

ANNUAL
REPORT
2021

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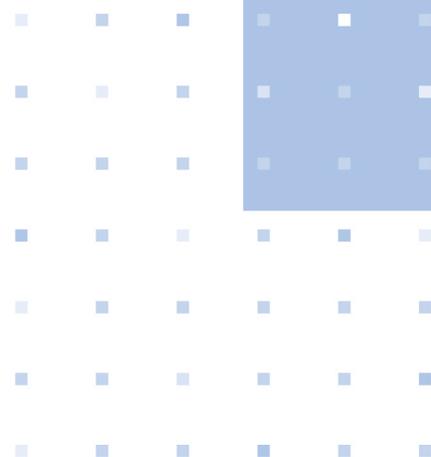
CHINA FORDOO HOLDINGS LIMITED
中國虎都控股有限公司

(incorporated in the Cayman Islands with limited liability)

Stock Code: 2399

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Corporate Information

Board of Directors and Committees

Executive Directors

Mr. Kwok Kin Sun (*Chairman*)
Mr. Kwok Hon Fung
Mr. Peng Zuncheng (appointed on 1 January 2021)
Mr. Tong Xin (resigned on 12 October 2021)

Independent Non-executive Directors

Mr. Cheung Chiu Tung
Mr. Poon Yick Pang Philip
Mr. Ma Yu-heng (appointed on 16 March 2022)
Ms. Huang Yumin (resigned on 27 December 2021)

Audit Committee

Mr. Poon Yick Pang Philip (*Chairman*)
Mr. Cheung Chiu Tung
Mr. Ma Yu-heng (appointed on 16 March 2022)
Ms. Huang Yumin (resigned on 27 December 2021)

Remuneration Committee

Mr. Cheung Chiu Tung (*Chairman*)
Mr. Poon Yick Pang Philip
Mr. Peng Zuncheng (appointed on 27 December 2021)
Ms. Huang Yumin (resigned on 27 December 2021)

Nomination Committee

Mr. Kwok Kin Sun (*Chairman*)
Mr. Poon Yick Pang Philip
Mr. Cheung Chiu Tung (appointed on 27 December 2021)
Ms. Huang Yumin (resigned on 27 December 2021)

Company Secretary

Mr. Tung Man Chun (appointed on 1 July 2021)
Mr. Lai Tsz Yin (resigned on 30 June 2021)

Authorized Representatives

Mr. Kwok Hon Fung
Mr. Tung Man Chun (appointed on 1 July 2021)
Mr. Lai Tsz Yin (resigned on 30 June 2021)

Auditor

Elite Partners CPA Limited, *Certified Public Accountants*

Legal Adviser as to Hong Kong Law

Chungs Lawyers in association with
DeHeng Law Offices

Registered Office

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

Headquarters and Principal Place of Business in the People's Republic of China

Fordoo Industrial Zone E12
Xunmei Industrial Zone, Fengze District
Quanzhou City, Fujian Province, China

Principal Place of Business in Hong Kong

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3 Garden Road, Central,
Hong Kong

Principal Share Registrar and Transfer Office

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3,
Building D, P.O. Box 1586,
Gardenia Court, Camana Bay,
Grand Cayman, KY1-1100,
Cayman Islands

Branch Share Registrar and Transfer Office

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

Principal Bankers

China CITIC Bank Corporation Limited
China Construction Bank Corporation

IR Contact

Investor relations department,
China Fordoo Holdings Limited
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Company Website

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Financial Highlights

From continuing operations

- Revenue of the Group increased by 38.4% to RMB373.9 million (2020: RMB270.1 million).
- Gross profit of the Group increased by 43.3% to RMB110.2 million (2020: RMB76.9 million).
- Net loss of the Group was RMB166.9 million (2020: net loss of RMB552.2 million).
- Basic and diluted loss per share was RMB7.37 cents (2020: RMB28.71 cents).
- The Board has resolved not to recommend the payment of a final dividend for the year (2020: Nil).

| | 2021 | 2020 | Change |
|--|---------------|---------|------------|
| Profitability ratios | | | |
| From continuing operations | | | |
| Gross profit margin | 29.5% | 28.5% | +1.0 ppt |
| Net loss margin | -44.7% | -204.5% | -159.8 ppt |
| From continuing and discontinued operations | | | |
| Return on equity ⁽¹⁾ | -37.6% | -101.6% | -64.0 ppt |
| Liquidity ratios | | | |
| From continuing operations | | | |
| Inventory turnover (Days) ⁽²⁾ | 60 | 81 | -21 |
| Trade and bills receivables turnover (Days) ⁽³⁾ | 186 | 202 | -16 |
| Trade payables turnover (Days) ⁽⁴⁾ | 57 | 26 | +31 |
| Capital ratios | | | |
| Interest coverage ratios ⁽⁵⁾ | N/A | N/A | |
| Net Debt to equity ratio (%) ⁽⁶⁾ | 71.8% | 57.2% | +14.6 ppt |
| Gearing ratio ⁽⁷⁾ | 100.8% | 93.9% | +6.9 ppt |

Notes:

- (1) Net loss for the Year divided by total equity.
- (2) Average of the inventory at the beginning and at the end of the Year divided by cost of sales times number of days during the Year.
- (3) Average of the trade and bills receivables at the beginning and at the end of the Year divided by revenue times number of days during the Year.
- (4) Average of the trade payables and bills payable at the beginning and at the end of the Year divided by costs of sales times number of days during the Year.
- (5) Profit before interest and tax for the Year divided by interest expenses of the Year.
- (6) Net debt divided by total equity as of the end of the Year. Net debt includes bank and other borrowings and corporate bonds net of cash and cash equivalents, pledged bank deposits and fixed deposits held at bank.
- (7) Total debts divided by the total equity as of the end of the Year.

Chairman's Statement

Dear shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of China Fordoo Holdings Limited (the "Company"), I am pleased to present the audited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2021 (the "Year").

Business overview

The business environment of the menswear apparel industry was still very difficult. Although comparing with 2020, the economy in China has slightly recovered, the occurrence of recurrent waves and outbreaks of COVID-19 are still affecting the consumers' demand for well-known branded products and they are more inclined to buy more affordable and fast fashion products. In addition, the increase in operating costs, such as raw materials and labour, has also made the situation even worse, especially in some first-tier cities in China.

To cope with the intense competition in the retail market and weak consumer sentiment, the Group continued to rationalize its distribution network by closing some of the underperforming retail outlets and to strengthen the corporation with its distributors and sub-distributors in order to improve operating efficiency. Furthermore, the Group will persistently enhance its design and product development capabilities to increase its brand building strategies and flexibility in the outsourcing and sales of its branded menswear apparel.

The Group further expanded to the business of sale of automotive, motorcycle and other industrial products through its indirectly owned subsidiary in Hong Kong to Saudi Arabia in the second half of 2021. This new business segment had brought in additional revenue of approximately RMB98.8 million for this financial year.

On 10 January 2022, as part of the Group's strategy to diversify its business and to enhance the long-term growth and shareholder value, Jiangsu HengAn Energy Technology Co., Ltd.* (江蘇恒安儲能科技有限公司) ("Jiangsu HengAn"), an indirectly wholly-owned subsidiary of the Company, entered into the Intellectual Property Rights Transfer Agreement and the Fixed Assets Transfer Agreement with Beijing Baineng Huitong Technology Co., Ltd.* (北京百能匯通科技有限責任公司), Baoding Baineng Huitong New Energy Technology Co., Ltd.* (保定百能匯通新能源科技有限公司) and Qinghai Baineng Huitong New Energy Technology Co., Ltd.* (青海百能匯通新能源科技有限公司) (collectively, the "Transferors"), pursuant to which Jiangsu HengAn will acquire and the Transferors will transfer the intellectual property rights and fixed assets in respect of the production facilities of zinc-bromine flow battery (鋅溴液流電池) at a total consideration of RMB53.6 million, which comprises of (i) consideration for the intellectual properties rights, RMB48.7 million; and (ii) consideration for the fixed assets, RMB4.9 million (the "2022 Acquisitions"). The 2022 Acquisitions are in line with the business development strategies and planning of the Group and offers good opportunities for the Group to expand into the power storage industry business segment, which the Group believes is of huge potential as the PRC government has made significant effort in promoting the development of clean energy.

During the Year, the Group acquired the economic interest and benefits of Tianjin Honggao Technology Co., Ltd.* (天津洪高科技有限公司) ("Tianjin Honggao") through the acquisition of Good Productive Limited ("GPL") at a cash consideration of HK\$9.7 million (approximately RMB8.2 million) on 30 March 2021. Tianjin Honggao is principally engaged in the business of sales and marketing of automobiles through an e-commerce platform. However, due to the uncertainties brought by the change in the regulatory environment in the PRC that affected the operation of Tianjin Honggao, the Group subsequently disposed GPL on 30 November 2021 at a cash consideration of HK\$9.7 million (approximately RMB8.1 million) with a gain of approximately RMB3.4 million.

Chairman's Statement

Future prospects

Although we are facing unprecedented challenges and uncertainties ahead, we remain cautiously optimistic towards our business development in the medium and long run. As the COVID-19 vaccination is getting common, many cities across China are loosening restrictions and resuming normal business and social activities, therefore industries including tourism, entertainment and retailing will be benefit from that. We believe that the menswear apparel segment will recover in 2022. We also expect that the demand of our products will increase when the economy restores. The Group will continue to monitor the menswear apparel operations, control and reduce unnecessary expenses and save costs.

In addition, the Group believes that the expansion into the sales of automotive, motorcycle and other industrial products segment and the power storage industry business segment can allow the Group to achieve greater value for the Shareholders of the Company in the near future.

Appreciation

Last but not least, I would like to take this opportunity to extend my sincere gratitude to all Shareholders, fellow directors, senior management and staff for their dedication and contribution to the Group's development during the Year. I, on behalf of the Board, would like to thank all our customers, suppliers and business partners for their continuous support and trust. Going forward, we shall remain unwavering in exploring further opportunities and overcoming challenges for attaining better results for the Group.

Kwok Kin Sun

Chairman

Hong Kong, 3 May 2022

Management Discussion and Analysis

Overview

The Group is one of the leading menswear enterprises in the PRC focusing on the sales of its branded menswear apparel and brand licensing. During the year, the Group has gradually completed the transformation from labour intensive manufacturing industry to outsourcing its branded menswear apparel by leveraging its own design talent.

In the Year, the Group's revenue from continuing operations increased from RMB270.1 million to RMB373.9 million, representing an approximately 38.4% increase comparing with the financial year of 2020.

Revenue from sales of menswear apparel slightly increased from RMB270.1 million to RMB275.1 million, representing an approximately 1.9% increase comparing with the financial year of 2020.

During this Year, the Group had issued a total of 168,418,000 new shares under general mandate for a total sum of approximately HK\$95,003,468 (approximately RMB77,657,573), which is expected to be used for future business development, repayment of debt and general working capital.

Financial review

The Group's revenue from continuing operations for the Year was approximately RMB373.9 million, representing an increase of approximately RMB103.8 million or approximately 38.4% from approximately RMB270.1 million in the previous financial year. The increase in revenue was the combined effect of the slightly increase of approximately RMB5.0 million in the revenue from the menswear apparel segment and the new revenue contribution of approximately RMB98.8 Million from the industrial products segment.

During the Year, the Group reported a gross profit from continuing operations of RMB110.2 million, representing an increase of approximately 43.3% or approximately RMB33.3 million over the corresponding period of the previous financial year. The gross profit margin for the Year and the previous financial year was 29.5% and 28.5%, respectively. The slightly increase in gross profit margin was mainly due to the higher gross profit margin of approximately 34.3% in the sales of industrial products segment compared to approximately 27.7% in the menswear apparel segment. The decrease in profit margin in the menswear apparel segment from approximately 28.5% in previous financial year to approximately 27.7% in the Year was due to the decrease in selling prices of menswear apparel in order to attract customers.

The Group recorded continuous loss for the Year despite the net profit contribution of approximately RMB15.2 million from the industrial products segment. The management of the Group concluded there was impairment indication and conducted a review of the recoverable amount of certain intangible assets and trade receivables. Based on the result of the assessment, management of the Group determined that the recoverable amounts of these assets were lower than their carrying amounts. An impairment loss on certain intangible assets of approximately RMB2.1 million (2020: RMB16.7 million) and an allowance for expected credit losses on trade receivables under IFRS 9 "Financial Instruments" of approximately RMB87.0 million (2020: RMB51.2 million) had been recognized.

As a result of the above factors, loss for the Year from continuing operations was approximately RMB166.9 million (2020: RMB552.2 million), representing a decrease of approximately RMB385.3 million or 69.8% comparing with the financial year ended 31 December 2020. Loss from sales of menswear apparel was approximately RMB182.1 million (2020: RMB552.2 million), representing a decrease of approximately RMB370.1 million or 67.0% comparing with the financial year ended 31 December 2020.

As at 31 December 2021, the Group's menswear apparel segment had 263 retail outlets (including 2 self-operated retail stores located in Quanzhou and 13 self-operated retail outlets in Beijing), representing a net decrease of 73 retail outlets from 336 retail outlets as at 31 December 2020.

Management Discussion and Analysis

Revenue

The increase in revenue from the menswear apparel segment was primarily due to the increase in brand licensing income, offset by: (i) the persistent COVID-19 pandemic and slowdown in China's economic growth in the second half of 2021; (ii) the reduction of selling prices to attract consumers; (iii) the Group's continued consolidation strategy on its retail outlet network; and (iv) the decrease in wholesale orders as a result of the termination of distribution relationships with some of the Group's distributors who had slow repayment history.

Revenue by Product Type

| | For the year ended 31 December | | | | Change % |
|----------------------------------|--------------------------------|---------------|-------------|--------------|-------------|
| | 2021 | | 2020 | | |
| | RMB million | % of revenue | RMB million | % of revenue | |
| Continuing operations | | | | | |
| Menswear Apparel | | | | | |
| Men's trousers | 144.9 | 38.8% | 141.9 | 52.6% | 2.1% |
| Men's tops | 119.1 | 31.9% | 125.1 | 46.3% | -4.8% |
| Accessories | 0.3 | 0.0% | 3.1 | 1.1% | -90.3% |
| Brand licensing | 10.8 | 2.9% | - | - | 100% |
| Total of Menswear Apparel | 275.1 | 73.6% | 270.1 | 100.0% | 1.9% |
| Industrial Products | 98.8 | 26.4% | - | - | 100% |
| Total | 373.9 | 100.0% | 270.1 | 100.0% | 38.4% |

Men's trousers remained the major revenue contributor and accounted for approximately 38.8% of the total revenue during the Year (2020: 52.6%).

Management Discussion and Analysis

Revenue by Product Style

| | For the year ended 31 December | | | | Change % |
|----------------------------------|--------------------------------|---------------|-------------|--------------|-------------|
| | 2021 | | 2020 | | |
| | RMB million | % of revenue | RMB million | % of revenue | |
| Continuing operations | | | | | |
| Menswear Apparel | | | | | |
| Business Casual | 180.1 | 48.2% | 180.1 | 66.7% | – |
| Business Formal | 62.6 | 16.8% | 54.0 | 20.0% | 15.9% |
| Casual ⁽¹⁾ | 21.3 | 5.7% | 32.9 | 12.2% | –35.3% |
| Accessories | 0.3 | 0.0% | 3.1 | 1.1% | –90.3% |
| Brand licensing | 10.8 | 2.9% | – | – | 100% |
| Total of Menswear Apparel | 275.1 | 73.6% | 270.1 | 100.0% | 1.9% |
| Industrial Products | 98.8 | 26.4% | – | – | 100% |
| Total | 373.9 | 100.0% | 270.1 | 100.0% | 38.4% |

Business casual series remained our largest revenue contributor and accounted for approximately 48.2% of the total revenue during the Year (2020: 66.7% of the total revenue).

Note:

- (1) Casual series include jeans and shorts targeting customers aged between 31 and 60 and men's casual fashion series products targeting customers aged between 18 and 30. Men's casual fashion series include T-shirts, casual shirts, jackets, sweaters, casual trousers, jeans and shorts.

Management Discussion and Analysis

Revenue by Region

| Region | For the year ended 31 December | | | | Change % |
|---------------------------------------|--------------------------------|---------------|-------------|--------------|-------------|
| | 2021 | | 2020 | | |
| | RMB million | % of Revenue | RMB million | % of Revenue | |
| Continuing operations | | | | | |
| Menswear Apparel | | | | | |
| Northern China ⁽¹⁾ | 41.4 | 11.1% | 43.1 | 16.0% | -3.9% |
| Northeastern China ⁽²⁾ | - | - | 0.6 | 0.2% | -100.0% |
| Eastern China ⁽³⁾ | 99.1 | 26.5% | 156.6 | 58.0% | -36.7% |
| Central Southern China ⁽⁴⁾ | 32.0 | 8.6% | 12.5 | 4.6% | 156.0% |
| Southwestern China ⁽⁵⁾ | 7.7 | 2.0% | 5.0 | 1.9% | 54.0% |
| Northwestern China ⁽⁶⁾ | 4.8 | 1.3% | 10.1 | 3.7% | -52.5% |
| Subtotal | 185.0 | 49.5% | 227.9 | 84.4% | -18.8% |
| Online distributor | 79.3 | 21.2% | 42.2 | 15.6% | 87.9% |
| Brand licensing | 10.8 | 2.9% | - | - | 100% |
| Total of Menswear Apparel | 275.1 | 73.6% | 270.1 | 100.0% | 1.9% |
| Industrial Products | | | | | |
| Saudi Arabia | 98.8 | 26.4% | - | - | 100% |
| Total | 373.9 | 100.0% | 270.1 | 100.0% | 38.4% |

Notes:

- (1) Northern China includes Beijing, Hebei, Shanxi, Tianjin and Inner Mongolia.
- (2) Northeastern China includes Heilongjiang, Jilin and Liaoning.
- (3) Eastern China includes Jiangsu, Zhejiang, Shanghai, Anhui, Fujian, Shandong and Jiangxi.
- (4) Central Southern China includes Henan, Hubei, Hunan, Guangdong, Guangxi and Hainan.
- (5) Southwestern China includes Chongqing, Sichuan, Guizhou, Yunnan and Tibet.
- (6) Northwestern China includes Shaanxi, Gansu, Qinghai, Ningxia and Xinjiang.

Eastern China and Northern China regions remained the major revenue contributors to the Group's menswear apparel segment during the Year and together accounted for approximately 37.6% (2020: 74.0%) of the total revenue. Revenue from online distributors increased from 15.6% to 21.2% of the total revenue and it reflected that we have placed more efforts on the internet marketing and expanded our distribution channel.

Saudi Arabia region became one of the major revenue contributors to the Group accounting for approximately 26.4% of the total revenue.

Management Discussion and Analysis

Cost of Sales

Cost of sales from continuing operations increased by approximately 36.5% to approximately RMB263.7 million for the Year from approximately RMB193.2 million for the previous year.

Cost of sales from menswear apparel segment increased by approximately 2.9% to approximately RMB198.8 million for the Year from approximately RMB193.2 million for the previous year. The increase was primarily due to the increase in raw materials costs.

The Group had changed its menswear apparel operational strategy to source its products on OEM purchase only which was more flexible in meeting the current customer demand. Under the current weak retail situation, distributors placed small quantity orders of different product mix, which meant that economies of scale in production could not be achieved. In addition, after experiencing the suspension of social and economic activities in the previous year due to the COVID-19 pandemic, outsourcing production process can avoid the sunk cost of production, such as idle labor costs and the fringe benefits.

Cost of sales from industrial products segment was approximately RMB64.9 million for the Year.

Other Incomes and Other Gains or Losses

For the Year, other incomes and other gains or losses from continuing operations increased by approximately RMB8.7 million to approximately RMB14.6 million from approximately RMB5.9 million for the previous year. The net increase was mainly due to an increase in rental income of approximately RMB6.6 million, increase in net gain on disposal of subsidiaries of approximately RMB3.7 million and increase in gain on modification of corporate bonds of approximately RMB1.2 million, offset by a net decrease in interest income of approximately RMB3.2 million.

Selling and Distribution Expenses

For the Year, selling and distribution expenses from continuing operations accounted for approximately 13.5% of total revenue, decreased by approximately RMB15.8 million year-on-year to approximately RMB50.4 million, which represented a year-on-year decrease of approximately 23.9 percentage points.

For the menswear apparel segment, selling and distribution expenses accounted for approximately 16.2% of the revenue from sales of menswear apparel, decreased by approximately RMB21.5 million to approximately RMB44.6 million, which represented a decrease of approximately 8.3 percentage points. The decrease in selling and distribution expenses was primarily due to (i) the decrease in salesman salaries and insurance resulting from the decrease in the Group's headcount coupled with a decrease in number of stores during the year; (ii) the decrease in advertising and promotional expenses; and (iii) the decrease in store management and promotion expenses, which was in line with the consolidation strategy on the underperforming shops.

For the industrial products segment, the selling and distribution expenses were approximately RMB5.8 million, accounted for approximately 5.8% of the revenue from sales of industrial products.

Administrative and Other Operating Expenses

For the Year, the Group's administrative and other operating expenses accounted for approximately 27.8% of total revenue from continuing operations, decreased by approximately RMB13.3 million year-on-year to RMB103.7 million, which represented a year-on-year decrease of 11.4 percentage points.

Management Discussion and Analysis

The administrative and other operating expenses from menswear apparel segment accounted for approximately 34.1% of revenue from sales of menswear apparel, decreased by approximately RMB23.2 million to RMB93.8 million, which represented an decrease of 9.2 percentage points. The decrease was mainly due to the decrease in staff salaries expenses because of the one-off staff dismissal compensation expenses of approximately RMB6.3 million related to department restructuring and cost saving in the previous years; decrease in legal and professional fees of approximately RMB3.8 million; decrease in depreciation expenses of approximately RMB3.6 million, and decrease in research and development expenses by approximately RMB5.3 million.

The administrative and other operating expenses from industrial products segment was RMB9.9 million, accounting for approximately 10.0% of revenue from industrial products segment.

Finance Costs

For the Year, finance cost from continuing operations decreased by approximately 16.3% year-on-year to approximately RMB28.7 million (2020: RMB34.3 million), which was mainly due to the decrease in bank borrowing and corporate bonds.

Income Tax

For the Year, income tax expenses increased by approximately RMB47.5 million year-on-year from income tax credit of approximately RMB27.6 million in 2020 to income tax expenses of approximately RMB19.9 million. The increase in income tax expenses was mainly arising from the movements in deferred tax assets and deferred tax liabilities due to the net increase in written off of trade receivables and impairment of intangible assets for the Year.

Dividends

The Board has resolved not to recommend the payment of a final dividend for the Year (2020: Nil).

BUSINESS REVIEW

A. Menswear Apparel Segment

Distribution Network for the Sales of Menswear Apparel

The following table shows the changes in the number of stores in different regions during the year ended 31 December 2021:

| Region | Number of stores | | | As of 31 December 2021 |
|------------------------------|----------------------------|---------------------------------------|---------------------------------------|------------------------------|
| | As of 1 January 2021 | Stores opened during the period | Stores closed during the period | |
| Northern China | 43 | 6 | 18 | 31 |
| Northeastern China | 17 | 0 | 12 | 5 |
| Eastern China | 133 | 10 | 30 | 113 |
| Central Southern China | 35 | 7 | 16 | 26 |
| Southwestern China | 38 | 8 | 12 | 34 |
| Northwestern China | 49 | 3 | 13 | 39 |
| Subtotal | 315 | 34 | 101 | 248 |
| Self-operated retail outlets | 21 | 0 | 6 | 15 |
| Total | 336 | 34 | 107 | 263 |

Management Discussion and Analysis

As of 31 December 2021, our distribution network comprised 57 distributors (including one online distributor) and 28 sub-distributors who operated 248 retail outlets, spanning over 200 cities and 23 provinces, autonomous regions and central government-administered municipalities in the PRC. We also sell our products directly to end customers through our 2 self-operated retail outlets in Quanzhou, Fujian Province and 13 self-operated retail outlets in Beijing.

The Group adopted a cautious view, suspended our expansion plan, and continued to consolidate our sales network and close down certain under-performing retail outlets in 2021. The Group primarily sells its products on a wholesale basis to its third-party distributors, who then sell the products to end customers through retail outlets or resell the products to their sub-distributors, who in turn sell the products to end customers through retail outlets operated by those sub-distributors.

We have 2 self-operated retail outlets in Quanzhou, Fujian Province, which are flagship stores to showcase our expectation and standards of a store environment to our distributors and their sub-distributors. We also have 13 self-operated retail outlets in Beijing since we acquired Beijing Haoyin Clothing Co., Ltd* (北京浩垠服飾有限公司), which engages in menswear apparel retail business in the PRC, during the year of 2017.

As of 31 December 2021, the Group had 263 retail outlets (including the 2 self-operated retail stores in Quanzhou and self-operated 13 retail outlets in Beijing), representing a net decrease of 73 retail outlets from 336 retail outlets as at 31 December 2020. The Group continued the consolidation strategy on the retail outlet network during the Year and closed down inefficient retail stores.

As of 31 December 2021, 79.8% of the retail outlets were located in department stores or shopping malls whereas 14.4% of the retail outlets were standalone stores.

As of 31 December 2021, approximately 40.3% of our retail outlets were located in first-tier cities and second-tier cities and the remaining retail outlets were located in lower tier cities including third-tier and fourth-tier cities. We believe our footprint has provided us with a strong foundation to capture future growth opportunities arising from different regions in the PRC.

The following table shows the number of retail outlets (including 2 self-operated retail outlets in Quanzhou and 13 self-operated retail outlets in Beijing) in first-tier cities, second-tier cities and lower-tier cities as of 31 December 2021 and 31 December 2020:

| Region | Number of stores | | | |
|-----------------------------------|------------------------|---------------|------------------------|--------|
| | As of 31 December 2021 | | As of 31 December 2020 | |
| First-tier cities ⁽¹⁾ | 22 | 8.4% | 33 | 9.8% |
| Second-tier cities ⁽²⁾ | 84 | 31.9% | 108 | 32.1% |
| Third-tier cities ⁽³⁾ | 115 | 43.7% | 137 | 40.8% |
| Fourth-tier cities ⁽⁴⁾ | 42 | 16.0% | 58 | 17.3% |
| | 263 | 100.0% | 336 | 100.0% |

Notes:

- (1) First-tier cities include Beijing, Shanghai, Shenzhen and Guangzhou.
- (2) Second-tier cities include the capitals of provinces in the PRC (excluding Guangzhou), municipalities under the direct administration of the PRC central government (excluding Shanghai and Beijing), and the capital of the autonomous regions in the PRC.
- (3) Third-tier cities include prefecture-level cities in the PRC, excluding any first- and second-tier cities.
- (4) Fourth-tier cities include country-level and other township-level cities.

* For identification purpose only

Management Discussion and Analysis

Besides, the Group started to place more efforts on online distributors in light of the unsatisfactory retail performance. The Group sells its products to online distributors which then resell the products to end customers through different third-party online platforms such as Tmall.com and JD.com.

Distribution Channel Management

As of 31 December 2021, the Group's distribution network included 57 distributors (2020: 45) and 28 sub-distributors (2020: 39). Among the 57 distributors, 9 (including their predecessors) had business relationships with us for more than ten years. We believe that we have cultivated strong, stable and long-standing relationships with our distributors, which have been core to our brand building efforts as well as our strong operating track record.

To facilitate our management of our distributors and retail outlets, we divide our distribution network into regions in the PRC. We have assigned management teams for each regions. Each team is responsible for soliciting and selecting potential distributor candidates, supervising and communicating with our distributors and monitoring and conducting on-site inspections of retail outlets within their respective regions.

The Group will continue to provide training for its distributors and their management teams, with an aim of improving their retail management skills, sales technique as well as brand and product knowledge.

Marketing and Promotion

The Group believes that brand awareness is crucial to its long-term business development and a cornerstone of its future success. During the Year, the Group invested moderately in advertising and promotion to enhance its brand awareness, including organizing presentation events for new products and engaging in online advertisement through the internet, e.g. www.163.com, and software value-added services to improve our brand name.

The Group continued to upgrade its existing retail outlets to enhance and reinforce its brand image. The Group decorated 20 new stores and renovated 31 existing stores during the Year. We endeavor to continue to gradually upgrade some of the stores operated by our distributors and their sub-distributors through store renovation and improvement of in-store design and layout.

Design and Product Development

The Group always puts great emphasis on product design and quality, as we believe our ability and commitment to provide fashionable and comfortable products have been integral to our success. As of 31 December 2021, our product design and development team consisted of 14 members. The key team members, who plan, implement, supervise and manage the design and development efforts, have an average of 10 years of experience in the fashion industry. We will continue to invest in our product design and research and development capabilities to capture fashion trends and product designs.

Sales Fairs

We generally organize sales fairs at our headquarters in Quanzhou to showcase our upcoming products for the spring/summer and autumn/winter collections to our existing and potential distributors and their sub-distributors. We review our distributors' orders placed at our sales fairs to ensure that they are reasonable and in line with the relevant distributor's capacity and development plans. The sales fair for 2021 autumn/winter collections was held in March 2021, and the sales fair for 2022 spring/summer collections was held in August 2021.

Management Discussion and Analysis

B. Industrial Products Segment

The Group expanded to the business of the sale of automotive, motorcycle and other industrial products through its indirectly owned subsidiary in Hong Kong to customers in Saudi Arabia in the second half of 2021. As at 31 December 2021, the Group had four main customers for the industrial products segment. They are located in Saudi Arabia and engaged in the businesses of wholesale and retail sale of automotive, motorcycle and other industrial products.

The Group purchased those industrial products from suppliers in PRC. The purchase amounts of the five largest suppliers during the Year for industrial products segment accounted for approximately 83.2% of the total purchase amount of the industrial products segment.

Liquidity and Financial Resources and Capital Structure

As at 31 December 2021, the total cash and bank balances of the Group were approximately RMB131.8 million (2020: RMB199.3 million), comprising cash and cash equivalents of approximately RMB131.8 million (2020: RMB196.7 million) and no pledged bank deposits (2020: RMB2.6 million).

As at 31 December 2021, the Group had a total of interest bearing borrowings of approximately RMB457.7 million (2020: RMB510.2 million) comprising bank and other borrowings of approximately RMB398.5 million (2020: RMB419.8 million) and corporate bonds of approximately RMB59.2 million (2020: RMB90.4 million). The Group's borrowings were primarily denominated in RMB and HK\$ (2020: in both RMB and HK\$) and bear interest at fixed rate (2020: fixed rate) ranging from 5.0% to 15.0% (2020: 5.0% to 15.0%) per annum.

The maturity profile of the borrowings as at 31 December 2021 was as follows:

| | 2021 | | 2020 | |
|----------------------------|-------------|-------|-------------|--------|
| | RMB million | % | RMB million | % |
| Within 1 year or on demand | 419.0 | 91.5% | 471.4 | 92.4% |
| Over 1 but within 2 years | 20.5 | 4.5% | 11.4 | 2.2% |
| Over 2 but within 5 years | 18.2 | 4.0% | 21.5 | 4.2% |
| Over 5 years | – | – | 5.9 | 1.2% |
| Total | 457.7 | 100% | 510.2 | 100.0% |

As at 31 December 2021, the gearing ratio was approximately 100.8% (2020: 93.9%). The increase was mainly due to the decrease in total equity. The Group's gearing ratio is measured by the total interest-bearing borrowings divided by total equity and multiplied by 100%.

As at 31 December 2021, the Group's total equity decreased by approximately RMB89.4 million to approximately RMB454.0 million (2020: RMB543.4 million). The decrease was mainly due to the incur of loss for the Year.

Trade Working Capital Ratios

The Group's average inventory turnover days was 60 days for the Year, as compared to 81 days for the previous year. The decrease was mainly due to distributors not postponing the collection of the inventories as the previous year.

The Group's average trade receivables turnover days was 186 days for the Year, representing a decrease of 16 days from 202 days for the previous year.

Management Discussion and Analysis

Such decrease is the combined effect of the higher turnover days in menswear apparel segment (216 days) and the lower turnover days in industrial products segment (103 days). Although the Group's trade receivables of menswear apparel segment slightly decreased by approximately 0.7% year-on-year to RMB162.0 million (31 December 2020: RMB163.1 million), the average trade receivables turnover days of menswear apparel segment was 216 days for the Year, representing an increase of 14 days from 202 days for the previous year. The increase in trade receivables turnover days was mainly due to the long outstanding trade receivables from some customers. The management in charge has been closely following up with the distributors for settlement arrangement with monthly statements and collection letters issued, regular telephone calls and site visits, if possible. The Group will consider taking legal actions to collect the overdue trade receivables and enforce the collaterals if no further repayment is made in near future.

The Group's average trade payables turnover days was 57 days for the Year, representing an increase of 31 days from 26 days for the previous year. The increase was mainly due to the higher average trade payables turnover days of industrial products segment of 137 days for the Year, and the increase in the average trade payables turnover days of menswear apparel segment of 4 days from 26 days for the previous year to 30 days for the Year. For menswear apparel segment, we normally have 7 to 60 days credit period from our suppliers, while for industrial products segment, we normally have 90 days credit period from our suppliers.

The Group recorded a net debt to equity ratio of approximately 71.8% as at 31 December 2021 (31 December 2020: 57.2%).

The Group regularly and actively monitors its capital structure to ensure there is sufficient working capital to operate its business and to maintain a balanced capital structure between providing steady returns to the Shareholders and benefits to its other stakeholders and having an adequate level of borrowing and security.

Charges of Assets

As at 31 December 2021, secured bank borrowings RMB398.5 million (2020: RMB419.8 million) were secured by certain buildings, investment properties and land use rights with carrying value of approximately RMB31.4 million (2020: RMB63.4 million), approximately RMB338.9 million (2020: RMB280.0 million) and approximately RMB231.8 million (2020: RMB238.9 million), respectively.

As at 31 December 2020, the secured bank borrowings were also secured by bank deposits of approximately RMB2.6 million.

Significant Investment, Material Acquisition and Disposal of Subsidiaries and Associated Companies

Acquisition of GPL

On 30 March 2021, the Company acquired the entire issued share capital of Good Productive Limited ("GPL") (the "Acquisition") at a consideration of HK\$9.7 million from Mr. Tong Xin ("Mr. Tong"), a former executive Director of the Company (resigned on 12 October 2021). GPL indirectly holds the entire issued capital of Tianjin Jinshen International Trade Co., Ltd. * (天津金聖國際貿易有限責任公司) and through the variable interest entity agreements ("VIE Agreements"), has effective control over the financing and operations of Tianjin Honggao Technology Co., Ltd.* (天津洪高科技有限公司) (the "OPCO"), and enjoys the economic interest and benefits of the OPCO. According to the relevant Listing Rules, the acquisition of the entire issued share capital of GPL constituted a disclosable and connected transaction and the entry of the VIE Agreements constituted a continuing connected transaction.

Disposal of GPL

On 30 November 2021, the Company and Mr. Tong, entered into the Equity Transfer Agreement pursuant to which, the Company agreed to sell, and Mr. Tong agreed to purchase the entire issued share capital of GPL (the "Disposal") at a consideration of HK\$9.7 million. Upon completion, GPL will cease to be a subsidiary of the Company and under the prevailing accounting principles of the Company, the Company will no longer consolidate the financial results of GPL and OPCO in its consolidated accounts as if it were a subsidiary of GPL. According to the relevant Listing Rules, the Disposal of the entire issued share capital of GPL constitutes a discloseable and connected transaction.

Management Discussion and Analysis

The Disposal was completed on 30 November 2021. The Group had recognised a gain of approximately RMB3.4 million. For further details of the Disposal, please refer to the announcement of the Company dated 30 November 2021.

Save as disclosed above, the Group had no significant investment, material acquisition or disposal of subsidiaries, associates and joint ventures during the Year.

Factory Restructuring

Since 2020, the Group has started to restructure some redundant factory areas (the "Restructuring") in Quanzhou to change the usage of those areas into developing a one-stop home and commercial furnishing chain business platform (the "Platform") to increase the income streams.

The Platform will facilitate the matching of suppliers and customers of the furnishing industry. The Restructuring will be separated into different areas such as furnishing materials store, furnishing design centre and supporting facilities such as business centre. We expect to receive rental incomes, promotion and advertisement fees from the Platform.

The Restructuring is under the construction stage and is principally funded by cash generated from our operations and bank borrowings. According to the planned timetable, we expect that the Restructuring will be completed in 2022.

Capital Commitments and Contingencies

As at 31 December 2021, the Group had a total capital commitment of approximately RMB238.8 million. It was primarily related to the construction in progress. All the capital commitments are expected to be financed by our operations and bank borrowings.

As at 31 December 2021, the Group had no material contingent liabilities.

Foreign Currency Exposure

The functional currency of the Group is Renminbi and the Company's financial statements are translated into Renminbi for reporting and consolidation purpose. Foreign exchange differences arising from translation of financial statements are directly recognised in equity as a separate reserve. As the Group conducts its business transactions principally in Renminbi, other than the Hong Kong dollar corporate bonds, the exchange rate risk at the Group's operational level is not significant. The Group does not employ any financial instruments for hedging purpose.

Employees, Training and Development

The Group had a total of 138 employees as at 31 December 2021 (2020: 171). Total staff costs for the year amounted to approximately RMB14.8 million (2020: RMB32.0 million).

The Group places strong emphasis on recruiting quality personnel from universities and technical schools and provides on-going training and development opportunities to our staff members. Our training programs cover topics such as sales and production, customer service, quality control, sales fairs planning and pre-employment training. We also provide training on workplace ethics, fire protection and other areas relevant to the industry. We believe that staff training plays an important role in recruiting and retaining talent as well as enhancing employees' loyalty.

The Group offers competitive remuneration packages to its employees, including basic salary, allowances, insurance, commission/bonuses and share options, based on factors such as market rates, responsibility, job complexity and the Group's performance.

Management Discussion and Analysis

Shares Issued in the Year

On 18 October 2021, the Company entered into the subscription agreement with Mr. Jin Xiaolong (“Mr. Jin”), pursuant to which Mr. Jin had conditionally agreed to subscribe for 37,087,000 new shares at the subscription price of HK\$0.614 per subscription share. The subscription was completed and 37,087,000 of new shares were issued and allotted to Mr. Jin on 26 October 2021. The aggregate nominal value of the subscription shares was approximately HK\$92,700. Net proceeds from the subscription amounted to approximately HK\$22.5 million, which were intended for future business development and general working capital. The amounts of HK\$4.3 million and HK\$18.2 million were fully utilised for the respective usage mentioned above.

On 24 December 2021, the Company entered into the subscription agreement with Mr. Lu Ke (“Mr. Lu”) and Ms. Wang Xiu Hua (“Ms. Wang”) pursuant to which (i) Mr. Lu had conditionally agreed to subscribe for 109,090,000 new shares at the subscription price of HK\$0.550 per subscription share and (ii) Ms. Wang had conditionally agreed to subscribe for 22,241,000 new shares at the subscription price of HK\$0.550 per subscription share. The subscription was completed and a total of 131,331,000 of new shares were issued and allotted to Mr. Lu (as to 109,090,000 shares) and Ms. Wang (as to 22,241,000) on 31 December 2021. The aggregate nominal value of the subscription shares was approximately HK\$328,328. Net proceeds from the subscription amounted to approximately HK\$72.0 million, which were intended for future business development and repayment of debt. The amounts of HK\$24.6 million and HK\$14.4 million were utilised for the respective usage mentioned above. It is expected that the remaining proceeds will be fully utilised by 2022.

Closure of Register of Members

The register of members of the Company will be closed from 6 June 2022 to 9 June 2022 (both days inclusive) for the purpose of determining entitlements of Shareholders to attend and vote at the forthcoming annual general meeting (the “2022 AGM”). In order to qualify for attending and voting at the 2022 AGM, all transfers of shares of the Company (the “Shares”) accompanied by the relevant share certificate must be lodged with the Company’s branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Thursday, 2 June 2022.

Use of Proceeds

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 16 July 2014 with net proceeds (the “Net Proceeds”) from the global offering of approximately HK\$454.7 million (after deducting underwriting commissions and related expenses). Part of these proceeds were applied during the financial year in accordance with the proposed applications set out in the section headed “Future Plans and Use of Proceeds” in the prospectus of the Company dated 30 June 2014 (the “Prospectus”). As at 31 December 2021, the Group had utilised HK\$390.7 million of the Net Proceeds and unutilised Net Proceeds amounted to HK\$64.0 million.

The following table sets forth a breakdown of the use of the Net Proceeds during the Year:

| Use of Net Proceeds during the Year | HK\$ million |
|---|--------------|
| Brand promotion and marketing | – |
| Research, design and product development | 0.1 |
| Repay a portion of our bank borrowings | – |
| Expand distribution network and provide storefront decoration | – |
| Install ERP system | – |
| Working capital and other general corporate purposes | – |
| | 0.1 |

Management Discussion and Analysis

| As at 31 December 2021, the accumulated use of the Net Proceeds is set out below: | Available for use HK\$million | Utilized (as at 31 December 2021) HK\$million | Unutilized (as at 31 December 2021) HK\$million |
|---|----------------------------------|---|---|
| Brand promotion and marketing | 122.8 | 122.8 | – |
| Research, design and product development | 90.9 | 52.4 | 38.5 |
| Repay a portion of our bank borrowings | 90.9 | 90.9 | – |
| Expand distribution network and provide storefront decoration | 59.1 | 59.1 | – |
| Install ERP system | 45.5 | 20.0 | 25.5 |
| Working capital and other general corporate purposes | 45.5 | 45.5 | – |
| | 454.7 | 390.7 | 64.0 |

The proceeds not utilised were deposited into interest bearing bank accounts with licensed commercial banks in China. The unused proceeds are planned to be utilised by 2022.

Corporate Governance Report

The Board strives to uphold good corporate governance and adopts sound corporate governance practices. The Company has applied the principles and code provisions of the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Compliance with the Corporate Governance Code (The “CG Code”)

After reviewing the Company’s corporate governance practices and the CG Code contained in Appendix 14 to the Listing Rules, the Board is satisfied that the Company has complied with the CG Code provisions for the Year.

Board of directors

The Board is responsible for governing the Company and managing assets entrusted by the Shareholders. The Directors recognise and acknowledge their collective and individual responsibility to the Shareholders and perform their duties diligently to achieve positive results for the Company and to maximize returns for the Shareholders.

The Board currently comprises three executive Directors, namely Mr. Kwok Kin Sun, Mr. Kwok Hon Fung and Mr. Peng Zuncheng, and three independent non-executive Directors, namely, Mr. Cheung Chiu Tung, Mr. Poon Yick Pang Philip and Mr. Ma Yu-heng.

Mr. Peng Zuncheng was appointed as an executive Director with effect from 1 January 2021.

Mr. Ma Yu-heng was appointed as an independent non-executive Director with effect from 16 March 2022.

Mr. Tong Xin resigned as an executive Director on 12 October 2021.

Ms. Huang Yumin resigned as an independent non-executive Director on 27 December 2021.

Their biographical details and (where applicable) their family relationships are set out in the section headed “Biographical Details of Directors and Senior Management” on pages 29 to 30 in this annual report.

Mr. Kwok Kin Sun, the chairman of the Company (the “Chairman”) and an executive Director, is the father of Mr. Kwok Hon Fung, who is also an executive Director and the chief executive officer of the Company (the “Chief Executive Officer”). Save as disclosed, there are no other financial, business, family or other material/relevant relationships among members of the Board.

The Board currently comprises three executive Directors and three independent non-executive Directors, with independent non-executive Directors representing half of the Board, which is higher than the one-third requirement of the Listing Rules. Such percentage of independent non-executive Directors on the Board can ensure their views carry sufficient weight and enhance the independence of the Board. On the above basis, the Board considers that the current board structure will not impair the balance of power and the authority of the Board. The Board shall nevertheless review the structure and composition of the Board from time to time in light of prevailing circumstances, to maintain a high standard of corporate governance practices of the Company.

The Board sets the Group’s overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Group. It also decides on matters such as annual and interim results, major transactions, director appointments or re-appointments, investment policy, dividend and accounting policies. The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group’s businesses to the executive Directors and members of senior management. The functions and power that are so delegated are reviewed periodically by the Board to ensure that they remain appropriate.

Corporate Governance Report

The Board is also responsible for developing, reviewing and monitoring the policies and practices on corporate governance and legal and regulatory compliance of the Group, and the training and continuous professional development of the Directors and senior management. The Board also reviews the disclosures in the corporate governance report to ensure compliance.

All Board members have separate and independent access to the Group's senior management to fulfill their duties. Independent professional advice can be sought to assist the relevant Directors to discharge their duties at the Group's expense upon their request.

All Directors are required to declare to the Board upon their first appointment, the directorships or other positions they are concurrently holding at other companies or organizations. These interests are updated on an annual basis and when necessary.

All Directors are provided with monthly updates on the Company's performance and financial position to enable the Board as a whole and each Director to discharge their duties.

With effect from 27 December 2021, Ms. Huang Yumin (黃宇敏) ("Ms. Huang") resigned as an independent non-executive Director ("INED"), the member of the audit committee (the "Audit Committee"), the member of the remuneration committee (the "Remuneration Committee") and the member of the nomination committee (the "Nomination Committee") of the Company. Following the resignation of Ms. Huang, the Board comprises only two INEDs. On 27 December 2021, Mr. Peng Zuncheng (彭遵丞), an executive Director, was appointed as a member of the Remuneration Committee; and Mr. Cheung Chiu Tung (張照東), an INED, was appointed as a member of the Nomination Committee. In light of the above, the Company failed to comply with (i) rule 3.10(1) of the Listing Rules requires that the Company must have at least three INEDs and (ii) rule 3.21 of the Listing Rules requires that the audit committee must comprise a minimum of three members. With effect from 16 March 2022, Mr. Ma Yu-heng (馬有恒) ("Mr. Ma") was appointed as an INED and a member of Audit Committee. Following the appointment of Mr. Ma as an INED and a member of the Audit Committee, the Company then re-complied with the requirements of rule 3.10(1) and rule 3.21 of the Listing Rules.

Directors' and officers' insurance

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

Directors' continuous training and professional development

All Directors are aware of their responsibilities to the Shareholders and have exercised their duties with care, skill and diligence, in pursuit of the development of the Group. Each newly appointed Director is given necessary introduction and information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under the relevant laws and regulations.

All Directors are also encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Briefings and updates on the latest development regarding the Listing Rules and other applicable regulatory requirements are provided to each of the Directors to ensure compliance and enhance their awareness of good corporate governance practices.

In accordance with the CG Code provision C.1.4, all directors have provided training records for their participation in continuous professional development to the Company.

Chairman and chief executive officer

The roles of the Chairman and Chief Executive Officer are separated and not performed by the same individual as this can ensure better checks and balances and hence better corporate governance. Mr. Kwok Kin Sun holds the position of the Chairman, who is primarily responsible for strategic positioning. Mr. Kwok Hon Fung serves as the Chief Executive Officer, who is primarily responsible for the overall management of the daily operations of the menswear apparel business of the Group.

Corporate Governance Report

Independence of independent non-executive directors

The role of the independent non-executive Directors is to provide independent and objective opinions to the Board and give adequate control and balances for the Group to protect the overall interests of the Shareholders and the Group. They serve actively on the Board and their committees to provide their independent and objective views.

In compliance with Rules 3.10(1) and 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors, representing more than one-third of the Board. Two of the independent non-executive Directors, Mr. Poon Yick Pang Philip and Mr. Ma Yu-heng, have the appropriate professional qualifications in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

Each independent non-executive Director has submitted annual confirmation of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. Based on the contents of such confirmations, the Company considers that all of the independent non-executive Directors are independent to the Company and its subsidiaries.

Board committees

The Board is supported by three committees, namely the audit committee, nomination committee and remuneration committee. Each Board committee has its defined and written terms of reference approved by the Board covering its duties, powers and functions. The terms of reference are available on the Company's website.

All Board committees are provided with sufficient resources to discharge their duties, including access to management or professional advice if considered necessary.

Audit Committee

The audit committee consists of the three independent non-executive Directors, namely Mr. Poon Yick Pang Philip, Mr. Cheung Chiu Tung and Mr. Ma Yu-heng. Mr. Poon Yick Pang Philip, who has appropriate professional qualification and experience in accounting matters, is the chairman of the audit committee.

The primary functions of the audit committee are to assist the Board in providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems, overseeing the audit process and performing other duties and responsibilities as assigned by the Board. These include reviewing the interim and annual results and reports of the Group.

The members of the audit committee had reviewed and discussed with the external auditors of the Company the consolidated financial statements of the Group for the Year, including the accounting principles and practices adopted by the Group and the report prepared by the external auditors covering major findings in the course of the audit. During the Year, the audit committee had held two meetings.

Corporate Governance Report

Remuneration Committee

The remuneration committee consists of one executive Director namely, Mr. Peng Zuncheng, and two independent non-executive Directors, namely Mr. Cheung Chiu Tung and Mr. Poon Yick Pang Philip. Mr. Cheung Chiu Tung is the chairman of the remuneration committee.

The primary functions of the remuneration committee are to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives and make recommendations to the Board on the remuneration package of the individual executive Directors and senior management and on the establishment of a formal and transparent process for developing such remuneration policy. No executive Director takes part in any discussion on his own remuneration. The Company's objective for its remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration and fees paid to members of the Board, market rates and factors such as each Director's workload, performance, responsibility, job complexity and the Group's performance are taken into account. The Company also adopted a share option scheme on 9 June 2014 for the purpose of rewarding, among others, directors, executives, officers and employees of the Company or any of its subsidiaries, for their past contributions and attracting and retaining, or otherwise maintaining on-going relationships with such persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group.

The remuneration committee had held one meeting during the Year and reviewed the remuneration policy and structure relating to the Directors and senior management of the Company.

The remuneration of the members of the senior management of the Group by band for the Year is set out below:

| Remuneration Bands (HK\$) | Number of persons |
|---------------------------|-------------------|
| Nil to HK\$1,000,000 | 2 |

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 10 and 11 to the consolidated financial statements.

Nomination Committee

The nomination committee consists of one executive Director namely Mr. Kwok Kin Sun, and two independent non-executive Directors, namely Mr. Poon Yick Pang Philip and Mr. Cheung Chiu Tung. Mr. Kwok Kin Sun is the chairman of the nomination committee.

The primary functions of the nomination committee are to review the composition of the Board, including its structure, size and diversity at least annually to ensure it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Group. It is also responsible of considering and making recommendations to the Board suitably qualified persons to become a member of the Board, monitoring the succession planning for Directors and assessing the independence of independent non-executive Directors. The nomination committee will also give consideration to the Board Diversity Policy (as defined below) when identifying suitably qualified candidates to become members of the Board, and the Board will review the Board Diversity Policy (as defined below), so as to develop and review measurable objectives for the implementing the Board Diversity Policy (as defined below) and to monitor the progress on achieving these objectives.

The nomination committee had held two meeting during the Year and reviewed the size, diversity and composition of the Board.

Corporate Governance Report

Corporate governance function

The Company's corporate governance function is carried out by the Board pursuant to a set of written terms of reference adopted by the Board in compliance with Code provision A.2.1 of the CG Code, which include (a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board; (b) to review and monitor the training and continuous professional development of the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report.

Board meetings

Regular board meetings are held at quarterly intervals with additional meetings convened as and when necessary to discuss the overall strategic directions, the Group's operations, financial performance, and to approve interim and annual results and other significant matters. For regular meetings, Board members are given at least 14 days prior notice and agenda with supporting documents are sent to the Directors not less than 3 days before the relevant meeting is held. The Directors may propose to the chairman or the company secretary of the Company (the "Company Secretary") to include matters in the agenda for regular board meetings.

The table below sets out the attendance of each Director at the general meetings and the meetings of the Board and the Board committees held during the Year:

| | Meetings | | | | |
|---|----------|-------|-----------------|------------------------|----------------------|
| | 2021 AGM | Board | Audit Committee | Remuneration Committee | Nomination Committee |
| Number of meetings held | 1 | 20 | 2 | 1 | 2 |
| Numbers of meetings attended: | | | | | |
| Executive Directors | | | | | |
| Mr. Kwok Kin Sun | 1 | 20 | N/A | N/A | 2 |
| Mr. Kwok Hon Fung | 1 | 20 | N/A | N/A | N/A |
| Mr. Peng Zuncheng (appointed on 1 January 2021) | 1 | 20 | N/A | N/A | N/A |
| Mr. Tong Xin (resigned on 12 October 2021) | 1 | 11 | N/A | N/A | N/A |
| Independent non-executive Directors | | | | | |
| Mr. Cheung Chiu Tung | 1 | 20 | 2 | 1 | N/A |
| Mr. Poon Yick Pang Philip | 1 | 20 | 2 | 1 | 2 |
| Mr. Ma Yu-heng (appointed on 16 March 2022) | N/A | N/A | N/A | N/A | N/A |
| Ms. Huang Yumin (resigned on 27 December 2021) | 1 | 18 | 2 | 1 | 1 |

The Directors are requested to declare their direct or indirect interests, if any, in any proposals or transactions to be considered by the Board at board meetings and abstain from voting in favour of the related board resolutions as appropriate.

Minutes of the meetings of the Board and Board Committees are kept by the Company Secretary in sufficient details of the matters considered and decisions reached, including dissenting views expressed, and are open for inspection on reasonable notice by any Director. Draft and final versions of the minutes are sent to all Directors for their comments and records respectively within a reasonable time after the Board meeting is held.

All Directors have access to the advice and services of the Company Secretary with a view to ensuring the Board procedures are followed.

Corporate Governance Report

Appointment and re-election of directors

Each of the executive Directors and independent non-executive Directors has entered into a service contract or letter of appointment with the Company for a term of three years commencing from 16 July 2014 (the "Listing Date") or their respective date of appointment subject to retirement and re-election at annual general meetings in accordance with the Company's articles of association (the "Articles").

In accordance with the Articles, a person may be appointed as a Director either by the Shareholders in a general meeting or by the Board. Any Directors appointed by the Board as additional Directors or to fill casual vacancies shall hold office until the next following general meeting, and are eligible for re-election by the Shareholders. In addition, at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years at an annual general meeting, and are eligible for re-election by the Shareholders.

Dividend policy

The declaration, payment and amount of dividends will be subject to the discretion of the Board and the approval of the shareholders of the Company, and will depend on the following factors:

- our earnings and financial condition;
- operating requirements;
- capital requirements; and
- other factors that our Directors may consider relevant.

The payment of dividends by the Company is also subject to all applicable laws and regulations and the articles of association of the Company.

Board diversity policy

Pursuant to the CG Code relating to board diversity policy which has come into effect since 1 September 2013, the Board adopted a board diversity policy (the "Board Diversity Policy") on 9 June 2014. The Company recognises and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge, which have been adopted by the Company as measurable objectives for the purpose of implementation of the Board Diversity Policy. The Board has achieved all of the measurable objectives under the Board Diversity Policy.

Corporate Governance Report

Nomination policy

Pursuant to the CG Code relating to nomination policy which has come into effect since 1 January 2019, the Board adopted a nomination policy (the "Nomination Policy") on 21 December 2018. The Nomination Committee shall consider a number of factors in making nominations, including but not limited to reputation; skill, experience and professional expertise; diversity in all its aspects; commitment in respect of available time and the independence criteria applicable to the candidate to be nominated as an independent non-executive director. The Nomination Policy also sets out some nomination procedures:

- The Company Secretary shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members;
- For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election or re-election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation;
- In order to provide information of the candidates nominated by the Board to stand for election or re-election at a general meeting, a circular will be sent to the shareholders. The name, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to shareholders; and
- The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election or re-election at any general meeting.

Compliance with the model code

The Company has adopted the Model Code (the "Model Code") for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules as the Company's code of conduct regarding Directors' securities transactions.

Senior management who, because of their office in the Company, are likely to be in possession of inside information, have also been requested to comply with the provisions of the Model Code.

Upon specific enquiries, all Directors and senior management of the Company confirmed that they have complied with the relevant provisions of the Model Code throughout the Year.

Company secretary

Mr. Lai Tsz Yin resigned as the Company Secretary on 30 June 2021.

Mr. Tung Man Chun ("Mr. Tung") was appointed as the Company Secretary with effect from 1 July 2021. Mr. Tung is a certified public accountant with over 13 years of experiences in accounting and company secretarial matters in Hong Kong.

During the Year, Mr. Tung has complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

Corporate Governance Report

Financial reporting and internal controls

Financial Reporting

The Board acknowledges its responsibility to prepare the Company's accounts which give a true and fair view of the Group's state of affairs, results and cash flows for the Year and in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board, and the disclosure requirements of the Hong Kong Companies Ordinance. The Company has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgments and estimates. The Board considers that the Group has adequate resources to continue in business for the foreseeable future and is not aware of any material uncertainties relating to events or conditions that may affect the business of the Company or cast doubts on its ability to continue as going concern, except from the issue discussed under note 1 to the consolidated financial statements in relation to the loss and the net current liabilities of the Group.

The responsibilities of Elite Partners CPA Limited, the Company's external auditor, with respect to financial reporting are set out in the section headed "Independent Auditor's Report" in this annual report.

Risk Management and Internal Controls

The main features of the risk management and internal control systems 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 Board acknowledges its responsibility to ensure the Company maintains sound risk management and internal control systems and to review their effectiveness. The Group has established a risk management framework. The Board of Directors 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 Group has formulated and adopted a risk management policy in providing direction in identifying, evaluating and managing significant risks. At least 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 an independent professional advisor to assist the Board of Directors and the Audit Committee in ongoing monitoring of the risk management and internal control systems of the Group. Deficiencies in the design and implementation of internal controls are identified and recommendations are proposed for improvement of the risk management and internal control systems. Significant internal control deficiencies are reported to the Audit Committee and the Board of Directors on a timely basis to ensure prompt remediation actions are taken.

Risk management report and internal control report are submitted to the Audit Committee and the Board of Directors at least once a year. The Board of Directors and 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 the Group's ability to cope with its business transformation and changing external environment; the scope and quality of management's review on risk management and internal control systems; the result of internal audit work; the extent and frequency of communication with the Board of Directors in relation to result of the risk and internal control review; significant failures or weaknesses identified and their related implications; and the status of compliance with the Listing Rules. Based on the review, the Board of Directors considers the Group's risk management and internal control systems are effective and adequate.

The risk management and internal control systems 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.

The Board appointed Elite Partners Risk Advisory Services Limited to conduct a review of the effectiveness of the Group's internal control and risk management system and to provide services for Enterprise Risk Management during the Year.

Corporate Governance Report

Procedures and Internal Controls for the Handling and Dissemination of Inside Information

The Group complies with requirements of Securities & Futures Ordinance (“SFO”) and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the Safe Harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

External auditor

Elite Partners CPA Limited has been appointed as the external auditor of the Company. The independence of the external auditor is recognized and annually reviewed by the Board and the audit committee of the Company. During the financial year, the fees paid and payable to Elite Partners CPA Limited in respect of its audit services (including interim review) provided to the Group was RMB1.5 million.

Communication with shareholders and shareholders’ rights

The Company aims to, via its corporate governance structure, provide all the Shareholders an equal opportunity to exercise their rights in an informed manner and allow the Shareholders to engage actively with the Company. Under the Articles, the Shareholder communication policy and other relevant internal procedures of the Company, the Shareholders enjoy, among others, the following rights:

(i) Participation at General Meetings

The general meetings of the Company provide an opportunity for direct communication between the Board and the Shareholders. The Company encourages the participation of the Shareholders through annual general meetings and other general meetings where the Shareholders meet and exchange views with the Board, and exercise their right to vote at meetings. Prior notices of meetings with appropriate notice period in compliance with the Articles and the Listing Rules and circulars containing details of proposed resolutions are sent to the Shareholders before the meeting. At general meetings, separate resolutions are proposed on each substantial issue, including the election of individual Directors.

(ii) Enquiries and Proposals to the Board

The Company encourages the Shareholders to attend Shareholders’ meetings and make proposals by either directly raising questions on both operational and governance matters to the Board and Board committees at the general meetings or providing written notice of such proposals for the attention of the Company Secretary at the registered office of the Company in Hong Kong currently situated at Suite 708A, 7/F, Champion Tower, 3 Garden Road, Central, Hong Kong or via email to ir@fordoo.cn.

(iii) Convening Extraordinary General Meeting

The Directors may, whenever they think fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of 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 having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the Company Secretary and deposited at the registered office of the Company in Hong Kong currently situated at Suite 708A, 7/F, Champion Tower, 3 Garden Road, Central, Hong Kong for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Directors fail 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 Directors shall be reimbursed to the requisitionist(s) by the Company.

Corporate Governance Report

There are no provisions under the Articles or the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands regarding procedures for Shareholders to put forward proposals at general meetings other than a proposal of a person for election as director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

The notice of annual general meeting together with the accompanying circular setting out the relevant information as required under the Listing Rules are sent to Shareholders at least 20 clear business days prior to the meeting. Poll voting has been adopted for decision-making at Shareholders' meetings to ensure that each Share is entitled to one vote. Details of the poll voting procedures are set out in the circular sent to Shareholders prior to the meeting and explained at the commencement of the meeting. Voting results are posted on the Company's website on the day of the annual general meeting.

(iv) Procedures for Proposing a Person for Election as a Director

Pursuant to article 85 of the Articles, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice (as defined therein) signed by a Member (as defined therein) (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on 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.

Constitutional documents

There was no change in the constitutional documents of the Company during the Year.

The amended and restated memorandum and articles of association of the Company as adopted on 9 June 2014 are available on the websites of the Stock Exchange and the Company.

Biographical Details of Directors and Senior Management

Our Board is responsible and has general powers for the management and conduct of our business. Our Board currently consists of six Directors, including three executive Directors and three independent non-executive Directors. The following sets forth information regarding members of our Board.

Executive directors

Mr. Kwok Kin Sun (郭建新), aged 66, is the founder of the Group and an executive Director. He is also the chairman of the Board. He is the father of Mr. Kwok Hon Fung (郭漢鋒), an executive Director. He was appointed as an executive Director on 23 December 2013 and the chairman of the nomination committee of the Company on 9 June, 2014. Mr. Kwok has over 27 years of experience in the menswear apparel industry and is responsible for the formulation of the overall corporate strategies, planning and business development. Mr. Kwok's vision, leadership and dedication to the Group's development since inception have been core to the Group's success to date.

Mr. Kwok Hon Fung (郭漢鋒), aged 32, is the chief executive officer of the Group and an executive Director. He is responsible for the execution of corporate strategies and the overall management of daily operations of the menswear apparel business. He is the son of Mr. Kwok Kin Sun (郭建新), an executive Director. He joined the Group in January 2009 and was appointed as an executive Director on 12 February 2014. Mr. Kwok obtained a graduation certificate in business administration from East China Normal University (華東師範大學) in Shanghai in 2009.

Mr. Peng Zuncheng (彭遵丞), aged 31, is an executive Director of the Group. He joined the Group as an executive Director on 1 January 2021 and was appointed as a member of the remuneration committee of the Company on 27 December 2021. He is responsible for the Group's business development and the overall management of the industry products business. Prior to joining the Group, Mr. Peng worked in different subsidiaries within the Donghai International Financial Holding Company Limited group, whose subsidiaries are licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities), and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), during which he worked as an associate in the asset management department between December 2017 and October 2018, and as an associate in the global capital market department from October 2018 to February 2020. He obtained his Master of Science in Accounting and Finance with merit from the Business School of The University of Nottingham (United Kingdom) in December 2017 and his Bachelor of Science in Accounting and Finance with first class honors from the Management School of University of Bradford (United Kingdom) in July 2016.

Biographical Details of Directors and Senior Management

Independent non-executive directors

Mr. Cheung Chiu Tung (張照東), aged 47, is an independent non-executive Director. Mr. Cheung joined the Group as an independent non-executive Director and the chairman of the remuneration committee of the Company on 9 June 2014. He was appointed as a member of the nomination committee of the Company on 27 December 2021. He is currently an associate professor in the law faculty in Huaqiao University (華僑大學) and has been the legislative consultant of Xiamen Municipal Government (廈門市人民政府) which carries out research on the lawmaking of Xiamen Municipal Government, implements and inspects the responsibility mechanism of administration and law execution as well as the appraisal and examination system since July 2011. He is a deputy director of the All China Lawyers Association Labor and Social Security Law Committee (中華全國律師協會勞動與社會保障法專業委員會) since January 2009. Mr. Cheung obtained his bachelor's degree in law from Xiamen University (廈門大學) in the PRC in 1996, his master's degree in economics and law from Huaqiao University (華僑大學) in the PRC in 1999, his doctorate degree in international economics and law from Xiamen University (廈門大學) in September 2003 and his post-doctoral degree in economics from Fujian Normal University (福建師範大學) in 2009 in the PRC.

Mr. Poon Yick Pang Philip (潘翼鵬), aged 52, is an independent non-executive Director. Mr. Poon joined the Group as an independent non-executive Director, the chairman of the audit committee of the Company, a member of the nomination committee of the Company and a member of the remuneration committee of the Company on 16 August 2016. Mr. Poon has over 26 years of corporate finance and accounting experience. Mr. Poon has been the chief financial officer and company secretary of Tai United Holdings Limited, a listed company on the Main Board of the Stock Exchange of Hong Kong (the "Stock Exchange") (stock code: 718) since September 2021. Mr. Poon was the chief financial officer and company secretary of Li Bao Ge Group Limited (stock code: 1869) from November 2019 to September 2020. He was an independent non-executive director of Trigiant Group Limited (stock code: 1300) from March 2012 to September 2018 and Jiangnan Group Limited (stock code: 1366) from April 2012 to March 2019, both of which are listed on the Main Board of the Stock Exchange. Mr. Poon had served senior financial positions in a number of companies listed in Hong Kong and the United States of America. Mr. Poon obtained a Bachelor of Commerce degree from the University of New South Wales in 1993 and is a holder of a Chartered Financial Analyst charter of the CFA Institute, a Certified Practising Accountant (Australia) and a fellow of the Hong Kong Institute of Certified Public Accountants.

Mr. Ma Yu-heng (馬有恒), aged 52, is an independent non-executive Director and a member of the audit committee of the Company. Mr. Ma joined the Group on 16 March 2022. Mr. Ma has experience in financing, banking and corporate finance for over 24 years. Since September 2018, Mr. Ma has been the chief financial officer and vice president of China Grand Star Luxury Cars Investment Holdings Limited (中國星盛名車投資控股有限公司). He was previously an executive vice president of Summi (Group) Holdings Limited (森美(集團)控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 756) from December 2014 to August 2018. Mr. Ma is currently a member of CPA Australia. Mr. Ma graduated from Soochow University, Taiwan (台灣東吳大學) in June 1993 with a bachelor's degree in business administration in business mathematics. He also obtained a master's degree in business administration from Da-Yeh University, Chung Hua, Taiwan (台灣大葉大學) in June 1995.

Changes to Directors' information

Save as disclosed herein, the Directors confirm that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Senior management

Mr. Lu Ke (陸克), aged 46, is the general manager of Jiangsu HengAn, an indirectly wholly-owned subsidiary of the Company. He joined the Group on 1 March 2022 and is responsible for the management of the power storage industry business.

Report of the Directors

The Directors are pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2021.

Business review

A review of the business of the Group during the Year and a discussion on the Group's future business development are set out in the Chairman's Statement on pages 4 to 5 and in the Management Discussion and Analysis on pages 6–18 of this annual report.

Principal risks and uncertainties

A number of factors may affect the results and business operations of the Group, some of which are inherent to the fashion business and some are from external sources. Major risks are summarized below.

A. Menswear Apparel Segment

(i) Fashion Risk

Fashion trends, consumer demands and preferences in the menswear apparel markets where we operate frequently change and depend upon various factors, including, among other things, global fashion and lifestyle trends, consumption patterns, disposable income and other factors that are beyond our control. We believe that our ability to anticipate, identify and respond to those trends in a timely manner is critical to our success. We may fail to accurately anticipate the shifts in customer preference, or fail to timely offer products that meet those changing trends. We cannot assure you that our design and product development will accurately reflect the prevailing fashion trends or customer preferences at any given time, or that the new products we launch will be well received by the market or achieve the expected sales level. If our new products fail to gain market acceptance, our brand image, business, financial condition, results of operations and prospects will be adversely affected.

(ii) Intense Competition

We compete not only with local Chinese menswear brands, but also with other international brands. Areas of competition include product designs, product quality, production costs, marketing programs and customer acceptance. If we do not respond timely to our competitors, we may lose our customers and our revenue and profits may be affected.

(iii) Macroeconomic Environment

Macroeconomic changes may affect consumers' behavior. Menswear apparel products are considered as discretionary items for customers. Slower consumer spending momentum may reduce the demand for our products, leading to lower revenue and margins. It is therefore important that the Group is aware of any such changes in the economic environment and adjusts its store opening plan, buying volume and business plan under different market conditions.

(iv) Supply Chain

We engage independent third-party manufacturers to produce all apparel products for us. Any disruption in the supply of products from suppliers may cause problems in our supply chain. We do not have long-term contracts with any of our suppliers and we may need to compete with other companies for products. Nevertheless, we have developed long-standing and good relationships with a number of our vendors so as to minimize the impact from any supply disruptions and ensure we can locate alternative suppliers of comparable quality at a reasonable price all the times. For the year ended 31 December 2021, 56.6% (2020: 54.9%) of our products were produced by our top five suppliers.

Report of the Directors

(v) Credit Risk of our Distributors

We offer our distributors credit terms ranging from 90 days to 180 days, taking into account their capital, order size, credit history, financial capability, operating scale and relationship with us. We make provisions for bad and doubtful debts based on the aging, payment history and other specific criteria. However, there is no assurance that we will be able to fully recover our receivables from our distributors, or that they will be settled on a timely basis. In the event that settlements from our distributors are not made in full or on timely basis, our business, financial position, results of operations and prospects may be materially and adversely affected.

(vi) Reputational Risk

Brand image is a key factor for customers when making decisions to purchase menswear apparel products. We sell all of our products under our “FORDOO” brand. We seek to maintain and strengthen our brand identity through multichannel marketing campaign in the PRC. However, our marketing and promotional efforts may not be successful. If we are unable to successfully maintain and promote our brand, our business, financial condition, results of operations and prospects may be materially and adversely affected. In addition, any negative publicity on us could adversely affect our operations and financial results or reduce our market share.

(vii) Weather

Extreme weather conditions in the areas in which our retail stores, suppliers and customers are located could adversely affect our operating results and financial condition.

B. Industrial Products Segment

(i) Limited operating history

We only started the sales of industry products in the second half of 2021. Our relatively short operating history makes us difficult to assess our future prospect or forecast our future results, the effectiveness and efficiency of our current or future strategies in a long run, and our ability to adjust our business strategies to cater for the changing market or business environment, customer preferences and demands, and our competitiveness among other market players in general.

(ii) Single retail sales market

We, currently, only rely on one market, being the Saudi Arabia retail sales market, and any slowdown of the Saudi Arabia economy may adversely affect the Group’s business, result of operations and financial performance.

(iii) Concentration on a few customers

We only rely on a few customers and any departure of these customers may adversely affect our business operation and financial performance.

(iv) Change of customer’s habit

As the market trend evolves from time to time end customers may prefer to shop online thus online distribution channel may become more popular. We do not rely on any online platform as distribution channel to offer our products, and thus we may not be able to attract new distributors when the end customers gradually prefer or opt for online shopping.

Report of the Directors

Key relationships

(i) Employees

Employees are one of the greatest assets of the Group and the Group regards the personal development of its employees as highly important. The Group wants to continue to be an attractive employer for committed employees. The Group strives to motivate its employees with a clear career path and opportunities for advancement and improvement of their skills.

The Group provides pre-employment and on-the-job training and development opportunities to its employees. The training programs cover areas such as managerial skills, sales and production, quality control, sales fairs planning and training of other areas relevant to the industry.

In addition, the Group offers competitive remuneration packages to its employees. The Group has also adopted share option schemes to recognize and reward the contribution of its employees to the growth and development of the Group.

(ii) Suppliers

We have developed long-standing and good relationships with our vendors and we take great care to ensure that they can share our commitment to product quality. We carefully select our suppliers and require them to satisfy certain assessment criteria including track record, experience, financial strength, reputation, ability to produce high-quality products and quality control effectiveness.

(iii) Distributors

We sell our products to end customers through third-party distributors. We work with our distributors as business partners and ensure we share the view for upholding our value and customer services, specifically focusing on providing quality products to our end customers. We and our menswear apparel distributors reach an agreement on sales target and store expansion plans before they place their orders. We also monitor the financial condition and repayment history of our distributors.

Environmental policies

We are committed to building an environmentally-friendly corporation that pays close attention to conserving natural resources. We strive to minimize our environmental impact by saving electricity and encouraging recycling of office supplies and other materials.

Principal place of business

The Company was incorporated in the Cayman Islands and is domiciled in Hong Kong and has its registered office at Suite 708A, 7/F, Champion Tower, 3 Garden Road, Central, Hong Kong. The Group's principal places of business are in the PRC and Saudi Arabia.

Principal activities

The principal activities of the Group are sales of menswear apparel in the PRC. During the Year, the Group commenced a new operation for the sales of automotive, motorcycle and other industrial products to customers located in Saudi Arabia. The principal activities and other particulars of the subsidiaries are set out in note 36 to the consolidated financial statements.

Major customers and suppliers

During the Year, aggregate sales to the Group's largest and five largest customers accounted for approximately 12.5% (2020: 17.9%) and 33.6% (2020: 50.3%), respectively, of the Group's total revenue for the Year.

Aggregate purchases from the Group's largest and five largest suppliers accounted for approximately 15.6% (2020: 10.9%) and 52.3% (2020: 43.1%), respectively, of the Group's total purchases of products for the Year.

At no time during the Year had the Directors, their associates or any Shareholder (who or which to the knowledge of the Directors owned more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers.

Report of the Directors

Five-year financial summary

A summary of the results and of the assets and liabilities of the Group for the latest five financial years is set out on page 124 of this annual report. This summary does not form part of the audited consolidated financial statements.

Financial statements

The profit of the Group for the Year and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 48 to 123 of the annual report.

Property, plant and equipment

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

Reserves

Details of movements in reserves of the Company and the Group are set out in note 30 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

As at 31 December 2021, the Company's reserves available for distribution amounted to approximately HK\$78.2 million.

Dividend

No interim dividend was paid during the Year. The Directors did not recommend the payment of a final dividend for the Year.

Borrowings

Particulars of borrowings of the Group as at 31 December 2021 are set out in note 23 to the consolidated financial statements.

Non-current assets

Details of acquisitions and other movements of non-current assets (including property, plant and equipment, investment properties and right-of-use assets) are set out in notes 13, 15 and 16 to the consolidated financial statements.

Share capital

Details of movements in the share capital of the Company during the financial year are set out in note 30 to the consolidated financial statements.

Sufficiency of public float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained the prescribed public float under the Listing Rules up to the date of this report.

Pre-emptive rights

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands where the Company is incorporated.

Purchase, sale or redemption of the company's listed securities

Neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities during the Year.

Report of the Directors

Tax relief and exemption

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

Directors

The Directors during the financial year were:

Executive Directors

Mr. Kwok Kin Sun (*Chairman*)

Mr. Kwok Hon Fung (*Chief Executive Officer*)

Mr. Peng Zuncheng (appointed on 1 January 2021)

Mr. Tong Xin (resigned on 12 October 2021)

Independent Non-Executive Directors

Mr. Cheung Chiu Tung

Mr. Poon Yick Pang Philip

Mr. Ma Yu-heng (appointed on 16 March 2022)

Ms. Huang Yumin (resigned on 27 December 2021)

Each of the executive Directors and independent non-executive Directors, has entered into a service contract or letter of appointment with the Company for a term of three years commencing from the Listing Date or their respective date of appointment, subject to his retirement and re-election at annual general meetings in accordance with the Articles. The details of the remuneration of each of the Directors are revealed in note 10 to the consolidated financial statements.

Details of the Directors' biographies have been set out on pages 29 to 30 of this annual report. In accordance with article 84 of the Articles, Mr. Kwok Hon Fung, Mr. Peng Zuncheng and Mr. Poon Yick Pang Philip will retire from the Board by rotation at the 2022 AGM and, will be eligible to offer themselves for re-election. In addition, pursuant to article 83(3) of the Articles, Mr. Ma Yu-heng shall hold office until next general meeting of the Company and be subject to re-election. As such, Mr. Ma Yu-heng shall retire at the 2022 AGM and will be eligible to offer himself for re-election at the 2022 AGM.

No Director proposed for re-election at the 2022 AGM has an unexpired service contract with the Group which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

Remuneration policy

The remuneration policy and remuneration packages of the executive Directors and senior management are reviewed by the remuneration committee of the Company which are detailed in the paragraph headed "Remuneration Committee" under the corporate governance report on page 22 of this annual report.

Management contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or in existence during the Year.

Confirmation of independence

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

Report of the Directors

Directors' and chief executives' interests and short positions in shares, underlying shares and debentures of the company or any associated corporations

As at 31 December 2021, the interests and short positions of each Director and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Interests and short positions in the Shares, underlying Shares and debentures and associated corporations:

| Name | Position | Nature of interest | Number of issued ordinary shares held | Number of underlying shares under share options held ⁽³⁾ | Total | Approximate percentage of shareholding |
|-------------------------------------|----------|--------------------------------------|---------------------------------------|---|-------------|--|
| Mr. Kwok Kin Sun ⁽¹⁾ | Long | Interest in a controlled corporation | 500,450,000 | – | 500,450,000 | 23.92% |
| Mr. Kwok Hon Fung ⁽²⁾ | Long | Interest in a controlled corporation | 193,852,000 | – | 193,852,000 | 9.27% |
| Mr. Cheung Chiu Tung ⁽³⁾ | Long | Beneficial owner | – | 800,000 | 800,000 | 0.038% |
| Mr. Lu Ke ⁽⁴⁾ | Long | Beneficial owner | 109,090,000 | – | 109,090,000 | 5.22% |

Notes:

- (1) Mr. Kwok Kin Sun, the chairman of the Board and an executive Director, is deemed to be interested in all the Shares held by Everkept Limited ("Everkept") by reason of his 70% interest in the share capital of Everkept.
- (2) Mr. Kwok Hon Fung, an executive Director, the chief executive officer of the Group and the son of Mr. Kwok Kin Sun, is deemed to be interested in all the Shares held by Equal Plus Limited ("Equal Plus") by reason of his 100% interest in the share capital of Equal Plus.

Equal Plus is an associated corporation of the Company pursuant to the SFO. Mr. Kwok Hong Fung, an executive director, in the capacity as a beneficial owner, held the entire issued share capital of Equal Plus (i.e. number of share held: one).
- (3) These are shares subject to the exercise of the share options granted by the Company under the Share Option Scheme on 7 October 2015. Details of the Share Option Scheme are set out in the section headed "Share Option Scheme" below.
- (4) Mr. Lu Ke is the general manager of Jiangsu HengAn, an indirectly wholly-owned subsidiary of the Company.

Save as disclosed above, as at 31 December 2021, none of the Directors and chief executive of the Company had or were deemed to have any interests or a short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' right to acquire share or debentures

Save as disclosed in the section headed "Share Option Scheme" below, during the Year, no rights to acquire benefits by means of acquisition of Shares in or debenture of the Company were granted to any Directors or their respective spouse or minor children, or were any such rights excised by them; nor was the Company, or any of its subsidiaries a party to any arrangement which enabled the Directors to acquire such rights in and other body corporate.

Report of the Directors

Substantial shareholders' and other persons' interests and short positions in the shares and underlying shares of the company

As at 31 December 2021, so far as the Directors are aware, having made all reasonable enquiries, the following table sets out interests of 5% or more of the issued share capital of the Company (other than the interests of the Directors and chief executive as disclosed above) as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO:

| Name | Position | Nature of interest | Number of Shares | Approximate percentage of shareholding |
|--|----------|-----------------------------|------------------|--|
| Donghai International Financial Holdings Company Limited | Long | Security interest in Shares | 508,450,000 | 25.93% |
| 東海證券股份有限公司 ⁽¹⁾ | Long | Security interest in Shares | 508,450,000 | 25.93% |
| Ms. Wong Tung Yam ⁽²⁾ | Long | Interest of spouse | 500,450,000 | 23.92% |
| Everkept | Long | Beneficial owner | 500,450,000 | 23.92% |
| Equal Plus | Long | Beneficial owner | 193,852,000 | 9.27% |
| Ms. Wang Xiu Hua | Long | Beneficial owner | 118,293,000 | 5.65% |

Note:

- (1) 東海證券股份有限公司, being the controlling shareholder of Donghai International Financial Holdings Company Limited, is deemed to be interested in all the Shares in which Donghai International Financial Holdings Company Limited is interested by virtue of the SFO.
- (2) Ms. Wong Tung Yam, the spouse of Mr. Kwok Kin Sun, the chairman of the Board and an executive Director, is deemed to be interested in all the Shares in which Mr. Kwok Kin Sun is interested by virtue of the SFO.

Save as disclosed above, as at 31 December 2021, the Company was not aware of any person or corporation having an interest or a short position in the Shares and underlying Shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO.

Change of directors

Details in relation to the change of directors during the Year are set out in the section headed "Corporate Governance Report" in this annual report.

Connected transactions

All capitalised terms used in this section shall have the same meaning defined in the announcements of the Company dated 14 December 2020 and 5 March 2021 and the circular of the Company dated 24 March 2021 (the "Circular"), unless otherwise specified.

The acquisition and disposal of GPL

During the Year, the Group acquired the economic interest and benefits of Tianjin Honggao (天津洪高) ("Tianjin Honggao") through the acquisition of GPL at a cash consideration of HK\$9.7 million on 30 March 2021. Tianjin Honggao is principally engaged in the business of sales and marketing of automobiles through an e-commerce platform. According to the relevant Listing Rules, the acquisition of the entire issued share capital of GPL constituted a disclosable and connected transaction. For details of the acquisition, please refer to the announcements of the Company dated 14 December 2020 and 5 March 2021 and the Circular.

Report of the Directors

However, due to the uncertainties brought by the change in the regulatory environment in the PRC that affected the operation of Tianjin Honggao, the Group subsequently disposed of GPL at a cash consideration of HK\$9.7 million on 30 November 2021. According to the relevant Listing Rules, the disposal of the entire issued share capital of GPL constituted a disclosable and connected transaction. For details of the disposal, please refer to the announcement of the Company dated 30 November 2021.

The contractual arrangements under the VIE Agreements

The VIE Agreements, which were entered, among others, GPL, Tianjin Honggao and Mr. Tong, were entered so as to enable the financial results, the economic benefits and the risks of the businesses of Tianjin Honggao to flow into the GPL and to enable the GPL to gain control over Tianjin Honggao. For details of the terms of the VIE Agreements, please refer to the section headed “Information of the VIE Agreements” in the Circular.

Since Mr. Tong was an executive Director of the Company (resigned on 12 October 2021), he is a connected person of the Company under Chapter 14A of the Listing Rules. In addition, as Mr. Tong is the registered shareholder owning 100% equity interest in Tianjin Honggao, then Tianjin Honggao is an associate of Mr. Tong and therefore is also a connected person of the Company. Accordingly, the transactions contemplated under the VIE Agreements constitute continuing connected transactions for the Year under Rule 14A.31 of the Listing Rules and are required to be disclosed in this annual report in accordance with Rule 14A.71 of the Listing Rules. The Company confirms that the continuing connected transactions pursuant to the VIE Agreements complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

For the Year, as Tianjin Honggao had no net profit from operation, the amount of service fee payable by Tianjin Honggao to GPL under the Exclusive Business Consultation and Technical Services Agreement was nil.

The primary purpose for the Group to adopt the VIE structure was to enable the Group to provide the sales and market of automobiles through an online e-commerce platform indirectly through Tianjin Honggao. However, due to the foreign ownership restrictions under the PRC laws, the Group was not able to engage in the value-added telecommunications services business directly without first adopting the VIE structure. For details of the laws and regulations relating to the foreign ownership restrictions in the PRC, please refer to the section headed “Compliance of VIE Agreements with PRC laws, rules and regulations” in the Circular.

The VIE Agreements were subject to various risks, which includes but not limited to (a) the PRC government may find that the VIE Agreements do not comply with the applicable PRC laws and regulations, which the Group may subject to severe penalties or be forced to relinquish our interests received through the VIE Agreements; (b) the VIE Agreements may not be as effective in providing control over Tianjin Honggao as direct ownership; and (c) the VIE Agreements may be subject to scrutiny of the PRC tax authorities and additional taxes may be imposed. For details of the risks associated with the VIE Agreements and the internal control measures adopted to mitigate the risks, please refer to the section headed “Risk factors in relation to the VIE Agreements” and “Internal control measures to be implemented by the Group” in the Circular.

Following the completion of the disposal of GPL on 30 November 2021, the transactions contemplated under the VIE Agreement no longer constitute continuing connected transactions for the Company pursuant to the Listing Rules.

The independent non-executive Directors had reviewed the continuing connected transactions above and confirmed that:

- (1) such transactions had been entered into in the ordinary and usual course of business of the Group;
- (2) such transactions had been conducted on normal commercial terms; and
- (3) such transactions had been carried out according to the relevant agreements governing such transactions on fair and reasonable terms and in the interest of the Shareholders as a whole.

Report of the Directors

Further, the independent non-executive Directors also confirmed that (i) no service fee was paid under the Exclusive Business Consultation and Technical Services Agreement; (ii) no dividends or other distributions had been made by Tianjin Honggao to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group; and (iii) no new contracts were entered into, renewed or reproduced between the Group and Tianjin Honggao during the Year.

The Board has received a letter from the auditors of the Company and has submitted a copy to the Stock Exchange, confirming that during the reporting period, in respect of the above continuing connected transactions, nothing has come to the attention of them that the continuing connected transactions:

- (1) have not been approved by the Board;
- (2) were not, in all material respects, in accordance with the pricing policies of the Group; and
- (3) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions.

Save as disclosed above, the Group has not entered into any connected transaction during the Year that is not fully exempted under Chapter 14A of the Listing Rules. The material related party transactions entered into by the Group during the Year, as disclosed in note 33 to the consolidated financial statements (except for the remuneration of the Directors) did not constitute connected transactions (as defined under the Listing Rules).

Directors' interests in contracts

Save as disclosed in note 33 to the consolidated financial statements, there was no contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a Director had a material interest, subsisted for the Year.

Transactions, arrangement or contracts of significance

During the financial year, save as disclosed in note 33 to the consolidated financial statements, there had been no transaction, arrangement or contract of significance in which a Director or a controlling shareholder (or an entity connected with a Director or a controlling shareholder) is or was materially interested, either directly or indirectly.

Competing business

None of the Directors had any interest in any competing business with the Company or any of its subsidiaries during the Year. The independent non-executive Directors have reviewed the status of compliance and enforcement of the non-compete undertaking and confirmed that all the undertakings thereunder have been complied with throughout the Year.

Share option scheme

The Company adopted a share option scheme on 9 June 2014 (the "Share Option Scheme") for the purpose of rewarding certain Eligible Persons (as defined below) for their past contributions and attracting and retaining, or otherwise maintaining on-going relationships with, such Eligible Persons (as defined below) who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. Subject to the earlier termination of the Share Option Scheme in accordance with the rules thereof, the Share Option Scheme shall remain in force for a period of ten years commencing on 9 June 2014. As at 31 December 2021, the remaining life of the Share Option Scheme was approximately 2 years and 5 months.

Report of the Directors

Eligible participants of the Share Option Scheme include, (i) any proposed, full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any director or proposed director (including an independent non-executive director) of the Company or any of its subsidiaries; (iii) any direct or indirect shareholder of the Company or any of its subsidiaries; (iv) any supplier, customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of the Company or any of its subsidiaries; (v) any person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of the Company or any of its subsidiaries and (vi) any associate of any of the persons referred to in paragraphs (i) to (v) above (the person referred above are the "Eligible Persons").

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the Shares in issue as at the Listing Date, i.e. 192,360,000 Shares. Subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

- (i) renew this limit at any time to 10% of the Shares in issue as at the date of the approval by the Shareholders in general meeting; and/or
- (ii) grant options beyond the 10% limit to eligible participants specifically identified by the Board.

Notwithstanding the foregoing, the maximum number of Shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the Shares in issue from time to time.

The maximum number of Shares issued and to be issued upon the exercise of options granted under the Share Option Scheme (including exercised or outstanding options) to each grantee within any 12-month period, is limited to 1% of the Shares in issue at any time. Any further grant of options in excess of this 1% limit shall be subject to: (i) the issue of a circular by the Company; and (ii) the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time.

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

The Board shall not offer the grant of any option to any Eligible Person after inside information has come to its knowledge until it has announced the information pursuant to the requirements of the Listing Rules. In particular, no option shall be granted during the period commencing one month immediately preceding the earlier of the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and the deadline for the Company to publish an announcement of its results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcements provided that no option may be granted during any period of delay in publishing a results announcement.

The exercise period of the share options granted is determinable by the Directors, which period may commence from the date of the offer of the share options, and end on a date which is not later than ten years from the date of grant of the share options subject to the provisions for early termination thereof. There is no minimum period for which an option must be held before it can be exercised. Participants of the Share Option Scheme are required to pay the Company HK\$1.0 upon acceptance of the grant within 30 days after the offer date.

Report of the Directors

The exercise price of the share options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Shares as quoted on the Stock Exchange's daily quotations sheet on the date of the offer for the grant, which must be a business day; (ii) the average closing price of the Shares as quoted on the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of offer; and (iii) the nominal value of a Share.

On 7 October 2015 (the "Date of offer"), the Company granted options to subscribe for an aggregate of 3,300,000 ordinary shares of HK\$0.01 each in the share capital of the Company to Eligible Persons of the Group under the Share Option Scheme at an exercise price of HK\$3.56 per Share. The closing prices of the Shares immediately before the Date of Offer and on the Date of Offer were HK\$3.54 and HK\$3.56 respectively. The offers were accepted by the grantees within 30 days after the Date of Offer. As a result of the share subdivision effected on 17 October 2019, the exercise prices were adjusted to HK\$0.89.

Details of movements of the share options during the Year are set out below:

| Category | Date of grant | Exercise price (HK\$) | Exercisable period | Number of Share Options | | | | As at 31 December 2021 | |
|------------------|----------------|-----------------------|----------------------------------|-------------------------|---------|-----------|-----------|------------------------|---------|
| | | | | As at 1 January 2021 | Granted | Exercised | Cancelled | | Lapsed |
| Directors | | | | | | | | | |
| Cheung Chiu Tung | 7 October 2015 | 0.89 | 7 October 2016 to 6 October 2021 | 400,000 | - | - | - | (400,000) | - |
| | 7 October 2015 | 0.89 | 7 October 2017 to 6 October 2022 | 400,000 | - | - | - | - | 400,000 |
| | 7 October 2015 | 0.89 | 7 October 2018 to 6 October 2023 | 400,000 | - | - | - | - | 400,000 |
| Total | | | | 1,200,000 | - | - | - | (400,000) | 800,000 |

The total number of Shares available for issue under the Share Option Scheme is 800,000, representing 0.038% of the Company's issued share capital as at the date of this report.

Retirement schemes

The Group participates in defined contribution retirement benefit schemes organized by the PRC municipal and provincial government authorities for the Group's eligible employees in the PRC, and operates a Mandatory Provident Fund scheme for the employees in Hong Kong. Particulars of these retirement plans are set out in note 27 to the consolidated financial statements.

Updates on compliance and regulatory matters

The Group's operations are mainly carried out by the Company's subsidiaries in the mainland China and Hong Kong while the Company itself is listed on the Stock Exchange. Our establishment and operations accordingly shall comply with relevant laws and regulations in the mainland China and Hong Kong. During the Year and up to the date of this report, we have complied with all the relevant laws and regulations in the mainland China and Hong Kong, including those governing labor and safety and emissions control. Our Directors are not aware of any legal, arbitration or administrative proceedings against the Company that will have a material adverse effect on our business, financial condition or results of operations.

Report of the Directors

Important events after the reporting period

On 10 January 2022, Jiangsu HengAn, an indirectly wholly-owned subsidiary of the Company, entered into the Intellectual Property Rights Transfer Agreement and the Fixed Assets Transfer Agreement with the Transferors, pursuant to which Jiangsu HengAn will acquire and the Transferors will transfer the intellectual property rights and fixed assets in respect of the production facilities of zinc-bromine flow battery (鋅溴液流電池) at a total consideration of RMB53.6 million, which comprises of (i) consideration for the intellectual properties Rights, RMB48.7 million; and (ii) consideration for the fixed assets, RMB4.9 million (the “2022 Acquisitions”). According to the relevant Listing Rules, the 2022 Acquisitions constitute a discloseable transaction of the Company.

For further details of the 2022 Acquisitions, please refer to the announcement of the Company dated 10 January 2022.

Auditor

The consolidated financial statements for the Year have been audited by Elite Partners CPA Limited, who shall retire and, being eligible, offer themselves for re-appointment at the 2022 AGM. A resolution for the re-appointment of Elite Partners CPA Limited as auditors of the Company is to be proposed at the 2022 AGM.

On behalf of the Board

Kwok Kin Sun

Chairman

Hong Kong

3 May 2022

Independent Auditor's Report



To the members of China Fordoo Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of China Fordoo Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 48 to 123, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement 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 International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the Hong Kong Institute of Certified Public Accountants ("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.

Material uncertainty in relation to going concern

We draw attention in note 1 to the consolidated financial statements which indicated that as at 31 December 2021, the Group has net current liabilities of approximately RMB180,970,000 and loss for the year then ended was RMB170,625,000. These conditions, along with other matters as set out in note 1 to the consolidated financial statements, indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of on this matter.

Independent Auditor's Report

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 for the year ended 31 December 2021. 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 in relation to going concern section, we have determined the matter described below to be the key audit matter to be communicated in our report.

Key audit matter

How the matter was addressed in our audit

Impairment losses under expected credit loss model for trade receivables

As at 31 December 2021, the Group had trade receivables of approximately RMB217,793,000 with allowance for expected credit loss ("ECL") of approximately RMB86,960,000 had been provided in profit or loss for the year ended 31 December 2021.

Management judgment is required in assessing and determining the recoverability of trade receivables and adequacy of allowance made using the ECL model under IFRS 9 "Financial Instruments".

We had identified impairment loss under expected credit loss model for trade receivables as a key audit matter because the assessment of the recoverability of trade receivables and recognition of loss allowance under ECL model are inherently subjective and require significant management judgement.

Our major audit procedures relating to the impairment loss under expected credit loss model for trade receivables included the following:

- We understood the design and implementation of the relevant key controls over the assessment and monitoring of credit risk, and determination of allowance for expected credit losses;
- We obtained and understood of the valuation methodologies and the processes performed by the management with respect to the valuation of ECL assessment;
- We discussed with management and independent external valuer engaged by the Company in relation to the methodology, basis and assumptions used to see whether the methodology basis and assumptions including both historical and forward looking information used to determined the ECL were reasonable and appropriate;
- We checked, on a sample basis, the accuracy and reliance of the input data used;
- We evaluated the competence, capabilities and objectivity of the independent external valuer taking into account its experience and qualifications;

Independent Auditor's Report

Other information

The directors 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.

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

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

Responsibilities of directors and those charged with governance for the consolidated financial statements

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

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

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

Independent Auditor's Report

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.
- 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.

Independent Auditor's Report

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 or safeguards applied.

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.

The engagement partner on the audit resulting in the independent auditor's report is Yip Kai Yin with Practising Certificate number P07854.

Elite Partners CPA Limited

Certified Public Accountants

10/F, 8 Observatory Road,
Tsim Sha Tsui, Kowloon,
Hong Kong
3 May 2022

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2021
(Expressed in Renminbi)

| | Notes | 2021 RMB'000 | 2020 RMB'000 |
|---|-------|------------------|-----------------|
| Continuing operations | | | |
| Revenue | 6 | 373,861 | 270,070 |
| Cost of sales | | (263,694) | (193,169) |
| Gross profit | | 110,167 | 76,901 |
| Other income and other gains or losses | 7 | 14,619 | 5,889 |
| Impairment loss of intangible assets | | (2,111) | (16,749) |
| Impairment loss of construction in progress | | – | (376,700) |
| Impairment losses under expected credit losses model, net of reversal | | (86,960) | (51,172) |
| Written-off of trade receivable | | – | (560) |
| Selling and distribution expenses | | (50,390) | (66,182) |
| Administrative and other operating expenses | | (103,674) | (117,021) |
| Loss from operations | | (118,349) | (545,594) |
| Finance costs | 8(a) | (28,710) | (34,250) |
| Loss before taxation | 8 | (147,059) | (579,844) |
| Income tax | 9 | (19,879) | 27,615 |
| Loss for the year from continuing operations | | (166,938) | (552,229) |
| Discontinued operation | | | |
| Loss for the year from discontinued operation | | (3,687) | – |
| Loss for the year | | (170,625) | (552,229) |
| Other comprehensive income/(expense) for the year | | | |
| Items that will not be reclassified subsequently to profit or loss: | | | |
| Exchange differences on translation of financial statements of subsidiaries outside the mainland of the People's Republic of China (the "PRC") to presentation currency | | 3,689 | 1,429 |
| Exchange reserve realised on disposal of subsidiaries | | (83) | – |
| Other comprehensive income for the year | | 3,606 | 1,429 |
| Total comprehensive expenses for the year | | (167,019) | (550,800) |

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2021
(Expressed in Renminbi)

| | Notes | 2021 RMB'000 | 2020 RMB'000 |
|---|-------|------------------|-----------------|
| Loss for the year attributable to equity owners of the Company | | | |
| — from continuing operations | | (174,391) | (552,229) |
| — from discontinued operation | | (3,687) | — |
| | | (178,078) | (552,229) |
| Profit for the year attributable to non-controlling interest | | | |
| — from continuing operations | | 7,453 | — |
| | | (170,625) | (552,229) |
| Total comprehensive income/(expense) attributable to: | | | |
| Equity owners of the Company | | (174,354) | (550,800) |
| Non-controlling interest | | 7,335 | — |
| | | (167,019) | (550,800) |
| Loss per share (RMB cents) | | | |
| Basic and diluted | 12 | | |
| — from continuing and discontinued operations | | (7.53) | (28.71) |
| — from continuing operations | | (7.37) | (28.71) |

Consolidated Statement of Financial Position

At 31 December 2021
(Expressed in Renminbi)

| | Notes | 2021 RMB'000 | 2020 RMB'000 |
|--|-------|------------------|-----------------|
| Non-current assets | | | |
| Property, plant and equipment | 13 | 42,149 | 67,788 |
| Investment properties | 15 | 338,937 | 280,041 |
| Right-of-use assets | 16 | 237,674 | 239,236 |
| Intangible assets | 17 | 9,428 | 57,456 |
| Deferred tax assets | 25(a) | 75,576 | 85,723 |
| | | 703,764 | 730,244 |
| Current assets | | | |
| Inventories | 18 | 31,244 | 56,702 |
| Trade and other receivables | 19 | 249,616 | 219,650 |
| Pledged bank deposits | 20 | – | 2,600 |
| Cash and cash equivalents | 21 | 131,821 | 196,651 |
| | | 412,681 | 475,603 |
| Current liabilities | | | |
| Trade, bills and other payables | 22 | 156,823 | 120,944 |
| Bank borrowings | 23 | 398,500 | 419,800 |
| Lease liabilities | 24 | 2,530 | 331 |
| Corporate bonds | 26 | 31,820 | 51,502 |
| Current taxation | | 3,978 | – |
| | | 593,651 | 592,577 |
| Net current liabilities | | (180,970) | (116,974) |
| Total assets less current liabilities | | 522,794 | 613,270 |

The notes on pages 54 to 123 form part of these financial statements.

Consolidated Statement of Financial Position

At 31 December 2021
(Expressed in Renminbi)

| | Notes | 2021 RMB'000 | 2020 RMB'000 |
|--|-------|-----------------|-----------------|
| Non-current liabilities | | | |
| Deferred tax liabilities | 25(a) | 37,740 | 31,004 |
| Lease liabilities | 24 | 3,651 | – |
| Corporate bonds | 26 | 27,391 | 38,892 |
| | | 68,782 | 69,896 |
| Net assets | | | |
| | | 454,012 | 543,374 |
| Capital and reserves | | | |
| Share capital | 30(a) | 4,163 | 3,819 |
| Reserves | | 442,514 | 539,555 |
| Equity attributable to equity owners of the Company | | | |
| Non-controlling interest | | 7,335 | – |
| Total equity | | | |
| | | 454,012 | 543,374 |

The consolidated financial statements on pages 48 to 51 were approved and authorised for issue by the board of directors on 3 May 2022 and are signed on its behalf by:

Kwok Kin Sun
Chairman

Kwok Hon Fung
Director

The notes on pages 54 to 123 form part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2021
(Expressed in Renminbi)

| | Attributable to equity owners of the Company | | | | | | | | | Total equity RMB'000 |
|--|--|--------------------------|------------------------------|----------------------------|-----------------------------|--|-----------------------------|----------------------|-------------------------------------|-------------------------|
| | Share capital RMB'000 | Share premium RMB'000 | Statutory reserve RMB'000 | Capital reserve RMB'000 | Exchange reserve RMB'000 | Share-based payment reserve RMB'000 | Retained profits RMB'000 | Sub-total RMB'000 | Non-controlling interest RMB'000 | |
| As at 1 January 2020 | 3,819 | 136,871 | 128,898 | 39,023 | (12,056) | 166 | 797,453 | 1,094,174 | - | 1,094,174 |
| Changes in equity for 2020: | | | | | | | | | | |
| Loss for the year | - | - | - | - | - | - | (552,229) | (552,229) | - | (552,229) |
| Other comprehensive income for the year | | | | | | | | | | |
| Exchange differences on translation of foreign operations | 30(b)(iv) | - | - | - | 1,429 | - | - | 1,429 | - | 1,429 |
| Total comprehensive income | - | - | - | - | 1,429 | - | (552,229) | (550,800) | - | (550,800) |
| As at 31 December 2020 | 3,819 | 136,871 | 128,898 | 39,023 | (10,627) | 166 | 245,224 | 543,374 | - | 543,374 |
| As at 1 January 2021 | 3,819 | 136,871 | 128,898 | 39,023 | (10,627) | 166 | 245,224 | 543,374 | - | 543,374 |
| Changes in equity for 2021: | | | | | | | | | | |
| Loss for the year | - | - | - | - | - | - | (178,078) | (178,078) | 7,453 | (170,625) |
| Other comprehensive income for the year | | | | | | | | | | |
| Exchange differences on translation of foreign operations | 30(b)(iv) | - | - | - | 3,807 | - | - | 3,807 | (118) | 3,689 |
| Disposal of subsidiaries | 28(b) | - | - | - | (83) | - | - | (83) | - | (83) |
| Total comprehensive income | - | - | - | - | 3,724 | - | (178,078) | (174,354) | 7,335 | (167,019) |
| Issuance of shares | 344 | 77,313 | - | - | - | - | - | 77,657 | - | 77,657 |
| Transfer of share option reserve upon the expiry of share option | - | - | - | - | - | (55) | 55 | - | - | - |
| As at 31 December 2021 | 4,163 | 214,184 | 128,898 | 39,023 | (6,903) | 111 | 67,201 | 446,677 | 7,335 | 454,012 |

The notes on pages 54 to 123 form part of these financial statements.

Consolidated Cash Flow Statement

For the year ended 31 December 2021
(Expressed in Renminbi)

| | Notes | 2021 RMB'000 | 2020 RMB'000 |
|--|-------|-----------------|------------------|
| Operating activities | | | |
| Cash used in operations | 21(b) | (23,191) | (172,033) |
| Income tax paid | | (1,138) | (17,288) |
| Net cash used in operating activities | | (24,329) | (189,321) |
| Investing activities | | | |
| Payment for the purchase of property, plant and equipment | | (9,042) | (9,018) |
| Prepayment for construction in progress classified under investment properties | | (41,689) | (91,211) |
| Proceeds from disposal of property, plant and equipment | | 500 | 11 |
| Decrease in fixed deposit held at banks with original maturity over three months | | - | 4,000 |
| Interest received | | 1,016 | 4,190 |
| Deposit received from a life insurance policy | | - | 7,061 |
| Refund of rental deposits | | (130) | - |
| Net cash (outflow)/inflow from disposal of subsidiaries | | (63) | 17,000 |
| Net cash inflow from acquisition of subsidiaries | | 4,247 | - |
| Net cash used in investing activities | | (45,161) | (67,967) |
| Financing activities | | | |
| Proceeds from bank borrowings | | 398,500 | 429,800 |
| Repayment of bank borrowings | | (419,800) | (419,800) |
| Interest paid | | (24,576) | (29,040) |
| Proceeds from issue of corporate bonds | | - | 9,017 |
| Repayment of corporate bonds | | (28,301) | (15,580) |
| Capital elements to lease liabilities | | (1,420) | (1,920) |
| Decrease in pledged bank deposits | | 2,600 | 10,108 |
| Proceeds from subscription of shares | | 77,657 | - |
| Net cash generated from/(used in) financing activities | | 4,660 | (17,415) |
| Net decrease in cash and cash equivalents | | (64,830) | (274,703) |
| Cash and cash equivalents at 1 January | | 196,651 | 471,354 |
| Cash and cash equivalents at 31 December | | 131,821 | 196,651 |

The notes on pages 54 to 123 form part of these financial statements.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

1 General information

China Fordoo Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 23 December 2013 as an exempted company with limited liability under the Company Law, Cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The Company and its subsidiaries hereinafter are collectively referred to as the “Group”.

The principal activity of the Company is investment holding. The subsidiaries of the Company are principally engaged in the sales of menswear apparel and brand licensing in the PRC and sales of industrial products to customers located in Saudi Arabia.

In preparing these consolidated financial statements, the Directors have considered the future liquidity of the Group. As at 31 December 2021, the Group has net current liabilities of approximately RMB180,970,000 and loss for the year was approximately RMB170,625,000.

Notwithstanding the aforesaid conditions, these consolidated financial statements have been prepared on a going concern basis on the assumption that the Group will be able to operate as a going concern for the foreseeable future. In the opinion of the Directors, the Group can meet its financial obligations as and when they fall due within the next year from the date of the consolidated financial statements, after taking into consideration of the following measures and arrangements made subsequent to the reporting date:

- (i) The Group has guarantee contracts with certain banks to obtain maximum credit amounts of RMB1,193,190,000 and as at 31 December 2021, the unutilised facilities amount in respect of bank borrowings was approximately RMB794,690,000.
- (ii) The Group is taking measures to tighten cost controls over various costs and expenses and to seek new investments and business opportunities with an aim of attaining profitable and positive cash flow operations.

On the basis of the foregoing, and after assessing the Group’s current and forecasted cash positions, the Directors are satisfied that the Group will be able to meet in full the Group’s financial obligations as they fall due for the period of twelve months from the date of consolidated financial statements. Accordingly, the consolidated financial statements of the Group have been prepared on the going concern basis.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

2 Application of new and amendments to International Financial Reporting Standards (“IFRSs”)

2.1 Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to IFRSs issued by the International Accounting Standards Board (“IASB”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

| | |
|--|--|
| Amendment to IFRS 16 | Covid-19-Related Rent Concessions |
| Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 | Interest Rate Benchmark Reform — Phase 2 |

In addition, the Group applied the agenda decision of the IFRS Interpretations Committee (the “Committee”) of the IASB issued in June 2021 which clarified the costs an entity should include as “estimated costs necessary to make the sale” when determining the net realisable value of inventories.

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

2.2 New and amendments to IFRSs in issue but not yet effective

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

| | |
|---|--|
| IFRS 17 | Insurance Contracts and the related Amendments ³ |
| Amendments to IFRS 3 | Reference to the Conceptual Framework ² |
| Amendments to IFRS 10 and IAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴ |
| Amendment to IFRS 16 | Covid-19-Related Rent Concessions beyond 30 June 2021 ¹ |
| Amendments to IAS 1 | Classification of Liabilities as Current or Non-current ³ |
| Amendments to IAS 1 and IFRS Practice Statement 2 | Disclosure of Accounting Policies ³ |
| Amendments to IAS 8 | Definition of Accounting Estimates ³ |
| Amendments to IAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction ³ |
| Amendments to IAS 16 | Property, Plant and Equipment — Proceeds before Intended Use ² |
| Amendments to IAS 37 | Onerous Contracts — Cost of Fulfilling a Contract ² |
| Amendments to IFRSs | Annual Improvements to IFRSs 2018–2020 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 Effective for annual periods beginning on or after a date to be determined.

Except for the new and amendments to IFRSs mentioned below, the Directors anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

2 Application of new and amendments to International Financial Reporting Standards (“IFRSs”) (Continued)

2.2 New and amendments to IFRSs in issue but not yet effective (Continued)

Amendments to IFRS 3 Reference to the Conceptual Framework

The amendments:

- update a reference in IFRS 3 *Business Combinations* so that it refers to the *Conceptual Framework for Financial Reporting* issued by IASB in March 2018 (the “Conceptual Framework”) instead of the International Accounting Standards Committee’s *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting* issued in September 2010);
- add a requirement that, for transactions and other events within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or IFRIC 21 *Levies*, an acquirer applies IAS 37 or IFRIC 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination; and
- add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Amendments to IFRS 10 and IAS 28 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments to IFRS 10 *Consolidated Financial Statements* and IAS 28 *Investments in Associates and Joint Ventures* deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent’s profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent’s profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

2 Application of new and amendments to International Financial Reporting Standards (“IFRSs”) (Continued)

2.2 New and amendments to IFRSs in issue but not yet effective (Continued)

Amendments to IAS 1 Classification of Liabilities as Current or Non-current

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 *Financial Instruments: Presentation*.

Based on the Group's outstanding liabilities as at 31 December 2021, the application of the amendments will not result in reclassification of the Group's liabilities.

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

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

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

IFRS Practice Statement 2 *Making Materiality Judgements* (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group's significant accounting policies. The impacts of application, if any, will be disclosed in the Group's future consolidated financial statements.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

2 Application of new and amendments to International Financial Reporting Standards (“IFRSs”) (Continued)

2.2 New and amendments to IFRSs in issue but not yet effective (Continued)

Amendments to IAS 8 Definition of Accounting Estimates

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

In addition, the concept of changes in accounting estimates in IAS 8 is retained with additional clarifications.

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

Amendments to IAS 16 Property, Plant and Equipment — Proceeds before Intended Use

The amendments specify that the costs of any item that were produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management, such as samples produced when testing whether the relevant property, plant and equipment is functioning properly and the proceeds from selling such items should be recognised and measured in the profit or loss in accordance with applicable standards. The cost of the items is measured in accordance with IAS 2 *Inventories*.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

2 Application of new and amendments to International Financial Reporting Standards (“IFRSs”) (Continued)

2.2 New and amendments to IFRSs in issue but not yet effective (Continued)

Amendments to IAS 37 Onerous Contracts — Cost of Fulfilling a Contract

The amendments specify that, when an entity assesses whether a contract is onerous in accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, the unavoidable costs under the contract should reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. Costs of fulfilling the contract include incremental costs and an allocation of other costs that relate directly to fulfilling contracts.

The amendments are applicable to contracts for which the Group has not yet fulfilled all its obligations as at the date of initial application.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Amendments to IFRSs Annual Improvements to IFRSs 2018–2020

The annual improvements make amendments to the following standards.

IFRS 9 Financial Instruments

The amendment clarifies that for the purpose of assessing whether modification of terms of original financial liability constitutes substantial modification under the “10 per cent” test, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other’s behalf.

IFRS 16 Leases

The amendment to Illustrative Example 13 accompanying IFRS 16 removes from the example the illustration of reimbursement relating to leasehold improvements by the lessor in order to remove any potential confusion.

IAS 41 Agriculture

The amendment ensures consistency with the requirements in IFRS 13 *Fair Value Measurement* by removing the requirement in paragraph 22 of IAS 41 to exclude taxation cash flows when measuring the fair value of a biological asset using a present value technique.

The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

3 Significant accounting policies

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with applicable IFRSs, which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations issued by IASB and the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(b) Basis of preparation of the consolidated financial statements

The consolidated financial statements for the year ended 31 December 2021 comprise the Company and its subsidiaries.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies set out below.

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 IFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

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.

These consolidated financial statements are presented in Renminbi ("RMB") rounded to the nearest thousands, except when otherwise indicated. The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(c) Basis of consolidation

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

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

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

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income/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.

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

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

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

(d) Business combinations and goodwill

Acquisition of business are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair values which is the sum of the acquisition-date fair values of 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. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(d) Business combinations and goodwill (Continued)

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the International Accounting Standards Committee's *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *conceptual Framework for Financial Reporting* issued in September 2010).

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent year.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(e) Property, plant and equipment

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

Freehold lands are not depreciated and are measured at cost less subsequent accumulated impairment losses.

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

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method as follows:

- Buildings held for own use which are situated on leasehold land are depreciated over the shorter of the unexpired term of the lease and their estimated useful lives, being no more than 30 years after the date of completion.
- Plant and machinery 10 years
- Motor vehicles 5 years
- Furniture, fixtures and equipment 5 years

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

(f) Constructions in progress

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

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(g) Investment properties

Investment properties are property owned or held under a leasehold interest to earn rental income and/or for capital appreciation. Investment properties are measured at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is recognised in profit or loss on a straight-line basis over the shorter of the unexpired term of lease and its estimated useful life, being no more than 30 years after the date of completion.

(h) Lease prepayments

Definition of a lease

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

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

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption to leases of leasehold properties that have a lease term of 12 months or less from the commencement date and do not contain a purchase option.

Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group;
- right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities; and
- an estimate of cost to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

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

The right-of-use asset is presented as a separate line in the consolidated statements of financial position.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(h) Lease prepayments (Continued)

The Group as a lessee (Continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

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

The lease payments include fixed lease payments (including in-substance fixed payments).

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

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

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

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

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

Taxation

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

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

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(h) Lease prepayments (Continued)

The Group as a lessor

The Group enters into lease agreements as a lessor with respect to its investment properties to other parties.

Refundable rental deposits received are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Rental income from leases is recognised in other income on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging a lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

(i) Intangible assets

Intangible assets acquired separately

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

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

The ERP system is amortised from the date it is available for use and its estimated useful life is 10 years.

Intangible assets acquired in a business combination

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

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

The distribution network is amortised from the acquisition date through business combination and its estimated useful life is 5 years.

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

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(j) Credit losses and impairment of assets

(i) Impairment of financial assets subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade other receivables, cash and cash equivalents and pledged bank deposit at bank which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

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

Measurement of ECLs

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

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

Significant increases in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) 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 (ii) the financial asset is 90 days past due. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(j) Credit losses and impairment of assets (Continued)

(i) Impairment of financial assets subject to impairment assessment under IFRS 9 (Continued)

Significant increases in credit risk (Continued)

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

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

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis 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.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Basis of calculation of interest income

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

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(j) Credit losses and impairment of assets (Continued)

(i) Impairment of financial assets subject to impairment assessment under IFRS 9 (Continued)

Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; and
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganization.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of the reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- construction in progress;
- investment properties;
- right-of-use assets; and
- intangible assets.

If any such indication exists, the asset's recoverable amount is estimated.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(j) Credit losses and impairment of assets (Continued)

(ii) Impairment of other non-current assets (Continued)

Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less cost 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 time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e., a cash-generating unit).

Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable), or value in use (if determinable).

Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(k) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Cost necessary to make the sale includes incremental cost directly attributable to the sale and non-incremental cost which the Group must incur to make the sales.

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

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(l) Trade and other receivables

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

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

Bills receivable are derecognised if substantially all the risks and rewards of ownership of the bills receivable is transferred. If substantially all the risks and rewards of ownership of bills receivable are retained, the bills receivable are continued to recognise in the consolidated statement of financial position.

(m) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(n) Trade and other payables

Trade and other payables are initially recognised at fair value and thereafter stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(o) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(p) Employee benefits

(i) Retirement benefit obligations

The Group contributes to a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Scheme Ordinance for all employees in Hong Kong. Contributions are made based on a percentage of the employees' relevant income and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed in the MPF Scheme. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately.

The employees of the Company's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme. The Group's employer contributions vest fully with the employees when contributed in the central pension scheme. The Group has no forfeiture of pension scheme contributions (i.e. contributions processed by the employer on behalf of the employee who has exited the scheme prior to vesting of such contributions). As at 31 December 2021, no forfeited contribution under the pension scheme of the Group is available for deduction of contribution payable in coming years.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(p) Employee benefits (Continued)

(ii) Share-based payments for employees

The fair value of share options granted to employees of the Group is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at the grant date using binomial model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On the vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

(q) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

All deferred tax liabilities and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(q) Income tax (Continued)

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(r) Provisions

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

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

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(s) Contingent asset/liabilities

Contingent assets

Contingent assets arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the Group and they are not recognised in the consolidated financial statements. The Group assesses continually the development of contingent assets. If it has become virtually certain that an inflow of economic benefits will arise, the Group recognises the asset and the related income in the consolidated financial statements in the reporting period in which the change occurs.

Contingent liabilities

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

(t) Revenue recognition

Revenue from contracts with customers

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

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

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

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

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

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

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(u) Foreign currencies

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity ("functional currency"). The functional currency of the Company and its subsidiaries outside the PRC is Hong Kong Dollars ("HKD") and United State Dollars ("USD") and the functional currency of the subsidiaries in the PRC is RMB.

The consolidated financial statements are presented in RMB since most of the companies comprising the Group are operating in RMB environment and the functional currency of most of the companies comprising the Group is RMB.

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates.

The results of operations outside the PRC are translated into RMB at the average exchange rates for the year which approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

(v) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare that asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

(w) Research and development expenditure

Expenditure on research activities is recognised as an expense in the year in which it is incurred. Expenditure on development activities is capitalised if the product or process under development is technically and commercially feasible and the Group has sufficient resources and the intention to complete the development. The expenditure capitalised includes the costs of materials, direct labor, and an appropriate proportion of overheads. Other development expenditure is recognised as an expense in the year in which it is incurred.

(x) Dividends

Dividends are recognised as a liability in the period in which they are declared.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(y) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the group or to the group's parent.

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

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(z) Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value excepts for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15 since 1 January 2018. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

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

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

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

(i) Amortised cost and interest income

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

Derecognition of financial assets

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

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

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(z) Financial instruments (Continued)

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities including trade and other payable are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when and only when the Group's obligation are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognised in profit or loss.

Modification of financial liabilities such as borrowings, trade and other payables, etc.

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account, all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

3 Significant accounting policies (Continued)

(aa) Government grants

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

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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

4 Significant accounting estimates and judgements

The preparation of the consolidated financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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.

Estimates and judgements are continually evaluated and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

4 Significant accounting estimates and judgements (Continued)

(a) Impairments of non-current assets

If circumstances indicate that the carrying value of an asset may not be recoverable, the asset may be considered “impaired”, and an impairment loss may be recognised in profit or loss. The carrying amounts of assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. These assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount.

The recoverable amount is the greater of the fair value less costs to sell and the value in use. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to level of sales volume, sales revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount, including estimates based on reasonable and supportable assumptions and projections of sales volume, sales revenue and amount of operating costs.

(b) Provision of ECL for trade receivables

The Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on aging of debtors as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group’s historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables with significant balances and credit impaired are assessed for ECL individually.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

5 Segment information

Operating segments and the amounts of each segment item reported in the consolidated financial statements are identified from the consolidated financial statements provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they a majority of these criteria.

The main operation of the Group is sales of menswear apparel and brand licensing in the PRC. During the Year, the Group commenced a new operation for the sales of industrial products to customers located in Saudi Arabia.

During the Year, the Group commenced the business engaging in provision of advertising services along with the acquisition of Good Productive Limited and its subsidiaries ("Good Productive Group") (as detailed in note 28), and it is considered as a new operating and reportable segment by the most senior executive management. As the uncertainties brought by the recent change in regulatory environment in the PRC that affected the operation of Good Productive Group in the PRC, the Group disposed the Good Productive Group on 30 November 2021. This new operating segment was treated as discontinued operation.

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

Segment revenue and results

For the year ended 31 December 2021

| | Continuing operations | | | | Discontinued operation | Consolidated RMB'000 |
|--|--------------------------|-----------------------------|---------------------|-------------------|------------------------|----------------------|
| | Menswear Apparel RMB'000 | Industrial Products RMB'000 | Unallocated RMB'000 | Sub-total RMB'000 | Advertising RMB'000 | |
| Revenue | 275,026 | 98,835 | - | 373,861 | 3,577 | 377,438 |
| Segment result before the following items | 6,418 | 28,123 | - | 34,541 | (3,566) | 30,975 |
| Impairment of intangible assets recognised in profit or loss | (2,111) | - | - | (2,111) | - | (2,111) |
| Allowance for ECL, net recognised in profit or loss | (86,960) | - | - | (86,960) | - | (86,960) |
| Depreciation and amortisation | (69,001) | - | - | (69,001) | (154) | (69,155) |
| Segment result | (151,654) | 28,123 | - | (123,531) | (3,720) | (127,251) |
| Other revenue and unallocated gains | | | 1,957 | 1,957 | - | 1,957 |
| Corporate and other unallocated expenses | | | (25,485) | (25,485) | - | (25,485) |
| Loss before tax | | | | (147,059) | (3,720) | (150,779) |
| Tax expenses | (16,870) | (3,009) | - | (19,879) | 33 | (19,846) |
| | | | | (166,938) | (3,687) | (170,625) |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

5 Segment information (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2020

| | Menswear RMB'000 | Unallocated RMB'000 | Sub-total RMB'000 |
|---|---------------------|------------------------|----------------------|
| Revenue | 270,070 | – | 270,070 |
| Segment result before the following items | (32,117) | – | (32,117) |
| Impairment of intangible assets, recognised into profit or loss | (16,749) | – | (16,749) |
| Allowance for ECL, net recognised in profit or loss | (51,172) | – | (51,172) |
| Depreciation and amortisation | (64,624) | – | (64,624) |
| Segment result | (164,662) | – | (164,662) |
| Other revenue and unallocated gains | | 2,129 | 2,129 |
| Corporate and other unallocated expenses | | (417,311) | (417,311) |
| Loss before tax | | | (579,844) |
| Tax expenses | 27,615 | – | 27,615 |
| | | | (552,229) |

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment loss represents the loss from each segment without allocation of central administration costs, directors' emoluments, investment income and finance costs.

Segment assets and liabilities

For the year ended 31 December 2021

| | Continuing operations | | | | Discontinued operation | Consolidated RMB'000 |
|---------------------|--------------------------------|-----------------------------------|------------------------|----------------------|------------------------|-------------------------|
| | Menswear Apparel RMB'000 | Industrial Products RMB'000 | Unallocated RMB'000 | Sub-total RMB'000 | Advertising RMB'000 | |
| | Segment assets | 695,475 | 80,920 | 340,050 | 1,116,445 | |
| Segment liabilities | 491,070 | 63,474 | 107,889 | 662,433 | – | 662,433 |

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(Expressed in Renminbi unless otherwise indicated)

5 Segment information (Continued)

Segment assets and liabilities (Continued)

For the year ended 31 December 2020

| | Menswear Apparel RMB'000 | Unallocated RMB'000 | Sub-total RMB'000 |
|---------------------|--------------------------------|------------------------|----------------------|
| Segment assets | 927,498 | 278,349 | 1,205,847 |
| Segment liabilities | 523,626 | 138,847 | 662,473 |

Amounts included in measure of segment profit or loss and segment assets

For the year ended 31 December 2021

| | Continuing operations | | | | Discontinued operation | Consolidated RMB'000 |
|--|--------------------------------|-----------------------------------|------------------------|----------------------|---------------------------|-------------------------|
| | Menswear Apparel RMB'000 | Industrial Products RMB'000 | Unallocated RMB'000 | Sub-total RMB'000 | Advertising RMB'000 | |
| Addition to non-current assets | 50,475 | – | 7,780 | 58,255 | 1,125 | 59,380 |
| Depreciation and amortisation | (69,001) | – | (1,911) | (70,912) | (154) | (71,066) |
| Loss on disposal of property, plant and equipment | (858) | – | – | (858) | – | (858) |
| Impairment of intangible assets recognised in profit or loss | (2,111) | – | – | (2,111) | – | (2,111) |
| Allowance for ECL, net recognised in profit or loss | (86,960) | – | – | (86,960) | – | (86,960) |

For the year ended 31 December 2020

| | Menswear Apparel RMB'000 | Unallocated RMB'000 | Sub-total RMB'000 |
|---|--------------------------------|------------------------|----------------------|
| Addition to non-current assets | 69,540 | – | 69,540 |
| Depreciation and amortisation | (64,624) | – | (64,624) |
| Loss on disposal of property, plant and equipment | (2,479) | – | (2,479) |
| Impairment of intangible assets recognised in profit or loss | (16,749) | – | (16,749) |
| Allowance for ECL, net recognised in profit or loss | (51,172) | – | (51,172) |
| Impairment of construction in progress recognised in profit or loss | – | (376,700) | (376,700) |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

5 Segment information (Continued)

Segment assets and liabilities (Continued)

(a) Geographical information

The following table presents the Group's geographical information in terms of revenue for the years ended 31 December 2021 and 2020:

| | Continuing operations | | Discontinued operation | | Total | |
|--------------|-----------------------|-----------------|------------------------|-----------------|-----------------|-----------------|
| | 2021 RMB'000 | 2020 RMB'000 | 2021 RMB'000 | 2020 RMB'000 | 2021 RMB'000 | 2020 RMB'000 |
| China | 275,026 | 270,070 | 3,577 | – | 278,603 | 270,070 |
| Saudi Arabia | 98,835 | – | – | – | 98,835 | – |
| | 373,861 | 270,070 | 3,577 | – | 377,438 | 270,070 |

(b) Non-current assets

The principal place of the Group's operation is in PRC. For the purpose of segment information disclosures under IFRS 8, the Group regards PRC as its country of domicile. Over 90% of the Group's non-current assets are located in the PRC.

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the Group's total revenue are as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|--|-----------------|-----------------|
| Customer A (sale of menswear apparels) | N/A* | 48,333 |
| Customer B (sale of menswear apparels) | N/A* | 32,154 |
| Customer C (sale of menswear apparels) | N/A* | 28,622 |
| Customer D (sale of industrial products) | 59,319 | N/A* |

* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

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(Expressed in Renminbi unless otherwise indicated)

6 Revenue

The main business activities of the Group are sales of menswear apparel and brand licensing in the PRC. During the year, the Group commenced a new operation for the sales of industrial products to customers located in Saudi Arabia. Revenue represents the sales value of goods sold less discounts and Value Added Tax.

For sales of products to retail customers, revenue is recognised when control of the goods has transferred, being at the point the customer purchases the goods at the retail shop. Payment of the transaction price is due immediately at the point the customer purchases the goods.

For the sales of menswear apparel and sales of industrial products, revenue is recognised when control of the goods has transferred, being at the point the products are delivered to the customer's premise or shipping port when the customer has accepted the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been delivered to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Under the Group's standard contract terms, customers have a right to exchange for dissimilar products within 90 days. The Group uses its accumulated historical experience to estimate the number of exchange on a portfolio level using the expected value method. Revenue is recognised for sales which are considered highly probable that a significant reversal in the cumulative revenue recognised will not occur. A contract liability is recognised for sales in which revenue has yet been recognised. The Group's right to recover the product when customers exercise their right is recognised as a right to returned goods asset and a corresponding adjustment to cost of sales.

Revenue by product type is as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|--------------------------------------|-----------------|-----------------|
| Continuing operations | | |
| Sales of menswear apparel: | | |
| Men's trousers | 144,885 | 141,940 |
| Men's tops | 119,098 | 125,058 |
| Accessories | 288 | 3,072 |
| Brand licensing | 10,755 | – |
| Sales of industrial products | 98,835 | – |
| | 373,861 | 270,070 |
| Timing of revenue recognition | | |
| Over time | 10,755 | – |
| At a point in time | 363,106 | 270,070 |
| | 373,861 | 270,070 |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

7 Other income and other gains or losses

| | 2021 RMB'000 | 2020 RMB'000 |
|--|-----------------|-----------------|
| Continuing operations | | |
| Interest income | 1,016 | 4,190 |
| Rental income from investment properties less direct outgoings | 9,103 | 2,542 |
| Service income | 332 | 855 |
| Government grants | 1 | 406 |
| Net foreign exchange loss | (41) | (157) |
| Net loss on disposal of property, plant and equipment | (858) | (2,479) |
| Net gain on termination of lease liabilities | – | 21 |
| Net gain on disposal of subsidiaries | 3,687 | – |
| Gain/(loss) on modification of corporate bonds | 972 | (262) |
| Others | 407 | 773 |
| | 14,619 | 5,889 |

Government grants were received from several local government authorities, of which the entitlements were under the discretion of the relevant authorities.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

8 Loss before taxation

Loss before taxation is arrived at after charging:

| | 2021 RMB'000 | 2020 RMB'000 |
|--|-----------------|-----------------|
| Continuing operations | | |
| (a) Finance costs: | | |
| Interest on corporate bonds | 7,724 | 11,335 |
| Interest on bank borrowings | 20,814 | 22,830 |
| Interest on lease liabilities | 172 | 85 |
| | 28,710 | 34,250 |
| (b) Staff costs (including directors' remuneration): | | |
| Contributions to defined contribution retirement plans | 718 | 651 |
| Salaries, wages and other benefits | 14,075 | 31,390 |
| | 14,793 | 32,041 |
| (c) Other items: | | |
| Amortisation of intangible assets | 45,917 | 45,917 |
| Depreciation of property, plant and equipment | 3,767 | 11,213 |
| Depreciation of investment properties | 12,254 | 5,343 |
| Amortisation of right-of-use assets | 8,974 | 8,935 |
| Auditors' remuneration | 1,493 | 1,602 |
| Research and developments expenses (note (i)) | 1,747 | 7,181 |
| Cost of inventories | 263,694 | 193,169 |
| Allowance for ECL, net | 86,960 | 51,172 |
| Written-off of trade receivable | - | 560 |
| Expense related to short-term leases | 5 | 41 |

Note:

- (i) Research and developments expenses include staff costs working in the Group's design and product development department.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

9 Income tax in the consolidated statement of profit or loss and other comprehensive income

(a) Taxation in the consolidated statement of profit or loss and other comprehensive income represents:

| | 2021 RMB'000 | 2020 RMB'000 |
|--|-----------------|-----------------|
| Continuing operations | | |
| Current tax | | |
| Provision for PRC enterprises income tax for the year | – | 197 |
| Over provision for PRC enterprises income tax for prior year | (13) | – |
| Provision for Hong Kong Profit Tax for the year | 3,009 | – |
| Deferred tax expenses/(credit) | 16,883 | (27,812) |
| | 19,879 | (27,615) |

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and British Virgin Islands ("BVI"), none of the members of the Group are subject to any income tax in the Cayman Islands or BVI.
- (ii) Hong Kong Profit Tax is calculated at 16.5% on the estimated assessable profit for the years ended 31 December 2021 and 2020.
- (iii) Pursuant to the income tax rules and regulations of the PRC, provision for PRC enterprises income tax is calculated based on the statutory rate of 25% of the assessable profits of subsidiaries incorporated in the PRC for the years ended 31 December 2021 and 2020.
- (iv) According to the Corporate Income Tax law and its implementation rules, dividends receivable by non-PRC corporate residents from PRC enterprises are subject to withholding tax at a rate of 10%, unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008. Deferred tax liabilities have been provided for in this regard based on the expected dividends to be distributed from these subsidiaries in the foreseeable future in respect of the profits generated since 1 January 2008.

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

| | 2021 RMB'000 | 2020 RMB'000 |
|---|-----------------|-----------------|
| Continuing operations | | |
| Loss before taxation | (147,059) | (579,844) |
| Notional tax on loss before taxation, calculated at the rates applicable to loss in the tax jurisdictions concerned | (37,270) | (137,986) |
| Tax effect of non-deductible expenses | 50,754 | 380 |
| Tax effect of income not taxable for tax purposes | (237) | (11,515) |
| Tax effect of tax losses not recognised | 6,645 | 121,506 |
| Over provision for PRC enterprises income tax for prior year | (13) | – |
| Tax expense/(credit) for the year | 19,879 | (27,615) |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

10 Directors' remuneration

Directors' remuneration disclosed pursuant to are as follows:

Year ended 31 December 2021

| | Directors' fees RMB'000 | Salaries, allowances and benefit in kind RMB'000 <i>(note (i))</i> | Retirement scheme contributions RMB'000 | 2021 Total RMB'000 |
|--|----------------------------|--|--|-----------------------|
| Executive Directors | | | | |
| Mr. Kwok Kin Sun | – | 498 | 15 | 513 |
| Mr. Kwok Hon Fung | – | 498 | 15 | 513 |
| Mr. Tong Xin <i>(note (iii))</i> | – | 373 | 11 | 384 |
| Mr. Peng Zuncheng <i>(note (v))</i> | – | 448 | 15 | 463 |
| Sub-total | – | 1,817 | 56 | 1,873 |
| Independent Non-executive Directors | | | | |
| Mr. Cheung Chiu Tung | 110 | – | – | 110 |
| Mr. Poon Yick Pang Philip | 182 | – | – | 182 |
| Ms. Huang Yumin <i>(note (vi))</i> | 100 | – | – | 100 |
| Sub-total | 392 | – | – | 392 |
| Total | 392 | 1,817 | 56 | 2,265 |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

10 Directors' remuneration (Continued)

Year ended 31 December 2020

| | Directors' fees RMB'000 | Salaries, allowances and benefit in kind RMB'000 (note (i)) | Retirement scheme contributions RMB'000 | 2020 Total RMB'000 |
|--|----------------------------|---|--|-----------------------|
| Executive Directors | | | | |
| Mr. Kwok Kin Sun | – | 534 | 16 | 550 |
| Mr. Kwok Hon Fung | – | 534 | 16 | 550 |
| Ms. Mo Wei (note (iv)) | – | 534 | 13 | 547 |
| Mr. Tong Xin (note (iii)) | – | 134 | 4 | 138 |
| Sub-total | – | 1,736 | 49 | 1,785 |
| Independent Non-executive Directors | | | | |
| Mr. Cheung Chiu Tung | 110 | – | – | 110 |
| Mr. Poon Yick Pang Philip | 196 | – | – | 196 |
| Ms. Huang Yumin (note (vi)) | 107 | – | – | 107 |
| Mr. Steve Andrew Chen (note (ii)) | 36 | – | – | 36 |
| Sub-total | 449 | – | – | 449 |
| Total | 449 | 1,736 | 49 | 2,234 |

Notes:

- (i) Salaries, allowance and benefits in kind paid to or for the executive directors are generally emoluments paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.
- (ii) Mr. Steve Andrew Chen was appointed as an independent non-executive director of the Company on 31 January 2020 and retired as independent non-executive director on 18 June 2020.
- (iii) Mr. Tong Xin was appointed as an executive director of the Company on 30 September 2020 and resigned as executive director of the Company on 12 October 2021.
- (iv) Ms. Mo Mei resigned as an executive director of the Company on 31 December 2020.
- (v) Mr. Peng Zuncheng was appointed as an executive director of the Company on 1 January 2021.
- (vi) Ms. Huang Yumin resigned as an independent non-executive director of the Company on 27 December 2021.

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

The independent non-executive directors' emoluments shown were for their services as directors of the Company.

None of the directors waived or has agreed to waive emoluments in respect of the years ended 31 December 2021 and 2020.

During both years, no emolument was paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the year.

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11 Individual with highest emoluments

Of the five individuals with the highest emoluments, three (2020: three) are directors whose remuneration is disclosed in note 10 above. The aggregate of the emoluments in respect of the remaining two individuals for 2021 (2020: two) are as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|---------------------------------|-----------------|-----------------|
| Salaries and other emoluments | 825 | 861 |
| Retirement scheme contributions | 30 | 32 |
| | 855 | 893 |

The emoluments of the two individuals (2020: two) with the highest emoluments fall within the following bands:

| | 2021 Number of individuals | 2020 Number of individuals |
|----------------------|----------------------------------|----------------------------------|
| Nil to HK\$1,000,000 | 2 | 2 |

During both years, no emolument was paid by the Group to the above-mentioned individual as an inducement to join or upon joining the Group or as compensation for loss of office.

12 Loss per share

(a) Basic loss per share

The calculation of the basic loss per share attributable to equity owners of the Company is based on the following data:

| | 2021 RMB'000 | 2020 RMB'000 |
|---|------------------|-----------------|
| Loss | | |
| Loss for the year for the purposes of computation of basic loss per share | | |
| — from continuing operations | (174,391) | (552,229) |
| — from discontinued operation | (3,687) | — |
| | (178,078) | (552,229) |

| | Number of shares '000 | '000 |
|---|--------------------------|-----------|
| Number of shares | | |
| Weighted average number of ordinary shares in issue | 2,364,866 | 1,923,600 |

(b) Diluted loss per share

The computation of diluted loss per share for the years ended 31 December 2021 and 2020 did not assume the exercise of outstanding share options of the Company since their assumed conversion would result in a decrease in loss per share.

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13 Property, plant and equipment

| | Buildings RMB'000 | Plant and machinery RMB'000 | Motor vehicles RMB'000 | Furniture, fixtures and equipment RMB'000 | Total RMB'000 |
|---|----------------------|-----------------------------------|------------------------------|--|------------------|
| Cost: | | | | | |
| As at 1 January 2020 | 380,029 | 67,647 | 5,782 | 21,586 | 475,044 |
| Additions | 8,981 | 34 | – | 3 | 9,018 |
| Transfer to investment properties | (277,378) | – | – | – | (277,378) |
| Disposals | (1,053) | (28,391) | (170) | (2,277) | (31,891) |
| Exchange adjustment | – | – | – | (2) | (2) |
| As at 31 December 2020 and 1 January 2021 | 110,579 | 39,290 | 5,612 | 19,310 | 174,791 |
| Additions | 118 | – | 8,692 | 232 | 9,042 |
| Transfer to investment properties | (46,385) | – | – | – | (46,385) |
| Transfer from investment properties | 938 | – | – | – | 938 |
| Disposals | – | (16,074) | – | (1,241) | (17,315) |
| Disposal of subsidiaries (note 28(b)) | – | – | – | (94) | (94) |
| Exchange adjustment | (2) | – | – | (11) | (13) |
| At 31 December 2021 | 65,248 | 23,216 | 14,304 | 18,196 | 120,964 |
| Accumulated depreciation: | | | | | |
| As at 1 January 2020 | 142,098 | 60,971 | 5,410 | 21,288 | 229,767 |
| Charge for the year | 10,116 | 821 | 69 | 207 | 11,213 |
| Transfer to investment properties | (104,573) | – | – | – | (104,573) |
| Written back on disposals | (456) | (26,526) | (147) | (2,272) | (29,401) |
| Exchange adjustment | – | – | – | (3) | (3) |
| As at 31 December 2020 and 1 January 2021 | 47,185 | 35,266 | 5,332 | 19,220 | 107,003 |
| Charge for the year | 2,603 | 486 | 604 | 91 | 3,784 |
| Transfer to investment properties | (15,986) | – | – | – | (15,986) |
| Disposal of subsidiaries (note 28(b)) | – | – | – | (17) | (17) |
| Written back on disposals | – | (14,720) | – | (1,237) | (15,957) |
| Exchange adjustment | (2) | – | – | (10) | (12) |
| As at 31 December 2021 | 33,800 | 21,032 | 5,936 | 18,047 | 78,815 |
| Carrying amount: | | | | | |
| As at 31 December 2021 | 31,448 | 2,184 | 8,368 | 149 | 42,149 |
| As at 31 December 2020 | 63,394 | 4,024 | 280 | 90 | 67,788 |

- (a) The buildings held for own use are located and erected on land held in the PRC under medium-term leases.
- (b) Certain buildings with carrying value of RMB31,357,000 (2020: RMB63,394,000) have been pledged to a bank as security for bank borrowings as at 31 December 2021 (see note 23).

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13 Property, plant and equipment (Continued)

- (c) Due to the loss on segment result on sales of menswear appeals incurred for the Year, the management concluded there was indication for impairment and conducted impairment assessment on certain assets belongs to the cash-generating-units for sale of menswear appeals segment ("Menswear CGU").

The Group estimates the recoverable amounts of the Menswear CGU based on higher of fair value less costs of disposal and value in use. The recoverable amount of Menswear CGU is higher than the carrying amount of the relevant assets and therefore no impairment has been recognised.

The recoverable amount of Menswear CGU has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management covering the following 5 years with a pre-tax discount rate is 12% as at 31 December 2021 (2020: 8.5%), respectively. The annual growth rate used is 2% (2020: 2.6%), which is based on the industry growth forecasts and does not exceed the long-term average growth rate for the relevant industry. The cash flows beyond the five-year period are extrapolated using 1.5% growth rate (2020: 3%). Another key assumption for the value in use calculated is the budgeted gross margin, which is determined based on the Menswear CGU's past performance and management expectations for the market development. The growth rates and discount rate applied have been reassessed taking into consideration higher degree of estimation uncertainties in due to uncertainty on how the Covid-19 pandemic may progress and evolve.

14 Construction in progress

| | 2021 RMB'000 | 2020 RMB'000 |
|--|-----------------|-----------------|
| Cost: | | |
| As at 1 January | - | 376,700 |
| Written off/Impairment (<i>note</i>) | - | (376,700) |
| As at 31 December | - | - |
| Net book value: | | |
| As at 31 December | - | - |

Note: As at 31 December 2020, the amount of RMB376,700,000 has been written off due to the suspension of the construction of commercial centre.

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(Expressed in Renminbi unless otherwise indicated)

15 Investment properties

The Group leases out various offices under operating leases with rentals payable monthly. The leases typically run for an initial period of 1 to 10 years (2020: 2 to 5 years), with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

| | 2021 RMB'000 | 2020 RMB'000 |
|---|-----------------|-----------------|
| Cost: | | |
| As at 1 January | 404,202 | 35,613 |
| Transfer from property, plant and equipment | 46,385 | 277,378 |
| Transfer to properties, plant and equipment | (938) | – |
| Addition | 41,689 | 91,211 |
| As at 31 December | 491,338 | 404,202 |
| Accumulated depreciation: | | |
| As at 1 January | 124,161 | 14,245 |
| Charge for the year | 12,254 | 5,343 |
| Transfer from property, plant and equipment | 15,986 | 104,573 |
| As at 31 December | 152,401 | 124,161 |
| Net book value: | | |
| As at 31 December | 338,937 | 280,041 |
| Classify as: | | |
| Construction in progress | 122,386 | 91,211 |
| Investment properties | 216,551 | 188,830 |
| | 338,937 | 280,041 |

The investment properties were pledged as security for bank borrowings.

The fair value of the Group's investment properties at 31 December 2021 was RMB443,700,100. The fair value has been arrived at based on a valuation carried out by independent valuers not connected with the Group.

The fair value was determined based on the income approach, where the market rentals of all lettable units of the properties are assessed and discounted at the market yield expected by investors for this type of properties. The market rentals are assessed by reference to the rentals achieved in the lettable units of the properties as well as other lettings of similar properties in the neighbourhood. The discount rate is determined by reference to the yields derived from analysing the sales transactions of similar commercial properties in the PRC and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group's investment properties. There has been no change from the valuation technique used in the prior year. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

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(Expressed in Renminbi unless otherwise indicated)

16 Right-of-use assets

| | Land use rights RMB'000 <i>Notes</i> | Leasehold properties RMB'000 | Total RMB'000 |
|---|---|------------------------------------|------------------|
| Cost | | | |
| As at 1 January 2020 | 253,129 | 4,277 | 257,406 |
| Termination of lease | – | (2,420) | (2,420) |
| Exchange realignment | – | (36) | (36) |
| As at 31 December 2020 and 1 January 2021 | 253,129 | 1,821 | 254,950 |
| Additions | – | 7,523 | 7,523 |
| Exchange realignment | – | (207) | (207) |
| As at 31 December 2021 | 253,129 | 9,137 | 262,266 |
| Accumulated amortisation | | | |
| As at 1 January 2020 | 7,109 | 1,297 | 8,406 |
| Amortisation for the year | 7,109 | 1,826 | 8,935 |
| Termination of lease | – | (1,610) | (1,610) |
| Exchange realignment | – | (17) | (17) |
| As at 31 December 2020 and 1 January 2021 | 14,218 | 1,496 | 15,714 |
| Amortisation for the year | 7,109 | 1,865 | 8,974 |
| Exchange realignment | – | (96) | (96) |
| As at 31 December 2021 | 21,327 | 3,265 | 24,592 |
| Net carrying value | | | |
| As at 31 December 2021 | 231,802 | 5,872 | 237,674 |
| As at 31 December 2020 | 238,911 | 325 | 239,236 |
| | | 2021 | 2020 |
| | | RMB'000 | RMB'000 |
| Expense relating to short-term lease | | 5 | 41 |
| Total cash outflow for lease | | 1,425 | 1,961 |

Notes:

- (a) All the Group's land use rights on leasehold land are located in the PRC. As at 31 December 2021, the remaining period of land use rights range from 31 to 34 years (2020: 32 to 35 years).
- (b) At 31 December 2021, the land use rights with carrying value of RMB231,802,000 (2020: RMB238,911,000) were pledged as security for bank borrowings (see note 23).

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(Expressed in Renminbi unless otherwise indicated)

17 Intangible assets

| | Online platform RMB'000 | ERP system RMB'000 | Distribution network RMB'000 | Total RMB'000 |
|---|-------------------------------|-----------------------|------------------------------------|------------------|
| Cost: | | | | |
| As at 1 January 2020, 31 December 2020 and 1 January 2021 | – | 17,344 | 217,000 | 234,344 |
| Acquisition of subsidiaries (note 28(a)) | 1,031 | – | – | 1,031 |
| Disposal of subsidiaries (note 28(b)) | (1,031) | – | – | (1,031) |
| As at 31 December 2021 | – | 17,344 | 217,000 | 234,344 |
| Accumulated amortisation and impairment: | | | | |
| As at 1 January 2020 | – | 2,882 | 111,340 | 114,222 |
| Charge for the year | – | 2,517 | 43,400 | 45,917 |
| Impairment | – | – | 16,749 | 16,749 |
| As at 31 December 2020 and 1 January 2021 | – | 5,399 | 171,489 | 176,888 |
| Charge for the year | 137 | 2,517 | 43,400 | 46,054 |
| Impairment | – | – | 2,111 | 2,111 |
| Disposal of subsidiaries (note 28(b)) | (137) | – | – | (137) |
| As at 31 December 2021 | – | 7,916 | 217,000 | 224,916 |
| Net book value | | | | |
| As at 31 December 2021 | – | 9,428 | – | 9,428 |
| As at 31 December 2020 | – | 11,945 | 45,511 | 57,456 |

The Group performed its annual impairment test for distribution network under intangible assets which were arising from the acquisition of the Chameleon Ventures Limited and its subsidiaries ("Chameleon CGU") by comparing its recoverable amount to its carrying amount as at the end of the reporting period. The recoverable amount of Chameleon CGU is determined based on value-in-use calculations. These calculations used cash flow projections based on a five-year financial budget approved by management. Cash flows beyond a five-year period approved by management have been extrapolated with an estimated general annual growth of 1.5% (2020: 3%). The discount rate used of 12% (2020: 10.5%) reflects specific risks related to the relevant segment. Other key assumptions for value in use calculations include budgeted sales and gross margin, such estimation is based on the unit's past performance and management's expectations for the market development.

For the Year, an impairment loss of approximately RMB2,111,000 (2020: RMB16,749,000) on distribution network under intangible assets that relates to which constitutes the Chameleon CGU, has been recognised as a result of an impairment assessment made by the management.

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(Expressed in Renminbi unless otherwise indicated)

18 Inventories

Inventories in the consolidated statement of financial position comprise:

| | 2021 RMB'000 | 2020 RMB'000 |
|----------------|-----------------|-----------------|
| Raw materials | 14 | 52 |
| Finished goods | 31,230 | 56,650 |
| | 31,244 | 56,702 |

19 Trade and other receivables

| | 2021 RMB'000 | 2020 RMB'000 |
|---|-----------------|-----------------|
| Trade receivables | 521,514 | 422,380 |
| Less: Loss allowance for expected credit loss | (302,106) | (216,014) |
| Written-off | (1,615) | (43,249) |
| | 217,793 | 163,117 |
| Prepayments to suppliers | 11,706 | 6,729 |
| Other deposits, prepayments and receivables | 20,117 | 49,804 |
| | 249,616 | 219,650 |

Aging analysis

At the end of the reporting period, the aging analysis of trade receivables with net of allowance for credit losses, based on invoice date, is as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|--|-----------------|-----------------|
| Within 3 months | 160,066 | 114,572 |
| More than 3 months but within 6 months | 12,880 | 24,297 |
| More than 6 months but within 1 year | 44,847 | 21,513 |
| Over 1 year | – | 2,735 |
| | 217,793 | 163,117 |

Trade receivables are normally due for settlement within 90–180 days from the invoice date.

20 Pledged bank deposits

As at 31 December 2020, bank deposits have been pledged as security for bank borrowings, which were repayable within 1 year from the end of the reporting period (see note 23). The pledged bank deposits had been released upon the settlement of relevant bank borrowings and were reclassified as current assets.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

21 Cash and cash equivalents and fixed deposits held at banks

a. Cash and cash equivalents and fixed deposits held at banks comprise:

| | 2021 RMB'000 | 2020 RMB'000 |
|--------------------------|-----------------|-----------------|
| Cash at bank and in hand | 131,821 | 196,651 |

At 31 December 2021, cash and cash equivalents in the PRC amounted to approximately RMB72,286,000 (2020: RMB195,060,000). Remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC government.

b. Reconciliation of loss before taxation to cash generated from operations:

| | 2021 RMB'000 | 2020 RMB'000 |
|--|------------------|-----------------|
| Loss before taxation | | |
| — Continuing operations | (147,059) | (579,844) |
| — Discontinued operations | (3,720) | — |
| Adjustments for: | | |
| — Depreciation of property, plant and equipment | 3,784 | 11,213 |
| — Depreciation of investment properties | 12,254 | 5,343 |
| — Amortisation of right-of-use assets | 8,974 | 8,935 |
| — Amortisation of intangible assets | 46,054 | 45,917 |
| — Interest expense | 28,710 | 34,250 |
| — Interest income | (1,016) | (4,190) |
| — Gain from termination of leases | — | (21) |
| — Impairment of intangible assets | 2,111 | 16,749 |
| — Written off/impairment of construction in progress | — | 376,700 |
| — Written off of trade receivable | — | 560 |
| — Loss on disposal of property, plant and equipment | 858 | 2,479 |
| — Foreign exchange gain, net | (5,014) | (53) |
| — Allowance for ECL | 114,727 | 78,276 |
| — Reversal of allowance for ECL | (27,767) | (27,104) |
| — Reversal of inventories | — | (631) |
| — Gain on disposal of subsidiaries | (3,687) | — |
| — (Gain)/loss on modification of corporate bonds | (972) | 262 |
| Changes in working capital: | | |
| — Decrease/(increase) in inventories | 25,171 | (27,286) |
| — Increase in trade and other receivables | (111,507) | (93,065) |
| — Increase/(decrease) in trade and other payables | 34,908 | (20,523) |
| Cash used in operations | (23,191) | (172,033) |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

22 Trade, bills and other payables

| | 2021 RMB'000 | 2020 RMB'000 |
|----------------|-----------------|-----------------|
| Trade payables | 58,984 | 16,248 |
| Bills payable | – | 6,500 |
| Other payables | 45,807 | 45,412 |
| Accruals | 52,032 | 52,784 |
| | 156,823 | 120,944 |

The below is an aging analysis of the trade and bills payables at the end of the reporting period based on relevant invoice dates:

| | 2021 RMB'000 | 2020 RMB'000 |
|-----------------------------------|-----------------|-----------------|
| Within 1 month or on demand | 29,532 | 7,289 |
| Over 1 month but within 3 months | 23,793 | 15,250 |
| Over 3 months but within 6 months | – | 129 |
| Over 6 months but within 1 year | 5,659 | 80 |
| | 58,984 | 22,748 |

23 Bank borrowings

(a) The bank borrowings were repayable as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|---|-----------------|-----------------|
| Fixed-rate borrowings, within 1 year or on demand | 398,500 | 419,800 |

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

| | 2021 | 2020 |
|-------------------------|----------------|------------|
| Effective interest are: | | |
| Fixed-rate borrowings | 3.65% to 5.66% | 5% to 6.8% |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

23 Bank borrowings (Continued)

(b) Analysed as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|-----------------|-----------------|-----------------|
| Bank borrowings | | |
| — secured | 348,500 | 349,800 |
| — unsecured | 50,000 | 70,000 |
| | 398,500 | 419,800 |

(c) Secured bank borrowings were secured by the following assets of the Group as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|-------------------------------|-----------------|-----------------|
| Property, plant and equipment | 31,357 | 63,394 |
| Investment properties | 338,937 | 280,041 |
| Right-of-use assets | 231,802 | 238,911 |
| Pledge bank deposits | — | 2,600 |
| | 602,096 | 584,946 |

As at 31 December 2021 and 2020 certain bank borrowings were also guaranteed by Mr. Kwok Kin Sun and Ms. Wong Tung Yau, who is the major shareholder and the spouse of Mr. Kwok Kin Sun of the Company.

(d) Unsecured bank borrowings were guaranteed by:

As at 31 December 2021 and 2020, certain bank borrowing were guaranteed by Mr. Kwok Kin Sun and Ms. Wong Tung Yau, who is the major shareholder and the spouse of Mr. Kwok Kin Sun of the Company.

As at 31 December 2021, a bank borrowing amounted to RMB520,000 was pledged by bank deposit held by independent third party.

(e) The amounts of banking facilities and the utilisation at the end of the reporting period are set out as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|--|-----------------|-----------------|
| Facility amount | 1,193,190 | 1,307,690 |
| Utilised facilities amount in respect of bank borrowings | 398,500 | 419,800 |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

24 Lease liabilities

| | 2021 RMB'000 | 2020 RMB'000 |
|--|-----------------|-----------------|
| Lease liabilities | | |
| Current | 2,530 | 331 |
| Non-current | 3,651 | – |
| | 6,181 | 331 |
| Lease liabilities payable | | |
| — Within one year | 2,530 | 331 |
| — More than one year but not more than two years | 2,817 | – |
| — More than two years but not more than five years | 834 | – |
| Present value of lease liabilities | 6,181 | 331 |
| Analysis as: | | |
| Amounts due for settlement within one year | 2,530 | 331 |
| Amounts due for settlement after one year | 3,651 | – |
| | 6,181 | 331 |

The weight average incremental borrowing rates applied to lease liabilities range from 0.43% to 2.99% (2020: 4.36%).

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

25 Income tax in the consolidated statement of financial position

(a) Deferred tax assets and liabilities recognised:

(i) Movement of each component of deferred tax assets and liabilities

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movement during the year are as follows:

| Deferred tax arising from: | Withholding | Intangible | Impairment | Total |
|---|-----------------|-------------------|---------------|---------------|
| | tax | assets recognised | on trade | |
| | on dividends | at the dates of | receivable | |
| | RMB'000 | business | RMB'000 | RMB'000 |
| | | combinations | | |
| | | RMB'000 | | |
| As at 1 January 2020 | (37,740) | (8,301) | 72,948 | 26,907 |
| Credited to consolidated statement of profit or loss and other comprehensive income | – | 15,037 | 12,775 | 27,812 |
| As at 31 December 2020 and 1 January 2021 | (37,740) | 6,736 | 85,723 | 54,719 |
| Credited to consolidated statement of profit or loss and other comprehensive income | – | (6,736) | (10,147) | (16,883) |
| As at 31 December 2021 | (37,740) | – | 75,576 | 37,836 |

(ii) Reconciliation to the consolidated statement of financial position

| | 2021 | 2020 |
|--------------------------|----------|----------|
| | RMB'000 | RMB'000 |
| Deferred tax assets | 75,576 | 85,723 |
| Deferred tax liabilities | (37,740) | (31,004) |

(b) Deferred tax assets not recognised

At the end of the reporting period, the Group has unused tax losses of approximately RMB28,478,000 (2020: RMB44,920,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately RMB129,697,000 (2020: RMB101,218,000) of such losses. Included in unrecognised tax losses are losses of approximately RMB88,261,000 (2020: RMB61,289,000) with expiry dates from 2022 to 2026 (2020: 2021 to 2025). Other losses may be carried forward indefinitely.

(c) Deferred tax liabilities not recognised

Pursuant to the PRC Corporate Income Tax Law and its related regulations, the Group is subject to withholding tax at 10% (unless reduced by tax treaties/arrangements) on dividends receivable from its PRC subsidiaries in respect of their profits generated since 1 January 2008. As at 31 December 2021, deferred tax liabilities relating to the undistributed profits of the Company's PRC subsidiaries of RMB1,113,397,000 (2020: RMB1,218,597,000) were not recognised as the Company controls the dividend policy of these subsidiaries and it has determined that those profits will not be distributed in the foreseeable future.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

26 Corporate bonds

| | 2021 RMB'000 | 2020 RMB'000 |
|---------------------------|-----------------|-----------------|
| Unsecured corporate bonds | 59,211 | 90,394 |

The Group's corporate bonds are repayable as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|----------------------------------|-----------------|-----------------|
| Within 1 year | 31,820 | 51,502 |
| After 1 year but within 2 years | 9,189 | 11,417 |
| After 2 years but within 5 years | 18,202 | 21,532 |
| After 5 years | – | 5,943 |
| | 59,211 | 90,394 |

As at 31 December 2021, the Group issued bonds with a principal amount in a total of RMB73,898,000 carried interest at 0.1%–13% per annum (2020: RMB117,617,000 carried interest at 0.1%–15% per annum). The bonds are unsecured with maturity date falling on 2–8 years (2020: 2–8 years) of the issue date.

The effective interest rate of the bonds is ranging from 6.73% to 13.63% per annum (2020: 6.73% to 13.63% per annum).

27 Employee retirement benefits

Defined contribution retirement plans

The PRC subsidiaries of the Group participate in defined contribution retirement benefit schemes (the "Schemes") organised by the PRC municipal and provincial government authorities whereby the PRC subsidiaries are required to make contributions at the rate of 18% of the eligible employees' salaries to the Schemes. The Group has accrued for the required contributions which are remitted to the respective local government authorities when the contributions become due. The local government authorities are responsible for the pension obligations payable to the retired employees covered under the Schemes.

The Group also operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Scheme Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

The Group has no other material obligation for the payment of pension benefits beyond the contributions described above.

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28 Business combination

(a) Acquisition of subsidiaries

On 14 December 2020 and 5 March 2021, the Company entered into the sale and purchase agreement and the supplemental agreement with Mr. Tong Xin, being the former executive director of the Company (resigned on 12 October 2021) and the ultimate beneficial owner of vendor ("Mr. Tong"), respectively, for the acquisition of 100% issued share capital of Good Productive Limited and its subsidiaries ("Good Productive Group") at a cash consideration of HK\$9,700,000 (equivalent to RMB8,199,000) ("Acquisition Consideration"). Good Productive Limited is an investment holding company and its subsidiaries were principally engaged in the sales and marketing of automobiles through an e-commerce platform. The acquisition of Good Productive Group was completed on 30 March 2021.

The fair value of identifiable assets acquired and liabilities assumed of the acquiree as at the date of acquisition were as follows:

| | RMB'000 |
|--|----------|
| Net assets acquired: | |
| Intangible assets | 1,031 |
| Cash and cash equivalents | 4,597 |
| Trade and other receivables | 12,956 |
| Other payables | (11,534) |
| Deferred tax | (258) |
| Tax payables | (2,147) |
| Net identifiable assets at fair value | 4,645 |
| Cash consideration payable | 8,199 |
| Less: fair value of net identifiable assets acquired | (4,645) |
| Goodwill | 3,554 |
| | RMB'000 |
| Net cash inflow arising on acquisition: | |
| Cash consideration (c) | - |
| Add: cash and cash equivalents acquired | 4,597 |
| | 4,597 |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

28 Business combination (Continued)

(b) Disposal of subsidiaries

On 30 November 2021, the Company and Mr. Tong entered into an equity transfer agreement for the disposal of 100% issued share capital of Good Productive Group (the "Disposal") at a cash consideration of HK\$9,700,000 (equivalent to RMB8,071,000) ("Disposal Consideration"). Accordingly, the Company agreed to dispose and Mr. Tong agreed to acquire the entire issued share capital of Good Productive Group.

The reason for the Disposal was mainly due to the uncertainties brought by the recent change in regulatory environment in the PRC that affected the operation of Good Productive Group in the PRC, including the introduction of (i) Measures for the Supervision and Administration of Combating Money Laundering and Financing of Terrorism by Financial Institutes; and (ii) Personal Information Protection Law. The Disposal was completed on 30 November 2021.

The net assets of Good Productive Group as at the date of disposal were as follow:

| | RMB'000 |
|--|---------|
| Property, plant and equipment | 77 |
| Intangible assets | 894 |
| Goodwill | 3,554 |
| Other receivables | 9,244 |
| Cash and bank equivalents | 63 |
| Other payables | (8,979) |
| Deferred tax | (237) |
| Exchange reserve | 83 |
| Net assets disposal of Good Productive Group | 4,699 |
| Consideration | (8,071) |
| Gain on disposal | 3,372 |
| Cash consideration (c) | - |
| Cash and cash equivalents disposed | (63) |
| Net cash outflow from the disposal | (63) |

(c) Non-cash transaction

Under the circumstances that (i) the Acquisition Consideration due to Mr. Tong was not yet paid; and (ii) the Disposal Consideration due from Mr. Tong was not yet received, the Company and Mr. Tong agreed in writing that the Acquisition Consideration and the Disposal Consideration to be set-off.

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29 Equity-settled share-based payments for employees

The Company has adopted a share option scheme on 7 October 2015 whereby the directors of the Company are authorised, at their discretion, to invite certain employees of the Group, including certain directors of the Group, to take up share options at consideration of HK\$1 for each option holder (equivalent to RMB0.821 at the date of grant). Each option gives the holder the right to subscribe for one ordinary share in the Company and will be settled gross in shares.

(a) Details of share options granted are as follows:

| Date of grant | Exercise price | Number of options granted | Vesting period | Exercisable period | |
|--|----------------|---------------------------|----------------|-----------------------------------|---------------------------------------|
| Options granted to directors of the Company: | | | | | |
| 7 October 2015 | Batch 1 | HK\$0.89 | 400,000 | one year from the date of grant | From 7 October 2016 to 6 October 2021 |
| 7 October 2015 | Batch 2 | HK\$0.89 | 400,000 | two year from the date of grant | From 7 October 2017 to 6 October 2022 |
| 7 October 2015 | Batch 3 | HK\$0.89 | 400,000 | three year from the date of grant | From 7 October 2018 to 6 October 2023 |
| | | HK\$0.89 | 1,200,000 | | |

(b) The number and weighted average exercise prices of share options

| | 2021 | | 2020 | |
|------------------------------------|---------------------------------|-------------------|---------------------------------|-------------------|
| | Weighted average exercise price | Number of options | Weighted average exercise price | Number of options |
| Outstanding at the 1 January | HK\$0.89 | 1,200,000 | HK\$0.89 | 1,200,000 |
| Lapsed during the year | HK\$0.89 | (400,000) | – | – |
| Outstanding at 31 December | HK\$0.89 | 800,000 | HK\$0.89 | 1,200,000 |
| Exercisable at the end of the year | HK\$0.89 | 800,000 | HK\$0.89 | 1,200,000 |

During the Year, Nil (2020: Nil) share options were granted and 800,000 (2020: 1,200,000) of share options became exercisable as at 31 December 2021.

The share options outstanding as at 31 December 2021 had an exercise price of HK\$0.89 (2020: HK\$0.89) and a weighted average remaining contractual life of 0.5 (2020: 1.5) years.

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29 Equity-settled share-based payments for employees (Continued)

(c) Fair value of share options and assumptions

The fair value of the share options determined at date of grant is measured by an independent valuer engaged by the Group, namely Asset Appraisals Limited, based on binomial model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the binomial model.

Fair value of share options at the date of grant and assumptions

| | |
|--|-------------|
| Fair value at measurement date (HK\$) | 0.67–0.68 |
| Share price (HK\$) | 0.89 |
| Exercise price (HK\$) | 0.89 |
| Expected volatility (expressed as average volatility used in the modelling under binomial model) | 43% |
| Option life | 6–8 years |
| Expected dividends | 10.11% |
| Risk-free interest rate (based on Hong Kong Government Bond yield) | 1.03%–1.30% |

The expected volatility is based on the historical volatilities of the share prices of the comparable companies. Expected dividends were estimated by the Company based on its expected dividend policy over the expected terms of the options. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted with a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the grants of the share options.

30 Capital, reserve and dividends

(a) Share capital

| | Number of ordinary shares of HK\$0.0025 | Amount HK\$'000 |
|--|--|--------------------|
| Authorised: | | |
| As at 1 January 2020, 31 December 2020, 1 January 2021 and 31 December 2021 | 4,000,000,000 | 10,000 |

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30 Capital, reserve and dividends (Continued)

(a) Share capital (Continued)

| | Number of ordinary shares of HK\$0.0025 | Amount HK\$'000 | Amount RMB'000 |
|---|--|--------------------|-------------------|
| Issued and fully paid: | | | |
| As at 1 January 2020, 31 December 2020 and 1 January 2021 | 1,923,600,000 | 4,809 | 3,819 |
| Issuance of share under subscription (<i>note</i>) | 168,418,000 | 421 | 344 |
| As at 31 December 2021 | 2,092,018,000 | 5,230 | 4,163 |

Note: On 18 October 2021, the Company entered into a subscription agreement, pursuant to which the subscriber had conditionally agreed to subscribe for 37,087,000 new shares at the subscription price of HK\$0.614 per subscription share. The subscription was completed and 37,087,000 of new shares were issued and allotted on 26 October 2021.

On 24 December 2021, the Company entered into the subscription agreements, pursuant to which the subscribers had conditionally agreed to subscribe for 131,331,000 new shares at the subscription price of HK\$0.550 per subscription share. The subscription was completed and 131,331,000 of new shares were issued and allotted on 31 December 2021.

(b) Nature and purpose of reserves

(i) Share premium

The share premium represents the difference between the par value of the shares of the Company and proceeds received from the issuance of the shares of the Company.

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to the shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

(ii) Statutory reserve

As stipulated by regulations in the PRC, the Company's subsidiaries established and operated in the mainland China are required to appropriate 10% of their after-tax-profit (after offsetting prior year losses) as determined in accordance with the PRC accounting rules and regulations, to the statutory surplus reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of profits to parent companies.

The statutory reserve can be utilised, upon approval by the relevant authorities, to offset accumulated losses or to increase capital of the subsidiary, provided that the balance after such issue is not less than 25% of its registered capital.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

30 Capital, reserve and dividends (Continued)

(b) Nature and purpose of reserves (Continued)

(iii) Capital reserve

On 30 April 2014, an amount payable of RMB39,023,000 had been waived by the ultimate controlling party, Mr. Kwok Kin Sun, and capitalised in capital reserve.

(iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statement of foreign operations outside the PRC.

(v) Share-based payment reserve

Share-based payment reserve comprises the following:

- The fair value of services provided by parties other than employees to the Group in connection with the listing of the Company and the services were settled by equity instrument of the Company. The relevant services are recognised in accordance with IFRS 2, *Share-based payment*. Share-based payment was vested pursuant to the listing of the Company on 16 July 2014. Nil has been transferred from the share-based reserve to the share premium account during the years of 2021 and 2020.
- The portion of the grant date fair value of share options granted to employees of the Group that has been recognised in accordance with the accounting policy adopted for the share-based payments in note 3(p)(ii).

(c) Distributable reserve

At 31 December 2021, the aggregate amount of reserves (including share premium and accumulated losses) available for distribution to the shareholders of the Company was RMB78,150,000 (2020: RMB11,031,000).

(d) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure with reference to its debt position. The Group's strategy is to maintain the equity and debt in a balanced position and ensure there are adequate working capital to service its debt obligations. The Group's debt to asset ratio, being the Group's total liabilities (excluding deferred tax liabilities) over its total assets (excluding deferred tax assets), at 31 December 2021 were 60% (2020: 56%).

Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

31 Financial risk management and fair values of financial instruments

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Categories of financial instruments

| | 2021 RMB'000 | 2020 RMB'000 |
|---|-----------------|-----------------|
| Financial assets | | |
| Trade and other receivables | 221,884 | 206,241 |
| Pledged bank deposits | – | 2,600 |
| Cash and bank balances | 131,821 | 196,651 |
| Financial assets at amortised cost | 353,705 | 405,492 |
| Financial liabilities | | |
| Trade, bills and other payables | 156,823 | 120,944 |
| Bank borrowings | 398,500 | 419,800 |
| Corporate bonds | 59,211 | 90,393 |
| Financial liabilities at amortised cost | 614,534 | 631,137 |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

31 Financial risk management and fair values of financial instruments (Continued)

(b) Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligations by the counterparties is arising from the carrying amount of respective recognised financial assets as stated in the consolidated statement of financial position of the Group.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for the determination of credit limits, credit approvals and other monitoring procedures over the customers 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. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

(i) Trade receivables

As at 31 December 2021, the Group has concentration of credit risk as 10% (2020: 14%) and 37% (2020: 41%) of the total trade receivable was due from the Group's largest debtor and the top five largest debtors respectively. Taking into accounts the creditworthiness of the customers, the credit risk measures and the historical levels of default, the directors consider that such concentration of credit risk would not result in significant credit default exposure to the Group.

As part of the Group's credit risk management, the Group applied internal credit rating for its customers. The Group's trade receivables are assessed individually by reference to past default experience and current past due exposure of each of the debtor. The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 December 2021 and 2020:

For the year ended 31 December 2021

| | Expected loss | Gross carrying amount RMB'000 | Loss allowance RMB'000 |
|--|---------------|----------------------------------|---------------------------|
| Within 3 months | 1.40% | 162,309 | 2,243 |
| More than 3 months but within 6 months | 2.79% | 29,693 | 828 |
| More than 6 months with 1 year | 4.11% | 30,098 | 1,236 |
| Over 1 year | 100.00% | 297,799 | 297,799 |
| | | 519,899 | 302,106 |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

31 Financial risk management and fair values of financial instruments (Continued)

(b) Credit risk (Continued)

(i) Trade receivables (Continued)

For the year ended 31 December 2020

| | Expected loss | Gross carrying amount RMB'000 | Loss allowance RMB'000 |
|--|---------------|----------------------------------|---------------------------|
| Within 3 months | 0% | 114,572 | — |
| More than 3 months but within 6 months | 6.35% | 25,945 | 1,648 |
| More than 6 months with 1 year | 61.99% | 56,594 | 35,081 |
| Over 1 year | 98.50% | 182,020 | 179,285 |
| | | 379,131 | 216,014 |

The Group's internal credit risk grading assessment comprises the following categories:

| Internal credit rating | Description | Trade and other receivables |
|------------------------|---|------------------------------------|
| Good | The counterparty has a low risk of default | Lifetime ECL — not credit-impaired |
| Low risk | Debtor frequently repays after due dates but usually settles in full | Lifetime ECL — not credit-impaired |
| Doubtful | There have been significant increases in credit risk since initial recognition through information developed internally or external resources | Lifetime ECL — not credit-impaired |
| Loss | There is evidence indicating the asset is credit-impaired | Lifetime ECL — credit-impaired |
| Write-off | There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery | Amount is written off |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

31 Financial risk management and fair values of financial instruments (Continued)

(b) Credit risk (Continued)

(i) Trade receivables (Continued)

The table below details the credit risk exposures of the Group's trade receivables, which are subject to ECL assessment:

| As at 31 December 2021 | External credit rating | Internal credit rating | 12 m or lifetime ECL | Gross carrying amount RMB'000 |
|---|------------------------|------------------------|--------------------------------------|-------------------------------|
| Financial assets at amortised cost | | | | |
| Trade receivables | N/A | Good | Lifetime ECL — (not credit-impaired) | 162,309 |
| | N/A | Low risk | Lifetime ECL — (not credit-impaired) | 29,693 |
| | N/A | Doubtful | Lifetime ECL — (not credit-impaired) | 30,098 |
| | N/A | Loss | Lifetime ECL — (credit-impaired) | 297,799 |
| | N/A | Written-off | Amount is written off | 1,615 |
| Other receivables | N/A | Doubtful | Lifetime ECL — (not credit-impaired) | 4,091 |
| Cash and cash equivalents | A1–Baa3 | N/A | 12m ECL | 131,821 |
| As at 31 December 2020 | | | | |
| | External credit rating | Internal credit rating | 12 m or lifetime ECL | Gross carrying amount RMB'000 |
| Financial assets at amortised cost | | | | |
| Trade receivables | N/A | Good | Lifetime ECL — (not credit-impaired) | 13,713 |
| | N/A | Low risk | Lifetime ECL — (not credit-impaired) | 113,798 |
| | N/A | Doubtful | Lifetime ECL — (not credit-impaired) | 35,606 |
| | N/A | Loss | Lifetime ECL — (credit-impaired) | 216,014 |
| | N/A | Written-off | Amount is written off | 43,249 |
| Other receivables | N/A | Doubtful | Lifetime ECL — (not credit-impaired) | 43,124 |
| Cash and cash equivalents | Aa1–Baa3 | N/A | 12m ECL | 196,651 |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

31 Financial risk management and fair values of financial instruments (Continued)

(b) Credit risk (Continued)

(i) Trade receivables (Continued)

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. Such forward-looking information is used by the management of the Group to assess both the current as well as the forecast direction of conditions at the reporting date. The grouping is regularly reviewed by the management of the Group to ensure relevant information about specific debtors is updated.

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

| | Lifetime ECL — (credit- impaired) RMB'000 | Lifetime ECL — (not credit- impaired) RMB'000 | Total RMB'000 |
|--|--|--|------------------|
| As at 1 January 2020 | 155,264 | 52,268 | 207,532 |
| Change due to financial instruments recognised as at 1 January 2020 | | | |
| — Written-off | (42,690) | — | (42,690) |
| — Transfer to credit-impaired | 52,268 | (52,268) | — |
| — Impairment loss recognised | 41,547 | 36,729 | 78,276 |
| — Impairment loss reversed | (27,104) | — | (27,104) |
| As at 31 December 2020 and 1 January 2021 | 179,285 | 36,729 | 216,014 |
| Change due to financial instruments recognised as at 1 January 2021 | | | |
| — Written-off | (1,615) | — | (1,615) |
| — Transfer to credit-impaired | 36,729 | (36,729) | — |
| — Impairment loss recognised | 110,420 | 4,307 | 114,727 |
| — Impairment loss reversed | (27,020) | — | (27,020) |
| As at 31 December 2021 | 297,799 | 4,307 | 302,106 |

The Group does not hold any collateral over these balances.

(ii) Pledged bank deposit/cash and cash equivalents

The credit risk on pledged bank deposit and cash and cash equivalents is limited because the major counterparties are reputable banks operating in Hong Kong and in the PRC. Other than the concentration of cash and cash equivalents which are deposited with several reputable banks in Hong Kong and in the PRC, the Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

(iii) Other receivables and deposits

For other receivables and deposits, the management makes periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31 December 2021 and 2020, the Group assessed the ECL for other receivables and deposits are insignificant and thus no loss allowance is recognised and the amount of impairment made.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

31 Financial risk management and fair values of financial instruments (Continued)

(c) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the management and directors when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

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

| | Contractual undiscounted cash flows | | | Carrying amount RMB'000 |
|---------------------------------|--|--------------------------------|------------------|----------------------------|
| | Within 1 year or on demand RMB'000 | More than 1 year RMB'000 | Total RMB'000 | |
| As at 31 December 2021 | | | | |
| Current liabilities | | | | |
| Bank borrowings | 410,394 | – | 410,394 | 398,500 |
| Trade, bills and other payables | 156,823 | – | 156,823 | 156,823 |
| Lease liabilities | 2,699 | 3,733 | 6,432 | 6,181 |
| Corporate bonds | 37,173 | 36,725 | 73,898 | 59,211 |
| | 607,089 | 40,458 | 647,547 | 620,715 |
| As at 31 December 2020 | | | | |
| Current liabilities | | | | |
| Bank borrowings | 433,316 | – | 433,316 | 419,800 |
| Trade, bills and other payables | 129,944 | – | 129,944 | 129,944 |
| Lease liabilities | 338 | – | 338 | 331 |
| Corporate bonds | 54,043 | 55,888 | 109,931 | 90,393 |
| | 617,641 | 55,888 | 673,529 | 640,468 |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

31 Financial risk management and fair values of financial instruments (Continued)

(d) Interest rate risk

The Group's interest rate risk arises primarily from bank borrowings. Bank borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group's interest rate profiles as monitored by management are set out below.

Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period.

| | 2021 | | 2020 | |
|--|----------------------------|-------------------|----------------------------|-------------------|
| | Effective interest rate | Amount RMB'000 | Effective interest rate | Amount RMB'000 |
| Fixed rate borrowings: | | | | |
| Bank borrowings | 5.04% | 398,500 | 5.26% | 419,800 |
| Total bank borrowings | | 398,500 | | 419,800 |
| Net fixed rate borrowings as a percentage of total borrowings | | 100% | | 100% |

(e) Fair value

All financial assets and liabilities are carried at amounts not materially different from their fair values as at 31 December 2021 and 2020.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

32 Commitments

(a) Capital commitments

Capital commitments of the Group in respect of construction in progress as at 31 December 2021 and 2020 that were not provided for in the consolidated financial statements were as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|----------------|-----------------|-----------------|
| Contracted for | 238,753 | 281,934 |

(b) Operating leases arrangements

As lessor

At the ended of the reporting period, the Group had total future minimum lease receivable, in respect of land and buildings, under non-cancellable operating lease with its tenants falling due as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|---|-----------------|-----------------|
| Within one year | 10,540 | 5,497 |
| In the second years to fifth years, inclusive | 25,090 | 5,480 |
| After five years | 23,784 | – |
| | 59,414 | 10,977 |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

33 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the financial statements, the Group entered into the following material related party transactions.

Key management personnel compensation

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 9 and certain of the highest paid employees as disclosed in note 10, is as follows:

| | 2021 RMB'000 | 2020 RMB'000 |
|---------------------------------|-----------------|-----------------|
| Short-term employee benefits | 2,647 | 2,495 |
| Retirement scheme contributions | 71 | 50 |
| | 2,718 | 2,545 |

The above remuneration is included in "staff costs" (note 7(b)).

34 Reconciliation of liabilities arising from financing activities

| | Bank borrowings RMB'000 | Lease liabilities RMB'000 | Corporate bonds RMB'000 | Total RMB'000 |
|---|-------------------------------|---------------------------------|-------------------------------|------------------|
| As at 1 January 2020 | 409,800 | 2,986 | 93,333 | 506,119 |
| Financing cashflows | (12,830) | (2,751) | (12,511) | (28,092) |
| Exchange adjustments | – | 11 | (1,763) | (1,752) |
| Interest expenses | 22,830 | 85 | 11,335 | 34,250 |
| As at 31 December 2020 and 1 January 2021 | 419,800 | 331 | 90,394 | 510,525 |
| Financing cashflows | (42,114) | (1,592) | (31,891) | (75,597) |
| Modification of corporate bonds | – | – | (972) | (972) |
| New lease entered | – | 7,393 | – | 7,393 |
| Exchange adjustments | – | (123) | (6,044) | (6,167) |
| Interest expenses | 20,814 | 172 | 7,724 | 28,710 |
| As at 31 December 2021 | 398,500 | 6,181 | 59,211 | 463,892 |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

35 Company-level statement of financial position

| | Notes | 2021 RMB'000 | 2020 RMB'000 |
|--|-------|-----------------|-----------------|
| Non-current assets | | | |
| Property, plant and equipment | | 209 | – |
| Investment in a subsidiary | | – | – |
| Right-of-use assets | | 4,323 | – |
| | | 4,532 | – |
| Current assets | | | |
| Other receivables | | 1,514 | 20,758 |
| Amounts due from subsidiaries | | 211,787 | 215,173 |
| Cash and cash equivalents | | 50,336 | 1,222 |
| | | 263,637 | 237,153 |
| Current liabilities | | | |
| Accrual and other payables | | 7,438 | 8,011 |
| Amounts due to subsidiaries | | 110,628 | 109,154 |
| Lease liabilities | | 1,984 | – |
| Corporate bonds | | 31,820 | 51,502 |
| | | 151,870 | 168,667 |
| Net current assets | | 111,769 | 68,486 |
| Total assets less current liabilities | | 116,299 | 68,486 |
| Non-current liabilities | | | |
| Lease liabilities | | 2,648 | – |
| Corporate bonds | | 27,391 | 38,892 |
| | | 30,039 | 38,892 |
| Net assets | | 86,260 | 29,594 |
| Capital and reserves | | | |
| Share capital | 30(a) | 4,163 | 3,819 |
| Reserves | 30(b) | 82,097 | 25,775 |
| Total equity | | 86,260 | 29,594 |

Approved and authorised for issue by the board of directors on 3 May 2022.

Kwok Kin Sun
Chairman

Kwok Hon Fung
Director

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

35 Company-level statement of financial position (Continued)

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

| | Share capital RMB'000 | Share premium RMB'000 | Exchange reserve RMB'000 | Share-based payment reserve RMB'000 | Accumulated losses RMB'000 | Total RMB'000 |
|---|--------------------------|--------------------------|-----------------------------|--|-------------------------------|------------------|
| As at 1 January 2020 | 3,819 | 136,871 | 17,656 | 166 | (97,898) | 60,614 |
| Total comprehensive income for the year | - | - | (3,078) | - | (27,942) | (31,020) |
| As at 31 December 2020 and 1 January 2021 | 3,819 | 136,871 | 14,578 | 166 | (125,840) | 29,594 |
| Total comprehensive income for the year | - | - | (10,742) | - | (10,249) | (20,991) |
| Issuance of shares | 344 | 77,313 | - | - | - | 77,657 |
| Transfer of share option reserve upon the expiry of share option | - | - | - | (55) | 55 | - |
| As at 31 December 2021 | 4,163 | 214,184 | 3,836 | 111 | (136,034) | 86,260 |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

36 Particulars of investments in subsidiaries

Details of the Group's principal subsidiaries are as follows. The class of shares held is ordinary unless otherwise stated.

| Name of Company | Place of incorporation/ registration/ operation | Issued and fully paid up capital | Proportion of ownership interest and voting power held by the Company | | | | Principle activities |
|---|---|-------------------------------------|--|----------|--------|----------|---------------------------------------|
| | | | 2021 | | 2020 | | |
| | | | Direct | Indirect | Direct | Indirect | |
| Bigtime Global Limited ("Bigtime Global") | BVI | US\$10 | 100% | – | 100% | – | Investment holding |
| Tiger Capital Fashion (Holdings) Company Limited ("Tiger Capital HK") | Hong Kong | HK\$100,000 | – | 100% | – | 100% | Investment holding |
| Tiger Capital (China) Fashion Co., Ltd. (note (i) and (ii)) ("Tiger Capital Fashion") (虎都(中國)服飾有限公司) | PRC | HK\$100,000,000 | – | 100% | – | 100% | Wholesale of menswear |
| Fordoo (China) Industrial Ltd., Co (note (i) and (ii)) ("Fordoo Industrial") (虎都(中國)實業有限公司) | PRC | HK\$353,436,677 | – | 100% | – | 100% | Manufacture and wholesale of menswear |
| Huan Tiger Capital Technology Company Limited (note (i) and (ii)) ("Tiger Capital Technology") (惠安虎都科技有限公司) | PRC | RMB30,000,000 | – | 100% | – | 100% | Research and development |
| Quanzhou Fordoo Commercial and Trading Company Limited (note (i), (ii) and (iv)) (泉州虎都商貿有限公司) | PRC | – | – | 100% | – | 100% | Trading of menswear |
| Chameleon Ventures Limited (嘉龍投資有限公司) | BVI | US\$1 | – | 100% | – | 100% | Investment holding |
| Asia Advance Inc Limited (雋煌有限公司) | Hong Kong | HK\$100 | – | 100% | – | 100% | Investment holding |
| Quanzhou Baoying Fashion Co., Ltd. (note (i), (ii) and (v)) (泉州百盈服飾有限公司) | PRC | – | – | 100% | – | 100% | Investment holding |
| Quanzhou Fordoo Creative Park Management Limited (note (i), (ii) and (vi)) (泉州虎都創意園管理有限公司) | PRC | – | – | 100% | – | 100% | Research and development |
| Beijing Haoyin Clothing Co., Ltd. (note (i) and (ii)) (北京浩垠服飾有限公司) | PRC | RMB5,000,000 | – | 100% | – | 100% | Retail of menswear |
| Oriental Starway Limited | Hong Kong | HK\$1 | – | 51% | – | – | Sales of industrial products |
| Jiangsu HengAn Energy Technology Co., Ltd. (note (i), (ii) and (vii)) ("Jiangsu HengAn") (江蘇恒安儲能科技有限公司) | PRC | – | – | 100% | – | – | Power storage industry |

Notes:

- (i) The English translation of the companies' names is for reference only. The official names of these companies are in Chinese.
- (ii) All of the subsidiaries established in the PRC are wholly foreign owned enterprises.
- (iii) The Directors are of the opinion that a complete list of the particulars of all subsidiaries of the company is of exercise length and therefore the above list contains only the particulars of subsidiaries which principally affect the results or finance position of the Group.
- (iv) This subsidiary was established in 2016, the capital has not been paid up as at 31 December 2021 and 2020.
- (v) These subsidiaries were established in 2017, the capital have not been paid up as at 31 December 2021 and 2020.
- (vi) This subsidiary was established in 2020, the capital has not been paid up as at 31 December 2021 and 2020.
- (vii) This subsidiary was established in 2021, the capital has not been paid up as at 31 December 2021.

None of subsidiaries had issued any debt securities at the ended of the year.

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

36 Particulars of investments in subsidiaries (Continued)

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 | Place of incorporation and principal place of business | Proportion of ownership interests and voting rights held by non-controlling interests | | (Loss)/Profit allocated to non-controlling interests | | Accumulated non-controlling interests | | |
|--|--|---|------|--|---------|---------------------------------------|---------|--|
| | | 2021 | 2020 | 2021 | 2020 | 2021 | 2020 | |
| | | | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | |
| <i>Rosy Estate Global Limited and its subsidiary ("Rosy Estate Group")</i> | | | | | | | | |
| Rosy Estate Global Limited | BVI | 51% | N/A | (9) | – | (9) | – | |
| Oriental Starway Limited | Hong Kong | 51% | N/A | 7,344 | – | 7,344 | – | |

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Rosy Estate Group

| | 2021 RMB'000 | 2020 RMB'000 |
|--|-----------------|-----------------|
| Current assets | 88,196 | – |
| Current liabilities | 73,225 | – |
| Equity attributable to owners of the Company | 7,635 | – |
| Non-controlling interest | 7,335 | – |
| Revenue | 98,835 | – |
| Expenses | (83,624) | – |
| Profit for the year | 15,211 | – |
| Other comprehensive income | 241 | – |

Notes to the Consolidated Financial Statements

(Expressed in Renminbi unless otherwise indicated)

36 Particulars of investments in subsidiaries (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

Rosy Estate Group (Continued)

| | 2021 RMB'000 | 2020 RMB'000 |
|--|-----------------|-----------------|
| Profit attributable to: | | |
| Owners of the Company | 7,758 | – |
| Non-controlling interests | 7,453 | – |
| | 15,211 | – |
| Other comprehensive income attributable to: | | |
| Owners of the Company | (123) | – |
| Non-controlling interests | (118) | – |
| | (241) | – |
| Total comprehensive income attributable to: | | |
| Owners of the Company | 7,635 | – |
| Non-controlling interests | 7,335 | – |
| | 14,970 | – |

37 Event after the reporting period

Discloseable Transactions in Relation to Acquisition of Intellectual Property Rights and Fixed Assets

On 10 January 2022, Jiangsu HengAn, an indirectly wholly-owned subsidiary of the Group, entered into the intellectual property rights transfer agreement and the fixed assets transfer agreement with the independent third parties (the "Transferors"), pursuant to which Jiangsu HengAn will acquire the intellectual property rights and fixed assets at a total consideration of approximately RMB53,600,000, which comprises of (i) consideration for the intellectual properties rights of approximately RMB48,720,000; and (ii) consideration for the fixed assets of approximately RMB4,880,000.

38 Approval of the consolidation financial statements

The consolidation financial statements were approved and authorised for issue by the board of directors on 3 May 2022.

Five Years Summary

| | 2021 RMB'000 | 2020 RMB'000 | 2019 RMB'000 | 2018 RMB'000 (Re-presented) | 2017 RMB'000 |
|--|------------------|-----------------|-----------------|-----------------------------------|-----------------|
| Revenue | 373,861 | 270,070 | 358,987 | 580,560 | 1,129,418 |
| (Loss)/Profit from operations | (118,349) | (545,594) | (307,992) | (26,711) | 63,937 |
| Finance costs | (28,710) | (34,250) | (28,810) | (25,813) | (21,400) |
| (Loss)/Profit before taxation | (147,059) | (579,844) | (336,802) | (52,524) | 42,537 |
| Share loss of an associate | – | – | – | – | (2,000) |
| Income tax | (19,879) | 27,615 | 33,059 | 7,320 | (18,411) |
| (Loss)/Profit for the year from continuing operations | (166,938) | (552,229) | (303,743) | (45,204) | 22,126 |
| (Loss)/Earnings per share (RMB cents) | | | | | |
| From continuing and discontinued operations | | | | | |
| Basic and diluted | (7.53) | (28.71) | (16.16) | (2.31) | 4.60 |
| From continuing operation | | | | | |
| Basic and diluted | (7.37) | (28.71) | (15.79) | (2.35) | 4.60 |
| Assets and liabilities | | | | | |
| Non-current assets | 703,764 | 730,244 | 1,092,465 | 1,368,494 | 1,363,605 |
| Current assets | 412,681 | 475,603 | 701,887 | 893,874 | 916,040 |
| Current liabilities | 593,651 | 592,577 | 588,465 | 687,923 | 739,907 |
| Net current (liabilities)/assets | (180,970) | (116,974) | 113,422 | 205,951 | 176,133 |
| Total assets less current liabilities | 522,794 | 613,270 | 1,205,887 | 1,574,445 | 1,539,738 |
| Non-current liabilities | 68,782 | 69,896 | 111,713 | 164,719 | 87,469 |
| NET ASSETS | 454,012 | 543,374 | 1,094,174 | 1,409,726 | 1,452,269 |
| Capital and reserves | | | | | |
| Share Capital | 4,163 | 3,819 | 3,819 | 3,819 | 3,819 |
| Reserves | 442,514 | 539,555 | 1,090,355 | 1,402,340 | 1,448,450 |
| Equity attributable to equity holders of the Company | 446,677 | 543,374 | 1,094,174 | 1,406,159 | 1,452,269 |
| Non-controlling interest | 7,335 | – | – | 3,567 | – |
| Total equity | 454,012 | 543,374 | 1,094,174 | 1,409,726 | 1,452,269 |