具體時間表，其詳情載於日期為二零二一年八月三十一日的公告。另一方面，我們正透過梳理製造流程及透過適時設立新生產線提高生產率，積極應對遼寧食品添加劑製造及銷售業務的若干經營問題（如高成本）。我們將堅持保守有效的投資策略，從投資分部的閒置資金中獲得穩定收入，且不增加流動資金風險及不錯過投資良機。

RESULTS OF OPERATIONS

For the year under review, the financial leasing segment recorded a segment loss of HK\$42.2 million (2020: HK\$234.0 million) mainly driven by net interest spread from two defaulted finance lease projects on recourse basis. The food additives business, being classified under others in the segment information, recorded a net loss of HK\$11.6 million in 2021 (2020: HK\$17.1 million). The investment segment recorded a smaller amount in net profit of HK\$2.5 million in 2021 (2020: HK\$12.1 million). The trading segment, commenced in 2020, recorded an encouraging positive result of HK\$6.6 million mainly due to whole year consolidation of a profitable Tripler Holdings Limited which was acquired in August 2020 (2020: loss of HK\$3.0 million). After taking into account of the corporate and other expenses and finance cost of HK\$33.9 million in 2021 (2020: HK\$98.8 million), a net profit arising from share of results of associates in 2021 of HK\$21.3 million (2020: net losses of HK\$5.7 million), certain unallocated other income, gains and losses (2021: loss of HK\$1.2 million; 2020: gain of HK\$34.8 million), income taxation expense of HK\$4.1 million in 2021 (2020: HK\$14.0 million), absence of a prior-year impairment loss on reclassification of interest in an associate as asset held for sales of HK\$31.0 million, the Group recorded a net loss of HK\$62.7 million (2020: net loss of HK\$356.6 million) and a net loss attributable to the owners of the Company of HK\$40.6 million in 2021 (2020: HK\$242.9 million).

FUTURE OUTLOOK

The Group remains confident to weather the storm caused by any operating difficulties in China and Hong Kong posed by the pandemic and the geopolitical tensions. By leveraging the experienced management team, sound risk management and robust internal control and other existing resources and capabilities, the Group will cautiously and diligently look for new potential growth opportunities, undervalued assets and business expansion in order to diversify the income sources and attain a long term growth.

經營業績

於回顧年內，融資租賃分部錄得分部虧損42,200,000港元（二零二零年：234,000,000港元），主要由於兩項有追索權的違約融資租賃項目之淨息差所致。食品添加劑業務（於分部資料中分類為其他類別）於二零二一年錄得淨虧損11,600,000港元（二零二零年：17,100,000港元）。投資分部於二零二一年錄得較低純利2,500,000港元（二零二零年：12,100,000港元）。於二零二零年開始的貿易分部錄得令人鼓舞的正面業績6,600,000港元，主要由於合併入賬於二零二零年八月收購的可盈利的森川實業有限公司的全年業績（二零二零年：虧損3,000,000港元）。經計及二零二一年企業及其他支出以及財務成本33,900,000港元（二零二零年：98,800,000港元）、二零二一年分攤聯營公司業績所得純利21,300,000港元（二零二零年：淨虧損5,700,000港元）、若干未分配其他收入、收益及虧損（二零二一年：虧損1,200,000港元；二零二零年：收益34,800,000港元）、二零二一年所得稅開支4,100,000港元（二零二零年：14,000,000港元）及並無產生上一年度之將於一家聯營公司的權益重新分類為持作出售資產之減值虧損31,000,000港元，本集團於二零二一年錄得淨虧損62,700,000港元（二零二零年：淨虧損356,600,000港元）及本公司擁有人應佔淨虧損40,600,000港元（二零二零年：242,900,000港元）。

未來展望

本集團對克服大流行及地緣政治緊張局勢給中國及香港帶來的經營困難保持信心。通過藉助經驗豐富的管理團隊、健全的風險管理及強大的內部控制以及其他現有資源及能力，本集團將謹慎及辛勤地物色新的潛在增長機會、被低估的資產及業務擴張，以多樣化收入來源並達致長遠發展。

ACKNOWLEDGEMENT

On behalf of the Board, I hereby wish to extend my gratitude for the hard work contributed by all the staff and the Directors, as well as the support to the Company from all our customers, creditors, business partners and the shareholders. We will adhere to our proven management strategy, grasp market trend and opportunities, and endeavour to bring greater value to our shareholders and make new contribution to the community.

Wong Lik Ping

Chairman

Hong Kong, 31 March 2022

致謝

本人謹代表董事會向全體員工及董事致以衷心謝意，感謝他們的辛勞付出，同時向我們的客戶、債權人、商業合作夥伴及股東致謝，感謝他們對本公司的支持。我們將秉承有效的管理策略，捕捉市場趨勢和機遇，矢志為股東創造更高價值，為社區作出新貢獻。

主席

王力平

香港，二零二二年三月三十一日

BUSINESS REVIEW

The Group recorded revenue of HK\$123.6 million in the year ended 31 December 2021 (“2021”) as compared to that of HK\$66.2 million in the year ended 31 December 2020 (“2020”). The Group recorded a gross loss of HK\$3.8 million in 2021 as compared to the gross loss of HK\$16.4 million in 2020 and net loss of HK\$62.7 million in 2021 as compared to the net loss of HK\$356.6 million in 2020.

For the year under review, the financial leasing segment of the Group (the “Financial Leasing Segment”) has contributed a segment loss of HK\$42.2 million, as compared to a segment loss of HK\$234.0 million in 2020. For the definition of segment profit or loss and detailed analysis, please refer to note 6 in the consolidated financial statements of the Group for 2021. The decrease in loss is mainly due to the decrease in impairment loss on finance lease and loan receivables in 2021.

During 2021, the Group operated the business of manufacturing and sale of solid sorbitol and compound food additives in its food additives business (the “Food Additives Segment”). The Group also engaged in research and development of new products such as Advantame, highly extreme sweeteners and EPS, clinic diagnostic reagent. During the year under review, the segment recorded a net loss of HK\$11.6 million in 2021, representing a decrease of HK\$5.5 million from a net loss of HK\$17.1 million in 2020. The decrease in loss is mainly attributable to absence of an one-off impairment loss on the property, plant and equipment of HK\$5.1 million recorded in 2020.

The investment segment of the Group (the “Investment Segment”) recorded a net profit of HK\$2.5 million in 2021 as compared to a net profit of HK\$12.1 million in 2020. With rental income of HK\$5.7 million (2020: HK\$3.8 million) from investment properties in the PRC and loan interest income from provision of loan facilities in Hong Kong of HK\$5.5 million (2020: HK\$0.4 million), the decrease in net profit was mainly due to an adverse change of fair value in investment properties by HK\$14.8 million, as a result of a change from a gain of HK\$4.1 million in 2020 to a loss of HK\$10.7 million in 2021.

業務回顧

本集團於截至二零二一年十二月三十一日止年度（「二零二一年」）錄得收入123,600,000港元，而截至二零二零年十二月三十一日止年度（「二零二零年」）則為66,200,000港元。本集團於二零二一年錄得毛損3,800,000港元，二零二零年毛損為16,400,000港元，而二零二一年淨虧損為62,700,000港元，二零二零年則為淨虧損356,600,000港元。

於回顧年內，本集團的融資租賃分部（「融資租賃分部」）錄得分部虧損42,200,000港元，而二零二零年分部虧損為234,000,000港元。有關分部損益之定義及詳細分析，請參閱本集團二零二一年綜合財務報表附註6。有關虧損減少主要由於二零二一年融資租賃及應收貸款減值虧損減少。

於二零二一年，本集團食品添加劑業務營運固體山梨糖醇及複配食品添加劑的製造及銷售業務（「食品添加劑分部」）。本集團亦從事愛德萬甜（一種高濃度甜味劑）及EPS（一種臨床診斷試劑）等新產品之研發。於回顧年內，該分部於二零二一年錄得淨虧損11,600,000港元，較二零二零年淨虧損17,100,000港元減少5,500,000港元。虧損減少乃主要由於無產生二零二零年錄得之物業、廠房及設備之一次性減值虧損5,100,000港元。

本集團的投資分部（「投資分部」）於二零二一年錄得純利2,500,000港元，二零二零年則為純利12,100,000港元。連同中國投資物業的租金收入5,700,000港元（二零二零年：3,800,000港元）及於香港提供貸款融資的貸款利息收入5,500,000港元（二零二零年：400,000港元），純利減少乃主要由投資物業的公平值於二零二零年的收益4,100,000港元變動為二零二一年的虧損10,700,000港元，導致不利變動14,800,000港元。

During the year under review, the Group engaged in trading business. The trading segment of the Group includes (i) a recently acquired business in August 2020 which carries out production, wholesale, distribution and trading of daily necessities, including personal care and sanitising products as well as face masks under its own brand or as original equipment manufacturer (OEM) for other brands and related commercial activities in Hong Kong (the “New Business”) and (ii) sale of medical and health products in Hong Kong that commenced in the first half of 2020. Due to a full year of consolidation of profit contribution from the New Business in 2021 as compared with only four months in 2020, the trading segment recorded a net profit of HK\$6.6 million (2020: net loss of HK\$3.0 million).

After taking into account of the corporate and other expenses and finance cost of HK\$33.9 million in 2021 (2020: HK\$98.8 million), a net profit arising from share of results of associates in 2021 of HK\$21.3 million (2020: net losses of HK\$5.7 million), certain unallocated other income, gains and losses (2021: loss of HK\$1.2 million; 2020: gain of HK\$34.8 million), income taxation expense of HK\$4.1 million in 2021 (2020: HK\$14.0 million), absence of a prior-year impairment loss on reclassification of interest in an associate as asset held for sales of HK\$31.0 million, the Group recorded a net loss of HK\$62.7 million (2020: net loss of HK\$356.6 million) and a net loss attributable to the owners of the Company of HK\$40.6 million in 2021 (2020: net loss of HK\$242.9 million).

A significant decrease in net loss from HK\$356.6 million in 2020 to HK\$62.7 million in 2021 was primarily due to the decrease in impairment loss on the finance lease and loan receivables of HK\$211.3 million and the decrease in staff cost, in particular, on management incentive expenses.

Revenue and gross profit

During the year, the Financial Leasing Segment recorded revenue and gross loss of HK\$3.2 million and HK\$27.5 million respectively (2020: revenue of HK\$21.6 million and gross loss of HK\$22.0 million), representing a decrease of 85% in revenue and an increase of 25% in gross loss as compared to the previous year. The revenue of this segment mainly represents (i) service fee income for financing arrangement and consultancy services and (ii) interest income generated from financial leasing and provision of loan facilities. The cost of sales mainly represents (i) service cost to banks and other non-bank financial institutions on various kinds of factoring and consultancy services and (ii) interest expenses on back-to-back borrowings from banks and other non-bank financial institutions. The main customer base primarily includes large corporations covering industries of energy resources, manufacturing, transportation and public utility construction, property management and education sectors.

於回顧年內，本集團從事貿易業務。本集團貿易分部包括(i)近期於二零二零年八月收購的業務，該業務於香港進行生產、批發、分銷及買賣日用品(包括自有品牌或作為其他品牌的原始設備製造商(OEM)的個人護理及消毒產品以及口罩)以及相關商業活動(「新業務」)及(ii)於二零二零年上半年開始於香港銷售醫療及保健產品。由於二零二一年全年合併新業務的溢利貢獻，而二零二零年僅為四個月，貿易分部錄得純利6,600,000港元(二零二零年：淨虧損3,000,000港元)。

經計及二零二一年企業及其他支出以及財務成本33,900,000港元(二零二零年：98,800,000港元)、二零二一年分攤聯營公司業績所得純利21,300,000港元(二零二零年：淨虧損5,700,000港元)、若干未分配其他收入、收益及虧損(二零二一年：虧損1,200,000港元；二零二零年：收益34,800,000港元)、二零二一年其他稅項開支4,100,000港元(二零二零年：14,000,000港元)及並無產生上一年度之將於一家聯營公司的權益重新分類為持作出售資產之減值虧損31,000,000港元，本集團於二零二一年錄得淨虧損62,700,000港元(二零二零年：淨虧損356,600,000港元)及本公司擁有人應佔淨虧損40,600,000港元(二零二零年：淨虧損242,900,000港元)。

淨虧損由二零二零年的356,600,000港元大幅減少至二零二一年的62,700,000港元，主要由於融資租賃及應收貸款減值虧損減少211,300,000港元及員工成本(特別是管理層激勵開支)減少。

收入及毛利

年內，融資租賃分部錄得收入及毛損分別為3,200,000港元及27,500,000港元(二零二零年：收入21,600,000港元及毛損22,000,000港元)，相較過往年度收入及毛損分別減少85%及增加25%。該分部收入主要為(i)融資安排及諮詢服務之服務費收入及(ii)融資租賃及提供貸款融資產生之利息收入。銷售成本主要為(i)就各種保理及諮詢服務支付予銀行及其他非銀行金融機構之服務成本及(ii)銀行及其他非銀行金融機構之背對背借款之利息開支。主要客戶基礎主要包括涵蓋能源資源、製造、交通及公共設施建設行業以及物業管理及教育領域的大型企業。

During the year, the segment revenue continued to shrink as a result of lack of completed conventional finance lease transactions and the service fee income therefrom under an unfavorable operating environment in the People's Republic of China (the "PRC"). Against the backdrop of the stringent regulatory oversight of the finance lease industry and its resulting difficulties to source back-to-back credit from banks to leverage prospective transactions, the Group has cautiously applied its own capital to finance the business in this segment and thus reduced the business volume. The gross loss was incurred primarily because of the negative net interest spread of two financial leasing projects on recourse basis where the interest cost accrued from the borrowings was greater than the income from the respective defaulted receivables. The magnitude of such outnumbered the gross profit of the segment and even the Group's and consequently turned them into a gross loss position.

Under the Investment Segment, the money lending business and property development recorded revenue and gross profit both at HK\$11.2 million in 2021 (2020: both at HK\$4.2 million), representing an increase of 167% and 167% from those of 2020, respectively.

The revenue in this segment represents loan interest income from the provision of loan facilities carried out by a licensed subsidiary of the Company in Hong Kong and rental income from letting out office properties in Hong Kong, Shanghai and Liaoning in the PRC. The increase in the segment revenue and gross profit is mainly due to increase in loan interest as a result of the increase in provision of loan volume in 2021.

The business from the Food Additives Segment recorded revenue of HK\$5.7 million (2020: HK\$3.5 million) and gross loss of HK\$3.2 million in 2021 (2020: gross loss of HK\$1.8 million). The revenue and cost of sales of the business mainly represent the sales income and manufacturing cost of solid sorbitol from the production base in the Liaoning province, the PRC respectively. Due to lack of economy of scale as a result of delayed expansion plan for increasing its capability and surge in raw material cost, the Food Additives Segment incurred an increasing gross loss in 2021.

The Trading Segment was a new segment of the Group started from 2020. It recorded revenue and gross profit of HK\$103.5 million and HK\$15.7 million in 2021 (2020: revenue of HK\$36.8 million and gross profit of HK\$3.2 million), out of which HK\$31.8 million in revenue and HK\$14.6 million in gross profit were contributed by the New Business. The increase in the segment revenue in 2021 was mainly due to a significant increase in trading volume of medical and health products and a whole year revenue contribution from the New Business as compared with only 4 months contribution in 2020. The increase in the segment gross profit in 2021 mainly stemmed from the New Business as a result of the different length of consolidation months of results over the reporting periods and also its sales of new products with higher gross profit ratio in 2021.

年內，受中華人民共和國（「中國」）不利的經營環境影響，已完成的常規融資租賃交易匱乏及就此產生的服務費減少，導致分部收入繼續收窄。在融資租賃行業監管趨嚴的背景下，難以自銀行獲得背對背信貸以槓桿化預期交易，本集團謹慎使用自有資金為本分部業務撥資，從而減少業務量。產生毛損主要由於兩項有追索權的融資租賃項目之負淨息差，其中借款產生的應計利息成本大於有關違約應收款的收入；有關程度超過了該分部甚至本集團的毛利，因此令該分部及本集團轉入毛損情況。

投資分部項下的放貸業務及物業開發於二零二一年錄得之收入及毛利均為11,200,000港元（二零二零年：均為4,200,000港元），較二零二零年的收入及毛利分別增加167%及167%。

該分部收入為來自本公司一家香港持牌附屬公司開展的提供貸款融資的貸款利息收入以及於香港、中國上海及遼寧出租辦公室物業的租金收入。分部收入及毛利的增加主要由於貸款利息因二零二一年提供的貸款量增加而上升。

食品添加劑分部業務於二零二一年錄得收入5,700,000港元（二零二零年：3,500,000港元）及毛損3,200,000港元（二零二零年：毛損1,800,000港元）。該業務的收入及銷售成本主要指分別來自於中國遼寧省生產基地的固體山梨糖醇的銷售收入及製造成本。因提升產能的擴張計劃延遲導致缺乏規模效應及原材料成本激增，食品添加劑分部於二零二一年的毛損增加。

貿易分部為本集團於二零二零年設立的新分部。該分部於二零二一年錄得收入及毛利103,500,000港元及15,700,000港元（二零二零年：收入36,800,000港元及毛利3,200,000港元），其中收入31,800,000港元及毛利14,600,000港元由新業務貢獻。二零二一年的分部收入增加乃主要由於醫療保健品的銷量大幅增加及二零二一年全年新業務的收入貢獻，而二零二零年僅為四個月。二零二一年分部毛利增加主要是由於報告期內業績合併月份長短不一，以及二零二一年其銷售毛利率較高的新產品所致。

The increase in the Group's revenue was mainly due to the significant increase in the revenue of the Trading Segment that substantially offset the persistent slump in the revenue of the Financial Leasing Segment. Due to the increase in gross profit from the Trading Segment partially offsetting the above-mentioned negative net interest spread from the two financial leasing projects, the Group's gross loss significantly reduced in 2021.

Other income

The other income of the Group in 2021 mainly comprised of interest income from trust products and highly liquid wealth management investments issued by non-bank financial institutions in the PRC and bank interest income. The decrease was primarily due to the decrease in interest income from trust products and banks.

Other gains and losses

The other gains and losses in 2021 amounted to a net loss of HK\$12.5 million (2020: net gain of HK\$34.8 million), mainly comprising of fair value loss on investment properties of HK\$10.7 million, a fair value loss on a contingent consideration receivable of HK\$2.6 million and further being offset by a gain on deemed disposal of an associate of HK\$1.2 million. Please refer to note 7 to the consolidated financial statements for breakdown and their changes for the 2021 and the comparative figures in 2020.

Administrative expenses and other operating expenses

The Group's administrative and other operating expenses for the year mainly included staff costs (including directors and chief executive's emoluments) of HK\$40.1 million (2020: HK\$94.3 million), legal and professional, depreciation of property, plant and equipment and various administrative expenses. The decrease was primarily due to decrease in staff costs, in particular, on discretionary management incentive expenses in 2021.

Share of associates' results

The share of results of associates amounted to a net profit of HK\$21.3 million as compared with a net loss of HK\$5.7 million in 2020. The turnaround of result from loss to profit in 2021 was mainly due to (i) the sharing of profits of Top Insight and Simagi of HK\$18.8 million and HK\$0.3 million as compared with that of losses of HK\$1.8 million and HK\$21.2 million in 2020 respectively; and (ii) further offset by absence of the sharing of profit of Rizhao Lanshan Wansheng Harbour Co. Ltd. of HK\$17.8 million in 2021 as a result of the disposal of the equity interest held by the Group in 2020.

本集團的收入增加乃主要由於貿易分部的收入大幅增加大體抵銷融資租賃分部的收入持續下滑。由於來自貿易分部的毛利部分抵銷來自上述兩項融資租賃項目之負淨息差，本集團於二零二一年的毛損大幅下降。

其他收入

於二零二一年，本集團之其他收入主要包括中國非銀行金融機構發行的信託產品及高流通性理財投資的利息收入以及銀行利息收入。有關減少乃主要由於來自信託產品及銀行的利息收入減少。

其他收益及虧損

於二零二一年，其他收益及虧損為淨虧損12,500,000港元（二零二零年：淨收益34,800,000港元），主要包括投資物業之公平值虧損10,700,000港元，應收或然代價之公平值虧損2,600,000港元，惟進一步被視作出售一家聯營公司之收益1,200,000港元所抵銷。有關二零二一年之明細及其變動及二零二零年比較數字，請參閱綜合財務報表附註7。

行政開支及其他經營開支

本年度本集團之行政及其他經營開支主要包括員工成本（包括董事及主要行政人員薪酬）40,100,000港元（二零二零年：94,300,000港元）、法律及專業費用、物業、廠房及設備折舊以及各項行政開支。該減少主要由於二零二一年的員工成本（特別是酌情管理層激勵開支）減少。

分攤聯營公司業績

分攤聯營公司業績為純利21,300,000港元，而二零二零年為淨虧損5,700,000港元。二零二一年業績扭虧為盈主要由於(i)分攤Top Insight及Simagi的溢利18,800,000港元及300,000港元，而二零二零年分別為虧損1,800,000港元及21,200,000港元；及(ii)因二零二零年出售本集團所持股權導致二零二一年未分攤日照嵐山萬盛港業有限責任公司的利潤17,800,000港元而進一步抵銷。

Income taxation

Income tax expense for the year amounted to HK\$4.1 million (2020: HK\$14.0 million), mainly comprising of (i) a deferred tax expense of HK\$2.6 million and (ii) a provision for current tax for current and prior years of HK\$1.5 million in Hong Kong.

FINANCIAL POSITION

The total asset amount of the Group as at 31 December 2021 amounted to HK\$1,081.5 million, representing a decrease of HK\$104.2 million as compared with HK\$1,185.7 million as at 31 December 2020. The decrease in total asset was mainly due to the repayment of finance lease receivables from the existing finance lease projects and fair value losses on equity investments at FVTOCI and investment properties. As at 31 December 2021, the Group's total liabilities dropped by HK\$45.3 million to HK\$565.8 million from HK\$611.1 million as at 31 December 2020, while the Group's total borrowings dropped by HK\$49.7 million to HK\$423.7 million from HK\$473.4 million as at 31 December 2020.

The gearing ratios (which is calculated from the total liabilities over total asset) slightly increased from 51.5% as at 31 December 2020 to 52.3% as at 31 December 2021. The current ratios (which is calculated from total current assets over total current liabilities) decreased from 1.1 as at 31 December 2020 to 0.9 as at 31 December 2021.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2021, the Group had cash and cash equivalents, restricted bank deposits, deposits placed with non-bank financial institutions and cash of approximately HK\$55.3 million (of which HK\$18.4 million was pledged to the banks to secure bank borrowings granted to the Group for financial leasing business (2020: HK\$20.7 million)) as compared to HK\$192.4 million as at 31 December 2020. As at 31 December 2021, the Group had bank and other borrowings amounting to HK\$423.7 million (2020: HK\$458.6 million), HK\$ nil (2020: HK\$14.8 million) which are due within one year and one to two years at interest rates from 4.75% to 9.0% (2020: 1.54% to 9.0%) respectively.

For the year under review, the Group has financed its operations with facilities provided by banks and other non-bank financial institutions, capital injection from a non-controlling shareholder of a non-wholly-owned subsidiary of the Company and internally generated cash flows.

所得稅

本年度所得稅開支為4,100,000港元(二零二零年: 14,000,000港元), 主要包括(i)遞延所得稅開支2,600,000港元及(ii)於香港就當前及上一年度撥備即期稅項1,500,000港元。

財務狀況

本集團於二零二一年十二月三十一日之資產總額為1,081,500,000港元, 較二零二零年十二月三十一日的1,185,700,000港元減少104,200,000港元。資產總額減少主要由於償還現有融資租賃項目的融資租賃應收款以及按公平值透過其他全面收入列賬之股本投資及投資物業之公平值虧損。於二零二一年十二月三十一日, 本集團的負債總額由二零二零年十二月三十一日的611,100,000港元減少45,300,000港元至565,800,000港元, 而本集團的借款總額由二零二零年十二月三十一日的473,400,000港元減少49,700,000港元至423,700,000港元。

資本負債比率(按負債總額除以資產總額計算)由二零二零年十二月三十一日之51.5%略微上升至二零二一年十二月三十一日之52.3%。流動比率(按流動資產總額除以流動負債總額計算)由二零二零年十二月三十一日之1.1下降至二零二一年十二月三十一日之0.9。

流動資金及財務資源

於二零二一年十二月三十一日, 本集團之現金及現金等值物、受限制銀行存款、存放於非銀行金融機構之存款及現金約為55,300,000港元(其中18,400,000港元已質押予銀行作為就融資租賃業務授予本集團之銀行借款之抵押(二零二零年: 20,700,000港元)), 而二零二零年十二月三十一日為192,400,000港元。於二零二一年十二月三十一日, 本集團之銀行及其他借款423,700,000港元(二零二零年: 458,600,000港元)及零港元(二零二零年: 14,800,000港元)分別於一年內及一至兩年內到期, 利率分別為4.75%至9.0%(二零二零年: 1.54%至9.0%)。

於回顧年度, 本集團以銀行及其他非銀行金融機構提供之融資、本公司一家非全資附屬公司之非控股股東注資及內部產生現金流量為其業務營運撥付資金。

FOREIGN EXCHANGE EXPOSURE

During the year ended 31 December 2021, the Group had no material exposure to fluctuation in exchange rates in foreign currency as material transactions such as revenue and cost of sales were denominated in local currencies in which the relevant entities operated. The Group did not enter into any foreign exchange hedging transactions or instruments during 2021.

FINANCING BUSINESS AND CREDIT EXPOSURE

The Group's major credit risk is primarily attributable to finance lease receivables and loan receivables.

They are mostly derived from two types of money lending services, namely the financial leasing services in the PRC carried out by non-wholly owned subsidiaries (namely, Beijing Ever Grand International Financial Leasing Co. Limited ("BJEG") and its subsidiaries (collectively, "BJEG Group")) and the loan financing services carried out by TF Advances Limited ("TF Advances") in Hong Kong.

The financial leasing service in the PRC

Business model

BJEG Group principally engages in the provision of finance lease and related consultancy services in the PRC. The principal mode of finance lease offered is the sale-and-leaseback model. The principal loan amounts are back-to-back sourced from peers or banks to the customers on recourse or non-recourse basis. For recourse financing, the financing agreement contains a recourse clause pursuant to which, upon occurrence of events (the "Recourse Events") specified under the recourse clause, the ultimate lender has the right to transfer the outstanding receivable of periodic lease payments due from the lessee during the lease term back to the BJEG Group, and the BJEG Group will pay the ultimate lender an amount equal to such outstanding receivable of periodic lease payments transferred. For non-recourse financing, upon occurrence of the Recourse Events, the BJEG Group would not be liable for any damages and losses suffered by the ultimate lender. Due to difficulty to source back-to-back borrowing to finance finance leases under the tightening regulatory requirements, they have been recently funded by the Group's own capital.

外匯風險

於截至二零二一年十二月三十一日止年度，本集團並無重大外匯匯率波動風險，乃由於重大交易如收入及銷售成本乃以相關實體營運所在之當地貨幣計值。本集團於二零二一年並無訂立任何外匯對沖交易或工具。

融資業務及信貸風險

本集團的主要信貸風險主要由融資租賃應收款及應收貸款而引致。

該等風險主要源自兩項放貸服務，分別為非全資附屬公司（即北京恒嘉國際融資租賃有限公司（「北京恒嘉」）及其附屬公司（統稱「北京恒嘉集團」）在中國開展的融資租賃服務以及TF Advances Limited（「TF Advances」）在香港開展的貸款融資服務。

中國境內的融資租賃服務

業務模式

北京恒嘉集團主要在中國境內提供融資租賃及相關諮詢服務。所提供融資租賃的主要模式為售後租回模式。其主要以具追索權或無追索權形式自同業或銀行取得背對背貸款金額並向客戶授出。就追索權融資而言，融資協議載有追索權條款，據此，發生追索權條款指明之事件（「追索權事件」）後，最終放貸方有權將租賃期內應收承租人之定期租賃付款尚未支付之應收款項轉讓回北京恒嘉集團，北京恒嘉集團將向最終放貸方支付金額相等於所轉讓尚未支付應收定期租賃付款之款項。就無追索權融資而言，發生追索權事件後，北京恒嘉集團對最終放貸方遭受之任何損害賠償及虧損概不承擔責任。由於監管規定日益趨嚴導致難以取得背對背借款以撥付融資租賃，本集團近期乃以自有資金撥付此等業務。

BJEG Group's target customers in the PRC mainly include sizable and asset-intensive institutional customers covering industries ranging from the energy resources, manufacturing, transportation, public utility construction, property management and education sectors. Most customers of BJEG Group in the PRC are sought after through (a) referrals from business partners of existing customers, banks or peers, (b) marketing and sales effort from BJEG Group's operation division in the PRC, and (c) business connections from the Group's senior management.

Internal control procedures

BJEG Group has taken the following internal control measures in carrying out the financial leasing business:

Credit risk assessment of customers

- (i) The operation division of the BJEG Group evaluates the background and the credit worthiness of any new customers by considering its financial position, market share, background of shareholders and business reputation. The BJEG Group also takes into consideration their business strategies in the future and their expansion plan. After assessment, the Operation Division will make application and the management of the BJEG Group will decide whether to make quotation and the proposed terms of the finance lease based on the application, source of funding, preliminary risk of the application and assessment of costs to be incurred by the Finance and Treasury Division.

Mechanism in determining loan terms

- (ii) After preliminary approval by the management, the operation division of the BJEG Group will carry out due diligence and checks on creditworthiness. The BJEG Group studies and analyses the background of the customer including its operating history and shareholders and other financial information. Specific needs in respect of the type and specification requirements of the assets will also be studied and compared with the BJEG Group's historical and market records. After due diligence, the operation division of the BJEG Group will provide preliminary quotation for client's consideration based on the estimated cost of capital, return assessment and approval by the management.

北京恒嘉集團在中國的目標客戶主要包括涵蓋能源資源、製造、交通、公共設施建設、物業管理及教育等行業的大規模、資產密集型機構客戶。北京恒嘉集團中國境內的大多數客戶乃透過以下方式招攬而來：(a)現有客戶、銀行或同業的業務合作夥伴推薦、(b)北京恒嘉集團中國營運部的市場推廣及銷售工作以及(c)本集團高級管理層的商業網絡。

內部控制程序

在開展融資租賃業務過程中，北京恒嘉集團已採取如下內部控制措施：

客戶信貸風險評估

- (i) 北京恒嘉集團的營運部憑藉考慮新客戶的財務狀況、市場份額、股東背景及商業信譽來評估任何新客戶的背景及信譽。北京恒嘉集團亦會考慮其未來的業務策略及擴展計劃。評估後，營運部將提出申請，北京恒嘉集團管理層將根據申請、資金來源、初步告知的申請風險及對財務資金部將產生成本作出的評估，決定是否提供報價及融資租賃的建議條款。

貸款期限釐定機制

- (ii) 經管理層初步批准後，北京恒嘉集團營運部將進行盡職審查及信譽核查。北京恒嘉集團研究及分析客戶背景，包括其經營歷史、股東及其他財務資料。有關資產類別及特性要求的特別要求亦需要研究並與北京恒嘉集團的歷史及市場記錄進行對比。經盡職審查後，北京恒嘉集團營運部將根據估計資本成本、回報評估及管理層的批准提供初步報價供客戶考慮。

The BJEG Group will also evaluate different transaction structures and the relevant leasing and financing options. Lease terms including time frame, the amount of the lease payment, the payment schedule, and financing terms including interest rate, duration and the amount of financing will also be considered for the purpose of making an overall assessment of the legal and operational risks of a particular transaction. Interest rate risk, counterparty and credit risk, the level of debt, and the residual value risk of the subject assets will also be assessed at this stage. Cash flow analysis will also be performed to assess the financial impact of the transaction.

In evaluating a finance lease transaction, the BJEG Group will assess the profitability and the return on investment, the counterparty risk, leverage risk, and the residual value risk.

The BJEG Group will proceed to obtain preliminary indications from the financial institutions for the financing arrangements (if any). The BJEG Group will generally require indications from at least two financial institutions on the proposed financing arrangements.

Approval process for granting loans

- (iii) After confirmation of principal terms with the customers, the operation division of the BJEG Group will make a final application and notify the finance and treasury division of the BJEG Group. With reference to the opinion from external legal adviser, the general manager will conduct the final assessment of the risk of the finance lease application and consider recommending it or not to the board of BJEG, the legal representative of TJ Ever Grand to approve it accordingly.

After the approval by the board of BJEG, the legal representative of TJ Ever Grand, the operation division of the BJEG Group will then proceed to prepare the agreement and relevant document on the basis of the negotiated and approved terms of the asset acquisition, lease and the financing of the finance lease (if any). The relevant documents will be reviewed by the finance and treasury division of the BJEG Group and external legal adviser for comments.

北京恒嘉集團亦將評估不同交易架構以及相關租賃及融資選擇權，同時亦會考慮租賃條款（包括期限、租賃付款及付款時間表）及融資條款（包括利率、期限及融資額），以對特定交易的法律及營運風險作出整體評估。此階段亦會評估利率風險、對手方及信貸風險、債務水平及標的資產的剩餘價值風險。亦會進行現金流分析，以評估交易的財務影響。

於評估融資租賃交易時，北京恒嘉集團將評估投資的盈利能力及回報、對手方風險、槓桿風險及剩餘價值風險。

北京恒嘉集團將著手就融資安排（如有）取得金融機構的初步意向。北京恒嘉集團通常會就建議融資安排獲取至少兩家金融機構的意向。

貸款審批流程

- (iii) 於與客戶確定主要條款後，北京恒嘉集團營運部將提出最後申請並通知北京恒嘉集團財務資金部。根據外部法律顧問的意見，總經理將對融資租賃申請的風險進行最終評估，並據此考慮是否向北京恒嘉董事會、天津恒嘉的法律代表建議批准。

經北京恒嘉董事會、天津恒嘉的法律代表批准，北京恒嘉集團營運部屆時將著手基於經磋商及批准的資產收購、租賃及融資租賃融資的條款編製協議及相關文件（如有）。北京恒嘉集團財務資金部及外部法律顧問將審查相關文件，徵求意見。

Following the determination of the specifications and the detailed terms of the financing arrangements (if any), the BJEG Group will proceed to coordinate with different parties for the finance lease and financing. The process represents the collaborative efforts of different departments to ensure that all the related arrangements will be completed according to the planned schedule.

The finance and treasury division of the BJEG Group grants financing according to the financing conditions and timetable of the signed finance lease agreement and the financing of the finance lease agreement (if any).

All the finance leases will be subject to a further approval by the board of the Company if an applied amount triggers the disclosure or shareholder's approval obligation of the Company under the Chapter 13, 14 or 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

Monitoring loan repayment and recovery

- (iv) The operation division and finance and treasury division of the BJEG Group monitors the receipt of the lease payment from the customers, and closely monitors if there is any delay in the lease payment by the customers and follow-up actions to be taken promptly in case of such delay. The BJEG Group will monitor if there is any breach of covenant and assess the consequential impact in case of the occurrence of any breach of covenant.

The operation division of the BJEG Group will closely monitor the financial condition of the lessees and the guarantors (collectively, the "Obligors"), requesting financial statements of the Obligor semi-annually and keeping track of the Obligors in public domain for analysis, in order to monitor the financial position and the operating condition of the Obligors. If and when there are some adverse changes in credit risk in the Obligors based on internal risk evaluation and/or occurrence of delayed payments, on-site checks at the Obligors' premise will be carried out to check the operating condition of the Obligors, project progress and condition of the leased assets, all of which will be documented accordingly. The BJEG Group will obtain the relevant information on the operating and credit condition of the lessee and condition of the leased assets through ongoing monitoring, industry analysis, online information, newspaper and research report, in order to evaluate the creditability of the lessees and identify any potential default risk and based on the result of such evaluations, to timely implement measures such as on-site checks (if and when necessary), replenishment of leased assets, amendments to the terms of the lease agreement, seizure of the leased assets or termination of the lease agreement.

於釐定融資安排的具體規定及詳細條款 (如有) 後,北京恒嘉集團將開始就融資租賃及融資與不同各方配合。該過程中不同部門通力協作,確保所有有關安排將能根據計劃時間表完成。

北京恒嘉集團的財務資金部根據簽訂的融資租賃協議及融資租賃協議融資 (如有) 規定的放款條件和時間表等投放項目款項。

若所申請金額會觸發香港聯合交易所有限公司證券上市規則 (「上市規則」) 第十三、十四或十四A章項下本公司之披露或股東批准責任,則所有融資租賃均須通過本公司董事會的進一步審批。

監察貸款償還及收回情況

- (iv) 北京恒嘉集團營運部及財務資金部監察從客戶收取租賃付款的情況,同時密切監察客戶支付租賃付款時是否有任何延誤,並在出現延誤時迅速作出跟進行動。北京恒嘉集團會監察任何契諾是否遭違反及評估違反任何契諾的後果影響。

北京恒嘉集團營運部將密切監控承租人及擔保人 (統稱「債務人」) 的財務狀況,每半年要求債務人提供財務報表,並在公共領域對債務人跟進分析,以監控債務人的財務狀況及運營狀況。若債務人根據內部風險評估發生信貸風險的不利變化及/或延遲付款,將對債務人進行實地現場檢查,以監測債務人的經營狀況、項目進展情況及租賃資產狀況,上述所有都將相應地進行記錄。北京恒嘉集團通過持續監測、行業分析、網絡資料、報刊及研究報告等外部渠道等及時了解承租人經營、信貸狀況及租賃資產狀況的相關資料,以評估承租人信譽及識別任何潛在違約風險,並根據評估結果及時採取現場檢查 (如有必要)、補足租賃資產、變更租賃協議條款、取回租賃資產或提前終止租賃協議等相關措施。

In addition, the BJEG Group also closely monitors the operating and credit condition of the customers in order to assess the creditworthiness of the customer and to identify any potential risk of default.

As part of the on-going monitoring process, the BJEG Group also explores opportunities to realise their investments in finance lease receivable through different financing strategies.

Taking actions on delinquent loans

- (v) If the customer of leasing project is overdue, the operation division, finance and treasury division and the project leaders of the BJEG Group will keep a close contact with customers and creditors to keep the relevant parties informed of the current development and seek a proper solution to resolve or mitigate the risk exposure of the BJEG Group.

Upon the enquiry to the customer, the BJEG Group may at its own discretion grant a limited time extension, usually not exceeding three months to the customer. Upon passing the time extension period, the BJEG Group will send demand letters to the defaulting customers.

In the event of a default, the BJEG Group may also negotiate settlement proposals with the customer. Where settlement proposals cannot be agreed, or where the customer fails to honour the commitments under the settlement proposals, or the customer lost contact with the BJEG Group, the BJEG Group may institute legal proceedings against the customer and may, seek to realise the property for public auction to recover the principal and outstanding interest. In determining the time extension, the settlement proposals and the possible enforcement action, we will have regard to, amongst other things, (i) the loan-to-value ratio of the loan (including interest), (ii) the costs of legal action, and (iii) the probability and ability of realizing the underlying securities.

The loan financing services in Hong Kong

Business model

TF Advances is a company incorporated in Hong Kong and a licenced money lender under the Money Lender Ordinance (Chapter 163 of the Laws of Hong Kong), which principally engages in the provision of loan financing service in Hong Kong by providing unsecured or secured loan to its customers. TF Advances generally utilises its internal working capital as the loan principal. TF Advances's target customers in Hong Kong include individuals and institutional clients. Most loan transactions of TF Advances in Hong Kong are sought after through (a) referrals from its existing customers or business partners, and (b) business connections of the Group's senior management.

此外，北京恒嘉集團亦密切監控客戶的經營及信貸狀況，以評估客戶信譽及識別任何潛在違約風險。

作為持續監察程序的一部份，北京恒嘉集團亦發掘機會透過不同融資策略將融資租賃應收款的投資變現。

對拖欠貸款採取行動

- (v) 倘租賃項目客戶逾期還款，北京恒嘉集團營運部及財務資金部以及項目負責人將與客戶及債權人保持密切聯繫，及時通報相關方當前進展，尋求適當解決方案以解除或減輕北京恒嘉集團所承受風險。

經向客戶作出查詢後，北京恒嘉集團可自行酌情授予客戶有限的緩衝期（通常不超過三個月）。緩衝期屆滿後，北京恒嘉集團將向違約客戶發出催款函。

倘發生違約事件，北京恒嘉集團亦可與客戶磋商和解方案。若無法達成和解方案，或客戶未能履行和解方案中的承諾，抑或客戶與北京恒嘉集團失去聯繫，則北京恒嘉集團可對有關客戶提起法律訴訟，並可能尋求通過公開拍賣變現財產以收回本金和未付利息。在釐定緩衝期、和解方案及可能的強制執行行動時，我們將考慮（其中包括）(i)貸款的貸款價值比率（包括利息）、(ii)法律行動的成本及(iii)變現標的證券的可能性和能力。

香港境內的貸款融資服務

業務模式

TF Advances為一家於香港註冊成立的公司，並為香港法例第163章放債人條例項下的持牌放債人，主要通過向客戶提供無抵押貸款或有抵押貸款於香港從事提供貸款融資服務。TF Advances通常將其內部營運資金用作貸款本金。TF Advances在香港的目標客戶包括個人和機構客戶。TF Advances在香港的大部分貸款交易乃透過以下方式獲得：(a)現有客戶或業務合作夥伴推薦及(b)本集團高級管理層的商業網絡。

Internal control procedures

Credit risk assessment of customers;

TF Advances has taken the following internal control measures in carrying out the loan financing business:

- (i) An eligible client could be a corporate or an individual whose creditworthiness and loan collateral are evaluated and approved by the finance department, legal department and the chief executive officer of TF Advances (collectively, the “Management Team”). All the loans will be required to be further approved by the board of the Company if an applied loan amount is over HK\$25 million or an amount that would trigger the disclosure or shareholder’s approval obligation of the Company under the Chapter 13, 14 or 14A of the Listing Rules, whichever is the lower (collectively, the “Threshold”).

Upon receiving the applicant’s particulars and loan terms documented in a loan application form, TF Advances will obtain proof of identity, background and contact details from the applicant for verification. TF Advances will also conduct background search and credit search against the applicants and guarantor (in case of any personal or corporate guarantee). TF Advances will also follow the money laundering and terrorist financing prevention procedures in the course of collection and verification of information about their backgrounds. If there is any collateral such as pledge of real estate property, TF Advances will perform preliminary valuation and validity check on the legal titles of the collateral to be pledged. In case of low liquidity of the collateral, we may consider engaging independent surveyor or valuer to conduct a valuation.

Mechanism in determining loan terms

- (ii) The operation team of TF Advances will determine the offer terms of the loan such as the amount and the interest rate of the loan and the period of repayment, on a case-by-case basis considering the applicant’s background and other factors (if applicable) such as the following:
 - a) Tenor of the loan;
 - b) Any personal or corporate guarantee;
 - c) Any encumbrances on the collateral and its liquidity and marketability;

內部控制程序

客戶信貸風險評估

在開展貸款融資業務過程中，TF Advances已採取如下內部控制措施：

- (i) 合資格客戶可為公司或個人，TF Advances的財務部、法務部和行政總裁（統稱「管理層團隊」）會對其信譽和貸款抵押品進行評估和審批。若所申請貸款金額超過25,000,000港元或會觸發上市規則第十三、十四或十四A章項下本公司之披露或股東批准責任的金額，以較低者為準（統稱「閾值」），則所有貸款均須通過本公司董事會的進一步審批。

在接獲貸款申請表中記錄的申請人詳細資料和貸款條款後，TF Advances將取得申請人的身份證明、背景和聯繫方式以進行核實。TF Advances亦將對申請人和擔保人（若涉及任何個人或公司擔保）展開背景調查和信用調查。在收集和核實有關彼等背景的資料過程中，TF Advances亦會遵循防止洗錢和恐怖主義融資的程序。若存在不動產質押等抵押品，TF Advances會對被質押的抵押品的法定權屬進行初步估值和有效性核查。倘抵押品流動性較低，我們可能會考慮委聘獨立測量師或估值師進行估值。

貸款期限釐定機制

- (ii) TF Advances的營運團隊會逐一釐定貸款的要約條款，例如貸款金額、利率及還款期限等，在此過程中會考慮申請人背景及其他一些因素（如適用），諸如以下各項：
 - a) 貸款年期；
 - b) 任何個人或公司擔保；
 - c) 抵押品是否存在任何產權負擔以及其流動性和可銷性；

- | | | | |
|----|---|----|---------------------------|
| d) | Valuation of the mortgaged real estate (if any); | d) | 所抵押不動產的估價 (如有) ; |
| e) | Salary income proof, duration of current employment, personal net worth for individual customers; | e) | 個人客戶的工資收入證明、當前受僱期、個人淨資產 ; |
| f) | Financial position and performance on the latest auditor's report/management accounts; | f) | 最新核數師報告 / 管理賬目內的財務狀況和業績 ; |
| g) | Proposed use of proceeds; | g) | 所得款項的擬議用途 ; |
| h) | Benchmarking performed by obtaining quotations of the prospective loans in kind by other peers. | h) | 通過獲取其他同行對潛在實物貸款的報價進行基準比照。 |

After collecting all necessary information about the applicants and the loans, a credit assessment form will be completed and submitted to the Management Team for approval.

在收集齊有關申請人和貸款的一切必要資料後，將填寫信用評估表並提交至管理層團隊，以供審批。

Approval process for granting loans

貸款審批流程

- (iii) The Management Team will approve the application if they think fit based on the results of the background checks, borrower's/guarantor's repayment ability, and legal searches and valuation of collateral. Prior to the approval of the application, the Management Team may also consult the independent non-executive directors of the Company for their independent view and professional judgement on the loan application. In addition, the financial controller of the Company will assess the cash position of the Company to ensure the sufficiency of working capital of the Company.

- (iii) 管理層團隊會根據背景調查、借款人／擔保人還款能力評估以及對抵押品的法律搜索和估值的結果在認為合適的情況下批准貸款申請。於申請獲批前，管理層團隊亦可就貸款申請向本公司獨立非執行董事徵詢獨立意見及專業判斷。此外，本公司財務總監會對本公司的現金狀況進行評估，以確保本公司具備充足營運資金。

It is a policy of TF Advances that the loan amount should normally not be more than 100% of the market value of the collateral and/or not be more than 5-years of total forecasted salary income/net profits. Should there be any shortfall, TF Advances may request personal guarantees from the borrower's directors and/or ultimate beneficial shareholders (in case the borrower is a company). Additional approval from the Board is required when the applied loan amount exceeds the Threshold.

TF Advances的政策是，一般情況下，貸款金額不超過抵押品市值的100%及／或不超過5年的預計工資收入／純利總額。若有任何不足，TF Advances可要求借款人的董事及／或最終實益股東 (若借款人為公司) 提供個人擔保。當所申請貸款金額超過閾值時，需要獲得董事會的額外批准。

After obtaining the internal approval, TF Advances will enter into the loan agreements with the borrowers and/or guarantors. TF Advances may also instruct its external legal consultant for the preparation and execution of the required legal documents.

於獲得內部批准後，TF Advances會與借款人及／或擔保人簽訂貸款協議。TF Advances亦可授意其外部法律顧問擬備及簽立所需法律文件。

Monitoring loan repayment and recovery

- (iv) Upon the loan agreements being entered into, the finance department of TF Advances will mark the date of repayments of each loan. One week before the payment due date, a notice for demand is served to borrower. When it is overdue, an overdue notice will be brought to the attention of senior management of TF Advances for further consideration.

At each year end, a valuation of collateral is performed to ensure the sufficiency of loan-to-value ratio at least reaching 100%. At each end date of the bi-annual reporting period on 30 June and 31 December of each year, the finance department of TF Advances will obtain an updated statement of collaterals or financial statements of borrower and guarantors (if any) for evaluation of credit worthiness.

Taking actions on delinquent loans

- (v) When the loan is overdue, the finance department of TF Advances will contact the borrower and guarantor (if any) to remind them of the possible enforcement action(s) and timing of repayment and seeking reasons for the delay in payment. Depending on the reasons given by the borrower, TF Advances may at its discretion grant some time extension for a period usually not exceeding 3 months.

When the loan is overdue for more than 1 month, a written notice for demanding repayment will be served to the borrower and guarantor (if any).

When the loan is overdue for more than 3 months, a demand letter will be served to the borrower and guarantor (if any). If no concrete response is received, legal proceedings may be commenced against the borrower and guarantor (if any). TF Advances may also apply to court for freezing and/or disposing of the collaterals.

Normally settlement proposals like rescheduling the repayment schedule would be negotiated between the defaulted customer and TF Advances. However, such repayment schedule shall be approved by the director(s) of TF Advances. Further approval from the Board will be required, if the repayment proposal involves a change in principal terms of any transaction which exceeds the Threshold or triggers any other requirements under the Listing Rules.

監察貸款償還及收回情況

- (iv) 於貸款協議簽訂後，TF Advances的財務部會標記每筆貸款的還款日期。借款人會在還款到期日前一週收到催款通知。若還款逾期，逾期通知將被提交至TF Advances高級管理層以供進一步考慮。

抵押品每年年末會進行估值，以確保貸款價值比率充足，至少達到100%。於每年六月三十日及十二月三十一日的半年度報告期結算日，TF Advances的財務部會取得最近期的抵押品報表或借款人及擔保人(如有)的財務報表，以評估信用度。

對拖欠貸款採取行動

- (v) 貸款若遭拖欠，TF Advances的財務部會聯繫借款人及擔保人(如有)，提醒彼等可能採取強制執行行動以及還款時間，並追問延遲還款的原因。根據借款人給出的理由，TF Advances可酌情授予緩衝期，惟通常不超過3個月。

逾期1個月以上的，將會書面通知借款人及擔保人(如有)要求還款。

逾期3個月以上的，將向借款人及擔保人(如有)送達催款函。若未能得到明確答覆，可對借款人及擔保人(如有)提起法律訴訟。TF Advances亦可向法院申請凍結及／或處置抵押品。

通常情況下，違約客戶與TF Advances之間會磋商還款展期之類的和解方案。然而，還款展期須通過TF Advances董事的審批方可作實。若還款方案涉及變更任何交易的主要條款，以致超出閾值或觸發上市規則項下的任何其他規定，則須取得董事會的進一步批准。

TOP FIVE BORROWERS

The following table sets out the top five borrowers of the Group and the respective principal terms of finance lease receivables (“FL”) and loan financing (“Loan”):

前五名借款人

下表列出本集團前五名借款人及融資租賃應收款（「融資租賃」）和貸款融資（「貸款」）各自的主要條款：

	Type of receivable 應收款類型	Interest rate, term, maturity and securities obtained 利率、條款、到期日及取得的擔保	As at 31 December 2021 Principal Amount 於二零二一年十二月三十一日 本金額 HK\$'000 千港元	Percentage to the total gross principal amount 佔本金總額百分比	As at 31 December 2020 Principal Amount 於二零二零年十二月三十一日 本金額 HK\$'000 千港元	Percentage to the total gross principal amount 佔本金總額百分比
Gross: 總額：						
Customer 1 – Qinghai 客戶1—青海	FL 融資租賃	5.46% per annum, 5-years ending in April 2023, secured by leased machinery and guaranteed by its ultimate holding company. 年利率5.46%，截至二零二三年四月為期五年，由租賃機械作抵押並由其最終控股公司擔保。	245,380	43.3%	237,520	42.9%
Customer 2 – Sanya 客戶2—三亞	Loan 貸款	9% per annum, 1-year ended in Jan 2020, secured by leased aviation facilities and others and guaranteed by its holding company. 年利率9%，截至二零二零年一月為期一年，由租賃航空設施及其他作抵押並由其控股公司擔保。	165,631	29.2%	160,326	29.0%
Customer 3 客戶3	Loan 貸款	10% per annum, 1-year ending in Jan 2023, secured by a share charge by a chargor company in which Customer 3 indirectly owned 90% equity interest. 年利率10%，截至二零二三年一月為期一年，由客戶3間接擁有90%股權的押記公司的股份質押作抵押。	56,000	9.9%	-	-
Customer 4 客戶4	FL 融資租賃	11.0% per annum, 2 to 3 years ending in Nov 2023 and Apr 2024, secured by leased equipment and guaranteed by its former holding company. 年利率11.0%，截至二零二三年十一月及二零二四年四月為期兩至三年，由租賃設備作抵押並由其前控股公司擔保。	36,807	6.5%	-	-
Customer 5 客戶5	FL 融資租賃	4.75 per annum, 5-years ending Jan 2022, secured by leased machineries and security deposit. 年利率4.75%，截至二零二二年一月為期五年，由租賃機械及保證金抵押。	12,269	2.2%	59,380	10.7%
Others 其他	Loan 貸款		-	-	30,509	5.5%
Others 其他	FL 融資租賃		8,588	1.5%	14,845	2.7%
Others – treasury investment (Note 6) 其他 – 資金投資 (附註6)	Loan 貸款		42,451	7.4%	50,656	9.2%
Total gross principal amount 本金總額			567,126	100%	553,236	100%

EXPECTED CREDIT LOSS (“ECL”) OF FINANCE LEASE AND LOAN RECEIVABLES

融資租賃應收款及應收貸款之預期信貸虧損（「預期信貸虧損」）

The following table sets out the details of ECL of finance lease and loan receivables:

下表載列融資租賃應收款及應收貸款之預期信貸虧損詳情：

	Type of receivable	ECL Stage for 2021 balance	二零二一年結餘之預期信貸虧損階段	Notes	附註	As at	Percentage	As at	Percentage
						31 December 2021	to the total	31 December 2020	to the total
						Amount of Provision	provision	Amount of Provision	provision
						於二零二一年十二月三十一日撥備金額	佔撥備總額百分比	於二零二零年十二月三十一日撥備金額	佔撥備總額百分比
						HK\$'000		HK\$'000	
						千港元		千港元	
Gross:									
總額：									
Less: Provision for impairment losses									
減：減值虧損撥備									
Customer 1 – Qinghai	FL	3		Note 1		(144,774)	56.7%	(140,137)	49.9%
客戶1 – 青海	融資租賃			附註1					
Customer 2 – Sanya	Loan	3		Note 2		(103,059)	40.4%	(108,072)	38.5%
客戶2 – 三亞	貸款			附註2					
Customer 3	Loan	1		Note 3		–	–	N/A	N/A
客戶3	貸款			附註3				不適用	不適用
Customer 4	FL	1		Note 4		(3,681)	1.4%	–	–
客戶4	融資租賃			附註4					
Customer 5	FL	1		Note 5		–	–	(3,563)	1.3%
客戶5	融資租賃			附註5					
Others	Loan	3				–	–	(25,509)	9.0%
其他	貸款								
Others	FL	1				(1,227)	0.5%	–	–
其他	融資租賃								
Others – treasury investment (note 6)						(2,454)	1.0%	(3,563)	1.3%
其他 – 資金投資 (附註6)						(2,454)	1.0%	(3,563)	1.3%
Total provision						(255,195)	100%	(280,844)	100%
撥備總額									
Total net amount						311,931		272,392	
總淨額									

Basis of Assessment of ECL

ECL assessment on receivables are performed individually based on probability-weighted expected credit losses of multiple possible events (“PWECL”) model adopted in accordance with HKFRS 9, which involves 4 key parameters, namely (i) Exposure at default (“EAD”); (ii) probability of default (“PD”); (iii) Loss given default (“LGD”) or 100% minus recovery rate upon default (“Recovery Rate”); and (iv) discount rate. The depth of PWECL model depends on the year end status of recoverability of each receivables which are classified into 3 stages from the lowest stage 1 to the highest stage 3 further set out in note 35 and summarised as below. References are made to an announcement dated 3 September 2021 for capital terms used and further details.

預期信貸虧損之評估基準

根據香港財務報告準則第9號，採用多個可能事件的概率加權預期信貸虧損（「概率加權預期信貸虧損」）模型單獨評估應收款項的預期信貸虧損，當中涉及四個關鍵參數，即(i)違約敞口（「EAD」）；(ii)違約概率（「PD」）；(iii)違約損失率（「LGD」）或100%減違約回收率（「回收率」）；及(iv)貼現率。PWECL模型的深度取決於每項應收款項的年末可收回狀況，應收款項分類為3個階段，從最低的第1階段至最高的第3階段（進一步詳情載於附註35）並概述如下。有關所用資本條款及進一步詳情，請參閱日期為二零二一年九月三日之公告。

Type of stage 階段類型	Year end status of recoverability 年末可收回狀況	Length of assessment 評估時長
Stage 1 第1階段	The counterparty has a low risk of default and does not have any past-due amounts, or debtor frequently repays after due dates but usually settle after due date 對手方的違約風險低亦無任何逾期款項，或債務人經常於到期日後償還但通常於到期日後結清	12 month ECL 12個月預期信貸虧損
Stage 2 第2階段	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 透過內部及外部資源所建立的資料，初步確認以來，信貸風險並無顯著地增加	Lifetime ECL-not credit-impaired 年期內預期信貸虧損—非信貸減值
Stage 3 第3階段	There is evidence indicating the asset is credit-impaired 有證據顯示資產為信貸減值	Lifetime ECL-credit-impaired 年期內預期信貸虧損—已信貸減值

General collaterals, guarantees obtained and comments over the movement in the total provision for ECL

As at 31 December 2021, FL were all secured by respective equivalent or more worth of net book value of leased machinery and equipment. FL with an aggregate carrying amount of HK\$144,774,000 were also guaranteed by related parties of customers and/or customers’ deposits.

As at 31 December 2021, Loan other than those for treasury investment were all secured by respective equivalent or more worth of net book value of respective leased aviation facilities and unlisted equity interest of a company and also a carrying amount of HK\$62,572,000 was guaranteed by a related party of customer.

所取得的一般抵押品、擔保及對於預期信貸虧損撥備總額變動的意見

於二零二一年十二月三十一日，融資租賃均由分別相等於租賃機器及設備賬面淨值或更高的價值抵押。總賬面值為144,774,000港元之融資租賃亦以客戶之關聯方及／或客戶之存款擔保。

於二零二一年十二月三十一日，用於資金投資以外的貸款均由分別相等於各租賃航空設施及公司非上市股權賬面淨值或更高的價值抵押，且62,572,000港元的賬面值亦由客戶之關聯方擔保。

The provision for impairment losses on receivables decreased by HK\$25.6 million from HK\$280.8 million as at 31 December 2020 to HK\$255.2 million primarily because of a write-off of a fully impaired loan of HK\$25.5 million in prior years. Other than this, there was a relatively mild increase or decrease in provision for each receivable that offset each other and did not impact on the total during the year.

Notes:

- As at 31 December 2021, the cumulative ECL amount of HK\$144.8 million is based on EAD of HK\$229.4 million after netting off collateral value of HK\$15.9 million, PD of 100% (i.e. default events were triggered in prior years), LGD of 61.03% or recovery rate of 38.97% and discount factor of 0.95. There were no significant changes in the parameters and thus no significant movement in the provision for ECL noted.
- As at 31 December 2021, the cumulative ECL amount of HK\$103.1 million is based on EAD of HK\$165.6 million, PD of 100% (i.e. default events were triggered in prior years), LGD of 62% (2020: 57.7%) or recovery rate of 38% (2020: 42.3%) and discount factor of 1.0 (2020: 0.91). There was a slight overprovision for ECL of approximately HK\$5 million mainly because of the timing factor as the repayment scheme under the approved restructuring plan was in process and the compensation will be receivable shortly after the current year end.
- As at 31 December 2021, there was no provision for ECL mainly because the estimated collateral value sufficiently covers the credit exposure.
- As at 31 December 2021, the cumulative ECL amount of HK\$3.7 million is based on EAD of HK\$36.8 million, PD of 1.2%, LGD of 61.9% or recovery rate of 38.10% and discount factor of 0.9. The receivable was newly acquired in 2021 and no comparison with prior year can be made.
- As at 31 December 2021, the prior year cumulative ECL amount was fully reversed because the last installment receivable was subsequently received.
- The receivables made for treasury investment purpose are mainly trust products issued and managed by trust management companies in the PRC and not considered part of the principle activities of the money lending business.

應收款減值虧損撥備自於二零二零年十二月三十一日的280,800,000港元減少25,600,000港元至255,200,000港元，主要由於撇銷上一年度悉數減值貸款25,500,000港元。除此之外，各應收款項撥備增減幅度相對較小，相互抵銷，對年內總額並無影響。

附註：

- 於二零二一年十二月三十一日，累計預期信貸虧損金額144,800,000港元基於EAD 229,400,000港元（經扣除抵押品價值15,900,000港元），PD 100%（即上一年度觸發違約事件），LGD 61.03%或可收回率38.97%及貼現係數0.95。參數並無重大變化，因此預期信貸虧損撥備並無出現顯著變化。
- 於二零二一年十二月三十一日，累計預期信貸虧損金額103,100,000港元基於EAD 165,600,000港元，PD 100%（即上一年度觸發違約事件），LGD 62%（二零二零年：57.7%）或可收回率38%（二零二零年：42.3%）及貼現係數1.0（二零二零年：0.91）。預期信貸虧損輕微超額撥備約5,000,000港元，主要由於時間因素所致，原因是經批准重組計劃項下的還款計劃正在進行中及賠償將於本年度末不久後可予收取。
- 於二零二一年十二月三十一日，並無就預期信貸虧損計提撥備，主要是因為估計抵押品價值足以覆蓋信貸風險。
- 於二零二一年十二月三十一日，累計預期信貸虧損金額3,700,000港元基於EAD 36,800,000港元，PD 1.2%，LGD 61.9%或可收回率38.10%及貼現係數0.9。應收款項於二零二一年新取得，故無法與上一年度進行比較。
- 於二零二一年十二月三十一日，上一年度累計預期信貸虧損金額已全部轉回，因最後一期應收款項已後續收回。
- 就資金投資用途之應收款項主要為中國信託管理公司發行及管理之信託產品，且不被視為放貸業務主營業務之一部分。

CHARGE OF ASSETS

As at 31 December 2021, the restricted bank deposits of HK\$18.4 million (as at 31 December 2020: HK\$20.7 million) and the finance lease receivables of HK\$100.6 million (2020: HK\$97.4 million) were pledged to the banks and other non-bank financial institutions for facilities granted to the Group.

As at 31 December 2021, the Group's 51.39% equity interest in Ever Grand (Tianjin) Finance Lease PRC Co., Ltd. was pledged to secure a borrowing facility to finance prospective finance lease transactions, which did not materialize later and the facility had never been utilised. The share charge was subsequently discharged on 24 January 2022.

CONTINGENT LIABILITIES

As at 31 December 2021, there was a litigation in the PRC about an alleged breach of loan contract brought by The Export Import Bank of China ("EXIM Bank") against BJEG, a non-wholly owned subsidiary of the Company in the PRC. A court hearing was held in late April 2021. The loan contract was related to Qinghai, and its terms and amount of loan proceeds were back-to-back with those of the finance lease agreement with Qinghai. In this appeal, EXIM Bank as an appellant appealed to overturn the judgement at the first instance (Notification ([2020] Shan 01 Min Chu 659) handed down by the Intermediate People Court of Xi'an City, Shanxi Province (the "Xi'an Intermediate Court") which dismissed EXIM Bank's claims brought against BJEG regarding the alleged breach of loan contract in December 2020. In the appeal case, EXIM Bank reinstated its claims to require BJEG to repay the outstanding principal, overdue interests (i.e. normal, compound and penalty to be charged at 50% of the prevailing commercial lending standard rate of the same kind in the PRC plus 15%) under the loan contracts and court fees or requested to return the case for retrial. As at 31 December 2021, the relevant carrying amount of outstanding principal and interest amounted to RMB200 million and RMB27.8 million recorded in borrowing and other payable respectively. As at the date of this report, the judgement of the appeal case is not yet available.

Save as disclosed hereinabove, the Group had no other material contingent liabilities as at 31 December 2021.

CAPITAL COMMITMENTS

As at 31 December 2021, the Group had capital commitments of HK\$0.1 million (2020: HK\$0.1 million) for the acquisition of property, plant and equipment.

資產抵押

於二零二一年十二月三十一日，受限制銀行存款18,400,000港元（於二零二零年十二月三十一日：20,700,000港元）及融資租賃應收款100,600,000港元（二零二零年：97,400,000港元）已就授予本集團之融資抵押予銀行及其他非銀行金融機構。

於二零二一年十二月三十一日，本集團所持恒嘉（天津）融資租賃有限公司的51.39%股權已被質押作為潛在融資租賃交易撥資的借款融資的抵押，惟該交易其後並未落實及融資從未被動用。股份押記隨後已於二零二二年一月二十四日解除。

或然負債

於二零二一年十二月三十一日，中國進出口銀行（「進出口銀行」）在中國針對北京恒嘉（本公司一家中國非全資附屬公司）提起訴訟，指稱其違反貸款合約。法院於二零二一年四月底進行聆訊。該貸款合約與青海有關，其條款及貸款所得款項金額和與青海訂立的融資租賃協議的條款及貸款所得款項金額背對背。於本次上訴中，進出口銀行作為上訴人，要求駁回陝西省西安市中級人民法院（「西安中級法院」）於二零二零年十二月作出的一審判決（通知書[2020]陝01民初659號），該判決駁回進出口銀行就指稱違反貸款合約針對北京恒嘉提起的索償。於上訴案件中，進出口銀行重申其索償，要求北京恒嘉償還貸款合約項下的尚未償還本金、逾期利息（即將按中國同類現行商業借貸標準利率的50%另加15%收取的一般利息、復利及違約金）及訴訟費用，或將案件發回重審。於二零二一年十二月三十一日，尚未償還本金及利息的相關賬面值人民幣200,000,000元及人民幣27,800,000元分別於借款及其他應付款中入賬。於本報告日期，尚未對上訴案件作出判決。

除本報告上文所披露者外，於二零二一年十二月三十一日，本集團並無其他重大或然負債。

資本承擔

於二零二一年十二月三十一日，本集團就收購物業、廠房及設備之資本承擔為100,000港元（二零二零年：100,000港元）。

PROSPECT

Looking ahead, the Group will likely continue facing a few operating challenges. In China where the Group's financial leasing business is operated, it demonstrated a strong rebound in economic growth in 2021 with a year-on-year growth of China's GDP of 8.1%, thanks to the resumption of normal commercial activities through the successful implementation of zero tolerance COVID-19 elimination strategy throughout the year. Having said that, the recent domestic outbreak of the new COVID-19 variant, Omicron, has caused more broad-based and longer-lasting restrictions, leading to larger disruptions in economic activities. In addition, China has been struggling with the risk of increasing level of corporate and local government debts. In the midst of continued geopolitical tensions and a threat of deglobalization, China's sustainable economic growth will depend on the success of economic rebalancing toward consumption, services, and green investments, which places further reliance on markets and private sector initiative collaborated with necessary government supports to achieve the required structural changes. None of these rebalancing acts are easy.

In Hong Kong where the Group has been placing emphasis on domestic consumption market especially on the consumer products found in pharmacies, economic recovery remained robust through successful implementation in COVID-19 containment measures and a series of anti-epidemic subsidies schemes launched by the Hong Kong government until recently a fifth wave of outbreak of Omicron variant of COVID-19 pandemic, which hit the city hard. People from all walks of life on almost every aspect and commercial activities have been heavily disrupted by loads of stringent social distancing restrictions. Unemployment rate is expected to rise as a result of more retail shops and vulnerable SMEs going out of business. The future local economy lies on the success in controlling the new wave of infections, the reopening of the borders and the political stability.

As to the Financial Leasing Segment, it has been exploring new business models to thrive under the prevailing regulatory requirements and targeting customers in some promising sectors like green energy, environment friendly and mechanic and engineering. Since the restructuring plans of two defaulted customers had been approved by the court and their creditors and the execution of the plans were still under progress as at year end of 2021, a greater effort has also been put to sort out the creditors of these two defaulted recourse businesses especially in mitigating the risk of litigation brought or to be brought by them. It involves enormous amount of negotiations with the creditors and gathering favorable admissible evidences to prepare for a legal battle with an aim to get the segment off the deal structure or/and reach out of court settlement. At the same time, it continues to adhere to the risk management and control policies to critically evaluate any potential adverse change in credit risk of other existing finance projects and promptly take recovery actions in a bid to safeguard the Group's assets.

前景

未來，本集團將可能繼續面臨諸多經營挑戰。在本集團融資租賃業務所在的中國，由於全年成功實施COVID-19疫情清零政策，商業活動恢復正常，二零二一年經濟增長強勁反彈，中國國內生產總值同比增長8.1%。話雖如此，最近在國內爆發的COVID-19新變異株Omicron已造成更廣泛及持久的限制，導致經濟活動受到更大的干擾。此外，中國一直在努力應對企業及地方政府債務水平上升的風險。在持續的地緣政治緊張局勢及去全球化的威脅中，中國的可持續經濟增長將取決於通過消費、服務及綠色投資成功實現經濟再平衡，進一步依賴市場及私營部門的主動性，配合必要的政府支持實現所需的結構性變化。該等再平衡舉措面臨重重困難。

在香港，本集團一直重視本土消費市場，尤其是藥店可購得消費品；由於COVID-19疫情控制措施成功實施以及香港政府推出一系列抗疫補貼計劃，香港經濟保持強勁復甦，直至最近爆發第五輪COVID-19 Omicron變異株疫情，對香港造成嚴重衝擊。各行各業的人士幾乎在各方面及商業活動中均受到大量嚴格社交距離限制的嚴重干擾。由於更多零售商店及脆弱中小企業倒閉，預計失業率將上升。未來的地方經濟取決於能否成功控制新一輪的感染，能否重新開放邊境及政治穩定。

融資租賃分部方面，本集團一直在探索新的業務模式，以在現行監管規定下蓬勃發展，並瞄準綠色能源、環保、機械工程等具有發展前景領域的客戶。由於兩家違約客戶的重組方案已獲得法院及其債權人的批准，且截至二零二一年底，計劃仍在執行中，因此本集團亦加大對兩家違約追索業務債權人的清理力度，特別是降低彼等提起或將要提起的訴訟風險。其涉及與債權人進行大量談判，並收集有利的可採證據，為法律訴訟做準備，使該分部脫離交易結構或／及達成庭外和解。與此同時，本集團繼續堅持風險管理及控制政策，慎重地評估其他現有融資項目信貸風險的任何可能不利變化，並及時採取追償措施保護本集團的資產。

As to the Investment Segment, the Group will continue to adopt a conservative investment strategy towards the investment portfolio comprising of equity, debt and real estate. With the robust risk management and control policies, the Group will closely assess its performance and optimize its composition in order to strike a balance between a stable return and the necessary liquidity of the Group.

As to the Food Additives Business, it has been grappling with the surge in raw material price of sorbitol. With a higher cost profile of the manufacturing process, it is uneasy to shift the burden to customers and thus the gross profit is suppressed. Leveraging the purchase team's knowledges and connections with the supply chain, it has been exploring business opportunity in the trading of those raw materials, though at lower gross profit, to make up for the narrower margin of sales of manufactured goods and broaden a new income source at a minimum setup cost. In the mid to long term, the primary focus still remains on increasing the capacity of solid sorbitol through establishment of one or more new production lines in order to tackle the persistent problem of economic of scale and build up the bargaining power with customers. The expansion plan has been subject to new fresh capital. In the meantime, the segment will continue to enhance the production stability, broaden the customer base in different provinces and industries, and optimize the production process to reduce operating costs.

As to the Trading Segment, the Group will emphasize on product diversification, various distribution channels and widening customer base in different territories to bolster the business volume. The segment has recently put for sale certain proprietary Chinese medicines ("PCMs"), health products and other personal care products on an e-commerce platform in China specialising in the sales of a variety of quality life products. In addition, seeking partnerships with various healthcare companies allow us to expand our product line into the fields of maternal and child healthcare as well as medicines. Leveraging a wholesaler licence in PCMs, the Group has reached in a delicate stage to obtain a direct exclusive distributorship of PCMs with manufacturers to enhance the volume and profitability. Leveraging our personal network and expertise in the industry, establishment of extensive distribution network of small and medium dispensaries in Hong Kong and the public awareness of hygiene and health during the pandemic, the future demand for health products, personal care and other medical products that the segment offers looks promising. The Group will remain committed to cultivate the business and consider it as a growth impetus in the future.

In addition to the existing segments, the Group will cautiously and diligently explore new potential growth opportunities, undervalued assets and business expansion in order to diversify the income sources, bring in profits and ultimately attain long and sustainable growth and enhance shareholders' value as a whole.

投資分部方面，本集團將繼續對包括股權、債務及房地產在內的投資組合採取保守的投資策略。在穩健的風險管理及控制政策之下，本集團將密切評估其表現並優化其構成，從而保持本集團於穩定收入與必要流動資金之間的平衡。

食品添加劑業務方面，本集團一直在應對山梨糖醇原材料價格暴漲的局面。由於製造過程的成本較高，難以將負擔轉移至客戶，從而抑制了毛利。憑藉採購團隊的了解及與供應鏈的聯繫，本集團一直在探索該等原材料貿易的業務商機（儘管毛利較低），以彌補製成品銷售利潤的減少，並以最低的設置成本擴大新的收入來源。從中長期來看，重點仍是通過建立一條或多條新生產線來提高固體山梨糖醇的產能，以解決持續存在的規模經濟問題，並建立與客戶的議價能力。擴張計劃需要新鮮的資金注入。同時，該分部將繼續加強生產穩定性，在不同的省份及行業擴大客戶基礎，並優化生產流程以降低營運成本。

貿易分部方面，本集團將注重產品多樣化、分銷渠道多元化及擴大不同地區的客戶群體，提升業務量。該分部最近在中國專注於多品類品質生活產品銷售的電商平台銷售若干品牌中藥（「品牌中藥」）、保健產品及其他個人護理產品。另外，尋求與各類醫療保健公司合作將令我們可拓展產品線至母嬰保健品及藥品領域。憑藉品牌中藥的批發商牌照，本集團已進入與製造廠商建立品牌中藥直接獨家代理關係以提升銷量及盈利的微妙階段。考慮到在行業內的人際網絡及專業知識、遍佈香港的龐大的中小型藥房分銷網絡以及疫情期間公眾的衛生與健康意識，未來對於分部提供的保健產品、個人護理及其他醫療保健產品的需求前景廣闊。本集團將繼續致力培育該業務，並視之為未來增長之動力。

除了現有分部之外，本集團將以審慎的態度努力地發掘新的潛在增長機會、低估值資產及業務拓展，以實現收入來源的多樣化、創造利潤，最終實現長期可持續增長並提升股東的整體價值。

SIGNIFICANT INVESTMENTS AND MATERIAL DISPOSALS

At 31 December 2021, the Group held loan receivables (excluding from a loan receivable from sale-leaseback transaction and those from money lending business) of HK\$40.0 million (2020: HK\$47.1 million), equity investments at FVTOCI of HK\$108.8 million (2020: HK\$123.8 million) and financial assets at FVTPL of approximately HK\$147.1 million (2020: HK\$156.1 million).

During the year, the Group invested in loan receivables through 1 to 3 years trust products of HK\$30.2 million (2020: HK\$45.4 million) issued by financial institutions in the PRC. The Group recorded loan interest income from loan receivables amounting to HK\$3.1 million (2020: HK\$5.9 million) and a reversal of impairment loss on loan receivables of HK\$1.2 million (2020: impairment loss of HK\$3.4 million).

The equity investments at FVTOCI of HK\$108.8 million as at 31 December 2021 (2020: HK\$123.8 million) represented unlisted equity securities issued by the PRC and Hong Kong private entities with operations including manufacturing and sales of medical equipment, rockets and satellite network, new materials for industrial and medical equipment, batteries for EV cars, provision of asset management of unlisted investments in the PRC and SFC licensed business activities of type 1, 2, 4, 5 and 9 in Hong Kong. There was a fair value loss of HK\$18.7 million recognised through other comprehensive income in 2021 (2020: a fair value loss of HK\$3.6 million) and no dividend income was recognised to profit or loss in 2021 and 2020 from the equity investments at FVTOCI.

The equity investments at FVTOCI as at 31 December 2021 included the equity investment of 55,500,000 shares of Imagi Brokerage Limited (“Imagi Brokerage”), representing approximately 9.69% of the total issued shares of it (as at 31 December 2020: 55,500,000 shares or 9.99%), whose fair value was HK\$55.7 million or approximately 5.15% of the Group’s total asset (as at 31 December 2020: HK\$74.3 million or 6.3%) and the cost was HK\$74.3 million. The Imagi-Brokerage mainly carries out businesses of type 1, 2, 4, 5 and 9 regulated activities licensed by the Securities and Futures Commission (the “SFC”) in Hong Kong. With no dividend income received, there was an unrealized fair value loss of HK\$18.6 million recognised to other comprehensive income in the current period (2020: nil), which is mainly due to significant operating losses of the Imagi-Brokerage caused by material fair value losses in listed equity investments though its revenue from brokerage and asset management services increased significantly. The purpose of the investment is mainly to bring returns to the Group by dividends and capital growth. Details of the investment are summarised as below:

重大投資及重大出售

於二零二一年十二月三十一日，本集團持有應收貸款（不包括售後回租交易之應收貸款及放貸業務之應收貸款）40,000,000港元（二零二零年：47,100,000港元）、按公平值透過其他全面收入列賬之股本投資108,800,000港元（二零二零年：123,800,000港元）及按公平值透過損益列賬之金融資產約147,100,000港元（二零二零年：156,100,000港元）。

年內，本集團透過中國金融機構發行之一至三年期信託產品30,200,000港元（二零二零年：45,400,000港元）投資於應收貸款。本集團錄得來自應收貸款的貸款利息收入3,100,000港元（二零二零年：5,900,000港元）及撥回應收貸款減值虧損1,200,000港元（二零二零年：減值虧損3,400,000港元）。

於二零二一年十二月三十一日，按公平值透過其他全面收入列賬之股本投資108,800,000港元（二零二零年：123,800,000港元）指於中國及香港的私人實體所發行之非上市股本證券，業務包括製造及銷售醫療設備、火箭及衛星網絡、工業及醫療設備新材料、電動汽車電池、為在中國的非上市投資提供資產管理，以及於香港從事證監會許可第1類、第2類、第4類、第5類及第9類持牌業務活動。公平值虧損18,700,000港元於二零二一年透過其他全面收入確認（二零二零年：公平值虧損3,600,000港元），而並無來自按公平值透過其他全面收入列賬之股本投資的股息收入於二零二一年及二零二零年的損益確認。

截至二零二一年十二月三十一日，按公平值透過其他全面收入列賬之股本投資包括Imagi Brokerage Limited（「Imagi Brokerage」）55,500,000股股份，相當於其全部已發行股份之約9.69%（截至二零二零年十二月三十一日：55,500,000股股份或9.99%）的股本投資，其公平值為55,700,000港元或佔本集團總資產約5.15%（截至二零二零年十二月三十一日：74,300,000港元或6.3%），成本為74,300,000港元。Imagi Brokerage主要於香港從事證券及期貨事務監察委員會（「證監會」）許可第1類、第2類、第4類、第5類及第9類持牌業務活動。鑒於並未收取股息收入，當前期間於其他全面收益中確認未變現公平值虧損18,600,000港元（二零二零年：無），此乃主要由於雖然經紀及資產管理服務收入大幅增加，但因上市股權投資發生重大公平值虧損而導致Imagi Brokerage發生重大經營虧損。該投資之目的主要為通過股息及資本增長為本集團帶來回報。有關投資的詳情概述如下：

The Board is of the view that reasonable and effective use of temporary idle funds will better utilise the idle resources and enhance the overall capital gain of the Group. The investments were made for treasury management purpose with a view to increasing the return on the unutilised funds of the Group and generating better investment return to the Company and its Shareholders as a whole after taking into account, among others, the level of risk and return on investment. Prior to making such investments, the Group had ensured that there remains sufficient working capital for the Group's business needs, operating activities and capital expenditures even after making the investments. The Board considers that they are conservative investments with a satisfactory expected return, acceptable risk and high liquidity, are in line with the internal risk management and treasury management of the Group, and have not caused any adverse impact on the working capital of the Group. As part of its treasury management, the Group has been closely monitoring the performance of the investments and its cash flow position.

There were no material acquisitions or disposals of subsidiaries and associated companies during the year ended 31 December 2021.

EMPLOYEE AND REMUNERATION

As at 31 December 2021, the Group had approximately 98 (2020: 103) employees (excluding employees of the Company's associates) in Hong Kong and the PRC. The employees are remunerated with basic salary, bonus and other benefits in kind with reference to industry practice and their individual performance. The Group offers induction trainings to new employees and gives regular trainings to existing employees for updating their skills and knowledge.

A share option scheme was adopted on 29 July 2016. As at 31 December 2020, a total outstanding number of share options were granted to the eligible employees, including the Directors, amounted to 1,983,333 which were all lapsed upon expiry on 29 July 2021. Details of the share options granted are set out in the announcement of the Company dated 8 December 2016. For further information in relation to the options granted, please refer to the paragraphs headed "Share Option Scheme" in this report.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere on this report, the Group did not have any significant events after the reporting period.

董事會認為，合理有效地使用臨時閒置資金將更好地利用閒置資源並提高本集團的整體資本收益。該等投資乃為資金管理用途，旨在增加本集團未動用資金的回報，並在考慮（其中包括）風險及投資回報水平等因素後，為本公司及股東整體帶來更好的投資回報。於作出該等投資前，本集團已確保即使作出投資後仍有足夠營運資金應付本集團的業務需要、經營活動及資本開支。董事會認為，該等投資屬於保守投資，預期回報令人滿意，風險可接受且流動性高，符合本集團內部風險管理及資金管理，對本集團營運資金並無造成任何不利影響。作為其資金管理的一部分，本集團一直密切監控投資表現及其現金流狀況。

於截至二零二一年十二月三十一日止年度內，並無重大收購或出售附屬公司及聯營公司。

僱員及酬金

於二零二一年十二月三十一日，本集團於香港及中國僱用約98名（二零二零年：103名）僱員（不包括本公司之聯營公司之僱員）。僱員之薪酬乃按基本薪金、花紅及其他實物利益（參照行業慣例）以及彼等之個人表現釐定。本集團為新僱員提供入職培訓及為現有僱員提供定期培訓，以更新彼等的技能及知識。

本公司於二零一六年七月二十九日採納一項購股權計劃。於二零二零年十二月三十一日，總共1,983,333份尚未行使購股權已授予合資格僱員（包括董事），其均於二零二一年七月二十九日屆滿時失效。已授出購股權詳情載於本公司日期為二零一六年十二月八日的公告。有關已授出購股權的進一步資料，請參閱本報告「購股權計劃」一段。

報告期後事項

除本報告其他處所披露者外，本集團於報告期末後並無任何重大事項。

UPDATE ON USE OF PROCEED IN RELATION TO FUND RAISING ACTIVITIES

Reference is made to the Company's announcements on 30 December 2019 and 31 March 2020 in relation to placing of new shares under general mandate and change in use of proceeds from the placing (collectively refer as to "Announcements"), the 2020 interim report dated 26 August 2020 and the 2021 interim report dated 25 August 2021. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Announcements. Part of the net proceeds (the "Net Proceeds") from placing were applied up to 31 December 2021 and are intended to be applied in accordance with the revised proposed application set out in the Announcements. The below table sets out the details of the application of the Net Proceeds:

集資活動相關所得款項用途的進度更新

茲提述本公司日期為二零一九年十二月三十日及二零二零年三月三十一日的公告，內容有關根據一般授權配售新股份及更改配售所得款項用途（統稱「該等公告」）、日期為二零二零年八月二十六日的二零二零年中期報告及日期為二零二一年八月二十五日的二零二一年中期報告。除文義另有所指外，本報告所採用詞彙與該等公告所界定者具有相同涵義。部分配售事項所得款項淨額（「所得款項淨額」）截至二零二一年十二月三十一日已獲動用及擬根據該等公告所載經修訂建議用途加以動用。下表載列所得款項淨額的動用詳情：

	Total revised planned use of Net Proceeds	Actual use of Net Proceeds as at 1 January 2021	Actual use of Net Proceeds as at 31 December 2021	Unutilised amount of Net Proceeds as at 31 December 2021	Expected timeline for the intended use
	(HK\$' million) (百萬港元)	(HK\$' million) (百萬港元)	(HK\$' million) (百萬港元)	(HK\$' million) (百萬港元)	
Improving and enhancing the existing production lines for Food Additives Business	4.7	-	-	4.7	31 December 2022 二零二二年十二月三十一日
Working capital of the Food Additives Business	6.3	(6.3)	-	-	-
Purchasing the medical, health and hygiene products for trading purpose	15.0	(15.0)	-	-	-
General Working Capital of the Group	6.2	(6.2)	-	-	-
	32.2	(27.5)	-	4.7	

Due to the continuous outbreak of the COVID-19 Pandemic which disrupted the Food Additives Business, there has been a delay in the application of the unutilised proceeds allocated to improving and enhancing the existing production lines for Food Additives Business to 31 December 2022. The remaining unutilised proceeds of HK\$4.7 million allocated to improving and enhancing the existing production lines for Food Additives Business has been deposited into bank accounts in Hong Kong.

由於COVID-19疫情持續爆發令食品添加劑業務受阻，分配至改善及提升食品添加劑業務現有生產線的未動用所得款項的動用推遲至二零二二年十二月三十一日。分配至改善及提升食品添加劑業務現有生產線的剩餘未動用所得款項4,700,000港元已存入香港銀行賬戶。

RESULT OF PROFIT GUARANTEES AFTER ACQUISITION

Reference is made to the Company's announcements on 29 July 2020 and 21 August 2020 in relation to acquisition of the entire issued shares in Tripler involving issue of consideration shares under general mandate and an announcement dated 3 September 2021 in relation to the fulfillment of the profit guarantee for the year ended 31 December 2020.

According to an unaudited management account of Tripler for the year ended 31 December 2021, the profit guarantee of not less than HK\$6.5 million for the same period is met. However, as of the reporting date, the actual financial results of Tripler for the same was still subject to potential adjustments and finalisation of company level audit account of Tripler by the Company's auditor and therefore the actual result of the profit guarantee might be different. An announcement will be further made to update the development in due course when the relevant audit report of Tripler is released.

收購事項後的利潤保證結果

茲提述本公司日期為二零二零年七月二十九日及二零二零年八月二十一日之公告，內容有關根據一般授權發行代價股份以收購森川之全部已發行股份，以及日期為二零二一年九月三日之公告，內容有關履行截至二零二零年十二月三十一日止年度利潤保證的情況。

根據森川截至二零二一年十二月三十一日止年度之未經審核管理賬目，同期已達到不少於6,500,000港元的利潤保證。然而，截至報告日期，森川同期的實際財務業績仍需待本公司核數師對森川公司層面的審核賬目作出可能調整及落實，故利潤保證的實際結果可能會有所不同。本公司將於森川刊發相關審計報告時適時刊發進一步公告，以更新發展情況。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT

China Ever Grand Financial Leasing Group Co., Ltd. (the “**Company**”) is pleased to present its Environmental, Social and Governance (hereinafter called “**ESG**”) report of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2021 (the “**Year 2021**”), with an aim to provide details of the system establishment and performance of the Group in terms of sustainable development to both the internal and external stakeholders.

This report is prepared in accordance with the ESG Reporting Guide set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. This report highlights the environmental and social measures and activities of the Group during the Year 2021. For information regarding the corporate governance section, please refer to the Corporate Governance Report.

The Company is committed to creating sustained value for stakeholders by implementing ESG management framework into its operation with an aim to put the objectives of sustainable development into its daily practice. To be accountable to all the stakeholders, the Company endeavoured to minimise the influence on the environment, be aware of the employee well-being and contribute more to the community.

GOVERNANCE STRUCTURE

Board statement

The Board has a primary role in directing and overseeing sustainability initiatives to ensure the effectiveness and relevance in light of the evolving sustainability landscape. The Board is committed to incorporate ESG mindset into the Company’s business operations and responsible for the long-term sustainability of the Company, including formulating strategies and overseeing the Company’s ESG-related risks and opportunities.

The Board has delegated the power of sustainability strategies development and policies implementation to the management. The management is responsible for executing projects, evaluating results, monitoring potential risks and reporting on performance.

The Board considers ESG-related risks and opportunities as part of the Company’s overall strategic formulation, and the significant ESG impact caused by daily operations and businesses.

關於本報告

中國恒嘉融資租賃集團有限公司(「**本公司**」)欣然提呈本公司及其附屬公司(「**本集團**」)截至二零二一年十二月三十一日止年度(「**二零二一年度**」)之環境、社會及管治(下稱「**環境、社會及管治**」)報告,旨在向內部及外部持份者提供本集團於可持續發展方面之制度設立及表現之詳情。

本報告按照香港聯合交易所有限公司證券上市規則附錄二十七所列環境、社會及管治報告指引之規定編製。本報告重點介紹本集團於二零二一年度之環境及社會措施和活動。有關企業管治部分的資料,請參閱企業管治報告。

本公司致力於通過將環境、社會及管治管理框架融入其業務營運中為持份者創造持續價值,旨在將可持續發展目標落實到日常營運中。為了對所有持份者負責,本公司盡力減少對環境的影響,關注員工福祉,以及為社區多作貢獻。

管治架構

董事會聲明

董事會主要負責指導並監督可持續發展措施,以確保其於不斷改變的可持續發展形勢下有效並適用。董事會致力於將環境、社會及管治思維方式融入本公司的業務營運中,且負責本公司的長期可持續發展,包括制定策略及監督本公司的環境、社會及管治相關風險及機會。

董事會授權管理層制定可持續發展策略及落實政策。管理層負責實施項目、評估結果、監控潛在風險,並匯報績效。

董事會視環境、社會及管治相關風險及機遇為本公司整體戰略規劃的其中一環,而日常營運及業務往往對環境、社會及管治構成重大影響。

Management approach and strategies

To identify and control ESG-related risks, as part of an effective risk management system, a mechanism for internal communication and a reporting model are in place to keep the Board informed in a timely manner. All sustainability-related risks and opportunities, which may have a significant impact on the Group, are reported to the Board on an annual basis.

Furthermore, a materiality assessment is conducted by the Company annually for better understanding expectations and requirements of different stakeholders on various ESG issues. The Company would ensure all platforms and channels of communication are available to stakeholders. Through these platforms and channels of communication, the Company could gather feedbacks from its key stakeholders, which allows the Company to address their concerns.

Progress review made against ESG-related goals and targets

ESG-related goals and targets have been set to provide a strategic direction for all operations, the progress is closely reviewed by the Company from time to time. Modification may be needed if the progress falls short of expectation and/or change of business operations.

The Group's sustainability target enables the Company to develop a realistic roadmap and focus on results of achieving the visions. The sustainability performance and progress made against the goals are reported annually to the Board for review.

REPORTING PRINCIPLES

The report follows the four reporting principles as mentioned in the ESG Reporting Guide:

Materiality: Stakeholder engagement and materiality assessment were conducted annually to identify material ESG issues, and to ensure that these issues are addressed in the report.

Quantitative: Data presented in this report have been collected prudently. Please refer to the environmental and social performance data for standards and methodologies used for calculation of key performance indicators.

Balance: An unbiased and balanced picture of the performance has been disclosed in a transparent manner.

Consistency: Unless otherwise stated, the disclosures, data collection and calculation methods have remained consistent throughout the years to facilitate comparability over time.

管理方針及策略

為識別及控制環境、社會及管治相關風險，我們建立了內部溝通機制以及匯報模式（屬有效的風險管理系統一部分），使董事會能及時了解情況。所有可能對本集團造成重大影響的可持續發展相關的風險及機遇均會每年向董事會匯報。

此外，本公司每年進行重要性評估以更好了解不同持份者對各種環境、社會及管治議題的期望及要求。本公司將確保持份者可獲得所有溝通平台及渠道。透過該等溝通平台及渠道，本公司可向其主要持份者收集反饋意見，從而使本公司解決彼等關切。

按環境、社會及管治相關目標檢討進度

本集團已設定環境、社會及管治相關目標以為所有業務營運提供策略方向，且本公司不時密切檢討進展。倘進展不及預期及／或業務營運變動，則或會需要進行修訂。

本集團的可持續發展目標使本公司能夠制定切實可行的路向，並專注達成有關願景的成果。按目標每年向董事會匯報可持續發展的績效及進度以作檢討。

報告原則

報告遵循環境、社會及管治報告指引所述的四大報告原則：

重要性：每年進行持份者參與及重要性評估，以識別重大環境、社會及管治事宜，並確保該等事宜反映於我們的報告中。

量化：本報告所呈列的數據乃經謹慎收集。請參閱環境及社會績效數據，以了解用於計算關鍵績效指標的標準及方法。

平衡性：已以透明方式披露不偏不倚及平衡的業績。

一致性：除另有說明者外，披露情況、資料搜集及計算方法於多年來一直保持一致，以便隨時進行比較。

REPORTING BOUNDARIES

The Group has been operating in four operating and reportable segments, including (i) provision of finance lease consulting services and financing services in the People's Republic of China (the "PRC"); (ii) investment properties in the PRC and Hong Kong, investments in securities and money lending business in Hong Kong; (iii) sale of medical, health, daily necessities and hygiene products; and (iv) research and development, manufacturing and sale of food additives, new food ingredients and nutritional enhancers in the PRC. The report focuses on the operation of Group at its principal places of business in Hong Kong, Beijing and Liaoning.

The key performance indicators ("KPIs") data are gathered only from the operations under the Group's direct operational control. The Group will continue to strengthen information of the major ESG aspects in order to enhance the disclosure of information on sustainable development when and where applicable.

STAKEHOLDER ENGAGEMENT

Stakeholder engagement is a key success factor in formulating environmental and social strategy, defining the Group's objectives, assessing materiality, and establishing policies. The Group's key stakeholders include government, shareholders, customers, employees, suppliers or service providers, community and the public. The Group has conducted a survey, discussed or communicated with stakeholders to understand their views and respond to their needs and expectations, evaluated and prioritised their inputs to improve the Group's performance, and finally strived to provide value to the stakeholders.

報告範圍

本集團一直營運四個經營及可呈報分部，包括(i)於中華人民共和國(「中國」)提供融資租賃諮詢服務及融資服務；(ii)於中國及香港之投資物業、於香港證券及放貸業務之投資；(iii)銷售醫療、保健、日用品及衛生產品；及(iv)於中國之食品添加劑、新食品原料及營養強化劑的研發、生產及銷售。本報告著重本集團位於香港、北京及遼寧的主營業務地點的業務營運。

關鍵績效指標(「關鍵績效指標」)數據僅從本集團直接運營控制下的業務收集。本集團將繼續強化主要環境、社會及管治方面的資料，以於適用時增強披露有關可持續發展的資料。

持份者參與

持份者的參與對制定環境及社會策略、界定本集團的目標、評估重要性及制定政策至關重要。本集團的主要持份者包括政府、股東、客戶、僱員、供應商或服務提供商、社區及公眾。本集團已進行調查、與持份者討論或溝通，以了解彼等之見解，回應其需要及期望，評估及排列其對於改善本集團表現之意見的優先次序，並最終致力為持份者創造價值。

Stakeholders 持份者	Expectations and requirements 期望及要求	Communication and response 溝通及回應
Government 政府	<ul style="list-style-type: none"> Operate in compliance with the law 依法經營 Tax payment in accordance with the laws 依法納稅 	<ul style="list-style-type: none"> Law-abiding operations 守法經營 Tax payment on time and in full 準時悉數納稅
Shareholders 股東	<ul style="list-style-type: none"> Implement corporate governance and create value 實行企業管治並創造價值 Information disclosure 信息披露 	<ul style="list-style-type: none"> Optimise internal control and risk management 優化內部控制及風險管理 Release operating data in due course 適時公佈經營數據
Customers 客戶	<ul style="list-style-type: none"> Demand for funds 對資金的需求 Direct communication 直接溝通 Food safety 食品安全 Guarantee product quality 產品質量保證 	<ul style="list-style-type: none"> A wide range of financial leasing products 豐富的融資租賃產品 Direct hotline 致電熱線 Fulfil the requirements of ISO 22000:2005 實施符合ISO 22000 : 2005規定 Optimise the quality management control 優化質量管理控制
Employees 僱員	<ul style="list-style-type: none"> Career development platform 事業發展平台 Remuneration and benefits 薪酬及福利 Occupational health and safety 職業健康及安全 	<ul style="list-style-type: none"> Transparent promotion channel 透明的晉升渠道 Competitive remuneration package 具競爭力的薪酬方案 Implement health and safety management system 實施健康及安全管理系統

Stakeholders 持份者	Expectations and requirements 期望及要求	Communication and response 溝通及回應
Suppliers or service providers 供應商或服務提供商	<ul style="list-style-type: none"> Receive payment on time 及時收取付款 Business ethics and credit standing 商業道德及信譽卓著 	<ul style="list-style-type: none"> Payment schedule 付款計劃 Fulfilment of obligations under any contract in accordance with laws 依法履行任何合約項下的責任
Community and the public 社區及公眾	<ul style="list-style-type: none"> Open up a financing channel for small and medium-sized enterprises 開放中小企業融資渠道 Protect the nature 保護自然 	<ul style="list-style-type: none"> Provide sale and leaseback 提供售後回租 Adhere to green operations 恪守綠色營運

Based on the stakeholder engagement, the Group has identified issues with significant environmental and social impact and issues concerning stakeholders.

基於持份者參與，本集團已識別具有重大環境及社會影響的事項及持份者關注的事項。

MATERIALITY MATRIX

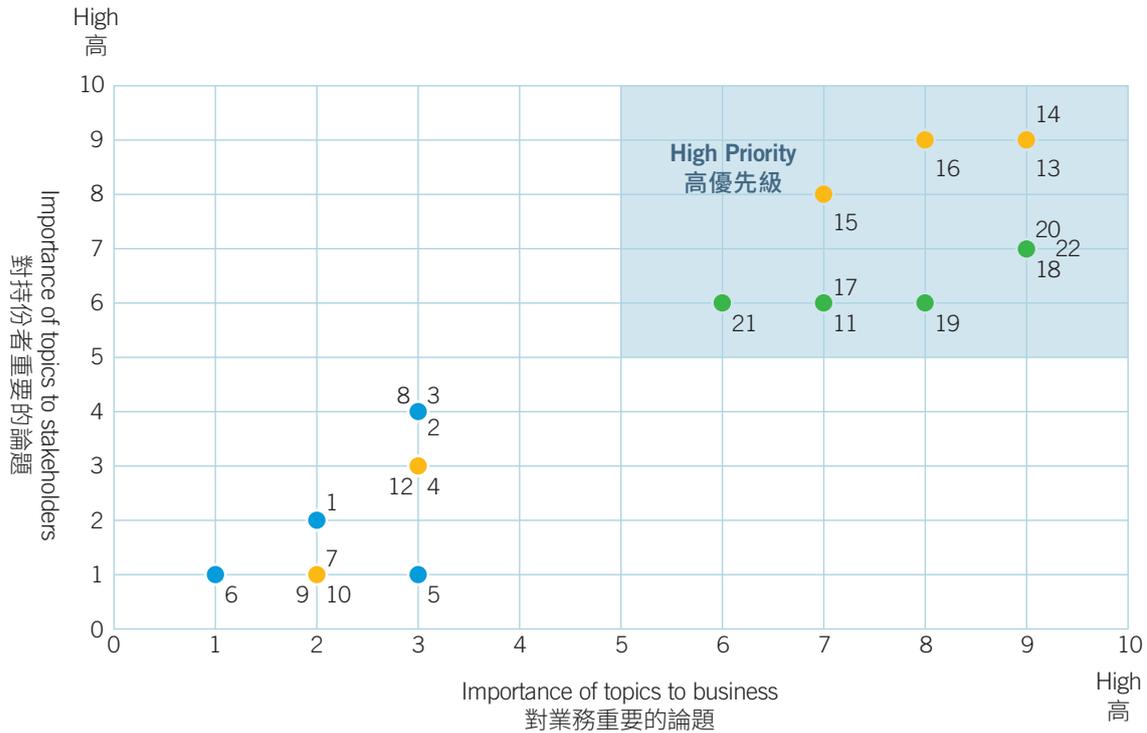
In the Year 2021, the Group carried out materiality assessment on a number of ESG issues in order to identify which issues were crucial to the Group's business and were of the utmost concern to stakeholders. It helps the Group to ensure its business development can meet the expectations and requirements of stakeholders. The Group has identified 22 ESG issues covering environmental, social and operation, and has invited both internal and external stakeholders to assess the materiality of the ESG issues through a scoring tool and interviews. The Group's management has reviewed the ranking of materiality of the ESG issues and then disclosed the results in this report. The results of materiality assessment prioritised stakeholder inputs and made the Group focused on the material aspects for actions, achievements and reporting.

重要性矩陣

於二零二一年度，本集團對多項環境、社會及管治事宜進行重要性評估，以識別對本集團業務最重要及持份者最關注的事宜。該評估有助本集團確保其業務發展能符合持份者的期望及要求。本集團已識別22項涵蓋環境、社會及營運的環境、社會及管治事宜，並邀請內部及外部持份者透過評分工具及面談，評估環境、社會及管治事宜的重要性。本集團管理層已審閱環境、社會及管治事宜的重要性級別，其後於本報告內披露結果。重要性評估的結果優先考慮持份者的意見並使本集團著重行動、成就及報告的重要方面。

The Group's materiality matrix of ESG issues in the Year 2021:

二零二一年度本集團環境、社會及管治事宜的重要性矩陣：



Environmental issues
環境事宜

Social issues
社會事宜

Operation issues
營運事宜

1. Greenhouse gas emissions
溫室氣體排放
2. Energy consumption
能源消耗
3. Water consumption
用水
4. Waste
廢棄物
5. Environmental impact of construction
施工對環境的影響
6. Green buildings certification
綠色建築認證
7. Customer engagement in environmental issues
客戶對環境事宜的參與
8. Use of chemicals
使用化學品

9. Local community engagement
當地社區參與
10. Community investment
社區投資
11. Occupational health and safety
職業健康與安全
12. Labour standards in supply chain
供應鏈內的勞工標準
13. Training and development
培訓及發展
14. Employee welfare
僱員福利
15. Inclusion and equal opportunities
包容及平等機會
16. Talent attraction and retention
吸納及挽留人才

17. Economic value generated
所產生的經濟價值
18. Corporate governance
企業管治
19. Anti-corruption
反貪污
20. Supply chain management
供應鏈管理
21. Customer satisfaction
客戶滿意度
22. Customer privacy
客戶私隱

EMISSIONS

Emissions refer to air and greenhouse gas (the “GHG”) emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

Combustion of fuels in motor vehicles controlled by the Group is the main sources of nitrogen oxides (NO_x), sulphur oxides (SO_x) and particulate matter (PM) emission. It could likewise generate GHG such as carbon dioxide (CO₂), methane and nitrous oxide.

The key environmental performance indicators of the Group’s emissions in the Year 2021 are shown in the table below:

Environmental indicators	環境指標	Unit 單位	Year 2021 二零二一年度	Year 2020 二零二零年度
Air emissions <i>(Note 1)</i>	廢氣排放 <i>(附註1)</i>			
Nitrogen oxides (NO _x) emissions	氮氧化物(NO _x)排放物	g克	11,404	10,248
Sulphur oxides (SO _x) emissions	硫氧化物(SO _x)排放物	g克	240	263
Particulate matter (PM) emissions	懸浮粒子(PM)排放物	g克	898	757

Note 1: The emission factors used to calculate the NO_x, SO_x and PM are sourced from: (i) the Hong Kong Environmental Protection Department’s (“EPD”) EMFAC-HK Vehicle Emission Calculation model; and (ii) the United States Environmental Protection Agency’s Vehicle Emission Modeling Software – MOBILE6.1. The assumption of 80% relative humidity, a temperature of 25 degrees Celsius, an average speed of 30kmh, and include running exhaust emissions only.

排放物

排放物指廢氣及溫室氣體(「溫室氣體」)排放、向水及土地的排污、有害及無害廢棄物之產生。

本集團控制的汽車燃燒的燃料是氮氧化物(NO_x)、硫氧化物(SO_x)及懸浮粒子(PM)排放物的主要來源。其同樣可能會產生二氧化碳(CO₂)、甲烷及一氧化氮等溫室氣體。

於二零二一年度，本集團排放物的關鍵環境績效指標載列於下表：

附註1： 用於計算NO_x、SO_x及PM的排放因子來源於：(i)香港環境保護署(「環保署」)的EMFAC-HK汽車排放計算模型；及(ii)美國國家環境保護局的汽車排放模型軟件—MOBILE6.1。假設相對濕度80%、溫度攝氏25度、平均時速每小時30公里及僅包括行車時的廢氣排放量。

To better manage the Group’s material topics and its performance on environmental aspect, the Group decides to set quantifiable targets for air emissions over the year ending 31 December 2024 (“Year 2024”) as follows:

為更好地管理本集團的重大議題及其在環境方面的表現，本集團決定設定截至二零二四年十二月三十一日止年度(「二零二四年度」)廢氣排放的量化目標如下：

Environmental indicators	Reduction target	Baseline Year	Status
環境指標	減排目標	基準年度	狀態
NO _x emissions intensity	Reduce 3% by Year 2024	Year 2019	In progress
NO _x 排放密度	二零二四年度前減少3%	二零一九年度	進行中
SO _x emissions intensity	Reduce 3% by Year 2024	Year 2019	In progress
SO _x 排放密度	二零二四年度前減少3%	二零一九年度	進行中
PM emissions intensity	Reduce 3% by Year 2024	Year 2019	In progress
PM排放密度	二零二四年度前減少3%	二零一九年度	進行中

The Group will continue to work for the target sets and review the status annually prior to Year 2024.

本集團將繼續為目標設定努力，並於二零二四年度前每年檢討狀態。

The Group believes that green transportation brings benefits, which include reduction of transportation costs and reduction of energy consumption and pollution. As such, the Group encourages optimising transportation routes, high filling rate or carpooling and proper tire pressure to achieve efficiency.

The Group reminds employees to consider environmental impact in their commuting decisions to reduce air and greenhouse emissions. Employees are encouraged to take public transportation as often as possible and select fuel efficient vehicles. While employees are driving, it is suggested to avoid unnecessary acceleration or deceleration, close windows when the vehicle is travelling at high speed, and only use air-conditioning when it is necessary.

Electricity consumption of the Group is a major part of its GHG emissions. Various electricity-saving policies have been established to reduce the electricity consumption by the Group. The Group encourages staff members to switch off light during daytime, maintain lamps well to keep clean, use stairs instead of elevators, install energy-efficient lighting, and disable the standby mode for all electrical appliances, including computers, photocopiers and printers when they are not in use. Air conditioning is required to be set no lower than 25 °C in summer. It is also required to ensure the windows and doors are closed while air-conditioning is on, and turn off the air-conditioning after office hours or after the usage of the meeting room.

In the Group's Liaoning and Beijing offices, energy saving signs remind staff members to turn off the lights and promote energy conservation. In the Hong Kong office, light-emitting diode ("LED") lamps were installed as much as possible, and multi-purpose devices with printing, scanning and photocopying functions were adopted to achieve electrical efficiency.

In order to address indirect emissions relating to paper waste deposited at landfills, the Group encourages employees to apply computer technology such as emails, electronic backup devices and storage devices to reduce paper consumption, print on both sides of a sheet of paper, avoid unnecessary printing or copying on paper, adjust documents and use space efficiency formats to optimise use of paper, and put recycling boxes near the photocopiers to collect single-sided paper for reuse and used double-sided paper for recycling.

本集團深信綠色運輸的裨益，包括減省運輸成本、降低能耗及減少污染。因此，本集團鼓勵採用最佳運輸路線、高運量或拼車率及適當胎壓以提高效率。

本集團提醒僱員在通勤時考慮環境影響，減少廢氣及溫室氣體排放，例如鼓勵僱員盡可能利用公共交通系統，並選擇燃料效率高的交通工具。本集團鼓勵僱員駕駛時避免不必要加速或減速、在高速行駛下關窗及僅於必要時方使用空調。

本集團之電力消耗是其溫室氣體排放的主要部分。本集團已制定多項節電政策，以減少用電。本集團鼓勵僱員白天關閉電燈、保養燈具並保持其清潔、使用樓梯而非電梯、安裝能源效益高的照明系統及在所有電器（包括電腦、影印機及打印機）不使用時關閉備用模式。夏季須將空調設定在不低於25°C之溫度。亦須確保空調開啟期間門窗均已關閉，以及下班後或使用會議室後須關閉空調。

在本集團遼寧及北京的辦公室，節能標誌提醒僱員及時關燈和促進節能。在香港辦公室，盡可能多地安裝發光二極管（「LED」）燈，並採用具有打印、掃描及影印功能的多功能設備來實現用電效率。

為了處理與堆填廢紙有關之間接排放，本集團鼓勵僱員使用電郵、電子備份設備及儲存裝置等電腦科技，減少用紙，採用雙面打印，避免不必要打印或複印，並調整文件、使用空間效率高的格式以善用紙張，以及於影印機旁放置回收箱，收集單面紙重用及回收已使用雙面紙張。

In the Group's Beijing office, saving paper signs remind staff members to optimise use of paper and reduce paper waste. The Group constantly reminds employees to consider environmental impact in their commuting decisions to reduce air and GHG emissions. Employees are encouraged to take public transportation as often as possible and select fuel-efficient vehicles. While employees are driving, it is recommended to avoid unnecessary acceleration or deceleration, keep windows closed when the vehicle is travelling at high speed, and only use air-conditioning when it is necessary.

The Group recognises the severity of indirect GHG emissions from business travel by employees, and requires employees to utilise teleconference instead of overseas meetings and choose railway rather than airway for short distance travel to reduce the carbon footprint of business travel.

The Group requires that discharges, if any, into waterways and land must comply with relevant laws and regulations.

The Environmental Policy established by the Group encourages employees to handle office waste generated in a proper and environmentally friendly manner.

Hazardous wastes are those defined by national regulations. There was no significant hazardous waste generated in view of the Group's business nature.

The Group promotes waste reduction practices including waste reduction at source, reuse, clean recycling, recover and reduction of disposal at landfills. Employees are encouraged to purchase supplies or equipment with longer life-span, to install recycling bins to collect recyclables, such as waste paper, glass or aluminium bottles, metal, and plastics, and to have recyclers to collect recyclables.

The Group strictly regulates the operation of its business to ensure the compliance with national and local laws and regulations relating to environmental protection and pollutant emissions. In the Year 2021, there was no case of material non-compliance with the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》) and other relevant laws and regulations relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that have a significant impact on environment. In addition, there was no report of significant fines or sanctions as a result of non-compliance with the relevant laws and regulations in the Year 2021.

在本集團北京的辦公室，節省紙張標誌提醒僱員優化紙張使用並減少紙張浪費。本集團時常提醒僱員在通勤時考慮環境影響，減少廢氣及溫室氣體排放，例如鼓勵僱員盡可能利用公共交通系統，並選擇燃料效率高的交通工具。本集團建議僱員駕駛時避免不必要加速或減速、在高速行駛下關窗及僅於必要時方使用空調。

本集團明白僱員外出公幹產生大量間接溫室氣體排放，並要求僱員使用電話會議而非海外會議，短途行程使用鐵路而非飛機，以減少外出公幹之碳足跡。

本集團要求向水道及土地排放之污染物(如有)必須符合相關法律及法規。

本集團制定的環保政策鼓勵僱員以適當及環保的方式處理所產生之辦公廢棄物。

有害廢棄物指國家規例所界定者。鑒於本集團之業務性質，並無產生大量有害廢棄物。

本集團提倡減廢常規，包括於源頭減廢、再利用、清潔循環利用、回收及減少填埋處理。本集團鼓勵僱員購買壽命較長之供應品或設備，安裝回收桶收集可循環物料(如廢紙、玻璃瓶或鋁瓶、金屬及塑料)，並安排回收商收集可循環物料。

本集團嚴格規管其業務的營運，確保遵守與環保及污染物排放有關的國家及地方法律及法規。於二零二一年度，概無嚴重違反《中華人民共和國環境保護法》及有關廢氣及溫室氣體排放、向水資源及土地排放污物以及產生對環境造成重大影響的有害及無害廢棄物的其他相關法律及法規的行為。此外，於二零二一年度內，並無因違反相關法律及法規而招致重大罰款或制裁的報告。

The key environmental performance indicators of the Group's GHG emissions in the Year 2021 are shown in the table below:

於二零二一年度，本集團溫室氣體排放的關鍵環境績效指標載列於下表：

Environmental indicators	環境指標	Unit 單位	Year 2021 二零二一年度	Year 2020 二零二零年度
GHG emissions				
Direct emissions (Scope 1)	溫室氣體排放 直接排放 (範圍1)	kg CO ₂ e 千克二氧化碳當量	42,002	61,721
Indirect emissions (Scope 2) (Note 1)	間接排放 (範圍2) (附註1)	kg CO ₂ e 千克二氧化碳當量	487,170	808,083
Other indirect emissions (Scope 3)	其他間接排放 (範圍3)	kg CO ₂ e 千克二氧化碳當量	17,541	13,287
Total GHG emissions (Note 2)	溫室氣體排放總量 (附註2)	kg CO ₂ e 千克二氧化碳當量	546,713	883,091
GHG emissions intensity	溫室氣體排放密度	kg CO ₂ e (per unit produced) 千克二氧化碳當量 (每生產單位)	12	43
Waste				
Total non-hazardous waste produced	廢棄物 所產生無害廢棄物總量	kg 千克	2,400	1,010
Non-hazardous waste produced intensity	所產生無害廢棄物密度	kg (per unit produced) 千克 (每生產單位)	0.004	0.049
Total hazardous waste produced (Note 3)	所產生有害廢棄物總量 (附註3)	kg 千克	N/A 不適用	N/A 不適用
Hazardous waste produced intensity	所產生有害廢棄物密度	kg (per unit produced) 千克 (每生產單位)	N/A 不適用	N/A 不適用

Note 1: The national emission factors for Liaoning and Beijing are set at 0.6101 kg CO₂/kWh, which are sourced from The Ministry of Ecology and Environment of People's Republic of China (2019). In addition, the emission factor for Hong Kong based operations is set at 0.71 kg CO₂/kWh, which is sourced from Hong Kong Electric Sustainability Report 2020.

附註1：遼寧及北京適用的國家排放因子設定為0.6101千克二氧化碳／千瓦時，乃源自中華人民共和國生態環境部（二零一九年）。此外，香港業務營運適用的排放因子設定為0.71千克二氧化碳／千瓦時，乃源自港電2020年可持續發展報告。

Note 2: GHG emissions (direct and indirect) and its removal can be divided into the following three separate areas:

附註2：溫室氣體排放（直接及間接）及其減除可分為以下三個獨立範圍：

Scope 1: Direct GHG emissions from operations that are owned or controlled by the Group including combustion of fuels in motor vehicles controlled by the Group.

範圍1：由本集團所擁有或控制的業務直接產生的溫室氣體排放，包括本集團控制的汽車燃燒的燃料。

Scope 2: Energy indirect emissions resulting from generation of purchased electricity that is consumed by the Group's including the controlled equipment or its operations within the physical building boundary for electricity purchased from power companies.

範圍2：本集團控制的設備或其於實體建築物界限範圍內運營而自發電公司購買的電力所消耗的購買電力產生的能源間接排放。

Scope 3: All other indirect GHG emissions that occurred outside the Group, including both upstream and downstream emissions including: (i) GHG emissions due to electricity used for fresh water/sewage processing by the Water Services Department/Drainage Services Department respectively; and (ii) business travel by employees.

範圍3：本集團以外發生的所有其他間接溫室氣體排放，包括上游及下游的排放（包括：(i)水務署／渠務署分別使用電力處理食水／污水所產生的溫室氣體排放量；及(ii)僱員的出差）。

Note 3: No hazardous waste is produced by the Group. Therefore, such disclosure is not applicable to the Group. In the event when any hazardous waste is to be disposed of, the Group would engage professional companies to handle it.

In accordance with policies stated above for the reduction of air and GHG emissions from vehicles, the Group adopts the following measures: (i) control the numbers of vehicles owned by the Group; (ii) control the frequency of employees not to take public transportation for local business commuting; and (iii) control the volume of business travel by employees.

Non-hazardous wastes are preferred to be recycled, otherwise, they are sent for landfill or incineration. In accordance with policies stated above for the reduction of non-hazardous wastes, the Group adopts the following measures: (i) control the commercial wastes generated by employees; (ii) control the waste of papers; and (iii) control the volume of non-hazardous waste going direct to landfill or incineration without recycling.

To better manage the Group's material topics and its performance on environmental aspect, the Group decides to set quantifiable targets for GHG emissions over Year 2024 as follows:

Environmental indicators 環境指標	Reduction target 減排目標	Baseline Year 基準年度	Status 狀態
GHG emissions intensity 溫室氣體排放密度	Reduce 3% by Year 2024 二零二四年度前減少3%	Year 2019 二零一九年度	In progress 進行中
Non-hazardous waste produced intensity 所產生無害廢棄物密度	Reduce 3% by Year 2024 二零二四年度前減少3%	Year 2019 二零一九年度	In progress 進行中
Hazardous waste produced intensity 所產生有害廢棄物密度	Maintain zero generation 維持零產生	Year 2019 二零一九年度	In progress 進行中

The Group will continue to work for the target sets and review the status annually prior to Year 2024.

USE OF RESOURCES

The Group recognises that efficient use of resources, including energy, water and other raw materials, in production, storage, transportation, buildings, electronic equipment, etc., is one of the significant aspects to protect environment.

The Group established policies and procedures to reduce energy consumption in the facility, to assess the energy efficiency, to increase the use of clean energy, if possible, to set targets to monitor energy consumption, to ensure power is turned off when electrical appliances are not in use, and to admit natural daylight into workplace during the day.

附註3：本集團並無產生有害廢棄物。因此，該披露不適用於本集團。倘若需棄置任何有害廢棄物，本集團會聘請專業公司處理。

據上述政策，為減少車輛廢氣及溫室氣體排放，本集團採取以下措施：(i)控制本集團擁有的車輛數量；(ii)控制僱員不乘坐公共交通工具上班的頻率；及(iii)控制僱員的出差量。

無害廢棄物優先回收利用，否則將被送往堆填或焚化。根據上述政策，為減少無害廢棄物，本集團採取以下措施：(i)控制僱員產生的商業廢棄物；(ii)控制紙張浪費；及(iii)控制直接送往堆填或焚燒而不進行回收的無害廢棄物數量。

為更好地管理本集團的重大議題及其在環境方面的表現，本集團決定設定二零二四年度溫室氣體排放的量化目標如下：

本集團將繼續為目標設定努力，並於二零二四年度前每年檢討狀態。

資源使用

本集團深知於生產、儲存、運輸、樓宇、電子設備等方面有效使用資源(包括能源、水及其他原材料)對於保護環境至關重要。

本集團已制定政策及程序減少設施能源消耗，評估能源效益，盡可能增加使用清潔能源，訂立目標監察能源消耗，確保關閉不再使用中之電器，並在白天於工作場所採用自然光。

The Group requires employees to reduce water consumption in the offices. For example, employees are encouraged to fully empty any containers before washing, to turn off water taps promptly, to check faucets and pipes for leaks, and to adopt water saving appliances.

本集團要求僱員在辦公室減少用水。例如，本集團鼓勵僱員於清潔前清除容器積水，及時關閉水龍頭，檢查水龍頭及管道洩漏，並採用節水設備。

The total units of energy and water consumed by the Group and the amount of total packaging material used for finished products in the Year 2021 are shown in the table below:

於二零二一年度，本集團所耗用能源及水總量以及製成品所用包裝材料的總量載列於下表：

Total use of resources	資源使用總量	Unit 單位	Year 2021 二零二一年度	Year 2020 二零二零年度
Purchased electricity consumed	所耗用購買的電力	kWh 千瓦時	796,411	859,634
Petrol consumed ^(Note 1)	所耗用汽油 ^(附註1)	kWh 千瓦時	158,097	173,512
Total energy consumed	能源總耗量	kWh 千瓦時	954,508	1,033,146
Energy consumption intensity	耗能密度	kWh (per unit produced) 千瓦時 (每生產單位)	21	50
Natural gas consumed	所耗用天然氣	m ³ 立方米	118,066	123,489
Natural gas consumption intensity	所耗用天然氣密度	m ³ (per unit produced) 立方米 (每生產單位)	3	6
Water consumption	耗水	m ³ 立方米	3,381	391
Water consumption intensity	耗水密度	m ³ (per unit produced) 立方米 (每生產單位)	0.074	0.019
Total packaging material (paper) used for finished products	製成品所用包裝材料(紙)總量	kg 千克	3,770	3,716
Total packaging material (plastic) used for finished products	製成品所用包裝材料(塑料)總量	kg 千克	3,950	3,880
Packaging material (paper) used per unit produced	每件產品的包裝材料(紙)	kg 千克	0.083	0.1794
Packaging material (plastic) used per unit produced	每件產品的包裝材料(塑料)	kg 千克	0.087	0.1873

Note 1: The conversion factor used to convert data in other units to kWh is sourced from the Energy Statistics Manual issued by the International Energy Agency.

附註1：用於將其他單位中的數據轉換為千瓦時的轉換因子乃源自國際能源署發佈的能源統計手冊。

The Group's ability to use energy efficiently can be revealed by its intention and measures for the reductions in energy consumption. Energy consumption has a direct effect on the environmental footprint of the Group, its operational costs, and exposure to certain risks (e.g. fluctuations in energy supply and prices). The Group's policies and measures specific to managing energy use have been stated above. The Group considers such policies had been adopted and measures had been achieved for the Year 2021.

The Group's ability to use water efficiently can be revealed by its intention and measures for the reductions in water consumption. Water consumption has a direct effect on the environmental footprint of the Group, its operational costs, and exposure to certain risks (e.g. reliance on sources of water that may be considered sensitive due to their relative size or function; or status as a possibly rare, threatened, or endangered system; or to their possible support of a particular endangered species of plant or animal).

During the Year 2021, the Group has not experienced any difficulty in sourcing water that is fit for the usage of the Group.

The Group's policies and measures regarding to use of water and electricity are stated below:

本集團有效利用能源的能力可以透過其降低能源消耗的意圖和措施來體現。能源消耗直接影響本集團的環境足跡，運營成本及面臨若干風險（例如能源供應及價格的波動）。本集團針對能源使用管理的政策和措施已在上文闡述。本集團認為於二零二一年度已採納該等政策並已採取措施。

本集團有效利用水的能力可以透過其減少用水量的意圖和措施來體現。耗水量直接影響本集團的環境足跡、運營成本及面臨若干風險（例如，依靠可能因其相對規模或功能而被認為敏感的水源；或者可能為罕見的、受到威脅的或瀕危的系統的狀態；或者其可能支持某一特定瀕危植物或動物）。

於二零二一年度，本集團在求取適合本集團使用的水源方面並無遭遇任何困難。

本集團有關用水及用電的政策及措施已在下文闡述：

Resources saving measure 資源節省措施	Description and the result of measures 措施描述及結果
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Energy saving 節能	Variable-frequency drives are installed on some of the machineries that do not need to be run at full speed, such installation can reduce energy consumption and energy costs. 變頻器安裝於若干無需全速運作的機器上，其可減少能源消耗及能源成本。
Water saving 節約用水	Open recirculating system is installed in Liaoning's factory in order to absorb process heat from machineries. This system uses the same water over and over again, it can reduce electricity consumption for water processing. 遼寧工廠設置開放式循環系統用以吸收機械產生的熱能。該系統反覆使用相同的水，可減少水處理過程中的電力消耗。

To better manage the Group's material topics and its performance on environmental aspect, the Group decides to set quantifiable targets for use of resources over the Year 2024 as follows:

為更好地管理本集團的重大議題及其在環境方面的表現，本集團決定設定二零二四年度資源使用的量化目標如下：

Environmental indicators 環境指標	Reduction target 減排目標	Baseline Year 基準年度	Status 狀態
Energy consumption intensity 耗能密度	Reduce 3% by Year 2024 二零二四年度前減少3%	Year 2019 二零一九年度	In progress 進行中
Natural gas consumption intensity 所耗用天然氣密度	Reduce 3% by Year 2024 二零二四年度前減少3%	Year 2019 二零一九年度	In progress 進行中
Water consumption intensity 耗水密度	Reduce 3% by Year 2024 二零二四年度前減少3%	Year 2019 二零一九年度	In progress 進行中

The Group will continue to work for the target sets and review the status annually prior to Year 2024.

本集團將繼續為目標設定努力，並於二零二四年度前每年檢討狀態。

THE ENVIRONMENT AND NATURAL RESOURCES

環境及自然資源

The Group is committed to reducing the operation impacts on environment and natural resources. Policies are established to consider the actual impacts on environment and natural resources and to reduce such impacts. The Group encourages environmental education and advocacy among employees to motivate environmentally responsible behaviour which helps fulfil the Group's commitment to minimising its adverse impacts on the environment.

本集團致力減少營運對環境及自然資源之影響，已制定政策考慮對環境及自然資源之實際影響及如何減輕影響。本集團鼓勵環境教育及向僱員提倡以推動對環境負責之行為，這有助於履行本集團盡量減少其對環境造成的不利影響之承諾。

The Group understands that its performance in respect of emissions, waste production and disposal, and use of resources impacts the environment, the Group endeavours to minimise such impacts, and communicate the Group's environmental policies, measures, performance, and achievements to the stakeholders. No significant impact on the environment and natural resources was caused in view of the Group's business nature. Policies and/or measures adopted specific to managing potential impacts of activities on the environment and natural resources are mentioned above.

本集團明白其在排放、廢棄物產生及處置以及資源使用方面的表現會對環境造成影響，本集團盡力使這些影響最小化，並向持份者傳達本集團的環境政策、措施、表現及成就。鑒於本集團的業務性質，並無造成對環境及自然資源的重大影響。針對管理對環境和自然資源造成潛在影響的活動之已採取政策及／或措施已於上文提述。

CLIMATE CHANGE

Task Force on Climate-related Financial Disclosures (the “TCFD”) provides a reporting framework for companies to report their climate-related risks to the stakeholders. TCFD divided climate-related risks into physical risks and transition risks, the physical impacts of climate change and transition risks brought by decarbonisation could have material impact to the Group’s operation and development. The Group has raised its awareness towards the risks and potential impacts on the Group due to climate change. The Group has identified the climate-related risks that may adversely impact the Group’s operations and development.

The Group understands that the climate change has posed existential threats to the world and its operation, and the Group must put effective measures in place to protect its operations from potential disruptions and damages caused by them. Such risks include physical risks such as typhoon and rainstorms potentially leading to loss of electrical power, property and machinery damage and staff casualty as well as transition risks such as policy and regulatory changes.

In response to these, the Group has created risk management system and procedures to identify, monitor and control climate change impacts. Particular measures to mitigate client change related impacts include the enhancement and well maintenance of building design and structure and facilities therein to strengthen endurance against extreme weathers. Emergency plans including flexibility of working hour and location under certain extreme weathers are also in place to maintain the Group’s day-to-day operation in order and reduce risks of staff injuries when commuting.

The Group is also concerned about the exposure to relevant regulatory requirement that would have potential cost implications or disruption of operation due to failure to meet them by the then practices of operations. Failure to comply with those limits would lead to a fine and or even an order to suspend the operation for a certain period. The Group will regularly review relevant policy updates and assess their potential impact on the operation and stipulate relevant responsive measures to mitigate the potential risks.

氣候變化

氣候相關財務披露工作小組(「TCFD」)為公司向持份者報告其氣候相關風險提供報告框架。TCFD將氣候相關風險劃分為實體風險及過渡風險，去碳化帶來的氣候變化的實體影響及過渡風險可能對本集團的營運及發展造成重大影響。本集團已針對因氣候變化給本集團帶來的風險及潛在影響提高意識。本集團已識別可能對本集團營運及發展造成不利影響的氣候相關風險。

本集團明白氣候變化已對世界及其運轉構成生存威脅，而本集團須採取有效措施保護其營運免受由此造成的潛在干擾及損害。有關風險包括可能導致電力損失、財產及機械損壞以及員工傷亡的颱風及暴雨等實體風險，以及政策及監管變化等過渡風險。

為應對此等問題，本集團已建立風險管理系統及程序，以識別、監控及控制氣候變化影響。減輕客戶變更相關影響的具體措施包括加強及維護建築設計、結構及設施，以增強抵禦極端天氣的能力。本集團亦設有應急方案(包括在若干極端天氣下工作時間及地點的靈活性)以維持本集團的日常營運，以減少員工在通勤時受傷的風險。

本集團亦關注相關監管規定的風險，可能會因當時的營運實踐未能滿足相關監管規定而產生潛在成本影響或營運中斷。不遵守此等限制將導致罰款，甚至命令暫停營運一段期間。本集團將定期檢討相關政策更新並評估其對營運的潛在影響，並制定相關應對措施以減輕潛在風險。

EMPLOYMENT AND LABOUR PRACTICES

The Group established Staff Handbook covering topics such as: (i) compensation and dismissal; (ii) recruitment and promotion; (iii) working hours; (iv) rest periods; (v) equal opportunity; (vi) diversity; (vii) anti-discrimination; and (viii) other benefits and welfare.

The Group offers competitive remuneration to attract and retain talented staff members. Remuneration packages are reviewed periodically to ensure consistency with employment market. Laws and regulations on minimum wage and statutory social benefits are required to be followed. Dismissal is required to comply with employment laws and regulations, and to follow the internal policies and procedures, including policy on prevention of dismissal purely on employees' gender, marital status, disability, or family status.

The Group attracts talent through fair, flexible and transparent recruitment strategy. Recruitment process includes application for recruitment, description of position, collection of job applications, interview, selection, approval, and job offering. Promotion is required to be based on performance and suitability.

Employees' working hours, rest periods, benefits and welfare, including social security benefits and mandatory provident fund, are required to be in compliance with employment or labour laws and regulations. Selected benefit programs, including medical coverage, are also provided.

The Group is an equal opportunity employer. The Group endeavours to provide a fair workplace for employees and follow the principles of equality and non-discrimination. Recruitment, remuneration, promotion, and benefits are required to be handled based on objective assessment, equal opportunity and non-discrimination regardless of gender, race, or other measures of diversity.

僱傭及勞工常規

本集團已制定員工手冊，涵蓋議題例如：(i)薪酬及解僱；(ii)招聘及晉升；(iii)工作時數；(iv)假期；(v)平等機會；(vi)多元化；(vii)反歧視；及(viii)其他待遇及福利。

本集團提供具競爭力之薪酬以吸引及挽留優秀員工，定期檢討薪酬待遇，確保與僱傭市場一致，要求遵守有關最低工資及法定社會福利之法律及法規，並按照僱傭法律及法規以及內部政策及程序解僱員工，包括防止純粹因僱員性別、婚姻狀況、殘疾、或家庭狀況解僱員工之政策。

本集團以公平、靈活及透明之招聘策略吸引人才。招聘程序包括申請招聘、描述職位、收集應徵申請、面試、甄選、批准及聘用。晉升須取決於表現及是否稱職。

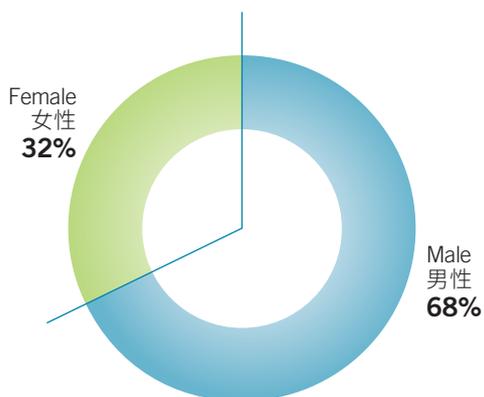
僱員之工作時數、假期、待遇及福利(包括社會保障福利及強制性公積金)須符合僱傭或勞工法律及法規。本集團亦提供包括醫療保險在內的選定福利計劃。

本集團向僱員提供同等的工作機會。本集團努力為僱員提供公平之工作環境，恪守公平及反歧視原則。招聘、薪酬、晉升及福利必須建基於客觀評估、平等機會及不涉及歧視，不論性別、種族或其他多元性指標。

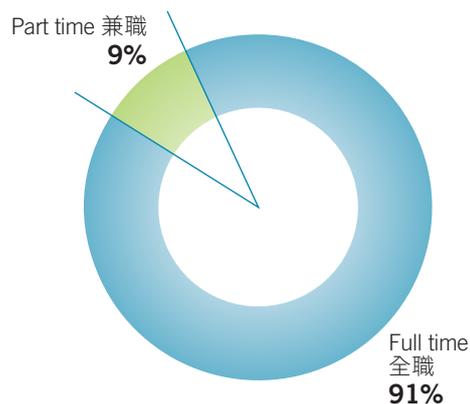
The composition of the Group's workforce by gender, employment type, age group and geographical region as of 31 December 2021 is stated as follows:

截至二零二一年十二月三十一日，本集團按性別、僱傭類型、年齡組別及地區劃分的勞動力構成情況如下：

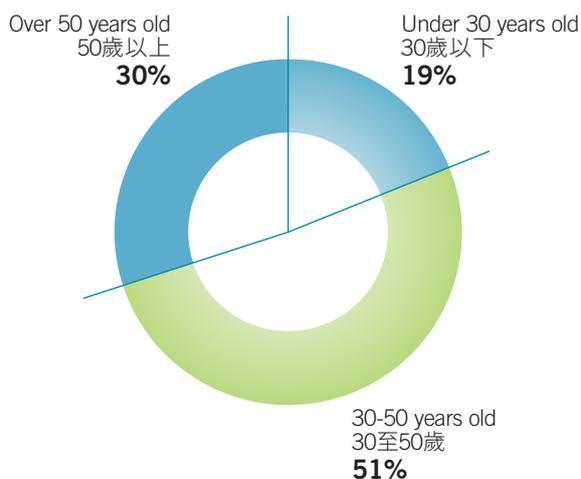
WORKFORCE BY GENDER
按性別劃分



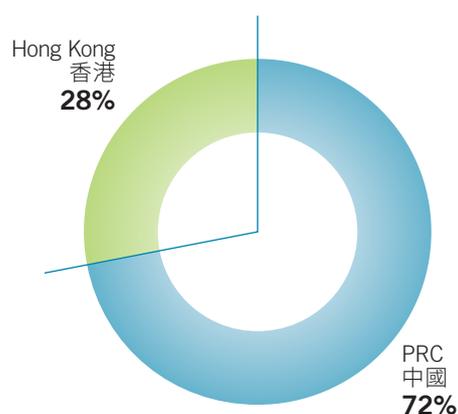
WORKFORCE BY EMPLOYMENT TYPE
按僱傭類型劃分



WORKFORCE BY AGE GROUP
按年齡組別劃分



WORKFORCE BY GEOGRAPHICAL REGION
按地區劃分



During the Year 2021, the employee turnover rate of the Group by categories is as follows:

於二零二一年度，本集團按類別劃分的僱員流失比率如下：

Employee turnover rate by categories	按類別劃分的僱員流失比率	Year 2021 二零二一年度
By gender ^(Note 1)	按性別劃分 ^(附註1)	
– Male	– 男性	13%
– Female	– 女性	13%
By age group ^(Note 1)	按年齡組劃分 ^(附註1)	
– Under 30 years old	– 30歲以下	26%
– 30 – 50 years old	– 30至50歲	14%
– Over 50 years old	– 50歲以上	3%
By geographical region ^(Note 1)	按地區劃分 ^(附註1)	
– PRC	– 中國	15%
– Hong Kong	– 香港	7%

Note 1: Employee turnover rate by categories is calculated by dividing the total number of employees departed in such category by the total number of employees in the corresponding category.

附註1：按類別劃分的僱員流失比率乃按該類別離職的僱員總數除以相應類別的僱員總數計算。

The Group strictly regulates the operation of its business to ensure the compliance with national and local laws and regulations relating to employment during the course of operation. In the Year 2021, there was no case of material non-compliance with the Labour Law of the People's Republic of China (中華人民共和國勞動法), the Labour Contract Law of the People's Republic of China (中華人民共和國勞動合同法), the Employment Ordinance (僱傭條例) and the relevant laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare on the Group. In addition, there was no report of significant fines or sanctions as a result of non-compliance with the relevant laws and regulations in the Year 2021.

本集團嚴格規管其業務的營運，以確保於營運過程中遵守與僱傭相關的國家及地方法律及法規。於二零二一年度，概無嚴重違反《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《僱傭條例》及與本集團的補償及解僱、招聘及晉升、工作時數、休假、平等機會、多元化、反歧視及其他待遇和福利有關的相關法律及法規的行為。此外，於二零二一年度內，並無因違反相關法律及法規而招致重大罰款或制裁的報告。

HEALTH AND SAFETY

The Group has established Health and Safety Policies covering topics such as: (i) providing safe working environment; (ii) protecting employees from occupational hazards; and (iii) work-life balance. The Group is committed to maintaining a healthy and safe workplace for employees, and to preventing workplace injuries and illnesses.

The Group requires entities to establish and document policies and procedures on safety for employees to follow, set targets for the safety of employees, monitor the safety performance against the targets periodically and report any safety incidents to management.

One of the key factors for successfully protecting employees from occupational hazards is to train employees to protect themselves from psychological and physical hazards. The Group encourages such training to be delivered to employees.

During the Year 2021, the number and rate of work-related fatalities occurred and the number of lost days due to work injury is as follows:

		Year 2021 二零二一年度	Year 2020 二零二零年度	Year 2019 二零一九年度
Work-related fatalities occurred	因工死亡			
Number of work-related fatalities	因工死亡人數	-	-	-
Work-related fatalities rate (%)	因工死亡率 (%)	-	-	-
		Year 2021 二零二一年度		
Number of lost days due to work injury	因工傷損失工作日數			
Lost days due to work injury	因工傷損失工作日數			25

In response to the outbreak of the Coronavirus Disease 2019 (“COVID-19”) pandemic, the Group has taken certain actions to strengthen the health and safety precautionary measures in factory and offices in Liaoning, Beijing and Hong Kong to protect the health of its employees. Employees are required to wear surgical face masks in factory and office, apart from that, the Group has increased the frequency of cleaning and sterilisation in working areas.

健康與安全

本集團已制定健康與安全政策，涵蓋議題例如：(i)提供安全工作環境；(ii)保障僱員避免職業性危害；及(iii)作息平衡。本集團致力為僱員提供健康及安全的工作環境及保障僱員避免職業性傷害與疾病。

本集團要求各實體制定及列明僱員應遵守之安全政策及程序，訂立僱員安全目標，定期對照安全表現及目標，並向管理層匯報任何安全事故。

保障僱員避免職業性危害之其中一項成功要素為訓練僱員保護自己免受心理及身體傷害。本集團鼓勵為僱員提供有關培訓。

於二零二一年度，因工死亡人數及死亡率以及因工傷損失的工作日數如下：

針對二零一九新型冠狀病毒疫情（「COVID-19」）的爆發，本集團已採取若干行動加強遼寧、北京及香港工廠以及辦公室的健康及安全防範措施，以保障僱員的健康。僱員在工廠及辦公室內須佩戴外科口罩，此外，本集團已增加工作區域的清潔及消毒頻率。

The Group strictly regulates the operation of its business to ensure the compliance with national and local laws and regulations relating to health and safety during the course of operation. In the Year 2021, there was no case of material non-compliance with the Regulations on Work-Related Injury Insurance of the People's Republic of China (《中華人民共和國工傷保險條例》), the Occupational Safety and Health Ordinance (《職業安全及健康條例》) and the relevant laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards that have a significant impact. In addition, there was no report of significant fines or sanctions as a result of non-compliance with the relevant laws and regulations in the Year 2021.

本集團嚴格規管其業務的營運，以確保於營運過程中遵守與健康及安全相關的國家及地方法律及法規。於二零二一年度，並無嚴重違反《中華人民共和國工傷保險條例》、《職業安全及健康條例》及與提供安全工作環境及保障僱員免受職業危害相關的有關法律及法規並有重大影響之行為。此外，於二零二一年度，並無因違反相關法律及法規而招致重大罰款或制裁的報告。

DEVELOPMENT AND TRAINING

The Group has established Development and Training Policies covering topics such as: (i) vocational training; and (ii) training and resources for the directors and senior management. The Group is committed to providing adequate training to the employees to improve their knowledge and skills for discharging duties at work. Training includes vocational training courses provided internally or externally.

發展及培訓

本集團已制定發展及培訓政策，涵蓋議題例如：(i)職業培訓；及(ii)董事及高級管理層的培訓及資源。本集團致力為僱員提供足夠培訓，提升僱員履行工作職責的知識及技能。該等培訓包括內外職業培訓課程。

The Group requires employees to attend internal and external training courses including employee continuing education to improve employees' knowledge and skills for their job positions.

本集團要求僱員參加內外培訓課程，包括僱員持續教育，以提升僱員的工作職位知識及技能。

During the Year 2021, the percentage of employees trained is as follows:

於二零二一年度，受訓僱員百分比如下：

Percentage of employees trained by categories	按類別劃分的受訓僱員百分比	Year 2021 二零二一年度
Percentage of employees trained <i>(Note 1)</i>	受訓僱員百分比 <i>(附註1)</i>	53%
By gender <i>(Note 2)</i>	按性別劃分 <i>(附註2)</i>	
– Male	– 男性	71%
– Female	– 女性	29%
By employee category <i>(Note 2)</i>	按僱員類別劃分 <i>(附註2)</i>	
– Senior level	– 高級	8%
– Middle level	– 中級	19%
– Entry level	– 初級	73%

Note 1: Percentage of employees trained is calculated by dividing the number of employees who took part in training by the number of employees.

附註1: 受訓僱員的百分比乃按參加培訓僱員人數除以僱員人數計算。

Note 2: Breakdown for employees trained by categories is calculated by dividing the number of employees trained in such category by the number of employees who took part in training.

附註2: 按類別劃分的受訓僱員分項乃按該類別受訓僱員人數除以參加培訓僱員人數計算。

Training and development courses are offered throughout the Group to upgrade employee skills and knowledge. During the year, all directors participated in continuous professional development activities by reading regulatory updates, and/or attending seminars or workshops relevant to the business or directors' duties.

本集團於內部提供培訓及發展課程，以提升僱員之技能及知識。年內，全體董事通過閱讀法規更新資料及／或參加與業務或董事職責相關的研討會或討論會參與持續職業發展活動。

During the Year 2021, average training hours completed per employee is as follows:

於二零二一年度，各僱員已完成平均受訓時數如下：

Average training hours by categories	按類別劃分的平均受訓時數	Year 2021 二零二一年度
Average training hours per employee ^(Note 1)	各僱員平均受訓時數 ^(附註1)	1.1
Average training hours by gender ^(Note 2)	按性別劃分的平均受訓時數 ^(附註2)	
– Male	– 男性	0.8
– Female	– 女性	1.8
Average training hours by employee category ^(Note 2)	按僱員類別劃分的平均受訓時數 ^(附註2)	
– Senior level	– 高級	1.6
– Middle level	– 中級	1.6
– Entry level	– 初級	1.1

Note 1: Average training hours per employee is calculated by dividing the total number of training hours by the number of employees.

附註1：各僱員平均受訓時數乃按總受訓時數除以僱員人數計算。

Note 2: Average training hours by categories is calculated by dividing the total number of training hours for such category by the number of employees in the corresponding category.

附註2：按類別劃分的平均受訓時數乃按該類別總受訓時數除以相應類別僱員人數計算。

LABOUR STANDARDS

The Group has established Labour Standards Policies covering topics such as: (i) preventing child and forced labour; and (ii) preventing workplace bullying. The Group is committed to avoiding child and forced labour in the workplace. Besides, all employees are strongly encouraged to report any bullying conduct they experience through the complaint channel provided by the Group.

The Group prohibits child labour. It requires human resource department and user departments work together to prevent or identify child labour, and to ensure child labour is not in the workforce. The Group is committed to protecting human rights, to prohibiting forced labours, and to creating a workplace with respect, fairness, and free will for the employees.

The Group strictly regulates the operation of its business to ensure the compliance with national and local laws and regulations relating to labour standards during the course of operation. In the Year 2021, there was no case of material non-compliance with the Labour Law of the People's Republic of China (《中華人民共和國勞動法》), the Provisions on the Prohibition of Using Child Labour (《禁止使用童工規定》), the Employment Ordinance (《僱傭條例》) and the relevant laws and regulations relating to preventing child or forced labour that have a significant impact. In addition, there was no report of significant fines or sanctions as a result of non-compliance with the relevant laws and regulations in the Year 2021.

SUPPLY CHAIN MANAGEMENT

Supply chain management is a key area of the Group's business, which includes managing environmental and social risks of the supply chain. The Group requires suppliers to provide products and services for the Group with up-to-standard quality, health and safety to ensure compliance with environmental laws and regulations, and labour standards. The contracting for procurement of products and services is required to be based solely upon specification, quality, service, price, tendering, and applicable environmental and social considerations.

勞工準則

本集團已制定勞工準則政策，涵蓋議題例如：(i) 防止童工及強制勞工；及(ii)防止職場欺凌。本集團致力於工作場所防止使用童工及強制勞工。同時，大力支持全體僱員通過本集團提供的投訴渠道報告彼等經歷的任何欺凌行為。

本集團禁止使用童工。其規定人力資源部及招工部門合作防止或識別童工，並確保工作場所並無童工。本集團致力保障人權，禁止強制勞工，為僱員締造互相尊重、公平與自願的工作環境。

本集團嚴格規管其業務的營運，以確保於營運過程中遵守有關勞工準則的國家及當地法律及法規。於二零二一年度，並無嚴重違反《中華人民共和國勞動法》、《禁止使用童工規定》、《僱傭條例》以及與防止童工或強制勞工相關的有關法律及法規並有重大影響之行為。此外，於二零二一年度，並無因發生違反相關法律及法規的行為而招致重大罰款或制裁的報告。

供應鏈管理

供應鏈管理是本集團業務的一個重要範疇，涵蓋管理供應鏈之環境及社會風險。本集團要求供應商向本集團提供產品及服務之最新質量、健康及安全標準，確保符合環境法律及法規及勞工準則。訂約採購產品及服務必須純粹建基於規格、品質、服務、定價、招標及適用的環境和社會考慮因素。

The Group requires impartial selection of suppliers and service providers, maximisation of competition in tendering process, approval of contract terms, compliance with laws and regulations, prevention and detection of bribery or fraud in the tendering and procurement process, and accomplishment of efficiency and cost saving in procurement.

The Group established Supply Chain Management Policies, including (i) assessment; (ii) selection; (iii) approval; (iv) procurement; and (v) performance evaluation. Performance evaluation is based on quality, service, cost, environmental protection, and social responsibilities.

During the Year 2021, the Group was not aware that any key suppliers had any significant actual and potential negative impact on business ethics, environmental protection, human rights and labour practices, nor any of them had any non-compliance incident in respect of human rights issues.

During the Year 2021, the number of suppliers by geographical region is as follows:

本集團規定挑選供應商及服務提供商時必須公正，最大限度發揮招標程序的競爭性，審批合約條款，遵守法律及法規，防止及檢測招標及採購程序中的賄賂或欺詐行為，同時提升採購效率及減省成本。

本集團已制定供應鏈管理政策，涵蓋：(i)評審；(ii)挑選；(iii)批准；(iv)採購；及(v)表現評估。表現評估建基於品質、服務、成本、環保及社會責任。

於二零二一年度，本集團概不知悉任何主要供應商對商業道德、環保、人權及勞工常規造成任何重大實際及潛在不利影響，亦不知悉任何彼等有任何人權相關事宜的不合規事件。

於二零二一年度，按地理區域劃分的供應商數量如下：

Geographical region	地理區域	Year 2021 二零二一年度
PRC	中國	47
Hong Kong	香港	8

PRODUCT RESPONSIBILITY

Product responsibility refers to health and safety, advertising, labelling and privacy matters relating to services provided. The Group has established Product Responsibility Policies to study the overall and actual implementation of the Group's sustainable procurement activities and report directly to the director and company secretary.

The Group is fully responsible for its services and products. The Group ensures health and safety relating to the services provided and products produced.

產品責任

產品責任涉及所提供相關服務的健康與安全、廣告、標籤及私隱事宜。本集團已制定產品責任政策，研究整體及實際實施本集團可持續發展採購活動並直接向董事及公司秘書報告。

本集團對其服務及產品負全責。本集團確保所提供相關服務及所生產產品的健康及安全性。

The Group respects its customers' rights and is committed to providing accurate services and products information for customers in connection with their purchase decision. The Group requires careful review of advertising material to protect customers' interest.

本集團尊重客戶權利，矢志為客戶提供準確服務及產品資料，供其於購買時參考。本集團要求仔細審查廣告材料，保障客戶權益。

The Group is committed to protecting customer data and privacy information and keeping business information confidential. Training to employees in this regard and proper information system security are required.

本集團致力保障客戶數據及私隱資料，並對商業機密保密。本集團規定提供此方面之僱員培訓及恰當資訊系統保障。

The Group attaches importance on protecting intellectual property rights and has complied with all applicable legal requirements to prohibit intellectual property infringement.

本集團重視保護知識產權，並遵守所有適用法律規定，禁止侵犯知識產權。

Although the Group ensures the quality of its services and products, at the same time, the Group requires that services and products with quality, safety, or health issues should be compensated in accordance with terms of service and products contracts. Compensation is required to be offered to all customers who are affected with consistent treatment and procedures.

儘管本集團確保其服務及產品品質，本集團同時要求按照服務及產品合約條款補償存在質量、安全或健康問題的服務及產品。本集團規定以一致的方式及程序向所有受影響客戶進行賠償。

The Group's trading business has a sales return policy whereby the customers can lodge a complaint to the responsible sale person who will get approval from the general manager for sales return due to minor product defect in quality. Customers can submit complaint through social media channel of the Group's trading business where a post-sale service staff will regularly respond and take follow-up actions for customers enquiry.

本集團的貿易業務設有退貨政策，客戶可向銷售負責人投訴，獲總經理批准後，產品出現輕微質量缺陷的可退貨。客戶可通過本集團貿易業務的社交媒體渠道進行投訴，售後服務人員將定期回復客戶詢問並採取後續措施。

During the Year 2021, the Group did not have any product recall for health and safety reasons or receive any complaint on its service or product quality from the customers.

於二零二一年度，本集團並未因健康與安全問題召回任何產品，亦無接到客戶對其服務或產品質量的任何投訴。

The Group was not aware of any material non-compliance with the Personal Data (Privacy) Ordinance (《個人資料(私隱)條例》) and other applicable laws and regulations that have a significant impact relating to privacy matters in regard to products and services provided by the Group in the Year 2021.

於二零二一年度，本集團概不知悉與本集團所提供產品及服務的私隱事宜有關並構成重大影響的任何嚴重違反《個人資料(私隱)條例》以及其他適用法律及法規的情況。

ANTI-CORRUPTION

The Group established Anti-Corruption Policies to prohibit employees from receiving any advantages offered by customers, suppliers, colleagues, or other parties, while they are performing employee duties, and prohibit any activities involving conflicts of interest, bribery, extortion, fraud, and money laundering. Staff Handbook lays out the Group's expectation and certain guiding provisions on code of conduct.

In Year 2021, The Group has provided anti-corruption education and training materials to its directors and staff on a regular basis to raise their awareness towards ethical and corruption issues.

The Group encourages employees, customers, suppliers, or other parties to report incidents relating to any conflicts of interest, bribery, extortion, fraud and money laundering.

The Group strictly regulates the operation of its business to ensure the compliance with national and local laws and regulations relating to anti-corruption during the course of operation. In the Year 2021, there was no case of any material non-compliance with the Anti-Unfair Competition Law of the People's Republic of China (《中華人民共和國反不正當競爭法》), the Prevention of Bribery Ordinance (《防止賄賂條例》) and the relevant laws and regulations relating to bribery, extortion, fraud and money laundering that have a significant impact. In addition, there was no report of significant fines or sanctions as a result of non-compliance with the relevant laws and regulations in the Year 2021.

COMMUNITY INVESTMENT

The Group endeavours to support the communities in which the Group operates including community engagement to understand the needs of communities, and to ensure the Group's activities take into consideration of the communities' interest.

The Group strives to enlarge the business operation so that the Group can hire more workers to utilize communities' available labour resources.

During the Year 2021, the Group was committed to serving the local community by participating in several community events. For instance, the Group joined a community event organized by a charity group to dispatch free face masks, hand sanitizer gels and other necessary consumables to the underprivileged to fight against the pandemic.

The Group encourages its employees to participate in community activities, such as community health initiatives, sports, cultural activities, volunteer work, and education donation. All employees of the Group are encouraged to participate in environmental protection activities and raise the environmental awareness of people in the communities.

反貪污

本集團已制定反貪污政策禁止僱員於履行其職務時收受客戶、供應商、同事或其他人士提供的利益，並禁止任何涉及利益衝突、賄賂、勒索、欺詐及洗黑錢的活動。員工手冊列明本集團在行為守則方面的預期及若干指引條文。

於二零二一年度，本集團已定期向其董事及員工提供反腐敗教育及培訓材料，以提高彼等對道德及腐敗問題的意識。

本集團鼓勵僱員、客戶、供應商或其他人士舉報涉及利益衝突、賄賂、勒索、欺詐及洗黑錢的活動。

本集團嚴格規管其業務的營運，以確保於營運過程中遵守有關反貪污的國家及當地法律及法規。於二零二一年度，並無嚴重違反《中華人民共和國反不正當競爭法》、《防止賄賂條例》及賄賂、勒索、欺詐和洗黑錢有關的相關法律及法規並有重大影響之行為。此外，於二零二一年度，本集團並無發生違反相關法律及法規的行為而招致重大罰款或制裁的報告。

社區投資

本集團矢志支持本集團經營所在社區，包括社區參與，以了解社區需要，確保本集團的活動計及社區利益。

本集團致力擴充業務營運，以便本集團可僱用更多工人，利用社區可用勞工資源。

於二零二一年度，本集團致力於通過參與多項社區活動服務當地社區。例如，本集團參加某慈善團體舉辦的社區活動，向弱勢群體免費派發口罩、洗手液等必需品，以應對疫情。

本集團鼓勵僱員參與社區活動，如社區健康行動、體育、文化活動、志願工作及教育捐助。本集團鼓勵全體僱員參加環保活動，提升社區各界環保意識。

The Company is committed to maintaining good corporate governance standard and safeguarding the interests of all shareholders and to enhance accountability and transparency. The Company has adopted the code provisions set out in the Corporate Governance Code (the “CG Code”) under Appendix 14 of the Listing Rules as its own code of corporate governance.

CORPORATE GOVERNANCE PRACTICES

The Company had complied with all the code provisions as set out in the CG Code throughout the year ended 31 December 2021, except the following deviations:–

1. Code Provision C.1.6 (previously A.6.7)

Code provision C.1.6 provides that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Mr. Goh Choo Hwee, a former independent non-executive director of the Company, was unable to attend the annual general meeting held on 11 June 2021 (the “2021 AGM”) due to his other business commitments. As other Directors were present at the 2021 AGM, the Board considers his absence did not cause any prejudice to the communication with shareholders of the Company.

2. Code Provision E.1.2 (previously B.1.2)

Code provision E.1.2 requires that the terms of reference of Remuneration Committee should include, among others, to make recommissions to the Board on senior management remuneration. Currently, the terms of reference of the Remuneration Committee exclude review of and making recommendations to the Board in relation to senior management remuneration as in the Board’s opinion, it was more appropriate for the executive directors to perform these duties.

3. Code Provision F.2.2 (previously E.1.2)

Under Code Provision F.2.2 of the CG Code, the Chairman of the Board should attend the annual general meeting. Mr. Wong Lik Ping, Chairman of the Board was unable to attend the 2021 AGM due to his other important commitment. Mr. Lai Ka Fai, executive director chaired the 2021 AGM and was available to answer the questions from the shareholders of the Company. As other Directors were present at the 2021 AGM, the Board considers his absence did not cause any prejudice to the communication with shareholders of the Company.

本公司致力維持良好之企業管治水平，維護全體股東之利益，提高問責性及透明度。本公司已採納上市規則附錄十四項下的《企業管治守則》（「企業管治守則」）所載守則條文作為其自身企業管治守則。

企業管治常規

於截至二零二一年十二月三十一日止年度期間，本公司已一直遵從企業管治守則所載的所有守則條文，惟下文所概述的若干偏離除外：

1. 守則條文C.1.6 (先前列為A.6.7)

守則條文C.1.6規定獨立非執行董事及其他非執行董事應出席股東大會及對股東的意見有公正的了解。本公司前獨立非執行董事吳慈飛先生由於有其他事務在身而未能出席於二零二一年六月十一日召開的股東週年大會（「二零二一年股東週年大會」）。由於其他董事已出席二零二一年股東週年大會，董事會認為彼之缺席並無對與本公司股東進行溝通造成任何損害。

2. 守則條文E.1.2 (先前列為B.1.2)

守則條文E.1.2規定，薪酬委員會的職權範圍應包含（其中包括）就高級管理層薪酬向董事會作出推薦建議。當前，薪酬委員會職權範圍並不包括就高級管理人員之薪酬待遇作出檢討及向董事會提供建議，因董事會認為執行董事更適合執行相關職務。

3. 守則條文F.2.2 (先前列為E.1.2)

根據企業管治守則的守則條文F.2.2，董事會主席應出席股東週年大會。董事會主席王力平先生由於有其他重要事務在身而未能出席二零二一年股東週年大會。二零二一年股東週年大會由執行董事黎嘉輝先生主持並可答覆本公司股東的問題。由於其他董事已出席二零二一年股東週年大會，董事會認為彼之缺席並無對與本公司股東進行溝通造成任何損害。

THE BOARD OF DIRECTORS

The Board currently comprises five Executive Directors, one Non-Executive Director and four Independent Non-Executive Directors (“INEDs”). The brief biographic details of and the relationship among Board members is set out in the Directors Profiles section on pages 74 to 77. The Board has established three Board Committees, namely Audit Committee, Nomination Committee and Remuneration Committee. Attendance of the Board meetings, the meetings of the Board committees and the annual general meetings for the year ended 31 December 2021 held on 11 June 2021 is set out below. The respective responsibilities of the Board and Board Committees are discussed later in this report.

董事會

董事會現由五名執行董事、一名非執行董事及四名獨立非執行董事（「獨立非執行董事」）組成。董事會成員之簡歷及其關係已載於第74頁至第77頁之董事簡介內。董事會已設立三個董事委員會，即審核委員會、提名委員會及薪酬委員會。截至二零二一年十二月三十一日止年度，各董事出席於二零二一年六月十一日舉行的董事會會議、董事委員會會議及股東週年大會的次數載列如下。董事會及董事委員會各自的職責將於本報告的稍後篇幅作出說明。

Number of meetings attended/number of meetings held
出席／舉行會議的次數

		Board Meeting 董事會會議	Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	General Meeting 股東大會
Executive Directors	執行董事					
Mr. Wong Lik Ping	王力平先生	2/7		0/1	0/2	0/1
Mr. Lai Ka Fai	黎嘉輝先生	7/7				1/1
Mr. Tao Ke	陶可先生	1/7				0/1
Mr. Qiao Weibing	喬衛兵先生	1/7				0/1
Mr. Ng Tin Shui	吳天墅先生	3/7				0/1
Non-executive Director	非執行董事					
Ms. Yip Man Yi	葉敏怡女士	4/7				1/1
Independent non-executive Directors	獨立非執行董事					
Mr. Goh Choo Hwee (resigned on 17 March 2022)	吳慈飛先生 (於二零二二年 三月十七日辭任)	6/7	3/3	1/1	2/2	0/1
Mr. Ho Hin Yip	何衍業先生	7/7	3/3	1/1	2/2	1/1
Mr. U Keng Tin	余擎天先生	7/7	3/3			1/1
Mr. Leung Yiu Ming, David	梁耀鳴先生	2/7				1/1
Mr. Lo Tsun Yu (appointed on 17 March 2022)	盧俊宇先生 (於二零二二年 三月十七日獲委任)	0/0	0/0	0/0	0/0	0/0

All Directors are regularly updated on governance and regulatory matters. There is an established procedure for Directors to obtain independent professional advice at the expense of the Company in discharge of their duties.

The Board held meetings from time to time whenever necessary. Notice of at least 14 days has been given to all Directors for all regular board meetings and the Directors can include matters for discussion in the agenda if necessary. Agenda and accompanying board papers in respect of regular board meetings are sent out in full to all directors within reasonable time before the meeting. Draft minutes of all board meetings are circulated to Directors for comment within a reasonable time prior to confirmation.

Minutes of board meetings and meetings of Board Committees are kept by duly appointed secretaries of the respective meetings and all Directors have access to board papers and related materials, and are provided with adequate information on a timely manner, which enable the Board to make an informed decision on matters placed before it.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under Code Provision C.2.1 of the CG Code, the roles of chairman and chief executive officer (“CEO”) should be separate and should not be performed by the same individual. During 2021, Mr. Wong Lik Ping served as the Chairman whereas Mr. Lai Ka Fai served as the CEO of the Group. The Chairman provides leadership to management in respect of operational issues. The CEO has overall chief executive responsibility for the Group’s business development and day-to-day management generally. The segregation ensures a clear distinction between the Chairman’s responsibility to manage the Board and the CEO’s responsibility to manage the Group’s business on behalf of the Board in the operational management of the Company. With the support of Executive Directors and Company Secretaries, the Chairman seeks to ensure that all Directors are properly briefed on issues arising at board meetings and receive adequate and reliable information in a timely manner.

全體董事均定期獲得有關管治及監管事宜的更新資訊。董事亦可按照既定程序，尋求獨立專業意見以協助履行其責任，有關費用由本公司支付。

董事會於有需要時不時舉行會議。就董事會所有定期會議，全體董事均獲給予最少十四天通知，如有需要，董事可將討論事項納入有關議程。董事會定期會議的議程及隨附之董事會文件將於開會前一段合理時間內派發予所有董事。所有董事會會議記錄草稿將於合理時間內交董事傳閱，讓董事在確定會議記錄前提出意見。

董事會及董事委員會會議的會議記錄由各會議經正式委任的秘書保存，全體董事均有權查閱董事會的文件及有關資料，並會及時獲得充分資料，使董事會可就提呈會議的事項作出知情決定。

主席及行政總裁

根據企業管治守則的守則條文C.2.1，主席及行政總裁（「行政總裁」）的角色應分別設立，不應由同一人擔任。於二零二一年，王力平先生出任主席而黎嘉輝先生出任本集團行政總裁。主席就各項營運事宜領導管理層。行政總裁對本集團的業務發展和日常管理有整體行政責任。就本公司營運管理而言，此分工確保將主席管理董事會之責任與行政總裁代表董事會管理本集團業務之責任清楚區分。在執行董事及公司秘書的支持下，主席致力確保所有董事對董事會會議提出的事項得到適當的簡介，並及時收到足夠可靠的信息。

NON-EXECUTIVE DIRECTOR

The Board has an non-executive Director, Ms. Yip Man Yi, who mainly oversees the Company and its business issues in a broad perspective. Ms. Yip was appointed as the non-executive Director on 17 October 2019 for the initial term of one year and renewable for successive terms upon the expiry of such term, subject to retirement by rotation and re-election in accordance with the Company's Articles of Association.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board currently has four INEDs, one of the INEDs hold appropriate professional qualifications, or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. All INEDs of the Company have been appointed for a specific term and are subject to retirement by rotation and re-election in accordance with the Company's Articles of Association. The composition of the Board complied with Rule 3.10A of the Listing Rules that the INEDs represented at least one-third of the Board.

Each of the INEDs has given the Company an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all INEDs are independent and meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

DIRECTORS' CONTINUOUS TRAINING AND DEVELOPMENT

Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution into the Board remains informed and relevant.

The Directors are committed to complying with the code provision C.1.4 on Directors' training. All Directors have participated in continuous professional development activities by reading regulatory updates, and/or attending seminars/workshops relevant to the business/Directors' duties in compliance with code provision C.1.4.

非執行董事

董事會有一名非執行董事葉敏怡女士，其主要負責從廣闊角度審查本公司及業務事宜。葉女士於二零一九年十月十七日獲委任為非執行董事，初始任期為一年，於有關任期屆滿後可予重續，且須根據本公司的組織章程細則輪值退選及重選連任。

獨立非執行董事

董事會現有四名獨立非執行董事，其中一名獨立非執行董事具備上市規則第3.10條所列的適當專業資格、會計或相關的財務管理專長。本公司所有獨立非執行董事均有指定任期，並會根據本公司的組織章程細則輪值退選及重選連任。董事會組成已遵守上市規則第3.10A條獨立非執行董事至少佔董事會成員三分之一之規定。

各獨立非執行董事已根據上市規則第3.13條之規定提交年度獨立性確認書予本公司。本公司認為，所有獨立非執行董事均屬獨立人士，並符合上市規則第3.13條所載之獨立性指引。

董事之持續培訓和發展

董事須參與持續專業發展，發展和更新其知識和技能，以確保其繼續在具備全面資訊及切合所需之情況下向董事會作出貢獻。

董事均致力遵守有關董事培訓之守則條文C.1.4。所有董事均已遵守守則條文C.1.4，透過閱讀監管規定之更新資料，及／或出席與業務／董事職責有關之講座／研討會之方式參與持續專業發展活動。

A record of training they received for the year ended 31 December 2021 was provided to the Company. The individual training record of each Director received for the year ended 31 December 2021 is set out below:

董事已提供截至二零二一年十二月三十一日止年度曾接受的培訓記錄予本公司。下表載列每名董事截至二零二一年十二月三十一日止年度接受培訓的記錄：

		Reading Regulatory updates 閱讀監管規定之 更新資料	Attending seminars/ workshops relevant to the business/ directors' duties 出席與業務/ 董事職責有關之 講座/研討會
Executive Directors	執行董事		
Mr. Wong Lik Ping	王力平先生	✓	✓
Mr. Lai Ka Fai	黎嘉輝先生	✓	✓
Mr. Tao Ke	陶可先生	✓	✓
Mr. Qiao Weibing	喬衛兵先生	✓	✓
Mr. Ng Tin Shui	吳天墅先生	✓	✓
Non-Executive Director	非執行董事		
Ms. Yip Man Yi	葉敏怡女士		✓
Independent non-executive Directors	獨立非執行董事		
Mr. Goh Choo Hwee (resigned on 17 March 2022)	吳慈飛先生 (於二零二二年三月十七日 辭任)	✓	✓
Mr. Ho Hin Yip	何衍業先生	✓	✓
Mr. U Keng Tin	余擎天先生		✓
Mr. Leung Yiu Ming, David	梁耀鳴先生	✓	✓

DELEGATION BY THE BOARD

The Board sets the Group's objectives and strategies and monitors its performance. The Board also decides on matters such as annual and interim results, merger & acquisition transactions, provision of loans, director appointments, and dividend and accounting policies and monitors the internal controls of the Group's business operation. The Board has delegated the authority and responsibility of overseeing the Group's day to day operations to management executives.

During the year ended 31 December 2021, in accordance with Code provision D.1.2 of the CG Code, all Directors are provided with monthly updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

董事會授權

董事會訂立本集團目標及策略並監察其表現。董事會亦會就年度及中期業績、併購交易、提供貸款、董事委任及股息和會計政策等項目作出決定，並會監察本集團業務營運的內部監控。董事會已將監督本集團日常運作的權力和責任下放給管理人員。

截至二零二一年十二月三十一日止年度，根據企業管治守則守則條文D.1.2，全體董事已獲提供有關本公司業績、狀況及前景的每月更新資料，董事會整體及各董事能夠履行其職責。

When the Board delegates aspect of its management and administration functions to management, clear directions would be given as to the power of management, in particular, the circumstances where management should report back to the Board before making decision or entering into any commitments on behalf of the Group.

Principal functions that are specifically delegated by the Board to the management include (i) implementation of corporate strategy and policy initiatives; (ii) provision of management reports to the Board in respect of Group's performance, financial position and prospects; and (iii) day-to-day management of the Group.

BOARD DIVERSITY POLICY

The Board has adopted a Diversity of Board Members Policy (the "Board Diversity Policy") and discussed all measurable objectives set for implementing the policy.

The Company recognises and embraces the benefits of diversity of Board members. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will be based on merit and the candidates will be considered against measurable objectives, taking into account the Company's business and needs. Selection of candidates will be based on a range of diversity criteria, including but not limited to gender, age, cultural and educational background, knowledge, professional experience and skills in support of good decision making process, business development, strategy of the Group and succession planning of the Board. Pursuant to the Amendments to corporate governance requirements, the Company is required to have a board with different gender by the end of 2024 and will aim to gradually increase in the number of female board members thereafter. The Board will take opportunities to increase the proportion of female members over time when selecting and making recommendation on suitable candidates for board appointments. The Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders' expectation and international and local recommended best practices, with the ultimate goal of bringing the Board to gender parity. The Board also aspires to having an appropriate proportion of Directors who have direct experience in the Group's core markets, with different ethnic backgrounds, and reflecting the Group's strategy. The Company will also take into account factors based on its specific needs from time to time. The ultimate decision will be based on merit and the contribution that the selected candidates may bring to the Board.

The Nomination Committee will review the Board Diversity Policy as appropriate from time to time in light of experience, evolving standards of corporate governance and recommend any proposed changes to the Board for approval.

當董事會將其管理及行政職能方面之權力轉授予管理層時，已同時就管理層之權力給予清晰規定，尤其是管理層須向董事會匯報後方可作出決定或代表本集團作出任何承諾之情況。

董事會特定授權予管理層之主要職責包括(i)實施企業策略及政策；(ii)向董事會提交有關本集團之表現、財務狀況及前景之管理報告；及(iii)本集團之日常管理。

董事會多元化政策

董事會已採納董事會成員多元化政策（「董事會多元化政策」），並就政策實施討論了所有重要目標。

本公司認同及相信董事會成員多元化所帶來的裨益。其致力確保董事會擁有適合本公司業務所需的技能、經驗及多元化的意見。所有董事會成員的委任將以甄選優秀人才為基準，並根據可計量目標及本公司的業務和需要考慮候選人。甄選候選人將按多方面作考慮以支持本集團良好決策程序、業務發展、策略及董事會繼任計劃，包括但不限於性別、年齡、文化及教育背景、知識、專業經驗及技能。根據企業管治規定的修訂，本公司須於二零二四年底前設立擁有不同性別的董事會，此後將逐步增加女性董事會成員的數量。董事會在甄選及推薦合適的董事會候選人時，將把握機會增加女性成員的比例。董事會將參考持份者的期望以及國際及當地建議最佳常規，確保實現性別多元化的適當平衡，最終目標是使董事會實現性別平等。董事會亦期望有適當比例的董事具備本集團核心市場的直接經驗，具有不同種族背景，並反映本集團的策略。本公司亦將根據其不時的具體需求考慮各種因素。最終決定乃按照獲甄選候選人將會為董事會帶來的價值及貢獻而作出。

提名委員會將根據經驗及企業管治發展標準不時檢討董事會多元化政策（如適用）和向董事會就建議變動作出提議，以便董事會審批。

DIRECTOR NOMINATION POLICY

The Company adopted a director nomination policy (the “Nomination Policy”) on 14 December 2018 which set out the criteria and process in the appointment and nomination of directors, in order to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and ensure the Board continuity and appropriate leadership, and the summary of which is set out below:

Nomination criteria

Pursuant to the mandatory disclosure requirements effective in 2019, the Company should disclose its policy for nomination of directors in the summary of work performed by the Nomination Committee in its corporate governance report. In evaluating and selecting any candidate for the directorship, the following criteria should be considered:

- (i) character and integrity;
- (ii) qualifications including professional qualifications, skills, knowledge and experience, and diversity aspects under the Board Diversity Policy that are relevant to the Company’s business and corporate strategy;
- (iii) any measurable objectives adopted for achieving diversity on the Board;
- (iv) for independent non-executive Directors, whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- (v) any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- (vi) willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and
- (vii) 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.

董事提名政策

本公司已於二零一八年十二月十四日採納董事提名政策（「提名政策」），其載列任命及提名董事的準則及程序，以確保董事會成員具備切合本公司的技能、經驗及多元化觀點及確保董事會的持續性及維持其領導角色，概述如下：

提名準則

根據於二零一九年生效的強制披露規定，本公司應在企業管治報告內提名委員會所執行工作的概要中披露其提名董事的政策。本公司在評估及挑選候選人擔任董事時，應考慮以下準則：

- (i) 品格及誠信；
- (ii) 資格，包括與本公司業務及公司策略相關的專業資格、技能、知識及經驗，以及董事會多元化政策所提述的多元化因素；
- (iii) 為達致董事會多元化而採納的任何可計量目標；
- (iv) 就獨立非執行董事而言，根據上市規則所載獨立指引，候選人是否屬獨立人士；
- (v) 候選人於資格、技能、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻；
- (vi) 是否願意及是否能夠投放足夠時間履行身為本公司董事會及／或董事委員會成員的職責；及
- (vii) 適用於本公司業務及繼任計劃以及董事會及／或提名委員會可於適用時因應提名董事及繼任規劃不時採納及／或修訂的有關其他觀點。

Nomination Procedures

The Company has put in place the following director nomination procedures:

Appointment of New and Replacement Directors

- (i) If the Board determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.
- (ii) Upon compilation and interview of the list of potential candidates, the relevant Nomination Committee will shortlist candidates for consideration by the Nomination Committee/Board based on the selection criteria and such other factors that it considers appropriate. The Board has the final authority on determining suitable director candidate for appointment.

Re-election of Directors and Nomination from Shareholders

- (i) Where a retiring Director, being eligible, offers himself for re-election, the Board shall consider and, if consider appropriate, recommend such retiring Director to stand for re-election at a general meeting. A circular containing the requisite information on such retiring Director will be sent to shareholders prior to a general meeting in accordance with the Listing Rules.
- (ii) Any shareholder of the Company who wishes to nominate a person to stand for election as a Director at a general meeting must lodge with the company secretary of the Company within the lodgement period specified in the relevant shareholder circular (a) a written nomination of the candidate, (b) written confirmation from such nominated candidate of his willingness to stand for election, and (c) biographical details of such nominated candidate as required under the Listing Rules. Particulars of the candidate so proposed will be sent to all shareholders for information by a supplementary circular.

提名程序

本公司已採納以下董事提名程序：

委任新任及替任董事

- (i) 如董事會決定需要委任額外或替任董事，其將循多個渠道物色適合的董事候選人，包括董事、股東、管理層、本公司顧問及外部獵頭公司的推薦。
- (ii) 在編製建議候選人名單及進行面談後，提名委員會將根據甄選準則及其認為適合的其他因素，擬定入圍候選人名單以供提名委員會／董事會考慮。董事會擁有決定適合董事候選人以作出委任的最終權力。

重選董事及股東提名

- (i) 如退任董事符合資格並願膺選連任，董事會應考慮並（如認為適當）建議該名退任董事在股東大會上重選連任。載有該名退任董事必需資料的通函將根據上市規則於股東大會舉行前寄發予股東。
- (ii) 如本公司任何股東擬提名一名人士在股東大會上參選董事，其必須於相關股東通函內列明的遞交期內，向本公司公司秘書遞交(a)對候選人的書面提名，(b)該名獲提名候選人表示願意參選的書面確認，及(c)按上市規則所規定的該名獲提名候選人的個人資料。獲提議推選候選人的詳情將以補充通函寄發予全體股東以供參考。

REMUNERATION COMMITTEE

The Company has set up a Remuneration Committee to ensure that there are formal and transparent procedures for setting policies on the remuneration of Directors. For the year ended 31 December 2021, the Remuneration Committee comprises the Board's Chairman, Mr. Wong Lik Ping, and two INEDs, namely Mr. Goh Choo Hwee and Mr. Ho Hin Yip. The Remuneration Committee is chaired by Mr. Ho Hin Yip. For the attendance of each of the Director in the meetings of the Remuneration Committee, please refer to the paragraph headed "Board of Directors" above in this report.

During the year, three Remuneration Committee meetings were held to review the remuneration packages of the Directors. The Remuneration Committee is delegated with authority of the Board to review the remuneration package of the Directors and ensures that no Director is involved in deciding his own remuneration. The terms of reference of the Remuneration Committee, a copy of which is posted on the Company's website, are consistent with the terms set out in the relevant section of the CG Code.

NOMINATION COMMITTEE

The Company has set up a Nomination Committee to ensure fair and transparent procedures for the appointment, re-election and removal of Directors to the Board. For the year ended 31 December 2021, the Nomination Committee comprises the Board's Chairman, Mr. Wong Lik Ping, and two INEDs, namely Mr. Goh Choo Hwee and Mr. Ho Hin Yip. The Nomination Committee is chaired by Mr. Wong Lik Ping. For the attendance of each of the Director in the meetings of the Nomination Committee, please refer to the paragraph headed "Board of Directors" above in this report.

During the year, one Nomination Committee meetings were held to review the structure, size, composition of the Board, review the independence of the INEDs, review the Board Diversity Policy and discuss re-election of Directors. In selecting and recommending candidates for directorship, the Committee will consider the background, experience, qualification and suitability of the candidates as well as the Board Diversity Policy, as the Nomination Committee has been delegated with the overall responsibility for implementation, monitoring and periodic review of the Board Diversity Policy. The Board will approve the recommendations based on the same criteria. The terms of reference of the Nomination Committee, a copy of which is posted on the Company's website, are consistent with the terms set out in the relevant section of the CG Code.

薪酬委員會

本公司已成立薪酬委員會，以確保在制定董事薪酬之政策上有正式及透明之程序。截至二零二一年十二月三十一日止年度，薪酬委員會成員包括董事會主席王力平先生，及兩名獨立非執行董事吳慈飛先生及何衍業先生。何衍業先生為薪酬委員會之主席。有關薪酬委員會會議各董事之出席情況，請參閱本報告上文「董事會」一段。

本年度內曾召開了三次薪酬委員會會議，就董事之薪酬待遇作出檢討。薪酬委員會獲董事會授權審閱董事之薪酬待遇及確保並無董事參與釐定其本身的薪酬。薪酬委員會的職權範圍與企業管治守則有關部分所載之條款一致。薪酬委員會的職權範圍已刊登在本公司的網站內。

提名委員會

本公司已設立提名委員會，以確保在董事會委任、重選及罷免董事之事宜有公平及透明的程序。截至二零二一年十二月三十一日止年度，提名委員會成員包括董事會主席王力平先生，及兩名獨立非執行董事吳慈飛先生及何衍業先生。王力平先生為提名委員會之主席。有關提名委員會會議各董事之出席情況，請參閱本報告上文「董事會」一段。

本年度內曾召開了一次提名委員會會議，審閱董事會的結構、規模及組成、審閱獨立非執行董事之獨立性、審閱董事會多元化政策及討論董事重選事宜。由於提名委員會獲授權全面負責實施、監督及定期審閱董事會多元化政策，挑選及推薦董事候選人時，委員會會考慮候選人的背景、經驗、資歷、適合程度及董事會多元化政策。董事會將根據相同準則批准推薦建議。提名委員會的職權範圍與企業管治守則有關部分所載之條款一致。提名委員會的職權範圍已刊登在本公司網站內。

AUDIT COMMITTEE

For the year ended 31 December 2021, the Audit Committee comprises three INEDs, namely Mr. Ho Hin Yip, Mr. Goh Choo Hwee and Mr. U Keng Tin. The Audit Committee is chaired by Mr. Ho Hin Yip. The Audit Committee is delegated with the authority from the Board primarily to make recommendations to the Board on the appointment, reappointment and removal of external auditor, review the financial statements and provide material advice in respect of financial reporting, oversee the financial reporting process, internal control, risk management systems and audit process of the Group and perform other duties and responsibilities assigned by the Board. The composition of the Audit Committee meets the requirements of Rule 3.21 of Listing Rules. For the attendance of the Directors in the meetings of the Audit Committee, please refer to the paragraph headed “Board of Directors” above in this report.

The following is a summary of the work performed by the Audit Committee during the year ended 31 December 2021 and up to the date of this annual report:

- (i) reviewed and discussed the annual audited financial statements, results announcement and report for the year ended 31 December 2021, the related accounting principles and practices adopted by the Group, the report from the management on the Company’s review of the risk management and internal control systems, and recommendation of the re-appointment of the external auditor;
- (ii) reviewed of the annual audit plan of the external auditor including the nature and scope of the audit, the fee payable to them, their reporting obligations and their work plan; and
- (iii) reviewed of the effectiveness and performance of the Company’s financial reporting system, risk management and internal control systems and internal audit plan.

There is no disagreement between the Board and the Audit Committee regarding the appointment of external auditor. The terms of reference of the Audit Committee, a copy of which is posted on the Company’s website, are consistent with the terms set out in the relevant section of the CG Code.

審核委員會

截至二零二一年十二月三十一日止年度，審核委員會由三名獨立非執行董事組成（即何衍業先生、吳慈飛先生及余擎天先生）。何衍業先生為審核委員會之主席。審核委員會由董事會授權主要負責就委任、續聘及罷免外部核數師向董事會提供推薦建議、審閱財務申報及就財務申報提供重大意見、監督本集團的財務申報程序、內部監控、風險管理系統及審核程序以及履行董事會指派的其他職責及責任。審核委員會的組成符合上市規則第3.21條的規定。有關審核委員會會議各董事之出席情況，請參閱本報告上文「董事會」一段。

以下為審核委員會於截至二零二一年十二月三十一日止年度及直至本年報日期所進行工作的概述：

- (i) 審閱及討論截至二零二一年十二月三十一日止年度的年度經審核財務報表、業績公告及報告、本集團所採用的相關會計原則及常規、管理層有關本公司審查風險管理及內部監控系統的報告以及有關續聘外部核數師的推薦建議；
- (ii) 審閱外部核數師的年度審核計劃，包括審核的性質及範圍、應付彼等費用、彼等的報告責任及工作計劃；及
- (iii) 審閱本公司財務匯報系統、風險管理及內部監控系統以及內部審核計劃的有效性表現。

董事會與審核委員會之間就委任外部核數師並無意見分歧。審核委員會的職權範圍與企業管治守則有關部分所載之條款一致。審核委員會的職權範圍已刊登在本公司網站內。

CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules as its code of conduct for dealings in securities of the Company by the Directors. Having made specific enquiries, all directors confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2021.

To comply with the code provision C.1.3 of the CG Code, the Company has also adopted written guidelines on no exacting terms than the Model Code as the code of conduct for securities transactions by relevant employees to regulate the dealings in the securities of the Company by certain employees of the Group who are considered to be likely in possession of inside information of the Company or its securities.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board is responsible for presenting a balanced, clear and comprehensible assessment of the Group’s performance, position and prospects.

Management shall provide sufficient explanation and information to the Board as will enable the Board to make an informed assessment of the financial and other information presented before board meeting for approval.

The Directors acknowledge their responsibility for preparing the Group’s consolidated financial statements and ensuring that the preparation of the Group’s consolidated financial statements is in accordance with the relevant requirements and applicable standards.

A statement by the auditors about their reporting responsibilities is included in the Independent Auditor’s Report on pages 90 to 98 of this annual report.

The Board will present a balanced, clear and understandable assessment to annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements.

董事及有關僱員的證券交易守則

本公司已採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」），作為其董事買賣本公司證券的操守守則。經作出特定查詢，全體董事確認彼等於截至二零二一年十二月三十一日止年度一直遵守標準守則之規定標準。

為遵守企業管治守則之守則條文C.1.3，本公司亦已採納條款不遜於標準守則之書面指引為有關僱員進行證券交易的操守守則，以規管本集團若干被認為可能會擁有本公司或其證券內部資料的僱員買賣本公司之證券。

問責及審核

財務報告

董事會應負責對本集團的表現、狀況及前景呈列平衡、清晰及全面的評估。

管理層將向董事會作出充分解釋並提供充足資料，讓董事會可就呈交董事會會議以供批准的財務及其他資料，作出知情評估。

董事承認彼等負有責任編製本集團綜合財務報表及確保本集團綜合財務報表按有關規定及適用標準編製。

核數師關於其匯報責任的聲明載於本年報第90頁至第98頁之獨立核數師報告。

董事會將呈列平衡、清晰及易明的年度及中期報告評估、其他股價敏感公告及上市規則規定的其他財務披露資料，向監督機構的報告以及根據監管規定須予披露的資料。

Risk Management and Internal Controls

The main features of the risk management and internal control systems of the Group are to provide a clear governance structure, policies and procedures, as well as reporting mechanism to facilitate the Group to manage its risks across business operations. The Group has established a risk management framework, which consists of the Board, the Audit Committee and an internal audit function which is carried out by the functional responsible management of the Group (“Senior Management”). The Board determines the nature and extent of risks that shall be taken in achieving the Group’s strategic objectives, and has the overall responsibility for monitoring the design, implementation and the overall effectiveness of risk management and internal control systems. The risk management and internal control systems of the Group are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. Its improvement is an ongoing process and the Board maintains a continuing commitment to strengthen the Company’s control environment and processes. The Board, through the Audit Committee, conducts reviews of the effectiveness of such systems on an annual basis, covering all material controls including financial, operational and compliance controls. The Group has formulated and adopted risk management policy in providing directions in identifying, evaluating and managing significant risks. During regular review and on an annual basis, the Senior Management identifies risks that would adversely affect the achievement of the Group’s objectives, and assesses and prioritizes the identified risks according to a set of standard criteria. Risk mitigation plans and risk owners are then established for those risks considered to be significant. In addition, the Group has engaged Zhonghui Anda Risk Services Limited (“Zhonghui”) to assist the Board and the Audit Committee in ongoing monitoring of risk management and internal control systems of the Group and in performing the internal audit functions for the Group. The annual review plan of the Group covers major activities and material controls including operational, financial and compliance of the Group’s business units. It also covers the changes, since the last annual review, in the nature and extent of significant risks, and the Group’s ability to respond to changes in its business and the external environment.

風險管理及內部監控

本集團風險管理及內部監控系統的主要特徵是提供清晰的管治架構、政策及程序以及匯報機制以協助本集團管理其各類業務營運的風險。本集團已建立由董事會、審核委員會組成的風險管理框架及由本集團的職能責任管理層（「高級管理層」）執行的內部審核職能。董事會釐定在達成本集團策略目標過程中將承擔的風險性質及程度，並整體負責監察風險管理及內部監控系統的設計、實施及整體有效性。設立本集團的風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，且僅可對重大失實陳述或損失提供合理而非絕對保證。其改進乃為持續過程，而董事會將繼續致力於加強本公司的監控環境及程序。董事會透過審核委員會每年檢討有關系統的有效性，範圍涵蓋所有重大控制措施，包括財務、營運及合規控制措施。本集團亦已制定及採納風險管理政策，提供識別、評估及管理重大風險的指示。高級管理層定期審閱及每年識別對實現本集團目標造成不利影響的風險，並根據一套標準準則評估及排列所識別風險的優先次序。屆時對認為屬重大的該等風險制定風險緩解計劃及指定風險負責人。此外，本集團已委聘中匯安達風險管理有限公司（「中匯」）協助董事會及審核委員會持續監督本集團的風險管理及內部監控系統以及為本集團履行內部審計職能。本集團的年度審閱計劃涵蓋了主要業務及重大監控（包括本集團業務單位的營運、財務及合規），其亦涵蓋了自上次年度審閱以來重大風險的性質及程度的變化以及本集團應對其業務和外部環境變化的能力。

A report on the result of risk management and internal control review from Zhonghui was provided to the Audit Committee and the Board in March 2022. The Board, through the Audit Committee, had performed annual review on the effectiveness of the Group's risk management and internal control systems, including but not limited to (i) the general compliances with the Appendix 14 of the Listing Rules and the disclosure requirements of the Corporate Governance Report, (ii) corporate level controls (such as the independence, experience, roles and responsibilities of the Board and composition of each committee as well as management monitoring activities), (iii) certain operational level controls, and (iv) financial reporting functions. In the course of internal audit reviews, Zhonghui identified internal control deficiencies and weaknesses, proposed recommendations for improvements and remedial actions with management and process owners. The management has taken certain remedial actions accordingly. The results of the internal control reviews and the management's remedial actions have been reported to the Audit Committee. One of the deficiencies were related to a delayed reporting of a disclosable finance lease transaction due to an inadvertent overlook by a PRC subsidiary. Details of the transaction refer to an announcement dated 31 January 2022. Zhonghui has followed up with the remedial measures proposed in the announcement and they were timely taken to address any occurrence of similar incidents in the future. Other than the said deficiency, which has been satisfactorily addressed after the relevant remedial actions were taken, the Board concluded that there are no material irregularities nor areas of concern that would have significant adverse impact on the Group's state of affair, and that the Group's risk management and internal control systems were effective and adequate (including the resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions) and, save as discussed in elsewhere in this report, have complied with the CG code provisions on risk management and internal control during the year. There was also no material breach of procedures and internal controls for the handling and dissemination of inside information during the year. The Company regularly reminds the directors and the relevant staff about due compliance and latest regulatory updates with the insider information and other relevant regulations.

中匯於二零二二年三月向審核委員會及董事會提交了有關風險管理及內部監控審閱報告結果的報告。董事會透過審核委員會已就本集團的風險管理及內部監控系統之有效性進行年度審閱，包括但不限於(i)全面遵守上市規則附錄十四及企業管治報告的披露要求，(ii)企業層面監控(如董事會的獨立性、經驗、角色及責任，以及各委員會的組成及管理層監督活動)，(iii)若干營運層面監控及(iv)財務匯報職能。於檢討內部審核的過程中，中匯發現有內部監控缺陷和不足，並向管理層及流程負責人提出改善及補救建議。管理層已就此採取若干補救措施。內部監控之檢討結果及管理層補救措施已向審核委員會匯報。其中一項缺陷與由於一家中國附屬公司的疏忽導致一項須予披露融資租賃交易延遲報告有關。交易詳情請參閱日期為二零二二年一月三十一日的公告。中匯已跟進公告中提出的補救措施，並及時採取以應對未來類似事件的發生。除所述缺陷(於採取相關補救措施後已圓滿解決)外，董事會得出結論認為，並無任何嚴重違規或任何存在疑慮的範疇將對本集團的事務狀況構成重大不利影響，並認為本集團的風險管理及內部監控系統於年內屬有效及足夠(包括本公司會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗、培訓課程及預算)並已遵守風險管理及內部監控的企業管治守則條文(除本報告其他部分所討論者外)。年內亦無處理及發佈內幕消息程序及內部監控的重大違反。本公司定期提醒董事及相關員工內幕消息及其他相關規定的適當合規性及最新監管更新。

AUDITOR'S REMUNERATION

For the year ended 31 December 2021, the auditors of the Company provided audit and non-audit services to the Company and the Group.

The auditor's remuneration payable to BDO Limited in relation to audit and non-audit services on an agreement upon procedure for interim report for the year ended 31 December 2021 amounted to HK\$1,500,000 and HK\$140,000 respectively.

The statement of the auditor of the Company regarding their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 90 to 98.

REMUNERATION OF SENIOR MANAGEMENT

Pursuant to code provision E.1.5 of the CG Code, the remuneration paid to the members of the senior management (excluding Directors) by band during the Year is set out below:

Remuneration band (HK\$)	薪酬範圍 (港元)	Number of person(s) 人數
Nil to 1,000,000	零至1,000,000	1
1,000,001 to 1,500,000	1,000,001至1,500,000	1
1,500,001 to 2,500,000	1,500,001至2,500,000	—

JOINT COMPANY SECRETARIES

All directors have access to the advice and services of the Company Secretary. The Company Secretary is responsible for ensuring the Board policies and procedures are followed and for facilitating information flows and communications among Directors and its committees as well as with shareholders and management, and between management and the non-executive directors.

Mr. Li Chak Hung and Mr. Siu Wai Bun, are the joint company secretaries of the Company. Both of Mr. Li and Mr. Siu report to Mr. Wong Lik Ping, the Chairman of the Board.

Mr. Li Chak Hung was appointed as company secretary of the Company on 13 March 2002. He is a member of the Hong Kong Institute of Certified Public Accountants. He undertook over 15 hours of relevant professional training to update his skills and knowledge during the year.

核數師酬金

截至二零二一年十二月三十一日止年度，本公司核數師向本公司及本集團提供核數及非核數服務。

截至二零二一年十二月三十一日止年度，就有關內部報告程序達成協定的核數及非核數服務應付香港立信德豪會計師事務所有限公司之核數師酬金分別為1,500,000港元及140,000港元。

本公司核數師就財務報表之申報責任所作聲明載於第90頁至第98頁之獨立核數師報告內。

高級管理層薪酬

根據企業管治守則守則條文第E.1.5條，本年度支付予高級管理層成員（不包括董事）的薪酬範圍載列如下：

聯席公司秘書

所有董事均有權獲得公司秘書提供的意見及服務。公司秘書須負責確保遵循董事會的政策及程序以及促進董事及其委員會、股東及管理層之間以及管理層及非執行董事之間的信息流通及溝通。

李澤雄先生及蕭偉斌先生為本公司的聯席公司秘書。李先生及蕭先生均向董事會主席王力平先生匯報。

李澤雄先生於二零零二年三月十三日獲委任為本公司之公司秘書。彼為香港會計師公會會員。彼於本年度內參與超過15小時之相關專業培訓以更新技能及知識。

Mr. Siu Wai Bun was appointed as joint company secretary of the Company on 6 November 2017. Mr. Siu is a member of Hong Kong Institute of Certified Public Accountants. During the year, Mr. Siu undertook more than 15 hours of relevant professional training to update his skills and knowledge.

蕭偉斌先生於二零一七年十一月六日獲委任為本公司聯席公司秘書。蕭先生為香港會計師公會會員。蕭先生於本年度內參與超過15小時之相關專業培訓以更新技能及知識。

SHAREHOLDERS' RIGHTS

Convening an extraordinary General Meeting by shareholders

Pursuant to Article 58 of the Company's Articles of Association, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting Forward Proposals at General Meetings

A shareholder shall make a written requisition to the Board or the company secretary at the Company's office in Hong Kong at Room 2203, 22/F., Kwan Chart Tower, No. 6 Tonnochy Road, Wanchai, Hong Kong, specifying the shareholding information of the shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

As regards proposing a person for election as a Director, please refer to the procedures available on the websites of the Company and the Stock Exchange.

股東權利

由股東召開股東特別大會

根據本公司的組織章程細則第58條，任何一位或以上於遞呈要求日期持有不少於本公司繳足股本（附有於本公司股東大會上投票權）十分之一的股東於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩(2)個月內舉行。倘遞呈後二十一(21)日內，董事會未有召開該大會，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會未有召開大會而合理產生的所有開支應由本公司向要求人作出償付。

於股東大會上提呈建議

股東須向董事會或公司秘書提出書面要求，致函本公司香港辦事處，地址為香港灣仔杜老誌道6號群策大廈22樓2203室，當中須列明該股東的股權資料、其詳細聯絡資料，以及擬就任何具體的交易／事宜而於股東大會上提呈的建議及其有關文件。

關於建議任何人士膺選董事之事項，請參閱刊載於本公司及聯交所網站之程序。

Procedures for Shareholders to propose a person for election as a Director

If a shareholder wishes to nominate a person (the “Proposed Candidate”) to stand for election as a Director at a general meeting of the Company, the following documents must be validly served to the Board or the company secretary of the Company at the Company’s principal place of business in Hong Kong at Room 2203, 22/F., Kwan Chart Tower, No. 6 Tonnochy Road, Wanchai, Hong Kong:

- (a) a written notice signed by the shareholder(s), who is/are duly qualified to attend and vote at the meeting, of his/her intention to propose the Proposed Candidate for election as a Director; and
- (b) a written notice signed by the Proposed Candidate of his/her willingness to be elected as a Director.

As stipulated in Article 85 of the Articles of Association, the period for lodgement of such notices required under such Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

Making enquiry to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing to the company secretary at the Company’s office in Hong Kong at Room 2203, 22/F., Kwan Chart Tower, No. 6 Tonnochy Road, Wanchai, Hong Kong.

股東提名人選參選董事的程序

倘股東有意提名人士(「建議候選人」)於本公司股東大會上參選董事，必須將以下文件有效送達本公司的香港主要營業地點(地址為香港灣仔杜老誌道6號群策大廈22樓2203室)，交董事會或本公司公司秘書查收：

- (a) 經合資格出席大會及於會上投票的股東簽署表明有意提名建議候選人參選董事的書面通知；及
- (b) 由建議候選人簽署表明願意參選董事的書面通知。

如組織章程細則第85條規定，遞交該細則所規定通知的限期開始日期不得早於就舉行股東大會進行有關選舉而寄發通告翌日，截止日期則不得遲於有關股東大會日期前七日，而向本公司發出有關通知的最短期間至少為七日。

向董事會提出查詢

股東可以隨時以書面形式將向董事會提出之查詢及關注之事項郵寄至本公司香港辦事處，地址為香港灣仔杜老誌道6號群策大廈22樓2203室，請註明收件人為公司秘書。

DIVIDEND POLICY

The Company adopted a dividend policy for striking a right balance between rewarding its shareholders by sharing a portion of the profits and meeting adequate cash reserves for its working capital requirements and future prospects of the Company. With reasonable but not pre-determined dividend distribution ratio, the proposed amount of dividends will be made at the discretion of the Board and will depend on the Company's operational results, cash flow situation, financial conditions, capital expenditure requirements, general business conditions and strategies, future economic environment, statutory and regulatory restrictions and any other factors that the Board may deem relevant. The policy will be reviewed from time to time so as to keep in line with the change of market conditions and other factors as the Board may deem relevant.

INVESTOR RELATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company has established a range of communication channels between itself, its shareholders and investors, including answering questions through the annual general meeting, the publications of annual and interim reports, notices, announcements and circulars on the website of the Company at www.egichk.com.

CONSTITUTIONAL DOCUMENTS

No change has been made to the Company's Memorandum and Articles of Association during 2021. The Memorandum and Articles of Association have been published at the websites of the Stock Exchange and the Company.

On behalf of the Board
Wong Lik Ping
Chairman

Hong Kong, 31 March 2022

股息政策

本公司採納一項股息政策，透過攤分部分溢利以回報股東，同時保留充足現金儲備以符合其營運資金要求及供本公司未來發展所需，在兩者之間保持平衡。股息率為合理但非預定，故建議股息金額將由董事會酌情決定，並根據本公司經營業績、現金流量情況、財務狀況、資本開支需求、一般業務條件及策略、未來經濟環境、法規及監管限制及其他董事會認為相關的因素釐定。該政策將不時予以審閱以符合市場情況及董事會可能視為相關的其他因素的變化。

投資者關係

本公司認為，與股東之有效溝通對加強投資者關係及加深投資者對本集團業務表現及策略之了解實屬必要。本公司已就其本身與股東及投資者之間的溝通設立多個渠道，當中包括通過股東週年大會回答問題，於本公司網站www.egichk.com刊發年度及中期報告、通告、公佈及通函。

章程文件

於二零二一年，概無對本公司的組織章程大綱及細則作出變更。組織章程大綱及細則已於聯交所及本公司網站刊登。

代表董事會
主席
王力平

香港，二零二二年三月三十一日

DIRECTORS' PROFILES

董事簡介

EXECUTIVE DIRECTORS

Mr. Wong Lik Ping, aged 61, is the Chairman of the Group. He joined the Group in August 2012 and is responsible for overall leadership strategic planning, business development and Board issues of the Group. He was (i) an executive director and a vice-chairman of Shougang Fushan Resources Group Limited (stock code: 639) from March 2009 to December 2015 and (ii) an executive director and the chairman of Theme International Holdings Limited (stock code: 990) from November 2009 to January 2016, both companies listed on the Main Board of the Stock Exchange. He is a director and the sole shareholder of Worldkin Development Limited, a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), Mr. Wong is a member of the National Committee of the Chinese People's Political Consultative Conference. He has extensive experience in trading business, financial industry and investments in a wide range of businesses in the PRC.

Mr. Lai Ka Fai, aged 52, joined the Group in June 2010 and was appointed as an executive director and chief executive officer of the Company in January 2012 and November 2017 respectively. Mr. Lai is responsible for the corporate governance, administration and new business development of the Group. He holds a Bachelor degree in Laws from The Manchester Metropolitan University in the United Kingdom, a Postgraduate Certificate in Laws from The University of Hong Kong and a Master degree of Business Administration from the University of Leicester in the United Kingdom. He is a solicitor of the High Court of the Hong Kong Special Administrative Region and has over 20 years of experience in the legal field.

Mr. Tao Ke, aged 38, was appointed as an executive director of the Company on 6 March 2015. Mr. Tao holds a Master of Social Science degree from University of Glasgow and a Bachelor degree in Economics from Beijing Institute of Technology. Mr. Tao has extensive experience in corporate finance and overseas merger and acquisition. He worked in international investment banks and responsible for clients' project management, project acquisition and various initial public offerings. Mr. Tao is currently a general manager of a chemical production group in Shandong.

執行董事

王力平先生，61歲，本集團主席。彼於二零一二年八月加入本集團，負責本集團整體領導之策略制定、業務發展及董事會事宜。彼分別(i)由二零零九年三月至二零一五年十二月於首鋼福山資源集團有限公司(股份代號：639)擔任執行董事及副主席；及(ii)由二零零九年十一月至二零一六年一月於榮暉國際集團有限公司(股份代號：990)擔任執行董事及主席，該兩家公司均為聯交所主板上市之公司。彼為本公司主要股東(定義符合證券及期貨條例(「證券及期貨條例」)第XV部)世勤發展有限公司之董事及惟一股東。王先生現為中國人民政治協商會議全國委員會委員。彼於中國不同行業擁有豐富的貿易、金融及投資經驗。

黎嘉輝先生，52歲，於二零一零年六月加入本集團並於二零一二年一月及二零一七年十一月分別獲委任為本公司執行董事及行政總裁。黎先生負責本集團企業管治、行政管理及新業務開發。彼於英國曼徹斯特都會大學獲得法學學士學位，於香港大學獲得法學專業證書及於英國李斯特大學獲得工商管理碩士學位。彼為香港特別行政區高等法院律師及在法律事務範疇擁有逾二十年經驗。

陶可先生，38歲，於二零一五年三月六日獲委任為本公司之執行董事，陶先生持有格拉斯哥大學之社會科學碩士學位以及北京理工大學經濟學學士學位。陶先生在公司融資及海外併購範疇擁有豐富經驗。彼在國際投資銀行負責客戶項目管理、項目收購合併，以及多項首次公開招股上市的工作。陶先生現為山東一家化工集團的總經理。

Mr. Qiao Weibing, aged 54, was appointed as an executive director of the Company on 17 March 2016. Mr. Qiao holds a bachelor degree from Shanxi University and a master degree in management engineering from China University of Mining and Technology. Mr. Qiao has over 20 years' working experience in the government regulatory authorities and financial institutions in the PRC. Mr. Qiao is currently the chief investment officer of the Company and the chairman and CEO of Beijing Ever Grand International Finance Lease Co., Ltd., a subsidiary of the Company in the PRC.

Mr. Ng Tin Shui, aged 66, was appointed as an executive director of the Company on 9 September 2020. Mr. Ng holds a bachelor degree of science in Mechanical Engineering from the University of Saskatchewan in Canada. He was the chairman of Hong Kong Overseas Merchants Association between 2008 and 2014. He is also the life time member of the American Society of Mechanical Engineers. Mr. Ng has over 30 years of experience in trading of a variety of pharmaceutical products, health supplement, personal care and other healthcare products (collectively "Pharmaceutical and Healthcare Products"). Prior to joining the Group, Mr. Ng was involved in sales and corporate management in the trading of Pharmaceutical and Healthcare Products, including KT&G Ginseng and Tiger Balm, which were first authorised products for distribution in Hong Kong. Recently, his scope of work and experience expanded to the investment in the research and development and production of biotechnologies, including application of algae and marine ingredients, plant stem cell and Car-T cell specialised in the cancer DNA reading and implanting.

NON-EXECUTIVE DIRECTOR

Ms. Yip Man Yi, aged 50, was appointed as a non-executive director of the Company in October 2019. Ms. Yip was graduated from Seneca College of Applied Arts and Technology, Toronto, Canada and has over 22 years' experience in financial market and money market. Ms. Yip has been worked with HSBC Market (Asia) Limited for Global Markets and companies listed on both the Main and the GEM Boards of The Stock Exchange of Hong Kong Limited. She was actively involved in formulating investment strategy and was responsible for overseeing the operation of various investment projects. Ms. Yip was appointed as executive director and chairman of Union Asia Enterprise Holdings Limited (stock code: 8173) (currently known as Hephaestus Holdings Limited), a company listed on the GEM Board of the Stock Exchange from December 2015 to November 2019.

喬衛兵先生，54歲，於二零一六年三月十七日獲委任為本公司執行董事。喬先生持有山西大學學士學位及中國礦業大學管理工程碩士學位。喬先生在中國政府監管部門及金融機構擁有逾二十年的工作經驗。喬先生現為本公司之首席投資官及北京恒嘉國際融資租賃有限公司之主席兼行政總裁，該公司為本公司於中國的附屬公司。

吳天墅先生，66歲，於二零二零年九月九日獲委任為本公司之執行董事。吳先生持有加拿大薩斯喀徹爾大學機械工程理學學士學位。彼於二零零八年至二零一四年期間擔任香港海外商業聯誼會主席。彼亦為美國機械工程師協會的終身會員。吳先生在各類醫藥產品、保健品、個人護理及其他醫療保健產品（統稱「醫藥及保健產品」）貿易方面擁有逾三十年經驗。於加入本集團前，吳先生曾參與醫藥及保健產品（包括首個獲授權在香港分銷的產品正官莊高麗蔘及虎標萬金油）貿易的銷售及企業管理。近期，其工作範圍及經驗擴大至對生物技術的研發及生產的投資，包括藻類及海洋成分的應用、植物幹細胞及專門用於癌症DNA讀取及植入的Car-T細胞。

非執行董事

葉敏怡女士，50歲，於二零一九年十月獲委任為本公司非執行董事。葉女士畢業於加拿大多倫多Seneca College of Applied Arts and Technology並在金融市場及貨幣市場擁有逾二十二年經驗。葉女士一直於HSBC Market (Asia) Limited環球市場部門及香港聯合交易所有限公司主板及GEM上市公司工作，並積極參與制定投資策略及負責監管多個投資項目之管理運作。葉女士於二零一五年十二月至二零一九年十一月獲委任為萬亞企業控股有限公司（現稱客思控股有限公司，股份代號：8173）（聯交所GEM上市公司）之執行董事兼主席。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lo Tsun Yu, aged 37, has been appointed as an Independent Non-Executive Director, a member of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration Committee with effect from 17 March 2022. Mr. Lo obtained his Bachelor of Arts degree in Economics from the University of Toronto in 2007 and subsequently a Juris Doctor degree from the Chinese University of Hong Kong in 2011. Mr. Lo is currently a practising solicitor at Messrs. P. C. Woo & Co., a firm of solicitors and notaries in Hong Kong. Mr. Lo specializes in corporate finance work including initial public offerings, mergers and acquisitions and regulatory compliance. Mr. Lo was admitted as a solicitor in Hong Kong in August 2014.

Mr. Ho Hin Yip, aged 48, was appointed as an independent non-executive director of the Company in December 2012. He is presently the Financial Controller and Joint Company Secretary of Singapore-listed China Shenshan Orchard Holdings Co. Ltd. (formerly known as Dukang Distillers Holdings Limited), where he is responsible for the finance and accounting functions, statutory compliance and corporate governance affairs. He has more than 22 years of financial and auditing experience. He is a fellow member of The Association of Chartered Certified Accountants and a practising member of the Hong Kong Institute of Certified Public Accountants. He also acts/has served as an independent non-executive director of each of Jiyi Household International Holdings Limited (stock code: 1495), Hope Life International Holdings Limited (stock code: 1683) from August 2015 to February 2017 and from August 2018 to July 2019 and Xinhua News Media Holdings Limited (stock code: 309) (from December 2014 to 1 April 2020), all of which are companies listed on the Main Board of the Stock Exchange.

Mr. U Keng Tin, aged 71, was appointed as an independent non-executive director of the Company in May 2013. He holds the Bachelor's degree of Arts from York University, Canada and Master's degree of Arts in International Economics from University of San Francisco, USA. He is presently a director of an estate management company, Full Fill Services Co., Limited. He has also acted as a non-executive director of Noble Engineering Group Holdings Limited (stock code: 8445) from September 2020 to June 2021. He has over 30 years of experience in the securities industry.

獨立非執行董事

盧俊宇先生，37歲，已獲委任為獨立非執行董事、審核委員會成員、提名委員會成員及薪酬委員會成員，自二零二二年三月十七日起生效。盧先生於二零零七年獲得多倫多大學經濟學文學學士學位及隨後於二零一一年獲得香港中文大學法學博士學位。盧先生現為香港律師及公證人事務所胡百全律師事務所的執業律師。盧先生專注於企業融資工作，包括首次公開發售、合併及收購以及規管合規。盧先生於二零一四年八月取得香港律師執業資格。

何衍業先生，48歲，於二零一二年十二月獲委任為本公司獨立非執行董事。彼現任新加坡上市公司中國神山果農控股有限公司（前稱杜康控股有限公司）之財務總監兼聯席公司秘書，負責該公司之財務及會計、法規合規及企業管治事務。彼於財務及審計方面擁有逾二十二年經驗。彼為英國特許公認會計師公會資深會員及香港會計師公會的執業會員。彼亦為／曾為集一家居國際控股有限公司（股份代號：1495）（二零一五年八月至二零一七年二月）、曠逸國際控股有限公司（股份代號：1683）（二零一八年八月至二零一九年七月）及新華通訊頻媒控股有限公司（股份代號：309）（二零一四年十二月至二零二零年四月一日）各自之獨立非執行董事，所有該等公司皆於聯交所主板上市。

余擎天先生，71歲，於二零一三年五月獲委任為本公司獨立非執行董事。彼持有加拿大約克大學文學學士學位及美國三藩市大學國際經濟學文學碩士學位。彼現任物業管理公司豐盛服務有限公司之董事。彼亦自二零二零年九月至二零二一年六月擔任怡康泰工程集團控股有限公司（股份代號：8445）之非執行董事。彼於證券業擁有逾三十年的經驗。

Mr. Leung Yiu Ming, David, aged 55, was appointed as an independent non-executive director of Company on 9 September 2020. Mr. Leung holds a Bachelor's degree of Pharmacy from National Defense Medical Center, School of Pharmacy in Taipei Taiwan, and a master of Science Clinical Pharmacy from University of Sunderland in the UK. He obtained a pharmacist registration and practising certificate from Pharmacy & Poisons Board of Hong Kong. Over 20 years, Mr. Leung has been working as pharmacist and/or consultant in various dispensaries and medical centers where he is responsible for operation, strategic planning and execution of pharmaceutical business. He has been an adjunct lecturer of Pharmaceuticals and Pharmacology in HKU SPACE. Mr. Leung has extensive experience, qualifications and exposure in sales and supply and business management of pharmaceutical and healthcare products in Hong Kong, Macau and the PRC markets.

梁耀鳴先生，55歲，於二零二零年九月九日獲委任為本公司獨立非執行董事。梁先生持有台灣國防醫學院藥學系藥學學士學位及英國桑德蘭大學臨床藥學碩士學位。彼獲得香港藥劑業及毒藥管理局的藥劑師註冊證明書及執業證明書。二十年以來，梁先生一直於各藥房及醫療中心擔任藥劑師及／或顧問，負責醫藥業務的營運、戰略規劃及執行。彼一直擔任香港大學專業進修學院藥物及藥理學客席講師。梁先生在香港、澳門及中國市場的醫藥及醫療保健產品的銷售及供應以及業務管理方面擁有豐富的經驗、資歷及經歷。

DIRECTORS' REPORT

董事會報告

The Board is pleased to present this Report and the audited financial statements of the Group for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The principal activities of the Company is investment holding.

Details of the activities and other particulars of the Company's principal subsidiaries are set out in note 39 to the consolidated financial statements.

SEGMENT INFORMATION

An analysis of the Group's revenue and segment information for the year ended 31 December 2021 is set out in note 5 and note 6 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2021 are set out in the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income on pages 99 and 100 of this annual report.

The directors do not recommend payment of final dividend for the year ended 31 December 2021.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 243 and 244 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 13 to the consolidated financial statements.

SHARE CAPITAL

Details of the share capital of the Company are set out in note 28 to the consolidated financial statements.

董事會欣然提呈本報告及本集團截至二零二一年十二月三十一日止年度之經審核財務報表。

主要業務

本公司主要業務為投資控股。

本公司主要附屬公司之業務詳情及其他詳情載列於綜合財務報表附註39。

分部資料

截至二零二一年十二月三十一日止年度，本集團之收入及分部資料之分析載列於綜合財務報表附註5及附註6。

業績及分配

本集團截至二零二一年十二月三十一日止年度之業績載列於本年報第99頁及第100頁之綜合損益表及綜合損益及其他全面收益表。

董事不建議派付截至二零二一年十二月三十一日止年度之末期股息。

財務摘要

本集團過往五個財政年度之業績以及資產與負債之摘要載列於本年報第243頁及第244頁。

物業、廠房及設備

於本年度內，本集團之物業、廠房及設備之變動詳情載列於綜合財務報表附註13。

股本

本公司之股本詳情載列於綜合財務報表附註28。

SHARE PREMIUM AND RESERVES

Under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum or Articles of Association and provided that immediately following the distribution of dividend the Company is able to pay its debts as they fall due in the ordinary course of business.

At 31 December 2021, in the opinion of the directors, the Company's share premium and reserves available for distribution to shareholders amounted to HK\$218,867,000.

Movement in the share premium and reserves of the Group during the year are set out on page 103 of this annual report.

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 pro-rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the Group's largest customer and five largest customers represented 39% and 67% of the Group's revenue in 2021 respectively.

The aggregate purchases attributable to the Group's largest supplier and five largest suppliers represented 95% and 99% of the Group's purchases in 2021 respectively.

None of the directors, their associates, or any shareholder which to the knowledge of the directors owns more than 5% of the Company's share capital has any interest in the Group's five largest suppliers.

股份溢價及儲備

根據開曼群島公司法第22章（一九六一年第3號法例，經綜合及修訂），本公司之股份溢價可用以向股東作出分派或支付股息，惟須遵守組織章程大綱或細則之規定，且於緊隨分派股息後，本公司須有能力償還其日常業務過程中之到期債務。

於二零二一年十二月三十一日，董事認為本公司可分派予股東之股份溢價及儲備為218,867,000港元。

本集團於本年度內之股份溢價及儲備變動載列於本年報第103頁。

優先購買權

本公司之組織章程細則或開曼群島法例並無列明規定本公司須按比例向現有股東發售新股之優先購買權之條文。

購買、贖回或出售本公司上市證券

本公司或其任何附屬公司於本年度內概無購買、出售或贖回任何本公司上市證券。

主要客戶及供應商

本集團之最大客戶及五大客戶應佔總銷售分別佔本集團二零二一年收入的39%及67%。

本集團之最大供應商及五大供應商應佔總購買分別佔本集團二零二一年購買的95%及99%。

各董事、彼等之聯繫人或任何就董事所知擁有本公司股本5%以上之股東，概無於本集團五大供應商中擁有任何權益。

RELATED PARTY TRANSACTIONS

Related party transactions during the year are disclosed in note 38 to the consolidated financial statements.

CONNECTED TRANSACTIONS

During the year ended 31 December 2021, the Group did not enter into any connected transaction or continuing connected transaction under Chapter 14A of the Listing Rules. The related party transactions set disclosed in note 38 of the consolidated financial statements did not constitute connected transaction or continuing connected transaction under Chapter 14A of the Listing Rules.

DIRECTORS

The directors of the Company during the financial year and up to the date of this report were:

Executive directors

Mr. Wong Lik Ping (*Chairman*)

Mr. Lai Ka Fai

Mr. Tao Ke

Mr. Qiao Weibing

Mr. Ng Tin Shui

Non-executive director

Ms. Yip Man Yi

Independence non-executive directors

Mr. Goh Choo Hwee (resigned on 17 March 2022)

Mr. Lo Tsun Yu (appointed on 17 March 2022)

Mr. Ho Hin Yip

Mr. U Keng Tin

Mr. Leung Yiu Ming, David

In accordance with Article 84(1) of the Company's Articles of Association, Mr. Wong Lik Ping, Mr. Ho Hin Yip and Mr. U Keng Tin, shall retire from offices by rotation in the forthcoming annual general meeting, and being eligible, offer themselves for re-election.

In accordance with Article 83(3) of the Company's Articles of Association, Mr. Lo Tsun Yu shall retire from office in the forthcoming annual general meeting, and being eligible, offer himself for re-election.

關聯方交易

本年度內之關聯方交易披露於綜合財務報表附註38。

關連交易

截至二零二一年十二月三十一日止年度，本集團並未進行上市規則第十四章項下的任何關連交易或持續關連交易。綜合財務報表附註38所披露的關聯方交易並不構成上市規則第十四章項下的關連交易或持續關連交易。

董事

於財政年度內及直至本報告日期，本公司之董事如下：

執行董事

王力平先生 (*主席*)

黎嘉輝先生

陶可先生

喬衛兵先生

吳天墅先生

非執行董事

葉敏怡女士

獨立非執行董事

吳慈飛先生 (於二零二二年三月十七日辭任)

盧俊宇先生 (於二零二二年三月十七日獲委任)

何衍業先生

余擎天先生

梁耀鳴先生

根據本公司組織章程細則第84(1)條，王力平先生、何衍業先生及余擎天先生將於應屆股東週年大會上輪值告退，惟彼等符合資格並願意重選連任。

根據本公司組織章程細則第83(3)條，盧俊宇先生將於應屆股東週年大會上告退，惟彼符合資格並願意重選連任。

The biographic details of the existing directors are set out on pages 74 to and 77 of this annual report.

DIRECTORS' SERVICES CONTRACTS

No director proposed for re-election at the forthcoming annual general meeting 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.

MANAGEMENT CONTRACTS

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

SHARE OPTION SCHEME

A share option scheme was adopted on 29 July 2016 (the "Share Option Scheme"). As at 31 December 2021, a total outstanding number of share options were granted to the eligible employees, including directors of the Company, amounted to 1,983,333 which were all lapsed upon expiry on 29 July 2021. Details of the share option scheme of the Company are set out in note 30 to the consolidated financial statements. Since the Share Option Scheme has expired on 29 July 2021, the Company did not have any share option scheme in force as at the date of this report.

SUMMARY OF THE SHARE OPTION SCHEME

Below sets out the summary of the Share Option Scheme:

1. Purpose of the Share Option Scheme

The purpose of the Share Option Scheme is to enable the Board to grant share options to selected eligible participants as incentives or rewards for their contribution or potential contribution to the development and growth of the Group.

現任董事之履歷詳情載於本年報第74頁至第77頁。

董事之服務合約

被提名於應屆股東週年大會上重選之董事，概無與本公司訂立任何本公司不可於一年內終止而毋須作出賠償（法定賠償除外）之服務合約。

管理合約

本年度內，本公司並無就整體業務或任何重要業務之管理及行政工作訂立或存續任何合約。

購股權計劃

本公司於二零一六年七月二十九日採納一項購股權計劃（「購股權計劃」）。於二零二一年十二月三十一日，總共1,983,333份尚未行使購股權已授予合資格僱員（包括本公司董事），其均於二零二一年七月二十九日屆滿時失效。有關本公司購股權的詳情載於綜合財務報表附註30。由於購股權計劃已於二零二一年七月二十九日屆滿，於本報告日期，本公司並無任何有效購股權計劃。

購股權計劃概要

下文載列購股權計劃之概要：

1. 購股權計劃之目的

購股權計劃的目的為確保董事會能夠向經選定合資格參與者授出購股權，作為彼等對本集團的發展及增長作出貢獻或可能作出貢獻的獎勵或報酬。

2. Who may join and basis of eligibility

The Board may, at its absolute discretion and on such terms as it may think fit, grant share options to any eligible participants to subscribe at a price calculated in accordance with paragraph 3 below for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme. Eligible participants shall mean any full-time employees, executives or officers, any directors (including executive, non-executive and independent non-executive directors) of the Group and any persons who, in the sole opinion of the Board, will contribute or have contributed to the Group.

3. Exercise price of the options

The price per share payable on the exercise of a share option is to be determined by the Board, provided always that it shall be at least the higher of:

- i. the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of offer of grant (which is deemed to be the date of grant if the offer for the grant of a share option is accepted by the eligible participant), which must be a business day;
- ii. the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five (5) business days immediately preceding the date of offer of grant; and
- iii. no less than the nominal amount of the share.

4. Acceptance of offer

An offer for the grant of share options must be accepted within twenty-eight (28) days inclusive of the day on which such offer was made. The amount payable by the eligible participant of a share option to the Company on acceptance of the offer for the grant of a share option is HK\$1.00.

2. 合資格參與者及合資格基準

董事會可全權酌情及按其認為合適之有關條款，向任何合資格參與者授出購股權，以按下文第3段所載方法計算之價格認購董事會根據購股權計劃條款釐定之有關數目的股份。合資格參與者指本集團的任何全職僱員、行政人員或高級職員、任何董事（包括執行、非執行及獨立非執行董事）以及董事會全權認為將對或已對本集團作出貢獻的任何人士。

3. 購股權之行使價

行使購股權時應付之每股股份價格由董事會釐定，惟始終將至少為以下最高者：

- i. 在要約授出日期（該日將被視為授出日期（倘授出購股權之要約獲合資格參與者接納）（必須為營業日）股份於聯交所發出之日報表上所報收市價；
- ii. 緊接授出要約當日前五(5)個營業日股份於聯交所發出之日報表上所報平均收市價；及
- iii. 不低於股份面值。

4. 接納要約

授出購股權之要約必須在提出該等要約當日起二十八(28)日內（包括當日）予以接納。購股權之合資格參與者於接納授出購股權之要約時，須支付本公司之金額為每份購股權1.00港元。

5. Time of Grant and Exercise of Share Options

No grant shall be made after inside information has come to the knowledge of the Company until such inside information has been announced pursuant to the requirements of the Listing Rules. In particular, no share options may be granted during the period commencing one (1) month immediately preceding the earlier of (a) the date of the Board meeting for the approval of the Company's annual or interim results; and (b) the deadline for the Company to publish its annual or interim results announcement, and ending on the date of actual publication of the results announcement.

No share options may be granted to an eligible participant who is subject to the Model Code during the periods or times in which such eligible participant is prohibited from dealing in Shares pursuant to the Model Code.

A share option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period commencing on such date on or after the date on which the share option is granted as the Board may determine in granting the share options and expiring at the close of business on such date as the Board may determine in granting the share options but in any event shall not exceed five (5) years from the date of grant (which is the date of offer of grant if the offer for the grant of the share options is accepted).

There is no specified minimum period under the Share Option Scheme for which a share option must be held or the performance target which must be achieved before a share option can be exercised under the terms of the Share Option Scheme.

6. Maximum entitlement of each Eligible Participant

The maximum number of shares issued and to be issued upon the exercise of the share options granted under the Share Option Scheme and any other share option schemes of the Company to any eligible participant(s) (including cancelled, exercised and outstanding share options), in any 12-month period up to the date of grant shall not exceed 1% of the number of shares in issue, unless (i) a circular is despatched to the Shareholders; (ii) the Shareholders approve the grant of the share options in excess of the 1% limit referred to in this paragraph; and (iii) the relevant eligible participant and his associates shall abstain from voting. The number and terms (including the exercise price) of share options to be granted to such eligible participant(s) must be fixed before shareholders' approval.

5. 授出及行使購股權之時限

在獲悉內幕消息後及根據上市規則公佈有關內幕消息前，本公司不得授出任何購股權。具體而言，於緊接(a)批准本公司年度或中期業績的董事會會議日期；及(b)本公司刊載年度或中期業績公告的期限(以較早者為準)前一(1)個月起，直至實際刊載業績公告日期止期間，不得授出購股權。

於任何合資格參與者根據標準守則被禁止買賣股份的期間或時間，不得向須遵守標準守則的該合資格參與者授出購股權。

購股權可根據購股權計劃之條款，於董事會授出購股權時決定之日起及於授出購股權之後起，直至董事會於授出購股權時決定之日及結束營業止之期間內隨時行使，惟在任何情況下該期間不得超過授出當日(倘授出購股權之要約獲接納則為授出要約當日)起計五(5)年。

購股權計劃並無規定根據購股權計劃的條款行使購股權前必須持有購股權的最短期限或必須達到的業績目標。

6. 每名合資格參與者可獲授最高股數

根據購股權計劃及本公司任何其他購股權計劃授予任何合資格參與者之購股權(包括已註銷、已行使及尚未行使之購股權)獲行使時已發行及將予發行之股份總數，於截至授出當日止任何十二個月期間，不得超過已發行股份數目之1%，除非(i)一份通函已寄發予股東；(ii)股東批准授出超過本段所述之1%上限之購股權；及(iii)有關合資格參與者及其聯繫人須放棄投票。將授予合資格參與者之購股權之數目及條款(包括行使價)必須於股東批准前釐定。

7. Remaining life of the Share Option Scheme

The Share Option Scheme was in force for a period of five (5) years commencing on the date on which the Share Option Scheme is adopted by Shareholders in the extraordinary general meeting held on 29 July 2016 and shall expire at the close of business on the day immediately preceding the fifth anniversary thereof. As such, the Share Option Scheme has lapsed on 29 July 2021.

8. Total number of shares available to be issued

As the Share Option Scheme has lapsed on 29 July 2021, no new share options are available for issue after the lapse of the Share Option Scheme and as at the date of this report.

7. 購股權計劃之餘下時限

購股權計劃自股東在二零一六年七月二十九日舉行的股東特別大會上採納購股權計劃當日起五(5)年期間一直有效，並於緊接五週年前一日營業時間結束時屆滿。因此，購股權計劃已於二零二一年七月二十九日失效。

8. 可供發行之股份總數

由於購股權計劃已於二零二一年七月二十九日失效，於購股權失效後及於本報告日期，概無新購股權可供發行。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the directors have any interest in competing business to the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, there were no transactions, arrangements or contracts of significance in relation to the business of the Group to which the Company, its holding Company, or any of its subsidiaries was a party and in which a Director of the Company or his connected entities had a material interest, whether directly or indirectly, subsisted during the year ended 31 December 2021 and up to the date of this annual report.

董事之競爭業務權益

概無董事於與本集團出現競爭之業務中擁有任何權益。

董事於重大交易、安排或合約中的權益

除本年報所披露者外，本公司、其控股股東或其任何附屬公司並無就其業務訂立本公司董事或其關連實體直接或間接擁有重大權益，且於截至二零二一年十二月三十一日止年度及直至本年報日期仍然存續的任何重大交易、安排或合約。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 31 December 2021, the following directors and chief executive of the Company have the following interests and short positions in shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO and the Model Code:

Long and short positions in the ordinary shares/underlying shares of the Company:

董事及主要行政人員於股份、相關股份及債權證中之權益及淡倉

於二零二一年十二月三十一日，本公司下列董事及主要行政人員於本公司或任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債權證中，擁有須登記於根據證券及期貨條例第352條須存置之登記冊之權益及淡倉，或根據證券及期貨條例第XV部第7及8分部及標準守則須另行知會本公司及聯交所之權益及淡倉如下：

於本公司普通股／相關股份之好倉及淡倉：

Directors/chief executive	董事／主要行政人員	Nature of interest 權益性質	Number of share/underlying shares held 持有股份／相關股份數目		Percentage of interests 權益百分比
			Total interests 總權益	Long (L) or Short (S) Position 好倉(L)或淡倉(S)	
Wong Lik Ping	王力平	Beneficial owner 實益擁有人	46,600,000	S	2.76%
		Controlled Corporation 受控制法團	145,500,000 (Note 1) (附註1)	S	8.62%
Ng Tin Shui	吳天墜	Interest of spouse 配偶權益	163,900,000 (Note 2) (附註2)	L	9.71%
		Controlled Corporation 受控制法團	56,570,000 (Note 3) (附註3)	L	3.35%

Notes:

- These interests are held by Worldkin Development Limited ("Worldkin") which is wholly-owned by Mr. Wong Lik Ping. Mr. Wong is therefore deemed to be interested in the shares held by Worldkin under the SFO.
- Ms. Chi Chin is the spouse of Mr. Ng Tin Shui, Mr. Ng is deemed to be interested in 163,900,000 shares held by his spouse under the SFO.
- These interests are held by China Food Safety Holding (Hong Kong) Company Limited ("CFSH (HK) Co., Ltd"), which is wholly-owned by Mr. Ng Tin Shui, Mr. Ng is therefore deemed to be interested in the shares held by CFSH (HK) Co., Ltd under the SFO.

附註：

- 該等權益由世勤發展有限公司（「世勤」）持有，而世勤由王力平先生全資擁有。因此，王先生被視為於世勤持有之股份中擁有證券及期貨條例所界定之權益。
- 冼琴女士為吳天墜先生的配偶。吳先生被視為於其配偶持有之163,900,000股股份中擁有證券及期貨條例所界定之權益。
- 該等權益乃由中食安控股（香港）有限公司（「中食安控股（香港）有限公司」）持有，該公司由吳天墜先生全資擁有。因此，吳先生被視為於中食安控股（香港）有限公司持有之股份中擁有證券及期貨條例所界定之權益。

Save as disclosed above, none of the directors, chief executive and their associated had any interests or short position 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, as recorded in the register kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO and the Model Code.

DIRECTORS' AND CHIEF EXECUTIVE'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, as at 31 December 2021, the directors, chief executive of the Company nor their associates had or was deemed to have any long positions or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which has been recorded in the register maintained by the Company pursuant to section 352 of the SFO or which has been notified to the Company and the Stock Exchange pursuant to the Model Code of the Listing Rules.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2021, in accordance with the register of the substantial shareholders kept by the Company under Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the Listing Rules, the following persons (other than Directors and Chief executives) were interest (including short positions) in the shares or underlying shares of the Company.

除上文所披露者外，概無董事、主要行政人員及彼等之聯繫人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）之股份、相關股份或債權證中，擁有須登記於本公司根據證券及期貨條例第352條須存置之登記冊之任何權益或淡倉，或根據證券及期貨條例第XV部第7及8分部及標準守則須另行知會本公司及聯交所之任何權益或淡倉。

董事及主要行政人員購買股份或債權證之權利

除上文所披露者外，於二零二一年十二月三十一日，概無本公司董事、主要行政人員及彼等之聯繫人於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有或被視作擁有已記錄於本公司根據證券及期貨條例第352條存置之登記冊之好倉或淡倉，或根據上市規則之標準守則已知會本公司及聯交所之好倉或淡倉。

主要股東

於二零二一年十二月三十一日，根據本公司遵照證券及期貨條例第336條存置之主要股東登記冊，或根據證券及期貨條例第XV部第2及3分部及上市規則規定須予披露者，以下人士（董事及主要行政人員除外）於本公司股份或相關股份中擁有權益（包括淡倉）。

Interest in the ordinary shares/underlying shares of the Company:

於本公司普通股／相關股份之權益：

Name of Shareholders	股東名稱／姓名	Nature of interest	Notes	Number of Shares/ underlying Shares held	Long (L) or Short (S) positions	Percentage holding
		權益性質	附註	持有股份／相關股份數目	好倉(L)或淡倉(S)	持股百分比
Funde Sino Life Insurance Co. Ltd.	富德生命人壽保險股份有限公司	Beneficial owner 實益擁有人		357,443,000	L	21.18%
Worldkin Development Limited	世勤發展有限公司	Beneficial owner 實益擁有人	1	145,500,000	S	8.62%
Win Wind Resources Limited	萬贏資源有限公司	Security interest 擔保權益	2&3 2及3	192,100,000	L	11.39%
Oshidori International Holdings Limited	威華達控股有限公司	Security interest 擔保權益	3	192,100,000	L	11.39%
Win Wind Capital Limited	萬贏資本有限公司	Security interest 擔保權益	3	192,100,000	L	11.39%
Heron Biomedical Limited	鷺港兆康生物藥業有限公司	Beneficial owner 實益擁有人	5	163,900,000	L	9.71%
Ms. Chi Chin	冼琴女士	Controlled corporation 受控制法團	5	163,900,000	L	9.71%
		Interest of spouse 配偶權益	5	56,570,000	L	3.35%
CFSH (HK) Co. Ltd	中食安控股(香港)有限公司	Beneficial owner 實益擁有人	6	56,570,000	L	3.35%
Expert Magic Limited	Expert Magic Limited	Beneficial owner 實益擁有人		175,870,968	L	10.42%
Mr. Lam Tsun On	林浚安先生	Beneficial owner 實益擁有人		9,376,129	L	0.56%
		Controlled corporation 受控制法團	4	175,870,968	L	10.42%

Notes:

1. Mr. Wong Lik Ping holds entire equity interest of Worldkin Development Limited ("Worldkin") and is accordingly deemed to have interest in 145,500,000 shares of the Company that Worldkin has interests in under the SFO.
2. Win Wind Resources Limited has security interests in 192,100,000 shares.
3. Win Wind Resources Limited is a wholly owned subsidiary of Win Wind Capital Limited, which in turn is wholly owned by Oshidori International Holdings Limited. Accordingly, Oshidori International Holdings Limited is deemed to have interests in 192,100,000 shares held by Win Wind Resources Limited under the SFO.
4. Mr. Lam Tsun On holds 65% equity interest of Expert Magic Limited ("Expert Magic") and is deemed to be interested in the shares in which Expert Magic is interested in under the SFO.
5. Out of the 220,470,000 shares which Ms. Chi Chin was interested in, (i) 163,900,000 shares were held by Heron Biomedical Limited, a company wholly owned by her; and (ii) 56,570,000 shares were held by her spouse, Mr. Ng Tin Shui.
6. CFSH (HK) Co. Ltd is wholly-owned by Mr. Ng Tin Shui.

Save as disclosed above, no other parties were recorded in the register required to be kept under Section 336 of the SFO as having an interest or a short position in the shares or underlying shares of the Company as at 31 December 2021.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 57 to 73 of this annual report.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in section 467 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the benefit of the directors of the Group is currently in force and was in force during the year. The Company has taken out insurance against the liabilities and costs associated with proceedings which may be brought against directors of the Group.

附註：

1. 王力平先生持有世勤發展有限公司(「世勤」)之全部股權。因此，王力平先生被視作於世勤於其中擁有權益之本公司145,500,000股股份中擁有證券及期貨條例所界定之權益。
2. 萬贏資源有限公司於192,100,000股股份中持有擔保權益。
3. 萬贏資源有限公司為萬贏資本有限公司的全資附屬公司，而萬贏資本有限公司則由威華達控股有限公司全資擁有。因此，威華達控股有限公司被視作於萬贏資源有限公司持有之192,100,000股股份中擁有證券及期貨條例所界定之權益。
4. 林浚安先生持有Expert Magic Limited(「Expert Magic」)之65%股權並被視為於Expert Magic持有之股份中擁有證券及期貨條例所界定之權益。
5. 在亓琴女士擁有權益的220,470,000股股份中，(i) 163,900,000股股份由鸞港兆康生物藥業有限公司(由彼全資擁有的公司)持有，及(ii) 56,570,000股股份由其配偶吳天墅先生持有。
6. 中食安控股(香港)有限公司由吳天墅先生全資擁有。

除上文所披露者外，於二零二一年十二月三十一日，概無任何其他人士於本公司股份或相關股份中擁有登記於根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

企業管治

本公司致力維持高水平之企業管治常規。有關本公司所採納之企業管治常規資料刊載於本年報第57頁至第73頁之企業管治報告內。

獲准許的彌償條文

以本集團董事為受益人的獲准許的彌償條文(定義見香港法例第622章公司條例第467條)目前具效力，且在年內仍具效力。本公司已就本集團董事可能面臨的法律訴訟引致的相關責任及成本投購保險。

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained the amount of public float of at least 25% of the issued shares of the Company as approved by the Hong Kong Stock Exchange and permitted under the Listing Rules as at the date of this report.

CLOSURE OF REGISTER OF MEMBERS

For the purposes of ascertaining shareholders' right to attend and vote at the forthcoming annual general meeting, the register of members of the Company will be closed from 6 June 2022 to 9 June 2022 (both days inclusive), during such period no transfer of shares of the Company will be effected. In order to qualify for entitlement to attend and vote at the forthcoming annual general meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m., 2 June 2022.

AUDITOR

The consolidated financial statements for the year ended 31 December 2021 were audited by Messrs. BDO Limited ("BDO").

A resolution to re-appoint BDO as auditor of the Company will be proposed at the forthcoming annual general meeting.

EVENT AFTER REPORTING PERIOD

Saved as disclosed elsewhere on this report, the Group had no material events for disclosure subsequent to 31 December 2021 and up to the date of this annual report.

REVIEW BY AUDIT COMMITTEE

The consolidated financial statements of the Group for the year ended 31 December 2021 have been reviewed by the Audit Committee.

On behalf of the Board
Wong Lik Ping
Chairman

Hong Kong, 31 March 2022

公眾持股量

根據本公司公開可得資料及就董事所知，於本報告日期，本公司一直維持香港聯交所批准及上市規則核准之不少於本公司已發行股份25%之公眾持股量。

暫停辦理股份過戶登記手續

為確定股東出席應屆股東週年大會並於會上投票之權利，本公司將於二零二二年六月六日至二零二二年六月九日（包括首尾兩日）暫停辦理股份過戶登記手續，期間本公司將不會辦理股份過戶登記手續。為符合資格出席應屆股東週年大會並於會上投票之權利，所有過戶文件連同相關股票須於不遲於二零二二年六月二日下午四時三十分送達本公司之香港股份過戶登記分處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心54樓以作登記。

核數師

截至二零二一年十二月三十一日止年度的綜合財務報表已由香港立信德豪會計師事務所有限公司（「立信德豪」）審核。

在應屆股東週年大會上將提呈決議案重新委任立信德豪為本公司之核數師。

報告期後事項

除本報告其他處所披露者外，於二零二一年十二月三十一日後及直至本年報日期，本集團並無重大須予披露事項。

由審核委員會審閱

本集團截至二零二一年十二月三十一日止年度的綜合財務報表已由審核委員會審閱。

代表董事會
主席
王力平

香港，二零二二年三月三十一日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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OPINION

We have audited the consolidated financial statements of China Ever Grand Financial Leasing Group Co., Ltd. (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 99 to 242, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, 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 Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

本核數師(以下簡稱「我們」)已審計列載於第99頁至第242頁的中國恒嘉融資租賃集團有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於二零二一年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會(「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」)真實而中肯地反映了貴集團於二零二一年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」),我們獨立於貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 3.1 in the consolidated financial statements, which indicates that the Group incurred a loss of approximately HK\$62,708,000 for the year ended 31 December 2021 and had net current liabilities of approximately HK\$58,411,000 as of that date. These conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Impairment of finance lease receivables

(Refer to Note 18 to the consolidated financial statements)

As at 31 December 2021, the Group had finance lease receivables of net carrying amount of approximately HK\$153.4 million, and impairment of approximately HK\$149.7 million has been made over the balance. It represents 14.2% of total assets of the Group.

Loss allowances for finance lease receivables are based on management's estimate of the lifetime expected credit losses to be incurred, which is estimated by taking into account the credit loss experience, past collection history, subsequent settlement of each finance lease customer, and also relevant deposits received, pledge of leased assets and guarantees and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgement.

We identified the impairment of finance lease receivables as a key audit matter due to its significance to the consolidated financial statements, and the assessment of the recoverability of finance lease receivables and recognition of loss allowance are inherently subjective and requires significant management judgement, which increases the risk of error or potential management bias.

有關持續經營的重大不確定性

我們提請注意綜合財務報表附註3.1，當中顯示截至二零二一年十二月三十一日止年度，貴集團產生虧損約62,708,000港元，且截至該日錄得流動負債淨額約58,411,000港元。該等情況表明，存在可能對貴集團持續經營之能力造成重大疑慮的重大不確定因素。我們的意見並無就此事宜作出修改。

關鍵審計事項

關鍵審計事項是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。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。除有關持續經營的重大不確定性一節所述的事項外，我們已將下述事項釐定為將於本報告中予以溝通的關鍵審計事項。

融資租賃應收款減值

(參照綜合財務報表附註18)

於二零二一年十二月三十一日，貴集團擁有賬面淨值約153,400,000港元的融資租賃應收款，並已就結餘計提約149,700,000港元減值。其佔貴集團資產總額的14.2%。

融資租賃應收款的虧損撥備乃根據管理層就將產生的年內預期信貸虧損的估計，其乃經考慮信貸虧損經驗、過往收款記錄及各融資租賃客戶的後續結算及應收相關按金、租賃資產抵押及擔保以及對目前和預測整體經濟狀況的評估而估計，其中各項均涉及重大程度的管理層判斷。

我們將融資租賃應收款減值識別為關鍵審計事項，乃由於其對綜合財務報表的重要性，而對融資租賃應收款可收回性的評估及虧損撥備的確認均在本質上具有主觀性並需要重大管理層判斷，其將增加出現錯誤或潛在管理層偏差的風險。

KEY AUDIT MATTERS (Continued)

Impairment of finance lease receivables (Continued)

Our responses:

- Obtaining an understanding of the Group's impairment provision policy and methodology for impairment assessment in relation to the application of the ECL model;
- Inquiring of management for the status of each of the material finance lease arrangement past due as at year end date and corroborating explanations from management with supporting evidence, such as understanding credit status of debtors, checking historical and subsequent settlement records and other correspondence with the debtors;
- Assessing the reasonableness of the ECL model methodology and related parameter, including probability of default, loss given default, and risk exposure at default used by the management's expert;
- Evaluating the independence, competence and objectivity of the management's expert; and
- Assessing the adequacy of the disclosures in relation to impairment of finance lease receivables, which included in Note 18 and 35 to the consolidated financial statements.

Impairment of loan receivables

(Refer to Note 19 to the consolidated financial statements)

As at 31 December 2021, the net carrying amount of loan receivables and its related impairment allowance amount to HK\$158.6 million and HK\$105.5 million respectively. Impairment allowance for credit exposure at Stage 3 amounted to HK\$103.1 million.

The assessment of impairment for loan receivables involves significant management judgements and estimates on the amount of expected credit loss at the reporting date.

At each reporting date, the Group assesses whether there has been a significant increase in credit risk since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward looking analysis.

關鍵審計事項 (續)

融資租賃應收款減值 (續)

我們的回覆：

- 了解 貴集團的減值撥備政策及應用預期信貸虧損模式進行減值評估的方法；
- 向管理層查詢各重大融資租賃安排於年結日的逾期情況，並提供證據以證實管理層的解釋，如了解債務人的信貸狀況、查核過往及隨後的結算記錄及與債務人的其他通信；
- 評估管理層專家使用的預期信貸虧損模式方法及相關參數的合理性，包括違約概率，違約損失率，以及違約風險敞口；
- 評估管理層專家的獨立性、能力及客觀性；及
- 評估綜合財務報表附註18及35所載融資租賃應收款減值的披露是否足夠。

應收貸款減值

(參照綜合財務報表附註19)

於二零二一年十二月三十一日，應收貸款及其相關減值撥備的賬面淨值分別為158,600,000港元及105,500,000港元。第三階段信貸風險的減值撥備為103,100,000港元。

應收貸款的減值評估涉及管理層於報告日期對預期信貸虧損金額的重大判斷及估計。

於各報告日期， 貴集團通過比較報告日期與初始確認日期之間預期存續期內發生的違約風險，評估自初始確認以來信貸風險是否顯著增加。就此目的， 貴集團會考慮毋須過度付出成本或努力即可獲得之相關合理及支持性資料。這包括定量和定性資料以及前瞻性分析。

KEY AUDIT MATTERS (Continued)

Impairment of loan receivables (Continued)

Our responses:

- Understanding of the Group's credit risk management and practices, and assessed the Group's impairment provisioning policy in accordance with the requirements of HKFRS 9, including an evaluation of management judgement on i) the level of disaggregation of portfolios for impairment assessment; ii) the use of reasonable and supportable credit risk information that is available without undue cost or effort; and iii) the staging criteria for determining if a significant increase in credit risk has occurred;
- Testing the appropriateness of the Group's determination of significant increase in credit risk and the basis for classification of exposures into 3 stages. Our testing included the checking to loan overdue information, loan-to-value percentage or other related information, and considering the stage classification determined by the Group;
- Assessing the reasonableness of the ECL model methodology and related parameter, including probability of default, loss given default, and risk exposure at default used by the management's expert;
- Evaluating the independence, competence and objectivity of the management's expert; and
- Assessing the adequacy of the disclosures in relation to impairment of loan receivables, which included in Note 19 and 35 to the consolidated financial statements.

關鍵審計事項 (續)

應收貸款減值 (續)

我們的回覆：

- 了解 貴集團信貸風險管理及實務，並評估 貴集團根據香港財務報告準則第9號規定之減值撥備政策，包括評估管理層對i)減值評估組合之分類級別；ii)使用毋須過度付出成本或努力即可獲得之合理及支持性信貸風險資料；及iii)釐定信貸風險有否顯著增加的分階段標準作出之判斷；
- 測試 貴集團釐定信貸風險大幅增加及將風險分類為三個階段的基準是否合適。我們的測試包括檢查貸款逾期資料、貸款價值比或其他相關資料，並考慮 貴集團釐定的階段分類；
- 評估管理層專家使用的預期信貸虧損模式方法及相關參數的合理性，包括違約概率，違約損失率，以及違約風險敞口；
- 評估管理層專家的獨立性、能力及客觀性；及
- 評估綜合財務報表附註19及35所載應收貸款減值的披露是否足夠。

KEY AUDIT MATTERS (Continued)

Valuation of equity investments at fair value through other comprehensive income

(Refer to Note 17 to the consolidated financial statements)

As at 31 December 2021, the carrying amount of equity investments at fair value through other comprehensive income amount to HK\$108.8 million. The equity investments represent investments in unlisted equity issued by private entities established in Hong Kong and the PRC.

The equity investments are valued using different methods ranging from market approach. Valuation techniques for these underlying investments can be subjective in nature and require significant management estimates including financial forecasts, discount factors, growth rates and market multiples amongst others. The actual results could therefore differ from the estimates.

Management has disclosed the judgments and estimates used for the fair value assessment of investments in note 35 to the financial statements.

Due to the significant judgments applied by management in the fair value assessment, the valuation of equity investments at fair value through other comprehensive income was considered as a key audit matter.

Our responses:

- Evaluating the independent professional valuer's competence, capabilities and objectivity;
- Checking, on a sample basis, the accuracy and reasonableness of the input data provided by management to the independent professional valuer, to supporting evidence, such as market data;
- Reviewed the appropriateness of the valuation methodology and models used, and whether they are in line with generally acceptable valuation guidelines and principles;
- Challenged the key judgments by management with reference to market data, our own expectations based on our own industry knowledge and management's strategic plans; and
- Assessing the adequacy of the disclosures in relation to the valuation of equity investments at fair value through other comprehensive income, which included in Note 17 and 35 to the consolidated financial statements.

關鍵審計事項 (續)

按公平值透過其他全面收益列賬之股權投資之估值

(參照綜合財務報表附註17)

於二零二一年十二月三十一日，按公平值透過其他全面收益列賬之股權投資之賬面值為108,800,000港元。股權投資指於香港及中國成立之私人實體發行之非上市股權。

股權投資採用市場法等多種方法進行估值。該等相關投資之估值技術在本質上具有主觀性並需要重大管理層作出重大估計，包括財務預測、貼現因素、增長率及市場倍數等。因此，實際結果可能有別於此等估算。

管理層已於財務報表附註35披露投資公平值評估所用之判斷及估計。

由於管理層於公平值評估時所應用之重大判斷，故按公平值透過其他全面收益列賬之股權投資之估值被視為一項關鍵審計事項。

我們的回覆：

- 評估獨立專業估值師的資歷、能力及客觀性；
- 以抽樣方式檢查管理層向獨立專業估值師提供的輸入數據 (例如市場數據) 的準確性及合理性，以提供證據；
- 評估所用的估值方法及模型是否恰當，以及彼等是否與公認估值指引及原則一致；
- 參考市場數據以及我們基於自身行業知識及管理層戰略規劃作出的預期質疑管理層所作的關鍵判斷；及
- 評估綜合財務報表附註17及35所載按公平值透過其他全面收益列賬之股權投資之估值的披露是否足夠。

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon. Prior to the date of this auditor's report, we have obtained Management Discussion and Analysis but have not obtained the remaining other information included in the annual report (the "Remaining Other Information"), which is expected to be made available to us after that date.

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

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

When we read the Remaining Other Information, if we conclude there is a material misstatement therein, we are required to communicate that matter to the directors and take appropriate action considering our legal rights and obligations.

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

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他訊息

貴公司董事需對其他訊息負責。其他訊息包括刊載於年報內的訊息，但不包括綜合財務報表及我們的核數師報告。於本核數師報告日期前，我們已取得管理層討論及分析但並未取得載於年報的餘下其他訊息（「餘下其他訊息」），預期其將於該日後提供予我們。

我們對綜合財務報表的意見並不涵蓋其他訊息，我們亦不對該等其他訊息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他訊息，在此過程中，考慮其他訊息是否與財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他訊息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

當我們閱讀餘下其他訊息時，倘我們認為該等訊息存在重大錯誤陳述，我們須與董事溝通該事宜及經考慮我們的合法權利及義務後採取適當行動。

董事及治理層就綜合財務報表須承擔的責任

貴公司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擬備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擬備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。

在擬備綜合財務報表時，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。

治理層須負責監督 貴集團的財務報告過程。

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

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

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

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

核數師就審計綜合財務報表承 擔的責任

我們的目標，是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，並按照我們商定的業務約定條款僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。我們並不就本報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴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。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程式以應對這些風險，以及獲取充足和適當的審計憑證，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的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程式，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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 those charged with governance 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承 擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。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。如果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。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於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。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務訊息獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計畫的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，所採取消除威脅的行動或所應用的防範措施。

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

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

BDO Limited

Certified Public Accountants

Ng Wai Man

Practising Certificate Number P05309

Hong Kong, 31 March 2022

核數師就審計綜合財務報表承 擔的責任 (續)

從與治理層溝通的事項中，我們確定哪些事項對本期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描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

香港立信德豪會計師事務所有限公司

執業會計師

伍惠民

執業證書編號P05309

香港，二零二二年三月三十一日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

			2021 二零二一年	2020 二零二零年
		NOTES 附註	HK\$'000 千港元	HK\$'000 千港元
Revenue	收入	5	123,630	66,184
Cost of revenue	收入成本		(127,439)	(82,552)
Gross losses	毛損		(3,809)	(16,368)
Other income	其他收入	7	3,391	8,245
Other gains and losses	其他收益及虧損	7	(12,474)	34,801
Administrative expenses	行政開支		(65,955)	(123,697)
Reversal of impairment/(impairment) loss on:	撥回減值/(減值) 虧損：			
– Finance lease receivables	– 融資租賃應收款	18	(1,208)	(102,530)
– Receivable from sales-leaseback transaction	– 售後回租交易應收款	19	8,455	(96,896)
– Loan receivables	– 應收貸款	19	1,208	(3,380)
– Trade receivables	– 貿易應收款		(601)	–
– Other receivables	– 其他應收款	22	(8,817)	–
– Property, plant and equipment	– 物業、廠房及設備	13	–	(5,089)
– Interest in an associate upon reclassification to assets classified as held for sale	– 重新分類為持作出售之資產後於一家聯營公司之權益		–	(30,973)
Share of results of associates	分攤聯營公司業績		21,342	(5,664)
Other expenses	其他開支		(21)	(661)
Finance costs	財務成本		(87)	(391)
Loss before taxation	除稅前虧損		(58,576)	(342,603)
Income tax expense	所得稅支出	9	(4,132)	(13,975)
Loss for the year	本年度虧損	10	(62,708)	(356,578)
Loss for the year attributable to:	本年度下列各項應佔虧損：			
Owners of the Company	本公司擁有人		(40,619)	(242,933)
Non-controlling interests	非控股股東權益		(22,089)	(113,645)
			(62,708)	(356,578)
		NOTES 附註	2021 二零二一年	2020 二零二零年
Loss per share (HK cents)	每股虧損 (港仙)	11		
Basic	基本		(2.41)	(16.09)
Diluted	攤薄		(2.41)	(16.09)

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 2021 截至二零二一年十二月三十一日止年度

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss for the year	本年度虧損	(62,708)	(356,578)
Other comprehensive income/(expense)	其他全面收入／(開支)		
Items that will not be reclassified to profit or loss:	不會重新分類至損益之項目：		
Exchange difference arising on translation to presentation currency	換算呈報貨幣所產生之匯兌差額	6,966	3,417
Fair value changes on equity investment at fair value through other comprehensive income	按公平值透過其他全面收入列賬之股本投資之公平值變動	(18,698)	(3,563)
Share of other comprehensive income of associates	分攤聯營公司其他全面收入	(4)	(16)
Other comprehensive expense for the year, net of income tax	本年度其他全面開支 (扣除所得稅)	(11,736)	(162)
Total comprehensive expense for the year	本年度全面開支總額	(74,444)	(356,740)
Total comprehensive expense for the year attributable to:	本年度下列各項應佔全面開支總額：		
Owners of the Company	本公司擁有人	(52,352)	(242,695)
Non-controlling interests	非控股股東權益	(22,092)	(114,045)
		(74,444)	(356,740)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

			2021	2020
		NOTES	二零二一年	二零二零年
		附註	HK\$'000	HK\$'000
			千港元	千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	88,520	90,112
Prepayment for acquisition of property, plant and equipment	購買物業、廠房及設備之預付款項		17,847	-
Investment properties	投資物業	14	142,369	148,331
Goodwill	商譽	15	25,556	25,556
Interests in associates	於聯營公司之權益	16	99,608	95,111
Equity investments at fair value through other comprehensive income	按公平值透過其他全面收入列賬之股權投資	17	108,762	123,781
Finance lease receivables	融資租賃應收款	18	30,580	14,132
Loan receivables	應收貸款	19	61,030	21,733
Deferred tax assets	遞延稅項資產	29	-	1,579
Restricted bank deposits	受限制銀行存款	24	18,404	20,724
Deposits	按金	22	-	11,876
			592,676	552,935
Current assets	流動資產			
Inventories	存貨	20	16,778	19,060
Contingent consideration receivables	應收或然代價	25	-	2,553
Finance lease receivables	融資租賃應收款	18	122,782	153,913
Loan receivables	應收貸款	19	97,539	82,614
Trade receivables	貿易應收款	21	13,634	2,976
Other receivables, deposits and prepayments	其他應收款、按金及預付款項	22	54,121	43,903
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產	23	147,069	156,052
Deposit placed with non-bank financial institutions	存放於非銀行金融機構之存款	24	13,599	39,227
Cash and cash equivalents	現金及現金等值物	24	23,299	132,483
			488,821	632,781

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

			2021 二零二一年	2020 二零二零年
		NOTES 附註	HK\$'000 千港元	HK\$'000 千港元
Current liabilities	流動負債			
Other payables and accruals	其他應付款及應計費用	26	89,687	88,283
Deposits received from customers	已收客戶按金	18	12,268	–
Tax payable	應付稅項		21,586	21,105
Borrowings	借款	27	423,691	458,603
			547,232	567,991
Net current (liabilities)/assets	流動(負債)／資產淨值		(58,411)	64,790
Total assets less current liabilities	總資產減流動負債		534,265	617,725
Capital and reserves	資本及儲備			
Share capital	股本	28	168,730	168,730
Reserves	儲備		346,981	399,333
Equity attributable to owners of the Company	本公司擁有人應佔權益		515,711	568,063
Non-controlling interests	非控股股東權益		35	6,555
Total equity	總權益		515,746	574,618
Non-current liabilities	非流動負債			
Deposits received from customers	已收客戶按金	18	16,478	27,100
Borrowings	借款	27	–	14,786
Deferred tax liabilities	遞延稅項負債	29	2,041	1,221
			18,519	43,107
			534,265	617,725

Approved by the Board of Directors on 31 March 2022 and are signed on its behalf by:

於二零二二年三月三十一日獲董事會批准，並由以下董事代表簽署：

WONG LIK PING

王力平

Director

董事

LAI KA FAI

黎嘉輝

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Translation reserve	Share options reserve	Other reserve	Investment revaluation reserve	Statutory reserve	Accumulated losses	Subtotal	Non-Controlling interests	Total
		股本	股份溢價	匯兌儲備	購股權儲備	其他儲備	投資重估儲備	法定儲備	累計虧損	小計	股東權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元	千港元
						(Note b) (附註 b)		(Note a) (附註 a)				
At 1 January 2020	於二零二零年一月一日	119,192	1,520,921	(18,714)	727	-	3,450	6,397	(891,554)	740,419	120,600	861,019
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(242,933)	(242,933)	(113,645)	(356,578)
Other comprehensive income/(expense) for the year	本年度其他全面收入／(開支)	-	-	2,085	-	-	(1,847)	-	-	238	(400)	(162)
Total comprehensive income/(expense) for the year	本年度全面收入／(開支)總額	-	-	2,085	-	-	(1,847)	-	(242,933)	(242,695)	(114,045)	(356,740)
Issue of shares upon completion of placing	完成配售後發行股份	23,838	8,407	-	-	-	-	-	-	32,245	-	32,245
Issue of shares upon acquisition of subsidiary	收購一家附屬公司後發行股份	25,700	28,270	-	-	(15,876)	-	-	-	38,094	-	38,094
Transfer to accumulated losses upon disposal of an associate	出售一家聯營公司後轉撥至累計虧損	-	-	14,965	-	-	-	-	(14,965)	-	-	-
At 31 December 2020	於二零二零年十二月三十一日	168,730	1,557,598	(1,664)	727	(15,876)	1,603	6,397	(1,149,452)	568,063	6,555	574,618
At 1 January 2021	於二零二一年一月一日	168,730	1,557,598	(1,664)	727	(15,876)	1,603	6,397	(1,149,452)	568,063	6,555	574,618
Loss for the year	本年度虧損	-	-	-	-	-	-	-	(40,619)	(40,619)	(22,089)	(62,708)
Other comprehensive income/(expense) for the year	本年度其他全面收入／(開支)	-	-	6,969	-	-	(18,702)	-	-	(11,733)	(3)	(11,736)
Total comprehensive income/(expense) for the year	本年度全面收入／(開支)總額	-	-	6,969	-	-	(18,702)	-	(40,619)	(52,352)	(22,092)	(74,444)
Share options lapsed	購股權失效	-	-	-	(727)	-	-	-	727	-	-	-
Capital injection from NCI	非控股股東權益注資	-	-	-	-	-	-	-	-	-	15,572	15,572
Transfer of reserve upon disposal of equity investment at fair value through other comprehensive income	出售按公平值透過其他全面收入列賬之股本投資後轉撥至儲備	-	-	-	-	-	(2,514)	-	2,514	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	168,730	1,557,598	5,305	-	(15,876)	(19,613)	6,397	(1,186,830)	515,711	35	515,746

Notes:

- (a) As stipulated by the relevant laws and regulations of the People's Republic of China ("PRC"), before distribution of the net profit each year, the subsidiaries established in the PRC shall set aside 10% of their net profit after taxation to the statutory reserve (except where the reserve has reached 50% of the subsidiaries' registered capital). The reserve fund can only be used, upon approval by the directors of the relevant subsidiaries and by the relevant authority, to offset accumulated losses or increase capital.
- (b) Other reserve represents the value of the contingent consideration arrangement on the escrow shares subject to the profit guarantee requirement of the acquisition agreement as set out in note 41(a).

附註：

- (a) 按照中華人民共和國(「中國」)的相關法律法規規定，在每年分派純利前，在中國成立的附屬公司須撥出除稅後純利的10%至法定儲備(惟儲備已達附屬公司註冊資本50%者除外)。該儲備基金僅可在獲有關附屬公司董事及有關當局批准後方可用作抵銷累計虧損或增加資本。
- (b) 其他儲備指誠如附註41(a)所載，根據收購協議溢利保證規定的託管股份或然代價安排的價值。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Loss before taxation	除稅前虧損	(58,576)	(342,603)
Adjustments for:	作出下列調整：		
Finance costs	財務成本	31,404	40,105
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	5,175	5,391
Change in fair value of financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產之公平值變動	(17)	2,548
Change in fair value on investment properties	投資物業之公平值變動	10,701	(4,091)
Gain on deemed disposal of an associate	視作出售聯營公司之收益	(1,151)	-
Dividend income	股息收入	-	(969)
Share of results of associates	分攤聯營公司業績	(21,342)	5,664
Write-off disposal of property, plant and equipment	物業、廠房及設備撇銷	-	11
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	-	5,089
Impairment loss on interest in an associate upon reclassification to assets classified as held for sale	將聯營公司權益重新分類至分類為持作出售資產之減值虧損	-	30,973
Exchange gain, net	匯兌收益淨額	(179)	(17,784)
Gain on disposal of a subsidiary	終止確認一家附屬公司之收益	-	(2,742)
Fair value change on financial liability at fair value through profit or loss	按公平值透過損益列賬之金融負債之公平值變動	-	(15,660)
Impairment loss on finance lease receivables (Reversal of impairment)/impairment loss on receivable from sale-leaseback transaction	融資租賃應收款減值虧損 售後回租交易應收款 (減值撥回) / 減值虧損	1,208	102,530
(Reversal of impairment)/impairment loss on loan receivables	應收貸款 (減值撥回) / 減值虧損	(8,455)	96,896
Change in fair value of contingent consideration receivables	應收或然代價之公平值變動	(1,208)	3,380
Impairment loss on other receivables	其他應收款減值虧損	2,553	2,498
Finance lease interest income	融資租賃利息收入	8,817	-
Sale-leaseback transaction interest income	售後回租交易利息收入	(2,844)	(14,190)
Write-off of inventories	存貨撇銷	-	(706)
Impairment of trade receivables	貿易應收款減值	725	419
Interest income	利息收入	601	-
		(3,363)	(6,339)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(35,951)	(109,580)
Decrease/(increase) in inventories	存貨減少 / (增加)	1,557	(14,288)
Increase in other receivables, deposits and prepayments	其他應收款、按金及預付款項增加	(7,159)	(23,926)
(Increase)/decrease in trade receivable	貿易應收款 (增加) / 減少	(11,259)	78
Decrease in other payables and accruals	其他應付款及應計費用減少	(26,686)	(945)
Decrease/(increase) in financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產減少 / (增加)	13,701	(132,094)
Increase in finance lease receivables	融資租賃應收款增加	(44,936)	-
Decrease in deposits placed with financial institutions	存放於金融機構的存款減少	25,628	51,318
Cash used in operations	經營所用之現金	(85,105)	(229,437)
Income tax paid	已付所得稅	(1,326)	(14,142)
Finance lease interest income received	已收融資租賃利息收入	2,844	14,190
Sale-leaseback transaction interest income received	已收售後回租交易利息收入	-	706
Interest paid	已付利息	(2,577)	(13,320)
NET CASH USED IN OPERATING ACTIVITIES	經營活動所用之現金淨額	(86,164)	(242,003)

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

	NOTES 附註	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
INVESTING ACTIVITIES			
Investment in equity investments at fair value through other comprehensive income	投資活動 於按公平值透過其他全面收入列賬之股權投資	(36,930)	(74,340)
Addition of loan receivables	應收貸款增加	(86,182)	(50,378)
Repayment from loan receivables	償還應收貸款	45,063	95,523
Prepayment for acquisition of property, plant and equipment	購買物業、廠房及設備之預付款項	(17,847)	-
Purchases of property, plant and equipment	購買物業、廠房及設備	(1,635)	(534)
Purchases of Investment property	購買投資物業	-	(32,947)
Net cash inflow arising from acquisition of subsidiaries	收購附屬公司產生之現金流入淨額	-	4,609
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	832	-
Proceeds from disposal of equity investments at fair value through other comprehensive income	出售按公平值透過其他全面收入列賬之股權投資所得款項	52,876	5,938
Acquisition of associates	收購聯營公司	-	(55,529)
Proceed from disposal of interest in an associate	出售於一家聯營公司之權益所得款項	-	335,664
Dividend received	已收股息	-	969
Interest received	已收利息	3,363	6,339
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES	投資活動(所用) / 所得現金淨額	(40,460)	235,314
FINANCING ACTIVITIES	融資活動		
Proceeds from borrowings	借款之所得款項	-	20,000
Repayment of borrowings	償還借款	(1,204)	(20,283)
Capital injection from NCI	非控股股東權益注資	15,572	-
Proceeds from shares placing	股份配售所得款項	-	32,245
NET CASH GENERATED FROM FINANCING ACTIVITIES	融資活動所得現金淨額	14,368	31,962
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物減少 / (增加) 淨額	(112,256)	25,273
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初現金及現金等值物	132,483	107,033
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外匯匯率變動之影響	3,072	177
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終現金及現金等值物	23,299	132,483
Represented by: Bank balances and cash	代表： 銀行結餘及現金	23,299	132,483

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

1. GENERAL INFORMATION

China Ever Grand Financial Leasing Group Co., Ltd. (the “Company”) is a public limited company incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section on the annual report.

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are provision of finance lease and related consulting services in the PRC, the trading of equity securities, investment in properties, investment holdings, sale of food additives, sale of medical and health products and sale of daily necessities and hygiene products money lending business.

The functional currency of the Company is Renminbi (“RMB”). The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) as the directors consider that it is a more appropriate presentation for a company listed on the Stock Exchange and for the convenience of the shareholders.

2. ADOPTION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new or revised HKFRSs – effective at 1 January 2021

The Hong Kong Institute of Certified Public Accountants (“HKICPA”) has issued a number of amended HKFRSs that are first effective for the current accounting period of the Group:

Amendments to HKAS 39, HKFRS 4, HKFRS 7, HKFRS 9 and HKFRS 16	Interest Rate Benchmark Reform – Phase 2
Amendments to HKFRS 16	COVID-19 Related Rent Concessions

1. 一般資料

中國恒嘉融資租賃集團有限公司（「本公司」）為一家上市公司，於開曼群島註冊成立為受豁免之有限責任公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及主要營業地點之地址於年報公司資料一節披露。

本公司及其附屬公司（統稱「本集團」）之主要活動為在中國提供融資租賃及相關諮詢服務、股本證券買賣、物業投資、投資控股、銷售食品添加劑、銷售醫療保健產品及銷售日用品及衛生產品以及放貸業務。

本公司之功能貨幣為人民幣（「人民幣」）。綜合財務報表乃以港元（「港元」）呈列，因為董事認為，此乃聯交所上市公司更適用之呈列方式，且方便股東。

2. 採納新訂或經修訂香港財務報告準則（「香港財務報告準則」）

(a) 採納新訂或經修訂香港財務報告準則—於二零二一年一月一日生效

香港會計師公會（「香港會計師公會」）已頒佈數項於本集團本會計期間首次生效之經修訂香港財務報告準則：

香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號、香港財務報告準則第9號及香港財務報告準則第16號之修訂	利率基準改革—第二階段
香港財務報告準則第16號之修訂	COVID-19 相關租金減免

2. ADOPTION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective

The following new or amended HKFRSs, potentially relevant to the Group’s consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ³
Amendments to HKAS 1 and IFRS Practice Statement 2	Disclosure of accounting ³
Amendments to HKAS 8	Definition of Accounting Estimates ³
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from Single Transaction ³
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use ²
Amendments to HKFRS 3	Reference to the Conceptual Framework ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴

2. 採納新訂或經修訂香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂或經修訂香港財務報告準則

以下已頒佈但尚未生效且尚未獲本集團提早採納之新訂或經修訂香港財務報告準則可能與本集團之綜合財務報表有關。本集團現時擬於其生效日期應用該等修訂。

香港會計準則第1號之修訂	負債分類為流動或非流動 ³
香港會計準則第1號及國際財務報告準則實務報告第2號之修訂	會計披露 ³
香港會計準則第8號之修訂	會計估計之定義 ³
香港會計準則第12號之修訂	與單一交易產生之資產及負債相關的遞延稅項 ³
香港會計準則第16號之修訂	物業、廠房及設備—擬定用途前之所得款項 ²
香港財務報告準則第3號之修訂	提述概念框架 ²
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

2. ADOPTION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKFRS 16	COVID-19-Related Rent Concession beyond 30 June 2021
Annual Improvements to IFRSs 2018-2020	Amendments to IFRS 1 – First-time Adoption of IFRS; Amendments to IFRS 9 – Financial Instruments; Amendments to IFRS 16 and Amendments to IAS 41 – Agriculture ²
Amendments to HKAS 37	Onerous Contracts – Cost of fulfilling a Contract ²

- ¹ Effective for annual periods beginning on or after 1 April 2021.
- ² Effective for annual periods beginning on or after 1 January 2022.
- ³ Effective for annual periods beginning on or after 1 January 2023.
- ⁴ The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

2. 採納新訂或經修訂香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂或經修訂香港財務報告準則（續）

香港財務報告準則第16號之修訂	二零二一年六月三十日後 COVID-19相關租金減免
二零一八年至二零二零年之國際財務報告準則年度改進	國際財務報告準則第1號之修訂—首次採納國際財務報告準則；國際財務報告準則第9號之修訂—金融工具；國際財務報告準則第16號之修訂及國際會計準則第41號之修訂—農業 ²
香港會計準則第37號之修訂	虧損性合約—履行合約之成本 ²

- ¹ 於二零二一年四月一日或之後開始的年度期間生效。
- ² 於二零二二年一月一日或之後開始的年度期間生效。
- ³ 於二零二三年一月一日或之後開始的年度期間生效。
- ⁴ 該修訂將對待定期或之後開始的年度期間發生的資產出售或注資追溯應用。

2. ADOPTION OF NEW OR REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 1

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of ‘settlement’ to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

Amendments to HKAS 12 require entity to recognise deferred tax on particular transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The proposed amendments will typically apply to transactions such as leases for the lessee and decommissioning obligations. According to the amended guidance, a temporary difference that arises on initial recognition of an asset or liability is not subject to the initial recognition exemption if that transaction gave rise to equal amounts of taxable and deductible temporary differences.

The directors anticipate that all of the relevant pronouncements will be adopted in the Group’s accounting policy for the first period beginning after the effective date of the pronouncement. The directors are currently assessing the possible effect of these new or revised standards on the Group’s results and financial position in the first year of application. Except for those mentioned above, these amendments are unlikely to have material impact on the Group’s consolidated results and consolidated financial position upon application.

2. 採納新訂或經修訂香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂或經修訂香港財務報告準則（續）

香港會計準則第1號之修訂

該等修訂闡明，將負債分類為流動或非流動乃基於報告期末存在的權利，並訂明分類不受有關實體是否預期會行使其延遲清償負債的權利的影響，並解釋倘在報告期末遵守契諾，則權利即告存在。該等修訂亦引入「結算」的定義，以明確結算是指將現金、股權工具、其他資產或服務轉讓予對手方。

香港會計準則第12號之修訂與單一交易產生之資產及負債相關的遞延稅項

香港會計準則第12號之修訂要求實體就特定交易確認遞延稅項，初始確認時會產生相等金額之應課稅及可扣稅暫時差額。建議修訂通常適用於承租人的租賃及除役義務等交易。根據經修訂指引，倘交易產生等額之應課稅及可扣稅暫時差額，則資產或負債初始確認時產生之暫時差額不適用於初始確認豁免。

董事預期，本集團將於規定生效日期後之首個期間在會計政策中採納所有相關規定。董事現正評估此等新訂或經修訂準則於首次應用年度對本集團業績及財務狀況可能造成之影響。除上文所述者外，該等修訂於應用後不大可能對本集團之綜合業績及綜合財務狀況造成重大影響。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

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 the Stock Exchange (“Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments and investment properties that are measured at fair values at the end of each reporting period as explained in the accounting policies set out below.

The Group incurred a loss of approximately HK\$62,708,000 (2020: HK\$356,578,000) for the year ended 31 December 2021 and had net current liabilities of approximately HK\$58,411,000 (2020: net current assets of approximately HK\$64,790,000) as of that date. These conditions indicate that a material uncertainty exists that may cast significant doubt about the Group’s ability to continue as a going concern and, therefore, that the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

In preparing the consolidated financial statements, the management of the Company have prepared a cash flow forecast covering a period of eighteen months from the end of reporting period with careful consideration to the future performance and liquidity of the Group and have taken account of the following:

- (i) A debtor of the Group served a letter on 1 March 2022 and confirmed to make an early repayment of a loan receivable amounting to HK\$56,000,000 by 1 July 2022;

3. 綜合財務報表之編製基準及主要會計政策

3.1 綜合財務報表之編製基準

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則（「上市規則」）及香港公司條例規定之適用披露。

如下文所載會計政策所解釋，除於各報告期末按公平值計量之若干金融工具及投資物業外，綜合財務報表乃按歷史成本法編製。

截至二零二一年十二月三十一日止年度，本集團產生虧損約62,708,000港元（二零二零年：356,578,000港元），且截至該日錄得流動負債淨額約58,411,000港元（二零二零年：流動資產淨值約64,790,000港元）。該等情況表明，存在可能對本集團持續經營之能力造成重大疑慮的重大不確定因素，因此，本集團可能無法於日常業務過程中變現其資產及清償其負債。

於編製綜合財務報表時，本公司管理層經審慎考慮本集團的未來表現及流動性並計及以下各項後，編製現金流量預測，覆蓋自報告期結束起計的18個月期間：

- (i) 本集團的一名債務人於二零二二年三月一日向本集團發出信函並確認將於二零二二年七月一日前提前償還應收貸款56,000,000港元；

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

- (ii) Proceeds from planned disposal of financial assets at fair value through profit or loss (note 23) on the assumption that a substantial discount is taken; and
- (iii) The loan contract with RMB200,000,000 (included in borrowings as disclosed in note 27) was related to a finance lease arrangement and its terms and amount of loan proceeds were back-to-back with those of the finance lease agreement with a lessee. The loan repayment is still in an appeal process initiated by the counterparty of the loan, which is detailed in note 33 and the management considered it will not be settled within next 12 months from the date of this report.

The Directors have reviewed the Group's cash flow forecast prepared by management and are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and meet its financial obligations as and when they fall due for at least the next twelve months from 31 December 2021. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare these consolidated financial statements of the Group for the year ended 31 December 2021 on a going concern basis.

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

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.1 綜合財務報表之編製基準 (續)

- (ii) 假設接受大幅折讓，計劃出售按公平值透過損益列賬之金融資產(附註23)的所得款項；及
- (iii) 金額為人民幣200,000,000元的貸款合約(計入附註27所披露的借款)與一項融資租賃安排有關，其條款及貸款所得款項金額和就一名承租人訂立的融資租賃協議的條款及貸款所得款項金額背對背。有關貸款償還仍處於貸款對手方提起的上訴程序中，詳情載於附註33，且管理層認為，其將不會於自本報告日期起計未來12個月內予以清償。

董事已審閱管理層編製的本集團現金流量預測，並認為，經計及上述計劃及措施，本集團將擁有充足的營運資金以於自二零二一年十二月三十一日起計至少未來十二個月內為其營運提供資金及履行到期的財務責任。因此，本公司董事信納，按持續經營基準編製本集團截至二零二一年十二月三十一日止年度的綜合財務報表屬適當。

倘本集團無法以持續基準經營業務，則須對財務報表作出調整，以撇減資產價值至其可變現金額，就可能產生的任何進一步負債計提撥備，及分別將非流動資產及非流動負債重新分類為流動資產及流動負債。該等調整的影響尚未反映於財務報表內。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

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 these 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 within the scope of HKFRS 16 “Leases”, 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”.

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

For financial instruments and investment properties 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 at initial recognition the results of the valuation technique equals the transaction price.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.1 綜合財務報表之編製基準 (續)

歷史成本一般根據貨物及服務交換所得代價之公平值計算。

公平值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付之價格，不論該價格是否直接觀察可得或使用另一種估值方法估計。估計資產或負債之公平值時，本集團考慮了市場參與者在計量日期為該資產或負債進行定價時將會考慮的資產或負債特徵。在該等綜合財務報表中計量及／或披露的公平值均在此基礎上予以確定，惟香港財務報告準則第2號「以股份為基礎之付款」範圍內之股份以為基礎付款交易、香港財務報告準則第16號「租賃」範圍內之租賃交易以及與公平值類似但並非公平值的計量（例如，香港會計準則第2號「存貨」中的可變現淨值或香港會計準則第36號「資產減值」中的使用價值）除外。

非金融資產的公平值計量乃經計及一名市場參與者透過使用其資產的最高及最佳用途或透過將資產出售予將使用其最高及最佳用途的另一名市場參與者而能夠產生的經濟利益的能力。

就按公平值交易的金融工具及投資物業以及將使用不可觀察輸入數據計量後續期間的公平值的估值技術而言，估值技術須進行調整，以使初步確認的估值技術結果等於交易價。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.1 Basis of preparation of consolidated financial statements (Continued)

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 principal accounting policies are set out below.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.1 綜合財務報表之編製基準 (續)

此外，就財務報告而言，公平值計量根據公平值計量之輸入數據可觀察程度及輸入數據對公平值計量之整體重要性分類為第一級、第二級或第三級，載述如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場之報價（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之輸入數據（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。

主要會計政策載列如下。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies

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;
- has exposure, or rights, to variable returns from its involvement with the investee; and
- has the ability to use its power over the investee 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 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. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策

綜合基準

綜合財務報表包括本公司及受本公司控制的實體及其附屬公司之財務報表。當本公司符合下列條件時，本公司即擁有控制權：

- 對被投資者擁有權力；
- 承擔或擁有自其參與被投資者產生之可變回報之風險或權利；及
- 有能力透過行使權力以影響其回報。

倘有事實及情況顯示上述三項控制因素之一項或多項出現變化，則本集團將重新評估其是否控制被投資者。

附屬公司於本集團取得該附屬公司的控制權時綜合入賬，並於本集團失去對該附屬公司的控制權時終止綜合入賬。具體而言，自本集團取得控制權當日起直至本集團不再控制附屬公司當日，於年內收購或出售的附屬公司的收入及開支計入綜合損益表。

損益及其他全面收入各項目歸屬於本公司擁有人及非控股股東權益。附屬公司之全面收入總額歸屬於本公司擁有人及非控股股東權益，即使此舉會導致非控股股東權益產生虧絀結餘。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group's accounting policies.

All intra-group 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.

Changes in the Group's ownership interests in existing subsidiaries

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable HKFRSs).

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

綜合基準 (續)

如有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司使用的會計政策保持一致。

所有集團內部與本集團成員公司間交易相關的資產及負債、股本、收入、開支及現金流量已於綜合賬目時全數對銷。

於附屬公司的非控股股東權益與本集團於附屬公司的權益分開呈列，指現時的擁有權權益賦予其持有人於清盤時按比例分攤相關附屬公司的資產淨值的權利。

本集團於現有附屬公司的擁有權權益變動

當本集團失去附屬公司的控制權時，該附屬公司的資產及負債以及非控股股東權益 (如有) 應予以終止確認。收益或虧損將於損益內確認，並按(i)已收代價之公平值及任何保留權益之公平值總額與(ii)本公司擁有人應佔附屬公司之資產 (包括任何商譽) 及負債之賬面值之差額計算。所有先前於其他全面收入確認之有關該附屬公司之款項，將按猶如本集團已直接出售該附屬公司之相關資產或負債入賬 (即按適用香港財務報告準則之規定/ 許可條文重新分類至損益或轉撥至另一類權益)。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

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 (see the accounting policy below); 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. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

綜合基準 (續)

業務合併

收購業務採用收購法入賬。業務合併所轉撥之代價按公平值計量，而計算方法為本集團所轉讓之資產、本集團向被收購方原股東產生之負債及本集團於交換被收購方之控制權發行之權益於收購日之公平值之總額。有關收購之成本通常於產生時確認於損益中。

於收購日期，所收購可識別資產及所承擔負債按其收購日期之公平值確認，惟下列項目除外：

- 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；
- 與被收購方以股份為基礎之付款安排或本集團以所訂立之以股份為基礎之付款安排取代被收購方以股份為基礎之付款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「以股份為基礎之付款」計量（參閱下文會計政策）；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已終止經營業務」分類為持作出售的資產（或出售組別）根據該項準則計量。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Basis of consolidation (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.

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

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

綜合基準 (續)

業務合併 (續)

商譽乃以所轉讓的代價、任何非控股股東權益於被收購方中所佔金額及收購方以往持有的被收購方股權公平值(倘有)的總和超出所收購可識別資產及所承擔負債於收購日期的淨值的部分計量。倘經過重新評估後，所收購可識別資產及所承擔負債的淨值超出所轉讓代價、任何非控股股東權益於被收購方中所佔金額及收購方以往持有的被收購方股權公平值(倘有)的總和，則超出部分即時於損益賬內確認為議價收購收益。

倘本集團於業務合併中轉讓之代價包括或然代價安排，則或然代價按其於收購日期之公平值計量，並作為於業務合併中轉讓代價之一部分計入其中。符合資格為計量期間調整之或然代價公平值變動將予追溯調整，相應調整於商譽進行。計量期間調整為於「計量期間」(不可超過收購日期起一年)取得有關於收購日期已存在之事實及情況之額外資料產生之調整。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

Business combinations (Continued)

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

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 either at fair value or 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.

Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

綜合基準 (續)

業務合併 (續)

不符合資格為計量期間調整之或然代價公平值變動之後續會計處理取決於如何將或然代價分類。分類為權益之或然代價不會於後續報告日期重新計量，其後續結算於權益內入賬。其他或然代價於後續報告日期重新計量公平值，公平值變動於損益內確認。

現時擁有權權益且於清盤時讓持有人有權按比例分佔有關附屬公司資產淨值的非控股股東權益，可初步按公平值或非控股股東權益應佔被收購方可識別資產淨值的已確認金額比例或按公平值計量。計量基準視乎每項交易而作出選擇。

收購並不構成業務的附屬公司

當本集團收購並不構成業務的一組資產及負債時，本集團透過首先按各自公平值將購買價在金融資產及金融負債之間分配，然後購買價的其他結餘在其他個別可識別資產及負債間按購買日期彼等相對公平值進行分配而識別及確認所收購的個別可識別資產及承擔的負債。該項交易並不產生商譽或議價收購收益。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Investments in subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

De-facto control exists in situations where the Company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists the Company considers all relevant facts and circumstances, including:

The size of the Company's voting rights relative to both the size and dispersion of other parties who hold voting rights;

Substantive potential voting rights held by the Company and other parties who hold voting rights;

Other contractual arrangements; and

Historic patterns in voting attendance.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

於附屬公司之投資

附屬公司為本公司可對其行使控制權的被投資者。倘以下三個因素全部滿足，則本公司控制該被投資者：擁有對被投資者的權力；承擔或享有來自被投資者的可變回報的風險或權利；及可利用其權力影響該等可變回報。當有事實及情況顯示任何該等控制權因素可能出現變動時，控制權需被重新評估。

倘本公司擁有實際能力引導投資對象相關活動，而毋須持有大多數投票權，則存在實際控制權。釐定實際控制權是否存在時，本公司考慮所有相關事實及情況，包括：

相對其他持有投票權人士的數量及分散情況，本公司投票權的數量；

本公司及其他持有投票權人士所持有的實際潛在投票權；

其他合約安排；及

參與投票的歷史模式。

於本公司財務狀況表中，於附屬公司之投資按成本減減值虧損（如有）列賬。附屬公司業績由本公司以已收及應收股息為基準入賬。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) 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.

A cash-generating unit (or group of cash-generating units) 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 cash-generating unit (or group of cash-generating units) 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 cash-generating units).

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal (or any of the cash-generating unit within group of cash-generating units in which the Group monitors goodwill).

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

商譽

收購業務所產生之商譽以收購業務當日成本減去累計減值虧損 (如有) 計量 (參閱上述會計政策)。

就減值測試而言, 商譽乃獲分配至預期從合併之協同效應中受益之本集團各現金產生單位, 或現金產生單位組別, 即為內部管理目的監察商譽的最低等級及並不比經營分部大。

已獲分配商譽之現金產生單位 (或現金產生單位組別) 每年或凡單位有可能出現減值跡象時進行減值測試。對於報告期間因一項收購產生之商譽, 已獲分配商譽之現金產生單位 (或現金產生單位組別) 於該報告期末前進行減值測試。倘可收回金額少於其賬面值, 則減值虧損會首先獲分配以削減任何商譽之賬面值, 然後再根據單位 (或現金產生單位組別) 內每項資產之賬面值按比例分配至其他資產。

出售相關現金產生單位時, 於釐定出售之損益金額中計入應佔商譽金額 (或本集團監察商譽的現金產生單位組別內的任何現金產生單位)。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Investments in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred, they are recognised immediately in profit or loss.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

於聯營公司之投資

聯營公司指本集團對其擁有重大影響力的實體，且其既非附屬公司亦非合營安排。重大影響力指有權參與被投資方的財務及營運政策決定的權利而非對該等政策擁有控制權或共同控制權。

聯營公司乃採用權益法入賬，初步按成本確認，其後就本集團收購後應佔聯營公司資產淨值的變動調整其賬面值，惟超過本集團於聯營公司的權益的虧損不會確認，除非有責任須彌補該等虧損。

本集團與其聯營公司之間的交易產生的損益僅於不相關投資者於聯營公司擁有權益時方才確認。該等交易產生的投資者分攤聯營公司溢利及虧損與聯營公司的賬面值對銷。倘未變現虧損證明轉移資產的減值，則即時於損益賬中確認。

就一家聯營公司支付的任何溢價超過本集團分攤所收購的可識別資產、負債及或然負債的公平值已資本化並已計入聯營公司的賬面值。倘客觀證據顯示於一家聯營公司的投資已減值，則投資的賬面值按其他非金融資產的相同方式進行減值測試。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Investments in associates (Continued)

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKFRS 9.

The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, all amounts previously recognised in other comprehensive income in relation to that associate are recognised on the same basis as would be required if that associate had directly disposed of the related assets or liabilities.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

In the Company's statement of financial position, investments in associates are carried at cost less impairment losses, if any. The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

於聯營公司之投資 (續)

本集團自投資終止為聯營公司當日起終止採用權益法。倘本集團保留於前聯營公司的權益且保留權益屬金融資產，則本集團按該日的公平值計量保留權益，而該公平值根據香港財務報告準則第9號被視為於初步確認時的公平值。

聯營公司於終止採用權益法當日的賬面值與任何保留權益公平值間的差額及出售於聯營公司的部分權益的任何所得款項，於釐定出售該聯營公司的收益或虧損時入賬。此外，先前就該聯營公司於其他全面收入確認的所有金額，乃按與該聯營公司直接出售相關資產或負債所需的相同基準確認。

當本集團減少其於聯營公司的擁有權權益但繼續使用權益法時，倘出售有關資產或負債的收益或虧損將重新分類至損益，本集團則將擁有權權益削減相關的先前於其他全面收入確認的收益或虧損部分重新分類至損益。

本公司財務狀況表中，投資聯營公司按成本減減值虧損(如有)列賬。聯營公司的業績由本公司基於年內已收及應收股息基準入賬。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Directors that make strategic decisions.

Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- 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. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

分部報告

經營分部乃以與向主要經營決策者提交內部報告一致的方式呈報。主要經營決策者負責分配資源及評估經營分部的表現，已被確認為作出策略決定的執行董事。

收入確認

客戶合約收入在貨品或服務的控制權按反映本集團預期有權就提供該等貨品或服務獲取的代價金額轉讓予客戶時確認，不包括代表第三方收取的該等款項。收入不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

視乎合約條款及適用於合約的法律，貨品或服務的控制權可隨時間或於某一時點轉移。倘本集團在履約過程中滿足下列條件，貨品或服務的控制權將隨時間轉移：

- 提供客戶同時收取及消耗的所有利益；
- 本集團履約時創建或提升客戶所控制的資產；或
- 並無創建對本集團而言具有可替代用途的資產，而本集團可強制執行其權利收回累計至今已完履約部分的款項。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Revenue recognition (Continued)

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

- (i) Revenue for the provision of asset management advisory services is recognised over time on time apportionment basis as those services are provided throughout the contract period at fixed consideration. Invoices are issued according to the agreed payment schedule and are usually payable within 0-5 days.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

收入確認 (續)

倘貨品或服務的控制權隨時間轉移，收入將於整個合約期間參考已完成履約義務的進度確認。否則，收入於客戶獲得貨品或服務控制權的某一時點確認。

倘合約中包含融資部分，而該融資部分為客戶提供有關向客戶轉讓貨品或服務超過一年的重大融資利益，則收入按應收賬款的現值計量，並使用本集團與客戶於合約簽訂時進行的單獨融資交易中可能反映的貼現率貼現。倘合約中包含為本集團提供重大融資利益的融資部分，則根據該合約確認的收入包括按實際利息法計算的合約負債所產生的利息開支。就付款至承諾貨品或服務轉讓期間為一年或以下的合約而言，並無利用香港財務報告準則第15號的實際權宜方法就重大融資部分的影響調整交易價。

- (i) 提供資產管理諮詢服務的收入按時間分攤基準隨時間確認，乃由於該等服務於整個合約期間內按固定代價予以提供。發票根據協定償還時間表出具，且通常應於0至5日內結付。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Revenue recognition (Continued)

- (ii) Revenue for the sale of food additives and sales of daily necessities, hygiene, medical and health products is recognized at a point in time when customers obtain control of the goods at the goods are delivered to and have been accepted. Revenue is thus recognised upon when the customers accepted the products. There is generally only one performance obligation. Invoices are usually payable within 0-60 days.

- (iii) Rental income from property leasing

Revenue from rental income is recognised on a straight-line basis over the relevant lease terms.

- (iv) Interest income

Interest income, including finance lease interest income, sale-leaseback transaction interest income, loan interest income and bank interest income, is accrued on a time apportionment basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

- (v) Dividend income

Dividend income from investments is recognised when the Group's rights to receive payment have been established.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

收入確認 (續)

- (ii) 銷售食品添加劑及銷售日用品、衛生產品及醫療保健產品所產生的收入在客戶於貨品予以交付並已獲接納而取得貨品控制權時的某一時間點確認。收益於客戶接獲產品時確認。一般而言，此僅為一項履約義務。發票通常應於0至60日內結付。

- (iii) 物業租賃之租金收入

來自租金收入之收入乃於有關租賃期內按直線法確認。

- (iv) 利息收入

利息收入(包括融資租賃利息收入、售後回租交易利息收入、貸款利息收入及銀行利息收入)乃按時間分攤基準，參考未償還本金及適用之實際利率計算，該利率為確實地將金融資產於預計可用年期內之估計未來現金收入貼現至該資產於初始確認時之賬面淨值之貼現率。

- (v) 股息收入

來自投資之股息收入乃於本集團收取款項之權利確立時確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items 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 arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's entities are translated into the presentation currency of the Group (i.e. HK\$) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year. Exchange differences arising, if any are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve (attributed to non-controlling interests as appropriate).

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

外幣

於編製各個別集團實體之財務報表時，以該實體之功能貨幣以外之貨幣（外幣）進行之交易乃按交易日期之通行匯率入賬。於報告期末，以外幣定值之貨幣項目乃按該日之匯率重新換算。按公平值以外幣入賬之非貨幣項目則按釐定公平值當日之匯率重新換算。按歷史成本以外幣入賬之非貨幣項目不予重新換算。

結算及重新換算貨幣項目所產生之匯兌差額均於彼等產生期間內在損益中確認。

就綜合財務報表之呈列而言，本集團實體之資產與負債乃按各報告期末之匯率換算為本集團之呈報貨幣（即港元），而其收入及支出項目乃按該年度之平均匯率換算。所產生之匯兌差額（如有）乃於其他全面收入內確認，並於權益內之匯兌儲備項下累積（歸屬於非控股股東權益（如適用））。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Foreign currencies (Continued)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Group are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets and liabilities acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that 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.

Borrowing costs

Borrowing costs which are not eligible for capitalisation to qualifying assets 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.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

外幣 (續)

出售海外業務時(即出售本集團於海外業務之全部權益),本集團擁有人就該業務應佔於股權累計之所有匯兌差額乃重新分類至損益。

因收購海外業務時所收購的可識別資產及負債的商譽及公平值調整視為該海外業務的資產及負債及按各報告期末現行匯率換算。所產生的匯兌差額於其他全面收入內確認。

借貸成本

不符合撥充合資格資產的借貸成本於產生期間在損益內確認。

政府補助

倘可合理保證將收取政府補助並遵守所有附帶條件,則政府補助才會被確認。

政府補助作為開支或已發生虧損的補償時或就向本集團給予即時財政支持的目的而言而成為應收賬款時,在其成為應收賬款期間於損益內並不確認日後相關成本。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable and 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. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

退休福利成本

定額供款退休福利計劃之付款於僱員提供服務使其有權取得供款時確認為開支。

短期及其他長期僱員福利

短期僱員福利乃按預期於僱員提供服務時支付之未貼現福利金額確認。所有短期僱員福利獲確認為開支，惟另一項香港財務報告準則要求或許可將該福利計入資產成本除外。

於扣除任何已付金額後，就僱員之累計福利 (如工資及薪金、年假及病假) 確認負債。

稅項

所得稅支出指現時應付稅項及遞延稅項之和。

現時應付稅項按本年度應課稅溢利計算。應課稅溢利與損益表所報溢利不同，此乃由於其不包括在其他年度應課稅或可扣減之收入或支出項目，亦不包括永不課稅或可扣減之項目。本集團之即期稅項負債乃按報告期末已生效或實際上已生效之稅率計算。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 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 base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, 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 the 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.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

稅項 (續)

遞延稅項乃按綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者間之暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產通常就所有可扣減暫時差額確認，惟以有應課稅溢利可用以抵銷該等可扣減暫時差額為限。若暫時差額因商譽或由於一項既不影響應課稅溢利亦不影響會計溢利之交易（業務合併除外）中初步確認其他資產及負債而引致，則不會確認該等資產及負債。

除非本集團可控制暫時差額撥回及暫時差額不大可能於可見將來撥回，否則會就有關於附屬公司的投資的應課稅暫時差額確認遞延稅項負債。僅當很可能取得足夠的應納稅利潤以抵扣此類投資及利益相關的可扣減暫時差額，並且暫時差額在可預見的未來將轉回時，才確認該可抵扣暫時差額所產生的遞延稅項資產。

遞延稅項資產之賬面值於報告期末審閱，並於不大可能有足夠應課稅溢利恢復全部或部分資產價值時予以削減。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

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

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.

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively.

Leasing

Accounting as a lessee

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

稅項 (續)

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之稅率計算。所根據的稅率(及稅法)乃於報告期末已生效或已實際生效者。

遞延稅項負債及資產的計量反映集團於報告期末，預期收回或償還其資產及負債賬面值的方式可能帶來的稅務後果。

即期及遞延稅項於損益內確認，惟與在其他全面收入或直接於權益內確認之項目除外，在此情況下，即期及遞延稅項亦於其他全面收入或直接於權益內確認。

租賃

作為承租人的會計處理

所有租賃(不論為經營租賃或融資租賃)須於財務狀況表資本化為使用權資產及租賃負債，惟為實體提供現有會計政策選擇，可選擇不將(i)屬短期租賃的租賃及／或(ii)相關資產為低價值的租賃進行資本化。本集團已選擇不就低價值資產以及於開始日期租賃期少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租賃期內按直線法支銷。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leasing (Continued)

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The Group accounts for leasehold land and buildings which is held for own use under HKAS 16 and are carried at its cost less any accumulated depreciation and any accumulated impairment losses.

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃 (續)

使用權資產

使用權資產應按成本確認並將包括：(i)初步計量租賃負債的金額（見下文有關租賃負債入賬的會計政策）；(ii)於開始日期或之前作出的任何租賃付款減已收取的任何租賃獎勵；(iii)承租人產生的任何初步直接成本；及(iv)承租人根據租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本，除非該等成本乃為生產存貨而產生則除外。本集團採用成本模式計量使用權資產。根據成本模式，本集團按成本減任何累計折舊及任何減值虧損計量使用權，並就租賃負債的任何重新計量作出調整。

本集團將租賃土地及自用樓宇按香港會計準則第16號作會計處理，並按成本減任何累計折舊及任何累計減值虧損列賬。

租賃負債按並非於租賃開始日期支付之租賃付款的現值確認。租賃付款採用租賃暗含的利率貼現（倘該利率可輕易釐定）。倘該利率無法輕易釐定，則本集團採用本集團的增量借款利率。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leasing (Continued)

Lease liability

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in substance fixed lease payments or a change in assessment to purchase the underlying asset.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃 (續)

租賃負債

下列並非於租賃開始日期支付的租賃期內就使用相關資產權利支付的款項被視為租賃付款：(i)固定付款減任何應收租賃獎勵；(ii)初步按開始日期之指數或利率計量的浮動租賃付款（取決於指數或利率）；(iii)承租人根據剩餘價值擔保預期將支付的款項；(iv)倘承租人合理確定行使購買選擇權，該選擇權的行使價；及(v)倘租賃期反映承租人行使選擇權終止租賃，終止租賃的罰款付款。

於開始日期後，本集團透過下列方式計量租賃負債：(i)增加賬面值以反映租賃負債的利息；(ii)減少賬面值以反映作出的租賃付款；及(iii)重新計量賬面值以反映任何重估或租賃修改，如指數或利率變動導致日後租賃付款變動、租賃期變動、實質固定租賃付款變動或購買相關資產的評估變動。

應收承租人融資租約款項按本集團於租約中的淨投資金額確認為應收賬款。融資租約收入在會計期間分配，以便反映本集團就租約的未償付淨投資的固定定期收益率。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Leasing (Continued)

Accounting as a lessor

The Group has leased out its investment properties to a number of tenants. Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Sale and leaseback transactions

As a buyer-lessor, the Group applies the requirements of HKFRS 15 to assess whether sale and leaseback transactions constitutes as sale, upon application of HKFRS 16. For a transfer that does not satisfy the requirements as sale, the Group accounts for the transfer proceeds within the scope of HKFRS 9.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃 (續)

作為出租人的會計處理

本集團已將其投資物業租予若干租戶。經營租賃之租金收入於有關租賃期間按直線法於損益確認。因商議及安排經營租賃所引致之初步直接成本則計入已出租資產之賬面值並按租賃期以直線法確認為支出。

應收承租人融資租約款項按本集團於租約中的淨投資金額確認為應收賬款。融資租約收入在會計期間分配，以便反映本集團就租約的未償付淨投資的固定定期收益率。

售後回租交易

於應用香港財務報告準則第16號後，本集團作為買方一出租人應用香港財務報告準則第15號之規定，就售後回租交易是否構成銷售進行評估。就未能達成銷售規定的轉讓而言，本集團將於香港財務報告準則第9號的範圍內將轉讓所得款項入賬。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Property, plant and equipment

Property, plant and equipment including buildings and leasehold land held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses.

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

Property, plant and equipment are depreciated on their costs less their residual values on a straight-line basis over their estimated useful lives as follows:

Right-of-use assets	10 to 50 years
Leasehold improvements, furniture and fixtures	3 to 5 years or over lease term, whichever is shorter
Plant, machinery and equipment	5 to 10 years
Motor vehicles	3 to 8 years

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

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

物業、廠房及設備

物業、廠房及設備包括用於生產或提供貨品或服務、或出於行政目的使用之建築及租賃土地，乃按成本減隨後之累計折舊及累計減值虧損於綜合財務狀況表列賬。

按估計使用年期以直線法撇銷物業、廠房及設備項目的成本減去殘值確認折舊。於每個報告期末審閱估計使用年期、殘值及折舊法，按預期基準入賬估計變動的影響。

物業、廠房及設備以其成本減去剩餘價值後按直線法於其估計可使用年內折舊如下：

使用權資產	10至50年
租賃物業裝修、 傢具及裝置	3至5年或 於租期內 (以較短者 為準)
廠房、機器及 設備	5至10年
汽車	3至8年

物業、廠房及設備項目於出售時或當預期持續使用該資產不會帶來未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目的盈虧乃按銷售所得款項與相關資產賬面值之差額釐定並於損益賬確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Investment property

Investment property is property held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at cost on initial recognition and subsequently at fair value with any change therein recognised in profit or loss.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognition.

Impairment losses on assets (other than financial assets)

At the end of the reporting period, the Group reviews the carrying amounts of the following to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets; and
- investments in subsidiaries and associates.

When it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

投資物業

投資物業為持作賺取租金或增值或作該兩項用途而非於日常業務過程中持作出售、用於生產或供應貨品或服務或作行政用途的物業。投資物業於初步確認時按成本及其後按公平值計量，而其任何變動於損益確認。

投資物業於出售，或投資物業永久不再被使用，或預期出售時不會產生未來經濟利益時終止確認。任何因終止確認資產而產生的收益或虧損（按出售所得款項淨額與資產的賬面值之差額計算）於項目終止確認期間計入損益內。

資產（金融資產除外）之減值虧損

本集團於報告期末審閱下列各項之賬面值，藉以決定是否有任何跡象顯示該等資產出現減值虧損或過往已確認之減值虧損不再存在或可能已減少：

- 物業、廠房及設備；
- 使用權資產；及
- 於附屬公司及聯營公司之投資。

當無法單獨估計一項資產的可收回金額時，本集團會估計該資產所屬現金產生單位的可收回金額。當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或分配至可識別合理一致分配基準的最小現金產生單位組別。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Impairment losses on assets (other than financial assets) (Continued)

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 cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. 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. 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.

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

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

資產(金融資產除外)之減值虧損 (續)

可收回金額為公平值減出售成本及使用價值的較高者。評估使用價值時，採用除稅前貼現率將估計未來現金流量貼現至其現值，而該貼現率反映當時市場對貨幣時間價值的評估及與未經調整未來現金流量估計的資產(或現金產生單位)有關的特定風險。

倘若一項資產(或現金產生單位)之可收回金額預計低於其賬面值，則該資產(或現金產生單位)之賬面值將減至其可收回金額。於分配減值虧損時，首先分配減值虧損以減低任何商譽的賬面值(如有)，其後按該單位內各資產賬面值之比例分配至其他資產。資產的賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零(以最高者為準)。分配至資產的減值虧損金額按單位的其他資產比例分配。減值虧損即時於損益中確認。

倘其後撥回減值虧損時，資產(或現金產生單位)之賬面值可調高至重新估計之可收回金額，惟因此而增加之賬面值不可高於該資產(或現金產生單位)於過往年度未確認減值虧損前之賬面值。撥回之減值虧損即時確認為損益。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Financial instruments

Financial assets

A financial asset (unless it is trade receivables without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to its acquisition or issue. Trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

存貨

存貨乃按成本或可變現淨值兩者中之較低者列賬。成本按先進先出法計算。可變現淨值則按存貨估計售價減完成及作出出售時所必需的估計成本計算。

金融工具

金融資產

金融資產(無重大融資部分的貿易應收款除外)初步按公平值加上(就並非按公平值透過損益列賬「按公平值透過損益列賬」的項目而言)與其收購或發行直接相關的交易成本計量。無重大融資部分的貿易應收款初步按交易價格計量。

所有一般金融資產買賣均於交易日確認，即本集團承諾購買或出售該資產之日。一般金融資產買賣指須於通常根據市場規則或慣例設定的期間內交付的金融資產購買或出售。

具嵌入式衍生工具之金融資產於釐定其現金流量是否僅為支付本金及利息時以整體作出考慮。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

Fair value through profit or loss ("FVTPL"): Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income ("FVTOCI"), as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

債務工具

其後計量債務工具的計量方式取決於本集團管理資產的商業模式及資產的現金流量特徵。本集團有兩種分類其債務工具的計量類別：

攤銷成本：持作收取合約現金流量之資產按攤銷成本計量，其中有關現金流量純粹指本金及利息付款。按攤銷成本計量的金融資產其後採用實際利率法計量。利息收入、匯兌收益及虧損以及減值於損益確認。取消確認的任何收益於損益確認。

按公平值透過損益列賬 (「按公平值透過損益列賬」)：按公平值透過損益列賬的金融資產包括持作買賣的金融資產，於初始確認時指定按公平值透過損益列賬的金融資產，或強制要求按公平值計量的金融資產。倘為於不久將來出售或購回為目的而收購金融資產，則該等金融資產分類為持作買賣。衍生工具 (包括獨立嵌入式衍生工具) 亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非純粹支付本金及利息的金融資產，不論其商業模式如何，均按公平值透過損益列賬分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平值透過其他全面收入列賬 (「按公平值透過其他全面收入列賬」) 分類，但於初始確認時，倘能夠消除或大幅降低會計錯配，則債務工具可指定為按公平值透過損益列賬。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at FVTOCI are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss ("ECL") on trade receivables, the finance lease receivables, loan receivables, and financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

股本工具

於初始確認並非持作買賣之股本投資時，本集團可不可撤回地選擇於其他全面收入中呈列投資公平值之後續變動。該選擇乃按投資逐項作出。按公平值透過其他全面收入列賬之股權投資按公平值計量。股息收入於損益確認，除非股息收入明確表示收回部分投資成本。其他收益及虧損淨額於其他全面收入確認且不會重新分類至損益。所有其他的股本工具分類為按公平值透過損益列賬，因此公平值、股息及利息收入變動均於損益確認。

金融資產減值虧損

本集團就貿易應收款、其他融資租賃應收款、應收貸款及按攤銷成本計量的金融資產之預期信貸虧損（「預期信貸虧損」）確認虧損撥備。預期信貸虧損按以下其中一項基準計量：(1) 12個月預期信貸虧損：其為於報告日期後12個月內發生的潛在違約事件導致的預期信貸虧損；及(2)年期內預期信貸虧損：此乃於金融工具預計年期內所有可能之違約事件產生之預期信貸虧損。於估計預期信貸虧損時考慮的最長期限為本集團面臨的信貸風險的最長合約期限。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Impairment loss on financial assets (Continued)

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group has elected to measure loss allowances for trade receivables and finance lease receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. For finance lease receivables relating to customers with known financial difficulties or significant doubt on collection of receivables are assessed individually for provision for impairment allowance.

For loan receivables and other debt financial assets, the ECLs are based on the 12-months ECLs. The 12-months ECLs is the portion of the lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產減值虧損 (續)

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損乃基於根據合約應付本集團的所有合約現金流量與本集團預期收取之所有現金流量之間之差額計量。該差額其後按資產原有實際利率相近之差額貼現。

本集團已選擇使用香港財務報告準則第9號簡化法計量貿易應收款及融資租賃應收款之虧損撥備，並根據年期內預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算之撥備矩陣，並按債務人特定之前瞻性因素及經濟環境作出調整。與已知存在財務困難或應收賬款回收性存在重大疑問的客戶有關的融資租賃應收款應單獨就計提減值撥備進行評估。

就應收貸款及其他債務金融資產而言，預期信貸虧損根據12個月預期信貸虧損釐定。12個月預期信貸虧損為年期內預期信貸虧損之一部分，其源自可能在報告日期後之12個月內發生之金融工具違約事件。然而，自開始以來信貸風險顯著增加時，撥備將以年期內預期信貸虧損為基準。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Impairment loss on financial assets (Continued)

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產減值虧損 (續)

當釐定金融資產之信貸風險是否自初始確認後大幅增加，並於估計預期信貸虧損時，本集團考慮到相關及無須付出過多成本或努力後即可獲得之合理及可靠資料。此包括根據本集團之過往經驗及已知信貸評估得出定量及定性之資料分析，並包括前瞻性資料。

本集團假設，倘逾期超過30日，金融資產之信貸風險會大幅增加。

視乎金融工具之性質，對信貸風險大幅增加之評估乃按個別或共同基準進行。當按共同基準進行評估時，金融工具乃按共同信貸風險特徵（如逾期狀況及信貸風險評級）分組。

本集團認為金融資產於以下情況下屬信貸減值：(1) 借款人不大可能在本集團並無追索權（如變現抵押品（如持有））下向本集團全數支付其信貸義務；或(2) 該金融資產逾期超過90日。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Impairment loss on financial assets (Continued)

The Group considers a financial asset to be credit-impaired when:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in "FVTOCI reserve (recycling)".

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產減值虧損 (續)

當出現以下情況時，本集團認為金融資產信貸減值：

- 債務人出現重大財務困難；
- 違反合約，如違約或逾期超過90日；
- 本集團根據其他情況下不會考慮之條款重組貸款或墊款；
- 債務人很可能破產或進行其他財務重組；或
- 由於出現財務困難，證券失去活躍市場。

本集團就所有金融工具確認減值收益或虧損，並通過虧損撥備賬相應調整有關金融工具的賬面值，惟以按公平值透過其他全面收入列賬計量的債務工具投資除外，有關債務工具投資的虧損撥備於其他全面收入中確認並於「按公平值透過其他全面收入列賬的儲備(再循環)」中累計。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Impairment loss on financial assets (Continued)

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over 1 years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets interest income is calculated based on the gross carrying amount.

Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產減值虧損 (續)

當有資料顯示債務人出現重大財務困難，且並無實際收回的可能時（例如債務人已進行清盤，或進入破產程序），或（就貿易應收款而言）當款項已逾期兩年以上（以較早者為準）時，本集團會撇銷金融資產。在考慮法律意見（如適用）後，已撇銷的金融資產仍可根據本集團的收回程序實施強制執行。任何收回款項會於損益確認。

信貸減值金融資產的利息收入乃基於攤銷成本（即賬面總值減虧損撥備）計算。非信貸減值金融資產的利息收入乃基於賬面總值計算。

金融負債

本集團根據負債產生的原因分類其金融負債。按公平值透過損益列賬的金融負債初步按公平值計量及按攤銷成本計量的金融負債初步按公平值計量，扣除產生的直接應佔成本。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities (Continued)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise, except for the gains and losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融負債 (續)

按公平值透過損益列賬的金融負債

按公平值透過損益列賬的金融負債包括持作買賣的金融負債。

倘以於不久將來出售為目的而收購金融負債，則該等金融負債分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。持作買賣負債的收益或虧損於損益內確認。

倘一項合約包括一種或以上嵌入式衍生工具，則整份混合合約可指定為按公平值透過損益列賬的金融負債，除非該嵌入式衍生工具不會對現金流量產生重大改變，或明確禁止將嵌入式衍生工具分開列賬。

在初步確認後，按公平值透過損益列賬的金融負債乃按公平值計量，公平值變動於彼等產生的期間內於損益確認，惟本集團擁有的於其他全面收入內呈列且其後不會重新分類至損益表的信貸風險產生的收益及虧損除外。於損益表內確認的公平值收益或虧損淨額並不包括就該等金融負債收取的任何利息。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities (Continued)

Financial liabilities at amortised cost

Financial liabilities at amortised cost including other payables and accruals and borrowings are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融負債 (續)

按攤銷成本計量的金融負債

按攤銷成本計量的金融負債(包括其他應付款及應計費用以及借款)其後採用實際利率法按攤銷成本計量。有關利息開支於損益內確認。

取消確認負債及於攤銷過程中產生的收益或虧損於損益內確認。

實際利率法

實際利率法為計算金融資產或金融負債的攤銷成本以及在有關期間內分配利息收入或利息開支的方法。實際利率為於金融資產或負債的預計年期或(倘適用)更短期間準確貼現估計未來現金收入或付款的利率。

股本工具

本公司所發行的股本工具乃按已收款項(扣除直接發行成本)列賬。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

取消確認

本集團僅於就金融資產收取未來現金流量的合約權利屆滿時，或金融資產經已轉讓，而轉讓符合香港財務報告準則第9號規定的取消確認準則時取消確認金融資產。

僅於有關合約中指定之責任解除、取消或到期時，本集團方會取消確認金融負債。

倘本集團因重新磋商負債條款而向債權人發行本身之股本工具以清償全部或部分金融負債，所發行之股本工具即所付代價，乃初步按有關金融負債（或當中部分）註銷當日之公平值確認及計量。倘已發行股本工具之公平值無法可靠計量，則計量股本工具以反映已註銷金融負債之公平值。已註銷金融負債（或當中部分）之賬面值與所付代價間之差額乃於年內在損益內確認。

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

3.2 Significant accounting policies (Continued)

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees 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 share options reserve.

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

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

3. 綜合財務報表之編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

股權結算以股份為基礎之付款交易

授予僱員的購股權

授予僱員之股權結算以股份為基礎之付款乃參考於授出日期股權工具之公平值而釐定。

按授出日期 (並無考慮非市場性質的歸屬條件) 之公平值來釐定的股權結算以股份為基礎之付款，按集團估計權益工具將會最終歸屬的期間以直線法支銷，並於權益中 (購股權儲備) 作相應增加。本集團會根據所有相關非市場性質的歸屬條件的評估，修訂對預期最終歸屬的股權工具數目所作的估計。於歸屬期間，修訂初始估計的影響 (如有) 在損益中確認，以使累計開支反應經修訂之估計，並相應調整購股權儲備。

行使購股權時，早前已於購股權儲備中確認之數額將轉入股份溢價。倘購股權於歸屬日期後被沒收或於屆滿日期仍未獲行使，早前已於購股權儲備中確認之數額將轉入累積損益。

授予僱員之股權結算以股份為基礎之付款乃參考於授出日期股權工具之公平值而釐定。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, 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 ongoing 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.

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

Impairment of goodwill

During the year ended 31 December 2020, the Group acquired Tripler Holdings Limited ("Tripler") and identified a goodwill in the acquisition. The value in use is determined based on the cash flow projection for the cash generating units ("CGUs"), discounted to their present values and requires the use of key assumptions, including the discount rate, terminal growth rate, budgeted sales and gross margin, taking into account the financial budget approved by the directors based on the management's experience from the trading business and also management's expectations for the market development. As at 31 December 2021 and 2020, the carrying amount of goodwill was HK\$25,556,000 and no impairment loss on goodwill has been recognised to consolidated statement of profit or loss. Details of the recoverable amount calculation are disclosed in note 15.

4. 估計不確定性之主要來源

在應用本集團會計政策(詳情見附註3)的過程中,本公司董事須對無其他資料來源的資產及負債的賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及多項被視為與之有關的其他因素而作出。實際結果可能有別於此等估算。

本集團持續審閱該等估計及相關假設。對會計估計進行修訂時,倘修訂僅影響修訂估計的期間,則修訂會於該期間內確認;或倘修訂同時影響當期及未來期間,則會於修訂期間及未來期間確認。

以下為有關日後之主要假設及於報告期末之其他估計不確定性之主要來源,該等估計及假設可能會造成須對下一個財政年度內資產及負債賬面值作出重大調整之重大風險。

商譽減值

截至二零二零年十二月三十一日止年度,本集團收購森川實業有限公司(「森川」)及於收購時識別商譽。使用價值基於現金產生單位(「現金產生單位」)之現金流量預測貼現至其現值釐定,並須使用關鍵假設,包括貼現率,終端增長率,預算銷售及毛利率、考慮董事基於管理層在貿易業務的經驗及管理層對市場發展的預期批核的財務預算。截至二零二一年及二零二零年十二月三十一日,商譽之賬面值為25,556,000港元及商譽並無減值虧損已於綜合損益表內確認。計算可收回金額之詳情在附註15內披露。

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment of financial lease receivables and loan receivables

The Group makes provision for impairment of financial lease receivables and loan receivables based on assumptions about risk of default and expected credit loss. The amount of the impairment loss is measured as the difference between the carrying amount of financial lease receivables and loan receivables and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition).

The provision of ECLs is sensitive to changes in circumstances and of forecast general economic conditions. The information about the ECLs and the Group's financial lease receivables and loan receivables are disclosed in notes 18 and 19 respectively. If the financial condition of the customers or the forecast economic conditions were to deteriorate, actual loss allowance would be higher than estimated.

Estimate of fair value of equity investments at fair value through other comprehensive income

The fair value of equity investments at fair value through other comprehensive income that are not traded in an active market is determined by using valuation techniques. The Group uses its judgement to select a variety of methods (such as market approach) and makes assumptions that are mainly based on market conditions existing at each statement of financial position date. The key assumptions adopted on valuation techniques and key inputs are based on management's best estimates.

4. 估計不確定性之主要來源 (續)

融資租賃應收款及應收貸款之減值

本集團基於有關違約風險及預期信貸虧損的假設對融資租賃應收款及應收貸款之減值計提撥備。減值虧損金額為按融資租賃應收款賬面值及應收貸款與估計未來現金流量以該金融資產原先實際利率折讓(即實際利率於初步確認時計算)的現值之間的差額計量。

預期信貸虧損撥備對各種情況及預測大圍經濟局勢變動敏感。有關預期信貸虧損的資料和本集團融資租賃應收款及應收貸款分別於附註18及19披露。倘客戶的財務狀況或預測經濟狀況行將惡化，則實際虧損撥備會高於估計額。

按公平值透過其他全面收益列賬之股權投資之公平值估值

並非於活躍市場買賣的按公平值透過其他全面收益列賬的股權投資的公平值乃採用估值技術釐定。本集團通過判斷選擇各種方法(例如市場法)並主要根據各財務狀況表編製日期的市況作出假設。估值技術所採納的關鍵假設及主要輸入數據乃根據管理層的最佳估計得出。

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5. REVENUE

Revenue represents finance lease interest income generated from finance leasing and sale-leaseback transactions, service fee income from advisory services provided to outsiders, loan interest income from provision of loan facilities, rental income from leasing out properties, sale of food additives, sale of medical and health products and sale of daily necessities and hygiene products.

5. 收入

收入指融資租賃及售後回租交易產生的融資租賃利息收入、向外界所提供諮詢服務的服務費收入、提供貸款融資產生的貸款利息收入、出租物業的租金收入、銷售食品添加劑、銷售醫療保健產品及銷售日用品及衛生產品。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Asset management advisory service fee income	資產管理諮詢服務費收入	370	4,915
Finance lease interest income	融資租賃利息收入	2,844	14,190
Loan interest income	貸款利息收入	5,469	2,239
Rental income	租金收入	5,713	3,800
Sale of food additives	銷售食品添加劑	5,732	3,526
Sale of medical and health products	銷售醫療保健產品	71,669	6,961
Sale of daily necessities and hygiene products	銷售日用品及衛生產品	31,833	29,847
Sale-leaseback transaction interest income	售後回租交易利息收入	-	706
		123,630	66,184

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綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

5. REVENUE (Continued)

The disaggregation of the Group's revenue from contracts with customers, including asset management advisory service income, sale of food additives, sale of medical and health products and sale of daily necessities and hygiene products, are as follows:

Revenue from contracts with customers within the scope of HKFRS15

5. 收入 (續)

本集團客戶合約收入包括資產管理諮詢服務收入、銷售食品添加劑、銷售醫療保健產品及銷售日用品及衛生產品，分類如下：

香港財務報告準則第15號下來自客戶合約的收入

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Timing of revenue recognition:	收入確認時間：		
At point in time	於某一時點		
Sale of food additives	銷售食品添加劑	5,732	3,526
Sale of medical and health products	銷售醫療保健產品	71,669	6,961
Sale of medical, health and hygiene products	銷售醫療保健及衛生產品	31,833	29,847
		109,234	40,334
Over time	於一段時間內		
Asset management advisory service	資產管理諮詢服務	370	4,915
Total revenue recognised from contracts with customers	就客戶合約所確認之總收入	109,604	45,249
Revenue from other sources	自其他來源的收入		
Finance lease interest income	融資租賃利息收入	2,844	14,190
Sale-leaseback transaction interest income	售後回租交易利息收入	-	706
Loan interest income	貸款利息收入	5,469	2,239
Rental income	租金收入	5,713	3,800
		14,026	20,935
		123,630	66,184

The following table provides information about trade receivables from contracts with customers.

下表提供有關來自客戶合約的貿易應收款之資料。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade receivables (note 21)	貿易應收款 (附註21)	13,634	2,976

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綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker (“CODM”) of the Group, for the purposes of resource allocation and assessment of segment performance focuses on the nature of the operations of the Group.

Specifically, the Group’s reportable and operating segments under HKFRS 8 Operating segments are as follows:

Financial leasing	– provision of finance lease consulting services and financing services in the PRC (“Financial Leasing Segment”)
Investment	– investment properties in PRC and Hong Kong, investments in securities and money lending business in Hong Kong
Trading	– sale of medical, health, hygiene products and daily necessities (“Trading Segment”)
Others	– research and development, manufacturing and sale of food additives, new food ingredients and nutritional enhancers in the PRC (“Food Additives Business”)

Segment revenue and results

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

For the year ended 31 December 2021

		Financial leasing 融資租賃 HK\$'000 千港元	Investment 投資 HK\$'000 千港元	Trading 貿易 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收入					
External sales	對外銷售	3,214	11,182	103,502	5,732	123,630
Segment (loss)/profit	分部 (虧損) / 溢利	(42,154)	2,467	6,551	(11,628)	(44,764)
Unallocated other income, gains and losses	未分配其他收入、收益及虧損					(1,219)
Corporate expenses	企業支出					(33,786)
Other expenses and finance cost	其他開支及財務成本					(149)
Share of results of associates	分攤聯營公司業績					21,342
Loss before taxation	除稅前虧損					(58,576)

6. 分部資料

就資源分配及分部業績評估而向本公司執行董事 (即本集團主要營運決策者 (「主要營運決策者」)) 所呈報之資料乃著眼於本集團營運之性質。

具體而言，本集團根據香港財務報告準則第8號經營分部劃分的可呈報及經營分部如下：

融資租賃	– 於中國提供融資租賃諮詢服務及融資服務 (「融資租賃分部」)
投資	– 於中國及香港之投資物業、於香港證券及放貸業務之投資
貿易	– 銷售醫療保健及衛生產品及日用品 (「貿易分部」)
其他	– 於中國之食品添加劑、新食品原料及營養強化劑的研發、生產及銷售 (「食品添加劑業務」)

分部收入及業績

以下為本集團按可呈報及經營分部劃分之收入及業績的分析：

截至二零二一年十二月三十一日止年度

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2020

		Financial leasing 融資租賃 HK\$'000 千港元	Investment 投資 HK\$'000 千港元	Trading 貿易 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收入					
External sales	對外銷售	21,649	4,201	36,808	3,526	66,184
Segment (loss)/profit	分部(虧損)/溢利	(233,989)	12,058	(2,996)	(17,083)	(242,010)
Unallocated other income, gains and losses	未分配其他收入、 收益及虧損					34,797
Corporate expenses	企業支出					(98,288)
Other expenses and finance cost	其他開支及財務成本					(465)
Impairment loss on interest in an associate upon reclassification to assets classified as held for sale	將於一家聯營公司之 權益重新分類為 持作出售之資產後 的減值虧損					(30,973)
Share of result of associates	分攤聯營公司業績					(5,664)
Loss before taxation	除稅前虧損					(342,603)

The accounting policies of the reportable and operating segments are the same as the Group's accounting policies. Segment results represent the profit earned or loss incurred by each segment without allocation of certain other income, certain other gains and losses (including change in fair value on contingent consideration receivables, gain or loss on deemed disposal/derecognition of an associate/a subsidiary), impairment loss on interest in an associate upon reclassification to assets classified as held for sale, share of results of associates and corporate expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

6. 分部資料 (續)

分部收入及業績 (續)

截至二零二零年十二月三十一日止年度

可呈報及經營分部的會計政策與本集團會計政策一致。分部業績乃各分部賺取之溢利或產生之虧損，不包括若干其他收入、若干其他收益及虧損(包括應收或然代價之公平值變動、視作出售/終止確認一家聯營公司/一家附屬公司之收益或虧損)、於一家聯營公司之權益重新分類為持作出售之資產後之減值虧損、分攤聯營公司之業績及企業支出之分配。這是向主要營運決策者所報告作為資源分配及表現評估的基準。

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綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

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

At 31 December 2021

		Financial leasing 融資租賃 HK\$'000 千港元	Investment 投資 HK\$'000 千港元	Trading 貿易 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分部資產	505,604	295,080	76,484	62,034	939,202
Interests in associates	於聯營公司之權益					99,608
Unallocated corporate assets	未分配之企業資產					42,687
Consolidated assets	綜合資產					1,081,497
Segment liabilities	分部負債	519,541	556	1,857	3,780	525,734
Unallocated corporate liabilities	未分配之企業負債					40,017
Consolidated liabilities	綜合負債					565,751

6. 分部資料 (續)

分部資產及負債

以下為本集團按可呈報及經營分部劃分之資產及負債分析：

於二零二一年十二月三十一日

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6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

At 31 December 2020

		Financial leasing 融資租賃 HK\$'000 千港元	Investment 投資 HK\$'000 千港元	Trading 貿易 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment assets	分部資產	549,226	238,850	88,483	96,924	973,483
Interests in associates	於聯營公司之權益					95,111
Unallocated corporate assets	未分配之企業資產					117,122
Consolidated assets	綜合資產					1,185,716
Segment liabilities	分部負債	534,539	31,741	2,262	624	569,166
Unallocated corporate liabilities	未分配之企業負債					41,932
Consolidated liabilities	綜合負債					611,098

For the purposes of monitoring segment performances and allocating resources among segments:

- all assets are allocated to reportable and operating segments other than an office premise for administrative purpose, certain other receivables, certain deposits placed in non-bank financial institutions and certain cash and cash equivalents; and
- all liabilities are allocated to reportable and operating segments other than certain other payables, certain tax payables and deferred tax liabilities.

6. 分部資料 (續)

分部資產及負債 (續)

於二零二零年十二月三十一日

為監控分部表現及在分部之間分配資源：

- 除一處用於行政目的的辦公室物業、若干其他應收款、若干存放於非銀行金融機構之存款以及若干現金及現金等值物外，所有資產均分配至可呈報及經營分部；及
- 除若干其他應付款、若干應付稅項及遞延稅項負債外，所有負債均分配至可呈報及經營分部。

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6. SEGMENT INFORMATION (Continued)

6. 分部資料 (續)

Other segment information

其他分部資料

For the year ended 31 December 2021

截至二零二一年十二月三十一日止年度

	Financial leasing 融資租賃 HK\$'000 千港元	Investment 投資 HK\$'000 千港元	Trading 貿易 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Amounts charged/(credited) in the measure of segment profit or loss or segment assets:	於計量分部溢利或虧損或分部資產扣除/ (計入) 的款項:				
Additions to property, plant and equipment	添置物業、廠房及設備	726	-	909	1,635
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	757	-	3,104	3,861
Prepayment for acquisition of property, plant and equipment	收購物業、廠房及設備之預付款項	17,847	-	-	17,847
Change in fair value of financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產之公平值變動	5,706	(5,723)	-	(17)
Change in fair value on investment properties	投資物業之公平值變動	-	10,701	-	10,701
Interest income from loan receivables	應收貸款之利息收入	(3,099)	(5,469)	-	(8,568)
Finance lease interest income	融資租賃利息收入	(2,844)	-	-	(2,844)
Interest expenses (included in cost of revenue)	利息開支 (計入收入成本)	31,317	-	87	31,404
Written-off of inventories	存貨撇銷	-	-	725	725
Reversal of impairment loss on receivable from sales-leaseback transaction	撥回售後回租交易應收款減值虧損	(8,455)	-	-	(8,455)
Reversal of impairment loss on loan receivables	撥回應收貸款減值虧損	(1,208)	-	-	(1,208)
Impairment loss on finance lease receivables	融資租賃應收款減值虧損	1,208	-	-	1,208
Impairment loss on other receivables	其他應收款減值虧損	8,817	-	-	8,817
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss:	定期向主要營運決策者提供但未包含於計量分部溢利或虧損的款項:				
Income tax expense/(credit)	所得稅開支/(抵免)	3,288	(255)	1,099	4,132

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6. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the year ended 31 December 2020

6. 分部資料 (續)

其他分部資料 (續)

截至二零二零年十二月三十一日止年度

	Financial leasing 融資租賃 HK\$'000 千港元	Investment 投資 HK\$'000 千港元	Trading 貿易 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Amounts charged/(credited) in the measure of segment profit or loss or segment assets:	於計量分部溢利或虧損或分部資產扣除/ (計入) 的款項:				
Additions of property, plant and equipment and investment properties	23	64,133	-	511	64,667
Depreciation of property, plant and equipment	698	-	-	3,374	4,072
Write-off of property, plant and equipment	11	-	-	-	11
Change in fair value of financial assets at fair value through profit or loss	7,530	(5,951)	-	-	1,579
Change in fair value on investment properties	-	(4,091)	-	-	(4,091)
Interest income from loan receivables	(7,782)	(401)	-	-	(8,183)
Finance lease interest income	(14,190)	-	-	-	(14,190)
Sale-leaseback transaction interest income	(706)	-	-	-	(706)
Interest expenses (included in cost of revenue)	39,714	-	40	-	39,754
Written-off of inventories	-	-	2	417	419
Impairment loss on loan receivables	3,380	-	-	-	3,380
Impairment loss on property, plant and equipment	-	-	-	5,089	5,089
Impairment loss on finance lease receivables	102,530	-	-	-	102,530
Impairment loss receivable from sale-leaseback transaction	96,896	-	-	-	96,896
Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss:	定期向主要營運決策者提供但未包含於計量分部溢利或虧損的款項:				
Income tax (credit)/expense	(199)	-	168	-	(31)

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6. SEGMENT INFORMATION (Continued)

Information about major customers

Revenue from customers of the financial leasing segment and trading segment of both years contributing over 10% of total sales of the Group are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial leasing segment:	融資租賃分部：		
Customer A	客戶甲	–	10,939
Trading segment:	貿易分部：		
Customer B	客戶乙	–	11,198
Customer C	客戶丙	–	10,837
Customer D	客戶丁	–	7,406
Customer E	客戶戊	48,252	–
Customer F	客戶己	21,942	–

Geographical information

The Group's financial leasing and food additives business are located in the PRC. Trading division is located in Hong Kong. Investment division comprises of investment properties and leasing business in the PRC and Hong Kong, while its money lending and investment in securities businesses are carried out in Hong Kong. Investment and trading division is located in Hong Kong. Locations are determined according to principal place of operating the businesses. Except for a revenue amount of HK\$108,971,000 that was generated in Hong Kong during the current year (2020: HK\$38,379,000), the remaining amount of HK\$14,659,000 (2020: HK\$27,805,000) was generated in the PRC.

6. 分部資料 (續)

有關主要客戶資料

於兩個年度來自融資租賃分部及貿易分部貢獻本集團總銷售額逾10%之客戶之收入如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial leasing segment:	融資租賃分部：		
Customer A	客戶甲	–	10,939
Trading segment:	貿易分部：		
Customer B	客戶乙	–	11,198
Customer C	客戶丙	–	10,837
Customer D	客戶丁	–	7,406
Customer E	客戶戊	48,252	–
Customer F	客戶己	21,942	–

地域資料

本集團之融資租賃及食品添加劑業務均位於中國。貿易分部則位於香港。投資分部包括位於中國及香港的投資物業及租賃業務，而其於證券業務的放貸及投資則位於香港。投資及交易分部位於香港。地點乃按該等業務之主要營業地點釐定。除於本年度在香港產生之金額為108,971,000港元(二零二零年：38,379,000港元)之收入外，餘下金額14,659,000港元(二零二零年：27,805,000港元)乃於中國產生。

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6. SEGMENT INFORMATION (Continued)

Geographical information (Continued)

The following is an analysis of the carrying amount of non-current assets (note) analysed by the geographical location in which the assets are located:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
PRC	中國	228,649	217,044
Hong Kong	香港	145,251	142,066
		373,900	359,110

Note: Non-current assets excluded finance lease receivables, other financial instruments and deferred tax assets.

6. 分部資料 (續)

地域資料 (續)

以下為按資產所在地域位置分析之非流動資產 (附註) 賬面值的分析：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
PRC	中國	228,649	217,044
Hong Kong	香港	145,251	142,066
		373,900	359,110

附註：非流動資產不包括融資租賃應收款、其他金融工具及遞延稅項資產。

7. OTHER INCOME, GAINS AND LOSSES

Other income

Interest income from other loan receivables	其他應收貸款之利息收入	3,099	5,944
Interest income from banks and non-bank financial institutions	來自銀行及非銀行金融機構之利息收入	264	395
Dividend income	股息收入	-	969
Government grants (note)	政府補助 (附註)	-	926
Sundry income	雜項收入	28	11

Note: The amount represented government grants obtained from Employment Support Scheme ("ESS") under the Anti-epidemic Fund launched by the Hong Kong SAR Government supporting the payroll of the Group's employees. Under the ESS, the Group had to commit to spend these grants on payroll expenses, and not reduce employee head count below prescribed levels for a specified period of time. The Group did not have other unfulfilled obligations relating to this program.

7. 其他收入、收益及虧損

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Other income	其他收入	3,099	5,944
Interest income from other loan receivables	其他應收貸款之利息收入	3,099	5,944
Interest income from banks and non-bank financial institutions	來自銀行及非銀行金融機構之利息收入	264	395
Dividend income	股息收入	-	969
Government grants (note)	政府補助 (附註)	-	926
Sundry income	雜項收入	28	11
		3,391	8,245

附註：該金額指來自香港特區政府防疫抗疫基金項下的保就業計劃 (「保就業計劃」) 的政府補貼，補貼本集團僱員的工資。根據保就業計劃，本集團須承諾將該等補助用於工資支出，且並無於特定時期將僱員人數裁減至規定標準以下。本集團概無其他有關該計劃而未履行之義務。

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7. OTHER INCOME, GAINS AND LOSSES

(Continued)

7. 其他收入、收益及虧損 (續)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Other gains and (losses)	其他收益及 (虧損)		
Change in fair value in financial assets at fair value through profit or loss	按公平值透過損益列賬之 金融資產之公平值變動	17	(2,548)
Change in fair value in financial liability at fair value through profit or loss	按公平值透過損益列賬之 金融負債之公平值變動	-	15,660
Change in fair value on contingent consideration receivables	應收或然代價之公平值變動	(2,553)	(2,498)
Change in fair value on investment properties	投資物業之公平值變動	(10,701)	4,091
Gain on derecognition of a subsidiary	終止確認一家附屬公司之收益	-	2,742
Gain on deemed disposal of an associate (note 16)	視作出售一家聯營公司之收益 (附註16)	1,151	-
Net foreign exchange gains	匯兌收益淨額	179	17,784
Write-off of property, plant and equipment	物業、廠房及設備撇銷	-	(11)
Write-off of inventories	存貨撇銷	(725)	(419)
Others	其它	158	-
		(12,474)	34,801

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8. DIRECTORS, CHIEF EXECUTIVE AND EMPLOYEES EMOLUMENTS

Directors and chief executive emoluments

The emolument paid or payable to each of the directors and chief executives were as follows:

8. 董事、主要行政人員及僱員薪酬

董事及主要行政人員薪酬

已付或應付各董事及主要行政人員之薪酬如下：

For the year ended 31 December 2021
截至二零二一年十二月三十一日止年度

		Fees	Salaries and other benefits	Discretionary bonus	Share-based payments	Retirement benefits scheme contributions	Total
		袍金	薪金及其他福利	酌情花紅	以股份為基礎之付款	退休福利計劃供款	總計
		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
				(Note 3) (附註3)			
Executive Directors	執行董事						
Mr. Wong Lik Ping	王力平先生	-	6,930	800	-	18	7,748
Mr. Lai Ka Fai	黎嘉輝先生	-	2,599	500	-	18	3,117
Mr. Tao Ke	陶可先生	-	1,200	-	-	18	1,218
Mr. Qiao Weibing	喬衛兵先生	-	1,433	725	-	18	2,176
Mr. Ng Tin Shui	吳天墜先生	-	650	-	-	3	653
Sub-total	小計	-	12,812	2,025	-	75	14,912
Non-executive Director	非執行董事						
Ms. Yip Man Yi	葉敏怡女士	120	-	-	-	-	120
Sub-total	小計	120	-	-	-	-	120
Independent non-executive Directors	獨立非執行董事						
Mr. Goh Choo Hwee	吳慈飛先生	180	-	50	-	-	230
Mr. U Keng Tin	余擎天先生	180	-	50	-	-	230
Mr. Ho Hin Yip	何衍業先生	180	-	50	-	-	230
Mr. Leung Yiu Ming, David	梁耀鳴先生	180	-	-	-	-	180
Sub-total	小計	720	-	150	-	-	870
Total	總計	840	12,812	2,175	-	75	15,902

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8. DIRECTORS, CHIEF EXECUTIVE AND EMPLOYEES EMOLUMENTS (Continued)

Directors and chief executive emoluments (Continued)

		For the year ended 31 December 2020 截至二零二零年十二月三十一日止年度					
		Fees	Salaries and other benefits	Discretionary bonus	Share-based payments	Retirement benefits contributions	Total
		袍金	薪金及其他福利	酌情花紅	以股份為基礎之付款	退休福利計劃供款	總計
		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
				(Note 3)			
				(附註3)			
Executive Directors	執行董事						
Mr. Wong Lik Ping	王力平先生	-	6,210	32,733	-	18	38,961
Mr. Lai Ka Fai	黎嘉輝先生	-	2,333	24,685	-	18	27,036
Mr. Tao Ke	陶可先生	-	1,200	300	-	18	1,518
Mr. Qiao Weibing	喬衛兵先生	-	1,414	100	-	18	1,532
Mr. Ng Tin Shui (note 1)	吳天墜先生 (附註1)	-	201	-	-	6	207
Sub-total	小計	-	11,358	57,818	-	78	69,254
Non-executive Director	非執行董事						
Ms. Yip Man Yi	葉敏怡女士	120	-	-	-	-	120
Sub-total	小計	120	-	-	-	-	120
Independent non-executive Directors	獨立非執行董事						
Mr. Goh Choo Hwee	吳慈飛先生	180	-	100	-	-	280
Mr. U Keng Tin	余擎天先生	180	-	100	-	-	280
Mr. Ho Hin Yip	何衍業先生	180	-	100	-	-	280
Mr. Leung Yiu Ming, David (note 2)	梁耀鳴先生 (附註2)	56	-	-	-	-	56
Sub-total	小計	596	-	300	-	-	896
Total	總計	716	11,358	58,118	-	78	70,270

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

8. 董事、主要行政人員及僱員薪酬 (續)

董事及主要行政人員薪酬 (續)

For the year ended 31 December 2020
截至二零二零年十二月三十一日止年度

		Fees	Salaries and other benefits	Discretionary bonus	Share-based payments	Retirement benefits contributions	Total
		袍金	薪金及其他福利	酌情花紅	以股份為基礎之付款	退休福利計劃供款	總計
		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
				(Note 3)			
				(附註3)			

Executive Directors	執行董事						
Mr. Wong Lik Ping	王力平先生	-	6,210	32,733	-	18	38,961
Mr. Lai Ka Fai	黎嘉輝先生	-	2,333	24,685	-	18	27,036
Mr. Tao Ke	陶可先生	-	1,200	300	-	18	1,518
Mr. Qiao Weibing	喬衛兵先生	-	1,414	100	-	18	1,532
Mr. Ng Tin Shui (note 1)	吳天墜先生 (附註1)	-	201	-	-	6	207
Sub-total	小計	-	11,358	57,818	-	78	69,254
Non-executive Director	非執行董事						
Ms. Yip Man Yi	葉敏怡女士	120	-	-	-	-	120
Sub-total	小計	120	-	-	-	-	120
Independent non-executive Directors	獨立非執行董事						
Mr. Goh Choo Hwee	吳慈飛先生	180	-	100	-	-	280
Mr. U Keng Tin	余擎天先生	180	-	100	-	-	280
Mr. Ho Hin Yip	何衍業先生	180	-	100	-	-	280
Mr. Leung Yiu Ming, David (note 2)	梁耀鳴先生 (附註2)	56	-	-	-	-	56
Sub-total	小計	596	-	300	-	-	896
Total	總計	716	11,358	58,118	-	78	70,270

上文所列之執行董事薪酬乃主要為彼等就有關本公司及本集團管理事務提供的服務。上文所列之非執行董事及獨立非執行董事薪酬乃主要為彼等就作為本公司董事提供的服務。

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8. DIRECTORS, CHIEF EXECUTIVE AND EMPLOYEES EMOLUMENTS (Continued)

Directors and chief executive emoluments (Continued)

Notes:

- (1) Mr. Ng Tin Shui was appointed as an executive director of the Company with effect from 9 September 2020.
- (2) Mr. Leung Yiu Ming, David was appointed as an independent non-executive director of the Company with effect from 9 September 2020.
- (3) The discretionary bonus are based on operating appraisal results and basic salary of each director with reference to the contribution to the Group for the annual operating results and the individual performance.

Employee emoluments

The five highest paid employees of the Group during the year included four directors (2020: four directors), details of whose remuneration are set out above. Details of the remuneration for the year of the remaining one (2020: one) highest paid employee who is neither a director nor chief executive of the Company is as follow:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	1,048	960
Discretionary bonus	酌情花紅	150	4,000
Retirement benefits scheme contributions	退休福利計劃供款	18	18
		1,216	4,978

8. 董事、主要行政人員及僱員薪酬 (續)

董事及主要行政人員薪酬 (續)

附註：

- (1) 吳天墜先生獲委任為本公司執行董事，自二零二零年九月九日起生效。
- (2) 梁耀鳴先生獲委任為本公司非執行董事，自二零二零年九月九日起生效。
- (3) 酌情花紅乃根據經營評價結果及各董事之基本薪金，參照本集團之年度經營業績之貢獻及個人表現釐定。

僱員薪酬

年內，本集團5名最高薪僱員包括4名董事（二零二零年：4名董事），彼等薪酬詳情載於上文。餘下1名（二零二零年：1名）並非本公司董事或主要行政人員的最高薪僱員年內薪酬詳情如下：

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8. DIRECTORS, CHIEF EXECUTIVE AND EMPLOYEES EMOLUMENTS (Continued)

Employee emoluments (Continued)

The number of the highest paid employees who are not the directors and chief executive of the Company whose remuneration fell within the following bands is as follow:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	–
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元	–	1

During the year, no emoluments were paid by the Group to any of the directors or chief executive as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived any emoluments for both years.

8. 董事、主要行政人員及僱員薪酬 (續)

僱員薪酬 (續)

並非本公司董事及主要行政人員、其酬金屬於下列範圍內的最高薪僱員人數如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	–
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元	–	1

年內，本集團概無向任何董事或主要行政人員支付任何薪酬作為其加入或加入本集團後之獎勵或作為離職補償。概無董事放棄兩個年度內之任何薪酬。

9. TAXATION

Current tax for the current year:

Hong Kong Profits Tax
PRC withholding tax

本年度即期稅項：

香港利得稅
中國預扣稅

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
1,099	168
–	19,584
1,099	19,752

Under/(Over) provision in prior year:
PRC EIT

過往年度撥備不足／(過度撥備)：
中國企業所得稅

453	(35)
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Deferred tax charge/(credit) for current year

本年度遞延稅項開支／(抵免)

2,580	(5,742)
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Taxation for the year

本年度稅項

4,132	13,975
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9. 稅項

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9. TAXATION (CONTINUED)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit.

Two-tiered profits tax rate was introduced in 2018 and applies to years of assessment commencing on or after 1 April 2018. Under the regime, the first HK\$2 million of the estimated assessable profits of qualifying corporation will be taxed at 8.25%, and the estimated assessable profits above HK\$2 million will be taxed at 16.5%. The two tiered profits tax rates regime was applicable to the Group for the years ended 31 December 2021 and 2020.

Enterprise Income Tax (“EIT”) is calculated at 25% of the estimated assessable profits of subsidiaries operating in the PRC.

PRC withholding tax represents withholding tax on the estimated capital gain tax arising from the disposal of interest in an associate.

The taxation for the year can be reconciled to the loss before taxation per the consolidated statement of profit or loss as follow:

9. 稅項 (續)

香港利得稅按估計應課稅溢利之16.5%計算。

利得稅兩級制於二零一八年引入，並應用於二零一八年四月一日或之後開始之課稅年度。根據該制度，合資格法團就首2,000,000港元的估計應課稅溢利按8.25%稅率繳納稅項，而超過2,000,000港元的估計應課稅溢利將按16.5%稅率繳納稅項。利得稅兩級制於截至二零二一年及二零二零年十二月三十一日止年度應用於本集團。

企業所得稅（「企業所得稅」）按於中國經營之附屬公司之估計應課稅溢利之25%計算。

中國預扣稅指出售一家聯營公司權益產生之估計資本增值稅之預扣稅。

綜合損益表之本年度稅項與除稅前虧損對賬如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss before tax for the year	本年度除稅前虧損	(58,576)	(342,603)
Tax at the domestic income tax rate (note)	按國內所得稅稅率計算之稅項 (附註)	(14,851)	(76,921)
Tax effect of expenses not deductible for tax purpose	就稅務而言不可扣減支出之稅務影響	8,058	7,494
Tax effect of income not taxable for tax purpose	就稅務而言毋須課稅收入之稅務影響	(130)	(5,910)
Statutory tax concession	法定稅項減免	(165)	-
Tax effect of share of result of an associate	分攤一家聯營公司業績之稅務影響	(3,521)	935
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(1,354)	(791)
Tax effect of withholding tax on the distributable profits of the Group's associate	本集團聯營公司可分配溢利之預扣稅之稅務影響	-	(5,578)
Withholding tax on capital gain on share transfer of an associate	一家聯營公司股份轉讓產生之資本增值之預扣稅	-	19,584
Under/(over) provision in prior year	過往年度撥備不足／(過度撥備)	453	(35)
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	12,877	75,197
Other	其他	2,765	-
Income tax expense for the year	本年度所得稅開支	4,132	13,975

Note: The domestic tax rate applicable to profits in the tax jurisdictions concerned is used.

附註：採用適用於有關稅務管轄區溢利之國內稅率。

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10. LOSS FOR THE YEAR

10. 本年度虧損

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	1,500	1,600
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	385	909
Depreciation of right-of-use assets	使用權資產之折舊	4,790	4,482
		5,175	5,391
Interest expenses (included in cost of revenue)	利息開支 (計入收入成本)	31,404	40,105
Cost of inventories sold (included in cost of revenue)	已售存貨成本 (計入收入成本)	96,736	38,934
Write-off of inventories	存貨撇銷	725	419
Short-term lease expenses	短期租賃開支	2,726	2,302
Staff costs:	員工成本：		
Directors' and chief executive's emoluments	董事及主要行政人員薪酬	15,902	70,270
Other staff costs	其他員工成本		
– Salaries and other benefits	– 薪金及其他福利	20,107	16,896
– Discretionary bonus	– 酌情花紅	2,144	5,936
– Retirement benefits scheme contributions	– 退休福利計劃供款	1,955	1,209
		40,108	94,311

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11. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss	虧損		
Loss for the year attributable to the owners of the Company	本公司擁有人應佔之本年度虧損	(40,619)	(242,933)

		2021 二零二一年 '000 千股	2020 二零二零年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	藉以計算每股基本虧損之普通股加權平均數	1,687,303	1,509,530
Weighted average number of ordinary shares for the purpose of diluted loss per share	藉以計算每股攤薄虧損之普通股加權平均數	1,687,303	1,509,530

The computation of diluted loss per share for the years ended 31 December 2021 and 2020 does not assume the exercise of share options granted by the Company as the exercise price of those options was higher than the average market price for shares.

The weighted average number of ordinary shares for the purposes of calculating basic and diluted loss per share for the year ended 31 December 2020 have been retrospectively adjusted for the effects of share consolidation completed on 26 March 2020.

12. DIVIDENDS

No dividend was paid, declared or proposed for ordinary shareholders of the Company during the year ended 31 December 2021, nor had any dividend been declared or proposed since the end of the reporting period (2020: Nil).

11. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Loss	虧損		
Loss for the year attributable to the owners of the Company	本公司擁有人應佔之本年度虧損	(40,619)	(242,933)

		2021 二零二一年 '000 千股	2020 二零二零年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	藉以計算每股基本虧損之普通股加權平均數	1,687,303	1,509,530
Weighted average number of ordinary shares for the purpose of diluted loss per share	藉以計算每股攤薄虧損之普通股加權平均數	1,687,303	1,509,530

計算截至二零二一年及二零二零年十二月三十一日止年度之每股攤薄虧損時並未假設本公司所授出購股權被行使，乃由於該等購股權的行使價高於股份的平均市價。

計算截至二零二零年十二月三十一日止年度之每股基本及攤薄虧損所採用之普通股加權平均數已就於二零二零年三月二十六日完成之股份合併的影響作出追溯調整。

12. 股息

截至二零二一年十二月三十一日止年度，概無向本公司普通股股東派付、宣派或擬派任何股息，於報告期末後亦無宣派或建議派付任何股息（二零二零年：無）。

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13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

(1) Reconciliation of carrying amount

(1) 賬面值之對賬

		Right-of-use assets 使用權資產 HK\$'000 千港元	Leasehold improvements, furniture and fixtures 租賃物業 裝修、傢具 及裝置 HK\$'000 千港元	Plant, machinery and equipment 廠房、機器 及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
COST	成本					
At 1 January 2020	於二零二零年一月一日	89,710	70	11,181	1,263	102,224
Exchange differences	匯兌差額	6,666	1	700	112	7,479
Additions	添置	-	-	534	-	534
Disposals	出售	-	-	(147)	-	(147)
At 31 December 2020 and 1 January 2021	於二零二零年 十二月三十一日及 二零二一年一月一日	96,376	71	12,268	1,375	110,090
Exchange differences	匯兌差額	2,322	-	129	75	2,526
Additions	添置	759	-	150	726	1,635
Disposals	出售	-	-	-	(222)	(222)
At 31 December 2021	於二零二一年十二月 三十一日	99,457	71	12,547	1,954	114,029
DEPRECIATION AND IMPAIRMENT	折舊及減值					
At 1 January 2020	於二零二零年一月一日	4,590	55	2,684	1,084	8,413
Exchange differences	匯兌差額	646	-	475	100	1,221
Charge for the year	本年度支出	4,482	2	907	-	5,391
Impairment loss	減值虧損	-	-	5,089	-	5,089
Eliminated on disposal	出售時撇銷	-	-	(136)	-	(136)
At 31 December 2020 and 1 January 2021	於二零二零年 十二月三十一日及 二零二一年一月一日	9,718	57	9,019	1,184	19,978
Exchange differences	匯兌差額	217	-	295	52	564
Charge for the year	本年度支出	4,790	2	367	16	5,175
Eliminated on disposal	出售時撇銷	-	-	-	(208)	(208)
At 31 December 2021	於二零二一年十二月 三十一日	14,725	59	9,681	1,044	25,509
CARRYING AMOUNTS	賬面值					
At 31 December 2021	於二零二一年十二月 三十一日	84,732	12	2,866	910	88,520
At 31 December 2020	於二零二零年十二月 三十一日	86,658	14	3,249	191	90,112

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13. PROPERTY, PLANT AND EQUIPMENT

(Continued)

(2) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Ownership interests in leasehold land and buildings held for own use, carried at the depreciated cost (Note)	按折舊成本列賬之持有自用之租賃土地及樓宇之擁有權權益 (附註)	84,732	86,658

Note: Ownership interests in leasehold land and building held for own use represent the Group's land use rights and leasehold interests on leasehold land and building located in Hong Kong and the PRC. Lump sum payments were made upfront to acquire these leasehold land and building in the PRC and Hong Kong and the lump sum payments cannot be allocated to the leasehold land and buildings portions. Accordingly the whole lump sum payments are classified as right-of-use assets.

13. 物業、廠房及設備 (續)

(2) 使用權資產

按相關資產類別劃分的使用權資產的賬面淨值之分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Ownership interests in leasehold land and buildings held for own use, carried at the depreciated cost (Note)	按折舊成本列賬之持有自用之租賃土地及樓宇之擁有權權益 (附註)	84,732	86,658

附註：持有自用之租賃土地及樓宇之擁有權權益指本集團位於香港及中國的租賃土地及樓宇的土地使用權及租賃權。本集團直接作出一次性全額付款以獲取位於中國及香港的該等租賃土地及樓宇。一次性全額付款不能分配至租賃土地及樓宇部分。因此，全部一次性全額付款被歸類為使用權資產。

The analysis of expense item in relation to leases recognised in profit or loss is as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Depreciation charge of right-of-use assets by class of underlying assets	按相關資產類別劃分之使用權資產的折舊支出		
Ownership interest in leasehold land and buildings held for own use	持有自用之租賃土地及樓宇之擁有權權益	4,790	4,482
Expenses relating to short-term leases	有關短期租賃之開支	2,726	2,302

與已於損益確認之租賃有關的開支項目的分析如下：

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13. PROPERTY, PLANT AND EQUIPMENT

(Continued)

(3) Impairment loss

In 2020, impairment losses on right-of-use assets and plant, machinery and equipment relating to Financial Leasing Business and Food Additives Business were recognized due to continuous operating losses incurred. The recoverable amounts of these assets were determined as follows:

PPE

The recoverable amount of PPE as at 31 December 2020, had been determined based on a value-in-use calculation of the CGU to which these assets belonged. The calculation used cash flow projection based on financial budgets approved by the management covering a 3 year period. Cash flows beyond the 3 year period were extrapolated using an estimated growth rate of 3%. The pre-tax discount rate applied was 14.18%. Based on the result of the assessment, the impairment loss of HK\$5,089,000 was recognised in consolidated statement of profit or loss.

ROU

The recoverable amount of the ROU assets of Financial Leasing and Food Additives Business had been determined based on the fair value less cost of disposal using market comparable approach. Based on the result of the assessment, the fair value less cost of disposal were higher than the carrying amounts of HK\$12,564,000 and HK\$19,112,000 respectively of the respective assets of the Financial Leasing and Food Additives Business as at 31 December 2020. The management of the Group considered no impairment loss was recognised for ROU assets during the year ended 31 December 2020.

As at 31 December 2021, the management performed impairment assessment of PPE and ROU and determined no impairment loss was recognised during the current year.

13. 物業、廠房及設備 (續)

(3) 減值虧損

於二零二零年，因產生持續經營虧損，確認有關融資租賃業務及食品添加劑業務的使用權資產以及廠房、機器及設備減值虧損。該等資產的可收回金額釐定如下：

廠房、機器及設備

於二零二零年十二月三十一日，廠房、機器及設備的可收回金額根據資產所屬的現金產生單位的使用價值釐定。有關計算使用基於管理層所批准涵蓋三年期間財務預算的現金流量預測作出。超過三年期間的現金流量乃使用3%的估計增長率推斷，而應用的稅前貼現率為14.18%。根據評估結果，減值虧損5,089,000港元已於綜合損益表確認。

使用權資產

融資租賃及食品添加劑業務的使用權資產可收回金額乃根據其公平值減出售成本，使用市場比較方法釐定。根據評估結果，於二零二零年十二月三十一日，融資租賃及食品添加劑業務各自之資產的公平值減出售成本分別高於賬面值12,564,000港元及19,112,000港元。本集團管理層認為，於截至二零二零年十二月三十一日止年度，並無就使用權資產確認減值虧損。

於二零二一年十二月三十一日，管理層對廠房、機器及設備以及使用權資產進行減值評估，並確定於年內並無確認減值虧損。

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14. INVESTMENT PROPERTIES

Movements of carrying amounts presented in the consolidated statement of financial position can be summarised as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Carrying amount at beginning of year	年初之賬面值	148,331	133,521
Addition	添置	–	64,133
Disposal of a subsidiary	出售一家附屬公司	–	(61,500)
Net (loss)/gain from fair value adjustments	公平值調整的(虧損) / 收益淨額	(10,701)	4,091
Exchange difference	匯兌差額	4,739	8,086
Carrying amount at end of year	年末之賬面值	142,369	148,331

The Group's investment properties comprise:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Properties in the PRC	於中國之物業	142,369	148,331

During the years, there is no fair value measurement of Level 1 and Level 2.

The fair value of the Group's investment properties located in the PRC at 31 December 2021 have been arrived at on market value basis carried out by Access Partner Consultancy & Appraisals Limited, an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the properties being valued.

The fair value of the Group's investment properties located in the PRC at 31 December 2020 have been arrived at on market value basis carried out by Sinno Appraisals Limited, an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the properties being valued.

14. 投資物業

於綜合財務狀況表呈列之賬面值變動概述如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Carrying amount at beginning of year	年初之賬面值	148,331	133,521
Addition	添置	–	64,133
Disposal of a subsidiary	出售一家附屬公司	–	(61,500)
Net (loss)/gain from fair value adjustments	公平值調整的(虧損) / 收益淨額	(10,701)	4,091
Exchange difference	匯兌差額	4,739	8,086
Carrying amount at end of year	年末之賬面值	142,369	148,331

本集團投資物業包括：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Properties in the PRC	於中國之物業	142,369	148,331

年內，第一級及第二級並無公平值計量。

於二零二一年十二月三十一日，本集團位於中國的投資物業的公平值乃以亞克碩顧問及評估有限公司所得出之市場價值為基準達致。彼為獨立估值師，其持有認可及相關的專業資格，並於估值的物業地點及類別方面有近期經驗。

於二零二零年十二月三十一日，本集團位於中國之投資物業公平值乃以信諾中創評估有限公司所得出之市場價值為基準達致。彼為獨立估值師，其持有認可及相關的專業資格，並於估值的物業地點及類別方面有近期經驗。

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14. INVESTMENT PROPERTIES (Continued)

The fair value of investment properties is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provide below:

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Opening balance (level 3 recurring fair value) 期初結餘 (第三級經常性公平值)	148,331	133,521
Addition 添置	-	64,133
Disposal of a subsidiary 出售一家附屬公司	-	(61,500)
Net (loss)/gain from fair value adjustments 公平值調整的 (虧損) / 收益淨額	(10,701)	4,091
Exchange difference 匯兌差額	4,739	8,086
Closing balance (level 3 recurring fair value) 期末結餘 (第三級經常性公平值)	142,369	148,331
Change in unrealised gains or losses for the year included in profit or loss for assets held at the end of the year 就年末所持資產計入損益之年內未變現收益或虧損變動	(10,701)	4,091

The fair value measurement is based on the above investment properties' highest and best use, which does not differ from their actual use.

The fair value of investment properties is determined using direct comparison approach based on the principle of substitution, where the comparison is made based on market prices of comparable properties. Comparable properties of similar size, scale, nature, character and location are analysed.

14. 投資物業 (續)

投資物業公平值為第三級經常性公平值計量。期初及期末公平值結餘對賬如下：

公平值計量乃以上述投資物業的最高及最佳用途 (與其實際用途並無不同) 為基礎。

投資物業之公平值乃根據替代原則以直接比較法釐定，而比較乃基於可資比較物業市價進行。具有類似大小、規模、性質、特性及地點之可資比較物業已進行分析。

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14. INVESTMENT PROPERTIES (Continued)

14. 投資物業 (續)

Investment properties 投資物業	Fair value as at 公平值	Fair value hierarchy 公平值級別	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input to fair value 不可觀察輸入數據與公平值之關係	
						2021 二零二一年 HK\$'000 千港元
Properties in the PRC 位於中國之物業	62,989	70,306	Level 3 第3級	Market comparison approach 市場比較法	Premium/(discount) on buildings market unit rate ranging from -12% to -2% (2020: -16% to 7%) 就樓宇市場單位價格作出之溢價/(折價)介乎-12%至-2%(二零二零年:-16%至7%)	The higher the premium ratio, the higher the fair value, and the higher the discount ratio, the lower the fair value. 溢價比例越高則公平值越高,折價比例越高則公平值越低。
Properties in the PRC 位於中國之物業	79,380	78,025	Level 3 第3級	Market comparison approach 市場比較法	Discount on the buildings market unit rate ranging from 6% to 69% (2020: 15% to 70%) 就樓宇市場單位價格作出之折價介乎6%至69%(二零二零年:15%至70%)	The higher discount ratio, the lower the fair value. 折價比例越高則公平值越低。

(i) Properties in the PRC

The fair value of investment properties in the PRC is determined using the market approach of comparable properties in the PRC adjusted for quality of the buildings. The fair value measurement is positively correlated to quality of the buildings. As at 31 December 2021, it was estimated that with all other variables held constant, an increase/decrease in the adjustment for the quality of the buildings by 5% (2020: 5%) would have decreased/increased the Group's loss by HK\$3,149,000 (2020: HK\$3,515,000).

(ii) Properties in the PRC

The fair value of investment properties in the PRC is determined using the market approach of comparable properties in the PRC adjusted for quality of the buildings. The fair value measurement is positively correlated to quality of the buildings. As at 31 December 2021, it was estimated that with all other variables held constant, an increase/decrease in the adjustment for the quality of the buildings by 5% (2020: 5%) would have decreased/increased the Group's loss by HK\$3,969,000 (2020: HK\$3,901,000).

(i) 位於中國之物業

位於中國之投資物業公平值乃按市場法(以位於中國之可資比較物業按樓宇品質進行調整)釐定。公平值計量與樓宇品質存在正值關係。於二零二一年十二月三十一日,估計所有其他變數維持不變,樓宇品質調整以增加/減少5%(二零二零年:5%)將減少/增加本集團虧損3,149,000港元(二零二零年:3,515,000港元)。

(ii) 位於中國之物業

位於中國之投資物業公平值乃按市場法(以位於中國之可資比較物業按樓宇品質進行調整)釐定。公平值計量與樓宇品質存在正值關係。於二零二一年十二月三十一日,估計所有其他變數維持不變,樓宇品質調整以增加/減少5%(二零二零年:5%)將減少/增加本集團虧損3,969,000港元(二零二零年:3,901,000港元)。

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15. GOODWILL

15. 商譽

		Trading segment 貿易分部 HK\$'000 千港元	Financial leasing segment 融資租賃分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本			
At 1 January 2020	於二零二零年一月一日	-	103,373	103,373
Acquisition of a subsidiary (note 41a)	收購一家附屬公司 (附註41a)	25,556	-	25,556
At 31 December 2020, 1 January 2021 and 31 December 2021	於二零二零年十二月 三十一日、二零二一年 一月一日及二零二一年 十二月三十一日	25,556	103,373	128,929
Accumulated impairment losses	累計減值虧損			
At 1 January 2020, 31 December 2020, 1 January 2021 and 31 December 2021	於二零二零年一月一日、 二零二零年十二月三十一 日、二零二一年一月一日 及二零二一年十二月 三十一日	-	(103,373)	(103,373)
Carrying value as at 31 December 2021	於二零二一年十二月 三十一日的賬面值	25,556	-	25,556
Carrying value as at 31 December 2020	於二零二零年十二月 三十一日的賬面值	25,556	-	25,556

Goodwill acquired in business combination is allocated, at acquisition, to the cash generating unit ("CGU") or group of CGUs in trading segment and financial leasing segment that is expected to benefit from that business combination.

Trading segment

The Group acquired Tripler Holdings Limited ("Tripler") in August 2020 (the "Acquisition"), which are principally engaged in wholesale, distribution and trading of daily necessities, including personal care, sanitising products and face masks under its own brand or as OEM for other brands in Hong Kong. The goodwill generated from the Acquisition was allocated to Tripler as a CGU. The Company is required to assess the carrying value of the goodwill annually or whenever there is an impairment indicator in accordance with HKAS 36.

透過業務合併收購的商譽於收購時分配至現金產生單元（「現金產生單元」）或本集團預期可受惠於該業務合併的貿易分部及融資租賃分部的現金產生單元。

貿易分部

本集團於二零二零年八月收購森川實業有限公司（「森川」）（「收購事項」），該公司主要從事於香港進行批發、分銷及買賣日用品（包括個人護理、消毒產品以及自有品牌的口罩或作為其他品牌的OEM）。作為一個現金產生單元，收購事項產生的商譽獲分配至森川。根據香港會計準則第36號，本公司須每年或於出現減值跡象時評估商譽的賬面值。

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15. GOODWILL (Continued)

Trading segment (Continued)

The recoverable amount of the CGU of the Tripler in 2021 and 2020 are determined by the value-in-use calculation. It was a discounted cash flow forecast based on a five-year financial budget approved by the management and a pre-tax discount rate of 15.5% (2020: 14%). For the forecasted revenue in the five year forecast period, there was estimated a significant decline in overall revenue for the first forecast year (2020: first two years), namely a year-on-year drop of 19% in 2022 (2020: drop of 33% in 2021 and that of 11% in 2022) and followed by a mild growth of approximately 1% to 3% (2020: 2% to 7%) per annum for the remaining four years (2020: three years). In term of forecast sale by products, the Directors of the Group consider the sale of personal hygiene and sanitising products recorded a descending year on year growth rates from 20% to 2% (2020: 30% to 2%) over the forecast period, while there was a significant decrease of sale of face masks in the first year (2020: first two years) of the forecast period. Cash flows beyond the five year period were extrapolated at a growth rate of 2% (2020: 2%) per annum.

The key assumption used in the value-in-use calculation is the annual growth rate of revenue of Tripler, which is determined based on the past performance and management's expectations through market development. The discount rate used is pre-tax and reflects specific risks relating to Tripler and the 2% (2020: 2%) growth rate used for extrapolation of cash flows beyond the five year forecast period does not exceed the average long-term growth rate for the relevant industry. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate amount of Tripler to exceed the aggregate recoverable amount of the segment.

Based on the value in use calculation, there was no impairment loss on goodwill for the years ended 31 December 2021 and 2020.

16. INTERESTS IN ASSOCIATES

Unlisted investments at cost	按成本計量之非上市投資	104,754	119,829
Share of post-acquisition loss, net of dividend receivable	分佔收購後虧損 (扣除應收股息)	(5,134)	(24,702)
Share of post-acquisition other comprehensive expense	分佔收購後其他全面收入	(12)	(16)

99,608 95,111

15. 商譽 (續)

貿易分部 (續)

於二零二一年及二零二零年，森川現金產生單元的可收回金額通過使用價值計算釐定，此乃基於管理層批准的五年期間財務預算及稅前貼現率為15.5% (二零二零年：14%) 進行的貼現現金流量預測。就五年預測期間的預測收入而言，首個預測年度 (二零二零年：首兩個預測年度) 的整體收入大幅下降，即二零二一年同比下降19% (二零二零年：二零二一年下降33%及二零二二年下降11%)，其餘四年 (二零二零年：三年) 則是按每年約1%至3% (二零二零年：2%至7%) 的幅度溫和增長。就按產品劃分的預測銷售而言，本集團董事認為，於預測期間內，個人衛生及消毒產品的銷售額錄得之按年增長率由20%下降至2% (二零二零年：30%至2%)，而於預測期間的首個年度 (二零二零年：首兩個年度)，口罩的銷售額將會錄得顯著下降。超過五年期間的現金流量乃使用2% (二零二零年：2%) 的年增長率推斷。

用於使用價值計算的關鍵假設為森川收益的年增長率，其乃基於過往表現及管理層通過市場發展的預期而釐定。所使用的稅前貼現率反映與森川相關的特定風險及推斷五年預測期後現金流量所使用的增長率2% (二零二零年：2%)，且並未超過相關行業的平均長期增長率。管理層相信，任何該等假設的任何合理可能變動將不會造成森川的總額超過該分部的可收回總額。

根據使用價值計算，截至二零二一年及二零二零年十二月三十一日止年度概無商譽減值虧損。

16. 於聯營公司之權益

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Unlisted investments at cost	按成本計量之非上市投資	104,754	119,829
Share of post-acquisition loss, net of dividend receivable	分佔收購後虧損 (扣除應收股息)	(5,134)	(24,702)
Share of post-acquisition other comprehensive expense	分佔收購後其他全面收入	(12)	(16)
		99,608	95,111

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16. INTERESTS IN ASSOCIATES (Continued)

As at 31 December 2021 and 2020, particulars of the associates are as follows:

Name of associate	Place of incorporation/ registration and operations and kind of legal entity 註冊成立/註冊及 營業地點及法律實體種類	Nominal value of registered Capital 註冊資本之 面值	Proportion of ownership voting rights 所有權/ 投票權比例	Principal activities
聯營公司名稱				主要業務
Simagi Finance Company Limited ("Simagi")	Hong Kong 香港	HK\$ 107,300,000 107,300,000港元	7.46%* (2020: 7.46%)	Licensed money lender and is engaged in money lending business
Simagi Finance Company Limited (「Simagi」)			7.46%* (二零二零年： 7.46%)	持牌放債人並從事放債業務
Top Insight Holding Limited ("Top Insight")	British Virgin Island ("BVI") 英屬處女群島	US\$ 1,000 1,000美元	35.00% (2020: 35.00%)	Investment holding whose subsidiaries are engaged in investment property holding businesses
Top Insight Holding Limited (「Top Insight」)	(「英屬處女群島」)		35.00% (二零二零年： 35.00%)	投資控股，其附屬公司從事投資物業控股業務
Era Bright Limited ("Era Bright") (Note a)	Hong Kong 香港	HK\$ 134,763 134,763港元	Nil (2020: 18.55%)	Licensed money lender and is engaged in money lending business
辰耀有限公司 (「辰耀」) (附註a)			零 (二零二零年： 18.55%)	持牌放債人並從事放債業務

(a) Pursuant to the subscription agreement entered into between the Group's subsidiary and Era Bright, the Group was entitled to have contractual right to appoint director on the board and involved in participation in the financial and operating policies decisions of Era Bright and Simagi. Accordingly the Directors considered that the Group could exercise significant influence over Era Bright and Simagi and accordingly these investments have been accounted for as associates.

16. 於聯營公司之權益 (續)

於二零二一年及二零二零年十二月三十一日，聯營公司的詳情如下：

(a) 根據本集團附屬公司與辰耀訂立的認購協議，本集團享有合約權利，可委任董事加入董事會，並參與辰耀及Simagi的財務及營運決策。因此，董事認為，本集團可對辰耀及Simagi產生重大影響，因而該等投資已作為聯營公司入賬。

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16. INTERESTS IN ASSOCIATES (Continued)

(a) (Continued)

In late 2021, Era Bright was under reorganisation and after reorganisation, without any change in the Group's shareholding of 18.55%, the Group's subsidiary signed an agreement with Era Bright's major shareholder whereby it irrevocably revokes its director nomination right on Era Bright for better management of its new operations as a result of its recent acquisitions of other businesses. As a result, the Group has no right or power to significantly influence Era Bright and no longer accounted it as an associate from then onward. As at that date, the fair value and the carrying amount of Era Bright amounted to approximately HK\$18,000,000 and HK\$16,849,000 respectively. As a result, the Group recognised a gain on deemed disposal of an associate amounting to approximately HK\$1,151,000 for the year.

The Group classifies the investment in Era Bright as equity investment at fair value through other comprehensive income as the investment is held for long-term strategic purposes. (note 17)

Summarised financial information of the associates

Summarised financial information in respect of the Group's associates is set out below.

The associates are accounted for using the equity method in these consolidated financial statements.

16. 於聯營公司之權益 (續)

(a) (續)

於二零二一年末，辰耀正在進行重組，重組後，本集團的股權18.55%並無任何變動，本集團附屬公司與辰耀主要股東簽立一份協議，其不可撤回地撤銷其對辰耀提名董事之權力，以便更好管理其因近期收購其他業務而產生的新營運，故自此本集團不再有權利或權力對辰耀產生重大影響，且不再將其列作聯營公司。於該日，辰耀的公平值及賬面值分別為約18,000,000港元及16,849,000港元。因此，於年內本集團確認視作出售一家聯營公司之收益約1,151,000港元。

由於投資持作長期戰略目的，本集團將於辰耀的投資分類為按公平值透過其他全面收入列賬之股權投資。(附註17)

聯營公司之財務資料概要

有關本集團聯營公司之財務資料概要載列如下。

聯營公司乃採用權益法於該等綜合財務報表入賬。

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16. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of the associates (Continued)

Simagi

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current assets	流動資產	448,255	400,732
Non-current assets	非流動資產	4,350	4,300
Current liabilities	流動負債	193,903	150,000
Reconciled to the Group's interest in the associate	與本集團於聯營公司權益對賬		
Gross amount of net assets	資產淨值總額	258,702	255,032
Group's effective interest	本集團之實際利率	7.46%	7.46%
Group's share of net assets of the associate	本集團分佔聯營公司資產淨值	19,299	19,025
Carrying amount in the consolidated financial statement	於綜合財務報表之賬面值	19,299	19,025

16. 於聯營公司之權益 (續)

聯營公司之財務資料概要 (續)

Simagi

		From 1 January 2021 to 31 December 2021 自二零二一年 一月一日至 二零二一年 十二月 三十一日 HK\$'000 千港元	From acquisition date to 31 December 2020 自收購日期至 二零二零年 十二月 三十一日 HK\$'000 千港元
Revenue	收入	8,193	26,312
Impairment loss on loan receivables	應收貸款減值虧損	(3,377)	(301,182)
Profit/(loss) for the year/period and total comprehensive income for the period	年/期內溢利/(虧損)及 期內全面收入總額	3,670	(283,260)

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16. INTERESTS IN ASSOCIATES (Continued)

16. 於聯營公司之權益 (續)

Summarised financial information of the associates (Continued)

聯營公司之財務資料概要 (續)

Era Bright

辰耀

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current assets	流動資產	-	195,218
Current liabilities	流動負債	-	116,691
Reconciled to the Group's interest in the associate	與本集團於聯營公司權益對賬		
Gross amount of net assets	資產淨值總額	-	78,527
Group's effective interest	本集團之實際利率	-	18.55%
Group's share of net assets of the associate	本集團分佔聯營公司資產淨值	-	14,567
Carrying amount in the consolidated financial statement	於綜合財務報表之賬面值	-	14,567

		From 1 January 2021 to 31 December 2021 自二零二一年 一月一日至 二零二一年 十二月 三十一日 HK\$'000 千港元	From acquisition date to 31 December 2020 自收購日期至 二零二零年 十二月 三十一日 HK\$'000 千港元
Revenue	收入	22,603	4,701
Profit/(loss) for the period and total comprehensive income for the period	期內溢利／(虧損) 及期內全面收入總額	11,875	(2,740)

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16. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of the associates (Continued)

Top Insight

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current assets	流動資產	95,982	93,357
Non-current assets	非流動資產	225,877	179,828
Current liabilities	流動負債	92,404	97,416
Reconciled to the Group's interest in the associate	與本集團於聯營公司權益對賬		
Gross amount of net assets	資產淨值總額	229,455	175,769
Group's effective interest	本集團之實際利率	35%	35%
Group's share of net assets of the associate	本集團分佔聯營公司資產淨值	80,309	61,519
Carrying amount in the consolidated financial statement	於綜合財務報表之賬面值	80,309	61,519

16. 於聯營公司之權益 (續)

聯營公司之財務資料概要 (續)

Top Insight

		From 1 January 2021 to 31 December 2021 自二零二一年 一月一日至 二零二一年 十二月 三十一日 HK\$'000 千港元	From acquisition date to 31 December 2020 自收購日期至 二零二零年 十二月 三十一日 HK\$'000 千港元
Revenue	收入	9,748	4,246
Change in fair value of investment property	投資物業公平值變動	47,969	(6,500)
Profit/(loss) for the year/period and total comprehensive income for the period	年/期內溢利/(虧損)及 期內全面收入總額	53,686	(4,326)
Dividends declared from the associate during the period	期內聯營公司宣派之股息	-	1,246

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17. EQUITY INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

17. 按公平值透過其他全面收入列賬之股權投資

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Unlisted investments	非上市投資		
– Equity securities (measured at fair value)	– 股本證券 (按公平值計量)	108,762	123,781

Particulars of investments in unlisted equity securities held by the Group as at 31 December 2021 and 2020 disclosed are as follows:

於二零二一年及二零二零年十二月三十一日，本集團持有非上市股本證券投資的詳情披露如下：

Name of investee company	被投資公司名稱	Note 附註	Place of incorporation 註冊成立地點	Percentage of effective interest held at 31 December 於十二月三十一日持有實際權益的比例			
				2021 二零二一年	2020 二零二零年	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Changshanxing (Qingdao) Commercial Assets Investment Center (limited Partnership) (“CHX”)*	長山興 (青島) 商業資產投資中心 (有限合夥) (“長山興”)	(b)	PRC 中國	–	1%	–	30,439
Beijing Octagon Technology Co., Ltd. (“BJ Octagon”)*	北京八次方科技有限公 司 (“北京八次方”)	(c)	PRC 中國	–	43.50%	–	19,002
Unlisted equity investments in different private entities	於不同私人實體的非上 市股權投資	(a)	PRC 中國	3% to 99% 3%至99%	–	35,062	–
Imagi Brokage Limited	Imagi Brokage Limited		Hong Kong 香港	9.69%	9.99%	55,700	74,340
Era Bright Limited (note 16(a))	辰耀有限公司 (附註16(a))		Hong Kong 香港	18.55%	–	18,000	–
						108,762	123,781

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17. EQUITY INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)

Note: The above unlisted equity investments represent investments in unlisted equity securities issued by private entities established in Hong Kong and the PRC. They were designated as equity investments at fair value through other comprehensive income as the investments are held for long term strategic purposes. They were measured at fair value in the manner described in note 35.

* *English names are for reference only*

In the opinion of the directors of the Company, the investments are not expected to be realised within one year from the end of the year.

- a) During the year ended 31 December 2021, the Group acquired unlisted equity investments in various private entities established in the PRC with operations including manufacturing and sales of medical equipment, rockets and satellite network, new materials for industrial and medical equipment, batteries for EV cars, provision of asset management of unlisted investments in the PRC for aggregate consideration of RMB30,100,000 (approximately HK\$36,930,000) and stated at fair value of RMB28,578,000 (equivalent to HK\$35,062,000) as at 31 December 2021. Pursuant to the respective subscription agreements, the Group has no control or significant influence over them.
- b) During the year ended 31 December 2021, the Group disposed of an unlisted equity investment in CSX which principally invests in shopping malls in the PRC as disposal of these investments could generate favorable return. The consideration was approximately RMB27,097,000 (equivalent to approximately to HK\$32,728,000), resulting in a transfer of accumulated gain on the equity investment at fair value through other comprehensive income of approximately RMB7,097,000 (equivalent to approximately to HK\$8,454,000) within equity.
- c) During the year ended 31 December 2021, the Group disposed of an unlisted equity investment which principally invests in BJ Octagon with operations of software development in the PRC as these investments no longer coincided with the Group's investment strategy. The consideration was approximately RMB16,000,000 (equivalent to approximately to HK\$19,325,000), resulting in a transfer of accumulated loss on the equity investment at fair value through other comprehensive income of approximately RMB3,000,000 (equivalent to approximately to HK\$3,562,000) within equity.

17. 按公平值透過其他全面收入列賬之股權投資 (續)

附註：上述非上市股權投資指投資於香港及中國成立之私人實體所發行之非上市股本證券。由於投資持作長期戰略目的，該等非上市股本投資則指定為按公平值透過其他全面收入列賬之股權投資。該等投資按附註35所述方式以公平值計量。

本公司董事認為，投資預計自年底起一年內無法變現。

- a) 截至二零二一年十二月三十一日止年度，本集團收購多家於中國成立的私人實體的非上市股本投資，總代價為人民幣30,100,000元（約36,930,000港元），於二零二一年十二月三十一日按公平值人民幣28,578,000元（相當於35,062,000港元）列賬，該實體的業務包括製造及銷售醫療設備、火箭及衛星網絡、工業及醫療設備新材料、電動汽車電池、為在中國的非上市投資提供資產管理。根據相關認購協議，本集團對彼等並無控制權或重大影響力。
- b) 截至二零二一年十二月三十一日止年度，本集團於開曼群島證券交易所出售主要投資中國商場的非上市股本投資，原因是出售該等投資可產生可觀回報。代價約為人民幣27,097,000元（相當於約32,728,000港元），導致按公平值透過其他全面收入列賬的股本投資的累計收益於權益內轉撥約人民幣7,097,000元（相當於8,454,000港元）。
- c) 截至二零二一年十二月三十一日止年度，本集團出售主要投資在中國進行軟件開發業務的北京八次方的非上市股本投資，原因是該等投資不再符合本集團的投資策略。代價約為人民幣16,000,000元（相當於約19,325,000港元），導致按公平值透過其他全面收入列賬的股本投資的累計虧損於權益內轉撥約人民幣3,000,000元（相當於3,562,000港元）。

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18. FINANCE LEASE RECEIVABLES/DEPOSITS RECEIVED FROM CUSTOMERS 18. 融資租賃應收款／已收客戶按金

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Finance lease receivables	融資租賃應收款	303,044	311,745
Less: Provision for impairment losses	減：減值虧損撥備	(149,682)	(143,700)
		153,362	168,045

Leasing arrangements

Certain of the Group's machinery and equipment are leased out under finance leases. All leases are denominated in RMB. The average term of finance leases entered into is 3 years (2020: 5 years).

租賃安排

本集團之若干機器及設備乃根據融資租賃租出。所有租賃均以人民幣計值。所訂立之融資租賃平均期限為三年（二零二零年：五年）。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current finance lease receivables	非即期融資租賃應收款	30,580	14,132
Current finance lease receivables (note)	即期融資租賃應收款 (附註)	122,782	153,913
		153,362	168,045

Note:

As at 31 December 2021, current finance lease receivable amounting to RMB82,000,000 (equivalent to approximately to HK\$100,606,000) relates to a finance lease lessee under a reorganisation process, a provisional restructuring plan of which had been approved by its creditors and a provincial court but still subject to selections of different compensation schemes by some common creditors before execution.

附註：

於二零二一年十二月三十一日，與一位融資租賃承租人因進入重組程序（已獲其債權人及一家省級法院批准之臨時重組計劃，惟在執行前仍需由若干普通債權人選擇不同補償方案）有關之即期融資租賃應收款為人民幣82,000,000元（相當於約100,606,000港元）。

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18. FINANCE LEASE RECEIVABLES/DEPOSITS RECEIVED FROM CUSTOMERS (Continued)

18. 融資租賃應收款／已收客戶按金 (續)

Amounts receivable under finance leases

融資租賃項下應收賬款

		Minimum lease payments 最低租賃付款		Present value of lease payments 租賃付款之現值	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Not later than one year	不超過一年	273,806	299,318	268,783	296,900
Later than one year and not later than two years	超過一年但不超過兩年	31,219	15,018	28,200	14,845
Later than two years and not later than five years	超過兩年但不超過五年	6,402	–	6,061	–
		311,427	314,336	303,044	311,745
Less: unearned finance income	減：未賺取融資收入	(8,383)	(2,591)	–	–
		303,044	311,745	303,044	311,745
Less: impairment allowance	減：減值撥備	(149,682)	(143,700)	(149,682)	(143,700)
		153,362	168,045	153,362	168,045

The Group's finance lease receivables are denominated in RMB. The effective interest rates of the finance leases as at 31 December 2021 range from 4.75% to 11.00% (2020: 4.28% to 5.50%) per annum.

As at 31 December 2021, finance lease receivables amounting to HK\$144,774,000 (2020: HK\$112,228,000) were guaranteed by related parties of customers and/or customers' deposits.

There was no unguaranteed residual value in connection with finance lease arrangements or contingent lease arrangements that needed to be recorded as at the end of the reporting period.

As at 31 December 2021, the finance lease receivables with carrying amounts of HK\$100,606,000 (2020: HK\$97,383,000) were pledged as security for the Group's borrowings.

本集團之融資租賃應收款以人民幣計值。於二零二一年十二月三十一日，融資租賃之實際年利率介乎4.75%至11.00% (二零二零年：4.28%至5.50%)。

於二零二一年十二月三十一日，融資租賃應收款144,774,000港元 (二零二零年：112,228,000港元) 由客戶之關聯方及／或客戶之存款擔保。

於報告期末，並無有關融資租賃安排或或然租賃安排之未擔保剩餘價值需予入賬。

於二零二一年十二月三十一日，賬面值為100,606,000港元 (二零二零年：97,383,000港元) 之融資租賃應收款已被質押作為本集團借款之抵押。

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18. FINANCE LEASE RECEIVABLES/DEPOSITS RECEIVED FROM CUSTOMERS (Continued)

Amounts receivable under finance leases (Continued)

Estimates of fair value of collateral are made during the credit approval process. These estimates of valuations are made at the inception of finance lease, and generally not updated except when the receivable is individually impaired. When a finance lease receivable is identified as impaired, the corresponding fair value of collateral of that receivable is updated by reference to market value such as recent transaction price of the assets.

At the end of the reporting period, with the consent from the relevant lessees, certain of the assets underlying the finance leases have been re-pledged to secure borrowings of the Group.

Movements in the provision for impairment loss are as follows:

18. 融資租賃應收款／已收客戶按金 (續)

融資租賃項下應收賬款 (續)

於信貸審批過程中，對抵押品之公平值作出估計。該等估計之估值乃於設立融資租賃時作出，並通常不作更新，除非應收賬款出現個別減值則作別論。當融資租賃應收款被辨別為減值時，該應收賬款的抵押品的相應公平值將參考市場價值(如資產近期交易價格)予以更新。

於報告期末，經相關承租人同意，融資租賃的若干相關資產已被重新質押作為本集團借款之抵押。

減值虧損撥備的變動如下：

		Lifetime ECL not credit impaired 非信貸減值之 年期內預期 信貸虧損 HK\$'000 千港元	Lifetime ECL credit impaired 已信貸減值之 年期內預期 信貸虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2020	於二零二零年 一月一日的結餘	-	33,558	33,558
New financial assets	新金融資產	3,380	-	3,380
Remeasurement of ECL (i)	重新計量預期信貸虧損(i)	-	99,150	99,150
Exchange difference	匯兌差額	183	7,429	7,612
Balance at 31 December 2020 and 1 January 2021	於二零二零年 十二月三十一日及 二零二一年一月一日的結餘	3,563	140,137	143,700
New financial assets originated	所產生的新金融資產	4,831	-	4,831
Remeasurement of ECL	重新計量預期信貸虧損	(3,623)	-	(3,623)
Exchange difference	匯兌差額	137	4,637	4,774
Balance at 31 December 2021	於二零二一年 十二月三十一日的結餘	4,908	144,774	149,682

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18. FINANCE LEASE RECEIVABLES/DEPOSITS RECEIVED FROM CUSTOMERS (Continued)

Amounts receivable under finance leases (Continued)

Note:

- (i) It was caused by a worsening credit-impaired receivable from the finance lease customer being subject to a reorganisation process during the year ended 31 December 2020.

Security deposits received from customers at the end of the reporting period represent finance lease deposits received from customers which are repayable by end of the lease period of the respective finance leases.

Deposits of HK\$28,746,000 (2020: HK\$27,100,000) have been received by the Group to secure certain finance lease receivables and classified into current or non-current liabilities based on the final lease instalment due date stipulated in the finance lease agreements. The deposits are non-interest bearing, carried effective interest rate at 4.75% (2020: 4.75%) per annum. In addition, the finance lease receivables are secured over the leased assets, mainly plant and machinery leased, at the end of the reporting period. The Group is not permitted to sell, or repledge the collateral of the finance lease receivables without consent from the lessee in the absence of default by the lessee.

18. 融資租賃應收款／已收客戶按金 (續)

融資租賃項下應收賬款 (續)

附註：

- (i) 由截至二零二零年十二月三十一日止年度該融資租賃客戶須進行重組程序，其已信貸減值應收款信貸惡化所致。

於報告期末，已收客戶保證按金乃指已收客戶融資租賃按金，須於各融資租賃租賃期結束時償還。

本集團已收按金28,746,000港元(二零二零年：27,100,000港元)作為若干融資租賃應收款之抵押，並根據融資租賃協議中所訂明之最終租賃分期付款到期日分類為流動或非流動負債。該等按金為不計息，及按4.75% (二零二零年：4.75%)的實際年利率計息。此外，於報告期末，融資租賃應收款以租賃資產(主要為所租賃之廠房及機器)作抵押。在承租人並無違約的情況下，未經承租人同意，本集團不得出售或重新質押融資租賃應收款之抵押品。

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19. LOAN RECEIVABLES

19. 應收貸款

			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Carrying amount of loan receivables based on maturity dates set out in the loan agreements:	根據貸款協議載明之到期日的應收貸款之賬面值：			
Receivable from a sale-leaseback transaction due within one year (note)	於一年內的售後回租交易應收款 (附註)	(b)	165,631	160,326
Less: Provision for impairment losses	減：減值虧損撥備		(103,059)	(108,071)
			62,572	52,255
Other loan receivables	其他應收貸款			
Due within one year	一年內到期			
– Loan A	– 貸款A	(a)	–	25,509
– Loan B	– 貸款B		–	2,500
– Loan C	– 貸款C		–	2,500
– Trust loans	– 信託貸款	(c)	36,807	26,902
			36,807	57,411
Due more than one year but less than two years	一年以上但少於兩年到期			
– Trust loans	– 信託貸款	(c)	5,644	23,752
– Loan D	– 貸款D	(d)	56,000	–
			61,644	23,752
			98,451	81,163
Less: Provision for impairment losses	減：減值虧損撥備		(2,454)	(29,071)
			95,997	52,092
			158,569	104,347
			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Due within one year	一年內到期		97,539	82,614
Due within a period of more than one year but not exceeding two years	一年以上但不超過兩年期間內到期		61,030	21,733
			158,569	104,347

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19. LOAN RECEIVABLES (Continued)

Note:

As at 31 December 2021, current loan receivable amounting to RMB51,000,000 (equivalent to approximately to HK\$62,572,000) relates to a sale-leaseback transaction lessee under a reorganisation process, a final restructuring plan of which had been approved by its creditors and a provincial court and was in process of execution.

The Group's loan receivables included 3 major loans were as follows:

- (a) During the year ended 31 December 2016, the Group entered into a loan agreement with an individual borrower (the "Borrower") who is an independent third party. The loan of HK\$30,000,000 is unsecured, interest bearing at a fixed interest rate of 10% per annum, repayable on 3 February 2017 and guaranteed by another individual guarantor (the "Guarantor"). The Borrower and the Guarantor are the directors and substantial shareholders of a listed company in Hong Kong. On 7 February 2017, the Group entered into a loan extension agreement with the Borrower and the Guarantor, pursuant to which half of the loan receivable was repayable on 5 July 2017 and the other half was repayable on 29 December 2017. As at 31 December 2017, the total principal of the loan of HK\$30,000,000, together with any accrued interest, have been past due. In March and July 2018, the Borrower made two partial repayments totaling HK\$4,491,000 of the overdue amount. Since then, no repayment was received from the Borrower. The directors assessed that the loan receivable has been past due and credit impaired based on the default history and amount of HK\$25,509,000 has fully been impaired based on lifetime ECL, and was recognised in profit or loss for the year ended 2018 and no repayment of principal thereafter. During the year ended 31 December 2021, the Board is of the view that there was no realistic prospect of recovery after considering, amongst others, declaration of bankruptcy by the guarantor, the length of past due and no further repayment since the last one more than 3 years ago even after legal and out-of-court negotiation activities taken during the period. As such, a fully impaired amount of HK\$25,509,000 was written off.

19. 應收貸款 (續)

附註：

於二零二一年十二月三十一日，與一位售後回租交易承租人因進入重組程序（已獲其債權人及一家省級法院批准並已進入執行階段之最終重組計劃）有關之即期應收貸款為人民幣51,000,000元（相當於約62,572,000港元）。

本集團應收貸款（包括三項主要貸款）如下：

- (a) 於截至二零一六年十二月三十一日止年度，本集團與一名屬獨立第三方之個人借款人（「借款人」）訂立貸款協議。該筆30,000,000港元之貸款為無抵押，按固定年利率10%計息，須於二零一七年二月三日償還，並由另一名個人擔保人（「擔保人」）擔保。借款人及擔保人同為香港一家上市公司之董事兼主要股東。於二零一七年二月七日，本集團與借款人及擔保人訂立貸款展期協議，據此，半數應收貸款須於二零一七年七月五日償還，另一半貸款則須於二零一七年十二月二十九日償還。於二零一七年十二月三十一日，本金總額30,000,000港元之貸款連同任何應計利息已逾期。於二零一八年三月及七月，借款人兩次部分償還逾期款項總計4,491,000港元。自此，概無自借款人收到還款。董事根據違約歷史評估應收貸款已逾期及發生信貸減值，而25,509,000港元根據年內預期信貸虧損已悉數減值並在截至二零一八年度之損益內確認。在此之後並無償還本金。於截至二零二一年十二月三十一日止年度，經考慮（其中包括）擔保人宣告破產、逾期時長，且即使在此期間已採取法律措施及進行庭外協商，自上次還款（三年多前）後再無進一步還款，董事會認為並無實際收回的可能。因此，悉數減值25,509,000港元已被撇銷。

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19. LOAN RECEIVABLES (Continued)

(b) During the year ended 31 December 2019, the Group entered into a sale-leaseback transaction agreement with a borrower who is an independent third party. The loan under the sale-leaseback transaction with gross carrying amount of RMB135,000,000 (approximately HK\$165,631,000) (2020: RMB135,000,000 equivalent to approximately HK\$160,326,000) were guaranteed by related parties of the borrower and secured by the leased assets with interest bearing at a fixed interest rate of 9% per annum and became default on 8 January 2020. The directors assessed the credit risk of the sale-leaseback transaction and made a reversal of impairment loss on lifetime ECLs of RMB7,000,000 (approximately HK\$8,454,600) (2020: additional impairment loss of RMB86,000,000 equivalent to approximately HK\$96,896,000) was recognised in profit or loss during the year.

(c) As at 31 December 2021, the Group's subsidiary, 恒嘉(天津)融資租賃有限公司 (Ever Grand (Tianjin) Finance Lease PRC Co., Ltd., "TJ Ever Grand") has provided loan receivables with total principal amount of RMB34,600,000 (equivalent to approximately HK\$42,451,000) (2020: RMB42,654,000 equivalent to approximately HK\$50,654,000) to certain sizeable corporations in the PRC through financial institutions in the PRC. Such loan receivables carried fixed interest rates ranging from 5.2% to 8.2% (2020: 7.1% to 9.2%) per annum with specified date of maturities in June 2022 to June 2024 (2020: in March 2021 to June 2022).

19. 應收貸款 (續)

(b) 於截至二零一九年十二月三十一日止年度，本集團與一位獨立第三方借款人訂立售後回租交易協議。售後回租交易下貸款總賬面值為人民幣135,000,000元(約165,631,000港元)(二零二零年：人民幣135,000,000元，相當於約160,326,000港元)由借款人之關聯方擔保並以租賃資產作抵押，貸款按固定年利率9%計息，已於二零二零年一月八日發生違約。董事已評估售後回租交易信貸風險並於年內於損益確認計提年內預期信貸虧損之減值虧損撥回人民幣7,000,000元(約8,454,600港元)(二零二零年：額外減值虧損人民幣86,000,000元，相當於約96,896,000港元)。

(c) 於二零二一年十二月三十一日，本集團附屬公司恒嘉(天津)融資租賃有限公司(「天津恒嘉」)透過中國金融機構向中國的若干大型企業提供本金總額為人民幣34,600,000元(相當於約42,451,000港元)(二零二零年：人民幣42,654,000元，相當於約50,654,000港元)的應收貸款。該等應收貸款年利率介乎5.2%至8.2%(二零二零年：7.1%至9.2%)，指定到期日為二零二二年六月至二零二四年六月(二零二零年：二零二一年三月至二零二二年六月)。

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19. LOAN RECEIVABLES (Continued)

(c) (Continued)

As at 31 December 2020, a loan receivable granted by a Group's subsidiary 北京恒嘉國際融資租賃有限公司 (Beijing Ever Grand International Finance Lease Co., Ltd., "BJ Ever Grand") relating to a trust product with a principal amount of RMB5,000,000 (or equivalent to approximately HK\$5,720,000) was fully impaired and written off by a Group's subsidiary 北京恒嘉國際融資租賃有限公司. As at 31 December 2021, the management of the Group assessed that the credit risk of other loan receivables except for the abovementioned RMB5 million loan had not significantly increased from initial recognition.

During the year ended 31 December 2021, the Group received interest income of HK\$3,099,000 (2020: HK\$5,944,000) and recognised as other income in consolidated statement of profit or loss.

(d) On 12 January 2021, the Group's subsidiary, TF Advances Limited entered into a loan agreement with an individual borrower (the "Borrower") who is an independent third party. The loan of HK\$56,000,000 is secured by share charge deed and charging of shares of Newgate International Limited, a private company incorporated in Hong Kong. The interest bearing at a fixed interest rate of 10% per annum, repayable on 12 January 2022. On 30 December 2021, the Group entered into a loan extension agreement with the Borrower, pursuant to which agreed to extend the repayment date by 12 months to 11 January 2023.

The Borrower served a letter on 1 March 2022 and confirmed to make an early repayment of a loan receivable amounting to HK\$56,000,000 by 1 July 2022.

19. 應收貸款 (續)

(c) (續)

於二零二零年十二月三十一日，由本集團附屬公司北京恒嘉國際融資租賃有限公司（「北京恒嘉」）授出的與本金額為人民幣5,000,000元（相當於約5,720,000港元）的信託產品有關的應收貸款由本集團附屬公司北京恒嘉國際融資租賃有限公司悉數減值及撇銷。於二零二一年十二月三十一日，除上述為數人民幣五百萬元的貸款外，本集團管理層評估其他應收貸款的信貸風險自初始確認起並無大幅增加。

於截至二零二一年十二月三十一日止年度，本集團已收利息收入3,099,000港元（二零二零年：5,944,000港元）並在綜合損益表中確認為其他收入。

(d) 於二零二一年一月十二日，本集團之附屬公司TF Advances Limited與一名個人借款人（「借款人」，為獨立第三方）訂立貸款協議。56,000,000港元之貸款由股份抵押契據提供擔保，而抵押品為新遠國際（一家於香港註冊成立之私人公司）之股份。按固定年利率10%計息，須於二零二二年一月十二日償還。於二零二一年十二月三十日，本集團與借款人訂立貸款展期協議，據此，本集團同意將償還日期延長12個月至二零二三年一月十一日。

借款人於二零二二年三月一日向本集團發出信函並確認將於二零二二年七月一日前提前償還應收貸款56,000,000港元。

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19. LOAN RECEIVABLES (Continued)

(d) Loan receivables and allowance for impairment losses:

As at 31 December 2021

		12-month ECL 12個月 預期信貸 虧損 HK\$'000 千港元	Lifetime ECL not credit impaired 非信貸減值 之年期內 預期信貸虧損 HK\$'000 千港元	Lifetime ECL credit impaired 已信貸減值 之年期內 預期信貸虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Gross amount of loan receivables	應收貸款總額	98,451	-	165,631	264,082
Less: Allowance for impairment losses	減：減值虧損撥備	(2,454)	-	(103,059)	(105,513)
Carrying amount of loan receivables	應收貸款賬面值	95,997	-	62,572	158,569

As at 31 December 2020

於二零二零年十二月三十一日

		12-month ECL 12個月 預期信貸 虧損 HK\$'000 千港元	Lifetime ECL not credit impaired 非信貸減值 之年期內 預期信貸虧損 HK\$'000 千港元	Lifetime ECL credit impaired 已信貸減值 之年期內 預期信貸虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Gross amount of loan receivables	應收貸款總額	55,654	-	185,835	241,489
Less: Allowance for impairment losses	減：減值虧損撥備	(3,562)	-	(133,580)	(137,142)
Carrying amount of loan receivables	應收貸款賬面值	52,092	-	52,255	104,347

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19. LOAN RECEIVABLES (Continued)

(e) Movement of allowances for impairment losses on loan receivables:

		12-month ECL 12個月 預期信貸 虧損 HK\$'000 千港元	Lifetime ECL not credit impaired 非信貸減值 之年期內 預期信貸虧損 HK\$'000 千港元	Lifetime ECL credit impaired 已信貸減值 之年期內 預期信貸虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2020	於二零二零年 一月一日的結餘	–	5,593	30,896	36,489
New financial assets	新金融資產	3,380	–	–	3,380
Transfer of stage	階段轉移	–	(5,634)	5,634	–
Remeasurement of ECL (i)	重新計量預期信貸虧損(i)	–	–	96,896	96,896
Bad debt allowance written off and transferred out	壞賬撥備撇銷及轉出	–	–	(5,720)	(5,720)
Exchange difference	匯兌差額	182	41	5,874	6,097
Balance at 31 December 2020 and 1 January 2021	於二零二零年十二月 三十一日及二零二一年 一月一日的結餘	3,562	–	133,580	137,142
Remeasurement of ECL	重新計量預期信貸虧損	(1,208)	–	(8,455)	(9,663)
Bad debt allowance written off and transferred out (note 19a)	壞賬撥備撇銷及轉出 (附註19a)	–	–	(25,509)	(25,509)
Exchange difference	匯兌差額	100	–	3,443	3,543
Balance at 31 December 2021	於二零二一年十二月 三十一日的結餘	2,454	–	103,059	105,513

Note:

(i) During the year ended 31 December 2020, given that a receivable from sale-leaseback transaction remained defaulted and even subject to a reorganisation proceeding, an additional impairment allowance was provided.

19. 應收貸款 (續)

(e) 應收貸款之減值虧損撥備變動：

附註：

(i) 於截至二零二零年十二月三十一日止年度，鑒於售後回租交易應收款仍違約，甚至需要進入重組程序，故計提額外減值撥備。

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20. INVENTORIES

20. 存貨

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Raw materials	原材料	192	1,729
Finished goods	完成品	16,586	17,331
		16,778	19,060

21. TRADE RECEIVABLES

21. 貿易應收款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade receivables	貿易應收款	14,386	3,127
Less: allowance for impairment	減：減值撥備	(752)	(151)
Trade receivables, net	貿易應收款淨額	13,634	2,976

The credit period granted to customers ranged from 0 to 60 days.

授予客戶介乎0至60天的信貸期。

As at 31 December 2021 and 2020, the allowance for impairment on trade receivables has been recognised in accordance with the simplified approach, i.e. lifetime ECLs set out in HKFRS 9.

於二零二一年至二零二零年十二月三十一日，貿易應收款減值撥備已根據簡化法確認，即香港財務報告準則第9號載列的年期內預期信貸虧損。

The ageing analysis of the trade receivables (net), based on invoice date, as of the end of the reporting period is as follows:

於報告期末按發票日期之貿易應收款(淨額)之賬齡分析如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0-30 days	0-30日	13,271	1,853
31-90 days	31-90日	302	872
Over 90 days	90日以上	61	251
		13,634	2,976

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22. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

22. 其他應收款、按金及預付款項

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Other receivables, deposit and prepayments 其他應收款、按金及預付款項	54,121	55,779
Less: Amount not receivable within one year shown under non-current assets 減：於非流動資產列示之一年內不可回收款項	-	(11,876)
	54,121	43,903

The following is the breakdown of other receivables, deposits and prepayments:

以下為其他應收款、按金及預付款項之明細：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Prepayments 預付款項	9,245	8,231
Prepayments for purchases of goods (note iii) 購買貨品之預付款項 (附註iii)	17,412	-
Deposits (note i) 按金 (附註i)	13,236	13,433
Other receivables (note ii) 其他應收款 (附註ii)	14,228	34,115
	54,121	55,779

Note:

附註：

- (i) Deposits mainly represented an amount of HK\$12,269,000 (2020: HK\$11,876,000) paid to a non-bank financial institution which was backed by a deposit of the same amount received from a customer for the underlying finance lease arrangements pursuant to the requirement from the non-bank financial institution. As at 31 December 2020, such deposit were classified as a non-current asset as the underlying finance lease has a term of over 1 year from the end of the reporting period. The remaining amounts of deposits represented deposits paid to third parties in the ordinary course of business.
- (ii) As at 31 December 2021, the amount mainly represented an amount due from an individual third party of RMB6,700,000 (equivalent to approximately to HK\$8,200,000). Other receivables are unsecured, interest-free and will be settled within twelve months after the end of reporting period.
- (iii) In 2021, the Group made prepayment of approximately HK\$17,412,000 to a supplier for order of goods. Due to the shortage of the supply, the supplier was unable to deliver the goods as originally planned. Up to the date of this report the Group has received refund amounted to HK\$6,700,000 and the supplier delivered other goods with value of HK\$5,289,000. The remaining balance will be settled/offset either in cash or by subsequent purchases of other goods.

- (i) 按金主要指支付予一家非銀行金融機構之金額12,269,000港元(二零二零年：11,876,000港元)，根據該非銀行金融機構之規定，其金額獲得客戶就相關融資租賃安排所收取的相同金額之按金支持。於二零二零年十二月三十一日，該等按金因相關融資租賃期限自報告期末起超過一年，已被分類為一項非流動資產。餘下按金金額指於日常業務過程中支付予第三方之按金。
- (ii) 於二零二一年十二月三十一日，金額主要指應收一名個人第三方款項人民幣6,700,000元(相當於約8,200,000港元)。其他應收款為無抵押、免息及將於報告期末後十二個月內結算。
- (iii) 於二零二一年，本集團就貨物訂單向一名供應商作出預付款項約17,412,000港元。由於供應短缺，供應商無法按原定計劃交付貨品。截至本報告日期，本集團接獲退款6,700,000港元及供應商交付價值為5,289,000港元的其他貨品。餘下結餘將以現金或其後購買其他貨品結算/抵銷。

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22. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Movement of allowance for other receivables and deposits

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Balance at beginning of year	年初之結餘	800	800
Written off and transferred out	撇銷及轉出	(800)	-
Impairment loss for the year	本年度減值虧損	8,817	-
Balance at end of year	年末之結餘	8,817	800

22. 其他應收款、按金及預付款項 (續)

其他應收款及按金撥備變動

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Listed equity and debt securities:	上市股本及債務證券：		
– in Hong Kong	– 於香港	21,777	11,176
– in mainland China	– 於中國內地	53,068	56,858
Unlisted fund and equity investments:	非上市基金及股權投資：		
– in mainland China	– 於中國內地	72,224	88,018
		147,069	156,052

23. 按公平值透過損益列賬之金融資產

24. DEPOSITS PLACED WITH NON-BANK FINANCIAL INSTITUTIONS, RESTRICTED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Deposits placed with non-bank financial institutions	存放於非銀行金融機構之存款	13,599	39,227
Restricted bank deposits	受限制銀行存款		
– non-current portion	– 非即期部分	18,404	20,724
Cash and cash equivalents	現金及現金等值物	23,299	132,483

24. 存放於非銀行金融機構之存款、受限制銀行存款以及現金及現金等值物

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24. DEPOSITS PLACED WITH NON-BANK FINANCIAL INSTITUTIONS, RESTRICTED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS (Continued)

Deposits placed with non-bank financial institutions are for trading in securities and interest bearing at prevailing market rates ranging from 0% to 0.23% (2020: 0.01% to 0.09%) per annum.

Restricted bank deposits were pledged to banks to secure bank borrowings granted to the Group as set out in note 27 and interest bearing at a prevailing market rates ranging from 0% to 0.38% (2020: 0% to 0.38%) per annum.

Cash and cash equivalents included (i) bank balances and cash; and (ii) certain highly liquid investments.

Bank balances carry interest at prevailing market rates which is 0% to 0.3% (2020: 0% to 0.3%) per annum.

Included in deposits placed with non-bank financial institutions, restricted bank deposits and cash and cash equivalents are the following amounts denominated in currencies other than the functional currency of the relevant group entity to which they relate:

24. 存放於非銀行金融機構之存款、受限制銀行存款以及現金及現金等值物 (續)

存放於非銀行金融機構之存款用作證券買賣並按現行市場利率計息，年利率介乎0%至0.23%（二零二零年：0.01%至0.09%）。

受限制銀行存款已抵押予銀行，以取得本集團獲授之銀行借款（載於附註27），並按現行市場利率計息，年利率介乎0%至0.38%（二零二零年：0%至0.38%）。

現金及現金等值物包括(i)銀行結餘及現金；及(ii)若干高流通性投資。

銀行結餘按現行市場利率計息，年利率介乎0%至0.3%（二零二零年：0%至0.3%）。

存放於非銀行金融機構之存款、受限制銀行存款以及現金及現金等值物包括以有關集團實體功能貨幣以外之貨幣計值之款項如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
RMB	人民幣	1	1,202

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25. CONTINGENT CONSIDERATION RECEIVABLE

The balance represents the contingent consideration receivable in relation to the acquisition of Tripler from a third party, the vendor, pursuant to the sale and purchase agreement (“Acquisition Agreement”). The amount is classified as financial assets at fair value through profit or loss and measured at fair value.

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At beginning of year	於年初	2,553	-
Acquisition of subsidiaries (note 41a)	收購一家附屬公司 (附註41a)	-	5,051
Fair value change recognised in profit or loss	於損益確認之公平值變動	(2,553)	(2,498)
At end of year	於年末	-	2,553

Pursuant to the Acquisition Agreement, the vendor guarantees to the Company that Tripler shall attain certain performance targets (the “Profit Guarantee”) for the years ending 31 December 2020 and 2021 respectively.

If the Profit Guarantee could not be met, the Group shall have the right to receive the shortfall of the Profit Guarantee of HK\$6,000,000 and HK\$6,500,000 for financial years ending 31 December 2020 and 2021 respectively as cash compensation from the vendor.

At the date of acquisition, the fair value of the contingent consideration receivable was estimated to be approximately HK\$5,051,000 representing the estimated shortfall of the Profit Guarantee in accordance with the terms of Acquisition Agreement. The fair value was arrived at based on discounted cash flow of Tripler’s forecast using financial budgets to capture the present value of the expected future economic benefits that will flow into the Group by applying probability-weighted average of achieving the required benchmark, using discount rate of 4.1%. The valuation was performed by an independent qualified professional valuer.

25. 應收或然代價

結餘指有關自一名第三方(賣方)根據買賣協議(「收購協議」)收購森川的應收或然代價。該金額分類為按公平值透過損益列賬之金融資產並以公平值計量。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At beginning of year	於年初	2,553	-
Acquisition of subsidiaries (note 41a)	收購一家附屬公司 (附註41a)	-	5,051
Fair value change recognised in profit or loss	於損益確認之公平值變動	(2,553)	(2,498)
At end of year	於年末	-	2,553

根據收購協議，賣方向本公司保證森川截至二零二零年及二零二一年十二月三十一日止年度將達到特定表現目標(「溢利保證」)。

倘溢利保證未獲達成，本集團將有權於截至二零二零年及二零二一年十二月三十一日止財政年度分別收取溢利保證差額6,000,000港元及6,500,000港元，作為應向賣方收取之現金補償。

於收購日期，應收或然代價之公平值預計約5,051,000港元，即根據收購協議條款之溢利保證的估計差額。有關公平值乃按森川預測財務預算之貼現現金流量(用以透過應用達至規定標準之概率加權平均數，採用4.1%之貼現率以取得將流入本集團之預期未來經濟利益之現值)而計算得出。估值由獨立合資格專業估值師進行。

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25. CONTINGENT CONSIDERATION RECEIVABLE (Continued)

As at 31 December 2020, the fair value of the contingent consideration receivable was estimated to be approximately HK\$2,553,000, representing the estimated shortfall of the Profit Guarantee in accordance with the terms of Acquisition Agreement. The fair value was arrived at based on discounted cash flow of Tripler's forecast using financial budgets to capture the present value of the expected future economic benefits that will flow into the Group by applying probability-weighted average of achieving the required benchmark, using discount rate of 4.1%. The valuation was performed by an independent qualified professional valuer.

As at 31 December 2021, the profit guarantee of not less than HK\$6.5 million for the same period is met and thus no cash compensation is received from the vendor for the year.

25. 應收或然代價 (續)

於二零二零年十二月三十一日，應收或然代價之公平值預計約2,553,000港元，即根據收購協議條款之溢利保證的估計差額。有關公平值乃按森川預測財務預算之貼現現金流量(用以透過應用達至規定標準之概率加權平均數，採用4.1%之貼現率以取得將流入本集團之預期未來經濟利益之現值)而計算得出。估值由獨立合資格專業估值師進行。

於二零二一年十二月三十一日，同期實現溢利保證不低於6,500,000港元，故年內並無自賣方獲得現金補償。

26. OTHER PAYABLES AND ACCRUALS

26. 其他應付款及應計費用

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Accruals	應計費用	14,645	15,889
Interest payable (i)	應付利息(i)	63,799	34,135
Value-added tax payables	應付增值稅	-	418
Other payables	其他應付款	7,116	37,841
Receipt in advance	預收款項	4,127	-
		89,687	88,283

Note:

- (i) As at 31 December 2021 and 2020, the balances mainly represented accrued interest cost of two back-to-back borrowings in which the leveraged finance lease transactions were defaulted.

附註：

- (i) 於二零二一年及二零二零年十二月三十一日，結餘主要指槓桿融資租賃交易違約的兩筆背對背借款的應計利息成本。

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27. BORROWINGS

27. 借款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Secured:	有抵押：		
Bank borrowings (note(i))	銀行借款 (附註(i))	411,011	412,394
Other borrowings (note(i))	其他借款 (附註(i))	12,269	59,380
		423,280	471,774
Unsecured:	無抵押：		
Bank borrowings (note(ii))	銀行借款 (附註(ii))	411	1,615
		423,691	473,389

The borrowings are repayable as follows:*

借款須於以下期限償還：*

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within one year	一年內	423,691	458,603
Within a period of more than one year but not exceeding two years	一年以上但不超過兩年期間內	-	14,786
		423,691	473,389
Less: Amounts due within one year shown under current liabilities	減：於流動負債列示之一年內 到期之款項	(423,691)	(458,603)
Amounts shown under non-current liabilities	於非流動負債列示之款項	-	14,786

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

* 到期金額乃以貸款協議載明之排期還款日為依據。

Note:

附註：

- (i) The bank and other borrowings at 31 December 2021 are interest bearing at floating rates ranged from 4.75% to 9.00% (2020: 4.28% to 9.00%) per annum, secured by the machinery and equipment leased to customers under finance lease, restricted bank deposits and/or finance lease receivables of the Group. Approximately HK\$165,632,000 (2020: HK\$174,874,000) of the borrowings were also guaranteed by a finance lease customer (2020: a finance lease customer or shareholders of certain finance lease customers).
- (ii) The unsecured bank borrowings at 31 December 2021 were interest bearing at fixed rates 4.92% (2020: 1.54% to 4.92%) per annum with a borrowing amount of HK\$nil (2020: HK\$722,000) guaranteed by a substantial shareholder of the Company.

- (i) 於二零二一年十二月三十一日，銀行及其他借款乃按浮息利率計息，年利率介乎4.75%至9.00%（二零二零年：4.28%至9.00%），以本集團透過融資租賃租予客戶之機器及設備、受限制銀行存款及／或融資租賃應收款作抵押。約165,632,000港元（二零二零年：174,874,000港元）之借款亦由融資租賃客戶（二零二零年：融資租賃客戶或若干融資租賃客戶之股東）作擔保。

- (ii) 於二零二一年十二月三十一日，無抵押銀行借款乃按年利率4.92%（二零二零年：1.54%至4.92%）的固定利率計息，借款金額零港元（二零二零年：722,000港元）由本公司的一名主要股東擔保。

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28. SHARE CAPITAL

28. 股本

		Number of ordinary shares of HK\$0.01 each 每股 面值0.01港元之 普通股數目 '000 千股	Number of ordinary shares of HK\$0.1 each 每股 面值0.1港元之 普通股數目 '000 千股	Nominal value 面值 HK\$'000 千港元
Authorised:	法定：			
At 1 January 2020	於二零二零年一月一日	40,000,000	-	400,000
Share consolidation (note b)	股份合併 (附註b)	(40,000,000)	4,000,000	-
At 31 December 2020 and 2021	於二零二零年及 二零二一年 十二月三十一日	-	4,000,000	400,000
Issued and fully paid:	已發行及繳足：			
At 1 January 2020	於二零二零年一月一日	11,919,198	-	119,192
Shares issued upon completion of share placement (note a)	股份配售完成後所 發行的股份 (附註a)	2,383,830	-	23,838
Share consolidation (note b)	股份合併 (附註b)	(14,303,028)	1,430,303	-
Issue of shares upon acquisition of a subsidiary (note c)	收購一家附屬公司後的 已發行股份 (附註c)	-	257,000	25,700
At 31 December 2020 and 2021	於二零二零年及 二零二一年 十二月三十一日	-	1,687,303	168,730

- (a) Pursuant to the placing agreement on 30 December 2019, the Company has conditionally agreed to place, through placing agents, up to 2,383,830,000 new shares to not less than 6 placees at the placing price HK\$0.014 per share. The placing of entire number of new shares was completed on 22 January 2020.
- (b) With effect from 26 March 2020, every ten (10) issued and unissued shares of the Company of HK0.01 each was consolidated into one (1) consolidated share of the Company of HK\$0.1 each (the "Share Consolidation"). Further details of the Share Consolidation are set out in the announcements dated 14 February 2020 and 24 March 2020 and circular of the Company dated 4 March 2020.
- (c) On 21 August 2020, 257,000,000 shares of HK\$0.1 each in the capital of the Company were issued and allotted to the vendor under the acquisition which 108,000,000 new shares were subjected to the escrow arrangement according to the profit guarantee requirement as indicated in the acquisition agreement. These shares rank pari passu in all respect with other shares in issue.

- (a) 根據於二零一九年十二月三十日的配售協議，本公司已有條件同意通過配售代理按配售價每股股份0.014港元配售最多2,383,830,000股新股份予不少於六名承配人，配售全部新股份已於二零二零年一月二十二日完成。
- (b) 自二零二零年三月二十六日起，本公司每股面值0.01港元之已發行及未發行股份中每十(10)股股份已合併為一(1)股本公司每股面值0.1港元之合併股份(「股份合併」)。股份合併的進一步詳情分別載於本公司日期為二零二零年二月十四日及二零二零年三月二十四日之公告及日期為二零二零年三月四日之通函。
- (c) 於二零二零年八月二十一日，本公司股本中每股面值0.1港元的257,000,000股股份已根據收購事項發行及配發予賣方，其中108,000,000股新股份根據收購協議之溢利保證之規定受託管安排所規限。該等股份將與其他已發行股份享有同等地位。

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29. DEFERRED TAX

The following are the major deferred tax (assets)/liabilities recognised by the Group and the movement thereon, during the current and prior years.

29. 遞延稅項

以下為本集團於本年度及過往年度確認之主要遞延稅項(資產)/負債及其變動。

		Imputed interest on deposits received from customers 已收客戶按金 之估算利息 HK\$'000 千港元	Undistributed profits of subsidiaries, a joint venture and an associate 附屬公司、 合營企業 及一家聯營公司 之未分配溢利 HK\$'000 千港元	Unused tax losses 未動用稅項虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	1,472	6,372	(2,796)	5,048
Exchange differences	匯兌差額	81	-	255	336
Credit to profit or loss (note 9)	於損益計入(附註9)	(164)	(5,578)	-	(5,742)
At 31 December 2020	於二零二零年十二月三十一日	1,389	794	(2,541)	(358)
Exchange differences	匯兌差額	(326)	-	145	(181)
Debit to profit or loss (note 9)	於損益扣除(附註9)	184	-	2,396	2,580
At 31 December 2021	於二零二一年十二月三十一日	1,247	794	-	2,041

At 31 December 2021, other than the deferred tax assets and liabilities mentioned above, subsidiaries of the Group had unused tax losses of approximately HK\$536,725,000 (2020: HK\$597,659,000) available for offset against future profit. No deferred tax asset has been recognised due to the unpredictability of future profit streams of those subsidiaries. Except for an amount of HK\$338,471,000 (2020: HK\$282,976,000) which can be carried forward for 5 years, the remaining unused tax losses may be carried forward indefinitely.

於二零二一年十二月三十一日，除上述遞延稅項資產及負債外，本集團附屬公司有未動用稅項虧損約536,725,000港元(二零二零年：597,659,000港元)可用於抵銷未來溢利。由於該等附屬公司之未來溢利流難以預測，故並無確認遞延稅項資產。除338,471,000港元(二零二零年：282,976,000港元)之金額可結轉5年外，餘下未動用稅項虧損可無限期結轉。

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC group entities from 1 January 2008 onwards. Withholding tax has been fully provided at 5% (2020: 5%) on the distributable profits, if any, of the Group's PRC group entities and included in deferred taxation.

根據中國企業所得稅法，自二零零八年一月一日起，就中國集團實體所賺取溢利宣派之股息須繳交預扣稅。預扣稅乃按本集團中國集團實體已悉數分配溢利(如有)之5%(二零二零年：5%)計提撥備，並計入遞延稅項。

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30. SHARE-BASED PAYMENT TRANSACTIONS 30. 以股份為基礎之付款交易

The Company's new share option scheme (the "Scheme"), was adopted pursuant to a resolution passed on 29 July 2016 for the primary purpose of providing incentives to directors and eligible employees (the "Grantees"). Under the Scheme, the directors of the Company may grant options to eligible employees, including directors of the Company, to subscribe for shares in the Company.

At 31 December 2021, the number of shares consolidated on ten to one basis on 26 March 2020 in respect of which options had been granted and remained outstanding under the Scheme was Nil (2020: 1,983,333), representing Nil% (2020: 0.12%) of the shares of the Company in issue at that date. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

Options granted must be taken up within 28 days of the date of grant, upon payment of HK\$1 per option. Options are divided into 3 tranches, namely Tranch 1, Tranch 2 and Tranch 3, and are exercisable, subject to the fulfilment of vesting conditions which, among others, includes the achieving of specific annual financial performance target of a subsidiary of the Company for each of the year ended 31 December 2016, 2017 and 2018 for Tranch 1, Tranch 2 and Tranch 3 respectively, that whether achieved or not, would be confirmed around the time in the first quarter of the following year then vest, to the fifth anniversary of the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

本公司根據二零一六年七月二十九日通過之一項決議案採納新購股權計劃（「計劃」），主要目的是向董事及合資格僱員（「承授人」）給予激勵。根據計劃，本公司董事可向合資格僱員（包括本公司董事）授出購股權以認購本公司股份。

於二零二一年十二月三十一日，在二零二零年三月二十六日按每10股股份合併為1股股份之股份合併後，根據計劃已授出且尚未行使之購股權涉及之股份數目為0股（二零二零年：1,983,333股），佔該日本公司已發行股份之0%（二零二零年：0.12%）。未經本公司股東事先批准，根據計劃可能授出之購股權涉及之股份總數不得超過本公司不時已發行股份之10%。未經本公司股東事先批准，任何一年內已授出及可能授出予任何個人之購股權所涉及之已發行及將予發行之股份數目不得超過本公司不時已發行股份之1%。

授出之購股權須在支付每份購股權1港元之後於授出日期起28日內接納。購股權分為三批，即第一批、第二批及第三批，可予以行使，惟須滿足歸屬條件，其中包括達到本公司附屬公司為第一批、第二批及第三批分別設定之截至二零一六年、二零一七年及二零一八年十二月三十一日止各年度特定財務表現年度目標（不論達成與否，均於歸屬後次年首個季度確認），直至於授出日期起第五個週年。行使價由本公司董事釐定，且將不低於以下較高者：(i)本公司股份於授出日期之收市價；(ii)於緊接授出日期前五個營業日，股份之平均收市價；及(iii)本公司股份面值。

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30. SHARE-BASED PAYMENT TRANSACTIONS 30. 以股份為基礎之付款交易

(Continued) (續)

The following table discloses the movements of the Company's share options during the year ended 31 December 2021:

下表披露本公司截至二零二一年十二月三十一日止年度之購股權變動情況：

Name of participant 參與者姓名	Number of share options outstanding at 1 January 2021 於二零二一年一月一日尚未行使之 購股權數目				Lapsed during the year (note a) 年內已失效 (附註a)				Number of share options outstanding at 31 December 2021 於二零二一年十二月三十一日尚未行使之 購股權數目			
	Tranch 1 第一批	Tranch 2 第二批	Tranch 3 第三批	Total 總計	Tranch 1 第一批	Tranch 2 第二批	Tranch 3 第三批	Total 總計	Tranch 1 第一批	Tranch 2 第二批	Tranch 3 第三批	Total 總計
Executive director 執行董事												
Qiao Weibing 喬衛兵	333,333	-	-	333,333	(333,333)	-	-	(333,333)	-	-	-	-
Lai Ka Fai 黎嘉輝	133,333	-	-	133,333	(133,333)	-	-	(133,333)	-	-	-	-
Tao Ke 陶可	100,000	-	-	100,000	(100,000)	-	-	(100,000)	-	-	-	-
Independent non-executive directors 獨立非執行董事												
Goh Choo Hwee 吳慈飛	66,667	-	-	66,667	(66,667)	-	-	(66,667)	-	-	-	-
Ho Hin Yip 何衍業	66,667	-	-	66,667	(66,667)	-	-	(66,667)	-	-	-	-
U Keng Tin 余擎天	66,667	-	-	66,667	(66,667)	-	-	(66,667)	-	-	-	-
Employees 僱員												
Other participants 其他參與者	1,216,666	-	-	1,216,666	(1,216,666)	-	-	(1,216,666)	-	-	-	-
	1,983,333	-	-	1,983,333	(1,983,333)	-	-	(1,983,333)	-	-	-	-
Exercisable at the end of the reporting period 於報告期末可予行使									-	-	-	-

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30. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

The following table discloses the movements of the Company's share options during the year ended 31 December 2020:

Name of participant 參與者姓名	Number of share options outstanding at 1 January 2020 於二零二零年一月一日尚未行使之 購股權數目				Adjustment (note b) 調整 (附註b)				Number of share options outstanding at 31 December 2020 於二零二零年十二月三十一日尚未行使之 購股權數目			
	Tranch 1 第一批	Tranch 2 第二批	Tranch 3 第三批	Total 總計	Tranch 1 第一批	Tranch 2 第二批	Tranch 3 第三批	Total 總計	Tranch 1 第一批	Tranch 2 第二批	Tranch 3 第三批	Total 總計
Executive Directors 執行董事												
Qiao Weibing 喬衛兵	3,333,333	-	-	3,333,333	(3,000,000)	-	-	(3,000,000)	333,333	-	-	333,333
Lai Ka Fai 黎嘉輝	1,333,333	-	-	1,333,333	(1,200,000)	-	-	(1,200,000)	133,333	-	-	133,333
Tao Ke 陶可	1,000,000	-	-	1,000,000	(900,000)	-	-	(900,000)	100,000	-	-	100,000
Independent non-executive Directors 獨立非執行董事												
Goh Choo Hwee 吳慈飛	666,667	-	-	666,667	(600,000)	-	-	(600,000)	66,667	-	-	66,667
Ho Hin Yip 何衍業	666,667	-	-	666,667	(600,000)	-	-	(600,000)	66,667	-	-	66,667
U Keng Tin 余擎天	666,667	-	-	666,667	(600,000)	-	-	(600,000)	66,667	-	-	66,667
Employees 僱員												
Other participants 其他參與者	12,166,667	-	-	12,166,667	(10,950,001)	-	-	(10,950,001)	1,216,666	-	-	1,216,666
	19,833,334	-	-	19,833,334	(17,850,001)	-	-	(17,850,001)	1,983,333	-	-	1,983,333
Exercisable at the end of the reporting period 於報告期末可予行使									1,983,333	-	-	1,983,333

Note:

- a) When the Scheme was expired on 29 July 2021, all the outstanding options granted under the Scheme were lapsed accordingly.
- b) As a result of the share consolidation which was effective on 26 March 2020, the exercise price per share and number of outstanding share option granted on 8 December 2016 were adjusted from HK\$0.12 to HK1.20 and 19,833,334 to 1,983,333 respectively.

30. 以股份為基礎之付款交易

(續)

下表披露本公司截至二零二零年十二月三十一日止年度之購股權變動情況：

附註：

- a) 當計劃於二零二一年七月二十九日屆滿時，計劃項下授出的所有尚未行使購股權已相應失效。
- b) 由於股份合併自二零二零年三月二十六日起生效，故每股股份行使價及於二零一六年十二月八日授出尚未行使之購股權數目分別自每股0.12港元調整至每股1.20港元及自19,833,334份調整至1,983,333份。

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31. OPERATING LEASE COMMITMENT

Operating leases – lessor

The Group's investment properties are leased to a number of tenants for the remaining period of 0.5 year to 2 years (2020: two to three years).

The minimum rent receivables under non-cancellable operating leases are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within one year	一年內	5,100	6,088
In the second to fifth year	兩至五年	3,111	7,948
		8,211	14,036

31. 經營租賃承擔

經營租賃－出租人

本集團之投資物業按剩餘期間0.5年至兩年(二零二零年：兩至三年)的租期租予若干租戶。

不可撤銷經營租賃項下之最低應收租金如下：

32. CAPITAL COMMITMENTS

Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements

已訂約惟未於綜合財務報表撥備之物業、廠房及設備收購之資本開支

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		75	73

32. 資本承擔

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33. CONTINGENT LIABILITIES

As at 31 December 2021, there was a litigation in the PRC about an alleged breach of loan contract brought by The Export-Import Bank of China (“EXIM Bank”) against Beijing Ever Grand International Financial Leasing Co. Limited (“BJEG”), a non-wholly owned subsidiary of the Company in the PRC. A court hearing was held in late April 2021. The loan contract was related to Qinghai Pingan High-precision Aluminum Industry Co., Ltd. (“Qinghai”), and its terms and amount of loan proceeds were back-to-back with those of the finance lease agreement with Qinghai. In this appeal, EXIM Bank as an appellant appealed to overturn the judgement at the first instance (Notification ([2020] Shan 01 Min Chu 659) handed down by the Intermediate People Court of Xi’an City, Shanxi Province (the “Xi’an Intermediate Court”) which dismissed EXIM Bank’s claims brought against BJEG regarding the alleged breach of loan contract in December 2020. In the appeal case, EXIM Bank reinstated its claims to require BJEG to repay the outstanding principal, overdue interests (i.e. normal, compound and penalty to be charged at 50% of the prevailing commercial lending standard rate of the same kind in the PRC plus 15%) under the loan contracts and court fees or requested to return the case for retrial. As at 31 December 2021, the relevant carrying amount of outstanding principal and interest amounted to RMB200 million and RMB27.8 million recorded in borrowing and other payable respectively. As at the date of this report, the judgement of the appeal case is not yet available.

34. RETIREMENT BENEFITS SCHEMES

The operating subsidiaries in Hong Kong joined the mandatory provident fund scheme (“MPF Scheme”) for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Scheme Ordinance. The assets of the scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions at 5% of the relevant payroll of the employees to the MPF Scheme, capped at HK\$1,500 per employee per month. The obligation of the Group with respect of MPF Scheme is to make the required contribution under the MPF Scheme. The retirement benefits cost charged to the consolidated statement of profit or loss represent contributions paid and payable to the MPF Scheme by the Group.

33. 或然負債

於二零二一年十二月三十一日，中國進出口銀行（「進出口銀行」）在中國針對北京恒嘉國際融資租賃有限公司（「北京恒嘉」，本公司一家中國的非全資附屬公司）提起訴訟，指稱其違反貸款合約。法院於二零二一年四月底進行聆訊。該貸款合約與青海平安高精鋁業有限公司（「青海」）有關，其條款及貸款所得款項金額和與青海訂立的融資租賃協議的條款及貸款所得款項金額背對背。於本次上訴中，進出口銀行作為上訴人，要求駁回陝西省西安市中級人民法院（「西安中級法院」）於二零二零年十二月作出的一審判決（通知書[2020]陝01民初659號），該判決駁回進出口銀行就指稱違反貸款合約針對北京恒嘉提起的索償。於上訴案件中，進出口銀行重申其索償，要求北京恒嘉償還貸款合約項下的尚未償還本金、逾期利息（即將按中國同類現行商業借貸標準利率的50%另加15%收取的一般利息、復利及違約金）及訴訟費用，或將案件發回重審。於二零二一年十二月三十一日，尚未償還本金及利息的相關賬面值人民幣200,000,000元及人民幣27,800,000元分別於借款及其他應付款中入賬。於本報告日期，尚未對上訴案件作出判決。

34. 退休福利計劃

本集團於香港經營之附屬公司為所有香港僱員參與強制性公積金計劃（「強積金計劃」）。強積金計劃乃根據強制性公積金計劃條例於強制性公積金計劃管理局登記。強積金計劃之資產由獨立受託人以基金形式管理，並與本集團之資產分開持有。根據強積金計劃之條例，僱主及僱員均須按僱員有關薪酬之5%向強積金計劃作出供款，每名僱員每月最高為1,500港元。本集團根據強積金計劃所承擔之責任為根據強積金計劃作出所需供款。於綜合損益表中所列之退休福利成本指本集團就強積金計劃已付或應付之供款。

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34. RETIREMENT BENEFITS SCHEMES

(Continued)

For the year ended 31 December 2021, no forfeited contribution in respect of the defined contribution retirement plans were utilised by the Group to reduce its contribution to the retirement benefit schemes (2020: Nil).

As at 31 December 2021, no forfeited contribution under contribution retirement plans is available to reduce future contribution (2020: Nil).

The PRC employees of each subsidiary in the PRC are members of the pension scheme operated by the PRC local government. The subsidiary is required to the Fund Scheme Authority under the Mandatory Provident Scheme 16% (2020: 16%) of the relevant payroll of these employees to the pension scheme to fund the benefits. The only obligation for the Group with respect to the pension scheme is the required contributions under the pension scheme.

During the year, the Group made retirement benefits scheme contributions of approximately HK\$2,030,000 (2020: HK\$1,287,000).

35. FINANCIAL INSTRUMENTS

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 capital structure of the Group consists of debts, which include the bank and other borrowings and equity attributable to owners of the Company, comprising issued share capital, reserves and accumulated losses. The management reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group will balance its overall capital structure through new share issues as well as the issue of new debt or the redemption of existing debt. The Group's overall strategy remains unchanged throughout the year.

Categories of financial instruments

Financial assets

Financial assets at amortised cost
Equity investments at fair value through other comprehensive income
Financial assets at fair value through profit or loss

金融資產

按攤銷成本計量之金融資產
按公平值透過其他全面收入列賬之股權投資
按公平值透過損益列賬之金融資產

Financial liabilities

Amortised cost

金融負債

攤銷成本

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		396,062	516,637
		108,762	123,781
		147,069	156,052
		537,997	588,354

34. 退休福利計劃 (續)

截至二零二一年十二月三十一日止年度，本集團並無就定額供款退休計劃動用被沒收供款以減少其對退休福利計劃的供款 (二零二零年：無)。

於二零二一年十二月三十一日，供款退休計劃項下並無被沒收供款可用於減少未來供款 (二零二零年：無)。

中國各附屬公司之中國僱員已參與由中國當地政府設立之退休金計劃。該附屬公司須按強制性公積金計劃管理局項下強積金計劃將該等僱員有關薪酬之16% (二零二零年：16%) 向退休金計劃供款以為福利融資。本集團於該退休金計劃下所負之唯一責任為作出退休金計劃規定之供款。

本集團於本年度作出退休福利計劃供款約2,030,000港元 (二零二零年：1,287,000港元)。

35. 金融工具

資本風險管理

本集團管理其資本，以確保本集團之實體將可持續經營，並透過優化債務及權益結餘為股東帶來最大回報。本集團之資本結構包含債務 (包括銀行及其他借款) 及本公司擁有人應佔權益 (包括已發行股本、儲備及累計溢利)。管理層透過考慮資本成本及與各類別資本相關之風險而審閱資本結構。有鑑於此，本集團將透過發行新股及新增債務或贖回現有債務而平衡其整體資本結構。於整個年度，本集團之整體策略維持不變。

金融工具之類別

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies

The Group's major financial instruments include equity investments at FVTOCI, financial assets at FVTPL, financial assets at amortised cost (including trade receivables, finance lease receivables, loan receivables, restricted bank deposits, cash and cash equivalents, deposits placed with non-bank financial institutions), financial liabilities at FVTPL and financial liabilities at amortised cost (including other payables and accruals, borrowings and deposits received from customers). Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Interest rate risk

As at 31 December 2021 and 2020, the Group's fair value interest rate risk relates primarily to its loan receivables.

As at 31 December 2021 and 2020, the Group is exposed to cash flow interest rate risk in relation to variable-rate borrowings, finance lease receivables, all deposits and balances with non-bank financial institutions and banks.

The Group currently does not have a cash flow interest rate hedging policy. However, the management closely monitors its exposure to future cash flow risk as a result of change on market interest rate and will consider hedging changes in market interest rates should the need arise. A 100 basis points (2020: 100 basis points) change represents management's assessment of the reasonably possible change in interest rates.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of People's Bank of China Rate arising from the Group's variable interest rate bank borrowings and finance lease receivables.

35. 金融工具 (續)

財務風險管理目標及政策

本集團之主要金融工具包括按公平值透過其他全面收入列賬之股權投資、按公平值透過損益列賬之金融資產、按攤銷成本計量之金融資產(包括貿易應收款、融資租賃應收款、應收貸款、受限制銀行存款、現金及現金等值物、存放於非銀行金融機構的存款)、按公平值透過損益列賬之金融負債及按攤銷成本計量的金融負債(包括其他應付款以及應計費用、借款及已收客戶按金)。該等金融工具之詳情披露於其各自之附註。與該等金融工具相關之風險及降低該等風險之政策載於下文。管理層管理及監控該等風險，確保能及時及有效採取適當措施。

利率風險

於二零二一年及二零二零年十二月三十一日，本集團公平值利率風險主要與其應收貸款有關。

於二零二一年及二零二零年十二月三十一日，本集團浮息借款、融資租賃應收款、於非銀行金融機構及銀行存放的所有存款及結餘令本集團承受現金流量利率風險。

本集團目前並無現金流量利率對沖政策。然而，管理層密切監察因市場利率變動而引致的未來現金流量風險及將在必要時考慮對沖市場利率變動。100個基點(二零二零年：100個基點)變動乃管理層對利率可能出現合理變動之評估。

本集團的現金流量利率主要為因本集團浮息銀行借款及融資租賃應收款而產生，集中於中國人民銀行利率波動。

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Interest rate risk (Continued)

Sensitivity analysis

The management considers that the Group's exposure to future cash flow risk on certain variable-rate deposits and balances with non-bank financial institutions and banks as a result of the change of market interest rate is insignificant and thus those variable-rate deposits and balances with non-bank financial institutions and banks are not included in the sensitivity analysis.

The sensitivity analysis is prepared assuming the relevant financial instruments outstanding at the end of the reporting period were outstanding for the whole year. If the interest rate of borrowings, a loan from sale-leaseback transaction and finance lease receivables had been 100 basis points (2020: 100 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 December 2021 would have decreased/increased by HK\$337,000 (2020: post-tax loss would have increased/decreased by HK\$10,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate borrowings, sale-leaseback transaction and finance lease receivables.

Currency risk

As at 31 December 2021 and 2020, there were no significant foreign currency denominated monetary assets and liabilities. Therefore the management considers that the Group was not exposed to significant currency risk.

Other price risk

The Group is exposed to price risk through its investments in listed equity securities and unlisted fund investments. The management manages this exposure by maintaining a portfolio of investments with different risks. The Group's price risk is mainly concentrated on equity instruments listed in The Stock Exchange of Hong Kong Limited, the Shanghai Stock Exchange and Shenzhen Stock Exchange and unlisted fund and equity investments. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

35. 金融工具 (續)

財務風險管理目標及政策 (續)

利率風險 (續)

敏感度分析

管理層認為，本集團面臨若干浮息存款及於非銀行金融機構及銀行結餘的未來現金流量風險，因市場利率變動幅度不大，因而該等浮息存款及於非銀行金融機構及銀行結餘並未計入敏感度分析。

編製敏感度分析乃假定於報告期末，相關未清償的金融工具在全年內一直未清償，倘借款、售後回租交易貸款及融資租賃應收款之利率上升/下降100個基點（二零二零年：100個基點）且所有其他變數維持不變，則本集團截至二零二一年十二月三十一日止年度之除稅後虧損應將減少/增加337,000港元（二零二零年：除稅後虧損應將增加/減少10,000港元）。此乃由於本集團承受浮息借款、售後回租交易及融資租賃應收款之利率風險。

貨幣風險

於二零二一年及二零二零年十二月三十一日，概無重大以外幣計值的貨幣資產及負債。因此，管理層認為，本集團並無面對重大貨幣風險。

其他價格風險

本集團透過其上市股本證券投資及非上市基金投資承受價格風險。管理層透過維持不同風險的投資組合管理其風險。本集團價格風險主要集中於在香港聯合交易所有限公司、上海證券交易所及深圳證券交易所上市的股本工具及非上市基金及股權投資。此外，本集團委任一個特別小組監察價格風險並在必要時考慮對沖風險。

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Other price risk (Continued)

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to price risk of listed equity and debt securities and unlisted fund and equity investments at the reporting date. The analysis is based on the assumption that the relevant index had changed by 10% with all other variables held constant and all the listed equity and debt securities move according to the historical correlation with the index. If the prices of the respective instruments had been 10% higher/lower, and held other variables constant, their impacts on the post-tax loss for the years are as follow:

35. 金融工具 (續)

財務風險管理目標及政策 (續)

其他價格風險 (續)

敏感度分析

以下敏感度分析乃根據報告日期上市股本及債務證券以及非上市基金及股本投資價格風險而釐定。分析基於相關指數已變動10%而所有其他變數維持不變，以及所有上市股本及債務證券根據以往與指數之相關性變動之假設而作出。倘相關工具的價格增加／減少10%，而其他變數維持不變，則年內該等變數對稅後虧損的影響如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Listed equity securities	上市股本證券		
Decrease by 10%	減少10%	5,798	5,197
Increase by 10%	增加10%	(5,798)	(5,197)
Unlisted fund and equity investments	非上市基金及股本投資		
Decrease by 10%	減少10%	5,417	6,601
Increase by 10%	增加10%	(5,417)	(6,601)

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk

The Group's credit risk is primarily attributable to trade receivables, loan receivables, other receivables and deposits, finance lease receivables, deposits placed with non-bank financial institutions, restricted bank deposits, and cash and cash equivalents.

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at 31 December 2021 and 2020 in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

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

For finance lease receivables and receivables from sales-leaseback transactions, the Group has closely monitored the recoverability and ensured adequate collaterals are received from these customers. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

35. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險

本集團信貸風險主要因貿易應收款、應收貸款、其他應收款及按金、融資租賃應收款、存放於非銀行金融機構的存款、受限制銀行存款以及現金及現金等值物而引致。

倘對手方於二零二一年及二零二零年十二月三十一日未能履行其義務，則本集團就有關各類已確認金融資產要承受之最大信貸風險為綜合財務狀況表所列該等資產之賬面值。

為了盡量減低信貸風險，本集團管理層已授權一個小組負責信貸額之釐定、信貸批核及其他監察程序，以確保採取跟進措施收回逾期之賬款。此外，本集團於報告期末檢討各個別債項之可收回數額，以確保就無法收回之數額作出足夠之減值虧損撥備。

就融資租賃應收款及售後回租交易應收款而言，本集團密切監察可收回程度，確保自該等客戶獲取充足抵押品。有鑑於此，本公司董事認為本集團之信貸風險已顯著地減低。

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

For loan receivables (except for receivables from sale-leaseback transactions), the Group has closely monitored the recoverability of loan receivables from the loan borrowers, including but not limited to timely review loan borrower's financial performance, follow-up action if become default, etc. In this regards, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group measures impairment loss of trade receivables based on HKFRS 9 simplified approach at an amount equal to lifetime ECLs. Before accepting any new customer, the Group assesses potential customer's credit quality and defines credit limits by customer. Limits attributed to customers are reviewed regularly. The Group has establish a provision matrix that is based on the Group's historical credit losses experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Other receivables and deposit (other than deposit at bank) is classified as financial asset at amortised cost. For other receivables and deposit, the management of the Group makes periodic collective assessment as well as individual assessment on the recoverability of other receivables and deposit based on historical settlement records and past experience. For the years ended 31 December 2021 and 2020, the Group assessed the ECL for other receivables and deposit were insignificant and thus no loss allowance was recognised.

35. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險 (續)

就應收貸款 (除售後回租交易應收款外) 而言, 本集團已密切監察貸款借款人的應收可收回貸款, 包括但不限於及時檢討貸款借款人的財務表現, 倘違約時能採取措施等。有鑑於此, 本公司董事認為本集團的信貸風險已顯著地減少。

本集團根據香港財務報告準則第9號的簡化法, 按相等於於年期內預期信貸虧損的金額, 計量貿易應收款的減值虧損。於接受任何新客戶前, 本集團評估潛在客戶的信貸質素並按客戶基準釐定信貸額。歸屬於客戶的限額乃獲定期審閱。本集團已基於本集團歷史信貸虧損經驗建立撥備矩陣, 並就債務人及經濟環境的特定前瞻性因素作出調整。

其他應收款項及按金 (銀行存款除外) 乃分類為按攤銷成本計量的金融資產。就其他應收款項及按金而言, 本集團管理層根據歷史償付記錄及過往經驗, 就其他應收款項及按金的可收回金額進行定期綜合評估及個別評估。截至二零二一年及二零二零年十二月三十一日止年度, 本集團其他應收款項及按金的經評估預期信貸虧損並不重大, 故並無確認虧損撥備。

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

The Group's bank balances and deposits are deposited with banks and non-bank financial institutions in Hong Kong and the PRC and the Group has limited the exposure to any single financial institution. The credit risk on liquid funds is limited because the counterparties are banks and non-bank financial institution with good credit-rating.

As at 31 December 2021, the Group had certain concentration of credit risk as 66% and 100% (2020: 58% and 100%) of the aggregate carrying amount of finance lease receivables are due from the Group's largest and the five largest customers respectively, which are mainly state-owned enterprises or sizeable private owned enterprises in the PRC. The management exercises due care in granting credit and checking the background of these counterparties on a regular basis and closely monitors the subsequent settlement of the customers. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group measures loss allowance for finance lease receivables and trade receivables based on lifetime ECLs. For other financial assets, the Group assessed the loss allowance for receivables that are not credit-impaired collectively based on 12 months expected credit loss and lifetime ECL, and assessed receivables that are credit-impaired individually based on lifetime expected credit loss.

35. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險 (續)

本集團的銀行結餘及存款存放於香港及中國的銀行及非銀行金融機構及本集團承受任何單一金融機構的風險有限。流動資金的信貸風險有限，乃由於對手方為具有良好信貸評級的銀行及非銀行金融機構。

於二零二一年十二月三十一日，由於融資租賃應收款總賬面值之66%及100% (二零二零年：58%及100%) 分別來自本集團最大及五大客戶 (主要為中國國有企業或具規模的民營企業)，本集團因此承受若干信貸集中風險。管理層審慎授出信貸，定期核查此等對手方的背景，並密切監控客戶的後續結算。就此而言，本公司董事認為本集團的信貸風險已顯著地減低。

本集團按年期內預期信貸虧損計量融資租賃應收款及貿易應收款的虧損撥備。就其他金融資產而言，本集團按共同評估12個月預期信貸虧損及年期內預期信貸虧損 (未信貸減值) 及個別評估年期內預期信貸虧損 (信貸減值) 計量應收款的虧損撥備。

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 描述	Finance lease and trade receivables 融資租賃及貿易應收款	Other financial assets 其他金融資產
Stage 1 第一級	The counterparty has a low risk of default and does not have any past-due amounts, or debtor frequently repays after due dates but usually settle after due date 對手方的違約風險低亦無任何逾期款項，或債務人經常於到期日後償還但通常於到期日後結清	Lifetime ECL – not credit-impaired 年期內預期信貸虧損—無信貸減值	12 month ECL 12個月預期信貸虧損
Stage 2 第二級	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 自透過已開發內部及外部資源的資料初步確認以來，信貸風險並無顯著地增加	Lifetime ECL – not credit-impaired 年期內預期信貸虧損—無信貸減值	Lifetime ECL – not credit-impaired 年期內預期信貸虧損—無信貸減值
Stage 3 第三級	There is evidence indicating the asset is credit-impaired 有證據顯示資產為信用減值	Lifetime ECL – credit-impaired 年期內預期信貸虧損—信貸減值	Lifetime ECL – credit-impaired 年期內預期信貸虧損—信貸減值
Written-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人面臨嚴峻財務困境，本集團並無實際收回可能性	Amounts is written-off 款項進行撇銷	Amounts is written-off 款項進行撇銷

35. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險 (續)

本集團的內部信貸風險評級評估包括以下類別：

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

35. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險 (續)

		As at 31 December 2021 於二零二一年十二月三十一日		
Trade receivables: 貿易應收款：		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Neither past due nor impaired	無逾期亦無減值	5.66	12,714	719
Past due less than 30 days	逾期少於30日	1.24	1,292	16
Past due for 30 days or more but less than 90 days	逾期30日或以上但少於90日	3.83	313	12
Past due for 91 days or more but less than 270 days	逾期91日或以上但少於270日	7.46	67	5
As 31 December 2021	於二零二一年十二月三十一日		14,386	752

		As at 31 December 2020 於二零二零年十二月三十一日		
Trade receivables: 貿易應收款：		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Neither past due nor impaired	無逾期亦無減值	4.57	2,867	131
Past due less than 30 days	逾期少於30日	6.58	152	10
Past due for 30 days or more but less than 90 days	逾期30日或以上但少於90日	7.95	88	7
Past due for 91 days or more but less than 270 days	逾期91日或以上但少於270日	15.00	20	3
As 31 December 2020	於二零二零年十二月三十一日		3,127	151

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging

		As at 31 December 2021 於二零二一年十二月三十一日				
		12 months ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Simplified approach	Total
		12個月 預期信貸虧損	非信貸減值之 年期內預期 信貸虧損	已信貸減值之 年期內預期 信貸虧損	簡化法	總計
		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
Finance lease receivables	融資租賃應收款	-	-	-	303,044	303,044
Loan receivables	應收貸款	98,451	-	165,631	-	264,082
Trade receivables	貿易應收款	-	-	-	14,386	14,386
Other receivables and deposits	其他應收款及按金	21,481	-	-	-	21,481
Restricted bank deposits	受限制銀行存款	18,404	-	-	-	18,404
Deposit placed with non-bank financial institutions	存放於非銀行金融機構之存款	13,599	-	-	-	13,599
Cash and cash equivalents	現金及現金等值物	23,299	-	-	-	23,299
		175,234	-	165,631	317,430	658,295

		As at 31 December 2020 於二零二零年十二月三十一日				
		12 months ECL	Lifetime ECL not credit impaired	Lifetime ECL credit impaired	Simplified approach	Total
		12個月 預期信貸虧損	非信貸減值之 年期內預期 信貸虧損	已信貸減值之 年期內預期 信貸虧損	簡化法	總計
		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
Contingent consideration receivables	應收或然代價	2,553	-	-	-	2,553
Finance lease receivables	融資租賃應收款	-	-	-	311,745	311,745
Loan receivables	應收貸款	55,654	-	185,835	-	241,489
Trade receivables	貿易應收款	-	-	-	3,127	3,127
Other receivables and deposits	其他應收款及按金	46,282	-	-	-	46,282
Restricted bank deposits	受限制銀行存款	20,724	-	-	-	20,724
Deposit placed with non-bank financial institutions	存放於非銀行金融機構之存款	39,227	-	-	-	39,227
Cash and cash equivalents	現金及現金等值物	132,483	-	-	-	132,483
		298,923	-	185,835	314,872	797,630

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

The Group has conducted an assessment of ECLs according to forward-looking information and used appropriate models and a large number of assumptions in its expected measurement of credit losses. These model and assumptions related to the future macroeconomic conditions and borrower's creditworthiness (e.g., the likelihood of default by lessees/customers and corresponding losses). The Group has adopted judgement, assumptions and estimation techniques in order to measure ECLs according to the requirements of accounting standard such as criteria for judging significant increases in credit risk, definition of credit-impaired financial asset, parameters for measuring ECLs and forward-looking information.

35. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險 (續)

最大風險及年結階段 (續)

本集團已根據前瞻性資料進行預期信貸虧損評估，並於其預期信貸虧損的計量中使用適當模式及眾多假設。該等模式及假設與未來宏觀經濟狀況及借款人的可信度（即承租人違約／客戶及相應虧損的可能性）相關。本集團已根據會計準則的規定（如判斷信貸風險大幅增加的標準、信貸虧損金融資產的定義、計量預期信貸虧損的參數及前瞻性資料），採納判斷、假設及估計技術計量預期信貸虧損。

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for finance lease receivables, trade receivables and loan receivables as at 31 December 2021 and 2020;

		Stage 1 第一級 HK\$'000 千港元	Stage 2 第二級 HK\$'000 千港元	Stage 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Written-off 撇銷 HK\$'000 千港元
31 December 2021	二零二一年十二月三十一日					
Finance lease receivables	融資租賃應收款					
Lifetime ECL not credit impaired	非信貸減值之 年期內預期信貸虧損					
Expected loss rate	預期虧損率	8.51%	-	-	8.51%	-
Provision	撥備	4,908	-	-	4,908	-
Collectively assessed gross receivable	經綜合評估的應收款總額	57,664	-	-	57,664	-
Lifetime ECL credit impaired	已信貸減值之 年期內預期信貸虧損					
Expected loss rate	預期虧損率	-	-	59%	59%	-
Provision	撥備	-	-	144,774	144,774	-
Individually assessed gross receivable	經個別評估的應收款總額	-	-	245,380	245,380	-
Loan receivables	應收貸款					
12-month ECL	12個月預期信貸虧損					
Expected loss rate	預期虧損率	2.49%	-	-	2.49%	-
Provision	撥備	2,454	-	-	2,454	-
Collectively assessed gross receivable	經綜合評估的應收款總額	98,451	-	-	98,451	-
Lifetime ECL credit impaired	已信貸減值之 年期內預期信貸虧損					
Expected loss rate	預期虧損率	-	-	67.26%	67.26%	100%
Provision	撥備	-	-	103,059	103,059	25,509
Individually assessed gross receivable	經個別評估的應收款總額	-	-	165,631	165,631	25,509
Trade receivables	貿易應收款					
Lifetime ECL – not credit impaired	年期內預期信貸虧損 — 無信貸減值					
Expected loss rate	預期虧損率	5.25%	3.83%	7.46%	5.23%	-
Provision	撥備	735	12	5	752	-
Collectively assessed gross receivable	經綜合評估的應收款總額	14,006	313	67	14,386	-

35. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險 (續)

最大風險及年結階段 (續)

下表提供有關本集團於二零二一年及二零二零年十二月三十一日就融資租賃應收款、貿易應收款及應收貸款所面臨的信貸風險及預期信貸虧損的資料：

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

		Stage 1 第一級 HK\$'000 千港元	Stage 2 第二級 HK\$'000 千港元	Stage 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Written-off 撇銷 HK\$'000 千港元
31 December 2020	二零二零年十二月三十一日					
Finance lease receivables	融資租賃應收款					
Lifetime ECL not credit impaired	非信貸減值之 年內預期信貸虧損					
Expected loss rate	預期虧損率	4.8%	-	-	-	-
Provision	撥備	3,563	-	-	3,563	-
Collectively assessed gross receivable	經綜合評估的應收款總額	74,225	-	-	74,225	-
Lifetime ECL credit impaired	已信貸減值之 年內預期信貸虧損					
Expected loss rate	預期虧損率	-	-	59.00%	-	-
Provision	撥備	-	-	140,137	140,137	-
Individually assessed gross receivable	經個別評估的應收款總額	-	-	237,520	237,520	-
Loan receivables	應收貸款					
12-month ECL	12個月預期信貸虧損					
Expected loss rate	預期虧損率	6.40%	-	-	-	-
Provision	撥備	3,562	-	-	3,562	-
Collectively assessed gross receivable	經綜合評估的應收款總額	55,655	-	-	55,654	-
Lifetime ECL credit impaired	已信貸減值之 年內預期信貸虧損					
Expected loss rate	預期虧損率	-	-	71.88%	-	100%
Provision	撥備	-	-	133,580	133,580	5,720
Individually assessed gross receivable	經個別評估的應收款總額	-	-	185,835	185,835	5,720
Trade receivables	貿易應收款					
Lifetime ECL – Simplified approach	年內預期信貸虧損 —簡化法					
Expected loss rate	預期虧損率	4.67%	7.95%	15.00%	-	-
Provision	撥備	141	7	3	151	-
Collectively assessed gross receivable	經綜合評估的應收款總額	3,019	88	20	3,127	-

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings and ensures compliance with loan covenants.

The management considers that liquidity risk is limited after considering the future cash flows of the Group in the foreseeable future, including the repayment schedule of bank borrowings as discussed above and the short-term liabilities which are required to be repaid within three months from the end of the reporting period. The Group manages liquidity risk by maintaining adequate reserves by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

35. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險 (續)

最大風險及年結階段 (續)

		Stage 1 第一級 HK\$'000 千港元	Stage 2 第二級 HK\$'000 千港元	Stage 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Written-off 撇銷 HK\$'000 千港元
31 December 2020	二零二零年十二月三十一日					
Finance lease receivables	融資租賃應收款					
Lifetime ECL not credit impaired	非信貸減值之 年內預期信貸虧損					
Expected loss rate	預期虧損率	4.8%	-	-	-	-
Provision	撥備	3,563	-	-	3,563	-
Collectively assessed gross receivable	經綜合評估的應收款總額	74,225	-	-	74,225	-
Lifetime ECL credit impaired	已信貸減值之 年內預期信貸虧損					
Expected loss rate	預期虧損率	-	-	59.00%	-	-
Provision	撥備	-	-	140,137	140,137	-
Individually assessed gross receivable	經個別評估的應收款總額	-	-	237,520	237,520	-
Loan receivables	應收貸款					
12-month ECL	12個月預期信貸虧損					
Expected loss rate	預期虧損率	6.40%	-	-	-	-
Provision	撥備	3,562	-	-	3,562	-
Collectively assessed gross receivable	經綜合評估的應收款總額	55,655	-	-	55,654	-
Lifetime ECL credit impaired	已信貸減值之 年內預期信貸虧損					
Expected loss rate	預期虧損率	-	-	71.88%	-	100%
Provision	撥備	-	-	133,580	133,580	5,720
Individually assessed gross receivable	經個別評估的應收款總額	-	-	185,835	185,835	5,720
Trade receivables	貿易應收款					
Lifetime ECL – Simplified approach	年內預期信貸虧損 —簡化法					
Expected loss rate	預期虧損率	4.67%	7.95%	15.00%	-	-
Provision	撥備	141	7	3	151	-
Collectively assessed gross receivable	經綜合評估的應收款總額	3,019	88	20	3,127	-

流動資金風險

在管理流動資金風險時，本集團監控及維持管理層視為充足的一定水平的現金及現金等值物，以撥資本集團營運及減緩現金流量波動的影響。管理層監察借貸的利用及確保遵守貸款契諾。

在考慮到本集團於可預見未來的未來現金流量，包括銀行借款的償還時間表（如上文所述）及須自報告期末起三個月內償還的短期負債後，管理層認為流動資金風險有限。本集團透過持續監察預測及實際現金流量及配對金融資產及負債到期情況維持充足之儲備而管理流動資金風險。

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35. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

		Weighted average effective interest rate	Within				Total undiscounted cash flows	Carrying amount
			1 year	1-2 years	3-5 years	Over 5 years		
		加權平均 實際利率	1年內	1至2年	3至5年	超過5年	未貼現現金 流量總額	賬面值
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 31 December 2021	於二零二一年十二月三十一日							
Other payables and accruals	其他應付款及應計費用	-	89,687	-	-	-	89,687	89,687
Borrowings	借款	6.82	465,785	-	-	-	465,785	423,691
Deposits received from customers	已收客戶按金	5.33	13,143	3,328	1,488	15,781	33,740	28,746
			568,615	3,328	1,488	15,781	589,212	542,124
As at 31 December 2020	於二零二零年十二月三十一日							
Other payables and accruals	其他應付款及應計費用	-	87,865	-	-	-	87,865	87,865
Borrowings	借款	6.53	499,986	14,958	-	-	514,944	473,389
Deposits received from customers	已收客戶按金	4.75	-	14,845	-	17,814	32,659	27,100
			587,851	29,803	-	17,814	635,468	588,354

35. 金融工具 (續)

財務風險管理目標及政策 (續)

流動資金風險 (續)

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35. FINANCIAL INSTRUMENTS (Continued)

35. 金融工具 (續)

Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets.

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and liabilities are determined (in particular, the valuation techniques and inputs used).

金融工具的公平值計量

此附註提供本集團如何釐定各項金融資產之公平值之資料。

按經常性基準以公平值計量之本集團金融資產及負債之公平值

本集團部分金融資產及負債於各報告期末按公平值計量。下表提供如何釐定該等金融資產及負債之公平值之資料 (特別是所使用之估值技術及輸入數據)。

Financial assets	Fair value as at	Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value	Sensitivity of fair value to the input(s)	2021		2020	
							二零二一年	二零二零年	二零二一年	二零二零年
金融資產	公平值	公平值級別	估值技術及主要輸入數據	重大不可觀察輸入數據	不可觀察輸入數據與公平值之關係	公平值對輸入數據之敏感度	NOTES	附註	千港元	千港元
1. Financial assets at fair value through profit or loss										
1. 按公平值透過損益列賬之金融資產										
- Traded on stock exchanges	23	74,845	68,034	Level 1	Quoted bid prices in active market	N/A	N/A	N/A		
- 證券交易所交易				第一級	活躍市場的買入報價	不適用	不適用	不適用		
- Unlisted fund investment in the PRC	23	69,157	88,018	Level 3	Based on the net asset values ("NAV") of the fund investment determined with reference to third party valuation of underlying investment portfolio and adjustments of related expenses	Third party valuation of underlying investment portfolio	The higher the net asset value, the higher the fair value	5% increase/(decrease) in third party valuation of underlying investment portfolio would result in increase/(decrease) in fair value of approximately HK\$3,458,000 (2020: HK\$4,401,000)		
- 中國非上市基金投資				第三級	基於基金投資的資產淨值(「資產淨值」), 根據相關投資組合及有關開支調整的第三方估值釐定	相關投資組合的第三方估值	資產淨值越高則公平值越高	相關投資組合的第三方估值增加/(減少) 5%將導致公平值增加/(減少) 約 3,458,000 港元 (二零二零年: 4,401,000 港元)		
- Unlisted fund investment in the PRC	23	3,067	-	Level 3	Based on the investee's financial position, performance and using NAV	N/A	N/A	N/A		
- 中國非上市基金投資				第三級	基於被投資者財務狀況、表現及使用資產淨值	不適用	不適用	不適用		

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35. FINANCIAL INSTRUMENTS (Continued)

35. 金融工具 (續)

Fair value measurements of financial instruments (Continued)

金融工具的公平值計量 (續)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

按經常性基準以公平值計量之本集團金融資產及負債之公平值 (續)

Financial assets 金融資產	Fair value as at 公平值	Fair value hierarchy 公平值級別	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公平值之關係	Sensitivity of fair value to the input(s) 公平值對輸入數據之敏感度	Fair value as at	
							2021 二零二一年 NOTES 附註 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
- Contingent consideration receivables 應收或然代價	-	2,553	Level 3 第三級	Based on the probability weighted average of achieving the profit guarantee 基於實現溢利保證的概率加權平均值	N/A 不適用	N/A 不適用	N/A 不適用	
2. Equity investments at fair value through other comprehensive income 按公平值透過其他全面收入列賬之股權投資								
- Unlisted equity investment which principally invests in shopping malls in the PRC 主要投資中國商場的非上市股權投資	-	30,439	Level 3 第三級	NAV based on the valuation of shopping malls determined by market approach 資產淨值基於由市場法釐定的商場估值	For 2020, discount for quality of properties (eg. size and location) ranging from -20% to 20% 二零二零年，物業品質(如面積及地點)的貼現，介乎-20%至20%	The higher discount rate, the lower the fair value 貼現率越高則公平值越低	For 2020, 5% increase/(decrease) in discount for quality of properties would result in (decrease)/increase in fair value of approximately HK\$1,522,000. 二零二零年：物業品質貼現增加/(減少)5%將導致公平值(減少)/增加約1,522,000港元	
- Unlisted equity investment which principally invests in a private entity with operations of software development in the PRC 主要投資在中國進行軟件開發業務的私人實體的非上市股權投資	-	19,002	Level 3 第三級	Based on the investee's financial position, performance and using NAV 基於被投資者財務狀況、表現及使用資產淨值情況	N/A 不適用	N/A 不適用	N/A 不適用	

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35. FINANCIAL INSTRUMENTS (Continued)

35. 金融工具 (續)

Fair value measurements of financial instruments (Continued)

金融工具的公平值計量 (續)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

按經常性基準以公平值計量之本集團金融資產及負債之公平值 (續)

Financial assets	NOTES 附註	Fair value as at		Fair value hierarchy	Valuation techniques and key inputs 估值技術及 主要輸入數據	Significant unobservable input(s) 重大不可 觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與 公平值之關係	Sensitivity of fair value to the input(s) 公平值對輸入數據之 敏感度
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元					
- Unlisted equity investment which principally engage in money lending business in Hong Kong	17	55,700	74,340	Level 3	Based on the NAV determined by market approach	Price to book ratio: 0.78 (2020: 1.14) Discount for lack of marketability: 25% (2020: Nil)	The higher the ratio, the higher the fair value	5% increase/(decrease) in price to book ratio would result in increase/(decrease) in fair value of approximately HK\$2,700,000. (2020: HK\$3,800,000)
- 主要投資在香港進行放貸業務的非上市股權投資				第三級	基於由市場法釐定的資產淨值	市賬率：0.78 (二零二零年：1.14) 缺乏市場流通性貼現：25% (二零二零年：無)	比率越高則公平值越高	市賬率增加/(減少) 5%將導致公平值增加/(減少) 約 2,700,000 港元 (二零二零年：3,800,000 港元)
								缺乏市場流通性貼現增加/(減少) 5%將導致公平值(減少)/增加約 600,000 港元 (二零二零年：1,267,000 港元)

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35. FINANCIAL INSTRUMENTS (Continued)

35. 金融工具 (續)

Fair value measurements of financial instruments (Continued)

金融工具的公平值計量 (續)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

按經常性基準以公平值計量之本集團金融資產及負債之公平值 (續)

Financial assets	NOTES 附註	Fair value as at		Fair value hierarchy	Valuation techniques and key inputs	Significant unobservable input(s)	Relationship of unobservable input(s) to fair value	Sensitivity of fair value to the input(s)
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元					
金融資產		公平值	公平值	公平值級別	估值技術及主要輸入數據	重大不可觀察輸入數據	不可觀察輸入數據與公平值之關係	公平值對輸入數據之敏感度
- Unlisted equity investment which principally invests in a target with operations of manufacturing and sales of medical device and sales of genetic testing service providers in the PRC	17	10,456	N/A	Level 3	NAV based on valuation of the target by Guideline Public Company Method ("GPC") under the Market Approach	Price to Sales ratio: 7.47 and discount for lack of marketability: 20%	The higher the ratio, the higher the fair value; the higher the discount rate, the lower the fair value	5% increase/(decrease) in price to sales ratio will result in increase/(decrease) in fair value of approximately HK\$522,000 (2020: Nil)
- 主要投資在中國從事醫療器械製造、銷售及基因檢測銷售業務的服務供應商之非上市股權投資			不適用	第三級	資產淨值基於採用市場法項下之指引上市公司法(「指引上市公司法」)進行之標的估值	市銷率: 7.47及缺乏市場流通性貼現: 20%	比率越高則公平值越高; 貼現率越高則公平值越低	5% increase/(decrease) in discount for lack of marketability would result in (decrease)/increase in fair value of approximately HK\$130,000 市銷率增加(減少)5%將導致公平值增加(減少)約522,000港元(二零二零年: 無) 由於缺乏市場流通性而增加/ (減少)5%的貼現將導致公平值(減少)/增加約130,000港元
- Unlisted equity investment which principally invests in a target with operations of manufacturing and sales of aerospace related equipment in the PRC	17	7,498	N/A	Level 3	NAV based on valuation of the target by direct comparison method ("DC") under the Market Approach	All recent transactions related to shares of the target further adjusted by a discount of 8.1% off for the market capitalization change during the relevant period up to the year end.	the higher the discount rate, the lower the fair value	5% increase/(decrease) in discount for market capitalization change would result in (decrease)/increase in fair value of approximately HK\$37,000 (2020: Nil)
- 主要投資在中國從事航空航天相關設備製造及銷售業務的非上市股權投資			不適用	第三級	資產淨值基於採用市場法項下之直接比較法(「直接比較法」)進行之標的估值	與目標公司股份相關的所有近期交易均因截至年底相關期間的市值變化將貼現率進一步調整8.1%。	貼現率越高則公平值越低	市值變動貼現增加/ (減少)5%將導致公平值(減少)/增加約37,000港元(二零二零年: 無)

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35. FINANCIAL INSTRUMENTS (Continued)

35. 金融工具 (續)

Fair value measurements of financial instruments (Continued)

金融工具的公平值計量 (續)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

按經常性基準以公平值計量之本集團金融資產及負債之公平值 (續)

Financial assets	NOTES 附註	Fair value as at		Fair value hierarchy	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公平值之關係	Sensitivity of fair value to the input(s) 公平值對輸入數據之敏感度
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元					
- Unlisted equity investment which principally invests in a target with operations of developing, manufacturing and sales of automobile related equipment and accessories in the PRC	17	704	N/A	Level 3	NAV based on valuation of the target by GPC under the Market Approach	Price to earning ratio: 23.50 and discount for lack of marketability: 20%	The higher ratio, the higher the fair value; the higher discount rate, the lower the fair value	5% increase/(decrease) in price to earning ratio would result in increase/(decrease) in fair value of approximately HK\$9,000 (2020: Nil)
- 主要投資於在中國從事汽車相關設備及配件開發、製造及銷售業務的非上市股權投資			不適用	第三級	資產淨值基於採用市場法項下之指引上市公司法進行之標的估值	市盈率：23.50及缺乏市場流通性貼現：20%	比率越高則公平值越高；貼現率越高則公平值越低	5% increase/(decrease) in discount for lack of marketability would result in (decrease)/increase in fair value of approximately HK\$1,000 5%將導致公平值增加/（減少）約9,000港元（二零二零：無） 由於缺乏市場流通性而增加/（減少）5%的貼現將導致公平值（減少）/增加約1,000港元
- Unlisted equity investment which principally invests in a target with operations of developing, manufacturing and sales of power batteries in the PRC	17	10,270	N/A	Level 3	NAV based on valuation of the target by DC under the Market Approach	All recent transactions related to shares of the target with no discount applied for the market capitalization change mainly due to the occurrence of the transactions close to the year end.	the higher the discount rate, the lower the fair value	5% increase/(decrease) in discount for market capitalization change would result in (decrease)/increase in fair value of approximately (HK\$555,000)/HK\$983,000 (2020: Nil)
- 主要投資於在中國從事動力電池研發、製造及銷售業務的標的之非上市股權投資			不適用	第三級	資產淨值基於採用市場法項下之直接比較法進行之標的估值	近期所有與標的股份相關的無貼現交易均適用於市值變動，主要由於有關交易乃於臨近年末發生。	貼現率越高則公平值越低	市值變動貼現增加/（減少）5%將導致公平值（減少）/增加約（555,000港元）/983,000港元（二零二零年：無）

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35. FINANCIAL INSTRUMENTS (Continued)

35. 金融工具 (續)

Fair value measurements of financial instruments (Continued)

金融工具的公平值計量 (續)

Fair value of the Group's financial assets and liabilities that are measured at fair value on a recurring basis (Continued)

按經常性基準以公平值計量之本集團金融資產及負債之公平值 (續)

Financial assets 金融資產	Fair value as at 公平值	Fair value hierarchy 公平值級別	Valuation techniques and key inputs 估值技術及主要輸入數據	Significant unobservable input(s) 重大不可觀察輸入數據	Relationship of unobservable input(s) to fair value 不可觀察輸入數據與公平值之關係	Sensitivity of fair value to the input(s) 公平值對輸入數據之敏感度
- two different unlisted equity investments which principally engages/invests in (i) manufacturing and sales of electronic components and (ii) provision of asset management of unlisted investments in the PRC	6,134	N/A	Level 3 Based on the investee's financial position and using net asset values	N/A	N/A	N/A
- 兩項不同的非上市股權投資，主要從事／投資於(i)製造及銷售電子元件及(ii)在中國為非上市投資提供資產管理	不適用	不適用	第三級 基於被投資者財務狀況及使用資產淨值情況	不適用	不適用	不適用
- Unlisted equity investment which principally engage in licensed money lending and manufacturing & sale of packaging products in Hong Kong and the PRC	18,000	N/A	Level 3 Based on the net assets value determined by market approach	Price to earning ratio: 7.37 and 9.67 for different businesses Discount for lack of marketability: 15.8%	The higher ratio, the higher the fair value The higher the discount rate, the lower the fair value	5% increase/(decrease) in price to earning ratio would result in increase/(decrease) in fair value of approximately HK\$500,000 (2020: Nil)
- 主要於香港及中國從事放債業務以及製造及銷售包裝產品的非上市股權投資	不適用	不適用	第三級 基於採用市場法釐定的資產淨值	市盈率：7.37及9.67 (因業務不同而存在差異) 缺乏市場流通性 貼現：15.8%	比率越高則公平值越高 貼現率越高則公平值越低	5% increase/(decrease) in discount for lack of marketability would result in (decrease)/increase in fair value of approximately HK\$131,000 (2020: Nil)
						因缺乏市場流通性而增加／(減少) 5% 的貼現將導致公平值(減少)／增加約 131,000港元 (二零二零年：無)

There were no transfers among Level 1, 2 and 3 during both years.

第一級、第二級及第三級之間於兩個年度內概無互相轉移。

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35. FINANCIAL INSTRUMENTS (Continued)

35. 金融工具 (續)

Reconciliation of Level 3 fair value measurements

第三級公平值測量法之對賬

(a)

(a)

		Equity investments at fair value through other comprehensive income 按公平值透過 其他全面收入列賬 之股權投資 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	55,517
Purchase	購買	74,340
Held to maturity	持有至到期	(5,938)
Change in fair value recognised in other comprehensive income	於其他全面收入確認之公平值變動	(3,563)
Exchange difference	匯兌差額	3,425
At 31 December 2020 and at 1 January 2021	於二零二零年十二月三十一日及 於二零二一年一月一日	123,781
Purchase	購買	36,930
Reclassification from interests in associates (note 16)	自聯營公司權益重新分類 (附註16)	18,000
Disposal	出售	(52,876)
Change in fair value recognised in other comprehensive income	於其他全面收入確認之 公平值變動	(18,698)
Exchange difference	匯兌差額	1,625
At 31 December 2021	於二零二一年十二月三十一日	108,762

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35. FINANCIAL INSTRUMENTS (Continued)

Reconciliation of Level 3 fair value measurements (Continued)

(b)

At 1 January 2020	於二零二零年一月一日	14,921
Purchases	購買	88,476
Disposal	出售	(8,391)
Change in fair value recognised in profit or loss	於損益確認之公平值變動	(7,504)
Exchange difference	匯兌差額	516
At 31 December 2020 and at 1 January 2021	於二零二零年十二月三十一日及於 二零二一年一月一日	88,018
Purchase	購買	33,997
Disposal	出售	(60,791)
Change in fair value recognised in profit or loss	於損益確認之公平值變動	7,961
Exchange difference	匯兌差額	3,039
At 31 December 2021	於二零二一年十二月三十一日	72,224

35. 金融工具 (續)

第三級公平值測量法之對賬 (續)

(b)

Equity investments
at fair value
through
profit or loss
按公平值透過
損益列賬之
股權投資
HK\$'000
千港元

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35. FINANCIAL INSTRUMENTS (Continued)

35. 金融工具 (續)

Reconciliation of Level 3 fair value measurements (Continued)

第三級公平值測量法之對賬 (續)

(c)

(c)

		Financial liability at fair value through profit or loss 按公平值透過 損益列賬之 金融負債 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	15,660
Change in fair value recognised in profit or loss	於損益內確認之公平值變動	(15,660)
At 31 December 2020 and 31 December 2021	於二零二零年十二月三十一日及 二零二一年十二月三十一日	-

The management of the Group estimates the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis.

本集團管理層使用貼現現金流量分析估計按攤銷成本計量的金融資產及金融負債的公平值。

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their fair values.

本集團管理層認為，在綜合財務狀況表內按攤銷成本入賬的金融資產及金融負債的賬面值與其公平值相若。

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36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details change 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 flow will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

36. 有關融資活動所產生負債之對賬

下表詳述本集團融資活動所產生負債之變動，包括現金及非現金變動。融資活動產生之負債為現金流量或未來現金流量，該等現金流量或未來現金流量於本集團綜合現金流量表中分類為融資活動所產生之現金流量。

		Borrowings 借款 (note 27) (附註27) HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	593,287
Financing cash flows	融資現金流量	20,000
Repayment of borrowings by lessees (note 37)	承租人償還借款 (附註37)	(150,001)
Repayment	償還	(20,283)
Foreign exchange differences	匯兌差額	28,488
Total change from financing cash flow:	融資現金流量總變動：	471,491
Other change:	其他變動：	
Acquisition of subsidiary (note 41a)	收購一家附屬公司 (附註41a)	1,898
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日	473,389
Financing cash flows	融資現金流量	-
Repayment of borrowings by lessees (note 37)	承租人償還借款 (附註37)	(63,108)
Repayment	償還	(1,204)
Foreign exchange differences	匯兌差額	14,614
At 31 December 2021	於二零二一年十二月三十一日	423,691

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37. TRANSFERS OF FINANCIAL ASSETS

Transferred financial assets that are not derecognised in their entirety

At 31 December 2021 and 2020, the Group entered into sale-leaseback transaction and finance lease receivables transfer agreements (the “Agreements”) and transferred certain sale-leaseback and finance lease receivables (the “Transferred Lease Receivables”) to banks and other financial institutions for financing. Under the Agreements, the banks and other financial institutions have recourse right and the Group has the obligation to reimburse the banks and other financial institutions for loss of rental if any lessees have late and default payment. As the Group has not transferred the significant risks relating to these Transferred Lease Receivables, it continues to recognise in their full carrying amount and has recognised the cash received as repayment of the relevant secured borrowings. During the year ended 31 December 2021, repayment of borrowings of HK\$63,108,000 (2020: HK\$150,001,000) in respect of the Transferred Lease Receivables as set out in note 36 was made by relevant leasees directly to banks and/or other financial institutes.

The following tables provide a summary of carrying amounts related to transferred financial assets that are not derecognised in their entirety and the associated liabilities:

37. 轉讓金融資產

轉讓未整個終止確認之金融資產

於二零二一年及二零二零年十二月三十一日，本集團訂立售後回租交易及應收融資租賃轉讓協議（「協議」），轉讓若干售後回租交易及融資租賃應收款（「已轉讓租賃應收款」）予銀行及其他金融機構以供融資。根據協議，銀行及其他金融機構擁有追索權，倘若承租人滯後付款或違約，本集團有責任償付銀行及其他金融機構之租金損失。由於本集團並無就此等已轉讓租賃應收款轉移主要風險，因此持續確認其全部賬面值，並將所收取的現金確認為償還相關有抵押借款。截至二零二一年十二月三十一日止年度，有關附註36所載的已轉讓租賃應收款的償還借款63,108,000港元（二零二零年：150,001,000港元）乃由相關承租人直接向銀行及／或其他金融機構作出。

下列表格概述有關被轉讓卻未完全終止確認的金融資產及相關負債的賬面值：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Carrying amount of transferred assets	已轉讓資產之賬面值	158,270	168,045
Carrying amount of associated liabilities	相關負債之賬面值	(423,691)	(471,774)
Net position	淨額	(265,421)	(303,729)

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37. TRANSFERS OF FINANCIAL ASSETS

(Continued)

Transferred financial assets that are not derecognised in their entirety (Continued)

At 31 December 2021, the Group had certain other finance lease receivables transfer agreements (the “Non-recourse Agreements”) and transferred certain finance lease receivables with interests (the “Non-recourse Transferred Lease Receivables”) to banks and other financial institutions for financing without recourse with an aggregate amount of HK\$2,576,931,000 (2020: HK\$3,292,778,000). Under the Non-recourse Agreements, the banks and other financial institutions do not have recourse right and the Group does not have the obligation to reimburse the banks and other financial institutions for loss of rental if any lessees have late and default payment. In the opinion of the directors of the Company, the Group has transferred all risks and rewards relating to these Non-recourse Transferred Lease Receivables. Accordingly, it has recognised the full carrying amounts of the Non-recourse Transferred Lease Receivables and the associated liabilities. During the year ended 31 December 2021 and 2020, the Group has not recognised any loss in relation to the continuing involvement, both during the period or cumulatively.

38. RELATED PARTY TRANSACTIONS

Same as disclosed elsewhere in the consolidated financial statements, during the year the Group had the following transactions with related parties.

(a) **The Group had the following transactions with the partner of its associate during the year:**

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Subsidiaries of the controlling shareholder of the Group's associate	本集團聯營公司控股股東之附屬公司		
Service charges paid	已付服務費	–	55,921
Leasing income	租賃收入	–	60,482

(b) The remuneration of key management personnel of the Group, represented by the directors and chief executive of the Company, during the year are set out in note 8. The remuneration of directors and chief executive is determined by the remuneration committee having regard to the performance of individuals and market trend.

37. 轉讓金融資產 (續)

轉讓未整個終止確認之金融資產 (續)

於二零二一年十二月三十一日，本集團擁有若干其他融資租賃應收款轉讓協議（「無追索權協議」），轉讓若干計息融資租賃應收款（「無追索權已轉讓租賃應收款」）予銀行及其他金融機構以融資合共2,576,931,000港元（無追索權）（二零二零年：3,292,778,000港元）。根據無追索權協議，銀行及其他金融機構並無追索權，而倘任何承租人滯後付款或違約，本集團並無責任償付銀行及其他金融機構之租金損失。本公司董事認為，本集團已就此等無追索權已轉讓租賃應收款轉移全部主要風險及回報。因此，已確認無追索權已轉讓租賃應收款及相關負債的全部賬面值。於截至二零二一年及二零二零年十二月三十一日止年度，本集團並無就期間或累計期間持續參與確認任何虧損。

38. 關聯方交易

誠如綜合財務報表其他部分所披露者，本集團年內與關聯方進行以下交易。

(a) **本集團於本年度與其聯營公司之合夥人進行以下交易：**

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
年內本集團主要管理人員（以本公司董事及主要行政人員為代表）之酬金載列於附註8。董事及主要行政人員之酬金乃由薪酬委員會根據個別人士之表現及市場趨勢釐定。		

(b) 年內本集團主要管理人員（以本公司董事及主要行政人員為代表）之酬金載列於附註8。董事及主要行政人員之酬金乃由薪酬委員會根據個別人士之表現及市場趨勢釐定。

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39. PARTICULARS OF PRINCIPAL SUBSIDIARIES

39. 主要附屬公司之詳情

Particulars of the subsidiaries of the Company at 31 December 2021 and 2020 are as follows:

於二零二一年及二零二零年十二月三十一日，本公司附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/ 註冊地點	Issued and fully paid share capital (note a) 已發行及繳足股本 (附註a)	Proportion of nominal value of issued share capital held by the Company 本公司所持已發行股本之 面值比例		Principal activities 主要業務
			2021 二零二一年	2020 二零二零年	
Indirectly held by the Company 本公司間接持有					
Able Winner International Limited 興勝國際有限公司	Hong Kong 香港	Ordinary shares HK\$1 普通股1港元	100%	100%	Investment holding 投資控股
Upmove International Limited 晉瑞國際有限公司	Hong Kong 香港	Ordinary share HK\$1 普通股1港元	100%	100%	Investment holding 投資控股
Elegant Basic Investments Limited 精基投資有限公司	BVI 英屬處女群島	Ordinary shares US\$100 普通股100美元	100%	100%	Investment 投資
TF Advances Limited	Hong Kong 香港	Ordinary shares HK\$1 普通股1港元	100%	100%	Treasury investment activities including money lending 資金投資業務包括放貸
Multi Kingdom Investment Limited ("Multi Kingdom")	BVI 英屬處女群島	Ordinary shares US\$100 普通股100美元	100%	100%	Property investment 物業投資
Amaze Global Limited	BVI 英屬處女群島	Ordinary shares US\$1,000 普通股1,000美元	100%	100%	Office management 辦公室管理
BJ Ever Grand [^] 北京恒嘉	The PRC 中國	US\$36,000,000 36,000,000美元	51.39%	51.39%	Provision of finance lease and related consulting services in the PRC 在中國提供融資租賃及 相關諮詢服務
TJ Ever Grand 天津恒嘉	The PRC 中國	RMB200,000,000 人民幣200,000,000元	51.39%	51.39%	Provision of finance lease and related consulting services in the PRC 在中國提供融資租賃及 相關諮詢服務
Qikang Biological Technology Limited ("Qikang") [*] 遼寧啟康生物科技有限公司 (「啟康」)	The PRC 中國	HK\$130,376,000 130,376,000港元	100%	100%	Research & development, manufacturing and sales of food additives and health beverage products in the PRC 中國食品添加劑及健康飲品的 研發、生產及銷售

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39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

39. 主要附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/ 註冊地點	Issued and fully paid share capital (note a) 已發行及繳足股本 (附註a)	Proportion of nominal value of issued share capital held by the Company 本公司所持已發行股本之 面值比例		Principal activities 主要業務
			2021 二零二一年	2020 二零二零年	
Zhujian Biotechnology (Shanghai) Company Limited ("Zhujian")*	The PRC	RMB5,000,000	100%	100%	Research & development of bioengineering technology and sales of food additives and health beverage products in the PRC
竹間生物科技(上海)有限公司 (「竹間」)	中國	人民幣5,000,000元			中國生物工程技術的研發及食品添加劑及健康飲品的銷售
Livingzone (Shanghai) Bio-Chem Technology Co., Ltd ("Livingzone")	The PRC	HK\$126,310,000	100%	100%	Research & development of bioengineering technology and property investment in the PRC
上海立足生物科技有限公司 (「立足」)	中國	126,310,000港元			中國生物工程技術的研發及物業投資
Ever Grand Healthcare Company Limited	Hong Kong	HK\$1,000	100%	100%	Provision of sale of medical and health products
恒嘉健康管理有限公司	香港	1,000港元			提供醫療保健品的銷售
Tripler Holdings Limited	Hong Kong	HK\$1,000,000	100%	100%	Provision of sale of daily necessities and personal hygiene products
森川實業有限公司	香港	1,000,000港元			提供日用品及個人衛生產品的銷售
Hainan Jintong Huafu Technology Co., Ltd. ("Hainan Jintong")	The PRC	RMB14,640,000	51.39%	N/A	Investment
海南晉通華府科技有限公司 (「海南晉通」)	中國	人民幣14,640,000元			不適用 投資

* English name for reference only

^ The subsidiary is a sino-foreign equity joint venture

Note:

(a) All principal subsidiaries operate principally in Hong Kong except BJ Ever Grand, TJ Ever Grand, Qikang, Livingzone, Zhujian and Hainan Jintong.

^ 該附屬公司為中外合資企業

附註：

(a) 所有主要附屬公司均主要在香港經營，惟北京恒嘉、天津恒嘉、啟康、立足、竹間及海南晉通除外。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results of the year or formed a substantial portion of the assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities subsisting at 31 December 2021 and 2020 or at anytime during the year.

Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股股東權益所持擁有權益及投票權比例		Loss allocated to non-controlling interests 分配予非控股股東權益之虧損		Accumulated non-controlling interests 累計非控股股東權益	
		2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年	2021 二零二一年	2020 二零二零年
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
BJ Ever Grand 北京恒嘉	The PRC 中國	48.61%	48.61%	(22,089)	(113,645)	35	6,555

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The recognised financial information below represents amounts before intragroup eliminations.

39. 主要附屬公司之詳情 (續)

董事認為上表列出主要影響本年度業績或構成本集團資產之主要部分之本集團附屬公司。董事認為，呈列其他附屬公司之詳情將導致其詳情過於冗長。

於二零二一年及二零二零年十二月三十一日或於本年度任何時間，附屬公司概無持有任何債務證券。

擁有重大非控股股東權益之非全資附屬公司詳情

下表列示本集團擁有重大非控股股東權益之非全資附屬公司詳情：

有關本集團擁有重大非控股股東權益之各附屬公司之財務資料概要載於下文。以下經確認財務資料呈列集團內各公司間對銷前之金額。

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39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

39. 主要附屬公司之詳情 (續)

BJ Ever Grand and its wholly owned subsidiary

北京恒嘉及其全資附屬公司

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Current assets	流動資產	384,089	416,594
Non-current assets	非流動資產	121,515	132,634
Current liabilities	流動負債	(490,795)	(492,655)
Non-current liabilities	非流動負債	(29,995)	(41,886)
Equity attributable to owners of the Company	本公司擁有人應佔權益	(15,221)	8,132
Non-controlling interests	非控股股東權益	35	6,555
Revenue	收入	3,214	21,649
Expenses	開支	(42,685)	(51,409)
Other income and loss	其他收入及虧損	(5,971)	(204,029)
Loss for the year	年內虧損	(45,442)	(233,790)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(23,353)	(120,145)
Loss attributable to the non-controlling interests	非控股股東權益應佔虧損	(22,089)	(113,645)
Loss for the year	年內虧損	(45,442)	(233,790)

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

39. 主要附屬公司之詳情 (續)

BJ Ever Grand and its wholly owned subsidiary (Continued)

北京恒嘉及其全資附屬公司 (續)

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Other comprehensive expense attributable to owners of the Company	本公司擁有人應佔其他全面開支	(4)	(422)
Other comprehensive expense attributable to the non-controlling interests	非控股股東權益應佔其他全面開支	(3)	(400)
Other comprehensive expense for the year	年內其他全面開支	(7)	(822)
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面開支總額	(23,356)	(120,567)
Total comprehensive expense attributable to the non-controlling interests	非控股股東權益應佔全面開支總額	(22,092)	(114,045)
Total comprehensive expense for the year	年內全面開支總額	45,448	(234,612)
Net cash outflow from operating activities	經營活動產生之現金流出淨額	(3,319)	(85,410)
Net cash (outflow)/inflow from investing activities	投資活動產生之現金(流出) / 流入淨額	(11,847)	66,479
Net cash outflow from financing activities	融資活動產生之現金流出淨額	15,624	-
Net cash inflow/(outflow)	現金流入 / (流出) 淨額	458	(18,931)

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綜合財務報表附註

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40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

40. 本公司之財務狀況表及儲備

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產		
Investment in subsidiaries	於附屬公司之投資	11	11
Amounts due from subsidiaries	應收附屬公司款項	392,293	439,051
		392,304	439,062
Current assets	流動資產		
Other receivables, deposits and prepayments	其他應收款、按金及預付款項	1,436	1,297
Amounts due from a subsidiary	應收一家附屬公司款項	5,048	5,000
Bank balances and cash	銀行結餘及現金	370	370
		6,854	6,667
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	-	2
Other payables and accruals	其他應付款及應計費用	11,560	13,110
		11,560	13,112
Net current liabilities	流動負債淨額	(4,706)	(6,445)
Total assets less current liabilities	總資產減流動負債	387,598	432,617
Capital and reserves	股本及儲備		
Share capital	股本	168,730	168,730
Reserves	儲備	218,868	263,887
Total equity	總權益	387,598	432,617

Approved by the Board of Directors on 31 March 2022 and are signed on its behalf by:

已於二零二二年三月三十一日獲董事會批准，並由以下董事代表簽署：

WONG LIK PING
王力平
Director
董事

LAI KA FAI
黎嘉輝
Director
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

(Continued)

Movement in the Company's reserves

40. 本公司之財務狀況表及儲備 (續)

本公司之儲備變動

		Share premium 股份溢價 HK\$'000 千港元	Share options reserve 購股權儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	1,520,921	727	(1,097,840)	423,808
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	(196,598)	(196,598)
Issue of shares upon completion of placing	配售完成後發行股份	8,407	-	-	8,407
Issue of shares upon acquisition of a subsidiary	收購一家附屬公司後發行股份	28,270	-	-	28,270
At 31 December 2020	於二零二零年十二月三十一日	1,557,598	727	(1,294,438)	263,887
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	(45,019)	(45,019)
Share options lapsed	購股權失效	-	(727)	727	-
Issue of shares upon acquisition of subsidiary	收購一家附屬公司後發行股份	-	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	1,557,598	-	(1,338,730)	218,868

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綜合財務報表附註

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

41. ACQUISITION OF SUBSIDIARIES

- (a) On 21 August 2020 (the “Completion Date”), Ever Grand Healthcare Company Limited, a wholly owned subsidiary of the Company, had completed the acquisition of Tripler. Tripler is principally engaged in provision of sale of daily necessities and personal hygiene products in Hong Kong.

The consideration for the acquisition is HK\$47,802,000, which the allotment and issue of an aggregate of 257,000,000 ordinary shares of the Company (the “Consideration Shares”) at issue price of HK\$0.186 per share of which 108,000,000 new shares were subjected to the escrow arrangement according to the profit guarantee requirement as indicated in the acquisition agreement. The fair value of Consideration Shares at the date of acquisition amount to HK\$53,970,000 based on the closing market price at the date of acquisition.

Pursuant to the acquisition agreement, the vendor guaranteed to the Group that the net profit after tax of Tripler (the “Actual Profit”) for each of the two financial years ending 31 December 2020 and 31 December 2021 shall be as follows: (i) for the year ending 31 December 2020: not less than HK\$6,000,000 and (ii) for the year ending 31 December 2021: not less than HK\$6,500,000 (collectively referred to as “Profit Guarantee”). Each of the specified period is independent and no excessive amount of Actual Profit can carry forward.

Such shares shall be released to the vendor if the business of Tripler achieves the aforesaid profit guarantee within the relevant financial period (i.e. 54,000,000 shares in respect of each of two financial years). If Tripler fail to achieve the Profit Guarantee within each of the relevant financial years, the Group will receive cash compensation from the vendor for any shortfall equivalent to the difference between the Profit Guarantee within the relevant period and the Actual Profit. In addition, 54,000,000 shares escrowed in respect of the relevant period shall be returned to the Group and cancelled thereafter.

41. 收購附屬公司

- (a) 於二零二零年八月二十一日（「完成日期」），本公司全資附屬公司恒嘉健康管理有限公司已完成收購森川。森川主要於香港從事提供日用品及個人衛生產品的銷售。

收購事項代價為47,802,000港元，已按發行價每股0.186港元配發及發行本公司合共257,000,000股普通股（「代價股份」），其中108,000,000股新股根據收購協議所示之溢利保證之規定受託管安排所規限。代價股份於收購日期之公平值乃基於收購日期的收市價為53,970,000港元。

根據收購協議，賣方向本集團保證森川截至二零二零年十二月三十一日及二零二一年十二月三十一日止兩個財政年度的除稅後純利（「實際溢利」）分別為：(i)截至二零二零年十二月三十一日止年度：不低於6,000,000港元及(ii)截至二零二一年十二月三十一日止年度：不低於6,500,000港元（統稱「溢利保證」）。各特定期間為獨立且並無過多的實際溢利可予結轉。

倘森川的業務於有關財政期間達成上述溢利保證（即就兩個財政年度各年54,000,000股股份），有關股份應發放予賣方。倘森川未能於有關財政年度內達成溢利保證，本集團將從賣方收取等同於在有關期間內溢利保證與實際溢利之間任何差額的現金補償。此外，於有關期間託管之54,000,000股股份應歸還予本集團並於其後註銷。

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綜合財務報表附註

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41. ACQUISITION OF SUBSIDIARIES (Continued)

41. 收購附屬公司 (續)

(a) (Continued)

At the Completion Date, the fair value of this contingent consideration receivables and other reserve are estimated at approximately HK\$5,051,000 and HK\$15,876,000 respectively, in respect of the possible outcome of each of two financial years. Other reserve is not subjected to remeasurement in subsequent years.

Further details are set out in the Company's announcement date 29 July 2020 and 21 August 2020.

The identifiable assets and liabilities acquired was recognised at the date of acquisition as follows:

(a) (續)

於完成日期，該應收或然代價及其他儲備之公平值估計於兩個財政年度之可能結果分別為約5,051,000港元及15,876,000港元。其他儲備於隨後年度無須重新計量。

進一步詳情載於本公司日期為二零二零年七月二十九日及二零二零年八月二十一日之公告。

於收購日期確認之所收購可識別資產及負債如下：

		Fair value 公平值 HK\$'000 千港元
Inventories	存貨	3,054
Trade and other receivables	貿易應收款及其他應收款	3,173
Cash and bank balance	現金及銀行結餘	4,609
Trade and other payables	貿易應付款及其他應付款	(1,451)
Bank loans	銀行貸款	(1,898)
Net identifiable assets at fair values	按公平值之可識別資產淨值	7,487
Goodwill arising from the acquisition	產生自收購的商譽	25,556
Total fair value consideration	總公平值代價	33,043
Consideration satisfied by:	代價按以下償付：	
Fair value of consideration shares	代價股份的公平值	53,970
Less:	減：	
Contingent consideration receivables	應收或然代價	(5,051)
Other reserve	其他儲備	(15,876)
		33,043
Net cash inflow arising on acquisition:	產生自收購的現金流入淨額：	
Cash and cash equivalents acquired of	所收購現金及現金等值物	4,609

The revenue included in the consolidated statement of profit or loss since 21 August 2020 contributed by Tripler was HK\$6,961,000. The profit of HK\$851,000 was accounted for the same period.

自二零二零年八月二十一日以來，森川貢獻並計入綜合損益表的收益為6,961,000港元。溢利851,000港元已於同期入賬。

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

41. ACQUISITION OF SUBSIDIARIES (Continued)

(a) (Continued)

Had this business combination been effected at 1 January 2020, the revenue of the Group would have been approximately HK\$101,146,000 and the loss for the year would have been approximately HK\$350,224,000. The directors consider these 'pro-forma' numbers to represent an approximate measure of the performance of the combined Group on an annualised basis and to provide a reference point for comparison in future periods.

The goodwill of HK\$25,556,000, which is not deductible for tax purposes, comprise the acquired workforce and the value of the expected distribution networks arising from the combination of the acquired business with the existing operations of the Group.

42. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere on this report, the Group did not have any significant events after the reporting period.

41. 收購附屬公司 (續)

(a) (續)

倘該業務合併已於二零二零年一月一日生效，本集團的收益應為約101,146,000港元，而年內虧損應為約350,224,000港元。董事認為，該等「備考」數字代表有關合併本集團年化基準表現的概略計量，並為未來期間提供比較參考點。

就稅務而言不可扣減的商譽25,556,000港元包括將已收購業務與本集團現有業務合併而產生的已收購勞動力及預期分銷網絡價值。

42. 報告期後事項

除本報告其他章節所披露者外，本集團在報告期後並無任何重大事項。

FINANCIAL SUMMARY

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For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2017	2018	2019	2020	2021
		二零一七年	二零一八年	二零一九年	二零二零年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Continuing operations	持續經營業務					
Revenue	收入	198,134	90,523	71,155	66,184	123,630
Loss before taxation	除稅前虧損	(29,630)	(359,626)	(52,761)	(342,603)	(58,576)
Income tax (expense)/credit	所得稅(支出)/抵免	(6,059)	(13,468)	1,798	(13,975)	(4,132)
Loss for the year from continuing operations	本年度來自持續經營業務之虧損	(35,689)	(373,094)	(50,963)	(356,578)	(62,708)
Discontinued operation	已終止經營業務					
Loss for the year from discontinued operation	本年度來自已終止經營業務之虧損	(114)	-	-	-	-
Loss for the year	本年度虧損	(35,803)	(373,094)	(50,963)	(356,578)	(62,708)
Loss for the year attributable to:	下列各項應佔本年度虧損：					
- Owners of the Company	- 本公司擁有人	(42,654)	(372,098)	(34,132)	(242,933)	(40,619)
- Non-controlling interests	- 非控股股東權益	6,851	(996)	(16,831)	(113,645)	(22,089)
		(35,803)	(373,094)	(50,963)	(356,578)	(62,708)

FINANCIAL SUMMARY
財務摘要

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於十二月三十一日				
		2017	2018	2019	2020	2021
		二零一七年	二零一八年	二零一九年	二零二零年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	2,584,589	1,878,875	1,546,675	1,185,716	1,081,497
Total liabilities	總負債	(1,230,181)	(951,174)	(685,656)	(611,098)	(565,751)
		1,354,408	927,701	861,019	574,618	515,746
Equity attributable to owners of the Company	本公司擁有人應佔權益	1,204,447	787,937	740,419	568,063	515,711
Non-controlling interests	非控股股東權益	149,961	139,764	120,600	6,555	35
		1,354,408	927,701	861,019	574,618	515,746

