



天臣控股有限公司 Tesson Holdings Limited

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Stock Code 股份代號: 1201



Annual Report 2021 年度報告



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CORPORATE INFORMATION

企業資料

EXECUTIVE DIRECTORS

Mr. Tin Kong (*Chairman*)
Ms. Cheng Hung Mui
Mr. Chan Wei (appointed on 28 July 2021)
Ms. Liu Liu (appointed on 28 July 2021)
Mr. Chen Dekun (retired on 25 June 2021)
Mr. Sheng Siguang (retired on 25 June 2021)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

AUDIT COMMITTEE

Mr. See Tak Wah (*Chairman*)
Dr. Ng Ka Wing
Mr. Wang Jinlin

REMUNERATION COMMITTEE

Dr. Ng Ka Wing (*Chairman*)
Mr. Tin Kong
Mr. See Tak Wah
Mr. Wang Jinlin

NOMINATION COMMITTEE

Mr. Tin Kong (*Chairman*)
Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

INTERNAL CONTROL COMMITTEE

Mr. Tin Kong (*Chairman*)
Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

AUTHORISED REPRESENTATIVES

Mr. Tin Kong
Mr. Chan Wei

COMPANY SECRETARY

Mr. Chan Wei

執行董事

田鋼先生(*主席*)
鄭紅梅女士
陳淮先生(於二零二一年七月二十八日獲委任)
劉柳女士(於二零二一年七月二十八日獲委任)
陳德坤先生(於二零二一年六月二十五日退任)
盛司光先生(於二零二一年六月二十五日退任)

獨立非執行董事

吳家榮博士
施德華先生
王金林先生

審核委員會

施德華先生(*主席*)
吳家榮博士
王金林先生

薪酬委員會

吳家榮博士(*主席*)
田鋼先生
施德華先生
王金林先生

提名委員會

田鋼先生(*主席*)
吳家榮博士
施德華先生
王金林先生

內部監控委員會

田鋼先生(*主席*)
吳家榮博士
施德華先生
王金林先生

授權代表

田鋼先生
陳淮先生

公司秘書

陳淮先生

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

Conyers Corporate Services (Bermuda) Limited
Clarendon House, 2 Church Street
PO Box HM 1022
Hamilton HM DX, Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited
Rooms 1712–1716, 17/F, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 401A, Empire Centre
68 Mody Road
Tsim Sha Tsui
Kowloon
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China CITIC Bank International Limited

AUDITOR

ZHONGHUI ANDA CPA Limited
23/F, Tower 2, Enterprise Square Five
38 Wang Chiu Road, Kowloon Bay
Kowloon
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WEBSITE

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百慕達股份過戶登記總處

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Hamilton HM DX, Bermuda

香港股份過戶登記分處

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香港灣仔
皇后大道東183號
合和中心17樓1712-1716室

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
九龍
尖沙咀
麼地道68號
帝國中心401A室

主要往來銀行

中國銀行(香港)有限公司
中信銀行(國際)有限公司

核數師

中匯安達會計師事務所有限公司
香港
九龍
九龍灣宏照道38號
企業廣場第5期2座23樓

網站

www.tessonholdings.com

FINANCIAL SUMMARY

財務概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and restated/reclassified as appropriate, is set out below:

本集團過去五個財政年度之業績、資產及負債之概要載列如下，乃摘錄自己刊發之經審核綜合財務賬目，並已經適當重列／重新分類：

		For the year ended 31 December 截至十二月三十一日止年度				
		2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
RESULTS	業績					
Profit/(loss) for the year	本年度溢利／(虧損)	47,295	24,237	(125,762)	39,482	(501,014)
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	19,096	59,163	(104,331)	(25,198)	(326,942)
Non-controlling interests	非控股權益	28,199	(34,926)	(21,431)	64,680	(174,072)
		47,295	24,237	(125,762)	39,482	(501,014)
		As at 31 December 於十二月三十一日				
		2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Non-current assets	非流動資產	551,561	779,896	840,035	805,870	593,571
Current assets	流動資產	2,077,771	3,203,089	2,335,477	2,187,925	1,934,860
Current liabilities	流動負債	(812,933)	(2,518,951)	(1,865,829)	(1,656,639)	(1,676,638)
Non-current liabilities	非流動負債	(432,586)	(239,629)	(204,407)	(96,766)	(61,189)
Net Assets	資產淨值	1,383,813	1,224,405	1,105,276	1,240,390	790,604
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	734,657	1,047,318	976,740	1,049,978	764,589
Non-controlling interests	非控股權益	649,156	177,087	128,536	190,412	26,015
Total Equity	權益總額	1,383,813	1,224,405	1,105,276	1,240,390	790,604

CHAIRMAN'S STATEMENT

主席報告

On behalf of the board (the “**Board**”) of directors (the “**Directors**”), I hereby present the operational results of Tesson Holdings Limited (the “**Company**”) together with its subsidiaries (the “**Group**”) for the year ended 31 December 2021 to the shareholders of the Company (the “**Shareholders**”).

REVIEW

In 2021, the worldwide challenges brought by the outbreak of the novel coronavirus disease (“**COVID-19**”) continued, operation of various industries was disrupted and tremendous pressure was experienced by enterprises in general. The Group's operation in the People's Republic of China (the “**PRC**”) was affected inevitably.

Regarding our Property and Cultural Business (as defined thereafter), on top of the COVID-19 preventive and control measures, the heavy rainstorm happened in spring this year in the southern part of the PRC eventually led to unsatisfactory progress of the property development projects in Nanning, Guangxi and Nanchang, Jiangxi. As a result, delivery of the respective property units was postponed and thus revenue for the year dropped significantly. The property units in these two property projects were aiming to be delivered in 2022, while the remaining property project of the Group located in Lishui, Nanjing was suspended following the termination of the acquisition of relevant land parcel in the year. Considering the recent market conditions in the PRC and the tightening of monitoring to the real estate industry imposed by the government authority, the Group will focus on developing our projects on hand and will not commence new property project in the near future.

Besides the impact from the COVID-19 pandemic, the Group's Lithium Ion Motive Battery Business (as defined thereafter) was also challenged by the fire accident occurred in the phase I production base in Weinan, Shaanxi in the middle of 2021, fortunately no injury was caused and the scale of destruction was acceptable by the Group. After the accident, operation was transferred to phase II production base which was at higher level of facilities and production lines. Contingent plan was adopted by the management at the right time and the effect of the fire accident to the production of battery products was not significant. Although the operating environment is full challenges, we were confident to overcome them and at the same time, further improve our battery products' quality and enlarge our product types, also broaden our customer base.

PROSPECTS

In 2021, the Group encountered numerous difficulties. Looking forward, the Group will keep equipping ourselves and get ready to meet future challenges. We will keep assessing the Group's cost control policy and actively seek for possible business opportunities, ultimately to further enhance the gross profit of the battery products, and diversify our business structure to capture potential market growth.

本人謹代表董事(「**董事**」)會(「**董事會**」)向本公司股東(「**股東**」)匯報天臣控股有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)截至二零二一年十二月三十一日止年度之經營業績。

回顧

二零二一年，新型冠狀病毒病(「**COVID-19**」)爆發帶來的全球性挑戰仍然持續，各行業營運受阻，企業普遍承受巨大壓力。本集團在中華人民共和國(「**中國**」)的營運無可避免地受到影響。

關於我們的物業及文化業務(定義見下文)，除了COVID-19之防控措施外，本年春季在中國南部地區發生連場暴雨，最終導致廣西南寧及江西南昌的房地產開發項目進展未如理想。因此，有關物業單位延遲交付，以致年內收入大幅下降。這兩個物業項目的物業單位計劃於二零二二年交付，而本集團餘下一個位於南京溧水的物業項目則於隨著本年終止收購相關地塊而擱置。考慮到中國近期的市場狀況以及政府當局加強對房地產行業的監管，本集團將專注於開發現有項目，短期內不會開展新的物業項目。

除了COVID-19疫情的影響外，二零二一年年中，本集團位於陝西渭南之一期生產基地發生火災事故，鋰離子動力電池業務(定義見下文)也面臨挑戰，所幸沒有造成人員傷亡，破壞規模也屬於本集團接受範圍內。火災事故後，營運事宜轉移到設施和生產線水平較高的二期生產基地。管理層適時採用應變方案，火災事故對電池產品的生產活動影響不大。儘管經營環境充滿挑戰，但我們有信心將其克服，同時進一步提高我們的電池產品之質量及擴大產品種類以及客戶群。

前景

二零二一年，本集團遭遇重重困難。展望未來，本集團將不斷充實自己，準備迎接未來的挑戰。我們將繼續評估本集團的成本控制政策並積極尋找可行商機，最終進一步提升電池產品的毛利，並使我們的業務結構發展更多元化以捕捉潛在的市場增長。

CHAIRMAN'S STATEMENT

主席報告

APPRECIATION

I would like to take this opportunity to express my sincere gratitude to the Board for their support, and for contributions made by the management team and staff in the past year. Finally, I, hereby on behalf of the Board, the management and all employees of the Group, would like to express our heartfelt thanks for the long-time support and trust from the Shareholders, business partners and customers.

Tin Kong

Chairman

Hong Kong, 31 May 2022

致謝

本人藉此機會就過去一年董事會所給予的支持、管理層團隊及員工傾力付出的貢獻，向彼等表示誠摯的感激及謝忱。最後，本人謹代表本集團之董事會、管理層及全體員工，向長期以來給予我們鼎力支持及信任的各位股東、商業合作夥伴和客戶表示衷心謝意。

主席

田鋼

香港，二零二二年五月三十一日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

BUSINESS REVIEW

Lithium Ion Motive Battery Business

During the year, new energy vehicle industry in the PRC developed vigorously. Referring to the statistics of the China Association of Automobile Manufacturers, production and sales of new energy vehicles in the PRC has been increased by 1.6 times in the year. The home appliance market has also rebound from the trough of the epidemic. According to the 2021 China Home Appliance Market Report* 《2021年中國家電市場報告》 released by the China Center for Information Industry Development, the overall home appliance market in the PRC has basically recovered to the level before the epidemic. The annual retail sales reached RMB881.1 billion, representing a year-on-year increase of 5.7%. Online sales accounted for 52.9% of the overall sales of the home appliance retail market, which had been more than 50% for two consecutive years. With the recovery of China's consumer market and the sound development of the new energy industry, various light industries continue to grow, further driving the market demand for battery products.

During the year, the Group constantly looked for quality business partners and provided different kinds of battery products to a number of enterprises, which mainly included household appliance manufacturers and electric motorcycles manufacturers. Compared with traditional batteries, lithium ion motive batteries have higher market demand due to higher energy density, higher output power, smaller size and lighter weight, their applications have gradually become more extensive, and can commonly be used in electronic products, household appliances, energy storage devices, etc., it is expected to become the mainstream batteries and replace the traditional batteries. The Group will continue to work closely with our existing customers and also allocate more resources to develop automobile battery products, expand market share of electric motorcycles, and expand the sales base of electronic products, household appliances and energy storage devices in different categories. Under the price pressure on raw materials, the Group will maintain its cautiousness in implementation of production strategy, in order to further increase the gross profit of battery products.

業務回顧

鋰離子動力電池業務

年內，中國新能源汽車行業蓬勃發展，參照中國汽車工業協會之統計數字，年內中國新能源汽車產銷同比增長1.6倍。家電市場亦走出疫情陰霾，按中國電子信息產業發展研究院發佈之《2021年中國家電市場報告》，中國家電市場整體基本恢復至疫情前的水平，全年零售額達到人民幣8,811億元，同比增長5.7%。整體家電市場零售額之52.9%為線上銷售，連續兩年佔比超過50%。隨著中國消費市場復甦及新能源產業良好發展，各類輕工業持續增長，進一步推動電池產品市場需求。

年內，本集團不斷尋找更多優質合作夥伴，為多家企業提供不同種類的電池產品（主要包括家用電器生產商及電動摩托車生產商）。相對於傳統電池，鋰離子動力電池的市場需求較大，原因為能量密度高、輸出功率大、體積小而重量輕，其應用範疇亦漸趨廣泛，一般可用於電子產品、家用電器及儲能裝置等，預計將成為主流並取代傳統電池。本集團將繼續與現有客戶緊密合作，並為開發汽車電池產品、擴大電動摩托車市場份額、拓展更多不同範疇電子產品、家用電器及儲能裝置之銷路投放更多資源。在原材料價格壓力下，本集團將於執行生產策略時保持謹慎，以進一步提升電池產品的毛利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

In late June of the year, there was a fire accident in one of the workshops in the Group's Phase I production base in Weinan, Shaanxi, and there were no casualties. In the accident, certain production equipment and batteries were burned down, the plant, some production equipment and battery products were damaged in different levels due to blackening or water damage. In the second half of the year, the Group transferred and repaired the affected production equipment in batches. Some production equipment has been relocated to the Phase II production base, and can be used as usual after repairment. The management re-examined the assets located at the Phase I production base at the reporting date and concluded the equipments were available for use. Accordingly, in the fire accident, assets that have been burned were written off, and battery products affected were impaired resulting a loss of approximately HK\$83,997,000. Phase I production base remains closed and has been written off. The Group has transferred the production activities to the Phase II production base. Compared to Phase I, Phase II production base contained newer and more advanced equipment, more automated production lines and smoother production flow. Therefore, the accident did not have a significant impact on the production activities of the Group's Lithium Ion Motive Battery Business.

Property and Cultural Business

According to the original plan, the Group intended to transfer some residential units in Rongzhou Gangjiucheng* (容州港九城) located in Nanchang, Jiangxi, being the main property project of the Group. However, the construction had to follow specific epidemic prevention measures, including regular whole-site disinfection and quarantine in accordance to the guideline at the time being for some of the engineering staff before report duty. Furthermore, starting from May of this year, southern part of the PRC had generally been affected by rainstorm, rainfall in Jiangxi Province in May even hit a record high for the same period in history. Various factors ultimately led to the unsatisfactory construction progress, handover of residential units has been extended to 2022. As a result, no income was recorded from the transfer of residential units in Rongzhou Gangjiucheng* during the year. With the downturn in property market in Nanchang, impairment loss on properties for sale under development at approximately HK\$54,391,000 was recognised during the year.

Another project of the Group, Fengxiang Terrace – Rongzhou Cultural Center* (鳳翔台 – 容州文化中心), was located in Nanning, Guangxi, adjacent to Qingxiu Shan national 5A-level scenic spot, connected to the business area of the city with comprehensive ancillary facilities and transport network. The presale of Fengxiang Terrace* started in late-2019 and had satisfactory sales performance that the residential units available for sale were fully subscribed. For the remaining property units, an impairment of approximately HK\$75,693,000 was recorded in view of the downturn in property market. The project was currently partially completed and was scheduled to be handed over in the second quarter of 2022.

於本年六月下旬，本集團位於陝西渭南之一期生產基地，其中一個車間發生火災，無人傷亡。事故中部分生產設備及電池被燒毀，廠房、部分生產設備及電池產品於事件中因燻黑或浸水而受到不同程度之損毀。本年下半年，本集團分批轉移及維修受影響之生產設備。部分生產設備已遷移至二期生產基地並已完成維修，可如常使用。管理層重新審視於報告日期位於一期生產基地的資產，並確定設備可供使用。據此，於火災中遭燒毀之資產已作撇賬處理，而受影響的電池產品則作減值處理，損失金額為約83,997,000元。一期生產基地廠房仍然關閉並已撇賬。本集團已轉移生產活動至二期生產基地，其設備較一期新型、先進，附設更多自動化生產線，生產流水線亦較為流暢，因此，是次事故對本集團鋰離子動力電池業務生產活動並無重大影響。

物業及文化業務

按原定計劃，本集團擬移交位於江西南昌之主要物業項目 – 容州港九城之部份住宅單位。但工程須遵循具體的防疫措施，例如工地進行定期的全面消毒、部分工程人員需按不時修訂的防疫指引，經隔離檢測才能到崗工作。另外，從本年五月開始，中國南方地區普遍受到暴雨影響，江西省於五月份的降雨量創歷史同期新高。種種因素最終導致工程進度未如理想，住宅單位延至二零二二年交樓。因此年內未錄得移交容州港九城住宅單位之收入。由於南昌物業市場低迷，年內已確認發展中待售物業減值虧損約54,391,000港元。

本集團另一項目為位於廣西南寧之鳳翔台 – 容州文化中心，鄰近青秀山國家5A級景區，與市內商圈相連，生活配套完善，交通網絡四通八達。鳳翔台已於二零一九年下旬展開預售，可供出售的住宅單位已被認購完畢，銷情理想。鑑於物業市場低迷，其餘物業單位錄得減值約75,693,000港元。項目目前已部分完工，計劃於二零二二年第二季交付單位。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

In addition, in November this year, the Group reached a consensus with Nanjing Bureau of Land and Resources* (南京市國土資源局) (the “Vendor”) to terminate a land transaction of a commercial and residential land parcel in Lishui District in 2018. The site covered an area of 104,600.43 square meters and was originally planned to be developed into a residential and commercial complex. Pursuant to the terms of the acquisition, the Group undertook to introduce not less than ten new energy experts from overseas, Taiwan, Hong Kong or Macau with specific qualifications and expertise recognised by the relevant parties of the Vendor to Lishui District. As less than ten new energy experts were finally accepted, the two parties mutually agreed to terminate the acquisition, the Vendor would refunded all relevant consideration and tax to the Group in phase, the Group suffered a loss of approximately HK\$5,812,000, mainly represented the design fees, survey fees and other project fees. For more information, please refer to the announcements dated (i) 18 October 2018, 8 November 2018, 16 November 2018, 30 November 2018 and 24 November 2021; and (ii) the circular dated 5 December 2018.

Following by the termination, the Group encounters bottleneck in its future property development business. The management keeps actively seeking suitable land parcels for new property development project. However, having considered various factors including location, infrastructure, development scale and provincial market conditions, no land parcel was determined suitable for future development. The Group will not commence new property development project in the near future, and is considering the possibility of ceasing our property development business gradually. As the Group’s goodwill was derived from the Property and Cultural Business, specifically, its property development units, the change in business plan eventually led to a significant impairment on the goodwill, which was a non-cash item and did not impact the Group’s cash flows and operations.

FUTURE PROSPECTS

With the recovery of economic activities and booming market conditions across China, the Group will continue to optimize the allocation of resources, strengthen the academic and industrial background of the international research and development team to further improve product quality and develop more battery products targeting on home appliances and electric motorcycles, in order to occupy a place in the increasingly competitive lithium ion motive battery market. Under the volatile international situation and the impact of the COVID-19 epidemic, the Group will continue to focus on its Lithium Ion Motive Battery Business, at the same time actively seize other business opportunities and eventually realise a balanced and diversified business model.

另外，本年十一月，本集團與南京市國土資源局（「賣方」）達成共識，終止一項二零一八年溧水區一幅商住地塊之土地交易。該地塊佔地面積為104,600.43平方米，原定發展為住宅及商業綜合社區。根據收購事項之條款，本集團承諾為溧水區引進不少於十名具有與賣方相關各方認可，擁有特定資格和專業知識的海外、台灣、香港或澳門新能源專家。由於最終被接納之新能源專家少於十位，雙方相互同意終止是次收購，賣方將分階段向本集團退還有關的全部代價金額及稅項，本集團因此虧損約5,812,000港元，主要為設計費、勘察費及其他項目費用。更多資料可參考日期為(i)二零一八年十月十八日、二零一八年十一月八日、二零一八年十一月十六日、二零一八年十一月三十日及二零二一年十一月二十四日之公告；及(ii)二零一八年十二月五日之通函。

是次收購終止後，本集團的未來物業發展業務面臨瓶頸。管理層不斷積極為新物業發展項目物色合適地塊。然而，經考慮地點、基礎設施、發展規模及省市場情況等多項因素後，尚未確定適合未來發展的地塊。本集團短期內不會展開新的物業發展項目，且正考慮逐步停止物業發展業務的可能性。由於本集團的商譽來自物業及文化業務，特別是其物業發展單位，因此業務計劃改變最終導致商譽的重大減值，商譽為非現金項目，不會影響本集團的現金流量及營運。

未來展望

隨著中國各地經濟活動復甦，市況向好，本集團將繼續優化資源配置，加強國際研發團隊的學術和實業背景，進一步提升產品質量，並以家電及電動摩托車電池為目標，研發更多電池產品，務求於競爭日益激烈的鋰離子動力電池市場中佔一席位。於動盪的國際形勢及COVID-19疫情影響下，本集團將繼續專注其鋰離子動力電池業務，同時積極抓緊其他業務機遇，最終實現平衡而多元化的業務模式。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

FINANCIAL REVIEW

Revenue and gross profit ratio

Lithium Ion Motive Battery Business

During the year, the Group continued to expand our customer base and the application of our battery products to different applications. Revenue contributed from the Lithium Ion Motive Battery Business increased to approximately HK\$157,691,000 (2020: HK\$149,171,000). The Group will continue our strategy of diversifying customer base, at the same time reduce overhead cost and promote more efficient working environment in order to further improve gross profit to our battery products.

Property and Cultural Business

During the year, no revenue was generated from handover of residential units due to the delay in handover of Rongzhou Gangjiucheng* as abovementioned. Revenue of the property segment represented sales of commercial units and car park units amounted to approximately HK\$537,000. Whereas in the prior year, revenue of HK\$603,833,000 was recorded and a total gross floor area of 66,640 square meters had been delivered.

After the COVID-19 outbreak in the PRC eventually be stabilised, themed museums re-opened and more exhibitions were conducted, revenue from the cultural business slightly increased to approximately HK\$10,918,000 (2020: HK\$9,887,000).

Other income

Other income for the year ended 31 December 2021 increased to approximately HK\$15,863,000 (2020: HK\$5,331,000), mainly due to the increase in gain on disposal of scrap products to approximately HK\$3,469,000 (2020: HK\$1,376,000), and the rise in government grant to approximately HK\$4,725,000 (2020: HK\$2,213,000).

Distribution and selling expenses

During the year, the Group incurred distribution and selling expenses at approximately HK\$14,679,000 which was comparable to that in 2020 at approximately HK\$15,309,000. The expenses mostly represented staff costs of approximately HK\$7,178,000 (2020: HK\$5,272,000), and travelling and entertainment expenses of approximately HK\$3,362,000 (2020: HK\$2,837,000).

財務回顧

收益與毛利率

鋰離子動力電池業務

年內，本集團繼續擴大我們的客戶基礎，並將我們的電池產品應用於不同的領域。鋰離子動力電池業務貢獻的收益增加至約157,691,000港元(二零二零年：149,171,000港元)。本集團將繼續我們的戰略，使客戶基礎多元化，同時降低間接成本及推廣更高效的工作環境，以進一步提高電池產品的毛利。

物業及文化業務

年內，由於上述容州港九城的延遲交付，並無錄得來自交付住宅單位的收益。物業分部的收益來自商業單位及停車場車位的銷售，金額約為537,000港元。而在上一年，所錄得收益為603,833,000港元，已交付總建築面積為66,640平方米。

於COVID-19疫情在中國終於穩定下來後，主題博物館重新開放，並進行更多展覽，文化業務的收益輕微增加至約10,918,000港元(二零二零年：9,887,000港元)。

其他收入

截至二零二一年十二月三十一日止年度之其他收入增加至約15,863,000港元(二零二零年：5,331,000港元)，主要由於出售廢料收益增加約3,469,000港元(二零二零年：1,376,000港元)及政府補助增加至約4,725,000港元(二零二零年：2,213,000港元)。

分銷及銷售開支

年內，本集團產生的分銷及銷售開支約14,679,000港元，與二零二零年約15,309,000港元相若。該開支大部分乃員工成本約7,178,000港元(二零二零年：5,272,000港元)以及差旅及酬酢開支約3,362,000港元(二零二零年：2,837,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

Administrative expenses, impairment losses and written-off on various assets

Administrative expenses for the year ended 31 December 2021 increased to approximately HK\$178,757,000 from approximately HK\$162,930,000 in 2020. The increase was mainly resulted from the rise in research and development cost from approximately HK\$5,947,000, to HK\$13,906,000, as well as the new internet sales business at the amount of approximately HK\$2,349,000 operated by the Group during the year.

The Group also recorded certain impairment loss and written-off on various assets during the year. The amounts represented (i) written-off and impairment of certain inventory and property, plant and equipment as a result of a fire accident of the Group's production base in Weinan, Shaanxi occurred in late June 2021 amounted to approximately HK\$83,997,000 in aggregate; (ii) impairment loss on properties for sale under development at approximately HK\$130,084,000 (2020: nil) in order to reflect its net realisable value; (iii) impairment on goodwill amounted to approximately HK\$106,855,000 (2020: nil) made after consideration of the latest planning of future business model and lower expected future profit of the subsidiary; (iv) impairment on trade and other receivables at the sum of approximately HK\$48,127,000 (2020: HK\$2,291,000); and (v) full impairment on interests in joint venture amounted to approximately HK\$10,180,000 (2020: nil) in view of the unlikelihood of recovery of the amount invested.

Finance costs

Finance costs net of interests capitalised in the year decreased to approximately HK\$9,642,000 (2020: HK\$12,951,000), the reduction was due to the settlement of the interest-bearing part of the amount due to the Controlling Shareholder and the early redemption of Convertible Bonds in 2020.

Basic and diluted loss per share

Basic and diluted loss per share in the year ended 31 December 2021 were both HK26.92 cents (2020: HK2.11 cents).

In anticipation of the funds required for the development of the Lithium Ion Motive Battery Business, the Board does not recommend the payment of a final dividend for the year.

行政開支、多項資產的減值虧損及撇銷

截至二零二一年十二月三十一日止年度之行政開支由二零二零年約162,930,000港元增加至約178,757,000港元。該增加主要由於研發成本由約5,947,000港元增加至13,906,000港元，以及本集團於年內經營的新互聯網銷售業務約2,349,000港元。

本集團亦於年內錄得多項資產的若干減值虧損及撇銷。有關金額指(i)於二零二一年六月底本集團位於陝西渭南的生產基地發生火災，導致若干存貨及物業、廠房及設備須撇銷及減值，總額約為83,997,000港元；(ii)發展中待售物業的減值虧損約130,084,000港元(二零二零年：無)，以反映其可變現淨值；(iii)經考慮未來業務模式的最新規劃以及附屬公司預期未來溢利較低後作出的商譽減值約106,855,000港元(二零二零年：無)；(iv)貿易及其他應收款項減值總額約48,127,000港元(二零二零年：2,291,000港元)；及(v)鑑於收回投資金額的可能性不大，於合營企業的權益全部減值約10,180,000港元(二零二零年：無)。

融資成本

融資成本扣除年內資本化利息後減少至約9,642,000港元(二零二零年：12,951,000港元)，該減少乃由於二零二零年已結清應付控股股東款項的計息部分以及提早贖回可換股債券。

每股基本及攤薄虧損

截至二零二一年十二月三十一日止年度的每股基本及攤薄虧損均為26.92港仙(二零二零年：2.11港仙)。

預期到發展鋰離子動力電池業務所需的資金，董事會並不建議派付本年度之末期股息。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析

LIQUIDITY AND FINANCIAL RESOURCES

The Group maintained sufficient working capital as at 31 December 2021 with net current assets of approximately HK\$258,222,000 (31 December 2020: HK\$531,286,000) and bank and cash balances of approximately HK\$12,643,000 (31 December 2020: HK\$15,109,000). The gearing ratio of the Group (which was expressed as a percentage of total borrowings over total equity) was about 26.25% as at 31 December 2021 (31 December 2020: 20.24%).

EMPLOYMENT

As at 31 December 2021, the Group had approximately 589 employees (2020: 504), most of whom were working in the Company's subsidiaries in the PRC. During the year, the total employees' costs including Directors' emoluments were approximately HK\$70,265,000 (2020: HK\$68,191,000).

The Group has developed its human resources policies and procedures based on performance and merit. Employees are rewarded on a performance basis within the general framework of its salary and bonus system. Discretionary bonus is linked to the performance of the Group as well as individual performance. Benefits include staff accommodation, medical schemes, share option scheme, Mandatory Provident Fund for employees in Hong Kong and state – sponsored retirement plans for employees in the PRC. The Group has also developed training programs for its management and employees to promote career advancement of the staffs.

FOREIGN EXCHANGE EXPOSURE

Since sales and purchase for the Lithium Ion Motive Battery Business and the Property and Cultural Business are denominated in RMB, the management considers that the Group's exposure to exchange risks is minimal. However, the Company faces foreign exchange risks when it conducts fund raising activities in Hong Kong (in HK\$) and remits funds to its subsidiaries in the PRC (in RMB). The Board will continue to monitor foreign exchange exposure in the future.

流動資金及財務資源

本集團於二零二一年十二月三十一日維持充足營運資金，其中流動資產淨值約為258,222,000港元(二零二零年十二月三十一日：531,286,000港元)以及銀行及現金結餘約為12,643,000港元(二零二零年十二月三十一日：15,109,000港元)。本集團於二零二一年十二月三十一日之資本負債比率(總借貸除以總權益百分比)約為26.25%(二零二零年十二月三十一日：20.24%)。

僱員

於二零二一年十二月三十一日，本集團有約589名僱員(二零二零年：504名)，大部分僱員於本公司中國附屬公司工作。於年內，總僱員成本(包括董事酬金)約為70,265,000港元(二零二零年：68,191,000港元)。

本集團制定基於員工表現及貢獻之人力資源政策及程序。僱員報酬乃根據慣常之薪資及花紅制度按員工表現給予。酌情花紅視乎本集團之表現及個別員工之表現而定，而福利包括員工宿舍、醫療計劃、購股權計劃、香港僱員之強制性公積金計劃及中國內地僱員之國家退休金計劃。本集團亦已為其管理層及僱員提供培訓計劃，有助於員工職業晉升。

外匯兌換風險

由於鋰離子動力電池業務及物業及文化業務的買賣以人民幣進行，管理層認為本集團面對外匯兌換風險極低，然而本公司在香港集資(以港元)及匯款至中國附屬公司(以人民幣)存在外匯兌換風險。董事會將於未來繼續監察外匯兌換風險。

CONTINGENT LIABILITIES

As at 31 December 2021, the Group did not have any material contingent liabilities (2020: nil).

PLEDGE OF ASSETS

Details of pledged assets as at 31 December 2021 are set out in Note 28 to the consolidated financial statements.

USAGE OF FUND PROCEEDS

On 25 June 2021, the Company entered into the placing agreement with Cheong Lee Securities Limited (“**Placing Agent**”) pursuant to which the Placing Agent has agreed to place, on a best effort basis, to not less than six independent Placees for up to 75,000,000 new shares at a price of HK\$0.40 per placing share, for and on behalf of the Company. On 20 July 2021, the Company completed placing of 40,008,000 shares at the placing price (“**Placing**”). The net proceeds from the Placing (after deducting professional fees and other relevant expenses) amounted to approximately HK\$15,640,000, were intended to be used for the purpose of general working capital of the Company. During the year ended 31 December 2021, all of the net proceeds were utilised as intended, including the settlement of professional fees, staff costs and general office expenses. Details of the Placing were disclosed in the Company’s announcements dated 25 June 2021 and 20 July 2021.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 December 2021, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities.

或然負債

於二零二一年十二月三十一日，本集團並無任何重大或然負債(二零二零年：無)。

資產抵押

有關於二零二一年十二月三十一日資產抵押之詳情，載於綜合財務賬目附註28。

資金所得款項用途

於二零二一年六月二十五日，本公司與昌利證券有限公司(「**配售代理**」)訂立配售協議，據此，配售代理同意為及代表本公司按每股配售股份0.40港元的價格盡力向不少於六名獨立承配人配售最多75,000,000股新股份。於二零二一年七月二十日，本公司按配售價完成配售40,008,000股股份(「**配售**」)。配售所得款項淨額(扣除專業費用及其他相關開支後)約為15,640,000港元，擬用作本公司的一般營運資金。於截至二零二一年十二月三十一日止年度，所得款項淨額已按計劃悉數動用，包括結清專業費用、員工成本及一般辦公室開支。有關配售詳情於本公司日期為二零二一年六月二十五日及二零二一年七月二十日的公告中披露。

購買、出售或贖回上市證券

截至二零二一年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

EXECUTIVE DIRECTORS

Mr. Tin Kong

Mr. Tin Kong (“**Mr. Tin**”), aged 61, is a Hong Kong resident. Mr. Tin has been executive Director of the Company and the chairman of the Board since 27 August 2015 and has been appointed as the chief executive officer of the Company on 1 August 2019. He has been an authorised representative of the Company, the chairman of the nomination committee and internal control committee of the Company, and a member of remuneration committee of the Company since March 2016. Mr. Tin holds directorships in certain subsidiaries of the Company. He is also a director of Double Key International Limited, the controlling shareholder of the Company. He graduated from the Department of Economics and Management in Beijing Academy of Cultural Administration* (北京文化幹部管理學院經濟管理學系).

Ms. Cheng Hung Mui

Ms. Cheng Hung Mui (“**Ms. Cheng**”), aged 51, is a Hong Kong resident and an individual investor. Ms. Cheng was appointed as an executive Director of the Company on 27 June 2014. Ms. Cheng is the beneficial owner and director of Double Key International Limited, the controlling shareholder of the Company.

Mr. Chan Wei

Mr. Chan Wei (“**Mr. Chan**”), aged 44, has been the chief financial officer, company secretary and authorised representative of the Company since 7 March 2016 and has been appointed as an executive Director of the Company on 28 July 2021. He is also a supervisor of a subsidiary of the Group. Mr. Chan served as an independent non-executive director of Elegance Optical International Holdings Limited (Stock code: 0907) from 26 April 2017 to 17 April 2018. Before joining the Company, he worked in a listed company as financial controller. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Chan obtained the degree of a Bachelor of Science in applied accounting from the Oxford Brookes University. He has over 19 years of experience in auditing, accounting and financial advisory.

Ms. Liu Liu (also known as Liu Xiaqing)

Ms. Liu Liu (“**Ms. Liu**”), aged 36, was appointed as an executive Director of the Company on 28 July 2021. She is currently a legal representative and an executive director of Oriental Galaxy (Beijing) Cultural Media Co., Ltd.* (東方銀河(北京)文化傳媒有限公司), which is a subsidiary of the Company. She is also the vice-director (副理事長) of each of the Live Webcast & Short Video Professional Committee (網絡直播與短視頻專業委員會) and the Electronic Commerce Professional Committee (電子商務專業委員會) of the China Electronics Chamber of Commerce (中國電子商會). Ms. Liu has more than 17 years of experience in film and television production and brand planning, marketing and promotion. Since 2004, Ms. Liu has been participating in the publisher and producer team of a number of film and television products, including several award-winning TV series which have become the top TV series in the annual audience ratings or click through rates in the first-tier satellite TV or multi-media platforms. From 2014, Ms. Liu has tapped into the China TV shopping industry and has built up her team in providing various brand planning, marketing and promotion services in live stream e-commerce.

執行董事

田鋼先生

田鋼先生(「**田先生**」), 61歲, 為香港居民。田先生自二零一五年八月二十七日起擔任本公司之執行董事兼董事會主席, 並於二零一九年八月一日獲委任為本公司行政總裁。彼自二零一六年三月起擔任本公司授權代表、本公司提名委員會及內部監控委員會主席, 以及本公司薪酬委員會成員。田先生於本公司若干附屬公司擔任董事。彼亦為本公司控股股東倍建國際有限公司之董事。彼畢業於北京文化幹部管理學院經濟管理學系。

鄭紅梅女士

鄭紅梅女士(「**鄭女士**」), 51歲, 為香港居民兼個人投資者。鄭女士於二零一四年六月二十七日獲委任為本公司之執行董事。鄭女士為本公司控股股東倍建國際有限公司之實益擁有人及董事。

陳淮先生

陳淮先生(「**陳先生**」), 44歲, 自二零一六年三月七日起擔任本公司財務總監、公司秘書及授權代表, 並於二零二一年七月二十八日獲委任為本公司之執行董事。彼亦擔任本集團一間附屬公司之監事。陳先生於二零一七年四月二十六日至二零一八年四月十七日期間擔任高雅光學國際集團有限公司(股份代號: 0907)之獨立非執行董事。加入本公司之前, 彼曾任職於一間上市公司出任財務總監。陳先生為香港會計師公會會員及英國特許公認會計師公會資深會員。陳先生取得牛津布魯克斯大學應用會計理學士學位。彼於審核、會計及財務顧問方面累積逾19年經驗。

劉柳女士(別名劉小青)

劉柳女士(「**劉女士**」), 36歲, 於二零二一年七月二十八日獲委任為本公司之執行董事。彼現為東方銀河(北京)文化傳媒有限公司之法定代表人兼執行董事, 其為本集團一間附屬公司。彼亦為中國電子商會網絡直播與短視頻專業委員會及電子商務專業委員會副理事長。劉女士在影視製作及品牌策劃、營銷及推廣方面擁有逾17年經驗。自二零零四年起, 劉女士參與多部影視作品的發行及製作團隊, 包括多部已成為一線衛視或多媒體平台年度收視率或點擊率最高之獲獎電視劇。從二零一四年開始, 劉女士進入中國電視購物行業, 組建了自己的團隊, 在直播電商領域提供各種品牌策劃、營銷和推廣服務。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wang Jinlin

Mr. Wang Jinlin (“**Mr. Wang**”), aged 57, was appointed as an independent non-executive Director of the Company on 24 March 2015. He is a member of the audit committee, the remuneration committee, the nomination committee and the internal control committee of the Company. Mr. Wang graduated from Zhejiang University and obtained a bachelor’s degree in 1984. He is a senior engineer and used to serve as deputy general manager of Jiaying Silk Spinning Factory* (嘉興絹紡廠), deputy general manager and general manager of Zhejiang Jinying Silk Spinning Co., Ltd.* (浙江金鷹絹紡有限公司), and deputy general manager of Zhejiang Jinying Holding Limited, possessing rich experience in corporate management and practice. He was a member of CPPC of Jiaying, a director of Chinese Silk Industry Association* (中國絲綢工業協會) and vice chairman of the silk spinning branch of the Chinese Silk Industry Association.

Dr. Ng Ka Wing

Dr. Ng Ka Wing (“**Dr. Ng**”), aged 65, was appointed as an independent non-executive Director of the Company on 8 March 2016. He is the chairman of the remuneration committee and a member of the audit committee, the nomination committee and the internal control committee of the Company. Dr. Ng received a Doctor Honoris Causa of Business Administration in Manufacturing and Services from International American University in April 2019. In the same year, he is elevated as the honorary life chairman of Hong Kong Bus Suppliers Association. Dr. Ng has extensive experience in the manufacturing of motor vehicles. He is now the managing director of a bus manufacturer.

獨立非執行董事

王金林先生

王金林先生(「王先生」)，57歲，於二零一五年三月二十四日獲委任為本公司獨立非執行董事。彼為本公司審核委員會、薪酬委員會、提名委員會及內部監控委員會成員。王先生於一九八四年於浙江大學本科畢業及取得學士學位。彼是一位高級工程師，曾擔任嘉興絹紡廠副廠長，浙江金鷹絹紡有限公司副總經理、總經理，浙江金鷹股份有限公司副總經理等職務，具豐富的企業管理實踐經驗。彼亦曾任嘉興市政協委員，中國絲綢工業協會董事及中國絲綢工業協會絹紡分會副會長。

吳家榮博士

吳家榮博士(「吳博士」)，65歲，於二零一六年三月八日獲委任為本公司獨立非執行董事。彼為本公司薪酬委員會主席及審核委員會、提名委員會及內部監控委員會成員。吳博士於二零一九年四月獲得國際美州大學頒授工商管理工業及服務榮譽博士學位。同年，彼獲擢升為香港巴士業商聯會永遠榮譽主席。吳博士於汽車製造業方面擁有豐富經驗。彼現任一間巴士製造商的董事總經理。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

Mr. See Tak Wah

Mr. See Tak Wah (“**Mr. See**”), aged 58, was appointed as an independent non-executive Director of the Company on 27 January 2017. He is the chairman of the audit committee and a member of the remuneration committee, the nomination committee and the internal control committee of the Company. Mr. See graduated from the Management School of Waikato University in New Zealand with first class honours in Bachelor of Management Studies. He is a member of the Institute of Chartered Accountants of Australia and New Zealand, a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Directors.

Mr. See has over 35 years of experience in financial and general management as he previously worked as the regional business controller of Nokia Mobile Phones Asia Pacific, the managing director of Nokia Mobile Phones Hong Kong, the chief operating officer of First Mobile Group Holdings Limited, and held key management positions in the North Asia offices of Philips and Siemens. From 2004 to 2016, Mr. See was appointed as an independent non-executive director and the chairman of the audit committee and a member of the nomination committee of Unisplendour Technology (Holdings) Limited (formerly known as Sun East Technology (Holdings) Limited) (Stock Code: 0365), Mr. See joined Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited (Stock Code: 01938) in 2010 to 2019 and was appointed as an independent non-executive director and chairman of audit committee. Mr. See has also been an independent non-executive director, chairman of the audit committee, a member of the remuneration committee and the nomination committee of Enviro Energy International Holdings Limited (Stock Code: 01102) in 2020 to 2021.

Mr. See currently runs his own boutique management consultancy practice focusing on business strategies formulation and transformation consultation. In addition, he is currently an independent non-executive director and chairman of the audit committee and a member of the nomination committee and the remuneration committee of Lever Style Corporation (Stock Code: 01346).

施德華先生

施德華先生(「**施先生**」)，58歲，於二零一七年一月二十七日獲委任為本公司獨立非執行董事。彼為本公司審核委員會主席及薪酬委員會、提名委員會及內部監控委員會成員。施先生以一級榮譽取得新西蘭懷卡托河大學管理學院管理學學士學位，現為澳大利亞及新西蘭特許會計師公會會員、香港會計師公會會員及香港董事學會資深會員。

施先生累積逾35年之財務及綜合管理經驗，曾擔任諾基亞流動電話亞太區之地區營業總監、諾基亞流動電話香港區董事總經理、第一電訊集團有限公司營運總監，並曾於飛利浦及西門子北亞區辦事處擔任管理要職。於二零零四年至二零一六年，施先生曾獲委任為紫光科技(控股)有限公司(前稱日東科技(控股)有限公司)(股份代號：0365)的獨立非執行董事、審核委員會主席及提名委員會成員。施先生於二零一零年至二零一九年任職於珠江石油天然氣鋼管控股有限公司(股份代號：01938)，曾獲委任為獨立非執行董事及審核委員會主席。施先生亦於二零二零年至二零二一年擔任環能國際控股有限公司(股份代號：01102)的獨立非執行董事、審核委員會主席以及薪酬委員會及提名委員會成員。

施先生現時經營其個人管理顧問所，專門提供有關商業策略及商務轉型的諮詢服務。此外，施先生現為利華控股集團(股份代號：01346)的獨立非執行董事、審核委員會主席以及提名委員會及薪酬委員會成員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

SENIOR MANAGEMENT

Mr. Zhong Dong Feng

Mr. Zhong Dong Feng (“**Mr. Zhong**”), aged 53, has been employed as the deputy chief executive officer of the Group since May 2018, and is fully responsible for operations of the Property and Cultural Business. Mr. Zhong graduated from the Jiangxi University of Science and Technology (formerly known as Southern Institute of Metallurgy) in July 1991, and has professional qualification of Project Cost Management. Prior to joining the Group, Mr. Zhong had served as the head of different departments of Jiangxi Provincial Government. He has over 30 years of experience in provincial development and operations management.

LITHIUM ION MOTIVE BATTERY BUSINESS

Mr. Yang Chaohui

Mr. Yang Chaohui (“**Mr. Yang**”), aged 48, has been employed as the financial controller of a subsidiary of the Group since August 2019, and is responsible for the financial management and accounting function of the Lithium Ion Motive Battery Business. Mr. Yang is a Certified Public Accountant in the PRC. He graduated from the Central University of Finance and Economics with a bachelor’s degree in Public Finance, and has over 25 years of working experience in accounting and financial management.

Mr. Zhao Qi Rong

Mr. Zhao Qi Rong (“**Mr. Zhao**”), aged 46, has been the vice president of a subsidiary of the Group from May 2017 to September 2020, and is responsible for managing the operation of the Lithium Ion Motive Battery Business in Nanjing Research Institute. Mr. Zhao graduated from the Tianjin University of Technology with a bachelor’s degree in Chemical Engineering and Technology. He has over 19 years of working experience in the design and production of lithium batteries.

高級管理人員

鍾東風先生

鍾東風先生(「鍾先生」)，53歲，於二零一八年五月受聘為本集團之副總裁，全權負責物業及文化業務之營運。鍾先生於一九九一年七月畢業於江西理工大學(前稱為南方冶金學院)，具有工程造價管理專業資格。在加入本集團之前，鍾先生曾在江西省政府多個部門擔任負責人。彼於省開發和運營管理方面累積逾30年經驗。

鋰離子動力電池業務

楊朝輝先生

楊朝輝先生(「楊先生」)，48歲，於二零一九年八月受聘為本集團旗下附屬公司之財務總監，負責鋰離子動力電池業務的財務管理及會計職能。楊先生為中國註冊會計師。彼畢業於中央財經大學，持有公共財政學士學位，及於會計及財務管理方面累積逾25年工作經驗。

趙啟榮先生

趙啟榮先生(「趙先生」)，46歲，於二零一七年五月至二零二零年九月擔任本集團旗下附屬公司之常務副院長，負責管理鋰離子動力電池業務於南京研究院的營運工作。趙先生畢業於天津理工大學，持有化學工程與工藝學士學位。彼擁有逾19年鋰電池的設計及生產方面的經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

Mr. Niu Wen Tao

Mr. Niu Wen Tao (“**Mr. Niu**”), aged 37, has been employed as the deputy general manager of a subsidiary of the Group since April 2016, and is responsible for product design, development and technical management of battery packs, and construction planning of the battery production line and plant. Mr. Niu holds a college degree in Applied Electronic Technology from Tianjin Modern Vocational Technology College. He has over 14 years of working experience in design and development of battery pack products.

PROPERTY AND CULTURAL BUSINESS

Ms. Cheng Li Zhen

Ms. Cheng Li Zhen (“**Ms. Cheng**”), aged 49, has been employed as the financial controller of a subsidiary of the Group since May 2018, and is fully responsible for the financial management, accounting and treasury functions of the Property and Cultural Business. Ms. Cheng graduated from the Bangor University, United Kingdom with a master’s degree in Business Administration in 2015 and a bachelor degree of Accounting from the School of Economics and Trades, Jiangxi Agricultural University in 1995. She has over 19 years of experience in accounting and financial management.

Mr. Yang Ai Ping

Mr. Yang Ai Ping (“**Mr. Yang**”), aged 49, has been employed as the deputy general manager of a subsidiary of the Group since November 2018, and is responsible for management and operation of the Property and Cultural Business. Mr. Yang graduated from the Suzhou Institute of Environmental Protection for Urban Construction* (蘇州城市建設環境保護學院) which was merged with Suzhou Railway Teachers College* (蘇州鐵道師範學院) and became Suzhou University of Science and Technology, and has obtained professional qualification of Industrial and Civil Buildings in 1994. He has over 21 years of experience in project management.

鈕文濤先生

鈕文濤先生(「**鈕先生**」)，37歲，於二零一六年四月受聘為本集團旗下附屬公司之副總經理，負責電池組產品之設計、開發和技術管理，及電池組生產線及廠房的建設規劃。鈕先生持有天津現代職業技術學院應用電子技術的大專學歷。彼擁有逾14年電池組產品的設計開發經驗。

物業及文化業務

程麗珍女士

程麗珍女士(「**程女士**」)，49歲，於二零一八年五月受聘為本集團旗下附屬公司之財務總監，全權負責物業及文化業務之財務管理、會計及庫務功能。程女士於二零一五年畢業於英國班戈大學，持有工商管理碩士學位，並於一九九五年獲得江西省農業大學經貿學院會計學士學位。彼於會計及財務管理方面積逾19年經驗。

楊愛平先生

楊愛平先生(「**楊先生**」)，49歲，於二零一八年十一月受聘為本集團旗下附屬公司之副總經理，負責物業及文化業務之管理及營運。楊先生於一九九四年畢業於蘇州城市建設環境保護學院(與蘇州鐵道師範學院合併，成為蘇州科技大學)，並獲得工業與民用建築專業資格。彼於項目管理方面積逾21年經驗。

DIRECTORS' REPORT

董事會報告書

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Company is a limited liability company incorporated in the Bermuda, and its principal place of business in Hong Kong is Room 401A, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Group is principally engaged in Lithium Ion Motive Battery Business and Property and Cultural Business during the year.

The principal activities of its principal subsidiaries are set out in Note 41 to the consolidated financial statements. Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance (Chapter 622 of The Laws of Hong Kong), can be found in the Management Discussion and Analysis set out on pages 7 to 13 of this Annual Report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment during the year are set out in Note 17 to the consolidated financial statements.

CHARGES ON GROUP'S ASSETS

Details of the charges on the Group's assets are set out in Note 28 to the consolidated financial statements.

COMMITMENTS

Details of the commitments of the Group are set out in Note 39 to the consolidated financial statements.

SHARE CAPITAL

The Company raised approximately HK\$15,640,000 (after deducting professional fees and other relevant expenses), by way of placement of 40,008,000 new shares at the price of HK\$0.40 per placing share. The Placing was completed on 20 July 2021. Details on usage of fund are set out in "Usage of Fund Proceeds" in Management Discussion and Analysis.

As at 31 December 2021, the Company's issued share capital is HK\$123,649,370 and the total number of its issued ordinary shares is 1,236,493,700 shares of HK\$0.10 each.

Details of the movements in share capital of the Company are set out in Note 31 to the consolidated financial statements.

董事會欣然呈報其報告及本集團於截至二零二一年十二月三十一日止年度之經審核綜合財務賬目。

香港主要營業地點

本公司為於百慕達註冊成立之有限公司，其香港主要營業地點為香港九龍尖沙咀麼地道68號帝國中心401A室。

主要業務及業務回顧

本集團於年內之主要業務為鋰離子動力電池業務及物業及文化業務。

其主要附屬公司之主營業務載於綜合財務賬目附註41。有關香港法例第622章公司條例附表五所規定之該等業務之進一步討論與分析可參閱本年報第7至13頁所載之管理層之討論與分析。

物業、廠房及設備

物業、廠房及設備之年內變動詳情載於綜合財務賬目附註17。

本集團資產質押

本集團資產質押詳情載於綜合財務賬目附註28。

承擔

本集團之承擔詳情載於綜合財務賬目附註39。

股本

本公司以每股配售股份0.40港元之價格配售40,008,000股新股份，籌集約15,640,000港元（扣除專業費用及其他相關開支後）。配售已於二零二一年七月二十日完成。有關資金用途的詳情載於管理層之討論與分析中的「資金所得款項用途」。

於二零二一年十二月三十一日，本公司之已發行股本為123,649,370港元，而已發行普通股總數則為每股面值0.10港元之1,236,493,700股。

本公司股本之變動詳情載於綜合財務賬目附註31。

DIRECTORS' REPORT

董事會報告書

RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out on page 54 of this Annual Report and Note 32 to the consolidated financial statement. The Company had no distributable reserves as at 31 December 2021.

DIRECTORS

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

Executive Directors

Mr. Tin Kong (*Chairman*)

Ms. Cheng Hung Mui

Mr. Chan Wei (appointed on 28 July 2021)

Ms. Liu Liu (appointed on 28 July 2021)

Mr. Chen Dekun (retired on 25 June 2021)

Mr. Sheng Siguang (retired on 25 June 2021)

Independent Non-executive Directors

Dr. Ng Ka Wing

Mr. See Tak Wah

Mr. Wang Jinlin

By virtue of bye-law 87 of the bye-laws of the Company, Mr. Tin Kong and Ms. Cheng Hung Mui shall retire by rotation and being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

By virtue of bye-law 86 of the bye-laws of the Company, Mr. Chan Wei and Ms. Liu Liu shall hold office only until the forthcoming annual general meeting and being eligible, offer themselves for re-election.

No Director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensations).

DIRECTORS' SERVICE CONTRACTS

Each of Ms. Cheng Hung Mui, Mr. Tin Kong and Ms. Liu Liu, each an executive Director, entered into a service agreement with the Company for a term of 2 years commencing from 27 June 2014, 27 August 2015 and 28 July 2021, respectively.

Mr. Wang Jinlin, an independent non-executive Director, has entered into a service agreement with the Company for a term of 2 years commencing from 24 March 2015.

Mr. Chan Wei, an executive Director, entered into service agreement with the Company for a term of 3 years commencing from 28 July 2021.

Dr. Ng Ka Wing and Mr. See Tak Wah, both of which are independent non-executive Directors, were appointed on 8 March 2016 and 27 January 2017, respectively, without service agreement and specific term.

儲備及可供分派儲備

本集團及本公司於年內之儲備變動詳情載於本年報第54頁及綜合財務賬目附註32。本公司於二零二一年十二月三十一日並無可供分派儲備。

董事

以下乃年內及截至本報告日期為止之董事：

執行董事

田鋼先生(主席)

鄭紅梅女士

陳淮先生(於二零二一年七月二十八日獲委任)

劉柳女士(於二零二一年七月二十八日獲委任)

陳德坤先生(於二零二一年六月二十五日退任)

盛司光先生(於二零二一年六月二十五日退任)

獨立非執行董事

吳家榮博士

施德華先生

王金林先生

根據本公司細則第87條，田鋼先生及鄭紅梅女士將於本公司應屆股東週年大會上輪席告退，惟彼願意且符合資格膺選連任。

根據本公司細則第86條，陳淮先生及劉柳女士之任期僅至應屆之股東週年大會為止，並符合資格膺選連任。

擬於應屆股東週年大會上膺選連任之董事概無訂立任何不得於一年內在毋需支付任何賠償(法定賠償除外)之情況下由本集團終止之服務合約。

董事服務合約

執行董事鄭紅梅女士及田鋼先生各自與本公司訂立服務協議，分別自二零一四年六月二十七日、二零一五年八月二十七日及二零二一年七月二十八日起為期兩年。

獨立非執行董事王金林先生與本公司訂立服務協議，自二零一五年三月二十四日起為期兩年。

執行董事陳淮先生與本公司訂立服務協議，自二零二一年七月二十八日起為期三年。

獨立非執行董事吳家榮博士及施德華先生分別於二零一六年三月八日及二零一七年一月二十七日獲委任，彼等並無訂立服務協議，亦無指定任期。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2021, according to the register kept by the Company pursuant to Section 336 of the SFO and, so far as is known to the Directors, the persons or entities who had an interest or a short position in the shares or underlying shares of the Company (the "Shares") which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or of any other company which is a member of the Group, or in any options in respect of such share capital are as follows:

Long positions

Name of substantial Shareholder	Note	Capacity	Number of issued ordinary Shares held/ underlying Shares 所持已發行普通股/ 相關股份數目	Percentage of the total issued share capital of the Company 佔本公司已發行股本總額之百分比
主要股東姓名／名稱	附註	身份		
Cheng Hung Mui 鄭紅梅	1	Interest of controlled corporation 受控制法團之權益	775,894,533	62.75%
Double Key International Limited 倍建國際有限公司	1	Beneficial owner 實益擁有人	775,894,533	62.75%
Leung Ka Chun 梁家駿		Beneficial owner 實益擁有人	101,824,000	8.23%

Note

1 The entire issued share capital of Double Key International Limited is wholly owned by Ms. Cheng Hung Mui, an executive Director. Therefore, Ms. Cheng Hung Mui is deemed to be interested in the Shares held by Double Key International Limited pursuant to the SFO.

Save as disclosed above, as at 31 December 2021, the Company has not been notified by any persons (other than the Directors and chief executive of the Company, whose interests are set out in the section "Directors' and chief executive's interests and short position in the shares and underlying shares" below), who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosable to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二一年十二月三十一日，根據本公司按證券及期貨條例第336條而備存的登記冊以及就董事所知，於本公司股份或相關股份（「股份」）中擁有須根據證券及期貨條例第XV部第2及第3分部條文向本公司披露之權益或淡倉，或直接或間接擁有在任何情況下附有本公司或本集團任何其他成員公司的股東大會投票權的任何類別股本面值或有關該等股本之任何購股權之5%或以上權益的人士或實體如下：

好倉

Name of substantial Shareholder	Note	Capacity	Number of issued ordinary Shares held/ underlying Shares 所持已發行普通股/ 相關股份數目	Percentage of the total issued share capital of the Company 佔本公司已發行股本總額之百分比
主要股東姓名／名稱	附註	身份		
Cheng Hung Mui 鄭紅梅	1	Interest of controlled corporation 受控制法團之權益	775,894,533	62.75%
Double Key International Limited 倍建國際有限公司	1	Beneficial owner 實益擁有人	775,894,533	62.75%
Leung Ka Chun 梁家駿		Beneficial owner 實益擁有人	101,824,000	8.23%

附註

1 倍建國際有限公司之全部已發行股本由執行董事鄭紅梅女士全資擁有。因此，根據證券及期貨條例，鄭紅梅女士被視為於倍建國際有限公司所持股份中擁有權益。

除上文所披露者外，於二零二一年十二月三十一日，概無任何人士（不包括本公司董事及主要行政人員，彼等之權益載列於下文「董事及主要行政人員於股份及相關股份之權益及淡倉」一節）知會本公司，其於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露之權益或淡倉，或根據證券及期貨條例第336條規定本公司須於備存之登記冊內記錄之權益或淡倉。

DIRECTORS' REPORT

董事會報告書

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

As at 31 December 2021, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were deemed or taken to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be recorded in the register therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by the directors of Company as set out in Appendix 10 to (the "Model Code") the Rules of Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

(i) Long positions in the issued Shares

Name of Director	Note	Capacity or nature of interests	Number of issued ordinary Shares held	Percentage of the total issued share capital of the Company
董事姓名	附註	身份或權益性質	所持已發行普通股數目	佔本公司已發行股本總額之百分比
Cheng Hung Mui 鄭紅梅	1	Interest of controlled corporation 受控制法團之權益	775,894,533	62.75%
Note			附註	
1 The entire issued share capital of Double Key International Limited is wholly owned by Ms. Cheng Hung Mui, an executive Director. Therefore, Ms. Cheng Hung Mui is deemed to be interested in the Shares held by Double Key International Limited pursuant to the SFO.			1 倍建國際有限公司之全部已發行股本由執行董事鄭紅梅女士全資擁有。因此，根據證券及期貨條例，鄭紅梅女士被視為於倍建國際有限公司所持股份中擁有權益。	

(ii) Long positions in the shares of the associated corporations

Name of Director	Nature of interests	Name of associated corporation	Number of Shares held	Percentage of interest in the associated corporation
董事姓名	權益性質	相聯法團名稱	所持股份數目	佔相聯法團權益之百分比
Cheng Hung Mui 鄭紅梅	Corporate interest 法團權益	Double Key International Limited 倍建國際有限公司	100	100%

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零二一年十二月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文董事及主要行政人員被視為或被當作擁有之權益及淡倉），或根據證券及期貨條例第352條須記錄於該條文所述之登記冊之權益及淡倉，或須根據聯交所證券上市規則（「上市規則」）附錄十所載之本公司董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

(i) 於已發行股份之好倉

(ii) 於相聯法團股份之好倉

Apart from the foregoing, as at 31 December 2021, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) are otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所述者外，於二零二一年十二月三十一日，概無董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所之權益或淡倉(包括根據證券及期貨條例有關條文被當作或視為擁有之權益或淡倉)；或(ii)根據證券及期貨條例第352條須記錄於該條所述之登記冊中之權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所之權益或淡倉。

EQUITY-LINKED AGREEMENTS

Share Option Scheme

The Company's share option scheme (the "**Scheme**") was adopted pursuant to the special general meeting of the Company held on 13 June 2012 for the primary purpose of providing incentives to selected participants for their contribution to the Group, and will expire on 12 June 2022. Under the Scheme, the Board may grant options to all Directors (including independent non-executive Directors) and any full time/part time employees of the Group, and any participants from time to time determined by the Board as having contributed or may contribute to the development and growth of the Group to subscribe for shares in the Company.

In each grant of options, the Board may at its discretion determine the specific exercise period and exercise price. The exercise price shall not be less than the highest of (i) the closing price of Shares on the Stock Exchange on the date of the offer of grant; (ii) the average closing price of Shares on the Stock Exchange for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Shares. A consideration of HK\$1.0 is payable by grantees on acceptance of the offer of the grant of an option.

As at the date of this Annual Report, the total number of Shares available for issue under the Scheme was 119,648,570 Shares which represented 9.68% of the total number of ordinary shares of the Company in issue. The number of shares in respect of which options may be granted to any individual is not permitted to exceed 1% of the issued share capital of the Company for the time being.

From the date of adoption of the Scheme and up to 31 December 2021, a total of 24,300,000 share options to subscribe for a total of 24,300,000 Shares were granted by the Company under the Scheme, and all of the share options have lapsed.

股權掛鈎協議

購股權計劃

根據本公司於二零一二年六月十三日舉行之股東特別大會，本公司採納購股權計劃(「**該計劃**」)。該計劃之主要目的乃就選定參與者為本集團所作之貢獻向彼等提供獎勵，並將於二零二二年六月十二日屆滿。根據該計劃，董事會可向所有董事(包括獨立非執行董事)及本集團任何全職/兼職僱員，以及董事會不時決定曾經或可能對本集團之發展及增長作出貢獻之任何參與者授予購股權，以認購本公司股份。

於每次授出購股權時，董事會酌情決定指定行使期及行使價。行使價不得低於下列三者中之最高者：(i)股份於購股權授出日期在聯交所之收市價；(ii)股份於緊接購股權授出日期前五個交易日在聯交所之平均收市價；及(iii)股份面值。承授人於接納購股權授出邀約時須支付代價1.0港元。

於本年報日期，該計劃項下可供發行之股份總數為119,648,570股股份，相當於本公司已發行普通股總數之9.68%。有關可能授予任何個人之購股權可認購之股份數目，不得超逾本公司當時已發行股本之1%。

自採納該計劃日期起至二零二一年十二月三十一日，本公司已根據該計劃授出合共可認購總數為24,300,000股股份之24,300,000份購股權，所有購股權已告失效。

DIRECTORS' REPORT

董事會報告書

Details of the movements of the share options granted under the Scheme as at 31 December 2021 are as follows:

於二零二一年十二月三十一日，根據該計劃授出的購股權變動詳情如下：

Name of director/ employee	Date of Grant	Exercisable period	Exercise Price per Share	Closing Price of the Shares immediately before the date of grant	Number of Share Options 購股權數目				Outstanding options as at 31 December 2021
					Outstanding options as at 1 January 2021	Granted and accepted during the year	Exercised during the year	Cancelled/ Lapsed during the year	
董事/僱員名稱	授出日期	行使期	每股行使價 HK\$ 港元	緊接授出 日期前的 股份收市價 HK\$ 港元	於二零二一 年一月一日 尚未行使之 購股權	年內已 授出及接納	年內已行使	年內已 註銷/失效	於二零二一 年十二月三十一 日尚未行使之 購股權
Director									
董事									
Tin Kong 田鋼	11/11/2016 二零一六年十一月十一日	11/11/2017 to 10/11/2021 二零一七年十一月十一日至 二零二一年十一月十日	0.85	0.85	600,000	-	-	(600,000)	-
	11/11/2016 二零一六年十一月十一日	11/11/2018 to 10/11/2021 二零一八年十一月十一日至 二零二一年十一月十日	0.85	0.85	600,000	-	-	(600,000)	-
	11/11/2016 二零一六年十一月十一日	11/11/2019 to 10/11/2021 二零一九年十一月十一日至 二零二一年十一月十日	0.85	0.85	800,000	-	-	(800,000)	-
Chan Wei (appointed on 28 July 2021) 陳淮(於二零二一年 七月二十八日獲委任)	11/11/2016 二零一六年十一月十一日	11/11/2017 to 10/11/2021 二零一七年十一月十一日至 二零二一年十一月十日	0.85	0.85	600,000	-	-	(600,000)	-
	11/11/2016 二零一六年十一月十一日	11/11/2018 to 10/11/2021 二零一八年十一月十一日至 二零二一年十一月十日	0.85	0.85	600,000	-	-	(600,000)	-
	11/11/2016 二零一六年十一月十一日	11/11/2019 to 10/11/2021 二零一九年十一月十一日至 二零二一年十一月十日	0.85	0.85	800,000	-	-	(800,000)	-
Chen Dekun (retired on 25 June 2021) 陳德坤(於二零二一年 六月二十五日退任)	11/11/2016 二零一六年十一月十一日	11/11/2017 to 10/11/2021 二零一七年十一月十一日至 二零二一年十一月十日	0.85	0.85	300,000	-	-	(300,000)	-
	11/11/2016 二零一六年十一月十一日	11/11/2018 to 10/11/2021 二零一八年十一月十一日至 二零二一年十一月十日	0.85	0.85	300,000	-	-	(300,000)	-
	11/11/2016 二零一六年十一月十一日	11/11/2019 to 10/11/2021 二零一九年十一月十一日至 二零二一年十一月十日	0.85	0.85	400,000	-	-	(400,000)	-
Sub-total: 小計:					5,000,000	-	-	(5,000,000)	-

DIRECTORS' REPORT

董事會報告書

Name of director/ employee	Date of Grant	Exercisable period	Exercise Price per Share	Closing Price of the Shares immediately before the date of grant	Number of Share Options 購股權數目				Outstanding options as at 31 December 2021
					Outstanding options as at 1 January 2021	Granted and accepted during the year	Exercised during the year	Cancelled/ Lapsed during the year	
董事/僱員名稱	授出日期	行使期	每股行使價 HK\$ 港元	緊接授出 日期前的 股份收市價 HK\$ 港元	於二零二一 年一月一日 尚未行使之 購股權	年內已 授出及接納	年內已行使	年內已 註銷/失效	於二零二一 年十二月三十一 日尚未行使之 購股權
Senior Management (in aggregate) 高級管理人員 (總計)	11/11/2016 二零一六年十一月十一日	11/11/2017 to 10/11/2021 二零一七年十一月十一日至 二零二一年十一月十日	0.85	0.85	2,850,000	-	-	(2,850,000)	-
	11/11/2016 二零一六年十一月十一日	11/11/2018 to 10/11/2021 二零一八年十一月十一日至 二零二一年十一月十日	0.85	0.85	2,850,000	-	-	(2,850,000)	-
	11/11/2016 二零一六年十一月十一日	11/11/2019 to 10/11/2021 二零一九年十一月十一日至 二零二一年十一月十日	0.85	0.85	3,800,000	-	-	(3,800,000)	-
Sub-total: 小計:					9,500,000	-	-	(9,500,000)	-
Total: 總計:					14,500,000	-	-	(14,500,000)	-

CHANGES OF DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes of Directors' information are set out below.

Mr. See Tak Wah resigned as an independent non-executive director, chairman of the audit committee, a member of the remuneration committee and the nomination committee of Enviro Energy International Holdings Limited (Stock Code: 01102) on 9 July 2021.

Following the retirement of each of Mr. Chen Dekun and Mr. Sheng Siguang as an executive Director at the conclusion of the annual general meeting of the Company held on 25 June 2021, Mr. Chan Wei and Ms. Liu Liu were appointed as executive Directors on 28 July 2021.

The appointment of Mr. Chan Wei is for an initial term of 3 years and would continue thereafter unless and until a notice of termination is served by either party. He is also entitled to receive a director's fee of HK\$180,000 per annum and salary of HK\$900,000 per annum, together with any other emolument.

董事資料變動

根據上市規則第13.51B(1)條，董事資料之變更載列如下。

施德華先生於二零二一年七月九日辭任環能國際控股有限公司(股份代號：01102)的獨立非執行董事、審核委員會主席以及薪酬委員會及提名委員會成員。

隨著陳德坤先生及盛司光先生於二零二一年六月二十五日舉行的本公司股東週年大會退任執行董事，陳淮先生及劉柳女士於二零二一年七月二十八日獲委任為執行董事。

陳先生的任期初步為期三年，此後將會持續，除非及直至其中一方發出終止通知為止。彼亦有權收取每年180,000港元之董事袍金及每年900,000港元之薪酬，連同任何其他酬金。

DIRECTORS' REPORT

董事會報告書

The appointment of Ms. Liu is for an initial term of 2 years and would continue thereafter unless and until a notice of termination is served by either party. She is also entitled to receive a director's fee of HK\$180,000 per annum and salary of HK\$1,020,000 per annum, together with any other emolument.

Save as disclosed above, as at 31 December 2021, there were no changes of Directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, none of the Directors had any interests in competing business of the Company which was required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in this Directors' report and Note 33 to the consolidated financial statements in relation to the Scheme, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable any Directors (including their spouses or children under 18 years of age) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of the Company or any other body corporate.

CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS

As at the end of the year ended 31 December 2021 or at any time during the year, (a) there was no contract of significance between the Company or any of its subsidiary companies, and a controlling shareholder or any of its subsidiaries; and (b) there was no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries.

DIRECTORS' INTERESTS IN CONTRACTS

As at the end of the year ended 31 December 2021 or at any time during the year, there was no contract of significance in relation to the Company's business, to which the Company or any of its subsidiaries was a party, subsisted, and in which a Director had, whether directly or indirectly, a material interest.

劉女士的任期初步為期兩年，此後將會持續，除非及直至其中一方發出終止通知為止。彼有權收取每年180,000港元之董事袍金及每年1,020,000港元之薪酬，連同任何其他酬金。

除上文所披露者外，於二零二一年十二月三十一日，概無根據上市規則第13.51B(1)條須予披露之任何董事資料變更。

董事於競爭業務之權益

年內，概無董事於本公司之競爭業務中擁有根據上市規則第8.10條須予披露之任何權益。

董事收購股份或債務證券之權利

除本董事會報告書及綜合財務賬目附註33關於該計劃之披露外，本公司或其任何附屬公司概無於年內作為一方參與訂立任何可令任何董事(包括彼等之配偶或18歲以下子女)擁有任何權利以認購本公司或任何其相聯法團(定義見證券及期貨條例)之證券或藉著購入本公司或任何其他法人團體之股份或債券而獲得利益之安排。

控股股東於合約之權益

截至二零二一年十二月三十一日止年度末或於年內任何時間，(a)本公司或其任何附屬公司概無與控股股東或其任何附屬公司簽訂重大合約；及(b)概無簽訂由本公司控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務之重大合約。

董事於合約之權益

截至二零二一年十二月三十一日止年度末或於年內任何時間，本公司或其任何附屬公司概無作為一方參與訂立董事於其中直接或間接擁有重大權益且與本公司業務有關之重大合約。

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors, namely Dr. Ng Ka Wing, Mr. See Tak Wah and Mr. Wang Jinlin, the annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the independent non-executive Directors are independent.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2021, sales to the five largest customers of the Group accounted for approximately 33% of the Group's total revenue for the year. In particular, sales to the largest customer of the Group accounted for approximately 8% of the Group's total revenue for the year.

During the year ended 31 December 2021, approximately 66% of the Group's purchases were attributable to the Group's five largest suppliers. In particular, purchases from the largest supplier of the Group accounted for approximately 51% of the Group's total purchase for the year.

As far as the Directors are aware, neither the Directors nor any of their associates nor any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interests in any of the Group's five largest customers or five largest suppliers.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2021.

EMOLUMENT POLICY

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

The emoluments of the directors of the Company are decided by the Remuneration Committee having regard to the Company's operating results, individual performance and comparable market statistics.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

獨立非執行董事

本公司已根據上市規則第3.13條接獲各獨立非執行董事(即吳家榮博士、施德華先生及王金林先生)之有關其獨立性之年度確認書。本公司認為所有獨立非執行董事均為獨立人士。

主要客戶及供應商

截至二零二一年十二月三十一日止年度，來自本集團五大客戶的銷售佔本集團年度總收益約33%。尤其是，來自本集團最大客戶的銷售佔本集團全年總收益約8%。

截至二零二一年十二月三十一日止年度，本集團採購額約66%來自本集團五大供應商。尤其是，來自本集團最大供應商的採購佔本集團年內總採購額約51%。

就董事所知，董事、彼等之任何聯繫人士或任何就董事所深知擁有本公司已發行股本逾5%之股東概無於本集團任何五大客戶或五大供應商中擁有任何實益權益。

購買、出售或贖回上市證券

截至二零二一年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

薪酬政策

有關本集團僱員之薪酬政策乃由薪酬委員會根據僱員之表現、資歷及工作能力而制定。

本公司董事之酬金由薪酬委員會經考慮本公司之經營業績、個人表現及可資比較之市場數據釐定。

優先購股權

本公司之公司細則或百慕達法例並無規定本公司須按比例向現有股東發售新股之優先購股權條文。

DIRECTORS' REPORT

董事會報告書

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken by the Group during the year ended 31 December 2021 are set out in Note 40 to the consolidated financial statements. These related party transactions (i) did not constitute connected transactions/continuing connected transactions or, (ii) constituted connected transactions/continuing connected transactions but were exempted from all disclosure and independent shareholders' approval requirements under the Listing Rules.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial conditions, results of operations and business would be affected by numerous risks and uncertainties including market risk, foreign currency risk, credit risk and liquidity risk. The Group's overall risk management programme is shown in Note 6 to the consolidated financial statements.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Employees

The Group considers employees as the key to success and continues to implement people-oriented policy in human resources management, including the offer of appropriate training programs, performance linked discretionary bonus, and implement a sound and complete performance appraisal system to promote career advancement and opportunity of the staff.

Customers and Suppliers

The Group maintained sound relationships with its customers and suppliers, and also committed to provide excellent products with outstanding services to our customers in order to build up and maintain sustainable relationships.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended 31 December 2021, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

關連人士交易

有關本集團截至二零二一年十二月三十一日止年度進行之關連人士交易詳情載於綜合財務賬目附註40。該等關連人士之交易(i)並無構成關連交易／持續關連交易，或(ii)已構成關連交易／持續關連交易但獲豁免上市規則項下所有披露及獨立股東批准規定。

主要風險及不明朗因素

本集團之財務狀況、經營業績及業務將受眾多風險及不明朗因素(包括市場風險、外匯風險、信貸風險及流動資金風險)所影響。本集團之整體風險管理計劃列示於綜合財務賬目附註6。

與僱員、客戶及供應商之關係

僱員

本集團認為，僱員乃本集團成功之關鍵因素並持續實施以人為本人力資源管理政策，包括提供適當培訓計劃、與表現掛鈎的酌情花紅，並實施全面完整考核體系以促進員工職業晉升及機遇。

客戶及供應商

本集團與客戶及供應商維持穩健關係，亦致力為客戶提供優質產品以及出色的服務，以建立並維持可持續關係。

遵守相關法律法規

截至二零二一年十二月三十一日止年度，目前據本公司所知，本集團並無重大違反或不遵守適用法律法規而對本集團之業務及經營造成重大影響。

PERMITTED INDEMNITY

In accordance with bye-law 166 of the bye-laws of the Company, the Directors and other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, provided that any such persons has not committed any fraud or dishonesty.

A permitted indemnity provision for the benefit of the Directors was in force as of the date of this report and during the financial year ended 31 December 2021. The Company has maintained directors and officers liability insurance for the directors of the Company.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, the Company has maintained a sufficient public float as at the latest practicable date prior to the issue of this report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”) SUMMARY

The Group is committed to conducting our business in an environmentally sound manner and has adopted the Environmental, Social and Governance Reporting Guide as required by the Listing Rules. The Board will continue to monitor such policies to ensure the Company remains compliant with the relevant laws and regulations that have a significant impact on the Company in relation to the environment, employment, labor and operation. In addition to carrying out the corporate-wide programs the Company has initiated, all of our employees are required to be familiar with environmental laws and regulations relevant to their employment responsibilities and to comply with them. Details of the above information are set out in our ESG report.

DIVIDENDS

The Board does not recommend the payment of any dividend for the year ended 31 December 2021 (2020: Nil).

SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 December 2021 are set out in Note 41 to the consolidated financial statements.

獲准許之彌償

根據本公司之公司細則第166條，本公司董事及其他行政人員因履行其職責而招致或蒙受之所有訴訟、費用、收費、損失、損害及開支均可從本公司之資產及利潤獲得彌償，該等人士或任何該等人士、該等人士的任何繼承人、遺囑執行人或遺產管理人就各自的職務或信託執行其職責或應有職責時因所作出、發生的作為或不作為而產生或蒙受的所有訴訟、費用、收費、損失、損害及開支，確保免就此受任何損害，惟並未進行欺詐或不忠誠行為之任何有關人士除外。

於本報告日期及截至二零二一年十二月三十一日止財政年度，董事已獲提供有效的獲准許彌償條文。本公司已為本公司之董事投購適當的董事及行政人員責任保險。

足夠之公眾持股量

根據本公司可公開獲得之資料及據本公司董事所知，截至本報告發佈前之最後實際可行日期，本公司已維持足夠公眾持股量。

環境、社會及管治(「ESG」)概要

本集團致力以符合環保的方式開展業務，並已採納上市規則規定的環境、社會及管治報告指引。董事會將繼續監控有關政策，以確保本公司保持遵守對本公司的環境、僱傭、勞工及營運方面具重大影響力的相關法律及法規。除於企業全面實施計劃外，本公司已鼓勵全體僱員須熟悉與彼等僱傭職責相關的環保法律及法規及遵守該等法律及法規。上述資料的詳情已載列於我們的ESG報告。

股息

董事會不建議派付截至二零二一年十二月三十一日止年度之任何股息(二零二零年：無)。

附屬公司

本公司於二零二一年十二月三十一日之主要附屬公司詳情載於綜合財務賬目附註41。

DIRECTORS' REPORT

董事會報告書

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2021 was audited by ZHONGHUI ANDA CPA Limited. ZHONGHUI ANDA CPA Limited will retire at the forthcoming annual general meeting and a resolution for their re-appointment as the auditor of the Company will be proposed at the forthcoming annual general meeting.

By order of the Board
Tesson Holdings Limited

Tin Kong
Chairman

Hong Kong, 31 May 2022

核數師

本集團截至二零二一年十二月三十一日止年度之綜合財務賬目已由中匯安達會計師事務所有限公司審核。中匯安達會計師事務所有限公司將於應屆股東週年大會上退任，於應屆股東週年大會上將提呈有關重新委聘其為本公司核數師的決議案。

承董事會命
天臣控股有限公司

主席
田鋼

香港，二零二二年五月三十一日

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on the principles (the "Principles") and code provisions (the "Code Provisions") as set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") contained in Appendix 14 to the Listing Rules.

The Company and the Directors strive to follow the internal control manuals and put in place sufficient resources to comply with the CG Code. During the year ended 31 December 2021, save for the deviations disclosed below, the Company had complied with all the applicable provisions set out in the CG Code:

According to the Code Provision A.4.1 of the CG Code (the provision was deleted on 1 January 2022), non-executive Directors should be appointed for a specific term, subject to re-election. Dr. Ng Ka Wing and Mr. See Tak Wah were appointed as independent non-executive Director and have not been appointed for a specific term but will be subject to retirement by rotation and eligible for re-election pursuant to the bye-laws of the Company.

Pursuant to the Code Provision A.6.7 of the CG Code (i.e., Code Provision C.1.6 since 1 January 2022), independent non-executive Directors and non-executive Directors should attend general meetings of the Company. However, one independent non-executive Director was absent from the annual general meeting of the Company held on 25 June 2021 due to other business commitments. To ensure compliance with the CG Code in the future, the Company has arranged and will continue to arrange to furnish all Directors with appropriate information on all general meetings of the Company and take all reasonable measures to schedule meetings in such a way that all Directors can attend the general meetings.

Code Provision A.2.1 of the CG Code (i.e., Code Provision C.2.1 since 1 January 2022) stipulates the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Tin Kong has been serving as the chairman and the chief executive officer of the Company (the "CEO") following the resignation of Mr. Sheng Siguang as the CEO which was effective from 1 August 2019. Such practice deviates from Code Provision A.2.1 of the CG Code. The Board considers that consolidation of these roles by Mr. Tin Kong provides strong and consistent leadership to the Company which facilitates effective planning and efficient management of the Company. The Board will keep reviewing this arrangement from time to time and should candidate with suitable knowledge, skill and experience be identified, the Company will make an appointment to fill the post as appropriate.

The Board will continue to review and improve the corporate governance practices and standards of the Company to ensure the business activities and decision making processes of the Company are regulated in a proper and prudent manner.

企業管治常規

本公司的企業管治常規乃以上市規則附錄十四所載企業管治守則及企業管治報告(「企業管治守則」)當中原則(「原則」)及守則條文(「守則條文」)為基礎。

本公司及董事致力遵循內部監控手冊及投放充足資源以遵守企業管治守則。於截至二零二一年十二月三十一日止年度，除下文所披露之偏離外，本公司已遵守企業管治守則所載之所有適用條文：

根據企業管治守則之守則條文第A.4.1條(該條文已於二零二二年一月一日刪除)，非執行董事的委任應有指定任期，並須接受重新選舉，並可參與重選。吳家榮博士及施德華先生獲委任為獨立非執行董事，但其委任並無指定任期，惟將須根據本公司之公司細則輪值退任並符合資格重選連任。

根據企業管治守則之守則條文第A.6.7條(即二零二二年一月一日起之守則條文第C.1.6條)，獨立非執行董事及非執行董事應出席本公司股東大會。然而，一名獨立非執行董事因其他事務未能出席於二零二一年六月二十五日舉行之本公司股東週年大會。為確保日後遵守企業管治守則，本公司已安排及將繼續安排向全體董事提供有關本公司所有股東大會之適用資料，並採取一切合理措施安排會議時間表以使所有董事能夠出席股東大會。

企業管治守則之守則條文第A.2.1條(即二零二二年一月一日起之守則條文第C.2.1條)規定，主席與行政總裁的角色應有區分，並不應由一人同時兼任。於盛司光先生於二零一九年八月一日起辭任本公司行政總裁(「行政總裁」)後，田鋼先生一直兼任本公司主席及行政總裁之角色。有關做法偏離了企業管治守則之守則條文第A.2.1條。董事會認為，田鋼先生同時兼任兩個職位，將為本公司提供強勁而貫徹之領導，令本公司之規劃及管理更為有效。董事會將不時檢討此安排及在覓得具備適當知識、技能及經驗之候選人時，本公司將適時作出委任以填補空缺。

董事會將持續檢討及提升本公司之企業管治常規及準則以確保本公司的業務活動及決策制訂過程乃以適當及審慎方式規管。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules for securities transactions by the Directors.

Having made specific enquiry of all Directors, the Company reported that the Directors confirmed that they had complied with the required standards set out in the Model Code during the year ended 31 December 2021. The Model Code also applies to other specified senior management of the Group.

BOARD OF DIRECTORS

As at the date of this report, the Board comprises:

Executive Directors: Mr. Tin Kong (Chairman)
Ms. Cheng Hung Mui
Mr. Chan Wei
Ms. Liu Liu

Independent Non-executive Directors: Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

The Board comprises of four executive Directors and three independent non-executive Directors. One of the independent non-executive Directors possesses appropriate professional accounting qualifications and financial management expertise. Biographical details of the directors are set out in the section of "Biographical Details of Directors and Senior Management" on pages 14 to 18 of this Annual Report.

The relationships among the members of the Board are disclosed under "Biographical Details of Directors and Senior Management" on pages 14 to 18. Save as disclosed under "Biographical Details of Directors and Senior Management", the Board members have no financial, business, family or other material/relevant relationships with each other. The formation of the Board has met Rule 3.10A of the Listing Rules for the Board to have at least one-third in number of its members comprising independent non-executive Directors.

The main focus of the Board is on the formulation of overall strategies and policies of the Group. The Board also monitors the financial performance and the internal controls of the Group's business operations. Execution of operational matters and the powers thereof are delegated to the management by way of clear direction and remit from the Board.

董事之證券交易

本公司已就董事進行證券交易採納上市規則附錄十所載之標準守則。

經向全體董事進行具體查詢後，本公司呈報董事確認彼等於截至二零二一年十二月三十一日止年度一直遵守標準守則所載之規定準則。標準守則亦適用於本集團其他特定之高級管理層。

董事會

於本報告日期，董事會包括：

執行董事： 田鋼先生(主席)
鄭紅梅女士
陳淮先生
劉柳女士

獨立非執行董事： 吳家榮博士
施德華先生
王金林先生

董事會由四名執行董事及三名獨立非執行董事組成。其中一名獨立非執行董事具備適當之專業會計資格及財務管理專業知識。董事之履歷詳情已載於本年報第14頁至第18頁之「董事及高級管理人員簡介」一節。

董事會成員間之關係於第14頁至第18頁之「董事及高級管理人員簡介」項下披露。除「董事及高級管理人員簡介」所披露者外，董事會成員彼此之間並無任何財務、業務、家族或其他重大／相關關係。董事會之組成符合上市規則第3.10A條有關董事會規定，即獨立非執行董事須佔董事會人數最少三分之一。

董事會主要負責制定本集團之整體策略及政策。董事會亦監管本集團之財務表現及業務營運之內部監控。營運事項之執行及其權力由董事會明確指示及授予管理層。

The independent non-executive Directors are from professional background with a broad range of expertise and experience in the fields of accounting, finance, legal and business. Their skills and expertise ensure strong independent views and judgment in the Board. They also serve important function of ensuring and monitoring the basis for an effective corporate governance framework. The Board considers that each independent non-executive Director is independent in character and judgment and that they all meet the independence criteria as set out under Rule 3.13 of the Listing Rules.

All directors are regularly updated on governance and regulatory matters. There is an established procedure for directors to obtain independent professional advice at the expense of the Company in the furtherance of their duties. The Company has also arranged appropriate director and officer liability insurance cover in respect of any potential legal actions that might be taken against its directors.

Directors' Training and Professional Development Programme

The Directors have undergone satisfactory training throughout the year and provided the training record to the Company. During the year ended 31 December 2021, the training records of the Directors are set out below:

獨立非執行董事均具備專業背景，於會計、財務、法律及商業方面具有專業技能及豐富經驗。彼等之技能及專業知識可為董事會提供具高獨立性之意見及判斷。獨立非執行董事之另一項重要責任是確保並監察企業管治架構之有效運作。董事會認為每位獨立非執行董事均具獨立性格及判斷力，並且全部符合上市規則第3.13條所載之獨立條件。

全體董事均定期獲得有關管治及監管事宜之更新資訊。董事可按照既定程序，尋求獨立專業意見以協助履行其責任，有關費用由本公司承擔。本公司已就對董事之潛在法律行動，安排適當之董事及行政人員責任保險。

董事之培訓及專業發展計劃

年內，董事已進行令人滿意之培訓，並向本公司提供培訓記錄。於截至二零二一年十二月三十一日止年度，董事之培訓記錄載列如下：

Directors	董事	Corporate Governance/update on laws, rules and regulations 企業管治／法例、規則及規例之更新	
		Read Materials 閱讀材料	Attend Seminars, Briefings and Conferences 出席研討會、簡報會及會議
<i>Executive Directors</i>			
Mr. Tin Kong (Chairman)	田鋼先生(主席)	✓	✓
Ms. Cheng Hung Mui	鄭紅梅女士	✓	✓
Mr. Chan Wei (appointed on 28 July 2021)	陳淮先生 (於二零二一年七月二十八日獲委任)	✓	✓
Ms. Liu Liu (appointed on 28 July 2021)	劉柳女士 (於二零二一年七月二十八日獲委任)	✓	✓
Mr. Chen Dekun (retired on 25 June 2021)	陳德坤先生 (於二零二一年六月二十五日退任)	✓	✓
Mr. Sheng Siguang (retired on 25 June 2021)	盛司光先生 (於二零二一年六月二十五日退任)	✓	✓
<i>Independent Non-executive Directors</i>			
Dr. Ng Ka Wing	吳家榮博士	✓	✓
Mr. See Tak Wah	施德華先生	✓	✓
Mr. Wang Jinlin	王金林先生	✓	✓

CORPORATE GOVERNANCE REPORT

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Directors' Attendance at the Board Meetings and General Meetings

董事出席董事會會議及股東大會情況

The individual attendance record of each Director at the Board meetings (not including other ad hoc meetings of the Board held from time to time), certain committee meetings and general meetings during the year ended 31 December 2021 is set out below:

各董事於截至二零二一年十二月三十一日止年度出席董事會會議(不包括其他不時舉行的不定期董事會會議)、若干委員會會議及股東大會的個別記錄載列如下：

Directors	董事	Attendance/Number of Meetings 出席/舉行會議次數					
		Audit Committee Meetings 審核委員會會議	Nomination Committee Meetings 提名委員會會議	Remuneration Committee Meetings 薪酬委員會會議	Internal Control Committee Meeting 內部監控委員會會議	Board Meetings 董事會會議	General Meetings 股東大會
<i>Executive Directors</i>		<i>執行董事</i>					
Mr. Tin Kong	田鋼先生	N/A不適用	2/2	2/2	1/1	7/7	1/1
Ms. Cheng Hung Mui	鄭紅梅女士	N/A不適用	N/A不適用	N/A不適用	N/A不適用	0/7	0/1
Mr. Chan Wei (appointed on 28 July 2021)	陳淮先生(於二零二一年七月二十八日獲委任)	N/A不適用	N/A不適用	N/A不適用	N/A不適用	3/3	N/A不適用
Ms. Liu Liu (appointed on 28 July 2021)	劉柳女士(於二零二一年七月二十八日獲委任)	N/A不適用	N/A不適用	N/A不適用	N/A不適用	0/3	N/A不適用
Mr. Chen Dekun (retired on 25 June 2021)	陳德坤先生(於二零二一年六月二十五日退任)	N/A不適用	N/A不適用	N/A不適用	N/A不適用	0/2	0/1
Mr. Sheng Siguang (retired on 25 June 2021)	盛司光先生(於二零二一年六月二十五日退任)	N/A不適用	N/A不適用	N/A不適用	N/A不適用	0/2	0/1
<i>Independent Non-executive Directors</i>		<i>獨立非執行董事</i>					
Dr. Ng Ka Wing	吳家榮博士	1/2	2/2	2/2	1/1	3/7	1/1
Mr. See Tak Wah	施德華先生	2/2	2/2	2/2	1/1	7/7	1/1
Mr. Wang Jinlin	王金林先生	2/2	2/2	2/2	1/1	6/7	0/1

DIRECTORS' AND OFFICERS' INSURANCE

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

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to Code Provision A.2.1 of the CG Code, the roles of chairman and CEO should be separate and should not be performed by the same individual.

The roles of Chairman are to provide leadership to the Board and responsible for the effective functioning and ensuring that directors receive adequate, reliable and complete information in timely manner. The Chairman assumes the primary responsibility for ensuring that good corporate governance practices and procedures are established.

The CEO is responsible for administering and managing the Group's business and internal controls, including the implementation of major strategies and initiatives decreed and delegated by the Board.

During the year ended 31 December 2021, Mr. Tin Kong has been serving as the chairman and the CEO of the Company following the resignation of Mr. Sheng Siguang as the CEO which was effective from 1 August 2019. In view of current development of the Group, the Board believes that it is in the best interest of the Group to have Mr. Tin Kong taking up both roles for effective execution of business strategies and management of business operations. The Board will keep reviewing this arrangement from time to time and should candidate with suitable knowledge, skill and experience be identified, the Company will make an appointment to fill the post of CEO as appropriate.

BOARD COMMITTEES

As at the date of this Annual Report, the Board has established four committees, namely, the audit committee (the **"Audit Committee"**), the nomination committee (the **"Nomination Committee"**), the remuneration committee (the **"Remuneration Committee"**) and the internal control committee (the **"Internal Control Committee"**), for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

董事及行政人員之保險

本公司已就對董事及行政人員之潛在法律行動妥為安排投保。

主席及行政總裁

根據企業管治守則之守則條文第A.2.1條，主席及行政總裁之角色應予區分，並不應由同一人兼任。

主席之職責為領導董事會及負責其有效運作，並確保董事可及時獲得提供足夠、可靠及完整資料。主席主要負責確保建立良好的企業管治常規及程序。

行政總裁負責執行及管理本集團之業務及內部監控，包括落實董事會頒佈及委派之主要策略及倡議。

於截至二零二一年十二月三十一日止年度，田鋼先生自盛司光先生於二零一九年八月一日起辭任行政總裁後一直擔任本公司之主席兼行政總裁。鑒於本集團之現時發展，董事會認為，就有效執行業務策略及管理業務營運而言，田鋼先生兼任兩個職位符合本集團之最佳利益。董事會將不時檢討此安排及在覓得具備適當知識、技能及經驗之候選人時，本公司將適時作出委任以填補行政總裁之空缺。

董事會委員會

於本年報日期，董事會下設四個委員會：審核委員會（「**審核委員會**」）、提名委員會（「**提名委員會**」）、薪酬委員會（「**薪酬委員會**」）及內部監控委員會（「**內部監控委員會**」），以掌管本公司特定事務。本公司所有董事會委員會均設有明確書面職權範圍。董事會委員會的職權範圍刊載於本公司的網站及聯交所的網站，可供股東查詢。

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Each Board committee consists of a majority of independent non-executive Directors (“INED”). The list of the chairman and members of each Board committee as at the date of this Annual Report is set out below:

Audit Committee

Mr. See Tak Wah (Chairman) (INED)
Dr. Ng Ka Wing (INED)
Mr. Wang Jinlin (INED)

Internal Control Committee

Mr. Tin Kong (Chairman) (executive Director)
Dr. Ng Ka Wing (INED)
Mr. See Tak Wah (INED)
Mr. Wang Jinlin (INED)

Nomination Committee

Mr. Tin Kong (Chairman) (executive Director)
Dr. Ng Ka Wing (INED)
Mr. See Tak Wah (INED)
Mr. Wang Jinlin (INED)

Remuneration Committee

Dr. Ng Ka Wing (Chairman) (INED)
Mr. Tin Kong (executive Director)
Mr. See Tak Wah (INED)
Mr. Wang Jinlin (INED)

The Board committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

Pursuant to Rule 3.10 of the Listing Rules, every listed issuer is required to have at least three INEDs, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. Besides, according to Rule 3.21 of the Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only. The audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2). Throughout the year, the Board at all times fully complied with Rules 3.21 and 3.10(2) of the Listing Rules.

各董事會委員會由獨立非執行董事(「獨立非執行董事」)佔多數。於本年報日期，各董事會委員會主席及成員名單如下：

審核委員會

施德華先生(主席)(獨立非執行董事)
吳家榮博士(獨立非執行董事)
王金林先生(獨立非執行董事)

內部監控委員會

田鋼先生(主席)(執行董事)
吳家榮博士(獨立非執行董事)
施德華先生(獨立非執行董事)
王金林先生(獨立非執行董事)

提名委員會

田鋼先生(主席)(執行董事)
吳家榮博士(獨立非執行董事)
施德華先生(獨立非執行董事)
王金林先生(獨立非執行董事)

薪酬委員會

吳家榮博士(主席)(獨立非執行董事)
田鋼先生(執行董事)
施德華先生(獨立非執行董事)
王金林先生(獨立非執行董事)

董事會委員會獲提供充足資源以履行職責，及可於適當情況下合理要求徵求獨立專業意見，費用由本公司承擔。

根據上市規則第3.10條，每名上市發行人必須擁有至少三名獨立非執行董事，其中至少有一名成員必須具備適當專業資格，或具備適當的會計或相關財務管理專業知識。此外，根據上市規則第3.21條，每名上市發行人必須成立僅由非執行董事組成之審核委員會。審核委員會必須包括至少三名成員，其中至少一名成員為按第3.10(2)條所規定，具備適當專業資格，或具備適當的會計或相關財務管理專業知識之獨立非執行董事。於年內，董事會一直全面遵守上市規則第3.21及3.10(2)條。

AUDIT COMMITTEE

The majority of the audit committee members must be independent non-executive directors of the listed issuer. The audit committee must be chaired by an independent non-executive director. The Audit Committee currently comprises three independent non-executive Directors. Written terms of reference, which describe the authority and duties of the Audit Committee, have been adopted and posted on the websites of the Company and the Stock Exchange, and are regularly reviewed and updated by the Board.

As at the reporting date, the Audit Committee comprised three members, all the independent non-executive Directors namely, Dr. Ng Ka Wing, Mr. See Tak Wah and Mr. Wang Jinlin as members. The chairman of Audit Committee is Mr. See Tak Wah who possesses the appropriate professional qualifications or accounting or related financial management expertise. None of the members of the Audit Committee is a former partner of the Company's existing external auditor. The Audit Committee has separate and independent access to the advice and services of the senior management of the Company, and is able to seek independent professional advice at the Company's expense upon reasonable request.

The main duties of the Audit Committee include the following:

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

During the year, the Audit Committee has, inter alia, reviewed the accounting standards and practices adopted by the Group and discussed with the management about the internal control and financial reporting matters, including reviewing the annual financial information for the year ended 31 December 2020 and the interim financial information for the six months ended 30 June 2021.

The Group's consolidated financial statements for the year ended 31 December 2021 have been reviewed by the Audit Committee, who is of opinion that such statements comply with applicable accounting standards and legal requirements, and that adequate disclosures have been made.

審核委員會

審核委員會之大部分成員須為上市發行人之獨立非執行董事。審核委員會主席必須由獨立非執行董事擔任。審核委員會現時由三名獨立非執行董事組成。本公司採納的書面職權範圍列明審核委員會的職權，並已載於本公司及聯交所網站，董事會亦會定期檢討及更新。

於報告日期，審核委員會由三名成員組成，彼等均為獨立非執行董事，即吳家榮博士、施德華先生及王金林先生。審核委員會之主席為施德華先生（其具備適當專業資格，或具備適當的會計或相關財務管理專業知識）。審核委員會中並無任何成員曾為本公司現時外聘核數師的前合夥人。審核委員會可透過獨立途徑自行取得本公司高級管理層的意見及服務，而在合理要求下亦可尋求獨立專業意見，有關費用由本公司承擔。

審核委員會的主要職責包括：

- (a) 審閱綜合財務賬目及報告，並於提交董事會前，考慮本公司的會計及財務匯報職員、合規主任或外聘核數師提出的任何重大或不尋常項目。
- (b) 參考外聘核數師所進行工作、費用及聘用條款，檢討與外聘核數師的關係，並就委任、續聘及罷免外聘核數師向董事會提出意見。
- (c) 檢討本公司財務報告制度、內部監控制度、風險管理制度及相關程序是否充分及具備效益。

年內，審核委員會已（其中包括）檢討本集團所採納會計準則及慣例，並與管理層討論內部監控及財務報告事宜，包括審閱截至二零二零年十二月三十一日止年度之全年財務資料及截至二零二一年六月三十日止六個月之中期財務資料。

本集團截至二零二一年十二月三十一日止年度的綜合財務賬目已由審核委員會審閱，其認為該等報表符合適用的會計準則及法規，並已作出充分披露。

CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL CONTROL COMMITTEE

The Internal Control Committee comprises four members, namely, Mr. Tin Kong who is the Chairman and executive Director, and Dr. Ng Ka Wing, Mr. See Tak Wah and Mr. Wang Jinlin who are independent non-executive Directors. The Internal Control Committee is chaired by Mr. Tin Kong. The Internal Control Committee was established to enhance risk management and internal control systems in a timely manner. The Internal Control Committee is responsible for performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The Internal Control Committee examines key issues in relation to the accounting practices and all material controls; evaluate and determine the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives; and provides the effectiveness of its implementation and recommendations for improvement to the Audit Committee and the Board.

During the year, the Company organizes personnel and seeks assistance from external professional advisory institutions to review the risk management and internal control systems which are subject to the review by the Company's management team and the Internal Control Committee and approval by the Audit Committee and the Board.

NOMINATION COMMITTEE

According to the code provision A.5.1 of the CG Code (the provision was deleted in the CG Code and updated as Rule 3.27A of the Listing Rules), issuers should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors.

The Company has set up a Nomination Committee with its written terms of reference in compliance with the CG Code as set out in Appendix 14 of the Listing Rules to ensure fair and transparent procedures for appointment, re-election and removal of Directors to the Board. The Nomination Committee currently comprises three independent non-executive Directors and one executive Director, and was chaired by an executive Director who is the Chairman of the Board.

內部監控委員會

內部監控委員會包括四名成員，即田鋼先生(主席兼執行董事)、吳家榮博士、施德華先生及王金林先生(均為獨立非執行董事)。田鋼先生擔任內部監控委員會主席。成立內部監控委員會乃旨在及時加強風險管理及內控監控系統。內部監控委員會負責獨立檢討風險管理及內部監控系統之充足性及能效。內部監控委員會查核與會計慣例及所有重大控制有關之關鍵事項；評估及釐定為達致本公司策略目標而須承擔之風險之性質及程度；及向審核委員會及董事會提供實施能效及改進建議。

本年內，本公司組織人員並尋求外部專業諮詢機構協助檢討風險管理及內部監控系統，並由本公司管理團隊及內部監控委員會審閱，並經審核委員會及董事會批准。

提名委員會

根據企業管治守則之守則條文第A.5.1條(該條文已於企業管治守則中刪除並更新作為上市規則第3.27A條)，發行人須成立提名委員會並由董事會主席或獨立非執行董事擔任主席，大部分成員須為獨立非執行董事。

本公司遵照上市規則附錄十四所載之企業管治守則成立提名委員會，並訂有書面職權範圍，以確保在委任、重選及罷免董事會董事之事宜上採納公平及透明之程序。提名委員會成員現時包括三名獨立非執行董事及一名執行董事，並由執行董事兼董事會主席擔任主席。

The principal responsibilities of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes; identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships; assessing the independence of independent non-executive Directors; making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors.

During the year ended 31 December 2021, the Nomination Committee has reviewed the existing structure, size, diversity and composition of the Board to ensure it has a balance of expertise, skills, experience and diversity of perspectives appropriate to the requirements the Group's business; reviewed and assessed the independence of independent non-executive Directors; and assessed the board diversity policy of the Company (the "**Board Diversity Policy**").

The Nomination Committee formulated Board Diversity Policy. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. In designing the Board's composition, the Nomination Committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness and discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

The Nomination Committee also monitors the implementation of the Board Diversity Policy and reports to the Board on the achievement of the measurable objectives for achieving diversity under the Board Diversity Policy.

提名委員會之主要職責包括定期檢討董事會之架構、規模及組成(包括技術、知識及經驗)，並就任何建議變動向董事會提供意見；物色具備適當資格之人選成為董事會成員，以及選出或向董事會提供意見以選出董事提名人選；評估獨立非執行董事之獨立性；就委任或重新委任董事及董事之繼任計劃之相關事務向董事會提供意見。

截至二零二一年十二月三十一日止年度，提名委員會已檢討董事會之現有架構、規模、多元化及組成，以確保具備符合本集團業務規定的專業知識、技能、經驗及多元化發展均衡；檢討及評估獨立非執行董事之獨立身份及評估董事會成員多元化政策(「**董事會成員多元化政策**」)。

提名委員會制定本公司的董事會成員多元化政策。本公司認同及接受董事會成員多元化對提升其表現質素的裨益。在制定董事會的組成時，提名委員會將會考慮多個方面，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。董事會的所有委任將以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。最終決定將會以經甄選候選人將為董事會帶來之好處及貢獻為依據。

提名委員會將繼續檢討董事會成員多元化政策(如適用)以確保其行之有效、就可能需要作出的任何修改進行討論，以及就任何有關修改向董事會提供意見以供其審議及批准。

提名委員會亦會監察董事會成員多元化政策的實施，並就根據董事會成員多元化政策達致可計量之多元化目標向董事會匯報。

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REMUNERATION COMMITTEE

Remuneration Policy for Directors and Senior Management

The remuneration payable to the employees includes salaries and allowances. The Group's remuneration policies are formulated based on the performance of individual employees and are reviewed regularly. Subject to the Group's profitability, the Group may also provide a discretionary bonus to employees as an incentive for their contribution to the Group. The primary goal of the remuneration policy with regard to the remuneration packages of the executive Directors is to enable the Group to retain and motivate the executive Directors by linking their compensation with performance as measured against corporate objectives achieved. Each of the executive Directors is entitled to the remuneration packages including basic salaries and discretionary bonuses.

The primary duties of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration, make recommendations to the Board on the remuneration of non-executive Directors and determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management.

The Company believes that by offering the eligible persons a shareholding stake in the Company, the interests of the eligible persons and the Company will align and thereby provide the eligible persons with additional incentives to improve the Company's performance.

According to the Rule 3.25 of the Listing Rules, an issuer must establish a remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors, and according to the Rule 3.26 of the Listing Rules, the board of directors must approve and provide written terms of reference for the remuneration committee which clearly establish its authority and duties.

The Company has set up a Remuneration Committee with written terms of reference in compliance with the CG Code as set out in Appendix 14 of the Listing Rules to ensure that there are formal and transparent procedures for setting policies on the remuneration of Directors and senior management. The Remuneration Committee currently comprises three independent non-executive Directors and one executive Director, and was chaired by an independent non-executive Director.

During the year ended 31 December 2021, the Remuneration Committee has reviewed and discussed the remuneration and structure of the Directors and senior management of the Company.

Pursuant to Code Provision B.1.5 of the CG Code (i.e., Code Provision E.1.5 since 1 January 2022), the remuneration of the members of the senior management by band for the year ended 31 December 2021 is set out in Note 14 to the consolidated financial statements.

薪酬委員會

董事及高級管理層的薪酬政策

應付僱員的酬金包括薪金及津貼。本集團的薪酬政策乃根據僱員的個人表現而釐訂，並定期檢討。視乎本集團的盈利能力而定，本集團亦可能向僱員發放酌情花紅，作為彼等對本集團所作貢獻的獎勵。有關執行董事薪酬待遇之薪酬政策的主要目的，是本集團可藉此將彼等的酬勞與根據已達成的企業目標衡量的表現掛鉤，以期挽留和激勵執行董事。各執行董事有權收取的薪酬待遇包括基本薪金及酌情花紅。

薪酬委員會的主要職責為就本公司全體董事及高級管理層的薪酬政策及架構向董事會提出建議、就非執行董事的薪酬向董事會提出建議及被授予責任，以釐定個別執行董事及高級管理層的薪酬待遇。

本公司相信，通過向合資格人士分發本公司股權，可將彼等利益與本公司利益連成一線，並進而激勵合資格人士為本公司爭取佳績。

根據上市規則第3.25條，發行人必須成立薪酬委員會，並由獨立非執行董事擔任主席，大部分成員須為獨立非執行董事；而根據上市規則第3.26條，董事會必須批准及提供薪酬委員會之書面職權範圍，當中列明其權力及職責。

本公司遵照上市規則附錄十四所載之企業管治守則成立薪酬委員會，並訂有書面職權範圍，以確保在制定董事及高級管理層之薪酬政策上採納正式及透明之程序。薪酬委員會現時由三名獨立非執行董事及一名執行董事組成，並由一名獨立非執行董事擔任主席。

截至二零二一年十二月三十一日止年度，薪酬委員會已檢討及討論本公司董事及高級管理人員之薪酬及架構。

根據企業管治守則守則條文第B.1.5條(即自二零二二年一月一日起之守則條文第E.1.5條)，於截至二零二一年十二月三十一日止年度按薪酬組別劃分之高級管理人員薪酬載列於綜合財務賬目附註14。

COMPANY SECRETARY

Mr. Chan Wei, the company secretary of the Company, is also an executive director of the Company. He ensures information flow within the Board and that the Board policy and procedures are followed. The company secretary is responsible for advising the Board on the corporate governance matters and professional development of the Directors.

According to the requirements of Rule 3.29 of the Listing Rules, the company secretary has taken no less than 15 hours of relevant professional training during the financial year ended 31 December 2021.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board has overall responsibility for the systems of internal control and risk management of the Company and for reviewing their effectiveness on a regular basis, covering financial, operational, compliance controls and risk management functions.

The Board is committed to design and implement effective and sound risk management and internal control systems to safeguard the interests of Shareholders and the Group's assets. The systems are implemented to manage and minimize, rather than eliminate, the risk of failure in operation systems, and to provide reasonable assurance against material misstatement or loss. The Board has delegated to executive management the implementation of the systems of risk management and internal controls and reviewing of all relevant financial, operational, compliance controls and risk management function within an established framework. Our risk management and internal control systems are reviewed and renewed at least on an annual basis.

For the year ended 31 December 2021, Apec Risk Management Limited, an external professional advisory institution, has been appointed to undertake the internal audit function and assist the Internal Control Committee to review the risk management and internal control systems of the Group. For risk assessment, the management and functional responsible persons are required to evaluate the likelihood and impact of each identified risk item in a risk register. Once significant risks are identified, mitigating measures are required to put in place immediately in order to manage such risks. For internal control review, once areas of improvement have been identified, appropriate measures and follow-up actions are required to be put in place in order to enhance the internal control system. The Internal Control Committee reviews the findings and opinion of the management on the effectiveness of the Company's risk management and internal control systems, and reports to the Audit Committee and the Board on such reviews. In respect of the year ended 31 December 2021, the Board considered the risk management and internal control systems effective and adequate. No significant areas of concern which might affect Shareholders were identified.

公司秘書

本公司公司秘書陳淮先生亦為本公司執行董事。彼保證董事會內部資訊流動，及董事會政策及程序獲遵守為董事會提供支持。公司秘書負責就企業管治事宜及董事的專業發展為董事會提供意見。

根據上市規則第3.29條之規定，公司秘書於截至二零二一年十二月三十一日止財政年度已接受了不少於15個小時的相關專業培訓。

內部監控及風險管理

董事會對維持本公司之內部監控及風險管理系統及對定期檢討其效能承擔整體責任，涵蓋財務、營運、依從規例監控及風險管理效能。

董事會致力設計及落實有效及良好之風險管理及內部監控系統，藉以保障股東利益及本集團資產。落實系統旨在管理及盡量減低而非消除營運系統失靈之風險，並提供合理保證以免出現重大錯誤陳述或損失。董事會已委派行政管理層實施風險管理及內部監控系統，並根據已制訂之框架檢討所有相關財務、營運、依從規例監控及風險管理效能。風險管理及內部監控系統至少按年度檢討及更新。

截至二零二一年十二月三十一日止年度，外部專業諮詢機構雅博風險管理有限公司已獲委任以承擔內部審計職能及協助內部監控委員會審閱本集團風險管理及內部監控系統。就風險評估而言，管理層及效能負責人須評估風險登記冊各項已識別風險項目之可能性及影響。一經識別重大風險，則須立即採取紓緩措施以管理該等風險。就內部監控審閱而言，一旦已識別改善領域，則須採取適當的措施及跟進行動以提升內部監控系統。內部監控委員會審閱有關本公司風險管理及內部監控系統能效之結果及意見，並就此向審核委員會及董事會報告。截至二零二一年十二月三十一日止年度，董事會認為風險管理及內部監控系統屬有效及充足。並無識別可能會影響股東之重大事宜。

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The Company has put in place the policies and procedures for the handling and dissemination of inside information. The Company regularly reminds the Directors and employees for the due compliance with all policies regarding the inside information and also keeps them for the latest regulatory updates. 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.

DIRECTORS' RESPONSIBILITY STATEMENT

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

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Company for the year ended 31 December 2021.

AUDITOR'S RESPONSIBILITY STATEMENT

The auditor's responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 45 to 49 to this Annual Report.

AUDITOR'S REMUNERATION

For the year ended 31 December 2021, the total remuneration of the Group's auditor for statutory audit services was approximately HK\$1,180,000.

SHAREHOLDER RIGHTS

Procedures for Shareholders to convene a Special General Meeting ("SGM")

Pursuant to the Company's bye-laws and the Companies Act 1981 of Bermuda ("**Companies Act**"), registered Shareholders holding not less than one-tenth (10%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company ("**SGM Requisitionists**") can deposit a written request to convene a SGM at the registered office of the Company ("**Registered Office**"), which is presently situated at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The SGM Requisitionists must state in their request(s) the purposes of the SGM and such request(s) must be signed by all the SGM Requisitionists and may consist of several documents in like form, each signed by one or more of the SGM Requisitionists.

本公司已設立處理及發送內幕信息之政策及程序。本公司定期提醒董事及僱員妥為遵守有關內幕信息之所有政策，亦令彼等知悉最新監管資料。於悉數向公眾披露資料前，本集團確保資料獲嚴格保密。倘本集團認為無法維持必要之保密程度或可能違反保密措施，則本集團將立即向公眾披露信息。

董事之責任聲明

董事會須負責提呈平衡、清晰及易於理解評估的年報及中期報告、股價敏感公告及上市規則與其他監管規則所規定的其他披露資料。

董事明瞭彼等編製本公司截至二零二一年十二月三十一日止年度綜合財務賬目的責任。

核數師之責任聲明

核數師對本集團綜合財務賬目之責任載於本年報第45至49頁之獨立核數師報告內。

核數師酬金

截至二零二一年十二月三十一日止年度，本集團核數師就提供法定核數服務所收取之酬金總額約為1,180,000港元。

股東權利

股東召開股東特別大會(「股東特別大會」)之程序

根據本公司之公司細則及百慕達一九八一年公司法(「**公司法**」)，持有本公司附帶權利可於本公司股東大會投票之繳足股本不少於十分之一(10%)之登記股東(「**股東特別大會呈請人**」)，可向本公司之註冊辦事處(現時之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda)(「**註冊辦事處**」)提交書面呈請，請求召開股東特別大會。股東特別大會呈請人必須在其呈請中列明股東特別大會之目的，而有關呈請必須由所有股東特別大會呈請人簽署，並可由若干相同格式之文件組成，各自須經一名或以上股東特別大會呈請人簽署。

The Share Registrars will verify the SGM Requisitionists' particulars in the SGM Requisitionists' request. Promptly after confirmation from the Share Registrars that the SGM Requisitionists' request is in order, the Company Secretary will arrange with the Board to convene a SGM by serving sufficient notice to all the registered Shareholders in accordance with all the relevant statutory and regulatory requirements. On the contrary, if the SGM Requisitionists' request is verified not in order, the SGM Requisitionists will be advised of the outcome and accordingly, a SGM will not be convened as requested.

The SGM Requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a SGM if within twenty-one (21) days of the deposit of the SGM Requisitionists' request, the Board does not proceed duly to convene a SGM provided that any SGM so convened is held within three (3) months from the date of the original SGM Requisitionists' request. A SGM so convened by the SGM Requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Company.

Procedures for Shareholders to put forward proposals at a general meeting

Pursuant to the Companies Act, either any number of the registered Shareholders holding not less than one-twentieth (5%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company ("Requisitionists"), or not less than 100 of such registered Shareholders, can request the Company in writing to (a) give to Shareholders entitled to receive notice of the next general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to Shareholders entitled to have notice of any general meeting any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. The requisition signed by all the Requisitionists may consist of several documents in like form, each signed by one or more of the Requisitionists; and it must be deposited at the Registered Office with a sum reasonably sufficient to meet the Company's relevant expenses, not less than six (6) weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one (1) week before the meeting in the case of any other requisition. Provided that if an AGM is called for a date six (6) weeks or less after the requisition has been deposited, the requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

股份登記處將核實股東特別大會呈請人提交之呈請所列之股東特別大會呈請人資料。一經接獲股份登記處確認股東特別大會呈請人之呈請符合程序，公司秘書將立即與董事會安排根據所有相關法定及監管規定向全體登記股東發出充足通知，而召開股東特別大會。相反，倘股東特別大會呈請人之呈請經核實未有符合程序，本公司將告知股東特別大會呈請人相關結果，因而不會按要求的召開股東特別大會。

倘董事會並無於股東特別大會呈請人遞交呈請起計二十一(21)日內正式召開股東特別大會，則股東特別大會呈請人(或其中代表全體呈請人總表決權半數以上之任何人士)可自行召開股東特別大會，惟按此方式召開之任何股東特別大會須於股東特別大會呈請人遞交原呈請之日期起計三(3)個月內舉行。股東特別大會呈請人依此召開之股東特別大會須盡可能以接近本公司召開會議之方式召開。

股東於股東大會上提呈議案之程序

根據公司法，持有本公司附帶權利可於本公司股東大會投票之繳足股本不少於二十分之一(5%)之任何數目登記股東(「呈請人」)，或不少於100名有關登記股東，可向本公司提交書面要求：(a)向有權接收下一屆股東大會通告之股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之決議案；及(b)向有權獲發送任何股東大會通告之股東傳閱不超過1,000字之陳述書，以告知於該大會上提呈之任何決議案所述事宜或將處理之事項。由所有呈請人簽署之呈請可由若干相同格式之文件組成，各自須經一名或以上呈請人簽署；且呈請須在不少於(倘為要求通知的決議案之呈請)大會舉行前六(6)週或(倘為任何其他呈請)大會舉行前一(1)週，遞交至註冊辦事處，並須支付足以合理彌補本公司相關開支之款項。惟倘在遞交呈請後六(6)週或較短期間內之某一日召開股東週年大會，則該呈請雖未有在規定時間內遞交，就此而言亦將被視為已妥為遞交。

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Procedures for directing Shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

The Company Secretary
Mr. Chan Wei
Room 401A, Empire Centre,
68 Mody Road, Tsim Sha Tsui,
Kowloon, Hong Kong
Fax: (852) 3520 3181
Email: info@tessonholdings.com

Shareholders may also make enquiries with the Board at the general meetings of the Company.

Constitutional Documents

During the year ended 31 December 2021, there was no alteration to the Company's constitutional documents.

INVESTOR RELATIONS

The Company is committed to enhancing communications and relationships with its investors. Designated senior management maintains an open dialogue with institutional investors and analysts to keep them abreast of the Company's developments.

The Company also maintains a website at www.tessonholdings.com, where updates on the Company's business developments and operations, financial information and news can always be found.

CODE OF CONDUCT

The Company is committed to high standard of business ethics and integrity. A code of conduct is enforced on all employees of the Group. The employees at all levels are expected to act in an honest, diligent and responsible manner. No personal gifts or other forms of advantages from any person or organisation doing business with the Group can be accepted by any employee. Business partners and customers are reminded from time to time that its policy forbids any employee or agent of the Group from accepting any gift from them.

股東向董事會作出查詢之程序

股東可隨時透過公司秘書以書面形式將其查詢及問題遞交董事會。公司秘書之聯絡詳情如下：

公司秘書
陳淮先生
香港九龍
尖沙咀麼地道68號
帝國中心401A室
傳真：(852) 3520 3181
電郵：info@tessonholdings.com

股東亦可在本公司之股東大會上向董事會作出查詢。

憲章文件

截至二零二一年十二月三十一日止年度，本公司之憲章文件並無改動。

投資者關係

本公司致力加強與其投資者的溝通及關係。指定高級管理人員與機構投資者及分析員經常公開交流，以獲悉本公司發展情況。

本公司亦設有網站www.tessonholdings.com，其中刊載本公司業務發展及營運、財務資料及消息的最新資料。

行為守則

本公司一向十分著重商業操守及誠信。本集團全體僱員均須遵守行為守則。各級僱員均須以誠信、勤勉及負責任之態度履行職責。任何僱員不得收受任何與本集團有商務關係之人士或機構所贈予之個人饋贈或其他利益。本集團亦會不時提醒業務夥伴及客戶，表明其政策禁止本集團任何僱員或代理人向彼等收取任何饋贈。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



TO THE SHAREHOLDERS OF TESSON HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Tesson Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 50 to 131, 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, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the 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 RELATED TO GOING CONCERN

We draw attention to Note 2 to the consolidated financial statements which mentions that the Group incurred a loss of approximately HK\$501,014,000 and operating cash outflow of approximately HK\$25,455,000 for the year ended 31 December 2021. The cash and bank balance is amounting to HK\$12,643,000 as at 31 December 2021. These conditions indicate a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

致天臣控股有限公司股東
天臣控股有限公司
(於百慕達註冊成立之有限公司)

意見

吾等已審核載於第50至131頁天臣控股有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)之綜合財務賬目，包括於二零二一年十二月三十一日之綜合財務狀況表以及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務賬目附註，包括主要會計政策概要。

吾等認為，該等綜合財務賬目已根據香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告準則(「**香港財務報告準則**」)真實而公平地反映 貴集團於二零二一年十二月三十一日之綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

意見基礎

吾等根據香港會計師公會頒佈之香港審計準則(「**香港審計準則**」)進行審核。吾等在該等準則下之責任於吾等的報告內「核數師就審核綜合財務賬目須承擔之責任」一節進一步闡述。根據香港會計師公會之職業會計師道德守則(「**守則**」)，吾等獨立於 貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等獲得之審核憑證能充分及適當地為吾等之審核意見提供基礎。

有關持續經營的重大不明朗因素

務請注意綜合財務賬目附註2所述 貴集團於截至二零二一年十二月三十一日止年度產生虧損約501,014,000港元及營運現金流出約25,455,000港元。於截至二零二一年十二月三十一日的現金及銀行結餘為12,643,000港元。該等情況顯示存有重大不明朗因素，可能對 貴集團的持續經營能力構成重大疑問。我們並無就有關事項修改意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

(i) Properties for sale under development

Refer to Note 22 to the consolidated financial statements.

The Group tested the amount of properties for sale under development for impairment. This impairment test is significant to our audit because the balance of properties for sale under development of approximately HK\$993,657,000 as at 31 December 2021 and impairment of properties for sale under development of approximately HK\$130,084,000 for the year ended 31 December 2021 are material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Obtaining and evaluating the impairment assessment;
- Assessing the net realisable values of the properties for sale under development;
- Discussing with management their calculation by comparing the costs to, where available, recently transacted prices for similar properties or the price of comparable properties located in the vicinity of the development;
- Assessing the competence, independence and integrity of the external valuer engaged by client;
- Obtaining the external valuation reports and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model;
- Checking key assumptions and input data in the valuation model to supporting evidence; and
- Checking arithmetical accuracy of the valuation model.

We consider that the Group's impairment test for properties for sale under development is supported by the available evidence.

關鍵審核事項

根據吾等之專業判斷，關鍵審核事項為吾等審核本期間之綜合財務賬目中最為重要之事項。吾等在審核整體綜合財務賬目及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。除關於持續經營的重大不確定因素一節描述的事項外，我們已將下述事項釐定為在本報告中溝通的關鍵審計事項。

(i) 發展中待售物業

請參閱綜合財務賬目附註22。

貴集團已對發展中待售物業進行減值測試。減值測試對吾等之審核至關重要，原因為於二零二一年十二月三十一日發展中待售物業之結餘約993,657,000港元及截至二零二一年十二月三十一日止年度發展中待售物業之減值約130,084,000港元對綜合財務賬目而言屬重大。此外，貴集團之減值測試運用判斷並以假設及估計為基準。

吾等之審核程序包括(其中包括)：

- 獲得並評核減值評估；
- 評估發展中待售物業之可變現淨值；
- 與管理層商討彼等透過將成本(如適用)與相若物業之近期交易價或附近發展地之可比較物業價作對比之方法之計量；
- 評估客戶委任之外聘估值師之資歷、獨立性及操守；
- 獲得外部估值報告及與外聘評估師會晤以討論並查閱估值程序、所用方法及市場證據以支持估值模式中應用之重大判斷及假設；
- 查核估值模式中的主要假設及輸入數據所使用之支持理據；及
- 查核估值模式之運算的準確性。

吾等認為，貴集團就發展中待售物業之減值測試獲現有憑證支持。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

(ii) Amount due from a non-controlling shareholder of a subsidiary

Refer to Note 24 to the consolidated financial statements.

The Group tested the amount of amount due from a non-controlling shareholder of a subsidiary for impairment. This impairment test is significant to our audit because the balance of amount due from a non-controlling shareholder of a subsidiary of approximately HK\$262,107,000 as at 31 December 2021 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Evaluating the impairment assessment;
- Checking subsequent settlements;
- Assessing the relationship and transaction history with the non-controlling shareholder of a subsidiary;
- Assessing creditworthiness of non-controlling shareholder of a subsidiary; and
- Assessing the disclosure of the exposure to amount due in the consolidated financial statements.

We consider that the Group's impairment test for amount due from a non-controlling shareholder of a subsidiary is supported by the available evidence.

(iii) Goodwill

Refer to Note 20 to the consolidated financial statements.

The Group is required to annually test the amount of goodwill for impairment. This annual impairment test is significant to our audit because the balance of goodwill of approximately HK\$119,256,000 as at 31 December 2021 and impairment of goodwill of approximately HK\$106,855,000 for the year ended 31 December 2021 are material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the identification of the related cash generating units;
- Assessing the arithmetical accuracy of the value-in-use calculations;

(ii) 應收一間附屬公司非控股股東款項

請參閱綜合財務賬目附註24。

貴集團已對應收一間附屬公司非控股股東款項進行減值測試。減值測試對吾等之審核至關重要，原因為於二零二一年十二月三十一日應收一間附屬公司非控股股東之結餘約262,107,000港元對綜合財務賬目而言屬重大。此外，貴集團之減值測試應用判斷並以估計為基準。

吾等之審核程序包括(其中包括)：

- 評核減值評估；
- 審查隨後之結算；
- 評估與一間附屬公司非控股股東之關係及交易記錄；
- 評估一間附屬公司非控股股東之信貸能力；及
- 評估綜合財務賬目中應收款項之風險披露。

吾等認為，貴集團應收一間附屬公司非控股股東款項之減值測試獲現有憑證支持。

(iii) 商譽

請參閱綜合財務賬目附註20。

貴集團須對商譽進行年度減值測試。年度減值測試對吾等審計至關重要，原因為於二零二一年十二月三十一日商譽之結餘約119,256,000港元及截至二零二一年十二月三十一日止年度商譽之減值約106,855,000港元對綜合財務賬目而言屬重大。此外，貴集團之減值測試應用判斷並以假設及估計為基準。

吾等之審核程序包括(其中包括)：

- 評估有關現金產生單位之確認；
- 評估計算使用價值之算術準確性；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- Comparing the actual cash flows with the cash flow projections;
- Assessing the reasonableness of the key assumptions (including revenue growth, profit margins, terminal growth rates and discount rates); and
- Checking input data to supporting evidence.

We consider that the Group's impairment test for goodwill is supported by the available evidence.

OTHER INFORMATION

The directors of the Company (the "Directors") are responsible for the other information. The other information comprises all the information in the Company's 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 identified 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 FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of 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.

- 將實際現金流與現金流預測作比較；
- 評估主要假設(包括收益增長、毛利率、終端增長率及貼現率)之合理性；及
- 審核支持憑證之輸入數據。

吾等認為，貴集團就商譽之減值測試獲現有憑證支持。

其他資料

貴公司董事(「董事」)須對其他資料承擔責任。其他資料包括 貴公司年報所載一切資料，惟不包括綜合財務賬目及吾等就其發出之核數師報告。

吾等對綜合財務賬目作出之意見並無涵蓋其他資料，及吾等並無對其他資料發表任何形式之核證結論。

就吾等審核綜合財務賬目而言，吾等之責任為閱讀所識別之其他資料，從而考慮其他資料是否與綜合財務賬目或吾等在審核過程中獲悉之資料存在重大不符，或似乎存在重大錯誤陳述。基於吾等已進行的工作，如我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在此方面，我們並無任何報告。

董事就綜合財務賬目須承擔之責任

董事負責根據香港會計師公會發佈的香港財務報告準則以及香港公司條例的披露規定編製真實及公平的綜合財務賬目，以及董事認為必要的內部監控，以令綜合財務賬目的編製不存在重大錯誤陳述(不論是否因欺詐或錯誤)。

在編製綜合財務賬目時，董事須負責評估 貴集團持續經營之能力，並披露與持續經營有關之事項(如適用)。除非董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行之辦法，否則須採用以持續經營為基礎之會計法。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Li Shun Fai

Audit Engagement Director

Practising Certificate Number P05498

Hong Kong, 31 May 2022

核數師就審核綜合財務賬目須承擔之責任

吾等之目標為合理確定此等綜合財務賬目整體而言不會存在由於欺詐或錯誤而導致之重大錯誤陳述，並發出載有吾等意見之核數師報告。吾等僅向全體股東報告，不作其他用途。吾等概不就本報告之內容對任何其他人士負責或承擔任何責任。合理確定屬高層次之核證，惟根據香港審計準則進行之審核工作不能保證總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務賬目作出之經濟決定時，則被視為重大錯誤陳述。

吾等就審核綜合財務賬目須承擔之責任進一步詳述載於香港會計師公會網站：

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

本說明構成吾等之核數師報告其中一部分。

中匯安達會計師事務所有限公司

執業會計師

李淳暉

審計項目董事

執業證書編號P05498

香港，二零二二年五月三十一日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
		Notes 附註		
Revenue	收益	8	171,294	762,891
Cost of sales	銷售成本		(156,580)	(461,706)
Gross profit	毛利		14,714	301,185
Interest income	利息收入		764	271
Other income	其他收入	9	15,863	5,331
Distribution and selling expenses	分銷及銷售開支		(14,679)	(15,309)
Administrative expenses	行政開支		(178,757)	(162,930)
Fair value gain/(loss) on investment properties	投資物業之公平值收益/(虧損)		13,191	(332)
Impairment losses on various assets	多項資產之減值虧損	13b	(315,810)	(2,291)
Written-off on various assets	多項資產之撇銷	13b	(63,433)	-
(Loss)/profit from operations	經營(虧損)/溢利		(528,147)	125,925
Finance costs	融資成本	11	(9,642)	(12,951)
(Loss)/profit before tax	除稅前(虧損)/溢利	13a	(537,789)	112,974
Income tax credit/(expenses)	所得稅抵免/(開支)	12	36,775	(73,492)
(Loss)/profit for the year	本年度(虧損)/溢利		(501,014)	39,482
Other comprehensive (expenses)/ income	其他全面(開支)/收益			
Items that may be reclassified to profit or loss	可能重新分類至損益之項目			
Exchange differences on translating foreign operations	換算海外業務所產生之外匯兌換差異		35,588	91,433
Total comprehensive (expenses)/ income for the year	本年度全面(開支)/收益總額		(465,426)	130,915

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
	Notes 附註		
(Loss)/profit for the year attributable to	下列人士應佔本年度(虧損)/溢利		
Owners of the Company	本公司擁有人	(326,942)	(25,198)
Non-controlling interests	非控股權益	(174,072)	64,680
		(501,014)	39,482
Total comprehensive (expenses)/ income for the year attributable to	下列人士應佔本年度全面(開支)/ 收益總額		
Owners of the Company	本公司擁有人	(301,029)	41,717
Non-controlling interests	非控股權益	(164,397)	89,198
		(465,426)	130,915
Loss per share	每股虧損		
Basic (HK cents per share)	基本(每股港仙)	(26.92)	(2.11)
Diluted (HK cents per share)	攤薄(每股港仙)	(26.92)	(2.11)

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
	Notes 附註			
Non-current assets		非流動資產		
Property, plant and equipment	17	物業、廠房及設備	300,032	421,476
Deposits paid for acquisition of property, plant and equipment		購買物業、廠房及設備之已付訂金	18,985	3,548
Investment properties	19	投資物業	57,952	29,526
Goodwill	20	商譽	119,256	220,408
Right-of-use assets	18	使用權資產	97,346	120,910
Investment in joint venture		於合營企業之投資	-	10,002
			593,571	805,870
Current assets		流動資產		
Inventories	21	存貨	42,178	30,870
Properties for sale under development	22	發展中待售物業	993,657	1,566,127
Trade and bills receivables, other receivables, deposits and prepayments	23	應收貿易賬款及應收票據、其他應收賬款、訂金及預付款項	583,917	213,691
Financial assets at fair value through profit or loss		按公平值計入損益之金融資產	54	86
Amount due from a non-controlling shareholder of a subsidiary	24	應收一間附屬公司非控股股東賬款	262,107	309,383
Restricted bank balances	25	受限制銀行結餘	40,304	52,659
Bank and cash balances	25	銀行及現金結餘	12,643	15,109
			1,934,860	2,187,925
Current liabilities		流動負債		
Trade, bills and other payables	26	應付貿易賬款、應付票據及其他應付賬款	336,690	340,541
Contract liabilities	27	合約負債	1,002,240	938,905
Borrowings	28	借貸	207,520	251,012
Lease liabilities	18	租賃負債	7,886	5,144
Tax payable		應付稅項	122,261	120,969
Amount due to the controlling shareholder	29	應付控股股東賬款	41	68
			1,676,638	1,656,639

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2021 於二零二一年十二月三十一日

			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net current assets	流動資產淨值		258,222	531,286
Total assets less current liabilities	資產總值減流動負債		851,793	1,337,156
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	18	14,612	15,591
Deferred tax liabilities	遞延稅項負債	30	46,577	81,175
			61,189	96,766
NET ASSETS	資產淨值		790,604	1,240,390
Capital and reserves	資本及儲備			
Share capital	股本	31	123,650	119,649
Reserves	儲備	32(a)	640,939	930,329
Equity attributable to owners of the Company	本公司擁有人應佔股權		764,589	1,049,978
Non-controlling interests	非控股權益		26,015	190,412
TOTAL EQUITY	權益總額		790,604	1,240,390

The consolidated financial statements on pages 50 to 131 were approved and authorised for issue by the board of directors on 31 May 2022 and are signed on its behalf by:

第50頁至第131頁之綜合財務賬目已由董事會於二零二二年五月三十一日審批及授權刊發，並由下列董事代表簽署：

Tin Kong
田鋼
Director
董事

Cheng Hung Mui
鄭紅梅
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital	Capital redemption reserve	Share premium	Asset revaluation reserve	Convertible bond reserve	Other reserve	Capital reserve	Share-based payment reserve	Foreign currency translation reserve	Retained profits/(accumulated losses)	Total	Non-controlling interests	Total
		股本	贖回儲備	股份溢價	資產重估儲備	可換股債券儲備	其他儲備	資本儲備	以股份為基礎的付款儲備	外幣匯兌儲備	保留溢利/(累計虧損)	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2020	於二零二零年一月一日	119,649	624	826,773	23,937	15,983	6,071	(200)	6,594	(71,491)	48,800	976,740	128,536	1,105,276
Total comprehensive income/(expenses) for the year	本年度全面收入/(開支)總額	-	-	-	-	-	-	-	-	66,915	(25,198)	41,717	89,198	130,915
Revaluation surplus released upon disposal of property, plant and equipment	出售物業、廠房及設備時釋出的重估盈餘	-	-	-	(185)	-	-	-	-	-	185	-	-	-
Reversal of deferred tax liability upon release of revaluation surplus	重估盈餘釋出時的遞延稅項負債撥回	-	-	-	45	-	-	-	-	-	-	45	33	78
Deemed purchase of non-controlling interests	視作購買非控股權益	-	-	-	-	-	-	-	-	(1,310)	39,399	38,089	(38,089)	-
Release upon expiry of convertible option on bonds	債券可換股期權屆滿後解除	-	-	-	-	(15,983)	-	-	-	-	15,983	-	-	-
Deemed disposal of non-controlling interests	視作出售非控股權益	-	-	-	-	-	-	-	-	50	(6,663)	(6,613)	6,613	-
Capital injection from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	-	-	4,121	4,121
Lapse of share options	購股權失效	-	-	-	-	-	-	-	(344)	-	344	-	-	-
At 31 December 2020	於二零二零年十二月三十一日	119,649	624	826,773	23,797	-	6,071	(200)	6,250	(5,836)	72,850	1,049,978	190,412	1,240,390
At 1 January 2021	於二零二一年一月一日	119,649	624	826,773	23,797	-	6,071	(200)	6,250	(5,836)	72,850	1,049,978	190,412	1,240,390
Total comprehensive income/(expenses) for the year	本年度全面收入/(開支)總額	-	-	-	-	-	-	-	-	25,913	(326,942)	(301,029)	(164,397)	(465,426)
Revaluation surplus released upon disposal of property, plant and equipment	出售物業、廠房及設備時釋出的重估盈餘	-	-	-	(24,618)	-	-	-	-	-	24,618	-	-	-
Reversal of deferred tax liability upon release of revaluation surplus	重估盈餘釋出時的遞延稅項負債撥回	-	-	-	5,593	-	-	-	-	-	(5,593)	-	-	-
Issue of shares upon share placement	股份配售時發行股份	4,001	-	11,639	-	-	-	-	-	-	-	15,640	-	15,640
Transfer from other reserve and capital reserve to retained earnings	由其他儲備及資本儲備轉撥至保留溢利	-	-	-	-	-	(6,071)	200	-	-	5,871	-	-	-
Lapse of share options	購股權失效	-	-	-	-	-	-	-	(6,250)	-	6,250	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	123,650	624	838,412	4,772	-	-	-	-	20,077	(222,946)	764,589	26,015	790,604

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Cash flows from operating activities	經營活動之現金流量		
(Loss)/profit before tax	除稅前(虧損)/溢利	(537,789)	112,974
Adjustments for:	就以下項目作出調整：		
Finance costs	融資成本	9,642	12,951
Interest income	利息收入	(764)	(271)
Depreciation	折舊	69,319	64,317
Depreciation of right-of-use assets	使用權資產折舊	9,394	10,991
Loss on disposal of investment properties	出售投資物業之虧損	-	9,377
Written off of inventories	存貨撇銷	993	-
Impairment of inventories	存貨減值	20,564	-
Impairment on trade receivables	應收貿易賬款之減值	40,510	1,778
Impairment on other receivables	其他應收賬款之減值	7,617	513
Fair value gain/(loss) on investment properties	投資物業之公平值收益/(虧損)	(13,191)	332
Loss on early redemption of convertible bonds	提早贖回可換股債券之虧損	-	15,706
Fair value changes on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值變動	32	48
Written off of property, plant and equipment	物業、廠房及設備之撇銷	62,440	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	6,670	524
Impairment loss on a joint venture	合營企業之減值虧損	10,180	-
Impairment loss on goodwill	商譽之減值虧損	106,855	-
Impairment on properties for sale under development	發展中待售物業之減值	130,084	-
Gain on disposal of right-of-use assets	出售使用權資產之收益	(2,747)	-
Loss on disposal of properties for sale under development	出售發展中待售物業之虧損	5,812	-
Operating cash flows before working capital changes	營運資金變動前之經營現金流量	(74,379)	229,240
Change in inventories	存貨變動	(31,686)	7,124
Change in properties for sale under development	發展中待售物業變動	39,716	117,876
Change in trade and other receivables, deposits and prepayments	應收貿易賬款及其他應收賬款、訂金及預付款項變動	32,165	23,760
Change in trade and other payables	應付貿易賬款及其他應付賬款變動	(21,006)	(9,701)
Change in contract liabilities	合約負債變動	31,658	(346,713)
Cash (used in)/generated from operations	經營(所用)/所得現金	(23,532)	21,586
Interest received	已收利息	764	271
Tax paid	已繳稅項	(2,687)	(505)
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額	(25,455)	21,352

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Cash flows from investing activities	投資活動之現金流量		
Proceeds from disposal of investment properties	出售投資物業之所得款項	-	1,432
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	-	241
Purchase of property, plant and equipment	購入物業、廠房及設備	(5,042)	(5,839)
Deposits paid for acquisition of property, plant and equipment	購買物業、廠房及設備之已付訂金	(18,638)	(3,548)
Proceeds from disposal of right-of-use assets	出售使用權資產之所得款項	31,882	-
Changes in restricted bank deposits	受限制銀行存款變動	13,894	(11,545)
Changes in pledged bank deposits	已抵押銀行存款變動	-	1,351
Net cash generated from/(used in) investing activities	投資活動所得/(所用)之現金淨額	22,096	(17,908)
Cash flows from financing activities	融資活動之現金流量		
Advance from the controlling shareholder	來自控股股東的墊款	14,339	17,015
Repayment to the controlling shareholder	償還控股股東款項	(14,367)	(73,513)
Repayment of bank loans	償還銀行貸款	(48,276)	(22,508)
Repayment of lease liabilities	償還租賃負債	(2,960)	(6,888)
Interest paid	已付利息	(21,461)	(20,417)
Lease interest paid	已付租賃利息	(1,727)	(1,575)
Capital injection from non-controlling interest	來自非控股權益注資	-	4,121
Proceeds from issue of shares	發行股份之所得款項	15,640	-
Early redemption of convertible bonds	提早贖回可換股債券	-	(60,000)
Repayment from non-controlling shareholder of a subsidiary	來自一間附屬公司非控股股東的還款	56,696	124,466
Net cash used in financing activities	融資活動所用之現金淨額	(2,116)	(39,299)
Net decrease in cash and cash equivalents	現金及現金等值物減少淨額	(5,475)	(35,855)
Cash and cash equivalents at beginning of the year	年初之現金及現金等值物	15,109	35,389
Effect of changes in foreign exchange rate	外匯匯率變動之影響	3,009	15,575
Cash and cash equivalents at end of year	年終之現金及現金等值物	12,643	15,109
Analysis of cash and cash equivalents	現金及現金等值物分析		
Bank and cash balances	銀行及現金結餘	12,643	15,109

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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

1. GENERAL INFORMATION

The Company was incorporated in Bermuda as an exempted company with limited liability. In the opinion of the directors of the Company (the “**Directors**”), the Company’s controlling shareholder is Double Key International Limited (the “**Controlling Shareholder**”), a company incorporated in British Virgin Islands with limited liability. The address of its registered office and principal place of business are Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Room 401A, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong respectively. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company is an investment holding company. During the year, the Group principally engaged in the manufacturing and sale of lithium ion motive battery, lithium ion battery module, battery charging devices, battery materials machines and production lines, new energy solution and sale of relevant equipment, investments holding and import and export trading (the “**Lithium Ion Motive Battery Business**”) and the property development business, as well as the cultural industry related business, including large-scale event production and themed museums, and architectural design and engineering (the “**Property and Cultural Business**”).

2. GOING CONCERN BASIS

The Group incurred a loss of HK\$501,014,000 and operating cash outflow of HK\$25,455,000 for the year ended 31 December 2021. The cash and bank balance is amounting to HK\$12,643,000 as at 31 December 2021. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the financial support of the controlling shareholder, at a level sufficient to finance the working capital requirements of the Group. The controlling shareholder has agreed to provide adequate funds for the Group to meet its liabilities as they fall due. The directors are therefore of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group’s assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

1. 一般資料

本公司在百慕達註冊成立為一間獲豁免之有限公司。本公司董事（「**董事**」）認為，本公司之控股股東為倍建國際有限公司（「**控股股東**」），為於英屬維爾京群島註冊成立之有限公司。其註冊辦事處地址及主要營業地點分別為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港九龍尖沙咀麼地道68號帝國中心401A室。本公司之股份在香港聯合交易所有限公司（「**聯交所**」）主板上市。

本公司乃一間投資控股公司。於年內，本集團主要從事生產及銷售鋰離子動力電池、鋰離子電池標準部件、電池充電設備、電池材料設備和生產線、新能源解決方案及銷售相關設備、投資控股及進出口貿易（「**鋰離子動力電池業務**」）及物業發展業務，以及文化產業相關業務，包括大型活動製作及主題博物館，以及建築設計及工程（「**物業及文化業務**」）。

2. 持續營運基準

截至二零二一年十二月三十一日止年度，本集團產生虧損501,014,000港元及營運現金流出25,455,000港元。於截至二零二一年十二月三十一日的現金及銀行結餘為12,643,000港元。該等情況顯示存有重大不明朗因素，可能對本集團的持續經營能力構成重大疑問。因此，本集團可能無法在正常業務過程中變現其資產並清償其負債。

該等綜合財務賬目乃按持續經營基準編製，基準之有效性取決於控股股東的財務支持以及該等財務支持是否足以為本集團的營運資金需求提供資金。控股股東已同意提供足夠資金供本集團應付到期應付的負債。因此，董事認為按持續經營基礎編製綜合財務賬目屬恰當。倘本集團未能按持續基準經營，則須對綜合財務賬目作出多項調整，以將本集團資產的價值調整至可收回金額，就可能出現的任何進一步負債計提撥備，以及將非流動資產及負債分別重新分類為流動資產及負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2021. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current year and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

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

The following amendments to standards have been adopted by the Group for the first time for the financial year beginning on 1 January 2021:

- HKFRS16 – Amendments in relation to Covid-19-Related Rent Concessions
- HKFRS 4, 7, 9 and 16 and HKAS 39 – Amendments in relation to Interest Rate Benchmark Reform

3. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度，本集團已採納香港會計師公會(「香港會計師公會」)頒佈之所有新訂及經修訂香港財務報告準則(「香港財務報告準則」)，該等準則與其營運有關並於二零二一年一月一日開始之會計年度生效。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」)；香港會計準則(「香港會計準則」)；及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團會計政策、本集團於本年度及過往年度之財務報表之呈列方法及金額出現重大變動。

本集團尚未應用已頒佈但未生效的新訂香港財務報告準則。本集團已開始評估該等新訂香港財務報告準則之影響，惟並未能說明該等新訂香港財務報告準則是否對經營及財務狀況構重大影響。

(a) 採納新訂／經修訂香港財務報告準則 – 自二零二一年一月一日起生效

本集團已於二零二一年一月一日開始的財政年度首次採納下列準則修訂本：

- 香港財務報告準則第16號 – 有關Covid-19相關租金減免的修訂
- 香港財務報告準則第4、7、9及16號及以及香港會計準則第39號 – 有關利率基準改革的修訂

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

3. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(b) New/revISED HKFRSs that have been issued but not yet effective

The following new and revised amendments to HKFRSs have been issued but are not effective for the financial year beginning on 1 January 2021, and have not been early adopted by the Group.

(b) 已頒佈但未生效的新訂／經修訂香港財務報告準則

下列新訂香港財務報告準則及其修訂本已經頒佈，惟尚未就二零二一年一月一日開始的財政年度生效，且本集團尚未提前採納。

		Effective for annual periods beginning on or after
		於以下日期或之後開始的年度期間生效
HKFRS 16	Amendments in relation to Covid-19-Related Rent Concessions	1 April 2021
香港財務報告準則第16號	有關Covid-19相關租金減免的修訂	二零二一年四月一日
HKFRS 3	Amendments in relation to Reference to the Conceptual Framework	1 January 2022
香港財務報告準則第3號	有關概念框架之提述的修訂	二零二二年一月一日
HKAS 16	Amendments in relation to Proceeds before Intended Use	1 January 2022
香港會計準則第16號	有關作擬定用途前之所得款項的修訂	二零二二年一月一日
HKAS 37	Amendments in relation to onerous Contracts – Cost of Fulfilling a Contract	1 January 2022
香港會計準則第37號	有關虧損性合約一履行合約的成本的修訂	二零二二年一月一日
HKFRS 10 and HKAS 28	Amendments in relation to Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	TBD
香港財務報告準則第10號及香港會計準則第28號	有關投資者與其聯營公司或合營企業之間的資產出售或注資的修訂	待定
HKFRS 1	Subsidiary as a first-time adopter	1 January 2022
香港財務報告準則第1號	附屬公司首次採納	二零二二年一月一日
HKFRS 9	Fees in the ‘10 per cent’ test for derecognition of financial liabilities	1 January 2022
香港財務報告準則第9號	終止確認金融負債之「10%」測試中的費用	二零二二年一月一日
HKFRS 16	Lease incentives	1 January 2022
香港財務報告準則第16號	租賃激勵	二零二二年一月一日
HKAS 41	Taxation in fair value measurements	1 January 2022
香港會計準則第41號	公平值計量中的稅項	二零二二年一月一日
HKFRS 17	Insurance Contracts	1 January 2023
香港財務報告準則第17號	保險合約	二零二三年一月一日

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3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

3. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(b) New/revised HKFRSs that have been issued but not yet effective (Continued)

(b) 已頒佈但未生效的新訂／經修訂香港財務報告準則(續)

		Effective for annual periods beginning on or after 於以下日期或之後開始的年度期間生效
HKAS 1	Amendments in relation to Classification of Liabilities as Current or Non-current	1 January 2023
香港會計準則第1號	有關流動或非流動負債分類的修訂	二零二三年一月一日
HKAS 1	Amendments in relation to Disclosure of Accounting Policies	1 January 2023
香港會計準則第1號	有關披露會計政策的修訂	二零二三年一月一日
HKAS 8	Amendments in relation to Definition of Accounting Estimates	1 January 2023
香港會計準則第8號	有關會計估計定義的修訂	二零二三年一月一日
HKAS 12	Amendments in relation to Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
香港會計準則第12號	有關來自單一交易的資產及負債的遞延稅項的修訂	二零二三年一月一日
HK-int 5	Amendments in relation to Amendments to HKAS 1	1 January 2023
香港詮釋第5號	有關香港會計準則第1號的修訂而作出的修訂	二零二三年一月一日

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4. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements have been prepared in accordance with HKFRSs issued by HKICPA, and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, except for property, plant and equipment and certain financial instruments, which are measured at revalued amounts or fair values, as explained in the accounting policies set out below. These consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) and all values are rounded to the nearest thousand except when otherwise indicated.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of key assumptions and estimates. It also requires management to exercise its judgments in the process of applying the accounting policies. The areas involving critical judgments and areas where assumptions and estimates are significant to these consolidated financial statements are disclosed in Note 5 to the consolidated financial statements.

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

4. 主要會計政策

合規聲明

綜合財務賬目乃根據香港會計師公會發佈的香港財務報告準則及聯交所證券上市規則及香港公司條例之適用披露規定編製。

綜合財務賬目乃按歷史成本法編製，惟物業、廠房及設備以及若干金融工具已按重估金額或公平值計量（誠如下文所載之會計政策所闡釋）則除外。此等綜合財務賬目以港元（「**港元**」）呈列，而除非另有說明，本綜合財務賬目所有數值已約至最接近千位數。

編製符合香港財務報告準則之綜合財務賬目需要採用關鍵之假設及估計。這亦需要管理層於應用會計政策之過程中作出判斷。涉及重大判斷之領域及作出假設及估計對綜合財務賬目屬重大之領域乃披露於綜合財務賬目附註5。

呈列綜合財務賬目所應用之重大會計政策載列如下。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Consolidation

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

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

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

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

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

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

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

4. 主要會計政策(續)

綜合賬目

綜合財務賬目已計入本公司及其附屬公司編製截至十二月三十一日止之財務賬目。附屬公司乃本集團可控制之實體。倘本集團就參與實體業務所得可變動回報承擔風險或享有權利，並能透過其於該實體之權力影響該等回報，則本集團控制該實體。倘本集團現有權利可賦予其掌控目前有關業務(即可對實體回報構成重大影響之業務)之能力，則本集團有權控制該實體。

於評估控制權時，本集團考慮其潛在投票權及其他人士持有之潛在投票權，以確定其是否擁有控制權。潛在投票權僅在持有人有實際能力可行使該權利時考慮。

附屬公司自控制轉入本集團的日期起綜合計算，彼等於控制終止時終止綜合計算。

出售附屬公司而導致失去控制權之盈虧乃指(i)出售代價公平值連同於該附屬公司任何保留投資公平值與(ii)本公司應佔該附屬公司資產淨值連同與該附屬公司有關之任何餘下商譽以及任何相關累計外幣匯兌儲備兩者間差額。

集團內公司間之交易、結餘及未變現利益已對銷。未變現之虧損也對銷，除非有關交易提供已轉移資產之減值證明。附屬公司之會計政策如有需要將修改以確保其與本集團採納之政策保持一致。

非控股權益指並非直接或間接歸屬於本公司之附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表之權益內列賬。於綜合損益及其他全面收益表內，非控股權益呈列為本年度溢利或虧損及全面收益總額在非控股股東與本公司擁有人之間的分配。

溢利或虧損及其他全面收益項目歸屬於本公司擁有人及非控股股東，即使導致非控股權益出現虧絀。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Consolidation (Continued)

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

4. 主要會計政策(續)

綜合賬目(續)

本公司於附屬公司之所有權之變動(不會導致失去控制權)作為股本交易入賬(即與擁有人(以彼等之擁有人身份)進行交易)。控股及非控股權益之賬面值經調整以反映其於附屬公司相關權益之變動。非控股權益被調整之金額與已付或已收代價公平值之間之任何差額須直接於權益內確認並歸屬於本公司擁有人。

業務合併及商譽

於業務合併收購附屬公司採用收購法列賬。收購成本按所得資產收購日期的公平值、已發行股本工具、已產生負債及任何或然代價計量。收購相關成本於有關成本產生及獲得服務期間確認為開支。於收購事項中附屬公司的可識別資產及負債，均按其於收購日期的公平值計量。

收購成本超出本公司應佔附屬公司可識別資產及負債的公平淨值的差額乃列作商譽。本公司應佔可識別資產及負債的公平淨值超出收購成本的任何差額，乃於綜合損益內確認為本公司應佔議價收購收益。

商譽會每年進行減值測試或當事件或情況改變顯示可能減值時則更頻繁地進行減值測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計量方法與下文會計政策內所述之其他資產之計量方法相同。商譽之減值虧損於綜合損益表內確認，且隨後不予撥回。就減值測試而言，商譽會被分配至預期因收購之協同效益而產生利益之現金產生單位。

於附屬公司之非控股權益初步按非控股股東應佔該附屬公司於收購當日之可識別資產及負債之公平淨值比例計算。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Relevant activities are activities that significantly affect the returns of the arrangement. When assessing joint control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has joint control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

A joint arrangement is either a joint operation or a joint venture. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

In relation to its interest in a joint operation, the Group recognises in its consolidated financial statements, its assets, including its share of any assets held jointly; its liabilities, including its share of any liabilities incurred jointly; its revenue from the sale of its share of the output arising from the joint operation; its share of the revenue from the sale of the output by the joint operation; and its expenses, including its share of any expenses incurred jointly, in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

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

4. 主要會計政策(續)

合營安排

合營安排指雙方或多方於其中擁有共同控制權的安排。共同控制是指按照合約約定對某項安排所共有的控制，共同控制僅在當相關活動要求共同享有控制權的各方作出一致同意之決定時存在。相關活動指對安排回報有重大影響之活動。在評估共同控制時，本集團會考慮其潛在投票權，以及由其他人士持有之潛在投票權，以確定其是否具有共同控制權。潛在投票權只有在持有人具有行使該權利的實際能力時才予以考慮。

合營安排指共同經營或合營企業。共同經營乃對該項安排擁有共同控制權之各方對該項安排之資產擁有權利及對其負債承擔責任之合營安排。合營企業乃擁有共同控制權之各方對該項安排之淨資產擁有權利之合營安排。

有關共同經營之權益，本集團乃按照適用於特定資產、負債、收益及開支之香港財務報告準則，於其綜合財務賬目中確認其資產(包括分佔共同持有之任何資產)；負債(包括分佔共同產生之任何負債)；來自出售其共同經營所分佔產出之收益；其在共同經營中產出所分佔之收益；及其開支(包括分佔共同產生之任何開支)。

於合營企業之投資乃按權益法記入綜合財務賬目，並初步按成本確認。於合營企業收購之可識別資產及負債按收購日期之公平值計量。倘收購成本超出本集團應佔合營企業之可識別資產及負債之淨公平值，差額將以商譽入賬。商譽乃計入投資之賬面值，並於有客觀證據顯示該項投資已減值時，於各報告期末連同該項投資進行減值測試。倘本集團攤分可識別資產及負債之淨公平值高於收購成本，有關差額將於綜合損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Joint arrangements (Continued)

The Group's share of a joint venture's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of a joint venture that results in a loss of joint control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that joint venture and (ii) the Group's share of the net assets of that joint venture plus any remaining goodwill relating to that joint venture and any related accumulated foreign currency translation reserve. If an investment in a joint venture becomes an investment in an associate, the Group continues to apply the equity method and does not remeasure the retained interest.

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

4. 主要會計政策(續)

合營安排(續)

本集團應佔合營企業收購後溢利或虧損於綜合損益表確認，而其應佔收購後儲備變動於綜合儲備中確認。累計收購後變動乃就投資之賬面值作出調整。倘本集團應佔合營企業虧損相等於或多於其在合營企業之權益(包括任何其他無抵押應收款項)，除非本集團已承擔義務或代表合營企業付款，否則本集團不會進一步確認虧損。倘合營企業其後錄得溢利，則本集團僅於其應佔溢利相等於其應佔未確認之虧損後，方會恢復確認其應佔之該等溢利。

因出售合營企業而導致失去共同控制之損益乃指以下兩者之差異：(i)出售代價之公平值加上於該合營企業任何保留投資之公平值及(ii)本集團應佔該合營企業之資產淨值加上有關該合營企業之剩餘商譽及任何相關累計外幣匯兌儲備。倘於合營企業之投資成為於聯營公司的投資，則本集團將繼續應用權益法，且不會重新計量保留權益。

本集團與其合營企業之間交易的未實現溢利以本集團於合營企業之權益予以抵銷。除非有關交易提供轉讓資產的減值憑證，否則未實現的虧損亦予以抵銷。合營企業的會計政策在必要時已經更改，以確保與本集團採納的政策保持一致。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

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

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

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

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

4. 主要會計政策(續)

外幣換算

(a) *功能及呈列貨幣*

計入本集團各實體財務賬目之項目乃採用實體營運所在主要經濟環境之貨幣(「**功能貨幣**」)計量。綜合財務賬目以港元呈列，而港元為本公司之功能及呈列貨幣。

(b) *於各實體財務賬目之交易及結餘*

以外幣進行之交易乃於初步確認時採用交易日期之適用匯率換算為功能貨幣。以外幣計值之貨幣資產及負債乃採用各報告期末之匯率換算。該項換算政策導致之收益及虧損於損益內確認。

按公平值計量及以外幣計值之非貨幣項目乃按釐定公平值日期之匯率換算。

當非貨幣項目之盈虧於其他全面收益確認時，該盈虧之任何匯兌部分於其他全面收益內確認。當非貨幣項目之盈虧於損益確認時，該盈虧之任何匯兌部分於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currency translation (Continued)

(c) Translation on consolidation

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

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

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Property, plant and equipment

Buildings comprise mainly factories and offices. Property, plant and equipment are carried at fair values, based on periodic valuations by external independent valuers, less subsequent depreciation and impairment losses. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

4. 主要會計政策(續)

外幣換算(續)

(c) 綜合賬目時換算

所擁有之功能貨幣與本公司之呈列貨幣不同之本集團所有實體之業績及財務狀況乃按下列方式換算為本公司之呈列貨幣：

- 於各所呈列之財務狀況表之資產及負債按財務狀況表日期之收市匯率換算；
- 收入及開支乃按平均匯率換算(惟此項平均值並非於交易日期之適用匯率累計影響之合理概約值除外，於該情況下，收入及開支則按交易日期之匯率換算)；及
- 所有產生之匯兌差異乃於外幣匯兌儲備確認。

於綜合賬目時，因換算海外實體投資淨額及借貸產生之匯兌差異乃於外幣匯兌儲備確認。當出售海外業務時，該等匯兌差異乃於綜合損益內確認為出售損益之一部分。

因收購海外實體而產生之商譽及公平值調整，均視作為該海外實體之資產及負債處理，並按收市匯率換算。

物業、廠房及設備

樓宇主要包括工廠及辦公室。物業、廠房及設備按公平值(根據外聘獨立估值師定期進行之估值計算)減其後之折舊及減值虧損列賬。於重估日期之任何累計折舊與資產之賬面值總額對銷，而淨額則重列至資產之重估金額。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment (Continued)

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

Revaluation increases of property, plant and equipment are recognised in profit or loss to the extent that the increases reverse revaluation decreases of the same asset previously recognised in profit or loss. All other revaluation increases are credited to the asset revaluation reserve as other comprehensive income. Revaluation decreases that offset previous revaluation increases of the same asset remaining in the asset revaluation reserve are charged against the asset revaluation reserve as other comprehensive income. All other decreases are recognised in profit or loss. On the subsequent sale or retirement of a revalued property, plant and equipment, the attributable revaluation increases remaining in the asset revaluation reserve is transferred directly to retained profits.

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

Buildings	Over the shorter of the term of the lease or 25 years
Leasehold improvements	Over the shorter of the term of the lease or 25 years
Plant and Machinery	4%-33%
Office equipment	20%
Motor vehicles	20%

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

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

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

4. 主要會計政策(續)

物業、廠房及設備(續)

其後成本僅於與該項目有關之未來經濟利益可能將流入本集團，而該項目之成本能可靠計算時，方才列入資產之賬面值或確認為獨立資產(如適用)。所有其他維修及保養於產生期間內於損益確認。

倘物業、廠房及設備之重估增加可抵銷同一資產過往於損益確認之重估減少，則增加於損益內確認。所有其他重估增加計入資產重估儲備列為其他全面收益。抵銷仍於資產重估儲備內之同一資產過往重估增加之重估減少於資產重估儲備內支銷為其他全面收益。所有其他減少均於損益內確認。已重估物業、廠房及設備其後出售或報廢時，仍於資產重估儲備內之應佔重估增加乃直接轉撥至保留溢利。

物業、廠房及設備之折舊，按足以撇銷其重估金額減其剩餘價值之比率，於估計可使用年內使用直線法計算。主要年利率如下：

樓宇	按租賃年期或25年，以較短者為準
租賃物業裝修	按租賃年期或25年，以較短者為準
廠房及機器	4%-33%
辦公室設備	20%
汽車	20%

剩餘價值、可使用年限及折舊方法乃於各報告期末審閱及調整(如適用)。

在建工程指興建中之樓宇及待安裝之廠房及機器，並按成本減去減值虧損列賬。有關資產在可供使用後方才計算折舊。

出售物業、廠房及設備之損益乃指出售所得款項淨額與有關資產賬面值之差額，並於損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment properties

Investment properties are land and/or building held to earn rentals and/or for capital appreciation. An investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at its fair value based on valuation by an external independent valuer. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

Leases

The Group as Lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Land	Over the lease term of 50 years
Buildings	Over the lease term of 3-9 years

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below HK\$39,000 (equivalent to approximately US\$5,000).

4. 主要會計政策(續)

投資物業

投資物業乃為賺取租金及／或資本增值而持有之土地及／或樓宇。投資物業初步按其成本(包括物業應佔之所有直接成本)計量。

經初步確認後，投資物業根據外聘獨立估值師的估值按其公平值列賬。投資物業公平值變動產生之收益或虧損於其產生期間計入損益。

出售投資物業之損益為物業出售所得款項淨額與賬面值間之差額，並於損益內確認。

租賃

本集團作為承租人

租賃於租賃資產可供本集團使用時確認為使用權資產及相應租賃負債。使用權資產乃按成本減累計折舊及減值虧損列賬。使用權資產乃按資產使用年期與租賃期二者中較短者以直線法按撇銷其成本的利率計算折舊。主要年利率如下：

土地	按50年的租賃期
樓宇	按3至9年的租賃期

使用權資產按成本計量，包括初始計量租賃負債金額、預付租賃款項、初始直接成本及恢復成本。租賃負債包括使用租約內所述利率(倘有關利率可予確定)，或本集團的遞增借貸利率折現租賃付款的現值淨額。各租賃付款於負債與融資成本之間作出分配。融資成本於租期內在損益內扣除，以使租賃負債餘額的息率固定。

與短期租賃及低價值資產租賃相關的付款，於租期內以直線法在損益內確認為開支。短期租賃乃為初步租期為十二個月或以下的租賃。低價值資產為價值低於39,000港元(相當於約5,000美元)的資產。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

The Group as lessor

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

Properties for sale under development

Properties for sale under development are stated at the lower of cost and net realisable value. Costs include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is determined by reference to sale proceeds received after the reporting period less selling expenses, or by estimates based on prevailing market condition. On completion, the properties are reclassified to properties held for sale at the then carrying amount.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. 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.

Recognition and derecognition of financial instruments

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

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

4. 主要會計政策(續)

租賃(續)

本集團作為租賃方

資產所有權之絕大部分風險及回報並未轉移至承租人之租賃列賬為經營租賃。經營租賃產生的租金收入按直線法於相關租賃期間內確認。

發展中待售物業

發展中待售物業按成本與可變現淨值兩者中之較低者列賬。成本包括收購成本、預付土地租賃款項、建築成本、資本化借貸成本及該等物業應佔之其他直接成本。可變現淨值乃參照報告期後收到之銷售所得款項減銷售開支，或按當前市況估計而釐定。於竣工時，有關物業將以當時之賬面值重新分類為待售物業。

存貨

存貨按成本與可變現淨值兩者中之較低者列賬。成本以加權平均基準釐定。製成品及在製品之成本包括原材料、直接人工及所有生產經常開支之適當比例，及外判費用(如適用)。可變現淨值乃於日常業務過程中之估計售價減估計完成成本及估計出售時所需之費用。

確認及終止確認金融工具

金融資產及金融負債於本集團成為工具合約條文之訂約方時，於財務狀況表內確認。

倘從資產收取現金流之合約權利到期，或本集團已將其於資產所有權之絕大部分風險及回報轉移，或本集團並無轉移及保留其於資產所有權之絕大部分風險及回報但並無保留對資產之控制權，則金融資產將被終止確認。於終止確認金融資產時，資產之賬面值與已收代價及已於其他全面收益內確認之累計盈虧兩者總和之差額，將於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recognition and derecognition of financial instruments (Continued)

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified under the following categories:

(a) *Financial assets at amortised cost*

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

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

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

4. 主要會計政策(續)

確認及終止確認金融工具(續)

倘於有關合約之特定責任獲解除、取消或到期，則金融負債將被終止確認。終止確認之金融負債之賬面值與已付代價之差額於損益內確認。

金融資產

倘某項資產乃根據合約規定購買或出售，而合約條款規定須按市場指定時限內交收，則金融資產按交易日基準確認及終止確認，並初步按公平值另加直接應計交易成本確認，惟按公平值計入損益之投資除外。收購按公平值計入損益之投資直接應計交易成本即時於損益確認。

本集團之金融資產乃分類為：

(a) *按攤銷成本計量之金融資產*

倘金融資產(包括應收貿易款項及其他應收款項)符合以下條件則歸入此分類：

- 資產乃按目標為持有資產以收取合約現金流量之業務模式持有；及
- 資產之合約條款導致於特定日期產生純粹為支付本金及結欠本金利息之現金流量。

該等資產其後使用實際利息法按攤銷成本減預期信貸虧損之虧損撥備計量。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial assets (Continued)

(b) *Investments at fair value through profit or loss*

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investments at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Investments at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss. The fair value gains or losses recognised in profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in profit or loss.

Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument ("**lifetime expected credit losses**") for trade receivables, contract assets and lease receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables and contract assets) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

4. 主要會計政策(續)

金融資產(續)

(b) *按公平值計入損益之投資*

除非本集團於初步確認時指定非持作買賣的股本投資為按公平值計入其他全面收益，則倘金融資產並不符合按攤銷成本計量的條件，亦不符合按公平值計入其他全面收益的債務投資的條件，則列入本類別。

按公平值計入損益之投資其後按公平值計量，而公平值變動產生的任何收益或虧損於損益確認。於損益確認的公平值收益或虧損乃扣除任何利息收入及股息收入。利息收入及股息收入於損益確認。

預期信貸虧損之虧損撥備

本集團按攤銷成本確認金融資產之預期信貸虧損之虧損撥備。預期信貸虧損為信貸虧損之加權平均數，發生違約情況之風險為加權考慮因素。

於各報告期末，本集團按相等於預期信貸虧損之金額計量金融工具之虧損撥備，而有關預期信貸虧損乃因所有可能於該涉及應收貿易款項、合約資產及應收租賃款項之金融工具之預計年內發生違約事件或倘該金融工具之信貸風險自初步確認以來大幅增加而導致永久預期信貸虧損(「永久預期信貸虧損」)。

倘於報告期末某項金融工具(應收貿易款項及合約資產除外)之信貸風險自初步確認以來並無大幅增加，本集團按相等於部分永久預期信貸虧損之金額計量該金融工具之虧損撥備，即該金融工具可能於報告期後十二個月內發生違約事件而導致之預期信貸虧損。

預期信貸虧損金額或旨在將報告期末之虧損撥備調整至所需金額而撥回之金額於損益確認為減值收益或虧損。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Convertible loans

Convertible loans which entitle the holder to convert the loans into a fixed number of equity instruments at a fixed conversion price are regarded as compound instruments consist of a liability and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The fair value of any derivative features embedded in the compound instruments is included in the liability component. The difference between the proceeds of issue of the convertible loans and the fair values assigned to the liability component, representing the embedded option for the holder to convert the loans into equity of the Group, is included in equity as capital reserve. The liability component is carried as a liability at amortised cost using the effective interest method until extinguished on conversion or redemption. The derivative components are measured at fair value with gains and losses recognised in profit or loss.

Transaction costs are apportioned between the liability and equity components of the convertible loans based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly to equity.

4. 主要會計政策(續)

現金及現金等值物

就現金流量表而言，現金及現金等值物指銀行及手頭上的現金、銀行及其他金融機構之活期存款以及可轉為已知數量之現金及並無明顯變值風險之短期高流動性投資。應要求償還並構成本集團現金管理之主要部分之銀行透支，亦計入作為現金及現金等值物之一部分。

金融負債及權益工具

金融負債及權益工具乃根據所訂立合約安排之內容，及香港財務報告準則中金融負債和權益工具之定義予以分類。權益工具為可證明於本集團資產之剩餘權益經扣除其所有負債後之任何合約。就特定金融負債及權益工具採納之會計政策載列如下。

可換股貸款

可換股貸款賦予持有者權利按固定轉換價將貸款轉換為固定數目的權益工具，被視為包括負債及權益部分的綜合工具。於發行日期，負債部分的公平值乃使用相似不可換股債務的現行市場利率進行估計。任何嵌入綜合工具的衍生工具之公平值乃計入負債部分。發行可換股貸款之所得款項與分配予負債部分的公平值間的差額，指持有人將貸款轉換為本集團股權之內含期權，乃計入權益列為資本儲備。負債部分使用實際利率法按攤銷成本列為負債，直至獲轉換或贖回時註銷為止。衍生部分乃按公平值計量，相關盈虧乃於損益中確認。

交易成本乃根據發行日期的相關賬面值在可換股貸款的負債及權益部分間分配。有關權益的部分直接計入權益。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Borrowings

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

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

Trade and other payables

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

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

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

4. 主要會計政策(續)

借貸

借貸初始按公平值扣除所產生之交易成本確認，其後則採用實際利息法按攤銷成本計量。

借貸被分類為流動負債，惟本集團有權無條件地延遲清償負債至自報告期末後至少十二個月則除外。

應付貿易賬款及其他應付賬款

應付貿易賬款及其他應付賬款初始按其公平值列賬，並於其後採用實際利息法按攤銷成本計量，除非貼現之影響輕微，則在此情況下按成本列賬。

權益工具

由本公司所發行的權益工具乃按收取的所得款項減直接發行成本記錄。

客戶合約收入

收入參考常見業務慣例按客戶合約列明之代價計量，且不包括代表第三方收取之款項。倘合約規定客戶付款與轉移承諾產品或服務之間之期間超過一年，代價須就重大融資組成部分之影響作出調整。

本集團於透過將某項產品或服務之控制權轉移至客戶而達成履約責任時確認收入。視乎合約條款及該合約適用之法例，履約責任可隨時間或於特定時間點達成。倘符合以下條件，履約責任須隨時間達成：

- 客戶於本集團履約時同時接受及使用本集團履約所提供之利益；
- 本集團履約產生或增強一項於產生或增強時由客戶控制之資產；或
- 本集團履約並無產生對本集團而言具替代用途之資產，且本集團對迄今完成之履約付款具有可執行權利。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue from contracts with customers (Continued)

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

Other revenue

Interest income is recognised using the effective interest method.

Dividend income is recognised when the shareholders' rights to receive payment are established.

Rental income is recognised on a straight-line basis over the lease term.

Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the at the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Pension obligations

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

(c) Termination benefits

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

4. 主要會計政策(續)

客戶合約收入(續)

倘履約責任隨時間達成，收入參考達成該履約責任之進度確認，否則收入於客戶取得產品或服務之控制權時確認。

其他收入

利息收入採用實際利率法確認。

股息收入於股東收款權利確立時確認。

租金收入於租期內以直線法確認。

僱員福利

(a) 僱員應享有之假期

僱員應享有之年假及長期服務假期在僱員應享有時確認。就僱員於截至報告期末止所提供服務而應享有之年假及長期服務假期之估計負債作出撥備。

僱員享有之病假及產假於休假時始予確認。

(b) 退休金承擔

本集團向所有僱員均可參與之定額供款退休計劃作出供款。本集團與僱員對計劃之供款乃按僱員基本薪金之若干百分比計算。於損益內扣除之退休福利計劃費用乃指本集團應付基金之供款。

(c) 辭退福利

辭退福利於本集團不能撤回授予該等福利，以及於本集團確認涉及支付辭退福利的重組成本兩者中較早日期確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share-based payments

The Group issues equity-settled share-based payments to certain directors and employees.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

4. 主要會計政策(續)

以股份為基礎之付款

本集團向若干董事及僱員發行以權益結算並以股份為基礎的付款。

給予董事及僱員的以權益結算並以股份為基礎的付款按權益工具於授出日期的公平值(不包括非市場基礎歸屬條件的影響)計量。以權益結算並以股份為基礎的付款於授出日期釐定的公平值就歸屬期按直線法支銷，並基於本集團對股份最終歸屬的估計及對非市場基礎歸屬條件的影響作出調整。

給予顧問的以權益結算並以股份為基礎的付款按所提供服務的公平值計量，或如所提供服務的公平值不能可靠地計量，則按所授出權益工具的公平值計量。公平值乃按本集團收受服務之日計量並確認為開支。

借貸成本

直接涉及合資格資產之收購、興建或生產(即必須等待一段頗長時間始能投入作擬定用途或出售之資產)之借貸成本當作該等資產之部分成本資本化，直至資產大致上準備好投入作擬定用途或出售為止。在特定借款撥作合資格資產之支出前暫時用作投資所賺獲之投資收入自合資格資本化之借貸成本中扣除。

如基金借貸之一般目的及用途為獲取合資格資產，合資格資本化之借貸成本金額則採用資本化率計算該項資產開支之方法釐定。資本化率為適用於該期間本集團未償還借款之借貸成本加權平均值(為獲得合資格資產之特別借款除外)。

所有其他借貸成本於產生期間於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Government grants

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

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

Research and development expenses

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from the Group's development activities is recognised only if all of the following conditions are met:

- (a) An asset is created that can be identified;
- (b) It is probable that the asset created will generate future economic benefits; and
- (c) The development cost of the asset can be measured reliably.

Internally generated intangible assets are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Taxation

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

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

4. 主要會計政策(續)

政府補助

當能夠合理保證本集團符合補助之附帶條件，且會獲授政府補助時，方會確認政府補助。

用作補償本集團已產生開支或虧損或旨在為本集團提供即時財務資助(而無未來相關成本)之應收政府補助，乃於應收期間內於損益內確認。

研究及開發開支

研究活動開支於產生期間確認為開支。本集團開發活動內部產生之無形資產僅於以下所有條件獲達成時方予確認：

- (a) 產生可識別資產；
- (b) 產生之資產將有可能產生未來經濟利益；及
- (c) 資產開發成本能可靠計量。

內部產生之無形資產按成本減累計攤銷及減值虧損列賬。攤銷乃按直線法基準於估計使用年內計算。倘並無可予確認之內部產生無形資產，開發開支於其產生期間於損益確認。

稅項

所得稅指即期稅項及遞延稅項總額。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利不包括其他年度之應課稅或應扣減之收入及開支項目，亦不包括可作免稅或不可作稅項扣減之項目，故與損益所確認溢利不同。本集團之即期稅項負債按其於報告期末前已制定或實質制定之稅率計算。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

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

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

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

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

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

4. 主要會計政策(續)

稅項(續)

遞延稅項就財務賬目內資產及負債賬面值與計算應課稅溢利所採用相應稅基之差額予以確認。遞延稅項負債一般按所有應課稅暫時性差額確認，而遞延稅項資產則於很可能對銷應課稅溢利應用可扣減暫時差額之情況下才予以確認，未動用稅項虧損或未動用稅項抵免均可動用。倘暫時差額由商譽或初次確認一項不影響應課稅溢利或會計溢利之交易之其他資產及負債(業務合併除外)所產生，則有關資產及負債不予以確認。

遞延稅項負債就於附屬公司及聯營公司之投資所產生應課稅暫時差額予以確認，惟倘本集團有能力控制暫時差額撥回，而暫時差額很可能將不會於可見將來撥回則除外。

遞延稅項資產之賬面值乃於各報告期末進行檢討，並予以相應扣減，直至並無足夠應課稅溢利可供全部或部分資產可予收回為止。

遞延稅項根據於報告期末前已制定或實質制定之稅率，按預期適用於負債清償或資產變現期間之稅率計算。遞延稅項於損益中確認，除非遞延稅項關乎於其他全面收益或直接於權益中予以確認之項目，在該情況下，遞延稅項亦於其他全面收益或直接於權益中予以確認。

遞延稅項資產及負債之計量反映按本集團預計於報告期末收回或清償其資產及負債之賬面值之稅務後果。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (Continued)

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

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

PRC land appreciation tax ("LAT")

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including land costs, borrowing costs, business taxes and all property development expenditures. LAT is recognised as an income tax expense. LAT paid is a deductible expense for PRC enterprise income tax purposes.

Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.

4. 主要會計政策(續)

稅項(續)

就計量使用公平值模式計量之投資物業之遞延稅項而言，該等物業之賬面值乃假定將透過銷售收回，除非該假設被駁回。於投資物業可予折舊及以本集團之業務模式（其業務目標乃隨著時間流逝耗用投資物業內含之絕大部分經濟利益，而非透過銷售）持有的情況下，有關假設被否定。倘假設被否定，該等投資物業之遞延稅項根據將如何收回物業之預期方式計量。

當擁有依法可強制執行權利以即期稅項資產抵銷即期稅項負債，及當彼等涉及由同一稅務當局徵收之所得稅，以及本集團計劃按淨額基準結算其即期稅項資產及負債時，遞延稅項資產及負債則互相抵銷。

中國土地增值稅(「土地增值稅」)

土地增值稅是就土地增值即銷售物業所得款項減可扣減開支(包括土地成本、借貸成本、營業稅及全部物業開發開支)按介乎30%至60%之累進稅率徵收。土地增值稅確認為所得稅開支。就中國企業之所得稅而言，已付土地增值稅為可扣減開支。

關連人士

關連人士乃指與本集團有關之人士或實體。

- (a) 倘一名人士符合以下條件時，該名人士或其家族之近親與本集團有關連：
- (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本公司或本公司母公司之主要管理層成員。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (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. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

4. 主要會計政策(續)

關連人士(續)

- (b) 倘符合下列任何條件，則該實體與本集團有關連：
- (i) 該實體與本公司屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體之聯營公司或合營企業(或另一實體為集團旗下成員公司之聯營公司或合營企業之成員公司)。
 - (iii) 兩間實體均為同一第三方之合營企業。
 - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
 - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃。倘本集團本身屬有關計劃，提供資助之僱主亦與本集團有關連。
 - (vi) 實體受(a)內所識別人士控制或共同控制。
 - (vii) (a)(i)內所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層人員。
 - (viii) 實體或作為集團任何成員公司其中一部分向本公司或本公司的母公司提供主要管理人員服務。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Segment reporting

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

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 share a majority of these criteria.

Impairment of assets

Intangible assets that have an indefinite useful life or not yet available for use are reviewed annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and other intangible assets except goodwill, investment properties, investment, inventories and receivables, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

4. 主要會計政策(續)

分類報告

於財務賬目呈報之經營分類及各分類項目之金額乃自定期向本集團最高行政管理層提供以分配資源予本集團各業務及評估其表現之財務資料中識別。

就財務報告而言，除非分類具備相似之經濟特徵並在產品及服務性質、生產工序性質、客戶類別或類型、分銷產品或提供服務所用方法及監管環境之性質相似，否則個別重大經營分類不會進行合併計算。非個別重大之經營分類如果符合上述大部分標準，則可進行合併計算。

資產減值

具有無限使用年期或尚未可供使用之無形資產會每年進行減值檢討，並於發生任何事件或情況有變顯示未必能夠收回賬面值時檢討是否減值。

於各報告期末，本集團會對其有形及其他無形資產(商譽、投資物業、投資、存貨及應收款項除外)之賬面值進行核實，以確定是否有任何跡象顯示該等資產已出現減值虧損。倘任何該等跡象出現，則會估計該項資產之可收回金額以釐定任何減值虧損之程度。倘未能估計個別資產之可收回金額，則本集團會估計該項資產所屬之現金產生單位之可收回金額。

可收回金額為公平值減銷售成本及其使用價值兩者中之較高者。評估使用價值時，估計未來現金流量以除稅前貼現率貼現至彼等之現值，而該貼現率反映當時市場對金錢時間價值之評估及該項資產之特有風險。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of assets (Continued)

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Provisions and contingent liabilities

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

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

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

4. 主要會計政策(續)

資產減值(續)

倘資產或現金產生單位之可收回金額估計低於其賬面值，則將該資產或現金產生單位之賬面值減低至其可收回金額。減值虧損會於損益內即時確認，除非有關資產按重估價值列賬，在該情況下，減值虧損則視作重估減少處理。

倘減值虧損於其後撥回，則將該資產或現金產生單位之賬面值增加至其重新估算之可收回金額，惟增加後之賬面值不能超過該資產或現金產生單位過往年度已確認為無減值虧損之賬面值(扣除攤銷或折舊)。減值虧損之撥回會於損益內即時確認，除非有關資產按重估價值列賬，在該情況下，減值虧損撥回則視作重估增加處理。

撥備及或然負債

倘本集團須就已發生之事件承擔現有法律或推定責任，而且履行責任可能涉及經濟效益之流出，並可作出可靠之估計，則須就不肯定時間或數額之負債確認撥備。倘金錢之時間價值重大，則撥備將會以預計履行責任之支出現值列示。

倘不大可能涉及經濟效益之流出，或無法作出可靠之估計，則將責任披露為或然負債，惟經濟效益流出之可能性極低則除外。須視乎某項或多項未來事件是否發生才能確定存在與否之可能責任，亦會披露為或然負債，惟經濟效益流出之可能性極低則除外。

報告期後事項

報告期後事項若與提供有關本集團於報告期末狀況之額外資料，或顯示其持續經營之假設並不適用，則該報告期後事項為調整事項，並於財務賬目內反映。並不屬調整事項之報告期後事項如屬重大時，則於財務賬目附註內披露。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the Directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements.

(a) *Legal titles of certain land and buildings*

As stated in Note 18 and Note 22 to the consolidated financial statements, the titles of certain parcels of land were not transferred to the Group as at 31 December 2021. Despite the fact that the Group has not obtained the relevant legal titles, the Directors determine to recognise those right-of-use assets and properties for sales under development, respectively, on the grounds that they expect the transfer of legal titles in future should have no major difficulties and the Group is in substance controlling those parcels of land.

Key sources of estimation uncertainty

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

(a) *Property, plant and equipment and depreciation*

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(b) *Impairment of property, plant and equipment*

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the fair value less costs of disposal and present value of estimated future cash flows. Where the fair value less costs of disposal and future cash flows are less than expected or there are unfavourable events and change in facts and circumstance which result in revision of fair value less costs of disposal and future estimate cash flows, a material impairment loss may arise.

5. 關鍵判斷及主要估計

應用會計政策時之關鍵判斷

於應用會計政策過程中，董事已作出以下對綜合財務賬目中所確認金額具有重大影響的判斷。

(a) *若干土地及樓宇之合法業權*

誠如綜合財務賬目附註18及附註22所呈列，於二零二一年十二月三十一日，若干地塊之業權並未轉移至本集團。儘管本集團尚未取得相關法定業權，董事決定分別確認該等使用權資產及發展中待售物業，原因在於彼等預計日後法定業權之轉移並不會存在任何重大困難，及本集團實際上控制該等地塊。

估計不明朗因素之主要來源

有關日後之主要假設及於報告期末估計不明朗因素之其他主要來源(擁有可導致下一個財政年度之資產與負債賬面值出現大幅調整之重大風險)載於下文。

(a) *物業、廠房及設備以及折舊*

本集團釐定物業、廠房及設備之估計可使用年期，剩餘價值及相關折舊費用。本估計乃根據對相似性質及功能之物業、廠房及設備之實際可使用年期及剩餘價值之過往經驗作出。倘若可使用年期及剩餘價值與先前作出估計者不同，本集團將修改折舊費用，或其將會撇銷或撇減已廢棄或出售之技術過時或非策略性資產。

(b) *物業、廠房及設備減值*

當事件或情況有變，顯示資產的賬面值超過其可收回金額，則會審閱物業、廠房及設備的減值情況。可收回金額參考公平值減出售成本及估計未來現金流量的現值而釐定。倘公平值減出售成本及未來現金流量少於預期或有不利事件及事實與情況變化，導致修訂公平值減出售成本及未來估計現金流量，則可能出現重大減值虧損。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONTINUED)

Key sources of estimation uncertainty (Continued)

(c) *Impairment loss for bad and doubtful debts*

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

(d) *Net realisable value of inventories and properties for sale under development*

Net realisable value of inventories and properties for sale under development is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycles. The Group will reassess the estimates by the end of each reporting period.

(e) *Impairment of goodwill*

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash – generating unit and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill at the end of the reporting period was HK\$119,256,000. Details is presented in Note 20 to the consolidated financial statements.

5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(c) *呆壞賬減值虧損*

本集團之呆壞賬減值虧損乃根據對應收貿易賬款及其他應收賬款可收回性之評估而確認，包括每位債務人之目前信譽及過往收款記錄。於發生顯示餘額可能無法收回之事件或情況變動下會出現減值。呆壞賬之識別需要作出判斷和估計。倘實際結果有別於原來估計，則該等差額將於上述估計出現變動之年度影響應收貿易賬款及其他應收賬款以及呆賬開支之賬面值。

(d) *存貨及發展中待售物業之可變現淨值*

存貨及發展中待售物業之可變現淨值指於一般業務過程中估計售價減估計完成成本及銷售開支後之金額。該等估計乃根據當前市況以及生產及銷售相似性質產品之過往經驗作出。客戶品味及競爭者為應對嚴峻行業週期所採取行動之變動可能令可變現淨值發生重大變動。本集團將於各報告期末重新評估所作出之估計。

(e) *商譽減值*

釐定商譽有否減值須估計獲分配商譽之現金產生單位的使用價值。使用價值計算要求本集團估計預期自現金產生單位產生的未來現金流量及適當貼現率以計算現值。於報告期末確認商譽於報告期末的賬面值為119,256,000港元。詳情於綜合財務賬目附註20呈列。

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6. FINANCIAL RISK MANAGEMENT

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

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities of HK\$ and Renminbi ("RMB"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Credit risk

The Group's maximum exposure to credit risk in the event that counterparties fail to perform their obligations at 31 December 2021 in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to its trade receivables. In order to minimise credit risk, the directors have delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, the directors review the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

At the end of the reporting period, the Group had certain concentration of credit risk as approximately 11% (2020: 26%) and 38% (2020: 52%) of the Group's trade receivables were due from the Group's largest customer and the five largest customers, respectively.

6. 財務風險管理

本集團之業務承受各種財務風險：外幣風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃針對金融市場之不穩定性，著眼於盡量減低對本集團財務表現造成之潛在不利影響。

(a) 外幣風險

由於本集團大部分業務交易、資產及負債主要以本集團實體之功能貨幣港元及人民幣（「人民幣」）定值，故其面臨之外幣風險極低。本集團在外幣交易、資產及負債方面，現時沒有外幣對沖政策。本集團將密切監察其外幣風險及如有需要，將考慮對沖重大之外幣風險。

(b) 信貸風險

本集團於二零二一年十二月三十一日因交易對手未能履行其責任而令本集團就各級已確認金融資產面臨之最大信貸風險承擔為綜合財務狀況表內所列該等資產之賬面值。本集團之信貸風險主要源自其應收貿易賬款。為盡量降低信貸風險，董事已委聘一支團隊負責釐定信貸限額、信貸審批及其他監控程序。此外，董事定期審閱各個別貿易債務之可收回款項，以確保就不可收回債務確認足夠減值虧損。就此而言，董事認為本集團之信貸風險已大幅降低。

於報告期末，由於本集團應收貿易賬款約11%（二零二零年：26%）及38%（二零二零年：52%）乃分別源自本集團最大客戶及五大客戶，故本集團面臨若干信貸風險集中情況。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Credit risk (Continued)

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used;

- internal credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligation; and
- significant changes in the expected performance and behavior of the borrower, including changes in the payment status of borrowers.

The Group uses two categories for non-trade receivables which reflect their credit risk and how the loan loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

Category 類別	Definition 定義	Loss provision 虧損撥備
Performing 履約	Low risk of default and strong capacity to pay 低違約風險及高付款能力	12-month expected losses 十二個月預期虧損
Non-performing 非履約	Significant increase in credit risk 信貸風險顯著增加	Lifetime expected losses 永久預期虧損

6. 財務風險管理(續)

(b) 信貸風險(續)

本集團比較金融資產於報告日期之違約風險與初始確認日期之違約風險，以評估金融資產之信貸風險有否於各報告期按持續基準大幅增加。本集團亦考慮可得合理及有理據支持之前瞻性資料。尤其使用下列資料：

- 內部信貸評級；
- 預期導致借款人履行責任能力出現重大變動之業務、財務或經濟狀況之實際或預期重大不利變動；及
- 借款人預期表現及行為之重大變動，包括借款人之付款狀況變動。

本集團使用兩個類別的非貿易應收貸款，以反映其信貸風險及如何就各類別釐定貸款虧損撥備。計算預期信貸虧損率時，本集團考慮各類別的過往虧損率及調整前瞻性數據。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

6. 財務風險管理(續)

(c) Liquidity risk

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

The maturity analysis of the Group's financial liabilities is as follows:

(c) 流動資金風險

本集團之政策為定期監察目前及預期之流動資金需求，從而確保本集團維持足夠現金儲備以應付其短期及較長期的流動資金需求。

本集團之金融負債到期分析如下：

	Carrying amounts 賬面值	Total contractual undiscounted cash flow 合約未貼現現金流量總額				
		Total 總計	Less than 1 year 一年內	Between 1 and 2 years 一年至兩年	Between 2 and 5 years 兩年至五年	Over 5 years 五年以上
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 December 2021	二零二一年十二月三十一日					
Trade and other payables	應付貿易賬款及其他應付賬款	336,690	336,690	336,690	-	-
Borrowings	借貸	207,520	218,167	218,167	-	-
Amount due to the Controlling Shareholder	應付控股股東賬款	41	41	41	-	-
Lease liabilities	租賃負債	22,498	25,080	9,199	7,046	8,835
		566,749	579,978	564,097	7,046	8,835
31 December 2020	二零二零年十二月三十一日					
Trade and other payables	應付貿易賬款及其他應付賬款	340,541	340,541	340,541	-	-
Borrowings	借貸	251,012	277,136	105,911	171,225	-
Amount due to the Controlling Shareholder	應付控股股東賬款	68	68	68	-	-
Lease liabilities	租賃負債	20,735	23,307	7,209	5,532	10,566
		612,356	641,052	453,729	176,757	10,566

(d) Interest rate risk

As the Group has no significant interest-bearing assets and liabilities, the Group's operating cash flows are substantially independent of changes in market interest rates. The Group's amounts due to the Controlling Shareholder and borrowings bear interests at fixed interest rates.

(d) 利率風險

由於本集團並無重大計息資產及負債，本集團之經營現金流量大部分獨立於市場利率變動。本集團應付控股股東賬款及借貸以固定利率計息。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Fair values

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

(f) Financial instruments by category

The carrying amounts of each of the category of the Group's financial instruments at the end of the year are as follows:

Financial assets	金融資產
Investments at fair value through profit or loss:	按公平值計入損益之投資：
Designated as such upon initial recognition	初始確認後指定
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本記賬之金融資產(包括現金及現金等值物)
Financial liabilities	金融負債
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債

7. FAIR VALUE MEASUREMENTS

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. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

6. 財務風險管理(續)

(e) 公平值

於綜合財務狀況表反映之本集團金融資產及金融負債之賬面值與其各自公平值相若。

(f) 按類別劃分之金融工具

於年末，本集團各類金融工具之賬面值如下：

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Financial assets		
Investments at fair value through profit or loss:		
Designated as such upon initial recognition	54	86
Financial assets at amortised cost (including cash and cash equivalents)	819,883	497,328
Financial liabilities		
Financial liabilities at amortised cost	544,251	591,621

7. 公平值計量

公平值是於計量日市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格。以下公平值計量披露乃採用公平值架構，此架構把輸入數據分為三個估價層級用於量度公平值：

第一等級輸入數據：本集團可於計量日獲取之相同資產或負債於活躍市場之報價(未經調整)。

第二等級輸入數據：就資產或負債可直接或間接觀察取得的除第一等級之報價之外之輸入數據。

第三等級輸入數據：資產或負債之不可觀察輸入數據。

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7. FAIR VALUE MEASUREMENTS (CONTINUED)

7. 公平值計量(續)

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

本集團之政策是於引起轉移之事件或情況變化發生之日確認任何三個等級之轉入或轉出。

(a) Disclosures of level in fair value hierarchy:

(a) 公平值架構等級披露：

		2021 二零二一年			
		Fair value measurements using: 公平值計量採用：			
		Level 1 第一等級 HK\$'000 千港元	Level 2 第二等級 HK\$'000 千港元	Level 3 第三等級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurements	經常性公平值計量				
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產				
Listed securities in Hong Kong	香港上市證券	54	-	-	54
Investment properties	投資物業	-	-	57,952	57,952

		2020 二零二零年			
		Fair value measurements using: 公平值計量採用：			
		Level 1 第一等級 HK\$'000 千港元	Level 2 第二等級 HK\$'000 千港元	Level 3 第三等級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurements	經常性公平值計量				
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產				
Listed securities in Hong Kong	香港上市證券	86	-	-	86
Investment properties	投資物業	-	-	29,526	29,526

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7. FAIR VALUE MEASUREMENTS (CONTINUED)

(b) Reconciliation of investment properties measured at fair value based on level 3:

At 1 January	於一月一日	29,526	38,886
Transfer from properties for sale under development	轉撥自發展中待售物業	13,843	-
Disposal of investment properties	出售投資物業	-	(10,809)
Fair value loss on investment properties ^(#)	投資物業公平值虧損 ^(#)	13,191	(332)
Currency realignment	貨幣調整	1,392	1,781
At 31 December	於十二月三十一日	57,952	29,526

^(#) Include gains or losses for assets held at end of reporting period ^(#)包括於報告期末持有的資產的盈虧

The total gain or losses recognised in profit or loss including those for assets held at end of reporting period are presented in fair value gain on investment properties in the statement of profit or loss.

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2021:

The Group's finance team is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The finance team reports directly to the Directors for these fair value measurements. Discussions of valuation processes and results are held between the finance team and the Directors at least twice a year.

For level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

7. 公平值計量(續)

(b) 基於第三等級按公平值計量之投資物業對賬：

Investment properties		2021	2020
投資物業		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日	29,526	38,886
Transfer from properties for sale under development	轉撥自發展中待售物業	13,843	-
Disposal of investment properties	出售投資物業	-	(10,809)
Fair value loss on investment properties ^(#)	投資物業公平值虧損 ^(#)	13,191	(332)
Currency realignment	貨幣調整	1,392	1,781
At 31 December	於十二月三十一日	57,952	29,526
		13,191	(332)

於損益中確認的損益總額(包括於報告期末持有的資產)在損益表中以投資物業的公平值收益呈列。

(c) 披露於二零二一年十二月三十一日本集團所採用之估值程序及估值技巧及公平值計量所採用之輸入數據：

本集團的財務團隊負責財務申報所須作出的資產及負債公平值計量，包括第三等級公平值計量。財務團隊直接向董事呈報該等公平值計量。財務團隊與董事每年至少進行兩次有關估值過程及結果的討論。

就第三等級公平值計量而言，本集團通常將會委聘具備獲認可專業資格且有近期經驗的外部估值專家進行估值。

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7. FAIR VALUE MEASUREMENTS (CONTINUED)

7. 公平值計量(續)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2021: (Continued)

(c) 披露於二零二一年十二月三十一日本集團所採用之估值程序及估值技巧及公平值計量所採用之輸入數據：(續)

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs 增加輸入數據對公平值之影響	Fair value 2021 二零二一年之公平值 HK\$'000 千港元
說明	估值技巧	不可觀察輸入數據	範圍		
Investment properties 投資物業	Income approach 收入法	Term yield 有期回報率	3.8%	Increase 增加	
		Reversion yield 復歸回報率	4.3%		
		Adopted market rent 所採用市場租金	RMB24.7 – RMB58.4 per sq.m. per month 每月每平方米人民幣24.7元 至人民幣58.4元		57,952

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs 增加輸入數據對公平值之影響	Fair value 2020 二零二零年之公平值 HK\$'000 千港元
說明	估值技巧	不可觀察輸入數據	範圍		
Investment properties 投資物業	Income approach 收入法	Term yield 有期回報率	8.0%	Increase 增加	
		Reversion yield 復歸回報率	8.5%		
		Adopted market rent 所採用市場租金	RMB28 per sq.m. per month 每月每平方米人民幣28元		29,526

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8. REVENUE

The Group's revenue was derived from lithium ion motive battery products sold, property development, cultural service rendered and internet sales during the year (2020: The Group's revenue was derived from lithium ion motive battery products sold, property development and cultural service rendered) during the year. Disaggregation of revenue from contracts with customers is set out as below. For both years, all revenue generated by the Group were derived from the PRC and recognised at a point in time when the customers obtain control of the goods or services.

8. 收益

本集團於本年度之收益源自已售鋰離子動力電池產品、物業發展、所提供的文化服務及互聯網銷售(二零二零年：本集團之收益源自已售鋰離子動力電池產品、物業發展及所提供的文化服務)。客戶合約之收益細分如下。於兩個年度內，本集團產生之所有收入均來自中國並於客戶獲得貨品或服務之控制權的時間點確認。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Lithium ion motive battery products	鋰離子動力電池產品	157,691	149,171
Property development and cultural service	物業發展及文化服務	11,455	613,720
Internet sales	互聯網銷售	2,148	-
		171,294	762,891

Disaggregation of revenue from contracts with customers and major products of the segments are as follows:

來自客戶合約及分部主要產品之收益細分如下：

		Lithium Ion Motive Battery Business 鋰離子動力 電池業務 HK\$'000 千港元	Property and Cultural Business 物業及 文化業務 HK\$'000 千港元	Internet Sales Business 互聯網 銷售業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 December 2021	截至二零二一年十二月 三十一日止年度				
Major products/services	主要產品/服務				
Batteries	電池	157,691	-	-	157,691
Properties	物業	-	536	-	536
Provision of event production service	提供活動製作服務	-	10,919	-	10,919
Internet sales	互聯網銷售	-	-	2,148	2,148
		157,691	11,455	2,148	171,294
For the year ended 31 December 2020	截至二零二零年十二月 三十一日止年度				
Major products/services	主要產品/服務				
Batteries	電池	149,171	-	-	149,171
Properties	物業	-	603,833	-	603,833
Provision of event production service	提供活動製作服務	-	9,887	-	9,887
		149,171	613,720	-	762,891

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8. REVENUE (CONTINUED)

Sales of Batteries

The Group manufactures and sells batteries to the customers. Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

Sales to customers are normally made with credit terms of 30 to 60 days. For non state-owned enterprise or those without guarantee provided, deposits or cash on delivery may be required. Deposits received are recognised as contract liability.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Development and sales of properties

The Group develops and sells properties to the customers. Sales of a contract are recognised when control of the property has transferred, being when the customer obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

Provision of event production service

The Group provides event production service to the customers. When the progress towards complete satisfaction of the performance obligations of a contract can be measured reasonably, revenue from the contract and the contract costs are recognised.

The customers pay the contract prices to the Group according to the payment schedules as stipulated in the contracts. If the service rendered by the Group exceeds the payments, a contract asset is recognised. If the payments exceed the service rendered, a contract liability is recognised.

8. 收益(續)

銷售電池

本集團生產及向客戶銷售電池。當產品之控制權獲轉移，即產品交付予客戶，並概無可能影響客戶接納產品的未履約義務及客戶獲得產品之合法所有權時，確認銷售。

向客戶作出之銷售之信貸期一般為30至60日。對於非國有企業或無擔保企業，需支付及交付按金或現金。所收取之按金確認為合約負債。

當產品交付予客戶時確認應收賬款，此時收取代價乃無條件，乃由於有關款項僅須經過一段時間方會到期。

開發及銷售物業

本集團開發及向客戶銷售物業。當物業之控制權獲轉移，即客戶獲得竣工物業之實際所有權或合法所有權以及本集團擁有收取付款之現有權利及很可能收取代價時，確認合約銷售。

提供活動製作服務

本集團向客戶提供活動製作服務。當可合理計量合約項下已完成履約責任之履約進程時，則確認合約收益及合約成本。

客戶根據合約內訂明之付款計劃向本集團支付合約價。倘本集團提供之服務價值超出付款，則確認合約資產。倘付款超出所提供之服務價值，則確認合約負債。

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9. OTHER INCOME

9. 其他收入

		2021	2020
		二零二一年	二零二零年
		HK\$'000	HK\$'000
		千港元	千港元
Government grants	政府補助	4,725	2,213
Gain on disposal of scrap products	出售廢料收益	3,469	1,376
Gain on disposal of right-of-use assets	出售使用權資產收益	2,747	-
Gain on derecognition of right-of-use assets	終止確認使用權資產收益	-	117
Rental income	租金收入	1,179	1,482
Gain on exchange difference	匯兌差異收益	1,225	-
Others	其他	2,518	143
		15,863	5,331

10. SEGMENT INFORMATION

10. 分部資料

The Group's reportable segments are strategic business units that offer different products. They are managed separately because each business unit requires different technology and marketing strategies. During the current year, the Group's revenue was derived from the Lithium Ion Motive Battery Business, the Property and Cultural Business and internet sales business. In the prior year, the Group's revenue was derived from the lithium ion motive battery business, property and cultural business.

本集團之可呈報分部為提供不同產品之策略性業務單位。由於各業務單位需要不同技術及市場推廣策略，因此各可呈報分部均獨立管理。於本年度，本集團之收益源自鋰離子動力電池業務、物業及文化業務及互聯網銷售業務。於上一年度，本集團之收益源自鋰離子動力電池業務以及物業及文化業務。

Segment profits or losses do not include unallocated corporate income and expenses. Segment assets do not include unallocated corporate assets. Segment liabilities do not include unallocated corporate liabilities.

分部溢利或虧損並不包括未分配企業收入及開支。分部資產並不包括未分配企業資產。分部負債並不包括未分配企業負債。

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10. SEGMENT INFORMATION (CONTINUED)

10. 分部資料(續)

Information about profit or loss, assets and liabilities of the reportable segments:

有關可呈報分部溢利或虧損、資產及負債的資料：

		Internet Sales Business 互聯網 銷售業務 HK\$'000 千港元	Lithium Ion Motive Battery Business 鋰離子動力 電池業務 HK\$'000 千港元	Property and Cultural Business 物業及 文化業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度				
Revenue from external customers	外部客戶收益	2,148	157,691	11,455	171,294
Segment loss	分部虧損	(1,936)	(291,134)	(193,611)	(486,681)
Depreciation	折舊	19	67,610	932	68,561
Depreciation of right-of-use assets	使用權資產折舊	205	5,398	2,999	8,602
Additions to segment non-current assets	添置分部非流動資產	-	7,007	18,550	25,557
At 31 December 2021	於二零二一年十二月三十一日				
Segment assets	分部資產	15,474	577,941	1,932,279	2,525,694
Segment liabilities	分部負債	7,294	280,858	1,319,713	1,607,865
Year ended 31 December 2020	截至二零二零年十二月三十一日止年度				
Revenue from external customers	外部客戶收益	-	149,171	613,720	762,891
Segment (loss)/profit	分部(虧損)/溢利	-	(86,370)	184,168	97,798
Depreciation	折舊	-	62,418	1,122	63,540
Depreciation of right-of-use assets	使用權資產折舊	-	8,205	1,784	9,989
Additions to segment non-current assets	添置分部非流動資產	-	5,075	757	5,832
At 31 December 2020	於二零二零年十二月三十一日				
Segment assets	分部資產	-	774,096	2,214,553	2,988,649
Segment liabilities	分部負債	-	289,806	1,342,479	1,632,285

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10. SEGMENT INFORMATION (CONTINUED)

10. 分部資料(續)

Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

可呈報分部收益、溢利或虧損、資產及負債對賬：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue	收益		
Total revenue of reportable segments	可呈報分部總收益	171,294	762,891
Profit or loss	溢利或虧損		
Total (loss)/profit of reportable segments	可呈報分部總(虧損)/溢利	(486,681)	97,798
Corporate and unallocated loss	企業及未分配虧損	(14,333)	(58,316)
(Loss)/profit for the year	年內(虧損)/溢利	(501,014)	39,482
Assets	資產		
Total assets of reportable segments	可呈報分部總資產	2,525,694	2,988,649
Corporate and unallocated assets	企業及未分配資產	2,737	5,146
Consolidated total assets	綜合總資產	2,528,431	2,993,795
Liabilities	負債		
Total liabilities of reportable segments	可呈報分部總負債	1,607,865	1,632,285
Corporate and unallocated liabilities	企業及未分配負債	129,962	121,120
Consolidated total liabilities	綜合總負債	1,737,827	1,753,405

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10. SEGMENT INFORMATION (CONTINUED)

Geographical information

All revenue generated by the Group were derived from the PRC.

No customer individually contributed over 10% of total revenue of the Group for both years.

In presenting the geographical information, revenue is based on the location of the customers. At the end of the year, the non-current assets of the Group were located as follows:

Non-current assets

Hong Kong
The PRC

非流動資產

香港
中國

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
1,179	2,717
515,233	803,153
516,412	805,870

11. FINANCE COSTS

Interest expenses on borrowings
Interest expenses on bills
Imputed interest expense on convertible bonds
Interest expenses on amount due to the Controlling Shareholder
Lease interests
Interest expenses on deposit received

Less: Interest capitalisation

借貸利息開支
票據利息開支
可換股債券估計利息開支
應付控股股東
賬款利息開支
租賃利息
已收訂金利息開支

減：利息資本化

11. 融資成本

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
20,346	20,338
96	-
-	1,579
-	2,893
1,727	1,575
1,019	-
23,188	26,385
(13,546)	(13,434)
9,642	12,951

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12. INCOME TAX (CREDIT)/EXPENSES

12. 所得稅(抵免)/開支

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
PRC Enterprise Income Tax for the year	本年度中國企業所得稅	4	90,401
PRC land appreciation tax	中國土地增值稅	-	6,046
Deferred tax (Note 30)	遞延稅項(附註30)	(36,779)	(22,955)
		(36,775)	73,492

No provision for Hong Kong profits tax was required since the Group has no assessable profit in Hong Kong for the years presented.

由於本集團於呈列年度在香港並無應課稅溢利，故無須就香港利得稅作出撥備。

According to the Law of the PRC on Enterprise Income Tax, all group companies operating in the PRC are subject to the applicable tax rate of 25%, except for certain subsidiaries that are qualified for the tax benefit of being the National High-tech Enterprise, that are entitled to a preferential tax rate of 15% during the reporting years.

根據中國企業所得稅法，於中國經營的所有集團公司須按適用稅率25%繳納稅項，惟若干附屬公司符合資格享有國家高新技術企業之稅務優惠，可於報告年度享受優惠稅率15%。

The reconciliation between the income tax and the (loss)/profit before tax is as follows:

所得稅與除稅前(虧損)/溢利之對賬如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
(Loss)/profit before tax	除稅前(虧損)/溢利	(537,789)	112,974
Notional tax on (loss)/profit before tax calculated at the PRC statutory rate	按中國法定稅率計算之除稅前(虧損)/溢利之名義稅項	(134,447)	28,244
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(1,168)	(379)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	5,309	363
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	69,890	31,202
Effect of different tax rates in other tax jurisdictions and tax concessions	其他稅務司法權區不同稅率及稅項減免之影響	23,641	14,062
Income tax (credit)/expenses for the year	年內所得稅(抵免)/開支	(36,775)	73,492

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13. (LOSS)/PROFIT FOR THE YEAR

13. 本年度(虧損)/溢利

13a.) The Group's (loss)/profit for the year is stated after charging the following:

13a.) 本集團本年度(虧損)/溢利於扣除下列各項後列示：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Auditor's remuneration	核數師酬金	1,180	1,200
Cost of inventories sold	已售存貨成本	156,580	461,706
Depreciation	折舊	69,319	64,317
Depreciation of right of use asset	使用權資產折舊	9,394	10,991
Gain on disposal of Right-of-use asset	出售使用權資產之收益	2,747	-
Provision of litigation issue	訴訟事宜撥備	6,254	-
Loss on disposal of properties for sale under development	出售發展中待售物業之虧損	5,812	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	6,670	524
Loss on early redemption of convertible bond	提早贖回可換股債券之虧損	-	15,706
Loss on disposal of investment properties	出售投資物業之虧損	-	9,377
Research and development expenses	研究及開發開支	13,906	5,947
Staff costs (including directors' remuneration – note 14):	員工成本(包括董事酬金 – 附註14) :		
Salaries, bonus and allowances	薪酬、獎金及津貼	65,544	65,424
Retirement benefits	退休福利	4,721	2,768

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14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

14. 董事及五位最高薪人士之酬金

The emoluments of each Director were as follows:

各董事之酬金如下：

		Fees	Salaries and other benefits	Retirement benefits contributions	Total
		袍金	薪酬及其他福利	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	執行董事				
Ms. Cheng Hung Mui	鄭紅梅女士	180	1,218	18	1,416
Mr. Tin Kong	田鋼先生	180	914	18	1,112
Mr. Chan Wei (appointed on 28 July 2021)	陳淮先生(於二零二一年七月二十八日獲委任)	77	993	18	1,088
Ms. Liu Liu (appointed on 28 July 2021)	劉柳女士(於二零二一年七月二十八日獲委任)	77	436	-	513
Mr. Chen Dekun (retired on 25 June 2021)	陳德坤先生(於二零二一年六月二十五日退任)	88	467	-	555
Mr. Sheng Siguang (retired on 25 June 2021)	盛司光先生(於二零二一年六月二十五日退任)	88	875	-	963
Independent Non-Executive Directors	獨立非執行董事				
Dr. Ng Ka Wing	吳家榮博士	180	-	-	180
Mr. Wang Jinlin	王金林先生	180	-	-	180
Mr. See Tak Wah	施德華先生	180	-	-	180
Total for the year ended 31 December 2021	截至二零二一年 十二月三十一日 止年度總計	1,230	4,903	54	6,187

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14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (CONTINUED)

14. 董事及五位最高薪人士之酬金 (續)

		Fees	Salaries and other benefits	Retirement benefits contributions	Total
		袍金	薪酬及其他福利	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	執行董事				
Ms. Cheng Hung Mui	鄭紅梅女士	180	1,218	18	1,416
Mr. Tin Kong	田鋼先生	180	980	18	1,178
Mr. Chen Dekun	陳德坤先生	180	960	-	1,140
Mr. Sheng Siguang	盛司光先生	180	1,800	-	1,980
Independent Non-Executive Directors	獨立非執行董事				
Dr. Ng Ka Wing	吳家榮博士	180	-	-	180
Mr. Wang Jinlin	王金林先生	180	-	-	180
Mr. See Tak Wah	施德華先生	180	-	-	180
Total for the year ended 31 December 2020	截至二零二零年十二月三十一日止年度總計	1,260	4,958	36	6,254

The five highest paid employees during the year included four (2020: three) directors, details of whose remuneration are set out in information above. Details of the remuneration of the remaining one (2020: two) non-director, highest paid employees for the year are as follows:

於本年度五位最高薪僱員包括四名(二零二零年: 三名)董事, 其酬金詳情載於上述資料。本年度餘下一名(二零二零年: 兩名)非董事最高薪僱員之酬金詳情如下:

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Salaries and other benefits	1,200	2,400
薪酬及其他福利		

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14. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (CONTINUED)

The number of non-directors, highest paid employees whose remuneration fell within the following bands is as follows:

Emolument band

HK\$1,000,001– HK\$1,500,000

酬金範圍

1,000,001港元–1,500,000港元

Number of employees

僱員數目

2021

2020

二零二一年

二零二零年

1

2

During the years ended 31 December 2021 and 2020, no emoluments were paid by the Group to the five highest paid individuals, including directors, as an inducement to join the Group or as compensation for loss of office other than those disclosed above. In addition, during the years ended 31 December 2021 and 2020, no directors waived any emoluments.

The Group provides retirement benefits in accordance with the relevant laws and regulations in the place where the staff is employed. The Group participates in the Mandatory Provident Fund retirement benefit scheme for its employees located in Hong Kong, under which contributions are made based on a percentage of the employee's basic salary according to the rules of the scheme. Forfeited contributions may not be used to reduce the existing level of contributions.

15. DIVIDENDS

The Directors do not recommend the payment of any dividend for the year ended 31 December 2021 (2020: Nil).

16. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company of approximately HK\$326,942,000 (2020: HK\$25,198,000), and the weighted average number of 1,214,571,508 (2020: 1,196,485,700) ordinary shares in issue during the year.

Diluted loss per share

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary shares during the two years ended 31 December 2021 and 2020.

14. 董事及五位最高薪人士之酬金 (續)

酬金介乎下列範圍之非董事最高薪僱員之數目如下：

於截至二零二一年及二零二零年十二月三十一日止年度，本集團概無向除上文所披露者外之五位最高薪人士(包括董事)支付酬金，作為加盟本集團之獎勵，或作為失去職位之賠償。此外，於截至二零二一年及二零二零年十二月三十一日止年度，概無董事放棄任何酬金。

本集團按照員工就業地的相關法律法規提供退休福利。本集團為其位於香港的僱員參加強制性公積金退休福利計劃，根據該計劃的規則，本集團根據僱員基本工資的一定百分比作出供款。沒收供款不得用於降低現有的供款水平。

15. 股息

截至二零二一年十二月三十一日止年度，董事會並無建議派付任何股息(二零二零年：無)。

16. 每股虧損

每股基本虧損

每股基本虧損乃按本公司擁有人應佔本年度虧損約326,942,000港元(二零二零年：25,198,000港元)及於本年度已發行普通股之加權平均數1,214,571,508股(二零二零年：1,196,485,700股)計算。

每股攤薄虧損

由於本公司於截至二零二一年及二零二零年十二月三十一日止兩個年度並無任何具攤薄影響的潛在普通股，故並無呈列每股攤薄虧損。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Buildings	Leasehold improvements 租賃物業	Plant and machinery 廠房及機器	Motor vehicles 車輛	Office equipment 辦公室設備	Construction in progress 在建工程	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost or valuation	成本或估值							
At 1 January 2020	於二零二零年一月一日	54,082	48,512	309,373	4,239	3,784	36,090	456,080
Currency realignment	貨幣調整	3,337	2,884	19,013	155	253	2,383	28,025
Additions	添置	-	-	1,417	597	460	3,365	5,839
Disposals	出售	-	(1,579)	-	(128)	(1)	-	(1,708)
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日	57,419	49,817	329,803	4,863	4,496	41,838	488,236
Currency realignment	貨幣調整	1,021	1,832	10,700	91	157	1,230	15,031
Additions	添置	108	84	2,679	44	500	1,627	5,042
Disposals	出售	-	(697)	(6,388)	-	(10)	-	(7,095)
Written-off	撇銷	(58,548)	-	(13,109)	(32)	(19)	-	(71,708)
Transfers	轉撥	-	12,291	(244)	-	134	(12,181)	-
At 31 December 2021	於二零二一年十二月三十一日	-	63,327	323,441	4,966	5,258	32,514	429,506
Accumulated depreciation and impairment	累計折舊及減值							
At 1 January 2020	於二零二零年一月一日	-	-	-	-	-	-	-
Currency realignment	貨幣調整	204	490	2,564	55	73	-	3,386
Charge for the year	年內開支	3,799	10,009	47,282	1,841	1,386	-	64,317
Disposals	出售	-	(874)	-	(68)	(1)	-	(943)
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日	4,003	9,625	49,846	1,828	1,458	-	66,760
Currency realignment	貨幣調整	71	466	2,433	49	69	-	3,088
Charge for the year	年內開支	2,037	9,837	54,464	1,546	1,435	-	69,319
Disposals	出售	-	(210)	(213)	-	(2)	-	(425)
Written off	撇銷	(6,111)	-	(3,129)	(14)	(14)	-	(9,268)
At 31 December 2021	於二零二一年十二月三十一日	-	19,718	103,401	3,409	2,946	-	129,474
Carrying amounts	賬面值							
At 31 December 2021	於二零二一年十二月三十一日	-	43,609	220,040	1,557	2,312	32,514	300,032
At 31 December 2020	於二零二零年十二月三十一日	53,416	40,192	279,957	3,035	3,038	41,838	421,476

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17. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

17. 物業、廠房及設備(續)

Had all the categories of the Group's property, plant and equipment, other than construction in progress, been carried at cost less accumulated depreciation, the carrying values of property, plant and equipment would have been stated as follows:

倘本集團之各類物業、廠房及設備(在建工程除外)乃按成本減累計折舊列賬，則物業、廠房及設備應以下列賬面值列賬：

		2021 二零二一年			2020 二零二零年		
		Accumulated depreciation and Carrying			Accumulated depreciation and Carrying		
		Cost	impairment	amounts	Cost	impairment	amounts
		成本	及減值	賬面值	成本	及減值	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Building	樓宇	-	-	-	26,283	9,891	16,392
Leasehold improvements	租賃物業裝修	47,589	22,191	25,398	43,403	12,098	31,305
Plant and machinery	廠房及機器	422,245	209,794	212,451	429,357	159,338	270,019
Motor vehicles	車輛	9,195	8,517	678	9,095	6,946	2,149
Office equipment	辦公室設備	8,024	5,862	2,162	7,322	4,434	2,888
		487,053	246,364	240,689	515,460	192,707	322,753

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

18. LEASES AND RIGHT-OF-USE ASSETS

18. 租賃及使用權資產

Disclosures of lease-related items:

披露租賃相關項目：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 31 December:	於十二月三十一日：		
Right-of-use assets	使用權資產		
– Land	– 土地	77,967	103,060
– Building	– 樓宇	19,379	17,850
		97,346	120,910
The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:	基於未貼現現金流量的本集團租賃負債的到期日分析如下：		
Within one year	一年內	9,199	7,209
In the second year	第二年	7,046	5,532
In the third to fifth years, inclusive	第三年至第五年(包括首尾兩年)	8,835	10,566
		25,080	23,307
Year ended 31 December:	截至十二月三十一日止年度：		
Depreciation charge of right-of-use assets	使用權資產的折舊開支		
– Land	– 土地	1,934	2,015
– Building	– 樓宇	7,460	8,976
		9,394	10,991
Total cash outflow for leases	租賃的現金流出總額	4,687	8,463
Additions to right-of-use assets	添置使用權資產	8,412	1,985
Lease interests	租賃利息	1,727	1,575

The Group leases various buildings and land. Lease agreements are typically made for fixed periods of 3 to 9 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

本集團租賃多項樓宇及土地。租賃協議的固定期限通常為3至9年。租賃條款乃按個別基準進行磋商，包含各種不同的條款及條件。租賃協議並無施加任何契諾，而租賃資產不得用作借貸用途的擔保。

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

18. LEASES AND RIGHT-OF-USE ASSETS (CONTINUED)

18. 租賃及使用權資產(續)

		Present value		Present value	
		Lease payments	of lease payments	Lease payments	of lease payments
		2021	2021	2020	2020
		租賃	付款現值	租賃	付款現值
		二零二一年	二零二一年	二零二零年	二零二零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Within one year	一年內	9,199	7,886	7,209	6,283
In the second year	第二年	7,046	6,225	5,532	4,736
In the third to fifth years, inclusive	第三年至第五年(包括首尾兩年)	8,835	8,387	10,566	9,716
Over five years	五年以上	-	-	-	-
		25,080	22,498	23,307	20,735
Future finance charges	未來融資費用	(2,582)	-	(2,572)	-
Present value of lease obligations	租賃承擔現值	22,498	22,498	20,735	20,735
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期償還款項 (於流動負債下列示)		(7,886)		(5,144)
Non-current portion	非流動部分		14,612		15,591

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19. INVESTMENT PROPERTIES

19. 投資物業

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At 1 January	於一月一日	29,526	38,886
Transfer from properties for sale under development	轉撥自發展中待售物業	13,843	-
Disposal of investment properties	出售投資物業	-	(10,809)
Fair value gain/(loss)	公平值收益/(虧損)	13,191	(332)
Currency realignment	貨幣調整	1,392	1,781
At 31 December	於十二月三十一日	57,952	29,526

Investment properties were revalued at 31 December 2021 and 2020 on the open market value basis by reference to capitalisation of net income derived from the existing tenancies of the properties by APAC Appraisal and Consulting Limited, an independent firm of qualified surveyors.

The Group leases out certain of its investment properties under operating leases. The average lease term is 9-20 years. Certain leases are on variable lease payments with growth rate 5% and 8% respectively.

At 31 December 2021 and 2020, no investment properties pledged as security for the Group's bank loans.

投資物業於二零二一年及二零二零年十二月三十一日由獨立合資格測量師事務所亞太估值及顧問有限公司經參考自物業現有租約收取之淨收入撥充資本後，按公開市值基準重估。

本集團根據經營租賃出租其若干投資物業。平均租賃期限為9至20年。若干租賃以可變租賃付款，增長率分別為5%及8%。

於二零二一年及二零二零年十二月三十一日，並無投資物業抵押作為本集團銀行貸款的擔保。

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

20. GOODWILL

20. 商譽

		HK\$'000 千港元
Cost	成本	
At 1 January 2020	於二零二零年一月一日	207,695
Currency realignment	貨幣調整	12,713
		<hr/>
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日	220,408
Currency realignment	貨幣調整	5,703
		<hr/>
At 31 December 2021	於二零二一年十二月三十一日	226,111
		<hr/>
Accumulated impairment losses	累計減值虧損	
Impairment losses recognised in the year ended 31 December 2020 and balance at 31 December 2020 and 1 January 2021	於截至二零二零年十二月三十一日止年度 確認的減值虧損及於二零二零年十二月 三十一日及二零二一年一月一日的結餘	-
Impairment loss recognised during the year	本年度確認的減值虧損	(106,855)
		<hr/>
At 31 December 2021	於二零二一年十二月三十一日	(106,855)
		<hr/>
Carrying amounts	賬面值	
At 31 December 2021	於二零二一年十二月三十一日	119,256
		<hr/>
At 31 December 2020	於二零二零年十二月三十一日	220,408
		<hr/>

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units ("CGUs") that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated as follows:

業務合併所收購之商譽於收購時獲分配至預期將受惠於業務合併之現金產生單位（「現金產生單位」）。商譽之賬面值已獲分配至以下現金產生單位：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Property development unit	物業開發單位	119,256	220,408

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

20. GOODWILL (CONTINUED)

The recoverable amounts of the CGUs are determined on the basis of their value in use using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and revenue during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on long – term average economic growth rate of the geographical area in which the businesses of the CGUs operate. Budgeted gross margin and revenue are based on past practices and expectations on market development.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the Directors for the next five years with the residual period using the growth rate of 3%. This rate does not exceed the average long-term growth rate for the relevant markets.

The rate used to discount the forecast cash flows from the Group's is 16%.

21. INVENTORIES

20. 商譽(續)

現金產生單位的可回收金額乃基於使用貼現現金流量法計算的使用價值釐定。貼現現金流量法所採用的主要假設乃為於期內有關貼現率、增長率、預算毛利率及收入的假設。本集團利用可反映目前市場對貨幣時值的評估及現金產生單位特定風險的除稅前利率估計貼現率。增長率則按現金產生單位經營業務所在地區的平均長期經濟增長率為基準。預算毛利率及收入乃按過往慣例及預期市場發展為基準。

本集團編製的現金流量預測源自獲董事批准未來五年的最近期財政預算，剩餘期間的增長率為3%。該增長率並未超過有關市場的平均長期增長率。

用以貼現本集團預測現金流量的利率為16%。

21. 存貨

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Raw materials	原材料	15,416	6,935
Work in progress	在製品	2,501	6,553
Finished goods	製成品	24,261	17,382
		42,178	30,870

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22. PROPERTIES FOR SALE UNDER DEVELOPMENT

22. 發展中待售物業

		HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	1,579,488
Additions	添置	304,516
Properties completed and sold	竣工及已售物業	(309,043)
Currency realignment	貨幣調整	(8,834)
		<hr/>
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日	1,566,127
Additions	添置	376,846
Transfer to investment properties	轉撥至投資物業	(13,843)
Disposals upon termination (Note)	終止時出售(附註)	(848,261)
Impairment on the properties for sale under development	發展中待售物業之減值	(130,084)
Currency realignment	貨幣調整	42,872
		<hr/>
At 31 December 2021	於二零二一年十二月三十一日	993,657

All the properties under development were located in the PRC. At 31 December 2021, properties for sale under development held by the Group located in Nanning, with carrying value of approximately HK\$444,004,000 (2020: HK\$274,711,000) was secured for the bank loans.

所有發展中物業均位於中國。於二零二一年十二月三十一日，銀行貸款由本集團持有的發展中待售物業提供擔保，該等物業位於南寧，賬面值約為444,004,000港元（二零二零年：274,711,000港元）。

Note: On 19 November 2021, the Group terminated the agreement with the government in relation to the Land Plots in Lishui District, Nanjing City, Jiangsu Province, the PRC. Details of which were disclosed in the announcement dated 24 November 2021. After the termination, properties for sale under development approximately HK\$848 million were disposed. Out of which, a cash consideration of HK\$403 million was received. The remaining of approximately HK\$439 million were accrued in other receivables. A loss of HK\$6 million was recognised in the consolidated statement of profit or loss.

附註：於二零二一年十一月十九日，本集團終止與政府有關中國江蘇省南京市溧水區地塊的協議。詳情於日期為二零二一年十一月二十四日的公告披露。終止後，約8.48億港元的發展中待售物業售出。已收取其中的現金代價4.03億港元。其餘約4.39億港元已計入其他應收賬款。600萬港元虧損已於綜合損益表確認。

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23. TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

23. 應收貿易賬款及應收票據、其他應收賬款、訂金及預付款項

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade receivables	應收貿易賬款	43,967	109,854
Less: Impairment losses	減：減值虧損	(6,804)	(14,524)
		37,163	95,330
Bills receivable	應收票據	-	734
Value-added tax receivables	應收增值稅	62,997	88,621
Other tax receivables	其他應收稅項	1,073	597
Consideration receivable (Note 22)	應收代價(附註22)	439,269	-
Prepayment, deposits and other receivables	預付款項、訂金及其他應收款項	43,415	28,409
		583,917	213,691

Trade and bills receivables

The aging of bills receivable at the end of reporting period are falling within 60 days.

The Group allows an average credit period of 30 to 60 days to its customers which are state-owned enterprise or those with guarantee provided, and cash on delivery for all other customers. The following is an aging analysis of trade and bills receivables, presented based on the invoice date at the end of the years:

應收貿易賬款及應收票據

報告期末應收票據之賬齡為60日內。

對於國有企業客戶或已提供擔保之客戶，本集團給予平均賒賬期30至60日；而所有其他客戶均以貨銀兩訖方式進行交易。以下為應收貿易賬款及應收票據於各年度末按發票日期呈列之賬齡分析：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0 to 60 days	0至60日	18,138	33,758
61 to 90 days	61至90日	1,218	7,682
Over 90 days	90日以上	17,807	54,624
		37,163	96,064

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23. TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)

23. 應收貿易賬款及應收票據、其他應收賬款、訂金及預付款項(續)

Impairment of trade receivables

應收貿易賬款減值

Reconciliation of loss allowance for trade receivables:

應收貿易賬款之虧損撥備對賬：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At beginning of the year	於年初	(14,524)	(12,011)
Impairment on trade receivables	應收貿易賬款之減值	(40,510)	(1,778)
Written off the impairment for the year	本年度撇銷減值	48,585	-
Currency realignment	貨幣調整	(355)	(735)
		(6,804)	(14,524)
At the end of the year	於年末		

Impairment of other receivables

其他應收賬款減值

Reconciliation of loss allowance for other receivables:

其他應收賬款之虧損撥備對賬：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
At beginning of the year	於年初	(7,588)	(6,641)
Impairment on other receivables	其他應收賬款之減值	(7,617)	(513)
Written off the impairment for the year	本年度撇銷減值	1,316	-
Currency realignment	貨幣調整	(348)	(434)
		(14,237)	(7,588)
At the end of the year	於年末		

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23. TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)

Trade and bills receivables that are not impaired

The Group applies the simplified approach under HKFRS 9 “Financial Instrument” to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade and bills receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

23. 應收貿易賬款及應收票據、其他應收賬款、訂金及預付款項(續)

並無減值之應收貿易賬款及應收票據

本集團採用香港財務報告準則第9號「金融工具」項下之簡化法，使用永久預期虧損撥備為所有應收貿易賬款之預期信貸虧損計提撥備。為計量預期信貸虧損，應收貿易賬款及應收票據已按照共有信貸風險特點及逾期天數分類。預期信貸虧損亦包括前瞻性資料。

		Current	Less than 60 days past due	Over 60 days and less than 1 year	Over 1 year	Total
		即期	逾期 60日內	逾期超過60日 但少於一年	一年以上	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 31 December 2021	於二零二一年十二月三十一日					
Weighted average expected loss rate	加權平均預期虧損率	0%	0%	16%	39%	
Receivable amount	應收金額	17,711	2,196	11,021	13,039	43,967
Loss allowance	虧損撥備	-	-	(1,752)	(5,052)	(6,804)
At 31 December 2020	於二零二零年十二月三十一日					
Weighted average expected loss rate	加權平均預期虧損率	0%	0%	10%	28%	
Receivable amount	應收金額	42,724	4,056	17,788	46,020	110,588
Loss allowance	虧損撥備	-	-	(1,778)	(12,746)	(14,524)

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23. TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONTINUED)

Trade and bills receivables that are not impaired (Continued)

Trade receivables that were not past due relate to a wide range of customers who has no recent history of default. The Group does not hold any collateral over these balances.

Trade receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

24. AMOUNT DUE FROM A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

The amount represented financial assistance provided by Nanchang Rongzhou Investment Company Limited* (南昌市容州投資有限公司) (“Nanchang Investment”) to its shareholder before the completion of the capital contribution on 26 October 2018. The amount due from a non-controlling shareholder of a subsidiary is secured by its assets and undistributed earnings, non-interest bearing, and had no fixed term of repayment.

25. RESTRICTED BANK BALANCES AND BANK AND CASH BALANCES

At the end of year, bank and cash balances of the Group denominated in RMB amounted equivalent to approximately HK\$52,728,000 (2020: HK\$66,499,000). Conversion of RMB into foreign currencies is subject to the PRC’s Foreign Exchange Control Regulations.

At the end of the reporting period, the restricted bank balances of the Group represented guarantee deposits for construction of pre-sale properties denominated in RMB placed in designated accounts.

23. 應收貿易賬款、應收票據及其他應收賬款、訂金及預付款項(續)

並無減值之應收貿易賬款及應收票據(續)

並無逾期之應收貿易賬款與多名近期並無拖欠記錄之客戶有關。本集團並無就該等結餘持有任何抵押品。

已逾期但無減值之應收貿易賬款與多名與本集團擁有良好往績記錄之獨立客戶有關。根據過往經驗，管理層相信，由於信貸質素並無重大變動，該等餘額仍被視為可全數收回，因此無須就該等餘額作出減值撥備。

24. 應收一間附屬公司非控股股東款項

有關款項指南昌市容州投資有限公司(「南昌投資」)向其股東提供之財務資助，其於二零一八年十月二十六日資本注資完成前產生。應收一間附屬公司非控股股東款項乃由其資產及未分配利潤作抵押、免息及無固定還款期。

25. 受限制銀行結餘及銀行及現金結餘

於年末，本集團以人民幣計值之銀行及現金結餘相當於約52,728,000港元(二零二零年：66,499,000港元)。將人民幣兌換成外幣須受中國外匯管理條例規限。

於報告期末，本集團之受限制銀行結餘指就建設以人民幣計值之預售物業於指定賬戶入賬的保證金。

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26. TRADE, BILLS AND OTHER PAYABLES

26. 應付貿易賬款、應付票據及其他應付賬款

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Trade payables	應付貿易賬款	82,929	91,949
Amounts payable on acquisition of property, plant and equipment	收購物業、廠房及設備之應付款項	136,461	171,587
Accruals and other payables	應計費用及其他應付賬款	117,300	77,005
		336,690	340,541

The aging of bills payable at the end of the year falls within 180 days (2020: 180 days).

於年末，應付票據之賬齡為180日(二零二零年：180日)內。

An aging analysis of the trade payables at the end of the reporting period, based on invoice dates, is as follows:

以下為於報告期末按發票日期呈列之應付貿易賬款賬齡分析：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
0 to 60 days	0至60日	37,041	40,939
61 to 90 days	61至90日	1,488	6,987
Over 90 days	90日以上	44,400	44,023
		82,929	91,949

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27. CONTRACT LIABILITIES

27. 合約負債

Disclosures of revenue-related items:

收入相關項目披露：

		As at 31 December 2021	As at 31 December 2020	As at 1 January 2020
		於二零二一年 十二月三十一日 HK\$'000 千港元	於二零二零年 十二月三十一日 HK\$'000 千港元	於二零二零年 一月一日 HK\$'000 千港元
Total contract liabilities	合約負債總額	1,002,240	938,905	1,228,995
Transaction prices allocated to performance obligations unsatisfied at end of year and expected to be recognised as revenue in:	於年末分配至未達成履約責任並預期於以下年度確認為收入之交易價：			
- 2021	- 二零二一年	-	751,664	
- 2022	- 二零二二年	1,026,276	236,246	
		1,026,276	987,910	
			2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Year ended 31 December	截至十二月三十一日止年度			
Revenue recognised in the year that was included in contract liabilities at beginning of year	於年初計入合約負債之年內確認收入		-	603,833
Significant changes in contract liabilities during the year:	年內合約負債之重大變動：			
Increase due to operations in the year	本年度因營運而增加		67,149	207,303
Transfer of contract liabilities to revenue	轉移合約負債至收益		(980)	(554,016)

A contract liability represents the Group's obligation to transfer products or services to a customer for which the Group has received consideration from the customer.

合約負債指本集團因收取客戶代價而須轉讓產品或服務予客戶之責任。

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28. BORROWINGS

28. 借貸

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Bank loans	銀行貸款	122,520	166,012
Other borrowing	其他借貸	85,000	85,000
		207,520	251,012
Analysed as:	分析為：		
Secured	有抵押	122,520	166,012
Unsecured	無抵押	85,000	85,000
		207,520	251,012

At 31 December 2021, bank loans were secured by the properties under development held by the Group located in Nanning with carrying value of approximately HK\$444,004,000 (2020: HK\$274,711,000).

於二零二一年十二月三十一日，銀行貸款由本集團持有的發展中物業提供擔保，該等物業位於南寧，賬面值約為444,004,000港元(二零二零年：274,711,000港元)。

Bank borrowings for the years are denominated in RMB. And other borrowings for the years are denominated in HK\$.

各年度之銀行借貸均以人民幣計值。各年度之其他借貸均以港元計值。

Other borrowing of HK\$85,000,000 was unsecured and repayable within 1 year. The effective interest rates per annum at the end of the years were as follows:

其他借貸85,000,000港元為無抵押及須於1年內還款。於各年度末的實際年利率如下：

		2021 二零二一年	2020 二零二零年
Borrowings:	借貸：		
Fixed-rate	定息	8.00%-8.50%	8.00%-8.50%

The borrowings are repayable as follows:

借貸須於以下時間償還：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
On demand or within one year	按要求或一年內	207,520	251,012

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29. AMOUNT DUE TO THE CONTROLLING SHAREHOLDER

The amounts are unsecured, non-interest bearing, and had no fixed term of repayment.

29. 應付控股股東賬款

餘額為無抵押、免息及無固定還款期限。

30. DEFERRED TAX

The following are the detailed deferred tax liabilities and assets recognised by the Group.

30. 遞延稅項

以下為本集團確認之遞延稅項負債及資產之詳情。

		Properties for sale under development 發展中 待售物業 HK\$'000 千港元	Revaluation of property, plant and equipment 重估物業、 廠房及設備 HK\$'000 千港元	Revaluation of investment properties 重估 投資物業 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2020	於二零二零年一月一日	85,487	8,713	5,093	99,293
Credit to consolidated statement of profit or loss	計入綜合損益表	(22,642)	-	(313)	(22,955)
Currency realignment	貨幣調整	4,024	517	296	4,837
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日	66,869	9,230	5,076	81,175
Credit to consolidated statement of profit or loss	計入綜合損益表	(32,521)	(7,555)	3,297	(36,779)
Transfer	轉撥	(1,398)	-	1,398	-
Currency realignment	貨幣調整	1,714	188	279	2,181
At 31 December 2021	於二零二一年十二月三十一日	34,664	1,863	10,050	46,577

At the end of the reporting period, subject to the agreements with the tax authority, the Group has unused tax losses of approximately HK\$222,286,000 (2020: HK\$200,432,000) for subsidiaries incorporated in Hong Kong available for offset against future profits of approximately HK\$222,286,000 (2020: HK\$200,432,000) and such tax losses may be carried forward indefinitely. No deferred tax asset has been recognised for these tax losses due to the unpredictability of future profit streams of those subsidiaries.

於報告期末，須經稅務機關同意，本集團於香港註冊成立之附屬公司之未動用稅項虧損約為222,286,000港元（二零二零年：200,432,000港元），可用作對銷未來溢利約222,286,000港元（二零二零年：200,432,000港元），該等稅項虧損可無限期結轉。由於未能預測該等附屬公司之日後溢利來源，故未有就該等稅項虧損確認遞延稅項資產。

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31. SHARE CAPITAL

31. 股本

		Note	Number of	HK\$'000
		附註	shares	千港元
			股份數目	
Authorised:	法定：			
Ordinary shares of HK\$0.10 each	每股0.10港元之普通股			
At 1 January 2020, 31 December 2020, 1 January 2021 and 31 December 2021	於二零二零年一月一日、二零二零年十二月三十一日、二零二一年一月一日及二零二一年十二月三十一日		2,000,000,000	200,000
Issued and fully paid:	已發行及繳足：			
At 1 January 2020, 31 December 2020, 1 January 2021	於二零二零年一月一日、二零二零年十二月三十一日、二零二一年一月一日		1,196,485,700	119,649
Issue of shares upon share placement	股份配售後發行股份	1	40,008,000	4,001
At 31 December 2021	於二零二一年十二月三十一日		1,236,493,700	123,650

Note

- 1 On 25 June 2021, the Company entered into a placing agreement with a placing agent in respect of the placement of up to 75,000,000 ordinary shares of HK\$0.10 each to independent investors at a price of HK\$0.40 per share. On 20 July 2021, 40,008,000 shares were issued and allotted, after netting off the share issue expenses of approximately HK\$363,000, the premium on the issue of shares amounted to approximately HK\$11,639,000 was credited to the Company's share premium account.

Capital management

The Group's primary objective when managing capital is 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 and services commensurately with the level of risk and by securing access to finance at a reasonable cost. The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buyback shares, raise new debts, redeem existing debts or sell assets to reduce debts.

附註

- 1 於二零二一年六月二十五日，本公司與配售代理訂立有關按每股0.40港元的價格配售最多75,000,000股每股0.10港元的普通股予獨立投資者的配售協議。於二零二一年七月二十日，40,008,000股股份獲配發及發行，經扣除股份發行開支約363,000港元後，發行股份之溢價約11,639,000港元已計入本公司之股份溢價賬。

資本管理

本集團管理資本的主要目標乃為保障本集團持續經營的能力，使之能透過因應風險水平為產品及服務定價及以合理成本獲取融資，繼續為股東帶來回報並使其他利益相關者受惠。本集團管理資本時，以保障本集團可持續經營之能力，同時通過優化債項及股本平衡，為股東爭取最大回報為目標。

本集團根據經濟環境變化管理資本架構並作出調整。為維持或調整資本架構，本集團可能調整派付股息、發行新股、回購股份、新增債務、贖回現有債務或出售資產以減輕債務。

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32. RESERVES

(a) The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Reserves of the Company

		Share premium	Capital redemption reserve	Contributed surplus	Share-based payment reserve	Convertible bond reserve	Accumulated losses	Total
		股份溢價	股本贖回儲備	實繳盈餘	以股份為基礎付款儲備	可換股債券儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2020	於二零二零年一月一日	826,773	624	29,509	6,594	15,983	(413,194)	466,289
Profit for the year	本年度溢利	-	-	-	-	-	375,075	375,075
Release upon expiry of convertible option on bonds	債券可換股期權屆滿後解除	-	-	-	-	(15,983)	15,983	-
Lapse of share options	購股權失效	-	-	-	(344)	-	344	-
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	826,773	624	29,509	6,250	-	(21,792)	841,364
Loss for the year	本年度虧損	-	-	-	-	-	(234,207)	(234,207)
Issue of shares upon share placement	股份配售時發行股份	11,639	-	-	-	-	-	11,639
Lapse of share options	購股權失效	-	-	-	(6,250)	-	6,250	-
At 31 December 2021	於二零二一年十二月三十一日	838,412	624	29,509	-	-	(249,749)	618,796

(c) Nature and purpose of reserves of the Group

(i) Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and is not distributable but may be applied in paying up unissued shares of the Company to be issued to the shareholders of the Company as fully paid bonus shares or in providing for the premiums payable on repurchase of shares.

(ii) Capital redemption reserve

Capital redemption reserve arose from the reduction of the nominal value of the issued share capital of the Company upon the cancellation of the repurchased shares.

32. 儲備

(a) 本集團之儲備金額及其變動詳情於綜合損益及其他全面收益表及綜合權益變動表呈列。

(b) 本公司之儲備

(c) 本集團儲備之性質及用途

(i) 股份溢價

股份溢價指因按超過每股面值之價格發行股份而產生之溢價，且不得分派，惟可以繳足紅股之形式用於繳足將發行予本公司股東之本公司未發行股份或用於支付購回股份應付之溢價。

(ii) 股本贖回儲備

股本贖回儲備乃因本公司註銷購回股份令已發行股本面值減少而產生。

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32. RESERVES (CONTINUED)

(c) Nature and purpose of reserves of the Group (Continued)

(iii) Capital reserve

Capital reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation in 1998.

(iv) Share-based payment reserve

The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees and directors of the Group recognised in accordance with the accounting policy adopted for share-based payments in Note 4 to the consolidated financial statements.

(v) Contributed surplus

The contributed surplus of the Company represents the difference between the consolidated shareholders' funds of Kith Limited at the date on which it was acquired by the Company, and the nominal amount of the Company's shares issued for the acquisition at the time of the group reorganisation in 1998.

Under the Companies Act of Bermuda, the contributed surplus account of the Company is available for distribution. However the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- it is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

32. 儲備(續)

(c) 本集團儲備之性質及用途(續)

(iii) 資本儲備

資本儲備指收購附屬公司股份面值與本公司在一九九八年進行集團重組當時就收購事項所發行股份面值之差額。

(iv) 以股份為基礎付款儲備

以股份為基礎付款儲備指根據綜合財務賬目附註4內就以股份為基礎付款採納之會計政策計算授予本集團僱員及董事之未行使購股權實際或估計數目之公平值。

(v) 實繳盈餘

本公司之實繳盈餘指 Kith Limited 於被本公司收購當日之綜合股東資金與本公司在一九九八年進行集團重組當時就收購事項所發行之股份面值之差額。

根據百慕達公司法，本公司之實繳盈餘賬可供分派。然而，本公司在下列情況下不可以宣派或派付股息，或分派實繳盈餘內之款項：

- 倘當時或在派付後無法償還其到期應付之負債；或
- 倘其資產之可變現價值將因而少於其負債、已發行股本及股份溢價賬之總和。

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32. RESERVES (CONTINUED)

(c) Nature and purpose of reserves of the Group (Continued)

(vi) *Foreign currency translation reserve*

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 4 to the consolidated financial statements.

(vii) *Asset revaluation reserve*

Assets revaluation reserve has been set up and are dealt with in accordance with the accounting policies adopted for property, plant and equipment in Note 4 to the consolidated financial statements.

(viii) *Convertible bond equity reserve*

The convertible bonds equity reserve represents the value of the unexercised equity component of convertible bonds issued by the Company recognised in accordance with the accounting policy adopted for convertible bonds in Note 4 to the consolidated financial statements.

(ix) *Other reserve*

Other reserves represent the amount of enterprise expansion fund capitalised by the relevant PRC subsidiaries and the difference between the net proceeds received or paid after deducting the transaction costs and the adjustment to the non-controlling interests resulted from the equity transaction with non-controlling interests.

32. 儲備(續)

(c) 本集團儲備之性質及用途(續)

(vi) *外幣匯兌儲備*

外幣匯兌儲備包括所有自換算境外業務財務賬目產生之外匯差額。儲備乃根據綜合財務賬目附註4之會計政策處理。

(vii) *資產重估儲備*

本公司已設立資產重估儲備，並根據綜合財務賬目附註4就物業、廠房及設備採納之會計政策處理。

(viii) *可換股債券權益儲備*

可換股債券權益儲備指根據綜合財務賬目附註4內就可換股債券採納之會計政策計算本公司所發行可換股債券未行使權益部分之價值。

(ix) *其他儲備*

其他儲備乃指有關中國附屬公司予以資本化之企業發展基金金額，以及經扣除與非控股權益進行股權交易所產生之交易成本及非控股權益調整後，所收取或支付之款項淨額之差異。

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33. EQUITY-SETTLED SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants include the full-time and part-time employees, executives, officers, directors, business consultants, agents, legal and financial advisers of the Company and the Company’s subsidiaries. The Scheme became effective on 13 June 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue as at 23 May 2017. The maximum number of shares issuable under the Scheme to each eligible participant within any 12-month period, is limited to 1% of the shares of the Company in issue as at 23 May 2017. Any further grant of shares options in excess of this limit is subject to shareholders’ approval in a general meeting.

Details of the share options are as follows:

33. 以權益結算之購股權計劃

本公司設有購股權計劃(「計劃」)，旨在鼓勵及嘉獎為本集團業務之成功作出貢獻之合資格參與者。合資格參與者包括本公司及本公司附屬公司之全職及兼職僱員、行政人員、主任、董事、業務顧問、代理、法律及財務顧問。計劃於二零一二年六月十三日起生效，除非另有取消或修訂，否則自該日起十年內仍然有效。

根據計劃，現時可授出之未行使購股權數目最多可相等於其獲行使時佔本公司於二零一七年五月二十三日之已發行股份之10%。於任何十二個月期間內，根據計劃每位合資格參與者可獲發行的股份最高數目，以本公司於二零一七年五月二十三日之已發行股份的1%為限。任何額外授出超越此限額的購股權須在股東大會上獲股東批准。

購股權之詳情如下：

		Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of share options 購股權數目
Outstanding at 1 January 2020	於二零二零年一月一日未行使	0.85	15,300,000
Lapsed during the year	年內已失效	0.85	(800,000)
Outstanding at 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及 二零二一年一月一日未行使	0.85	14,500,000
Lapsed during the year	年內已失效	0.85	(14,500,000)
Outstanding at 31 December 2021	於二零二一年十二月三十一日未行使	–	–
Exercisable at	於以下日期可行使		
31 December 2020	二零二零年十二月三十一日		14,500,000
31 December 2021	二零二一年十二月三十一日		–

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33. EQUITY-SETTLED SHARE OPTION SCHEME (CONTINUED)

33. 以權益結算之購股權計劃(續)

Details of the specific categories of options are as follows:

購股權之具體類別詳情如下：

Categories 類別	Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元
2016A 二零一六年A	11/11/2016 二零一六年十一月十一日	1 year 1年	11/11/2017 to 10/11/2021 二零一七年十一月十一日至 二零二一年十一月十日	0.85
2016B 二零一六年B	11/11/2016 二零一六年十一月十一日	2 years 2年	11/11/2018 to 10/11/2021 二零一八年十一月十一日至 二零二一年十一月十日	0.85
2016C 二零一六年C	11/11/2016 二零一六年十一月十一日	3 years 3年	11/11/2019 to 10/11/2021 二零一九年十一月十一日至 二零二一年十一月十日	0.85

The options outstanding at the end of the year have a weighted average remaining contractual life of nil years (2020: 0.86 years) and the exercise price is HK\$0.85 (2020: HK\$0.85). The share options were granted on 11 November 2016. The estimated fair values of the options on those dates are approximately HK\$10,473,000.

年末未行使購股權之加權平均餘下合約期限為零年(二零二零年：0.86年)及行使價為0.85港元(二零二零年：0.85港元)。購股權已於二零一六年十一月十一日授出。購股權於該等日期之估計公平值約為10,473,000港元。

These fair values were calculated using the Binomial model. The inputs into the model are as follows:

該等公平值以二項式模式計算。模式之輸入數據如下：

Weighted average share price	HK\$0.85	加權平均股價	0.85港元
Weighted average exercise price	HK\$0.85	加權平均行使價	0.85港元
Expected volatility	63%	預期波幅	63%
Expected life	2-4 years	預期年限	2-4年
Risk free rate	0.84%	無風險利率	0.84%
Expected dividend yield	0%	預期股息收益率	0%

Expected volatility was determined by calculating the historical volatility of the Company's share price over the previous 4 years. The expected life used in the model has been adjusted, based on the Group's best estimate, for the effects of non transferability, exercise restrictions and behavioural considerations.

預期波幅透過計算本公司過去4年股價的歷史波幅而釐定。模式內所用預期年限已基於本集團之最佳估計就不可轉讓、行使限制及行為性的考慮因素的影響作出調整。

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34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Changes in liabilities arising from financing activities

The following table shows the Group's changes in liabilities arising from financing activities during the year:

34. 綜合現金流量表附註

融資活動產生之負債變動

下表載列年內本集團融資活動產生之負債變動：

		Lease liabilities	Borrowings	Amount due to the Controlling Shareholder	Convertible bonds	Total liabilities from financing activities
		租賃負債	借貸	應付控股股東賬款	可換股債券	融資活動之負債總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 January 2020	於二零二零年一月一日	26,738	263,784	52,495	43,893	386,910
Changes in cash flows	現金流量變動	(8,463)	(22,508)	(56,498)	(60,000)	(147,469)
Non-cash changes	非現金變動					
Loss on early redemption of Convertible Bonds	提早贖回可換股債券之虧損	-	-	-	15,706	15,706
Interest expenses	利息開支	1,575	20,338	2,893	-	24,806
Imputed interest expense	估計利息開支	-	-	-	1,579	1,579
Interest payable	應付利息	-	(20,338)	1,178	(1,178)	(20,338)
Currency realignment	貨幣調整	885	9,736	-	-	10,621
At 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日	20,735	251,012	68	-	271,815
Changes in cash flows	現金流量變動	(4,687)	(48,276)	(28)	-	(52,991)
Non-cash changes	非現金變動					
Interest expenses	利息開支	1,727	20,346	-	-	22,073
Interest payable	應付利息	-	(20,346)	-	-	(20,346)
Currency realignment	貨幣調整	4,723	4,784	1	-	9,508
At 31 December 2021	於二零二一年十二月三十一日	22,498	207,520	41	-	230,059

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35. SUMMARISED FINANCIAL POSITION OF THE COMPANY

35. 本公司財務狀況概要

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	8	44,089
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司之賬款	870,808	1,029,078
Other receivables, deposits and prepayments	其他應收賬款、訂金及預付款項	941	656
Bank and cash balances	銀行及現金結餘	76	980
		871,825	1,030,714
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他應付賬款	36,697	28,722
Amounts due to subsidiaries	應付附屬公司賬款	175	-
Amount due to the Controlling Shareholder	應付控股股東賬款	7,515	68
Other borrowings	其他借貸	85,000	85,000
		129,387	113,790
Net current assets	流動資產淨值	742,438	916,924
NET ASSETS	資產淨值	742,446	961,013
Capital and reserves	資本及儲備		
Share capital	股本	123,650	119,649
Reserves	儲備	618,796	841,364
TOTAL EQUITY	權益總額	742,446	961,013

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36. CONTINGENT LIABILITIES

At the end of the reporting period, the Group and the Company did not have any significant contingent liabilities (2020: Nil).

37. LITIGATIONS

As at 31 December 2021, certain subsidiaries of the Company were involved in litigation or claims of material importance arising in the ordinary course of business as follows:

On 25 October 2021, Tesson Shenzhen, a subsidiary of the Company, filed a claim with the People's Court in Bao An district, Shenzhen city, against a supplier (the "Supplier"), claiming for the repayment of purchase of equipments at the amount of approximately RMB11,069,000 (equivalent to approximately HK\$13,562,000) and penalty of approximately RMB6,192,000 (equivalent to approximately HK\$7,586,000). The Supplier counterclaimed against Tesson Shenzhen for property loss of approximately RMB19,264,000 (equivalent to approximately HK\$23,602,000) and other loss. As at the date of approving these consolidated financial statements, the trial is still in progress.

As at 31 December 2021, certain subsidiaries of the Group are defendants on the lawsuits in addition to the abovementioned, accordingly bank balances of these subsidiaries in total of approximately RMB26,009,000 (equivalent to approximately HK\$31,886,000) was frozen by the court. The Group was also involved in a dispute on certain investments in the subsidiaries with the non-controlling shareholders of these subsidiaries. The Group's management believed that the claim was without merit and the possibility of a significant loss arising from the dispute was remote and therefore no provision of the claims was considered necessary. Save as disclosed above, during the year ended 31 December 2021, no member of the Group is subject to any litigation, arbitration or claim of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against any member of the Group.

36. 或然負債

於報告期末，本集團及本公司並無任何重大或然負債(二零二零年：無)。

37. 訴訟

於二零二一年十二月三十一日，本公司若干附屬公司牽涉之於日常業務過程中產生的重大訴訟或申索如下：

二零二一年十月二十五日，本公司一間附屬公司天臣深圳向深圳市寶安區人民法院提起訴訟，向供應商(「供應商」)要求發還購買設備之款項約人民幣11,069,000元(相當於約13,562,000港元)及罰款約人民幣6,192,000元(相當於約7,586,000港元)。供應商向天臣深圳反訴財產損失約人民幣19,264,000元(相當於約23,602,000港元)及其他損失。於批准該等綜合財務賬目之日，審訊仍然進行中。

於二零二一年十二月三十一日，本集團若干附屬公司亦為除上述訴訟外其他訴訟之被告，因此該等附屬公司的銀行結餘合共約人民幣26,009,000元(相當於約31,886,000港元)被法院凍結。本集團亦就若干附屬公司的投資與該等附屬公司的非控股股東發生糾紛。本集團管理層認為，該索賠沒有理據，因該糾紛造成重大損失的可能性甚小，因此認為無需計提索賠。除上文所披露者外，截至二零二一年十二月三十一日止年度，本集團成員公司均無任何重大訴訟、仲裁或索賠，且就董事所知，本集團成員公司亦無任何尚未解決或受到威脅的重大訴訟或索賠。

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38. LEASE COMMITMENTS

The Group as lessor

At the end of the year, the Group had contracted with tenants for the following future minimum lease payments:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within one year	一年內	1,717	835
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	8,995	3,654
After five years	五年後	10,107	3,486
		20,819	7,975

38. 租賃承擔

本集團作為租賃方

於年末，本集團與租戶訂立以下未來最低租賃付款合同：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Within one year	一年內	1,717	835
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	8,995	3,654
After five years	五年後	10,107	3,486
		20,819	7,975

39. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the year are as follows:

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Contracted but not provided for – Property, plant and equipment	已訂約但未撥備 – 物業、廠房及設備	40,462	40,435

39. 資本承擔

於年末，本集團之資本承擔如下：

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Contracted but not provided for – Property, plant and equipment	已訂約但未撥備 – 物業、廠房及設備	40,462	40,435

40. RELATED PARTY TRANSACTIONS

Interest expenses on Convertible Bonds and amount due to the Controlling Shareholder

可換股債券及應付控股股東賬款之利息開支

Key management personnel remuneration

The emoluments of the Company's Directors, who are also identified as members of key management of the Group, are set out in Note 14.

40. 關連人士交易

主要管理人員之薪酬

本公司董事(同時亦是本集團主要管理層之成員)之酬金載於附註14。

		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Interest expenses on Convertible Bonds and amount due to the Controlling Shareholder	可換股債券及應付控股股東賬款之利息開支	-	4,472

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

The table below lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the financial position of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

Particulars of the Company's principal subsidiaries at the end of the years are as follows:

Name 名稱	Notes 附註	Place of incorporation/ registration 成立/註冊地點	Issued/paid-up capital 已發行/繳足股本	Percentage of the Company's indirect ownership interest 本公司間接擁有權益百分比		Principal activities 主要業務
				2021 二零二一年	2020 二零二零年	
天臣新能源(深圳)有限公司	1	The PRC	RMB850,000,000	95.00%	95.00%	Trading of lithium ion battery products
Tesson New Energy (Shen Zhen) Limited		中國	人民幣850,000,000元			買賣鋰離子電池產品
天臣新能源有限公司	2	The PRC	RMB1,000,000,000	64.60%	64.60%	Manufacturing of lithium ion battery products
Tesson New Energy Company Limited*		中國	人民幣1,000,000,000元			生產鋰離子電池產品
天臣新能源研究南京有限公司	2	The PRC	RMB150,000,000	81.32%	81.32%	Research and development centre
Tesson New Energy Research (Nanjing) Limited*		中國	人民幣150,000,000元			研發中心
南京容州文化產業投資有限公司	2	The PRC	RMB200,000,000	64.60%	64.60%	Property holding
Nanjing Rongzhou Cultural Industry Investment Company Limited*		中國	人民幣200,000,000元			物業控股
南昌市容州投資有限公司	2	The PRC	RMB20,000,000	40.92%	40.92%	Property development
Nanchang Rongzhou Investment Company Limited*		中國	人民幣20,000,000元			物業發展
南寧容州文化傳播有限公司	2	The PRC	RMB20,000,000	61.37%	61.37%	Property development
Nanjing Rongzhou Cultural Broadcasting Company Limited*		中國	人民幣20,000,000元			物業發展
廣州靈眾廣告有限公司	2	The PRC	RMB5,836,735	31.30%	31.30%	Cultural service
Guangzhou Lingzhong Advertising Company Limited*		中國	人民幣5,836,735元			文化服務
天臣新能源(渭南)有限公司	2	The PRC	RMB450,000,000	95.00%	95.00%	Manufacturing of lithium ion battery products
Tesson New Energy (Weinan) Limited		中國	人民幣450,000,000元			生產鋰離子電池產品

Notes

- The company is a sino-foreign equity joint venture established in the PRC.
- These companies are limited liability company established in the PRC.

下表載列董事認為會對本年度業績產生重大影響或構成本集團財務狀況主要部分之本公司附屬公司。董事認為，如載列其他附屬公司之詳情，會使資料過於冗長。

於年末，本公司主要附屬公司之資料如下：

附註

- 該公司為於中國成立的中外合資企業。
- 此等公司為於中國成立的有限公司。

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41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

41. 本公司主要附屬公司之資料(續)

The following table shows information of subsidiaries that have non-controlling interests ("NCI") material to the Group as at 31 December 2021. The summarised financial information represents amounts before inter-company eliminations.

下表列示於二零二一年十二月三十一日擁有對本集團而言屬重大之非控股權益(「非控股權益」)之附屬公司之資料。概約財務資料指集團內公司間抵銷前之金額。

Name 名稱		Nanchang Investment 南昌投資		Tesson New Energy Company Limited [^] 天臣新能源有限公司 [^]	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Principal place of business and country of incorporation	主要業務經營地點及註冊成立國家		PRC 中國		PRC 中國
% of ownership interests and voting rights held by NCI	非控股權益持有之擁有權權益及投票權之百分比(%)	59.08%	59.08%	35.40%	35.40%
At 31 December:	於十二月三十一日：				
Non-current assets	非流動資產	46,191	23,682	411,729	545,050
Current assets	流動資產	784,394	670,930	483,152	238,323
Current liabilities	流動負債	(800,628)	(660,676)	(863,441)	(288,246)
Non-current liabilities	非流動負債	(4,220)	(3,527)	17,498	(9,068)
Net assets	資產淨值	25,737	30,409	48,938	486,059
Accumulated NCI	累計非控股權益	15,205	17,966	17,324	172,064
Year ended 31 December:	截至十二月三十一日止年度：				
Revenue	收益	537	603,833	157,691	149,171
(Loss)/profit for the year	本年度(虧損)/溢利	(5,597)	206,116	(291,134)	(86,411)
Total comprehensive (loss) income	全面(虧損)收益總額	(5,597)	206,116	(193,914)	(60,494)
(Loss)/profit allocated to NCI	分配至非控股權益之(虧損)/溢利	(3,307)	121,773	(103,061)	(30,589)
Dividends distributed to NCI	已分派予非控股權益之股息	-	-	-	-
Net cash used in operating activities	經營活動所用之現金淨額	(336,620)	(74,477)	(119,052)	(7,517)
Net cash (used in)/generated from investing activities	投資活動(所用)/所得之現金淨額	(2,736)	10,989	16,171	444
Net cash generated from financing activities	融資活動所得之現金淨額	340,271	54,857	101,432	185,287
Net increase/(decrease) in cash and cash equivalents	現金及現金等值物之增加/(減少)淨額	915	(8,631)	(1,449)	178,214

[^] included its subsidiaries

[^] 包括其附屬公司

42. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

42. 批准綜合財務賬目

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 31 May 2022.

綜合財務賬目已由董事會於二零二二年五月三十一日批准及授權刊發。

SUMMARY OF PROPERTIES

物業概要

PROPERTIES FOR SALES UNDER DEVELOPMENT

發展中待售物業

Location	Purpose	Approximate site area (sq.m.)	Approximate gross floor area (sq.m.)	Group's interest	Stage of completion	Year of completion/ expected completion
地點	用途	概約場地面積 (平方米)	概約總建築面積 (平方米)	本集團權益	完成進度	完成/預計完成年度
Rongzhou Gangjiucheng, Wuhuzhong Road, South of 320 National Highway, Wangcheng New District, Nanchang City, Jiangxi Province, PRC* 中國江西省南昌市新建區望城新區320國道南面物華中路容州港九城	Residential and commercial 住宅及商業	99,973	373,740	40.92%	Under development 發展中	2018 – 2022 二零一八年至二零二二年
Fengxiang Terrace-Rongzhou Cultural Centre, North of Fengling Section, Minzu Avenue, Qingxiu District, Nanning, Guangxi, PRC* 中國廣西南寧市青秀區民族大道鳳嶺段北面	Residential and commercial 住宅及商業	13,148	85,215	61.37%	Under development 發展中	2022 二零二二年



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