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BoardWare

BoardWare Intelligence Technology Limited
博維智慧科技有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 1204

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chao Ka Chon
Ms. Chiu Koon Chi
Ms. Lei Sok Han
Mr. Ng Hong Kei

Non-executive Director

Mr. Li Haodong

INEDs

Mr. Man Wing Pong
Mr. U Seng Pan
Mr. Suen Chi Wai

AUDIT COMMITTEE

Mr. Man Wing Pong (*Chairman*)
Mr. U Seng Pan
Mr. Suen Chi Wai

REMUNERATION COMMITTEE

Mr. U Seng Pan (*Chairman*)
Mr. Chao Ka Chon
Mr. Suen Chi Wai

NOMINATION COMMITTEE

Mr. Suen Chi Wai (*Chairman*)
Mr. Chao Ka Chon
Mr. Man Wing Pong

COMPLIANCE ADVISER

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(formerly known as China Tonghai Capital Limited)
5/F and 24/F (Rooms 2401 and 2412)
Wing On Centre
111 Connaught Road Central
Hong Kong

AUTHORISED REPRESENTATIVES

Mr. Chao Ka Chon
Mr. Tsang Tik Man
Ms. Chiu Koon Chi (alternate to the authorised representatives)

COMPANY SECRETARY

Mr. Tsang Tik Man

董事會

執行董事

周家俊先生
趙冠芝女士
李淑嫻女士
吳鴻祺先生

非執行董事

李浩東先生

獨立非執行董事

文永邦先生
余成斌先生
孫志偉先生

審計委員會

文永邦先生(*主席*)
余成斌先生
孫志偉先生

薪酬委員會

余成斌先生(*主席*)
周家俊先生
孫志偉先生

提名委員會

孫志偉先生(*主席*)
周家俊先生
文永邦先生

合規顧問

華富嘉洛企業融資有限公司
(前稱中國通海企業融資有限公司)
香港
干諾道中111號
永安中心
5樓及24樓(2401及2412室)

授權代表

周家俊先生
曾迪文先生
趙冠芝女士(替任授權代表)

公司秘書

曾迪文先生

CORPORATE INFORMATION 公司資料

LEGAL ADVISER

As to Hong Kong law

Howse Williams

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18 Chater Road
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有關香港法律

何韋律師行

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中環
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REGISTERED OFFICE IN THE CAYMAN ISLANDS

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HEADQUARTERS OF THE GROUP IN MACAU

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本集團澳門總部

澳門
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335–341號獲多利中心
15樓I–Q及X座

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九龍九龍灣
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開曼群島股份過戶登記總處

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17/F, Far East Finance Centre
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香港股份過戶登記分處

卓佳證券登記有限公司

香港
夏愨道16號
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CORPORATE INFORMATION 公司資料

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*Certified Public Accountants and
Registered Public Interest Entity Auditor*
22/F, Prince's Building
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COMPANY'S WEBSITE

www.boardware.com

STOCK CODE

1204

LISTING DATE

15 July 2022

獨立核數師

羅兵咸永道會計師事務所
執業會計師及
註冊公眾利益實體核數師
香港
中環
太子大廈22樓

主要往來銀行

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澳門
蘇亞利斯博士大馬路
中國銀行大廈

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本公司網站

www.boardware.com

股份代號

1204

上市日期

2022年7月15日

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the Board, I am delighted to present the annual report of the Group for FY2022. Meanwhile, I, on behalf of the Company, hereby express my wholehearted gratitude to all stakeholders, including but not limited to the Shareholders, employees, customers, suppliers, business partners and vendors, for their ongoing trust and confidence in the Group and continuous support for the Group's business development throughout the tough and challenging year of 2022.

The Shares were successfully listed on the Main Board of the Stock Exchange by way of the Global Offering on 15 July 2022. This marked an important milestone to the development of the Group in another stage.

Since the outbreak of the COVID-19 pandemic in early 2020, a series of precautionary and control measures had been undertaken by governments across the world including Hong Kong, Macau and the PRC, those measures limited the business development of the Group in such regions. The strict border closing policy between Hong Kong, Macau and the PRC delayed the original investment plans of customers in the IT related projects, which adversely affected the Group's financial performance in the second half of FY2022.

Although the outbreak of COVID-19 pandemic continues, the governments of Hong Kong, Macau and the PRC started easing the strict precautionary and control measures in late 2022 to foster the recovery of the economy. In addition, the finalisation of the arrangement for gaming operator license renewal also removed another uncertainty in Macau.

Despite the Group encountered adverse economic impacts resulting from the outbreak of COVID-19 pandemic in Macau, Hong Kong and the PRC, the Group still recorded an increase in the revenue from approximately HK\$534.3 million for FY2021 to approximately HK\$580.8 million for FY2022, representing an increase by approximately HK\$46.5 million or 8.7%.

The Group is rooted in Macau and Hong Kong, and positions itself as an integrated IT service provider by providing high quality enterprise IT solution service and distribution for customers in both regions. In addition, the Group also notices a lot of emerging business opportunities in the PRC, especially in the Greater Bay Area, with the support policies from Macau and the PRC government conducive to Macau based enterprises. The Group has invested and has extended its business in the PRC since 2021. During FY2022, the Group endeavored to reduce the reliance on the Macau market with a remarkable progress. The revenue generated from the PRC increased from approximately HK\$0.2 million for FY2021 to approximately HK\$41.1 million for FY2022. It is also a strong proof for the correct direction of the Group's business development.

尊敬的股東：

本人謹代表董事會欣然提交本集團2022年財年的年度報告。同時，本人謹代表本公司衷心感謝所有利益相關者，包括但不限於股東、僱員、客戶、供應商、業務合作夥伴及賣方，感謝彼等於艱難且充滿挑戰的2022年一直對本集團的信任及信心以及對本集團業務發展的持續支持。

股份於2022年7月15日以全球發售方式在聯交所主板成功上市。此乃標誌著本集團的發展進入另一階段的重要里程碑。

自2020年初COVID-19疫情爆發以來，包括香港、澳門及中國在內的世界各國政府已採取一系列防控措施，該等措施限制本集團於該等地區的業務發展。隨著香港、澳門與中國之間嚴格的邊境關閉政策，推遲我們客戶對IT相關項目的原定投資計劃，從而對本集團於2022年財年下半年的財務業績產生不利影響。

儘管COVID-19疫情持續爆發，惟香港、澳門及中國政府於2022年底開始放寬嚴格的防控措施，以促進經濟復甦。此外，澳門的另一項不確定性亦因博彩運營商牌照續期安排的最終敲定而得以消除。

儘管本集團因澳門、香港及中國爆發COVID-19疫情而受到不利經濟影響，本集團收入仍錄得增長，由2021年財年的約534.3百萬港元增至2022年財年的約580.8百萬港元，增幅為約46.5百萬港元或8.7%。

本集團植根於澳門及香港，為兩地客戶提供優質的企業IT解決方案服務及分銷，定位為綜合IT服務供應商。此外，本集團亦注意到，隨著澳門及中國政府的扶持政策有利於澳門企業，中國將會迎來更多商機，特別是大灣區。自2021年以來，本集團於中國進行投資並擴充其業務。於2022年財年，本集團努力減少其對澳門市場的依賴，並於此方面取得重大進展，來自中國的收益由2021年財年的約0.2百萬港元增至2022年財年的約41.1百萬港元。此乃本集團業務發展方向正確的有力證明。

CHAIRMAN'S STATEMENT 主席報告

Even amid the challenges over FY2022, the Group is resilient under the tough economic environment. Other than strengthening its leading position as an IT solutions provider in Macau by providing core IT solutions with up-to-date technology and maintaining business relationship with existing customers, the Group will explore and identify new business opportunities in the PRC in order to seize new business opportunities from the recovery of the economy in Hong Kong, Macau and the PRC, especially in the Greater Bay Area.

On top of this, the Group is actively looking for new elements to existing IT solutions and potential new business opportunities. The Group is aware of the increasing importance and popularity of using artificial intelligence in different industries and established AIoT and BCI team, which specialise in (i) developing brain-computer interaction and related sense technology and sensory-induced Electroencephalography signal acquisition technology; and (ii) developing own eco-system which could integrate with different functions in different industries in the market in FY2022. As at 31 December 2022, there were 57 employees in R&D department in the PRC. The Group expects the number of employees under R&D team will grow continuously in 2023. Also, the Group contemplates the possibility of conducting fund raising from market investors and financial institutions in the PRC for such R&D. When the market and related technology become mature, the Group wishes to commercialise certain products with BCI features, which is believed to be another profit driver to the Group in the future.

With the talented and experienced management as well as R&D team, the Group will continue to assess potential business opportunities in a cautious manner and enhance the Shareholders' value in the future.

Yours sincerely,

Chao Ka Chon
Chairman and Executive Director
Hong Kong, 30 March 2023

儘管2022年財年挑戰重重，本集團於此艱難的經濟環境下仍表現出強勁的韌性。除了透過提供具有最新技術的核心IT解決方案並保持與現有客戶的業務關係，加強其作為澳門IT解決方案供應商的領先地位，本集團將於中國發掘及物色新商機，以把握香港、澳門及中國(特別是大灣區)經濟復甦帶來的新商機。

此外，本集團正積極尋找現有IT解決方案的新元素及潛在的新商機。於2022年財年，本集團意識到人工智能於不同行業的應用日益重要且普及，並建立AIoT及BCI團隊，專注於(i)發展腦機互動及相關場景技術以及感官誘發腦電訊號採集技術；及(ii)發展自身的生態系統，可於市場上整合不同行業的各種功能。截至2022年12月31日，中國研發部門有57名員工。本集團預計2023年研發團隊的員工人數將持續增長。此外，本集團考慮向市場投資者及金融機構在中國境內籌集資金用於進行該等研發的可能性。本集團希望於市場及相關技術成熟時將若干具有BCI特性的產品進行商業化，相信此舉將成為未來本集團溢利的另一驅動力。

憑藉優秀且經驗豐富的管理層及研發團隊，未來本集團將繼續審慎評估潛在商機，提升股東價值。

謹啟

主席兼執行董事
周家俊
香港，2023年3月30日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INDUSTRY OVERVIEW AND OUTLOOK

IT solutions involve the design, supply, integration, operation and maintenance of IT systems. IT solutions could be primarily categorised into two components, namely (i) enterprise IT solutions and (ii) distribution and resale of hardware and software. Enterprise IT solutions could be further categorised as (i) Professional IT services, (ii) Managed services, (iii) lease income from IT equipment and (iv) IT maintenance and consultancy services.

As an IT solutions provider and authorised distributor, the Group introduces IT products and services, and provides related IT solutions to the local markets, including Macau and Hong Kong, and provides IT solution services covering procurement and integration, Managed services and maintenance services to the end users in Macau and Hong Kong. The Group also distributes IT products to IT solutions providers and resellers. The Group had extended its footprint to the Greater Bay Area since FY2021 and executed several IT solutions projects during FY2022.

The adverse effect on the economy resulting from COVID-19 pandemic has been eased along with the border reopening policy in the PRC, Hong Kong and Macau. The Group expects the growth of IT industry in the Greater Bay Area will resume to a remarkable growth for the following reasons:

- (a) the demands for professional IT solutions, even during the period of severe COVID-19 pandemic, from various customers in different industries remain strong. However, the pandemic limited their budgets and plans on the IT infrastructure refurbishment. It is expected that those customers will accelerate and continue its original plans on IT infrastructure refurbishment and new project investment along with the rapid post-COVID recovery in the PRC, Hong Kong and Macau;
- (b) the uncertainty on the arrangement of the new gaming operator license renewal during FY2022 limited the plans and budgets on IT infrastructure refurbishment investment of existing operators during FY2022. The Group expects those demands will resume quickly along with the successful renewal of new 10-year gaming operator license in December 2022;
- (c) the new 10-year gaming operator license was finalised in December 2022, and operators pledged to invest and support the development of non-gaming industries in Macau in coming years under the new requirements of the license. With the increasing efforts from the Macau government in diversifying away from its reliance on gaming industry, the Group expects that it will benefit indirectly from the increasing demand for IT solutions relating to the investments to be made by those operators in the coming years;

行業概覽及展望

IT解決方案涉及設計、供應、整合、營運及維護IT系統。IT解決方案可主要分為兩部分，即(i)企業IT解決方案及(ii)分銷及轉售硬件及軟件。企業IT解決方案可進一步歸類為(i)專業IT服務、(ii)託管服務、(iii) IT設備租賃收入及(iv) IT維護及諮詢服務。

作為IT解決方案供應商及認可分銷商，本集團引入IT產品及服務，並向當地市場(包括澳門及香港)提供相關IT解決方案，及向澳門及香港的終端用戶提供IT解決方案服務，涵蓋採購及集成、託管服務及維護服務。本集團亦向IT解決方案供應商及轉售商分銷IT產品。自2021年財年以來，本集團已將其足跡擴展至大灣區，並於2022年財年執行多項IT解決方案項目。

隨著中國、香港及澳門通關政策全面開放，COVID-19疫情對經濟造成的不利影響得以緩解。本集團預計，大灣區的IT產業將恢復顯著增長，原因如下：

- (a) 不同行業的各種客戶對專業IT解決方案的需求依然強勁，即使COVID-19疫情嚴重時期亦是如此。然而，疫情限制其對IT基礎設施翻新的預算及計劃。預計隨著中國、香港及澳門於COVID疫情後的迅速恢復，有關客戶將加快並繼續其原有IT基礎設施翻新計劃及新項目投資；
- (b) 2022年財年新博彩運營商牌照續期安排的不確定性限制了現有運營商於2022年財年的IT基礎設施翻新投資的計劃及預算。本集團預計，隨著為期10年的新博彩運營商牌照於2022年12月成功續期，該等需求將快速恢復；
- (c) 為期10年的新博彩業牌照已於2022年12月落實，而運營商承諾未來數年根據牌照的新規定投資及支持澳門非博彩行業的發展。隨著澳門政府日益努力由對博彩業的依賴轉向多元化，本集團預計未來數年將間接受益於與該等運營商將作出投資於相關的IT解決方案需求的增長；

MANAGEMENT DISCUSSION AND ANALYSIS

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- (d) the Macau government will adopt the “1+4” adequate diversification development strategy to enrich Macau’s function as “One Centre” for integrated tourism and leisure, while facilitating the development of four nascent industries, namely the “Big Health” industry; modern financial services; high technology; and conferences and exhibitions, commerce and trade, and culture and sports in “2023 Policy Address”. The Group expects the demand of IT solutions in the above sectors will increase along with the increasing influence of IT elements in business operations;
- (e) the Group will leverage the technical know-how and experience in Macau and will extend its service scope by extending its comprehensive enterprise IT solution business on top of the existing distribution business and IT maintenance and consultancy services in Hong Kong and the Greater Bay Area in coming years;
- (f) with the intensified competitions over gaming and hospitality industry, market participants endeavor to create a better and immersive experience to customers by adding new features and value-added services on the existing IT infrastructure; and
- (g) the development of 5G Network, advancement and popularisation of data analytics, increased infrastructure requirements for emerging technology adoption and increased data exposure would also continuously drive the demand for IT solutions in Macau.
- (d) 澳門政府在「2023年施政報告」中將採取「1+4」充分多元化發展戰略，豐富澳門作為「一個中心」的綜合旅遊休閒功能，同時促進四個新興產業的發展，即「大健康」產業；現代金融服務；高新科技；以及會議展覽、商業貿易及文化體育。本集團預計，隨著IT元素在業務運營中的影響力日增，上述行業對IT解決方案的需求將增加；
- (e) 本集團將利用在澳門的技術知識及經驗，基於香港及大灣區現有的分銷業務及IT維護與諮詢服務，在未來幾年內擴展其服務範圍，開展全面的企業IT解決方案業務；
- (f) 隨著博彩及酒店業競爭加劇，市場參與者在現有IT基礎設施上增加新功能及增值服務，努力為客戶創造更好及沉浸式的體驗；及
- (g) 5G網絡的發展、數據分析的進步及普及、新興技術應用的基礎設施需求增加以及數據曝光率增加，也將持續推動澳門對IT解決方案的需求。

The following emerging business opportunities in Macau and the Greater Bay Area also offer a platform for the Group to expand its business:

Supportive governmental policies in promoting smart city

The Macau government has been actively promoting the development of smart city for several years. According to the “Government of Macau SAR Five Years Development Plan (2016–2020)” published in 2016, “Technology Innovation and Smart City Working Group” has been introduced to establish a comprehensive and hierarchical system to assist higher institution and research institutes to develop Macau into a smart city. The overall direction aims to integrate smart technologies into urban management, government services, medical services, transportation management, tourism and custom services by utilising advanced IT. Such smart city development will boost the demand for IT solutions services in Macau. For FY2022, the Group engaged and completed certain relevant projects for the Macau government. The Group expects to participate in more similar projects in 2023.

以下在澳門及大灣區的新興商業機遇也為本集團提供拓展業務的平台：

政府推動智慧城市的扶持政策

澳門政府多年來一直積極推動智慧城市的發展。根據2016年發佈的《澳門特別行政區五年發展規劃(2016年至2020年)》，已引入「科技創新與智慧城市工作組」，以建立全面及分級體系，協助更多機構及研究機構將澳門發展為智慧城市。整體方向旨在利用先進IT，將智能技術融入城市管理、政府服務、醫療服務、交通管理、旅遊及海關服務。此種智慧城市發展將推動澳門對IT解決方案服務的需求。於2022年財年，本集團為澳門政府承接並完成若干相關項目。本集團預計於2023年參與更多類似項目。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Implementation of IOT network

The “Outline of Development Plan for Guangdong-Hong Kong-Macao Greater Bay Area” 《粵港澳大灣區發展規劃綱要》 aims to build up a smart urban agglomeration. In order to facilitate the development of smart city within the Greater Bay Area, Macau government has invested extensive resources to conduct research and development on the implementation of the IoT network over the years. As a result, along with the development of 5G network and supportive governmental policies, the rapid development of IoT in Macau will directly drive the demand for IT solutions in coming years.

Development of Fin-tech and e-commerce services

In May 2020, People’s Bank of China, China Banking and Insurance Regulatory Commission, China Securities Regulatory Commission and State Administration of Foreign Exchange issued “Opinions on Financial Support for The Construction of The Guangdong-Hong Kong-Macao Greater Bay Area” 《關於金融支持粵港澳大灣區建設的意見》 which stated the development direction and emphasised the cooperation of financial institutions within the Greater Bay Area. In response to the development goal, Macau government will provide financial incentives to local small and medium enterprises and help them develop e-Commerce and cross-border e-Commerce business, as well as popularising digital payment system.

R&D of BCI and metaverse technology

The Group is in the process of developing a new technology platform and products with BCI features, which could create synergy on the existing IT solution offered by the Group and such technology could be implanted to products from other fields, including but not limited to, healthcare, smart auto-mobile, smart home and smart wearable devices.

In 2022, the Group established AIoT team and BCI team in the PRC, which specialises in (i) developing brain-computer interaction and related sense technology and sensory-induced Electroencephalography signal acquisition technology; and (ii) developing own eco-system which could integrate with different functions in different industries in the market. As at 31 December 2022, there are 57 employees in R&D department in the PRC. The Group expected the number of employees under R&D team will grow continuously in FY2023. Also, the Group contemplates the possibility of conducting fund raising from market investors and financial institutions in the PRC for such R&D.

實施物聯網網絡

《粵港澳大灣區發展規劃綱要》旨在建設智慧城市群。為促進大灣區智慧城市的發展，澳門政府多年來已投入大量資源進行實施物聯網網絡的研發。因此，隨著5G網絡的發展及政府的扶持政策，澳門物聯網的快速發展將直接推動未來幾年對IT解決方案的需求。

金融科技及電子商務服務的發展

於2020年5月，中國人民銀行、中國銀行保險監督管理委員會、中國證券監督管理委員會及國家外匯管理局發佈《關於金融支持粵港澳大灣區建設的意見》，訂明發展方向，並強調大灣區金融機構的合作。為響應發展目標，澳門政府將向當地中小企業提供財務獎勵，並協助其發展電子商務及跨境電子商務業務以及普及數碼化支付系統。

研發BCI及元宇宙技術

本集團正在開發具有BCI功能的新技術平台及產品，此舉可與本集團提供的現有IT解決方案產生協同效應，且相關技術可植入其他領域的產品，包括但不限於醫療保健、智能汽車、智能家居及智能可穿戴設備。

2022年，本集團在中國建立AIoT團隊及BCI團隊，專注於(i)發展腦機互動及相關場景技術以及感官誘發腦電訊號採集技術；及(ii)發展自身的生態系統，可於市場上整合不同行業的各種功能。截至2022年12月31日，中國研發部門有57名員工。本集團預計2023年財年研發團隊的員工人數將持續增長。此外，本集團考慮向市場投資者及金融機構在中國境內籌集資金用於進行該等研發的可能性。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During FY2022, the Group achieved prospective R&D progress in BCI technology and an experimental product, namely BCI headband, was developed. It is a non-invasive BCI interactive product which consists of brain-computer headband, standardised brain-computer access module, brain-computer operating system and other applicable products. It is a connector between virtual world and reality together with multi-sensory interaction, allowing users to enter multi-scenario application ecosystem in metaverse industry. The Group plans to commercialise BCI headband when the technology and operating environment become mature.

The Group's non-invasive BCI headband is a closed loop control system, which is a device that could automatically analyse, execute, and regulate a system to maintain at desired state without human interaction. Along with the advancement of signal acquisition and decoding technology, BCI technology also offers feedback to users and improve the interactive experience in metaverse. BCI technology is widely applied in fields such as medical rehabilitation, the AIoT and the metaverse industry.

At the same time, the Group is also in the process of developing the "Metaverse Public Cloud Platform Space", which is based on the self-developed 3-dimension reconstruction algorithm and artificial intelligence rendering algorithm. It enables users to quickly create virtual characters and interact with each other in "Metaverse Public Cloud Platform Space".

Individual users can also use SaaS platform tools to customise virtual characters with reference to character-library in the "Metaverse Public Cloud Platform Space", which enables users to build different scenarios quickly. The Group has successively tested such technology in different scenarios, such as metaverse exhibition, metaverse education, metaverse entertainment and metaverse cultural tour. BCI is a vehicle adhered with the consciousness from users, and it allows users to communicate between the virtual world and reality without any limitation.

BCI is one of the important human-computer interaction technologies for the integration and connection between virtual world and reality, and it is expected to be widely applied and used in the future in different aspects with the increasing importance in different fields. The Group has made a blueprint in the development of BCI technology and metaverse. It is expected that such technology will become another profit driver for the Group in the future.

於2022年財年，本集團在BCI技術方面取得預期研發進展，並開發了一款實驗性產品（即BCI頭環）。其為一款非侵入式BCI交互產品，由腦機頭環、標準化腦機接入模塊、腦機操作系統及其他適用產品組成。其連接虛擬世界與現實，可多感官交互，讓用戶進入元宇宙行業的多場景應用生態系統。本集團計劃於技術及營運環境成熟時將BCI頭環商業化。

本集團的非侵入式BCI頭環為閉環控制系統，是一款可自動分析、執行及調節系統以保持理想狀態的設備，無需人類交互。隨著信號採集及解碼技術的進步，BCI技術亦為用戶提供反饋，並改善元宇宙的交互體驗。BCI技術廣泛應用於醫療康復、AIoT、元宇宙行業等領域。

同時，本集團亦正在開發基於自主研發的三維重建算法及人工智能渲染算法的「元宇宙公共雲平台空間」。其使用戶能夠在「元宇宙公共雲平台空間」中快速創建虛擬角色並進行交互。

個人用戶亦可使用SaaS平台工具，參考「元宇宙公共雲平台空間」中的角色庫來定製虛擬角色，此舉可使用戶能夠快速搭建不同的場景。本集團先後在元宇宙展覽、元宇宙教育、元宇宙娛樂及元宇宙文化旅遊等不同場景測試了該技術。BCI是一種依附於用戶意識的載體，令用戶能夠不受任何限制地在虛擬世界和現實之間進行交流。

BCI是虛擬世界與現實融合及連接的重要人機交互技術之一，隨著其在各領域的重要性不斷提高，未來有望在各個方面得到廣泛應用及使用。本集團在BCI技術及元宇宙方面制定了發展藍圖。預期日後該技術將成為本集團的另一溢利驅動力。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Listing on the Main Board of the Stock Exchange

The Shares were successfully listed on the Main Board of the Stock Exchange (Stock Code: 1204.HK) by way of the Global Offering on 15 July 2022. This marked an important milestone of the Company.

Opportunities in the PRC

Looking forward, the Group would excel its existing competitive strengths to maintain its leading position in Macau and capture further business opportunities in Hong Kong and the PRC, especially in the Greater Bay Area.

One of the subsidiaries of the Group is located in Hengqin, a city positioned at the stage of developing tourism, leisure, healthcare, commercial and financial services, culture, science, education, and high-tech industries in the Greater Bay Area, and hence the IT solutions demand in Hengqin is predicted to grow at a remarkable pace. The preferential tax treatment for enterprises that are conducive to Macau's economic diversification would further put the Group to an advantageous position in exploring the market and business opportunities in Hengqin.

The Group believes subsidiaries located in Hengqin and Zhuhai are complementary to each other and will create synergy for the growth of the business in the PRC in the future.

BUSINESS REVIEW

During FY2022, the Group continuously maintained its leading position in the Macau IT solutions market by providing comprehensive and high-quality end-to-end Enterprise IT solutions to customers under various sectors in Macau, Hong Kong and the PRC as well as conducting distribution business in Hong Kong and resale business in Macau and the PRC.

Despite the impact of the COVID-19 pandemic persisted in FY2022, the number of orders under the business segment of distribution and resale has increased, resulting in a growth of the Group's revenue for FY2022.

The revenue of the Group increased from approximately HK\$534.3 million for FY2021 to approximately HK\$580.8 million for FY2022, representing an increase of 8.7% as compared to that of FY2021.

聯交所主板上市

股份於2022年7月15日成功以全球發售的方式在聯交所主板上市(股份代號：1204.HK)，標誌著本公司的重要里程碑。

於中國的機遇

展望未來，本集團將發揮其現有競爭優勢，保持其在澳門的領先地位，並把握香港及中國(特別是大灣區)的其他商機。

本集團其中一間附屬公司位於大灣區橫琴，而橫琴正著力發展旅遊、休閒、保健、商業及金融服務、文化、科學、教育及高科技產業，因此橫琴的IT解決方案需求可望有顯著增長。向有利澳門經濟多元化的企業提供的稅務優惠待遇，將進一步造就本集團在開拓橫琴市場及商機時佔據利好位置。

本集團相信位於橫琴及珠海的附屬公司相輔相成，並將為未來在中國的業務增長創造協同效應。

業務回顧

2022年財年，本集團繼續透過向澳門、香港及中國各行各業客戶提供全面及優質的端對端企業IT解決方案，以及分別在香港和澳門及中國進行分銷業務和轉售業務，保持在澳門IT解決方案市場的領先地位。

儘管2022年財年COVID-19疫情影響持續，惟分銷及轉售業務分部的訂單數量有所增加，帶動本集團於2022年財年的收益上揚。

本集團的收益由2021年財年約534.3百萬港元增加至2022年財年約580.8百萬港元，較2021年財年增加8.7%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Enterprise IT solutions

The revenue from Enterprise IT solutions decreased from approximately HK\$395.0 million for FY2021 to approximately HK\$357.5 million for FY2022. Such decrease was attributable to the net effect of the increase in the revenue from Managed services by approximately HK\$5.6 million and the decrease in the revenue from Professional IT services and IT equipment leasing by approximately HK\$26.6 million and HK\$16.0 million respectively. The change in revenue under Professional IT services was mainly due to the decrease in the revenue recognised from the significant contracts resulting from the completion of major parts of contracts as well as the adverse impact from the resurgence of COVID-19 pandemic which delayed budget allocations for building or upgrading the IT infrastructure from customers. The decrease in revenue from IT equipment leasing was mainly due to the decrease in the number and scale of projects with lease component. In addition, the increase in the revenue from Managed services was driven by the increase in the demand for related services from the market.

With increasing awareness of cyber security along with supportive policies in Macau and Hong Kong and the development of customers' network and sales channel in the PRC, the Group expects the demand of Enterprise IT services would remain strong in 2023. On top of strengthening the competitive edge of the Group in IT industry by expanding and exploring more business opportunities in Managed services and IT maintenance and consultancy services, the Group would proactively seek for new business opportunities in the Greater Bay Area which help diversify the revenue from different geographical locations. During FY2022, the Group achieved promising progress in expanding the business in the PRC, in which the revenue generated from the PRC increased from approximately HK\$0.2 million for FY2021 to approximately HK\$41.1 million for FY2022. On the other hand, the Group could also benefit from steady revenue source from Managed services and IT maintenance and consultancy services due to its recurring nature.

Distribution and resale

During FY2022, the Group continuously acted as a distributor by partnering with system vendors or their authorised distributors in the sale and distribution of a selected range of hardware and associated system relating to corporate mobility and cybersecurity solutions in Hong Kong. Furthermore, the Group expanded its business in the PRC by committing several resale orders with large order value. The ease of the shortage of chips for network-related products also allowed the Group to fulfill the outstanding orders received in prior year.

企業IT解決方案

企業IT解決方案的收益由2021年財年約395.0百萬港元減少至2022年財年約357.5百萬港元。該減少是由於託管服務的收益增加約5.6百萬港元，而專業IT服務及IT設備租賃的收益分別減少約26.6百萬港元及16.0百萬港元的淨影響所致。專業IT服務的收益變化主要是由於重大合約的主要部分完成而導致確認該等合約的收益減少，以及COVID-19疫情反覆的不利影響，延遲了建設或升級客戶IT基礎設施的預算分配。IT設備租賃收益減少主要是由於包含租賃組成部分的項目數量及規模減少。此外，市場對相關服務的需求增加，也帶動了託管服務的收益增加。

隨著在澳門和香港的扶持政策下網絡安全意識提高，加上在中國發展客戶網絡及銷售渠道，本集團預計在2023年，企業IT服務的需求將保持強勁。除了透過拓展及探索更多託管服務和IT維護及諮詢服務的商機，加強本集團於IT行業的競爭優勢外，本集團將積極於大灣區物色新商機，從而有助將來自不同地理位置的收益多元化。於2022年財年本集團在擴展中國業務方面取得可喜的進展，其中來自中國的收益由2021年財年的約0.2百萬港元增加至2022年財年的約41.1百萬港元。另一方面，由於其經常性性質使然，本集團亦可從託管服務和IT維護及諮詢服務的穩定收益來源中受惠。

分銷及轉售

2022年財年，本集團繼續以分銷商的身份與系統供應商或其認可分銷商合作，在香港銷售及分銷選定範圍的硬件及與企業移動及網絡安全解決方案有關的相關系統。此外，本集團透過承接幾張大額轉售訂單，擴充了在中國的業務。網絡相關產品芯片短缺問題得以緩解，亦讓本集團完成了上一年所接獲的未完成訂單。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Resulting from the abovementioned development of the Group, the revenue from distribution and resale increased from approximately HK\$139.3 million for FY2021 to approximately HK\$223.3 million for FY2022. Such increase in the amount was attributable to the increase in the number of resale orders with large order value in the PRC and fulfilment of outstanding orders of wireless LAN products in Hong Kong.

FINANCIAL REVIEW

Revenue

The total revenue increased by approximately HK\$46.5 million or 8.7% to approximately HK\$580.8 million for FY2022 from approximately HK\$534.3 million for FY2021. The increase was primarily attributable to the aggregate effect of the decrease in revenue generated from Enterprise IT solutions business by approximately HK\$37.5 million and the increase in revenue generated from distribution and resale business by approximately HK\$84.0 million. For explanations of such change in revenue, please refer to the section headed "BUSINESS REVIEW" in this annual report.

Cost of sales

The cost of sales increased by approximately HK\$58.3 million or 13.8% to approximately HK\$480.5 million for FY2022 from approximately HK\$422.2 million for FY2021. The extent of the increase in cost of sales was greater than that of the revenue for FY2022, the reason was mainly due to the decrease in the number of projects with higher gross profit margin and the increase in the revenue from distribution and resale business which generated lower gross profit margin as compared to that of Enterprise IT solutions business.

Gross profit and gross profit margin

The gross profit decreased by approximately HK\$11.7 million or 10.4% to approximately HK\$100.4 million for FY2022 from approximately HK\$112.1 million for FY2021. The decrease in the gross profit and gross profit margin was attributable to the decrease in the profit margin resulting from (i) the resurgence of COVID-19 pandemic in Macau in the second half of FY2022; (ii) the decrease in the number of newly-accepted projects with higher gross profit margin during FY2022; and (iii) the increase in the contribution of the revenue from distribution and resale business which generated lower gross profit margin as compared to that of Enterprise IT solutions business.

由於本集團的上述發展，分銷及轉售收益由2021年財年約139.3百萬港元增加至2022年財年約223.3百萬港元。該金額增加是由於在中國訂單價值較大的轉售訂單數量增加，以及在香港完成無線局域網產品的未完成訂單。

財務回顧

收益

總收益由2021年財年的約534.3百萬港元增加約46.5百萬港元或8.7%至2022年財年的約580.8百萬港元。增加主要由於企業IT解決方案業務所得的收益減少約37.5百萬港元及分銷及轉售業務所得的收益增加約84.0百萬港元之綜合影響所致。有關收益變動的解釋，請參閱本年報「業務回顧」一節。

銷售成本

銷售成本由2021年財年的約422.2百萬港元增加約58.3百萬港元或13.8%至2022年財年的約480.5百萬港元。2022年財年銷售成本增幅大於收益增幅，主要因為毛利率更高的項目數量減少，以及分銷及轉售業務的收益增加，與企業IT解決方案業務相比，其毛利率較低。

毛利及毛利率

毛利由2021年財年的約112.1百萬港元減少約11.7百萬港元或10.4%至2022年財年的約100.4百萬港元。毛利及毛利率下降乃因下列各項造成毛利下降：(i) 2022年財年下半年澳門COVID-19疫情反覆；(ii) 2022年財年具較高毛利率的新受理項目數量減少；及(iii) 分銷及轉售業務的收益貢獻增加，與企業IT解決方案業務相比，其毛利率較低。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other income and other net gains

Other income and other net gains increased by approximately HK\$3.6 million or 289.5% to approximately HK\$4.8 million for FY2022 from approximately HK\$1.2 million for FY2021. The increase was mainly attributable to the one-off subsidy for the purpose of providing financial support due to the prolonged unexpected impact of the COVID-19 pandemic in Hong Kong and the subsidy for employees' benefit expenses as well as the rental subvention for offices in the PRC.

Selling and distribution expenses

The selling and distribution expenses increased by approximately HK\$5.9 million or 31.5% to approximately HK\$24.6 million for FY2022 from approximately HK\$18.7 million for FY2021. The increase was mainly attributable to (i) the increase in the salaries payable to the salespersons and commission expenses resulting from the expansion of the selling and marketing team for FY2022 and (ii) the increase in sponsorship expenses in which the Group participated to promote its business and market presence in Hong Kong and the PRC.

General and administrative expenses

The general and administrative expenses increased by approximately HK\$5.5 million or 8.9% to approximately HK\$67.2 million for FY2022 from approximately HK\$61.7 million for FY2021. The increase was mainly attributable to the increase in entertaining and travelling expenses, depreciation of property, plant and equipment and right-of-use assets, auditors' remuneration and legal and professional expenses upon Listing.

R&D expenses

The R&D expenses increased by approximately HK\$6.7 million for FY2022. It mainly represents the costs incurred by AIoT and BCI teams newly established in the PRC, which specialise in the development of core technologies widely applied in metaverse experience, including three-dimension reconstruction, haptic feedback, iris recognition technology, artificial intelligence, IoT, and edge computing, aiming to develop a metaverse eco-system for new users' experience and enhance the existing IT solutions provided by the Group in the future.

其他收入及其他收益淨額

其他收入及其他收益淨額由2021年財年的約1.2百萬港元增加約3.6百萬港元或289.5%至2022年財年的約4.8百萬港元。增加主要由於因香港COVID-19疫情比預期有更長遠影響而作出一次性補助所提供的財政支持，以及僱員福利開支及為中國補貼辦公室提供租金補貼。

銷售及分銷開支

銷售及分銷開支由2021年財年的約18.7百萬港元增加約5.9百萬港元或31.5%至2022年財年的約24.6百萬港元。增加主要由於(i)2022年財年銷售及營銷團隊擴充，導致應付銷售人員薪金及佣金開支增加及(ii)本集團為推廣其在香港及中國的業務及市場地位而所參與贊助的開支增加。

一般及行政開支

由2021年財年的約61.7百萬港元增加約5.5百萬港元或8.9%至2022年財年的約67.2百萬港元。增加主要由於酬酢及差旅開支、物業、廠房及設備以及使用權資產折舊、核數師薪酬及上市後法律及專業費用增加。

研發開支

2022年財年的研發開支增加約6.7百萬港元，主要指在中國新成立的AIoT及BCI團隊所產生的成本，有關團隊專門開發廣泛應用於元宇宙體驗的核心技術，包括三維重建、觸覺反饋、虹膜識別技術、人工智能、物聯網、邊緣計算等，旨在日後發展新用戶體驗的元宇宙生態系統並提升本集團所提供的現有IT解決方案。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Finance costs – net

The finance costs – net decreased by approximately HK\$0.7 million or 41.2% to approximately HK\$1.0 million for FY2022 from approximately HK\$1.7 million for FY2021. The decrease was mainly attributable to the increase in the finance income from bank deposits by approximately HK\$0.5 million, netting off by the combined effect of (i) the increase in the finance costs from the borrowings during FY2022; and (ii) the decrease in finance costs from the financial liability with redeemable right which was lapsed and derecognised upon Listing.

Income tax expense

The income tax expense decreased by approximately HK\$2.6 million or 43.3% to approximately HK\$3.4 million for FY2022 from approximately HK\$6.0 million for FY2021. The decrease was mainly attributable to the decrease in profit before income tax from FY2021 to FY2022. The listing expenses, which are non-deductible items for computing assessable profit during FY2022 and FY2021, and unrecognised tax loss in the PRC have led to the high effective tax rate of approximately 51.3% and 20.0% for FY2022 and FY2021, respectively.

Profit for the year

As a result of the foregoing reasons, the profit for the year of the Group for FY2022 decreased by approximately HK\$20.8 million or 86.7% to approximately HK\$3.2 million for FY2022 from approximately HK\$24.0 million for FY2021.

TREASURY POLICY

The Group has adopted a conservative approach towards its treasury policies and thus maintained a healthy liquidity position throughout FY2022. The Group strives to reduce exposure to credit risk by assessing the potential customer's credit quality, define credit limit by customer and conducting regular meetings and reviews on the overdue status of the customers. To manage liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Company to finance the Group's operations and meet its short-term and long-term funding requirements.

融資成本 – 淨額

融資成本 – 淨額由2021年財年的約1.7百萬港元減少約0.7百萬港元或41.2%至2022年財年的約1.0百萬港元。減少主要由於銀行存款的融資收入增加約0.5百萬港元，並經由(i) 2022年財年來自借款的融資成本增加；及(ii)上市後失效及終止的可贖回權的金融負債之融資成本減少所述的綜合影響抵銷。

所得稅開支

所得稅開支由2021年財年的約6.0百萬港元減少約2.6百萬港元或43.3%至2022年財年的約3.4百萬港元。減少主要由於除所得稅前溢利於2021年財年至2022年財年減少。上市開支(即計算2022年財年及2021年財年的應課稅溢利的不可扣減項目)及於中國的未確認稅項虧損導致2022年財年及2021年財年的實際稅率高企，分別約為51.3%及20.0%。

年內溢利

由於上述原因，本集團於2022年財年的年內溢利由2021年財年的約24.0百萬港元減少約20.8百萬港元或86.7%至2022年財年的約3.2百萬港元。

庫務政策

本集團對庫務政策採取保守方針，因此於2022年財年維持穩健的流動資金狀況。本集團透過評估潛在客戶的信貸質素、按客戶釐定信貸額度及就客戶的逾期情況舉行定期會議及進行檢討，致力減低信貸風險。為管理流動資金風險，本集團監察及維持本公司管理層認為足夠的現金及現金等價物水平，以為本集團的營運提供資金及滿足其短期及長期資金需求。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

The Group financed its operations mainly through a combination of cash flow from operations and borrowings. As at 31 December 2022, the Group had cash and cash equivalents of approximately HK\$105.5 million (31 December 2021: HK\$14.5 million) that were mainly denominated in HK\$, MOP, RMB and US\$.

The gearing ratio of the Group as at 31 December 2022, which was calculated based on the total borrowings as at the respective dates, was nil (31 December 2021: approximately 18.6%).

On 23 March 2021, the Company entered into an investment agreement with one of the pre-IPO investors, DHQ (Macau). Pursuant to the agreement, the Company or Tai Wah had an obligation to repurchase the Company's ordinary Shares issued to DHQ (Macau) and the redeemable rights are recognised as a financial liability. The relevant interest rate is assessed to be 5.25%. The redeemable rights lapsed upon the successful Listing of the Company and the corresponding amount of financial liability was derecognised upon Listing. As at 31 December 2022, the Group had no financial liability for redeemable rights (31 December 2021: approximately HK\$37.9 million).

As at 31 December 2022, the Group had no borrowings (31 December 2021: approximately HK\$31.5 million), and total lease liabilities of approximately HK\$12.2 million (31 December 2021: approximately HK\$10.1 million), of which the current portion amounted to approximately HK\$6.6 million (31 December 2021: approximately HK\$6.1 million).

On 15 July 2022, the Company issued a total of 125,000,000 ordinary Shares at a price of HK\$1.08 per Share upon the completion of the Global Offering. The number of total issued Shares of the Company was increased to 500,000,000 Shares upon completion of the Capitalisation Issue and the Global Offering.

FOREIGN EXCHANGE RISK

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the Group entities' functional currency. For commercial transactions, the exposure to foreign exchange risk is minimal as the majority of subsidiaries of the Group operates in Macau and Hong Kong with most of the transactions denominated and settled in HK\$.

流動資金及財務資源

本集團主要透過結合經營所得現金流量及借款為其經營提供資金。於2022年12月31日，本集團的現金及現金等價物約為105.5百萬港元(2021年12月31日：14.5百萬港元)，主要以港元、澳門元、人民幣及美元計值。

於2022年12月31日，本集團的資本負債比率(根據於各日期的借款總額計算)為零(2021年12月31日：約18.6%)。

於2021年3月23日，本公司與一名首次公開發售前投資者大橫琴(澳門)訂立投資協議。根據協議，本公司或Tai Wah有義務向大橫琴(澳門)購回已發行本公司之普通股及可贖回權被確認為金融負債。相關利率被評定為5.25%。可贖回權於本公司成功上市後失效，相應金融負債金額於上市後終止確認。於2022年12月31日，本集團並無可贖回權的金融負債(2021年12月31日：約37.9百萬港元)。

於2022年12月31日，本集團並無借款(2021年12月31日：約31.5百萬港元)，且租賃負債總額約12.2百萬港元(2021年12月31日：約10.1百萬港元)，其中即期部分約為6.6百萬港元(2021年12月31日：約6.1百萬港元)。

於2022年7月15日，本公司於全球發售完成後按每股1.08港元的價格發行合共125,000,000股普通股。本公司已發行股份總數於資本化發行及全球發售完成後增加至500,000,000股股份。

外匯風險

當未來商業交易或已確認資產及負債以並非本集團實體功能貨幣之貨幣計值時，則會產生外匯風險。就商業交易而言，由於本集團大部分附屬公司在澳門及香港經營，而大部分交易以港元計值及結算，因此所面臨的外匯風險極低。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

For assets and liabilities, a majority of the monetary assets and liabilities are denominated in HK\$, MOP and US\$ and the foreign exchange risk is considered minimal as these currencies are pegged. The Group considers Macau and Hong Kong subsidiaries are exposed to minimal foreign exchange risk from insignificant amounts of monetary assets and liabilities denominated in RMB.

The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and tries to minimise these exposures through close monitoring. The Group did not carry out any hedging activities by using any financial instrument against its foreign currencies' during FY2022 and FY2021.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 December 2022, the Group had no capital commitments (31 December 2021: approximately HK\$0.9 million).

As at 31 December 2022 and 31 December 2021, the Group did not have any significant contingent liabilities.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There was no significant investment, material acquisition or disposal of subsidiaries and affiliated companies by the Group during FY2022. Save for the future plans as disclosed under the section headed "Future Plans and Use of Proceeds" in the Prospectus, there was no plan for material investments or capital assets as at 31 December 2022.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2022, the Group employed a total of 249 employees (including four executive Directors and excluding one non-executive Director and three INEDs, as compared to a total of 189 employees as at 31 December 2021). The remuneration packages that the Group offers to its employees include salary, commissions, discretionary bonuses, pension scheme and other cash subsidies. In general, the Group determines employee salaries based on each employee's qualifications, position and seniority. The Group has designed an annual review system to assess the performance of its employees, which forms the basis of its decisions with respect to salary raises, bonuses and promotions. The total staff costs incurred by the Group for FY2022 were approximately HK\$90.2 million compared to approximately HK\$72.7 million for FY2021. Various on-the-job trainings were provided to the employees based on their job duties' needs.

就資產及負債而言，大部分貨幣資產及負債以港元、澳門元及美元計值，且由於該等貨幣掛鈎，因此外匯風險被視為極低。本集團認為澳門及香港附屬公司因以人民幣計值的小額貨幣資產及負債而面臨的外匯風險微乎其微。

本集團通過定期檢討本集團的淨外匯風險來管理外匯風險，並通過密切監控盡量減少該等風險。本集團於2022年財年及2021年財年並無利用任何金融工具對其外幣進行任何對沖活動。

資本承擔及或然負債

於2022年12月31日，本集團並無資本承擔（2021年12月31日：約0.9百萬港元）。

於2022年12月31日及2021年12月31日，本集團並無任何重大或然負債。

重大投資、重大收購或出售附屬公司及聯營公司

本集團於2022年財年並無重大投資、重大收購或出售附屬公司及聯營公司。除招股章程「未來計劃及所得款項用途」一節披露的未來計劃外，於2022年12月31日，概無重大投資或資本資產計劃。

僱員及薪酬政策

於2022年12月31日，本集團共聘用249名僱員（包括四名執行董事，但不包括一名非執行董事及三名獨立非執行董事），而於2021年12月31日，我們的僱員總數為189名。本集團向僱員提供的薪酬待遇包括薪金、佣金、酌情花紅、退休金計劃及其他現金補貼。一般而言，本集團根據每名僱員的資歷、職位及年資釐定僱員薪金。本集團已制定年度檢討制度，以評估其僱員的表現，並以此作為決定加薪、分紅及晉升的依據。本集團於2022年財年產生的員工成本總額約為90.2百萬港元，而2021年財年則約為72.7百萬港元。各種在職培訓已根據僱員的工作職責需求提供予僱員。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The remuneration of the Directors is decided by the Board upon recommendation from the Remuneration Committee having regard to the Group's operating results, individual performance and comparable market statistics.

PLEDGE OF ASSETS

As at 31 December 2022 and 31 December 2021, the Group did not pledge any non-financial assets including property, plant and equipment to banks or any other financial institutions. The bank deposit of HK\$53,317,000 was restricted for securing banking facilities as at 31 December 2022 (31 December 2021: HK\$2,925,000).

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

The Shares were listed on the Main Board of the Stock Exchange on 15 July 2022. Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the period from the Listing Date and up to the date of this annual report.

DIVIDEND

The Board has resolved not to recommend the declaration of final dividend for FY2022 (FY2021: nil).

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and to the best knowledge of the Board, as at the date of this annual report, the Company has maintained the public float of not less than 25% of the issued Shares as required under the Listing Rules.

USE OF PROCEEDS

The Net Proceeds from the Listing amounted to HK\$93.0 million after deducting the underwriting fees and commissions and other listing expenses borne by the Company. As at date of this annual report, the Directors are not aware of any material change to the planned use of proceeds as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The Company will use the Net Proceeds raised from the Global Offering in accordance with the intended application of the Net Proceeds as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

董事的薪酬由董事會根據薪酬委員會經考慮本集團的經營業績、個人表現及可資比較市場統計數據後作出的建議釐定。

資產質押

於2022年12月31日及2021年12月31日，本集團並無向銀行或任何其他金融機構抵押任何非金融資產(包括物業、廠房及設備)。於2022年12月31日，銀行存款53,317,000港元因取得銀行授信而受限(於2021年12月31日：2,925,000港元)。

購買、贖回或出售本公司的上市證券

股份於2022年7月15日在聯交所主板上市。自上市日期起至本年報日期止期間，本公司或其任何附屬公司概無購買、贖回或出售本公司的任何上市證券。

股息

董事議決不建議宣派2022年財年的末期股息(2021年財年：無)。

足夠公眾持股量

根據本公司公開可得的資料及就董事會所深知，截至本年報日期，本公司一直維持上市規則所規定不少於已發行股份25%的公眾持股量。

所得款項用途

扣除包銷費及佣金以及本公司承擔的其他上市開支後，上市所得款項淨額為93.0百萬港元。於本年報日期，董事並不知悉招股章程「未來計劃及所得款項用途」一節所載的所得款項計劃用途有任何重大變動。本公司將根據招股章程「未來計劃及所得款項用途」一節所載的所得款項淨額擬定用途使用全球發售籌集的所得款項淨額。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

An analysis of the planned usage of the Net Proceeds as stated in the Prospectus and the actual utilisation of the Net Proceeds for the period from the Listing Date and up to the date of this annual report is set out below:

招股章程所述的所得款項淨額的計劃用途以及自上市日期起及直至本年報日期止期間所得款項淨額的實際使用情況分析如下：

Use of proceeds	所得款項用途	Percentage of total Net Proceeds 佔全部所得款項淨額百分比	Allocation of Net Proceeds		Unutilised Net Proceeds 未動用的所得款項淨額 HK\$ million 百萬港元
			所得款項淨額分配 HK\$ million 百萬港元 (Note) (附註)	Utilised Net Proceeds as at the date of this annual report 於本年報日期已動用的所得款項淨額 HK\$ million 百萬港元	
Capturing business opportunities in the Greater Bay Area	把握大灣區的商機	43.8%	40.7	7.5	33.2
Upfront costs of two Enterprise IT solution projects	兩個企業IT解決方案項目的前期成本	30.4%	28.3	-	28.3
Strengthening the product development capabilities	加強產品開發能力	15.8%	14.7	4.5	10.2
General working capital	一般營運資金	10.0%	9.3	2.3	7.0
Total	總計	100.0%	93.0	14.3	78.7

Note: As disclosed in the Prospectus, the estimated Net Proceeds after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering, were approximately HK\$104.8 million, which was revised to HK\$94.1 million as disclosed in the Company's offer price and allotment results announcement dated 14 July 2022. The actual Net Proceeds received by the Company were approximately HK\$93.0 million. The Company intends to adjust the difference of approximately HK\$1.1 million to the business strategies in the same proportion as the original funds applied as shown in the Prospectus.

附註：誠如招股章程所披露，扣除包銷費用及佣金以及我們於全球發售中應付的估計開支後，估計所得款項淨額約為104.8百萬港元，而誠如本公司日期為2022年7月14日的發售價及配發結果公告所披露，該金額已修訂為94.1百萬港元。本公司收到的實際所得款項淨額約為93.0百萬港元。本公司擬按招股章程所示原定資金應用的相同比例，對業務策略進行差額約1.1百萬港元的調整。

Save as disclosed above, the Group has no other update on the use of Net Proceeds up to the date of this annual report. Further announcement will be published if there is any change in the use of Net Proceeds.

除上文所披露者外，截至本年報日期，本集團概無其他有關所得款項淨額用途的最新資料。倘所得款項淨額用途有任何變動，我們將進一步發佈公告。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

DIRECTORS

The Board currently consists of eight Directors, comprising four executive Directors, one non-executive Director and three INEDs. The following table sets forth certain information regarding the Directors.

董事

董事會現由八名董事組成，其中包括四名執行董事、一名非執行董事及三名獨立非執行董事。下表載列有關董事的若干資料。

Name 姓名	Age 年齡	Date of joining the Group 加入本集團日期	Date of appointment as a Director 獲委任為董事日期	Length of service 服務年限	Existing position in the Company 現於本公司的職位	Main roles and responsibilities 主要職務及責任	Relationship amongst Directors and senior management 董事及高級管理層的關係	Relationship with substantial shareholder 與主要股東的關係
Executive Directors 執行董事								
Chao Ka Chon	46	21 April 2003	18 February 2021	3 years	Chairman, CEO and executive Director	Overall management, strategic development and leading the business development of the Group	Cohabiting with Ms. Chiu as a spouse	N/A
周家俊	46歲	2003年4月21日	2021年2月18日	3年	主席、首席執行官兼執行董事	本集團的整體管理、戰略發展及領導業務發展	與配偶趙女士同居	不適用
Chiu Koon Chi	44	11 January 2011	18 February 2021	3 years	Executive Director	Overall administration, operations and human resources and marketing of the Group	Cohabiting with Mr. Chao as a spouse	Cohabiting with Mr. Chao as a spouse
趙冠芝	44歲	2011年1月11日	2021年2月18日	3年	執行董事	本集團的整體行政管理、營運及人力資源以及營銷	與配偶周先生同居	與配偶周先生同居
Lei Sok Han	45	3 June 2013	18 February 2021	3 years	Executive Director	Overall development of product solutions and marketing strategies of the Group	None	None
李淑嫻	45歲	2013年6月3日	2021年2月18日	3年	執行董事	本集團的整體發展、產品方案及營銷策略	無	無
Ng Hong Kei	35	1 July 2014	18 February 2021	3 years	Executive Director	Overall business development and business consultation of the Group	Elder brother of Mr. Ng Hong Seng, a member of the senior management team	None
吳鴻祺	35歲	2014年7月1日	2021年2月18日	3年	執行董事	本集團的整體業務發展及業務諮詢	高級管理層團隊成員之一吳鴻盛先生的胞兄	無
Non-executive Director 非執行董事								
Li Haodong	46	1 April 2021	1 April 2021	3 years	Non-executive Director	Providing strategic and development advice to the Board	None	None
李浩東	46歲	2021年4月1日	2021年4月1日	3年	非執行董事	向董事會提供策略及發展意見	無	無

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Name 姓名	Age 年齡	Date of joining the Group 加入 本集團日期	Date of appointment as a Director 獲委任為 董事日期	Length of service 服務年限	Existing position in the Company 現於本公司的職位	Main roles and responsibilities 主要職務及責任	Relationship amongst Directors and senior management 董事及高級 管理層的關係	Relationship with substantial shareholder 與主要股東的 關係
INEDs								
獨立非執行董事								
Man Wing Pong 文永邦	52	20 June 2022	20 June 2022	3 years	INED	Supervising and providing independent advice to the Board 監督及向董事會提供獨立建議	None 無	None 無
U Seng Pan 余成斌	52	20 June 2022	20 June 2022	3 years	INED	Supervising and providing independent advice to the Board 監督及向董事會提供獨立建議	None 無	None 無
Suen Chi Wai 孫志偉	58	20 June 2022	20 June 2022	3 years	INED	Supervising and providing independent advice to the Board 監督及向董事會提供獨立建議	None 無	None 無

Executive Directors

Mr. Chao Ka Chon (周家俊), aged 46, is the founder of the Group and Chairman, CEO and executive Director who is primarily responsible for the overall management, strategic development and leading the business development of the Group. Mr. Chao was appointed as a Director on 18 February 2021 and was re-designated as Chairman, CEO and an executive Director on 20 April 2021. Mr. Chao is a sole director of Tai Wah, which is a substantial Shareholder. Mr. Chao is cohabiting with Ms. Chiu as a spouse.

Mr. Chao has over 18 years of experience in the IT industry. Prior to first commencing the business operation of the Group in 2010, Mr. Chao worked at HKBN JOS (Macau) Limited (formerly known as Jardine OneSolution (Macau) Limited) which principally engages in the provision of enterprise systems in Macau and is a subsidiary of HKBN Ltd., a company listed on the Stock Exchange (stock code: 1310), as a senior account manager from March 2006 to May 2009. From June 2002 to June 2005, Mr. Chao worked as a senior system engineer and a senior system analyst at Noveland Textiles Limited (formerly known as Novetex Spinners Limited).

執行董事

周家俊先生，46歲，為本集團的創始人及主席、首席執行官及執行董事，彼主要負責本集團的整體管理、戰略發展及領導業務發展。周先生於2021年2月18日獲委任為董事，並於2021年4月20日獲調任為主席、首席執行官及執行董事。周先生為主要股東Tai Wah的唯一董事。周先生現與配偶趙女士同居。

周先生於IT行業擁有逾18年經驗。於本集團在2010年首次開展業務營運之前，周先生曾於HKBN JOS(澳門)有限公司(前稱為怡和科技(澳門)有限公司)供職，該公司乃香港寬頻有限公司(為一間於聯交所上市的公司(股份代號：1310)的附屬公司，主要於澳門從事提供企業系統服務業務，自2006年3月至2009年5月擔任高級客戶經理。自2002年6月至2005年6月，周先生於龍騰紡織有限公司(前稱為龍達毛紡有限公司)擔任高級系統工程師及高級系統分析師。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. Chao was elected as a member of 中國人民政治協商會議第十四屆廣州市委員會委員 (the 14th Guangzhou District Committee of the Chinese People's Political Consultative Conference*) on 22 January 2022 and is currently a member and a standing committee member of 中國人民政治協商會議廣州市白雲委員會 (Guangzhou Baiyun District Committee of the Chinese People's Political Consultative Conference*) since October 2021. Mr. Chao is currently a member of the 經濟發展委員會 (Economic Development Council*) since August 2021 and has been the vice chairman of 粵港澳大灣區互聯網聯盟 (the Guangdong-Hong Kong-Macao Greater Bay Area Internet Alliance*) since December 2020. Mr. Chao has been the executive vice chairman of the board of supervisors of the Macau International Industrial Technology Development Association since October 2018. Mr. Chao has also been the vice chairman of the board of supervisors of the Guangdong and Macao Federation of Industry and Commerce since July 2018.

Since launching the scholarship and internship awards programme in collaboration with the Institute of Data Science of the City University of Macau in May 2019, a programme that aims to support and cultivate talents in Macau, Mr. Chao has been the chairman of such scholarship committee and has been leading the overall co-ordination and candidates' selection process of the programme.

Mr. Chao obtained a degree of bachelor of science and a postgraduate diploma in science from The University of Auckland in New Zealand in October 2000 and June 2002, respectively. Mr. Chao was awarded "Excellence Award in Entrepreneur" by the Business Awards of Macau in November 2019.

Ms. Chiu Koon Chi (趙冠芝), aged 44, is an executive Director who is primarily responsible for the overall administration, operations and human resources and marketing of the Group. Ms. Chiu was appointed as a Director on 18 February 2021 and was re-designated as an executive Director on 20 April 2021. Ms. Chiu first joined the Group as a director of BoardWare Macau in January 2011. Ms. Chiu is also a director of each of BoardWare Macau, BoardWare HK and Synergy CCL. Ms. Chiu is cohabiting with Mr. Chao as a spouse.

Ms. Chiu has over 15 years of experience in marketing. Prior to joining the Group, Ms. Chiu worked at IDT Telecom Asia Pacific Limited, a subsidiary of IDT Corporation, a company listed on The New York Stock Exchange (stock code: NYSE:IDT), from May 2005 to July 2007 where her last position was a senior marketing officer. From June 2002 to March 2005, Ms. Chiu worked as a sales and marketing assistant at Noveland Textiles Limited (formerly known as Novetex Spinners Limited).

周先生於2022年1月22日獲選為中國人民政治協商會議第十四屆廣州市委員會委員，他目前為中國人民政治協商會議廣州市白雲委員會成員，亦自2021年10月起擔任常務委員會成員。周先生自2021年8月起至目前為經濟發展委員會成員及自2020年12月起一直為粵港澳大灣區互聯網聯盟的副主席。自2018年10月起，周先生一直為澳門國際科技產業發展協會監事會常務副會長。周先生自2018年7月起亦為粵澳工商聯會的監事會副主席。

自我們於2019年5月與澳門城市大學數據科學研究院開展獎學金及實習獎勵計劃(為於澳門支持及培養人才的計劃)以來，周先生一直擔任該計劃委員會主席，領導計劃整體的協調及候選人甄選程序。

周先生分別於2000年10月及2002年6月於新西蘭奧克蘭大學獲得理學學士學位及理學研究生文憑。於2019年11月，周先生獲得澳門商業大獎(Business Awards of Macau)頒發「企業家卓越獎」。

趙冠芝女士，44歲，為執行董事，主要負責本集團的整體行政管理、營運及人力資源以及營銷。趙女士於2021年2月18日獲委任為董事，並於2021年4月20日獲調任為執行董事。趙女士於2011年1月以博維澳門董事的身份首次加入本集團。趙女士亦為博維澳門、博維香港及智揚科技的董事。趙女士現與配偶周先生同居。

趙女士於營銷方面擁有逾15年經驗。於加入本集團前，趙女士於2005年5月至2007年7月在IDT Telecom Asia Pacific Limited任職，該公司乃萬威公司(IDT Corporation)(為一間於紐約證券交易所上市的公司，股份代號：NYSE:IDT)的附屬公司，其最後所擔任職務為高級市場營銷官。自2002年6月至2005年3月，趙女士於龍騰紡織有限公司(前稱為龍達毛紡有限公司)擔任銷售及市場營銷助理。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Ms. Chiu obtained a degree of bachelor of social sciences from Lingnan University, Hong Kong in December 2001. In July 2006, Ms. Chiu obtained a diploma in marketing from The University of Hong Kong School of Professional and Continuing Education in association with the Chartered Institute of Marketing.

Ms. Lei Sok Han (李淑嫻), aged 45, is an executive Director who is primarily responsible for the overall development of product solutions and marketing strategies of the Group. Ms. Lei was appointed as a Director on 18 February 2021 and was re-designated as an executive Director on 20 April 2021. Ms. Lei first joined the Group as a manager of the product and marketing department of BoardWare Macau on 3 June 2013 and has been a director of the aforementioned department of BoardWare Macau since April 2016. Ms. Lei is also currently a director of BoardWare Macau and BoardWare HK.

Ms. Lei has over 19 years of experience in the IT industry. Prior to joining the Group, Ms. Lei worked at CSA Automated (Macau) Limited, a subsidiary of Automated Systems Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 771), which principally engages in the provision of IT services, from September 2010 to May 2013 with her last position as an account manager in the sales & marketing department. From February 2008 to February 2009, Ms. Lei worked as a sales manager at Certis Security (Macau) Ltd., which principally engages in the provision of security services. Ms. Lei worked as a senior account manager at Mega Tecnologia Informatica Lda., a Macau IT services provider, from May 2001 to January 2008.

Ms. Lei obtained a degree of bachelor of business administration in marketing from the University of Macau in January 2001. In June 2007, Ms. Lei obtained a degree of master of business administration from CapStone University, the United States through distance learning.

Mr. Ng Hong Kei (吳鴻祺), aged 35, is an executive Director who is primarily responsible for the overall business development and business consultation of the Group. Mr. Ng was appointed as a Director on 18 February 2021 and was re-designated as an executive Director on 20 April 2021. Mr. Ng first joined the Group as a manager of the presales and consultant department of BoardWare Macau in July 2014 and was promoted to be a director of the business consultation department of BoardWare Macau in October 2018.

Mr. Ng has over 11 years of experience in the IT industry. Prior to joining the Group, Mr. Ng worked at NetCraft Information Technology (Macau) Co., Ltd., an IT solution provider in Macau, from August 2008 to October 2010 and January 2012 to May 2014 with his last position as an assistant manager of the pre-sales team.

趙女士於2001年12月獲得香港嶺南大學的社會科學學士學位。於2006年7月，趙女士獲得香港大學專業進修學院及英國特許市場學會的市場營銷文憑。

李淑嫻女士，45歲，為執行董事，主要負責本集團產品解決方案及營銷策略的整體發展。李女士於2021年2月18日獲委任為董事，並於2021年4月20日獲調任為執行董事。李女士於2013年6月3日首次以博維澳門產品及市場營銷部經理的身份加入本集團，彼自2016年4月一直擔任博維澳門上述部門的總監。李女士目前亦擔任博維澳門及博維香港的董事。

李女士於IT行業擁有逾19年經驗。於加入本集團之前，李女士於2010年9月至2013年5月在自動系統(澳門)有限公司供職，該公司乃自動系統集團有限公司(為一間於聯交所主板上市的公司，股份代號：771)的附屬公司，主要從事提供IT服務業務，其最後所擔任職務為銷售及市場營銷部客戶經理。自2008年2月至2009年2月，李女士於Certis Security (Macau) Ltd.擔任銷售經理，該公司主要從事提供安保服務業務。自2001年5月至2008年1月，李女士於澳門IT服務供應商Mega Tecnologia Informatica Lda.擔任高級客戶經理。

李女士於2001年1月獲得澳門大學工商管理(市場營銷)學士學位。於2007年6月，李女士通過遠程學習獲得美國CapStone University的工商管理碩士學位。

吳鴻祺先生，35歲，為執行董事，主要負責本集團的整體業務發展及業務諮詢。吳先生於2021年2月18日獲委任為董事，並於2021年4月20日獲調任為執行董事。吳先生於2014年7月以博維澳門售前及顧問部經理的身份首次加入本集團，於2018年10月晉升為博維澳門業務諮詢部總監。

吳先生於IT行業擁有逾11年經驗。於加入本集團之前，吳先生於2008年8月至2010年10月及於2012年1月至2014年5月在天網資訊科技(澳門)有限公司供職，該公司為澳門的IT解決方案供應商，其最後所擔任職務為售前團隊助理經理。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. Ng obtained a degree of bachelor of business administration in business information system from the University of Macau in March 2009. Mr. Ng was recognised as a Cisco certified design associate from May 2009 to October 2017, a Cisco advanced wireless design specialist from June 2009 to June 2011 and a Cisco security solutions and design specialist from August 2010 to August 2012 and from October 2014 to October 2016, by Cisco Systems, Inc.

Mr. Ng has been serving as a member of 離島區社區服務諮詢委員會 (the Islands District Community Service Advisory Committee*) of Macau since January 2019. He is currently appointed as the Deputy Coordinator of the committee for a term up to 29 January 2025.

Non-executive Director

Mr. Li Haodong (李浩東), aged 46, was appointed as a Director on 1 April 2021 and re-designated as a non-executive Director on 20 April 2021. Mr. Li is primarily responsible for providing strategic and development advice to the Board.

Mr. Li has over eight years of experience in industrial and infrastructure development and recruitment consultancy services in the PRC. Mr. Li has been a director and the general manager of DHQ (Macau), which principally engages in the provision of industrial development, project investment and management services, since December 2019. Mr. Li has been a general manager assistant of 珠海大橫琴集團有限公司 (Zhuhai Da Hengqin Group Limited*), which principally engages in the provision of infrastructure project investment, construction and industrial development, property management and consultancy services, since March 2019. Mr. Li worked at 珠海市橫琴新區英才人力資源服務有限公司 (Zhuhai Hengqin New Area Elites Human Resources Services Co., Ltd*), which principally engages in the provision of recruitment and consultancy services, from March 2016 to April 2020 as a general manager. Mr. Li worked at 珠海大橫琴建材科技發展有限公司 (Zhuhai Da Hengqin Building Material Technology Development Co. Ltd*), which principally engages in the provision of research and development of building and urban green technology development services, from June 2012 to February 2016 as a deputy general manager.

Mr. Li obtained a degree of bachelor of science in industrial automation from Guangdong University of Technology, the PRC in July 1998. Mr. Li also obtained a master of business administration degree from Beijing University of Posts and Telecommunications, the PRC in December 2008.

吳先生於2009年3月獲得澳門大學工商管理(商業信息系統)學士學位。吳先生於2009年5月至2017年10月獲Cisco Systems, Inc. 認可為Cisco認證設計助理，於2009年6月至2011年6月成為Cisco高級無線設計專家，於2010年8月至2012年8月及2014年10月至2016年10月分別成為Cisco安全解決方案及設計專家。

吳先生自2019年1月起一直擔任澳門離島區社區服務諮詢委員會的成員。彼目前獲委任為委員會副召集人，任期至2025年1月29日。

非執行董事

李浩東先生，46歲，於2021年4月1日獲委任為董事，並於2021年4月20日調任非執行董事。李先生主要負責向董事會提供策略及發展意見。

李先生在中國的工業和基礎設施發展以及招聘顧問服務方面擁有逾八年經驗。李先生自2019年12月起一直擔任大橫琴(澳門)(主要從事提供工業發展、項目投資及管理服務)的董事兼總經理。李先生自2019年3月起一直擔任珠海大橫琴集團有限公司(主要從事提供基建項目投資、建築及工業發展、物業管理及諮詢服務)的總經理助理。李先生於2016年3月至2020年4月在珠海市橫琴新區英才人力資源服務有限公司(主要從事提供招聘及諮詢服務)任職，擔任總經理。李先生於2012年6月至2016年2月在珠海大橫琴建材科技發展有限公司(主要從事提供建築物研究及開發及市區綠化科技發展服務)任職，擔任副總經理。

李先生於1998年7月獲得中國廣東工業大學工業自動化學士學位。李先生亦於2008年12月獲得中國北京郵電大學的工商管理碩士學位。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Independent non-executive Directors

Mr. Man Wing Pong (文永邦), aged 52, was appointed as an INED on 20 June 2022. He is primarily responsible for supervising and providing independent advice to the Board.

Mr. Man has over 18 years of experience in corporate finance, investment banking and asset management. Mr. Man has been working at Arion & League Capital Limited as a managing director since April 2020. Mr. Man worked at Mason Global Capital Limited from January 2019 to February 2020 as a corporate finance senior vice president. Mr. Man worked at ABCI Capital Limited from September 2014 to April 2018 with his last position as a senior vice president of the investment banking department. Mr. Man worked at RHB OSK Capital Hong Kong Limited from June 2011 to September 2014 with his last position as a senior vice president of the corporate finance department. Mr. Man worked at China Merchants Securities (HK) Co., Ltd from October 2007 to June 2011 with his last position as a manager. Mr. Man worked at Deloitte & Touche Corporate Finance Ltd from December 2004 to September 2007 with his last position as a manager.

Mr. Man obtained a degree of bachelor of social science from The Chinese University of Hong Kong in December 1993. Mr. Man obtained a master degree of financial management from Rotterdam School of Management, Erasmus University in August 2004. Mr. Man obtained a postgraduate diploma in professional accountancy from The Chinese University of Hong Kong in November 2018. Mr. Man is currently a fellow of CPA Australia, a fellow of Institute of Public Accountants, a fellow of Institute of Financial Accountants, a member of China Committee of the Hong Kong Securities and Investment Institute and a member of The Hong Kong Institute of Directors. Mr. Man is currently licensed under the SFO as a responsible officer of Silverstone Investments Limited to carry out Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities.

獨立非執行董事

文永邦先生，52歲，於2022年6月20日獲委任為獨立非執行董事。彼主要負責監督及向董事會提供獨立建議。

文先生於企業融資、投資銀行業及資產管理擁有逾18年經驗。自2020年4月起，文先生於亞利安領創資本有限公司擔任董事總經理一職。自2019年1月至2020年2月，文先生於茂宸環球資本有限公司供職，擔任企業融資高級副總裁。自2014年9月至2018年4月，文先生於農銀國際融資有限公司供職，其最後所擔任職務為投資銀行部高級副總裁。自2011年6月至2014年9月，文先生於興業僑豐融資有限公司供職，其最後所擔任職務為企業融資部高級副總裁。自2007年10月至2011年6月，文先生於招商證券(香港)有限公司供職，其最後所擔任職務為經理。文先生於2004年12月至2007年9月在德勤企業財務顧問有限公司工作，其最後所擔任職務為經理。

文先生於1993年12月獲得香港中文大學社會科學學士學位。文先生於2004年8月獲得伊拉斯姆斯大學鹿特丹管理學院財務管理碩士學位。文先生於2018年11月獲得香港中文大學專業會計學深造文憑。文先生目前為澳洲會計師公會資深會員、公共會計師協會資深會員、財務會計師公會資深會員、香港證券及投資學會的中國委員會成員及香港董事學會會員。文先生目前出任銀石投資有限公司就證券及期貨條例項下第4類(就證券提供意見)、第6類(就機構融資提供意見)及第9類(提供資產管理)受規管活動的負責人員。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. U Seng Pan (余成斌), aged 52, was appointed as an INED on 20 June 2022. He is primarily responsible for supervising and providing independent advice to the Board.

Mr. U has nearly 30 years of experience in the IT industry. Mr. U is currently a management member of Silergy Corp., a high-tech company which has the industry-leading process technology to design innovative mixed-signal and analog IC for automotive, industrial, consumer, computing and telecom equipment, since March 2023. Mr. U was the co-founder and currently Council President of Macao Institute of Industrial Technology (MIIT), a non-profit organisation and business incubator aiming for technological innovation and entrepreneurship by facilitating applied research, uniting and attracting international and cross-border high-end talents and teams for technological transformation since September 2022. Mr. U served as co-chief executive officer and a managing director of Macau of Akrostar Technology Co., Ltd, a high-tech company which principally engages in the provision of chip design and system applications with advanced semiconductor intellectual property development and services, from March 2021 to August 2022. In October 2001, Mr. U also co-founded Chipidea Microelectronics (Macau) Ltd which was acquired in 2009 by Synopsys Inc, a world leading high-tech company principally engages in the provision of advanced technologies for chip design, verification, IP integration and software security services, his last position as the research and development director until February 2021. Mr. U worked at the University of Macau from September 1994 to February 2021 with his last position as a deputy director of the State Key Laboratory of Analog and Mixed Signal VLSI and full professor of the faculty of science and technology in University of Macau.

Mr. U has been currently a member of the 經濟發展委員會 (Economic Development Council*) since August 2021 and a member of the Macao Committee for Guangdong-Hong Kong-Macao Great Bay Area Development of the Boao Forum for Asia (BFA) with his appointment valid until November 2025. Mr. U has been a committee member of 澳門特別行政區政府科技委員會 (The Technology Committee of the Government of Macau*) and 澳門特別行政區政府人才發展委員會 (The Talent Development Committee of the Government of Macau*), since August 2016 and March 2020, respectively. Mr. U has been the vice chairman of the China Semiconductor Industry Association IC Design Branch of the PRC since November 2019. Mr. U has been a committee member of the Science and Technology Commission of Ministry of Education of the People's Republic of China since March 2016 until 2021.

余成斌先生，52歲，於2022年6月20日獲委任為獨立非執行董事。彼主要負責監督並向董事會提供獨立意見。

余先生在IT行業擁有近30年的經驗。自2023年3月起，余先生一直為Silergy Corp.的管理層成員，該公司為一家高科技公司，擁有行業領先的工藝技術，為汽車、工業、消費、電腦及電信設備設計創新的混合信號及模擬集成電路。自2022年9月起，余先生為澳門產業技術研究院(MIIT)的聯合創辦人及現任理事長。MIIT為一家非牟利機構及業務孵化器，旨在透過促進應用研究，聯合及吸引國際及跨境高端人才及團隊進行技術轉型，從而實現技術創新及創業。余先生於2021年3月至2022年8月期間擔任澳門Akrostar Technology Co., Ltd. (一間主要從事提供晶片設計和系統應用以及先進半導體知識產權開發及服務的高科技公司)的聯席行政總裁及董事總經理。於2001年10月，余先生亦聯合創辦Chipidea Microelectronics (Macau) Ltd，而該公司已於2009年被Synopsys Inc (一間主要從事就晶片設計、驗證、互聯網協議(IP)集成及軟體安全服務提供先進技術的全球領先高科技公司)收購，直至2021年2月，其最後職位為研發總監。余先生於1994年9月至2021年2月在澳門大學工作，其最後職位為類比與混合信號超大型積體電路國家重點實驗室副主任及澳門大學科技學院正教授。

余先生自2021年8月起至目前為經濟發展委員會成員，並為博鰲亞洲論壇粵港澳大灣區發展澳門委員會委員，任期至2025年11月。余先生分別自2016年8月及2020年3月起擔任澳門特別行政區政府科技委員會及澳門特別行政區政府人才發展委員會的委員。余先生自2019年11月起擔任中國半導體行業協會積體電路設計分會副理事長。余先生自2016年3月起至2021年擔任中華人民共和國教育部科學技術委員會委員。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

In recognition of his pioneering contribution both in academic research & industrial development, he was awarded by The 2021 Best Sci-Tech Innovation Award for Outstanding Young Entrepreneur in the Guangdong-Hong Kong-Macao Greater Bay Area, Macau SAR government the 2010 Honorary Title of Value and the 2021 Merit Medal of Industry and Commerce, and 2019 National Commemorative Medal of celebration of 70th anniversary of the founding of the PRC.

Mr. U obtained a bachelor of science in electronics engineering from Jinan University in Guangzhou, the PRC in June 1991. Mr. U obtained a master of electrical and electronic engineering from the University of Macau in July 1997. Mr. U obtained a doctorate degree in electrical and electronic engineering from the University of Macau in July 2002. Mr. U obtained a doctorate degree in electrical and computer engineering from the Instituto Superior Técnico of the University of Lisbon, Portugal in April 2004. Mr. U has been a fellow of The Institute of Electrical and Electronics Engineers since January 2016.

Mr. Suen Chi Wai (孫志偉), aged 58, was appointed as an INED on 20 June 2022. He is primarily responsible for supervising and providing independent advice to the Board.

Mr. Suen has over 20 years of experience in corporate finance and with area of practice principally in initial public offerings on the Stock Exchange, mergers and acquisitions, corporate reorganisations and Listing Rules compliance matters. Mr. Suen has been a partner of Withers since February 2018. Mr. Suen worked at DLA Piper in Hong Kong from June 2007 to February 2018 with his last position as a partner. Mr. Suen served as a manager in the investment products department of the SFC from October 2005 to July 2006, responsible for reviewing applications of collective investment schemes and monitoring continuing compliance of authorised schemes. Mr. Suen worked as an assistant solicitor at Woo Kwan Lee & Lo in Hong Kong from September 2000 to March 2005.

Mr. Suen has been serving as an independent non-executive director of (i) Xin Yuan Enterprises Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1748) since September 2018; (ii) Venus Medtech (Hangzhou) Inc., a company listed on the Main Board of the Stock Exchange (stock code: 2500) since July 2019; and (iii) Da Yu Financial Holdings Limited, a company listed on the Main board of the Stock Exchange (stock code: 1073) since July 2019.

為表彰彼於學術研究及行業發展方面的開創性貢獻，彼已獲授2021年粵港澳大灣區傑出青年企業家最佳科技創新獎、澳門特別行政區政府2010年價值榮譽稱號及2021年工商功績勳章以及2019年慶祝中華人民共和國成立70週年國家紀念章。

余先生於1991年6月獲中國廣州暨南大學電子工程師學士學位。余先生於1997年7月獲得澳門大學電子電氣工程碩士學位。余先生於2002年7月取得澳門大學電子電氣工程博士學位。余先生於2004年4月獲得葡萄牙里斯本大學Instituto Superior Técnico的電子及電腦工程博士學位。余先生自2016年1月起成為電氣與電子工程師協會的會員。

孫志偉先生，58歲，於2022年6月20日獲委任為獨立非執行董事。彼主要負責監督及向董事會提供獨立建議。

孫先生於企業融資方面擁有逾20年經驗，主要從事聯交所首次公開上市、併購、公司重組及上市規則合規工作。孫先生自2018年2月起擔任衛達仕律師事務所的合夥人。孫先生於2007年6月至2018年2月在香港歐華律師事務所任職，其最後所擔任職務為合夥人。孫先生於2005年10月至2006年7月在證監會投資產品部擔任經理，負責審閱集體投資計劃的申請及監察法定計劃的持續合規。孫先生於2000年9月至2005年3月在香港胡關李羅律師行擔任助理律師。

孫先生一直擔任以下各公司的獨立非執行董事：(i)信源企業集團有限公司(為一間於聯交所主板上市的公司，股份代號：1748)(自2018年9月起)；(ii)杭州明醫療器械股份有限公司(為一間於聯交所主板上市的公司，股份代號：2500)(自2019年7月起)；及(iii)大禹金融控股有限公司(為一間於聯交所主板上市的公司，股份代號：1073)(自2019年7月起)。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. Suen obtained a degree of bachelor of science from University of East Anglia, the United Kingdom in July 1987 and a postgraduate certificate in laws from the University of Hong Kong in June 1998. Mr. Suen has been admitted as a solicitor in Hong Kong since October 2000 and in England and Wales since December 2003. Mr. Suen has also been a fellow member of the Association of Chartered Certified Accountants since May 1998 and a certified public accountant of the Hong Kong Institute of Certified Public Accountants since April 1993.

Save as disclosed above, each of the Directors:

- (i) did not hold other positions in the Company or other members of the Group as at the date of this annual report;
- (ii) did not hold other major appointments and professional qualifications as at the date of this annual report;
- (iii) had no other relationship with any Directors, senior management or substantial Shareholders as at the date of this annual report;
- (iv) did not have any other directorships in public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the three years prior to the date of this annual report; and
- (v) confirmed, to the best of his or her knowledge, information and belief having made all reasonable enquiries, there were no other matters that need to be brought to the attention of the Shareholders in connection with his or her appointment, and there was no information relating to him or her required to be disclosed under Rule 13.51(2) of the Listing Rules as at the date of this annual report.

As at the date of this annual report, save as the interests of Mr. Chao in the Shares which are disclosed in the section headed "Disclosure of Interests and Other Information" in directors' report in this annual report, each of the Directors does not have any interests in the Shares within the meaning of Part XV of the SFO.

孫先生於1987年7月獲得英國東安格利亞大學的理學士學位，並於1998年6月獲得香港大學的法律專業研究生證書。孫先生自2000年10月起於香港獲認可為律師，並自2003年12月起於英國及威爾士獲認可為律師。孫先生自1998年5月起一直為特許公認會計師公會的資深會員，自1993年4月起一直為香港會計師公會的執業會計師。

除上文所披露者外，各董事：

- (i) 於本年報日期並未於本公司或本集團其他成員公司擔任其他職務；
- (ii) 並無於本年報日期持有其他重大職務及專業資格；
- (iii) 於本年報日期與任何董事、高級管理層成員或主要股東概無其他關係；
- (iv) 在本年報日期之前三年內並未於其證券在香港或海外任何證券市場上市的公開上市公司擔任任何其他董事職務；及
- (v) 經作出一切合理查詢後，就其所知、所悉及所信，確認於本年報日期概無有關其獲委任的其他事項需提請股東垂註，及概無根據上市規則第13.51(2)條須予披露與其有關的資料。

於本年報日期，除周先生於本年報的董事會報告「權益及其他資料披露」一節所披露股份中所擁有的權益外，各董事並未於股份中擁有證券及期貨條例第XV部所指的任何權益。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

SENIOR MANAGEMENT

Other than the Directors, the senior management team consists of seven members, who, together with executive Directors, are responsible for the day-to-day management and operation of the Group. The table below sets out information in respect of the senior management personnel.

高級管理層

除董事外，高級管理層團隊由七名成員組成，彼等與執行董事共同負責本集團的日常管理及營運。下表載列有關高級管理層成員的資料。

Name	Age	Date of joining the Group	Date of appointment as a member of senior management	Existing position in the Group	Roles and responsibilities	Relationship with Directors, controlling Shareholders and substantial Shareholders
姓名	年齡	加入本集團日期	獲委任為高級管理層成員日期	現於本集團的職位	職務及責任	與董事、控股股東及主要股東的關係
Tsang Tik Man	34	2 May 2019	2 May 2019	Financial controller and company secretary	Overall financial management and company secretarial matters of the Group	None
曾迪文	34歲	2019年5月2日	2019年5月2日	財務總監及公司秘書	本集團整體財務管理及公司秘書事務	無
Leong Wai Meng	38	23 June 2014	1 August 2019	Director of the sales department of BoardWare Macau	Overall supervision and management of the sales matters of the Group	None
梁偉明	38歲	2014年6月23日	2019年8月1日	博維澳門銷售部總監	監察及管理本集團的整體銷售事宜	無
Chan Kuong Kit	36	2 January 2020	2 January 2020	Assistant director of the application development department of BoardWare Macau	Overall management and development of the software application business of the Group	None
陳光傑	36歲	2020年1月2日	2020年1月2日	博維澳門應用程序開發部助理總監	本集團軟件應用程式業務的整體管理及發展	無

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Name 姓名	Age 年齡	Date of joining the Group 加入本集團日期	Date of appointment as a member of senior management 獲委任為高級 管理層成員日期	Existing position in the Group 現於本集團的職位	Roles and responsibilities 職務及責任	Relationship with Directors, controlling Shareholders and substantial Shareholders 與董事、控股股東及 主要股東的關係
Hoi Ut Sim	40	1 November 2017	1 June 2019	Assistant Managed services director of BoardWare Macau	Overall business development and the supervision of Managed services matters of the Group	None
許月輝	40歲	2017年11月1日	2019年6月1日	博維澳門助理託管服務 總監	本集團的整體業務發展及監督 託管服務事項	無
Ho Io Keong	53	23 September 2013	23 September 2013	Director of professional service department of BoardWare Macau	Overall daily operations of the service team and overseeing the delivery of service functions of the Group	None
何耀強	53歲	2013年9月23日	2013年9月23日	博維澳門專業服務部總監	本集團的整體服務團隊的日常 運作，並監督服務職能的操 作	無
Ng Hong Seng	34	2 January 2014	1 June 2019	Assistant director of professional service department of BoardWare Macau	Overall supervision of the engineering and project management teams of the Group	Younger brother of Mr. Ng, an executive Director
吳鴻盛	34歲	2014年1月2日	2019年6月1日	博維澳門專業服務部助理總監	整體監督本集團的工程及項目 管理團隊	執行董事吳先生的胞弟
Chan Hon Fan	46	2 May 2000	April 2018	General manager of Synergy CCL	Overall management of the daily operations and talent development programmes of the Group	None
陳瀚勳	46歲	2000年5月2日	2018年4月	智揚科技總經理	整體管理本集團的日常 營運及人才發展計劃	無

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. Tsang Tik Man (曾迪文), aged 34, joined the Group as a financial manager on 2 May 2019 and was promoted to be the financial controller of the Group on 1 January 2021. Mr. Tsang was appointed as the company secretary of the Company on 20 April 2021. Mr. Tsang is primarily responsible for the overall financial management and company secretarial matters of the Group.

Mr. Tsang has over nine years of experience in professional auditing, accounting and financial management. Prior to joining the Group, Mr. Tsang worked at Nexion Technologies Limited, a company listed on GEM of the Stock Exchange (stock code: 8420) which principally engages in the provision of information and communications technology solution, from July 2017 to January 2019 with his last position as a finance manager. Mr. Tsang worked at Deloitte Touche Tohmatsu from September 2011 and July 2017 with his last position as a manager.

Mr. Tsang obtained a degree of bachelor of business administration in accounting from Hong Kong Baptist University in November 2011. Mr. Tsang completed the Chartered Governance Qualifying Programme launched by The Hong Kong Institute of Chartered Secretaries in February 2021 and was admitted as chartered secretary and chartered governance professional in November 2022. He was admitted as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in January 2015 and is a certified public accountant (practising) of the Hong Kong Institute of Certified Public Accountants. He was also admitted as chartered accountant of The Institute of Chartered Accountants in England and Wales in January 2022.

Mr. Leong Wai Meng (梁偉明) (formerly known as Li Jing Hong (李敬鴻)), aged 38, joined the Group as a manager of the sales department of BoardWare Macau on 23 June 2014. He has been an assistant director of the aforementioned department since 1 August 2019. Mr. Leong is primarily responsible for the overall supervision and management of the sales matters of the Group.

Mr. Leong has over 11 years of experience in the IT industry. Prior to joining the Group, Mr. Leong worked at NetCraft Information Technology (Macau) Co., Ltd., a solution provider in Macau, from July 2009 to June 2014 where his last position was a sales manager of the sales department.

Mr. Leong obtained a degree of bachelor of engineering from Northeastern University, the PRC in July 2009.

曾迪文先生，34歲，於2019年5月2日加入本集團擔任財務經理，並於2021年1月1日晉升為本集團財務總監。曾先生於2021年4月20日獲委任為本公司的公司秘書。曾先生主要負責本集團的整體財務管理及公司秘書事務。

曾先生於專業審計、會計及財務管理方面擁有逾九年經驗。於加入本集團之前，曾先生於2017年7月至2019年1月在Nexion Technologies Limited供職，該公司乃一間於聯交所GEM上市的公司(股份代號：8420)，主要從事提供信息及通信技術解決方案業務，彼最後所擔任職務為財務經理。自2011年9月至2017年7月，曾先生曾於德勤•關黃陳方會計師行供職，其最後所擔任職務為經理。

曾先生於2011年11月獲得香港浸會大學工商管理會計學士學位。曾先生已完成香港特許秘書公會於2021年2月推出的特許公司治理專業資格課程並於2022年11月獲得特許秘書及特許治理專業人員資格。彼於2015年1月獲得香港會計師公會註冊會計師資格及為香港會計師公會的執業會計師。彼亦於2022年1月獲得英格蘭及威爾士特許會計師協會的特許會計師資格。

梁偉明先生(前稱李敬鴻)，38歲，於2014年6月23日以博維澳門銷售部經理身份加入本集團。彼自2019年8月1日起一直擔任上述部門助理總監一職。梁先生主要負責監察及管理本集團整體銷售事宜。

梁先生於IT行業擁有逾11年經驗。於加入本集團之前，梁先生於2009年7月至2014年6月在天網資訊科技(澳門)有限公司供職，該公司為澳門的解決方案供應商，其最後所擔任職務為銷售部銷售經理。

梁先生於2009年7月獲得中國東北大學工程學士學位。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. Chan Kuong Kit (陳光傑), aged 36, joined the Group as an assistant director of the application development department of BoardWare Macau on 2 January 2020. Mr. Chan is primarily responsible for the overall management and development of the software application business of the Group.

Mr. Chan has over seven years of experience in the IT industry. Prior to joining the Group, Mr. Chan worked at EasyTone Network Technology Limited, an online payment platform company focusing on system development and research, from November 2013 to December 2019 with his last position as a general manager.

Mr. Chan obtained a degree of bachelor of business administration (business information system) from the University of Macau in July 2008.

Ms. Hoi Ut Sim (許月嬋), aged 40, joined the Group as a business engagement manager of the presales team of the business consultation department of BoardWare Macau in November 2017. She has been an assistant Managed services director of BoardWare Macau since 1 June 2019. Ms. Hoi is primarily responsible for the overall business development and the supervision of Managed services matters of the Group.

Ms. Hoi has over 24 years of experience in the IT industry. Prior to joining the Group, Ms. Hoi worked at Microsoft Hong Kong Limited, a subsidiary of Microsoft Corporation which is a company listed on Nasdaq (stock code: MSFT), from December 2014 to April 2017 as a services account executive. From September 2012 to December 2014, she worked as a services sales supervisor for Microsoft Macau Limited, a subsidiary of Microsoft Corporation. From September 2007 to September 2012, Ms. Hoi worked as an assistant product marketing manager at Mega Tecnologia Informatica Lda., a Macau IT services provider. From May 1999 to August 2007, Ms. Hoi worked at Detection Security Systems (Macau) Co., Ltd. with her last position as a senior clerk.

Ms. Hoi obtained a degree of bachelor of management from Macao Polytechnic Institute in August 2008.

陳光傑先生，36歲，於2020年1月2日以博維澳門應用程序開發部助理總監身份加入本集團。陳先生主要負責本集團軟件應用程式業務的整體管理及發展。

陳先生於IT行業擁有逾七年經驗。於加入本集團之前，陳先生於2013年11月至2019年12月於易達通網絡科技有限公司供職，該公司為一間專注於系統開發及研究的在線支付平台公司，其最後所擔任職務為總經理。

陳先生於2008年7月獲得澳門大學工商管理(商業信息系統)學士學位。

許月嬋女士，40歲，於2017年11月以博維澳門業務諮詢部售前團隊的業務項目經理身份加入本集團。彼自2019年6月1日起一直擔任博維澳門的助理託管服務總監。許女士主要負責本集團的整體業務發展及監督託管服務事項。

許女士於IT行業擁有逾24年經驗。於加入本集團之前，許女士於2014年12月至2017年4月在微軟香港有限公司擔任客戶服務行政經理，該公司乃微軟公司(為一間於納斯達克上市的公司，股份代號：MSFT)的附屬公司。自2012年9月至2014年12月，彼於微軟澳門有限公司擔任服務銷售主管一職，該公司乃微軟公司的附屬公司。自2007年9月至2012年9月，許女士於澳門IT服務供應商Mega Tecnologia Informatica Lda.擔任助理產品營銷經理。自1999年5月至2007年8月，許女士於捷安護衛系統有限公司供職，其最後所擔任職務為高級職員。

許女士於2008年8月獲得澳門理工學院管理學士學位。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. Ho lo Keong (何耀強), aged 53, joined the Group as a director of the professional service department of BoardWare Macau on 23 September 2013. Mr. Ho is primarily responsible for the overall daily operations of the service team and overseeing the delivery of service functions of the Group.

Mr. Ho has over 26 years of experience in the IT industry. Prior to joining the Group, Mr. Ho worked at CSA Automated (Macau) Limited, a subsidiary of Automated Systems Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 771) which principally engages in the provision of IT services, from July 1994 to July 2013 with his last position as a technical services manager.

Mr. Ho obtained a degree of master of business administration with a major in international business from the European University, Montreux Campus, Switzerland in March 2016 which was a long distance learning course.

Mr. Ng Hong Seng (吳鴻盛), aged 34, joined the Group as a solution architect of the professional service department of BoardWare Macau on 2 January 2014 and was promoted to be a technical manager on 1 January 2017. Mr. Ng has been an assistant director of the professional service department of BoardWare Macau since 1 June 2019 where Mr. Ng is primarily responsible for the overall supervision of the engineering and project management teams of the Group.

Mr. Ng has over eight years of experience in the IT industry. Prior to joining the Group, Mr. Ng worked at CSA Automated (Macau) Limited, a subsidiary of Automated Systems Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 771), which principally engages in the provision of IT services, from December 2011 to February 2013 with his last position as a network engineer in the engineering department.

Mr. Ng obtained a degree of bachelor of management from Shanghai Jiao Tong University, the PRC in July 2011. Mr. Ng was awarded as a certified information systems security professional by the International Information System Security Certification Consortium in September 2020 and was recognised as having completed the relevant certification test requirements in relation to routing and switching by Cisco Systems, Inc. in July 2013.

何耀強先生，53歲，於2013年9月23日以博維澳門專業服務部總監身份加入本集團。何先生主要負責本集團的整體服務團隊的日常運作，並監督服務職能的操作。

何先生於IT行業擁有逾26年經驗。於加入本集團之前，何先生於1994年7月至2013年7月在自動系統(澳門)有限公司供職，該公司乃自動系統集團有限公司(為一間於聯交所主板上市的公司，股份代號：771)的附屬公司，主要從事提供IT服務業務，其最後所擔任職務為技術服務經理。

何先生於2016年3月獲得歐洲大學(European University)瑞士蒙特勒校區工商管理碩士學位，主修國際業務(屬遠程學習課程)。

吳鴻盛先生，34歲，於2014年1月2日以博維澳門解決方案專業服務部架構師身份加入本集團，並於2017年1月1日晉升為技術經理。吳先生自2019年6月1日擔任博維澳門專業服務部助理總監一職，吳先生主要負責本集團工程及項目管理團隊的整體監督。

吳先生於IT行業擁有逾八年經驗。於加入本集團之前，自2011年12月至2013年2月，吳先生於自動系統(澳門)有限公司供職，該公司乃自動系統集團有限公司(為一間於聯交所主板上市的公司，股份代號：771)的附屬公司，主要從事提供IT服務業務，其最後所擔任職務為工程部網絡工程師。

吳先生於2011年7月獲得中國上海交通大學的管理學學士學位。吳先生於2020年9月獲國際資訊系統安全認證集團認證為認可資訊系統保安專業人員，並於2013年7月獲Cisco Systems, Inc.認可為已完成路由及交換的認證測試要求。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Chan Hon Fan (陳瀚勳), aged 46, joined the Group as a field service engineer of Synergy CCL on 2 May 2000. Mr. Chan has been the general manager of Synergy CCL since April 2018 and is primarily responsible for the overall management of the daily operations and talent development programmes of the Group.

Mr. Chan has over 21 years of experience in the IT industry. Prior to joining the Group, Mr. Chan worked at Chat Horn Engineering Ltd. as an assistant radio frequency maintenance technician from June 1999 to May 2000.

Mr. Chan obtained a degree of bachelor of science from Oxford Brookes University, the United Kingdom in June 2007 through distance learning. He also obtained a degree of master of science in electronic and information engineering and a degree of master of business administration from The Hong Kong Polytechnic University in October 2011 and September 2016, respectively.

陳瀚勳先生，46歲，於2000年5月2日以智揚科技現場服務工程師身份加入本集團。陳先生自2018年4月擔任智揚科技總經理一職，主要負責本集團日常營運及人才發展計劃的整體管理。

陳先生於IT行業擁有逾21年經驗。於加入本集團之前，自1999年6月至2000年5月，陳先生於Chat Horn Engineering Ltd.擔任助理射頻維護技術員一職。

陳先生於2007年6月通過遠程學習獲得英國牛津布魯克斯大學(Oxford Brookes University)理學學士學位。彼亦分別於2011年10月及2016年9月獲得香港理工大學的電子及信息工程理學碩士學位及工商管理碩士學位。

* For identification purpose only

CORPORATE GOVERNANCE REPORT

企業管治報告

The board is pleased to present the CG report of the Company for FY2022.

CG PRACTICES

The Directors recognise the importance of incorporating elements of good CG in the management structures and internal control procedures of the Group so as to achieve effective accountability. The Company has adopted the Code Provisions.

Except for the deviation from provision C.2.1 of the CG Code, the Company's CG practices have complied with the CG Code during FY2022 and up to the date of this annual report. The reason for the deviation is explained in the paragraph headed "CHAIRMAN AND CHIEF EXECUTIVE" in this CG report.

The Directors will review the CG policies and compliance with the CG Code each financial year and comply with the "comply or explain" principle in the CG report, which will be included in this annual report.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding securities transactions by the Directors. The Company has made specific enquiries to all Directors regarding any non-compliance with the Model Code. All the Directors confirmed that they have complied with the required standard set out in the Model Code in FY2022.

RESPONSIBILITIES OF AND DELEGATION BY THE BOARD

The Board is primarily responsible for overseeing and supervising the management of the business affairs and the overall performance of the Group. The Board sets the Group's values and standards and ensures that the requisite financial and human resources support is in place for the Group to achieve its objectives. The functions performed by the Board include but are not limited to formulating the Group's business and investment plans and strategies, deciding all significant financial (including major capital expenditure) and operational issues, developing, monitoring and reviewing the Group's CG practices and all other functions reserved to the Board under the Articles of Association.

董事會欣然宣佈本公司2022年財年的企業管治報告。

企業管治常規

董事認識到將良好企業管治要素納入本集團的管理架構及內部控制程序的重要性，以實現有效問責制。本公司已採納守則條文。

於2022年財年及直至本年報日期，除與企業管治守則的守則條文第C.2.1條存在偏差外，本公司的企業管治常規已遵守企業管治守則。該偏差原因於企業管治報告標題為「主席與首席執行官」一段作出說明。

董事將於各個財政年度檢討我們的企業管治政策及有關企業管治守則的遵守情況，並遵守我們企業管治報告中的「不遵守就解釋」原則，該原則將納入本年報中。

遵守董事進行證券交易的標準守則

本公司採納標準守則作為董事進行證券交易的操守守則。本公司已就有否違反標準守則向本公司全體董事作出具體查詢。全體董事均確認，彼等於2022年財年遵守標準守則所載之規定標準。

董事會的職責及授權職責

董事會主要負責監管及監督本集團業務事宜及整體表現的管理。董事會設定本集團的使命及標準，並確保為本集團實現其目標提供必要的財務和人力資源支持。董事會履行的職能包括但不限於製定本集團的業務投資計劃及策略，釐定所有重大財務（包括主要資本開支）及營運事宜，制定，監察及檢討本集團的企業管治常規及所有其他組織章程細則保留的董事會職能。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Company has delegated certain responsibilities to various committees as set out in their respective terms of reference. The responsibilities of these committees include monitoring the Group's operational and financial performance, and ensuring that appropriate internal control and risk management systems are in place. The Board may from time to time delegate certain functions to the management of the Group if and when considered appropriate. The management is mainly responsible for the execution of the business plans, strategies and policies adopted by the Board and other duties assigned to it from time to time.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board to ensure that they remain appropriate to the Company's needs. Approval has to be obtained from the Board prior to any significant transactions entered into by the management on the Company's behalf.

The Directors have full access to information of the Group and the management has an obligation to supply the Directors with adequate information in a timely manner to enable the Directors to perform their responsibilities. The Directors are entitled to seek independent professional advice in appropriate circumstances at the Company's expense.

CG FUNCTIONS

The Board recognises that CG should be the collective responsibility of Directors and has delegated the CG duties to the Audit Committee which include:

- (a) to develop and review the Group's policies and practices on CG and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management of the Group;
- (c) to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors of the Group; and
- (e) to review the Group's compliance with the CG Code from time to time adopted by the Group and the disclosure in the CG Report to be contained in the Company's annual report.

本公司已委託部分職責予各自職權範圍所規定的各委員會。本公司已向各董事委員會委派各自職權範圍所載的各項職責，該等職責包括監督本集團運營及財務表現，並確保建立適當的內部監控及風險管理系統。倘有需要，董事會可不時將若干職能委派予本集團管理層。管理層主要負責執行董事會採納及不時分配的業務計劃，策略及政策以及其他職責。

本集團的日常管理、行政及營運交予高級管理層負責。委託職能及職責由董事會定期檢討以確保其符合本公司需求。管理層代表本公司訂立任何重大交易前須取得董事會批准。

董事可全面接觸本集團的資料，而管理層有義務適時向董事提供充分資料，讓董事能夠履行其責任。董事有權在適當情況下徵詢獨立專業意見，費用由本公司承擔。

企業管治職能

董事會確認企業管治應由董事承擔集體責任，並已將企業管治職能委託予審計委員會，包括：

- (a) 制定及審查本集團有關企業管治的政策及實踐，並向董事會提出建議；
- (b) 審核及監察本集團董事及高級管理層的培訓及持續專業發展；
- (c) 審查和監督本集團遵守法律和監管要求的政策和常規；
- (d) 制定、審查和監督適用於員工和董事的行為準則和合規手冊(倘有)；及
- (e) 審閱本集團對本集團不時採納的企業管治守則的遵守情況及本公司年報所載企業管治報告的披露情況。

CORPORATE GOVERNANCE REPORT 企業管治報告

The responsibilities of the Audit Committee in relation to CG functions are set out in the terms of reference of the Audit Committee. Upon the Listing, the Audit Committee appointed the consultant to perform a CG Code compliance review. The review covered the Company's terms of reference of Board Committees, CG policies and practices, training and continuous professional development of the Directors and the senior management and disclosures in the CG report. The consultant has provided certain recommendations on improving the Company's CG practices, which the Company has adopted accordingly to ensure sound CG practices.

BOARD COMPOSITION

The Company is committed to holding the view that the Board should include a balanced composition of executive Directors, non-executive Director and INEDs so that there is a strong independent element on the Board, which can effectively exercise independent judgement.

At the date of this annual report, the Board currently consists of eight Directors, comprising four executive Directors, one non-executive Director and three INEDs as follows:

Executive Directors

Mr. Chao (*Chairman and CEO*)
Ms. Chiu
Ms. Lei
Mr. Ng

Non-executive Director

Mr. Li

INEDs

Mr. Man
Mr. U
Mr. Suen

Except that Ms. Chiu is cohabiting with Mr. Chao as a spouse, there is no other relationship (including financial, business, family or other material/relevant relationship) among the Board.

The biographical details of each Director are set out in the section headed "DIRECTORS AND SENIOR MANAGEMENT" of this annual report.

審計委員會有關企業管治職能的職責載於審計委員會的職權範圍。於上市後，審計委員會委任顧問進行企業管治守則合規審查。審查涵蓋本公司董事委員會的職權範圍、企業管治政策及常規、董事及高級管理層的培訓和持續專業發展以及企業管治報告的披露事項。顧問已就改善本公司的企業管治常規提供若干推薦建議，而本公司已相應採納以確保企業管治常規穩健。

董事會組成

本公司致力維持董事會包括執行董事、非執行董事及獨立非執行董事的均衡組成，使董事會具備強大的獨立元素，能有效行使獨立判斷。

於本年報日期，董事會現由八名董事組成，其中包括以下四名執行董事、一名非執行董事及三名獨立非執行董事：

執行董事

周先生(*主席兼首席執行官*)
趙女士
李女士
吳先生

非執行董事

李先生

獨立非執行董事

文先生
余先生
孫先生

除趙女士為周先生配偶並同居外，董事會成員之間概無其他關係(包括財務、業務、家屬或其他重大／相關的關係)。

各董事的履歷詳情載於本年報「董事及高級管理層履歷」一節。

CORPORATE GOVERNANCE REPORT 企業管治報告

The non-executive Director and INEDs have brought in a wide range of business and financial expertise, valuable experience and independent judgement to the Board for promoting the best interests of the Company and its shareholders. Through active participation in the Board meetings and serving on various Board committees, all INEDs will continue to make various contributions to the Company.

Throughout the year, the Company had three INEDs, meeting the requirements of the Listing Rules that the Board must include at least three INEDs and the number of INEDs must represent at least one-third of the Board members, and that at least one of the INEDs has appropriate professional qualifications or accounting or related financial management expertise.

The Company has received an annual confirmation of independence in writing from each of the INEDs pursuant to Rule 3.13 of the Listing Rules. Based on such confirmation and not aware of any adverse event, the Company considers that all the INEDs are independent and have met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

DIRECTORS' AND SENIOR MANAGEMENT'S LIABILITY INSURANCE AND INDEMNITY

The Company has arranged appropriate liability insurance to indemnify the Directors and senior management of the Company for their liabilities arising out of corporate activities. The insurance coverage will be reviewed annually.

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT

Each newly appointed Director was provided with the necessary induction programme, training and information to ensure that he/she has proper understanding of his/her responsibilities under the Listing Rules and other applicable laws, rules and regulations prior to his/her appointment. The Directors are encouraged to participate in continuous professional development courses and seminars to develop and refresh their knowledge and skills. The Company will continue to arrange and fund suitable training and regular seminars to provide Directors with updates on the latest developments and changes in the Listing Rules and other relevant legal and regulatory requirements regularly.

為促進本公司及其股東的最佳利益，非執行董事及獨立非執行董事為董事會注入多方面的業務及財務專長、經驗及獨立判斷。透過積極參與董事會會議及效力不同董事委員會，全體獨立非執行董事將不斷為本公司作出不同貢獻。

本年度內，本公司有三名獨立非執行董事，符合上市規則的規定，即董事會必須包括至少三名獨立非執行董事，獨立非執行董事必須佔董事會成員人數至少三分之一，以及其中至少一名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關的財務管理專長。

本公司已收到各獨立非執行董事根據上市規則第3.13條發出的有關獨立性的年度書面確認。基於有關確認及不知悉任何不利事項下，本公司認為全體獨立非執行董事均為獨立，並符合上市規則第3.13條所載的獨立指引。

董事及高級管理層的責任險及彌償保證

本公司已安排適當的責任險以彌償本公司董事及高級管理層因企業活動所引致的責任。有關保險範圍將進行年度審查。

董事的持續專業發展

各新任董事均獲提供所需入職簡介、培訓及資料以確保其於委任前正確了解其於上市規則及適用法律、規則及規例項下的責任。董事獲鼓勵參與持續專業發展課程及研討會以增進及重溫其知識及技能。本公司將繼續安排及資助合適培訓及定期研討會，為董事提供有關上市規則及其他相關法律及監管規定不時的最新發展及變動的最新资讯。

CORPORATE GOVERNANCE REPORT 企業管治報告

All Directors have participated in training provided by the Company prior to the Listing, and for the period from the Listing Date up to the date of this annual report, all Directors have been updated with the latest developments regarding the Listing Rules and other applicable regulatory requirements through reading materials to ensure compliance and enhance their awareness of good corporate governance practices.

The individual training record of each Director received during the period from the Listing Date up to the date of this annual report is summarised below:

全體董事已於上市前參與與本公司提供的培訓，而自上市日期起至本年報日期止期間，全體董事均已透過閱讀材料獲悉有關《上市規則》及其他適用監管規定方面的最新進展情況，以確保合規及提升彼等關注良好的企業管治常規。

各董事於上市日期至本年報日期期間所接受培訓之記錄概列如下：

Directors	董事	Attended trainings organised by the Company 參加由公司舉辦的培訓	Attended trainings organised by professional organisations 參加由專業組織舉辦的培訓	Reading materials 閱讀材料
Executive Directors	執行董事			
Mr. Chao (Chairman)	周先生(主席)	✓	✓	✓
Mr. Ng	吳先生	✓	✓	✓
Ms. Lei	李女士	✓	✓	✓
Non-executive Director	非執行董事			
Mr. Li	李先生	✓	✓	✓
INEDs	獨立非執行董事			
Mr. Man	文先生	✓	✓	✓
Mr. U	余先生	✓	✓	✓
Mr. Suen	孫先生	✓	✓	✓

CORPORATE GOVERNANCE REPORT 企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE

Under Code Provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual. Mr. Chao is Chairman and CEO. In view of the fact that Mr. Chao has been responsible for the day-to-day management of the Group since 2010 and the steady development of the Group, the Board believes that with the support of Mr. Chao's extensive experience and knowledge in the business of the Group, vesting the roles of both chairman and chief executive officer in Mr. Chao strengthens the consistent and solid leadership of the Group, and thereby allows for efficient business planning and decision which is in the best interest of the Group as a whole.

Directors consider that the deviation from Code Provision C.2.1 of the CG Code is appropriate in such circumstances. Notwithstanding the above, the Board is also of the view that the current management structure is effective for the Group's operations, and sufficient checks and balances are in place. The Board will continue to review the effectiveness of the CG structure of the Company in order to assess whether separation of the roles of Chairman and CEO is necessary.

The Board and the senior management, which comprises experienced and high calibre individuals can ensure the balance of power and authority. As at 31 December 2022, the Board comprised four executive Directors, one non-executive Director and three INEDs.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of Mr. Chao, Ms. Chiu, Ms. Lei and Mr. Ng, being the executive Directors, has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date.

Mr. Li, being the non-executive Director, has entered into a service agreement with the Company for a fixed term of three years, and renewable automatically for a successive term of two years, commencing from the Listing Date.

Each of Mr. Man, Mr. U and Mr. Suen, being the INEDs, has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date.

主席與首席執行官

根據企業管治守則守則條文第C.2.1條，主席與首席執行官的角色應分開，不應由同一人士擔任。周先生為主席兼首席執行官。由於周先生自2010年以來一直負責本集團的日常管理及本集團的穩定發展，董事會相信，在周先生豐富經驗及知識對本集團業務的支持下，將主席與首席執行官的角色由周先生一人擔任可加強本集團的連貫性及牢固領導力，從而實現有效的業務規劃及決策，此對本集團整體而言屬最佳利益。

董事認為，相關情況與企業管治守則的守則條文第C.2.1條存在偏差乃屬適當。儘管存在上述規定，董事會亦認為當前的管理結構對本集團的營運乃屬有效，並已經建立足夠制衡機制。董事會將繼續檢討本公司公司管治結構的有效性，以評估是否有必要將主席與首席執行官的職責分開。

董事會及高級管理層由經驗豐富及高素質的人員組成，可確保權力及職權平衡。於2022年12月31日，董事會由四名執行董事、一名非執行董事及三名獨立董事組成。

委任及重選董事

執行董事周先生、趙女士、李女士及吳先生均已與本公司訂立服務協議，自上市日期起計初始期限三年。

非執行董事李先生已與本公司訂立一份服務協議，自上市日期起計固定期限三年，並可自動重續兩年。

獨立非執行董事文先生、余先生及孫先生已與本公司訂立服務協議，自上市日期起計初始期限三年。

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Save as disclosed above, none of the Directors has or is proposed to have entered into any service agreement or letter of appointment with any member of the Group (excluding agreements expiring or determinable by any member of the Group within one year without payment of compensation other than statutory compensation).

In accordance with the Articles, at each AGM one-third of the Directors for the time being shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Any new Director appointed to fill a casual vacancy shall submit himself/herself for election by shareholders at the first general meeting of the Company after appointment and any new Director appointed as an addition to the Board shall submit himself/herself for re-election by the shareholders at the next following annual general meeting of the Company after appointment.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles. The Nomination Committee is responsible for reviewing the Board composition, monitoring and making recommendations to the Board on the appointment, re-election and succession planning of Directors, in particular the Chairman and the CEO.

ATTENDANCE RECORD OF BOARD MEETINGS

The Shares were listed in the Main Board of the Stock Exchange on 15 July 2022. The Company adopts the practice of holding board meetings regularly. Both the Nomination Committee and the Remuneration Committee shall meet at least once every year and the Audit Committee shall meet at least twice a year. Notices of not less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board and committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are despatched to the Directors or committee members at least seven days before the intended date of the meeting to ensure that they have sufficient time to review the papers and be adequately prepared for the meeting. When Directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman or the committee members prior to the meeting.

除上文所披露者外，概無董事已經或擬議與本集團任何成員公司訂立任何服務協議或委任函(不包括於一年內屆滿或可由本集團任何成員公司終止而無須支付賠償(法定賠償除外)的協議)。

根據細則，在每屆股東週年大會上，當時在任的三分之一的董事須輪席退任，惟每名董事(包括按特定任期委任之董事)須至少每三年退任一次。

任何獲委任以填補空缺的新任董事，須於其獲委任後的本公司首個股東大會上提呈本身接受股東重選；而作為董事會新增成員的任何新任董事，須於其獲委任後本公司來屆股東週年大會上接受股東重選。

董事的委任、重選及罷免程序及流程載於細則。提名委員會負責審查董事會組成，監督董事會及在董事(尤其是主席及首席執行官)的委任、重選及繼任計劃方面向董事會作出推薦。

董事會會議出席記錄

股份於2022年7月15日於聯交所主板上市。本公司採納定期舉行董事會會議的慣例。提名委員會及薪酬委員會須至少每年舉行一次會議，而審計委員會須至少每年舉行兩次會議。所有董事會例會通知須至少提前14日發出，以使全體董事有機會出席例會並將有關事宜納入例會議程。

就其他董事會及委員會會議而言，一般會發出合理通知。議程及相關董事會文件在大會擬定日期前至少七天寄發予董事或委員會成員，以確保彼等有足夠時間審閱有關文件及為會議作充分準備。倘董事或委員會成員無法出席會議，彼等將會在會議之前獲告知將予討論的事宜及獲得機會告知主席或委員會成員有關彼等的意見。

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Minutes of meetings are kept by the Company Secretary with copies circulated to relevant Board or Board Committee for comments and records. Minutes of the Board meetings and committee meetings are recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Board or committee members and dissenting views expressed. Draft minutes of each Board meeting and committee meeting are sent to the relevant Board or committee members for comments within a reasonable time after the date on which the meeting is held. The minutes of the Board meetings are open for inspection by Directors.

From the Listing Date to the date of this annual report, two board meetings were held and the attendance of the individual Director at these meetings is set out in the table below:

公司秘書保存會議記錄，並向相關董事會或董事委員會傳閱以供其發表意見及記錄。董事會及委員會會議紀要詳細記錄董事會及委員會所考慮的事項及所達成的決定，包括董事會或委員會成員所提出的任何問題及所表達的反對意見。各董事會會議及委員會會議的記錄草稿在會議舉行日期後的合理時間內發送予相關董事會或委員會成員以便其發表意見。董事會會議記錄公開供董事查閱。

自上市日期起及直至本年報日期，舉行了兩次董事會會議，個別董事於該等會議的出席情況載列於下表：

		Meetings attended/Eligible to attend 已出席/合資格出席會議				
		Board meeting 董事會會議	Audit Committee Meeting 審計委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議	AGM 股東週年大會
Executive Directors	執行董事					
Mr. Chao	周先生	2/2	N/A不適用	1/1	1/1	N/A不適用
Ms. Chiu	趙女士	2/2	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Ms. Lei	李女士	2/2	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Mr. Ng	吳先生	2/2	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Non-executive Director	非執行董事					
Mr. Li	李先生	1/2	N/A不適用	N/A不適用	N/A不適用	N/A不適用
INEDs	獨立非執行董事					
Mr. Man	文先生	2/2	3/3	1/1	N/A不適用	N/A不適用
Mr. U	余先生	2/2	3/3	N/A不適用	1/1	N/A不適用
Mr. Suen	孫先生	2/2	3/3	1/1	1/1	N/A不適用

AGM

An AGM is an important forum in which the management of the Company can communicate with the shareholders. The upcoming AGM will be held on 20 June 2023.

股東週年大會

股東週年大會是能讓本公司管理層與股東溝通的重要平台。應屆股東週年大會將於2023年6月20日舉行。

BOARD COMMITTEES

The Group delegates certain responsibilities to various committees. In accordance with the Articles of Association and the Listing Rules, the Group has established Board Committees, each Board Committee has its own terms of reference relating to its authority and duties, which have been approved by the Board and are reviewed periodically. The terms of reference of each committee are available on the websites of the Company and the Stock Exchange.

Each Board Committee has also been provided with sufficient resources to discharge its duties and, upon reasonable request, is able to seek independent profession advice in appropriate circumstances at the Group's expense.

AUDIT COMMITTEE

The Company has established the Audit Committee on 20 June 2022 in compliance with Rule 3.21 of the Listing Rules and with written terms of reference in compliance with the CG Code as set out in Appendix 14 to the Listing Rules. The Audit Committee consists of three INEDs, namely Mr. Man, Mr. U and Mr. Suen, Mr. Man has been appointed as the chairman of the Audit Committee and he possesses the appropriate professional qualifications as required under Rule 3.10(2) of the Listing Rules. The major duties of the Audit Committee are the followings:

Maintain relationship with the Company's independent auditor

- (a) to be primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the independent auditor, and to approve the remuneration and terms of engagement of the independent auditor, and any questions of its resignation or dismissal;
- (b) to review and monitor the independent auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee shall discuss with the independent auditor the nature and scope of the audit and reporting obligations before the audit commences, and to ensure co-ordination where more than one audit firm is involved. Procedures to review and monitor the independence of independent auditor may include:
 - i. considering all relationships between the Group and the independent auditor (including non-audit services);

董事委員會

本集團已委託部分職責予各委員會。根據組織章程細則及上市規則，本集團已成立董事委員會，各董事委員會備有參考條文載列其權限及職責，該等參考條文由董事會授予並定時審視。各董事委員會之參考條文已刊登於本公司及聯交所網站。

各董事委員會均已獲提供充足資源履行其職責，及於合理要求時可在適當情況下尋求獨立專業意見，費用由本公司承擔。

審計委員會

本公司根據上市規則第3.21條於2022年6月20日成立審計委員會，並根據上市規則附錄14載列的企業管治守則制訂其書面職權範圍。審計委員會由三名獨立非執行董事，即文先生、余先生及孫先生組成。文先生已獲委任為審計委員會主席且彼具有上市規則第3.10(2)條所規定適當專業資格。審計委員會的主要職責如下：

維持與本公司獨立核數師的關係

- (a) 主要負責就獨立核數師的委任、重新委任及罷免向董事會提供建議、批准獨立核數師的薪酬及聘用條款，及處理任何有關該核數師辭任或罷免的問題；
- (b) 按適用的標準檢討及監察獨立核數師是否獨立客觀及核數程序是否有效；審計委員會應於核數工作開始前與獨立核數師討論核數性質及範疇以及有關匯報責任；如牽涉一間以上核數公司，應確保互相協調。檢討及監察獨立核數師是否獨立的程序包括：
 - i. 研究本集團與獨立核數師的所有關係（包括非核數服務）；

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- ii. obtaining from the independent auditor annually, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including those for rotation of audit partners and staff; and
 - iii. meeting with the independent auditor, at least once annually, in the absence of the management, to discuss matters relating to audit fees, any issues arising from the audit and any other matters the independent auditor may wish to raise.
- (c) to develop and implement policy on engaging the independent auditor to supply non-audit services. For this purpose, an independent auditor includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee shall report to the Board, identifying and making recommendations on any matters where action or improvement is needed;
- (d) to ensure that the independent auditor's provision of non-audit services does not impair its independence or objectivity. When assessing the independent auditor's independence or objectivity in relation to the provision of non-audit services, the Audit Committee may wish to consider:
- i. whether the skills and experience of the independent auditor make it a suitable supplier of non-audit services;
 - ii. whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit work as in itself of the provision of non-audit services by the independent auditor;
 - iii. the nature of the non-audit services, the related fee levels and fee levels individually and in total relative to the external independent auditor; and
 - iv. criteria for compensation of the individuals performing the audit work.
- (e) to review with independent auditor and the staff of the Group's finance department, the Group's management, the adequacy of the Group's policies and procedures regarding internal controls (including financial, operational and compliance controls) and any statement by the Directors to be included in the annual accounts prior to endorsement by the Board;
- ii. 每年向獨立核數師索取資料，了解其就保持獨立性及監察遵守有關規定的合規性所採納的政策及程序，包括就輪換核數合夥人及職員的規定；及
 - iii. 至少每年在管理層不在場的情況下會見獨立核數師一次，以討論與核數費用有關的事宜、任何因核數工作產生的事宜及獨立核數師或擬提出的任何其他事項。
- (c) 就獨立核數師提供非核數服務制定政策，並予以執行。就此規定而言，獨立核數師包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責核數公司的本土或國際業務的一部分的任何機構。審計委員會應就任何須採取行動或改善的事項向董事會報告並提出建議；
- (d) 確保獨立核數師提供的非核數服務無損其獨立性或客觀性。當評估獨立核數師就提供非核數服務的獨立性或客觀性時，審計委員會應考慮以下事項：
- i. 獨立核數師的技能及經驗是否適合提供非核數服務；
 - ii. 是否有預防措施確保獨立核數師核數工作的客觀性及獨立性不會因獨立核數師提供非核數服務而受到威脅；
 - iii. 非核數服務的性質、有關費用的水平及就外聘獨立核數師而言，個別服務費用及合計服務費用的水平；及
 - iv. 履行審計工作職員酬金的標準。
- (e) 與獨立核數師及本集團財務部門員工、本集團的管理層檢討本集團有關內部監控(包括財務、營運及合規監控)的政策及程序是否足夠以及在提交董事會批審前審閱董事擬載於年度賬目內的任何聲明；

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Review the Company's financial information

- (a) to monitor the integrity of the Company's financial statements, annual reports and accounts, interim reports and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Audit Committee shall focus particularly on:
- any changes in accounting policies and practices;
 - major judgmental areas;
 - significant adjustments resulting from the audit;
 - the going concern assumptions and any qualifications;
 - compliance with accounting standards; and
 - compliance with the Listing Rules and legal requirements in relation to financial reporting.
- (b) regarding above:
- members shall liaise with the Board and senior management of the Company and the Audit Committee must meet, at least twice a year, with the independent auditors;
 - the Committee shall consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts, and shall give due consideration to any matters that have been raised by the Company's staff responsible for accounting and financial reporting function, the compliance officer or the auditors; and
 - discussing problems and reservations with the independent auditors arising from final audit, and any matters the independent auditors may wish to discuss (in the absence of management where necessary);

Oversee the Company's financial reporting system, risk management and internal control procedures

- (a) to review the Company's financial controls, risk management and internal control systems;
- (b) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have an effective system. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;

審閱本公司的財務資料

- (a) 監察本公司的財務報表、年度報告及賬目、中期報告及(如為了刊登而編製)季度報告的完整性，並審閱報表及報告所載有關財務匯報的重大判斷。審計委員會在向董事會提交該等報告前，應特別針對下列事項加以審閱：
- 會計政策及實務的任何更改；
 - 涉及重要判斷的地方；
 - 因核數而出現的重大調整；
 - 持續經營的假設及任何保留意見；
 - 是否遵守會計準則；及
 - 是否遵守有關財務匯報的上市規則及法律規定。
- (b) 就上述項而言：
- 成員應與本公司董事會及高級管理人員聯絡。審計委員會須至少每年與獨立核數師開會兩次；
 - 委員會應考慮於該等報告及賬目中所反映或可能需反映的任何重大或不尋常事項，並應適當考慮任何由本公司屬下會計及財務匯報職員、合規主任或核數師提出的事項；及
 - 與獨立核數師討論末期審計結果出現的問題和保留事項，以及獨立核數師希望討論的任何事項(必要時管理層不參與討論)。

監管本公司財務匯報系統、風險管理及內部監控程序

- (a) 檢討本公司的財務監控、風險管理及內部監控系統；
- (b) 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統。討論內容應包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足；

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- (c) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to those findings;
 - (d) where an internal audit function exists, to ensure co-ordination between the internal and independent auditors and to review and monitor its effectiveness;
 - (e) to review the Group's financial and accounting policies and practices;
 - (f) to review the independent auditor's management letter, any material queries raised by the independent auditor to management about accounting records, financial accounts or system of control and management's response;
 - (g) to act as the key representative body for overseeing the Company's relations with the independent auditor;
 - (h) to review the whistle-blowing arrangements of which employees of the Group and other persons who have connections with the Company, such as customers and suppliers, may use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters relating to the Company. The Audit Committee shall ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
 - (i) to ensure that the Board will provide a timely response to the issues raised in the independent auditor's management letter, if any;
 - (j) to report to the Board on the matters set out in the CG Code and CG Report (Appendix 14 to the Listing Rules);
 - (k) to do any such things to enable the Audit Committee to discharge its powers and functions conferred on it by the Board;
 - (l) to conform to any requirement, direction, and regulation that may from time to time be contained in the memorandum and Articles of Association or imposed by the Listing Rules or applicable law;
- (c) 應董事會的委派或主動就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；
 - (d) 如公司設有內部審計功能，須確保內部和獨立核數師的工作得到協調；以及檢討及監察其成效；
 - (e) 檢討本集團的財務及會計政策及實務；
 - (f) 審閱獨立核數師的《審計情況說明函件》、獨立核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；
 - (g) 擔任本公司與獨立核數師之間的主要代表，負責監察兩者之間的關係；
 - (h) 審閱本集團員工及與本公司有聯繫的其他人士(如客戶及供應商)的舉報安排制度，據此，員工及有關人士可暗中就本公司有關財務匯報、內部監控或其他方面可能發生的不正當行為提出關注。審計委員會應確保有適當安排，讓本公司對此等事宜作出公平獨立的調查及採取適當後續行動；
 - (i) 確保董事會及時回應於獨立核數師的《審計情況說明函件》中提出的事宜(倘有)；
 - (j) 就企業管治守則及企業管治報告(上市規則附錄十四)所載的事宜向董事會匯報；
 - (k) 作出任何行動，使審計委員會可以履行董事會授予委員會的權利及職能；
 - (l) 符合組織章程大綱及細則不時所載又或上市規則或適用法例不時所定的任何要求、指示及規例；

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- (m) to consider agreeing with the Board in relation to the Company's policies on hiring employees or former employees of the independent auditor and monitoring the application of these policies. The Committee should then be in a position to consider whether there has been or appears to be any impairment of the independent auditor's judgment or independence for the audit;
- (n) to review ongoing connected transactions of the Company and ensure compliance with the terms of approval by shareholders of the Company; and
- (o) to consider such other matters as the Board may from time to time determine.

In the meetings, the Audit Committee considered and approved for presentation to the Board for consideration and approval (i) the draft audited consolidated financial statements of the Group for FY2022; (ii) the draft unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2022; (iii) the audit scope and audit plan prepared by the independent auditor relating to the audit for FY2022; and (iv) the risk management and internal control systems of the Group.

NOMINATION COMMITTEE

The Company has established the Nomination Committee on 20 June 2022 with written terms of reference in compliance with the CG Code as set out in Appendix 14 to the Listing Rules. The Nomination Committee consists of one executive Director, namely Mr. Chao and two INEDs, namely Mr. Man and Mr. Suen. Mr. Suen has been appointed as the chairman of the Nomination Committee. The major duties of the Nomination Committee are the followings:

- (a) to review the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually, to evaluate whether Directors have committed adequate time to discharge their responsibilities, and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and senior management of the Company, and to select or make recommendations to the Board on the selection of individuals nominated for directorships or senior management for approval. In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;

- (m) 考慮同意董事會有關本公司聘請獨立核數師僱員或前任僱員的政策，並監察該等政策的實施。委員會在該情況下應考慮有否或會否削弱獨立核數師在核數工作上的判斷或獨立性；

- (n) 審閱本公司的持續關連交易，並確保遵從本公司股東的審批條款；及

- (o) 審議其他由董事會不時釐定的事宜。

在會議上，審計委員會審議並批准向董事會提呈以審議及批准(i)本集團2022年財年的經審計綜合財務報表草案；(ii)本集團截至2022年6月30日止六個月的未經審計簡明綜合財務報表草案；(iii)獨立核數師編製2022年財年的審計相關的審計範圍及審計計劃；及(iv)本集團的風險管理及內部監控系統。

提名委員會

本公司於2022年6月20日成立提名委員會，並根據上市規則附錄14所載企業管治守則制訂其書面職權範圍。提名委員會由一名執行董事周先生及兩名獨立非執行董事文先生及孫先生組成。孫先生已獲委任為提名委員會主席。提名委員會的主要職責如下：

- (a) 至少每年檢討董事會的架構、人數及組成（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），評估董事會是否投入足夠時間履行其職責，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；

- (b) 物色具備合適資格可擔任本公司董事會成員及高級管理人員的人士，並甄選提名有關人士出任董事或高級管理人員或就此向董事會提供意見，以供批准。於識別合適人選時，提名委員會應以用人唯賢的準則，根據客觀標準考慮有關人選，並適當考慮董事會成員多元化的好處；

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- (c) to assess the independence of INEDs, review the INEDs' annual confirmations on their independence and make disclosure of its review results in the CG report;
 - (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the CEO, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;
 - (e) to review the Board Diversity Policy, as appropriate, and review measurable objectives for implementing the Board Diversity Policy and progress on achieving the objectives, and to make disclosure of its review results in the CG report annually;
 - (f) do any such things to enable the Nomination Committee to perform its duties and functions conferred on it by the Board; and
 - (g) conform to any requirement, direction, and regulation that may from time to time be contained in the Articles of Association of the Company or imposed by the Listing Rules or applicable law.
- (c) 評核獨立非執行董事的獨立性，並檢討獨立非執行董事獨立性的年度確認函及於企業管治報告披露其檢討結果；
 - (d) 因應本公司的公司策略及日後需要的技能、知識、經驗及多元化組合，與董事會（如適用）就董事委任或重新委任以及董事（尤其是主席及首席執行官）繼任計劃向董事會提出建議；
 - (e) 檢討董事會多元化政策（如適用），並檢討實施董事會多元化政策的可計量目標及達致該等目標的進展，以及在每年的企業管治報告內披露其審查結果；
 - (f) 採取任何有關事宜使提名委員會能夠履行董事會賦予其的職責及職能；及
 - (g) 符合本公司組織章程細則不時所載又或上市規則或適用法例不時所定的任何要求、指示及規例。

In the meetings, the Nomination Committee (i) reviewed and discussed the policy, procedure and criteria for nomination of the Directors; (ii) reviewed and discussed the Board Diversity Policy and discussed all measurable objectives set for implementing the policy and the progress made towards meeting the measurable objective in the policy; (iii) assessed the independence of INEDs; (iv) considered the re-appointment of the retiring Directors, reviewed the time commitment required from the non-executive Director; and (v) fulfilled duties as required aforesaid.

NOMINATION POLICY

Objective

The Nomination Committee shall identify candidates who are qualified/suitable to become a member of the Board of the Company and to make recommendations to the Board on the selection of candidates nominated for directorships with a view to ensuring that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

在會議上，提名委員會(i)審議及討論董事提名政策、程序及標準；(ii)審議及討論董事會多元化政策，並討論就實施該政策而設定的所有可衡量的目標以及在實現該政策可衡量的目標方面取得的進展；(iii)評核獨立非執行董事的獨立性；(iv)審議退休董事的重新委任，檢討非執行董事所需付出的時間；及(v)履行上述規定責任。

提名政策

目標

提名委員會當物色合資格／適合成為本公司董事會成員之候選人並就挑選獲提名董事職位人選向董事會提供推薦意見，目的為確保董事會具備適合本公司業務要求的技能、經驗及多元化角度上的平衡。

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The Nomination Committee is authorised by the Board to determine the nomination of Directors, the procedure, process and criteria to be adopted for the purposes of selecting and recommending candidates for directorship, and shall make recommendations to the Board on the appointment or re-appointment of Director and succession planning for the Directors, in particular, the Chairman and the CEO.

In assessing the suitability of a proposed candidate, the Nomination Committee may make reference to certain criteria such as Company's need, reputation for integrity, motivation, experience in principal business of the Company, balance of skills, knowledge and experience on the Board, the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities and, in case of INEDs, the independence requirements set out in Rule 3.13 of the Listing Rules, and take into account various aspects set out in the Board Diversity Policy of the Company, number of directorship(s) in other listed/public companies, and in case of INED, number of years he/she has already served in the Company.

Selection Criteria

- (a) Proposed candidate will be asked to submit the necessary personal information, together with his/her written consent to be appointed as a Director and to the public disclosure of his/her personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a Director;
- (b) Non-executive Director and INEDs will receive a formal letter of appointment on his/her appointment to the Board, setting out clearly the expectations of him/her in terms of time commitment, committee service and involvement outside Board meetings; and
- (c) Any appointment of proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Company's Articles of Association and other applicable rules and regulations.

董事會授權提名委員會釐定董事提名、就物色及推薦董事候選人將予採納的程序、過程及條件以及就委任或重新委任董事及董事(尤其是主席及首席執行官)繼任安排向董事會提供建議。

評估提名候選人的適合性時，提名委員會或會參考若干標準，例如本公司的需求、誠信聲譽、積極性、於本公司主要業務方面的經驗、董事會技能、知識及經驗的平衡、候選人為履行其職責及責任將投入的時間及精力以及(倘若為獨立非執行董事)上市規則3.13條所載獨立性要求，並考慮本公司董事會多元化政策所列不同方面、於其他上市/公眾公司擔任的董事職位數量以及(倘若為獨立非執行董事)已任職年限。

甄選標準

- (a) 建議候選人將被要求以規定形式提交其必要之個人資料，連同由其發出有關同意獲委任為董事，以及為或就其參選董事而於任何文件或相關網站公開披露其個人資料之同意書；
- (b) 非執行董事及獨立非執行董事將於獲委任加入董事會時取得正式委任函件，當中訂明對其的要求，包括工作時間、委員會服務及參與董事會會議以外的的工作；及
- (c) 董事會建議候選人的任何委任或對任何現有董事會成員的重新委任應根據本公司組織章程細則及其他適用規則及法規進行。

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Nomination Procedures

- (a) The secretary of the Nomination Committee shall invite nominations of candidates from Board members if any, for consideration by the Nomination Committee. The Nomination Committee may also put forward candidates who are not nominated by Board members;
- (b) Non-executive Director should be appointed for a specific term, subject to re-election;
- (c) Any Director appointed by the Board to fill a casual vacancy on or as an addition to the Board shall hold office only until the first AGM of the Company after his appointment, and shall then be eligible for re-election. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years;
- (d) Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to the Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - i. the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - ii. if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - iii. the perspectives, skills and experience that the individual can bring to the Board; and
 - iv. how the individual contributes to diversity (including gender diversity) of the Board; and
- (e) If an INED serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders. The papers to the Shareholders accompanying that resolution should include the reasons why the Board (or the Nomination Committee) believes he/she is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or the Nomination Committee) in arriving such determination.

提名程序

- (a) 提名委員會秘書應邀請董事會成員提名候選人(倘有)，以供提名委員會於會議前考慮。提名委員會亦可提出並非由董事會成員提名之候選人；
- (b) 非執行董事的委任應有指定任期，亦須接受重新選舉；
- (c) 由董事會委任以填補董事會臨時空缺或作為董事會增補的任何董事，其任期僅直至其委任後的首屆股東週年大會為止，並可在此次大會上重選連任。董事會在一切關於推薦候選人在股東大會參選的事宜上，擁有最後決定權。每名董事(包括按特定任期委任之董事)須至少每三年退任一次；
- (d) 倘董事會提呈一項決議案於股東大會上選任某人士為獨立非執行董事，則須於相關股東大會通告隨附的致股東通函及／或說明函件內載明：
 - i. 用以物色該名人士的流程，董事會認為應選任該名人士的理由以及認為該名人士屬獨立人士的原因；
 - ii. 如建議獨立非執行董事將出任第七家(或以上)上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
 - iii. 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
 - iv. 該名人士如何促進董事會成員多元化(包括性別多元化)；及
- (e) 若獨立非執行董事在任已過9年，其是否獲續任應以獨立決議案形式由股東審議通過。隨該決議案附帶的致股東文件應說明董事會(或提名委員會)認為該董事仍然獨立且應予膺選連任的理由，包括所考慮的因素、董事會(或提名委員會)於作出該決定時的程序及討論情況。

(f) Every newly appointed Director should receive a comprehensive, formal and tailored induction on appointment. Subsequently, he/she should receive any briefing and professional development necessary to ensure that he/she has a proper understanding of the Company's operations and business and is fully aware of his/her responsibilities under statute and common law, the Listing Rules as amended from time to time, legal and other regulatory requirements and the Company's business and governance policies.

Monitoring and Reporting

The Nomination Committee shall keep under review the leadership needs of the Company, for both executive and non-executive Directors, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace. The Nomination Committee will report annually in its CG report on how this policy is being applied in recommending candidates for directorship and retiring Directors for re-election during the year.

Review of nomination policy

The Nomination Committee shall keep up to date and be fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates. The Nomination Committee will review this policy, as appropriate, to ensure the effectiveness of this Policy in line with the Company's strategy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

BOARD DIVERSITY POLICY

Board Diversity Policy has been adopted, which sets out the objective and approach to achieve and maintain an appropriate balance of skills, experience and diversity of perspectives of the Board in order to enhance the effectiveness of the Board. The Board Diversity Policy provides that the Company should endeavour to ensure that the Board members have the appropriate skills, expertise and diversity of perspectives that are required to support the execution of the Group's business strategy. Board Diversity Policy (including gender balance) is reviewed from time to time to ensure its continued effectiveness and the Company will disclose the implementation of the Board Diversity Policy in the CG report on an annual basis.

Pursuant to the Board Diversity Policy, selection of candidates for Directors will be based on a range of perspectives, including but not limited to skills, professional experience, educational background, knowledge, expertise, culture, age and gender. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to the Board and the business needs of the Company from time to time.

(f) 每名新獲委任的董事均應在接受委任時獲得全面、正式兼特為其而設的就任須知。其後亦應獲得所需的介紹及專業發展以確保彼適當了解本公司的業務及運營，充分了解普通法規、上市規則(經不時修訂)、法律及有關監管規定項下之職責及責任以及本公司業務及管治政策。

監察及匯報

提名委員會應持續檢討本公司的領導需要(執行及非執行董事)，以確保本公司持續具備有效市場競爭的能力。提名委員會每年會於本公司年報的企業管治一節匯報政策於年內應用於推薦董事候選人及退任董事重選連任的情況。

檢討提名政策

提名委員會應及時了解並充分了解影響本公司及其經營市場的戰畧事宜及商業變化。提名委員會將在適當時候檢討本政策，以確保本政策對本公司行之有效。提名委員會將會討論任何或需作出的修訂，再向董事會提出修訂建議，由董事會審批。

董事會多元化政策

本公司已採納董事會多元化政策，該項政策載有實現及維持董事會技能、經驗及多元化觀點適當平衡以提高董事會效能的目標及方法。董事會多元化政策規定，本公司應致力確保董事會成員具有支持執行本集團業務戰略所需適當技能、專業知識及觀點多樣性。本公司不時審閱董事會多元化政策(包括性別平衡)，以確保其持續有效，而本公司將每年在企業管治報告內披露董事會多元化政策的執行情況。

根據董事會多元化政策，董事候選人的甄選將基於一系列觀點，包括但不限於技能、專業經驗、教育背景、學識、專業知識、文化、年齡及性別。相關委任的最終決定將根據經甄選候選人將帶給董事會的業績及貢獻以及本公司的不時業務需求決定。

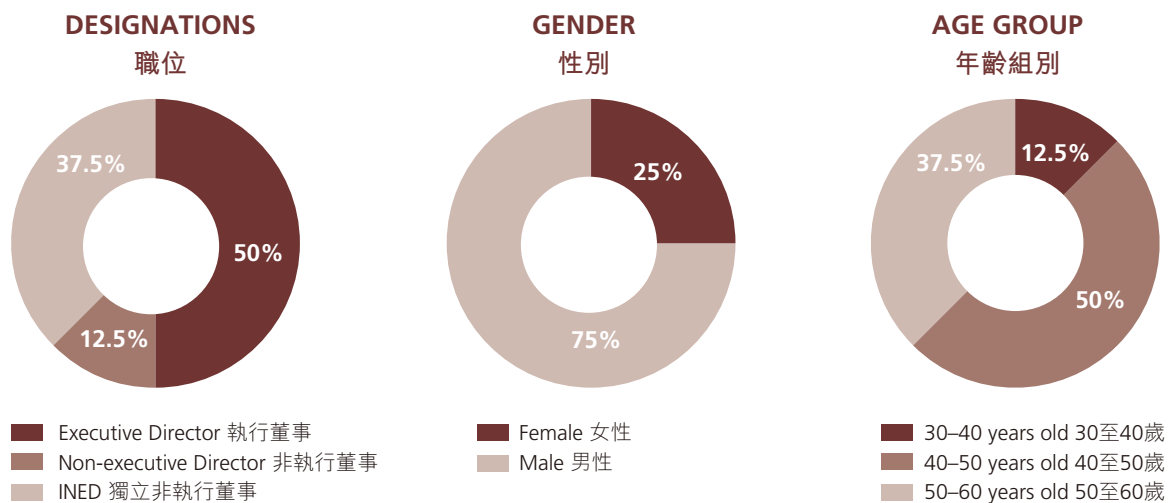
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The Board believes that such merit-based appointments will best enable the Company to serve the Shareholders and other stakeholders going forward. The Board comprises of eight members, including four executive Directors, one non-executive Director and three INEDs. Directors have a balanced mix of experiences, including management and strategic development, corporate finance, investment banking, legal and professional accounting in addition to experiences in the IT industry. Furthermore, the Board has a wide range of age, ranging from 35 years old to 58 years old, and comprises of two female Directors and six male Directors. The Group also has a good mix of new and experienced Directors, who have valuable knowledge and insights of the Group's business over the years, while the new Directors are expected to bring in fresh ideas and new perspective to the Group.

As at the date of this annual report, the Group had eight Directors in the Board. Set out below is the detailed breakdown of the composition of Directors by designations, gender and age.

董事會認為，該等以業績為基準的委任將令本公司最好地服務於股東及其他利益相關方。董事會由八名成員組成，包括四名執行董事、一名非執行董事及三名獨立非執行董事。除了IT行業的經驗外，董事即已權衡各項經驗，包括管理及戰略發展、公司財務、投資銀行、法律及專業會計。此外，董事會的年齡範圍較廣，介乎35歲至58歲不等，並由兩名女性董事及六名男性董事組成。本集團亦維持新任董事與經驗豐富的良好結合，彼等於過往數年中對我們的業務具有寶貴知識及見識，該等新董事預期將為本集團帶來新想法及新見解。

於本年報日期，本集團董事會擁有八名董事。以下為按職位、性別及年齡劃分的董事組成的詳細明細。



As at 31 December 2022, the ratio of women to men in the workforce (excluding non-executive Director and INEDs) was 24:76. For details of gender distribution, please refer to ESG report in this annual report.

於2022年12月31日，工作人員中的男女比例(不包括非執行董事及獨立非執行董事)為24:76。有關性別分佈的詳情，請參閱本年報的ESG報告。

As regards gender diversity of the Board and the senior management team, the Group has two female Directors and six male Directors, and one out of seven members of the senior management team is female. The Group is committed to creating favorable working environment to employ and promote more females in the workforce to hold senior management positions based on the qualifications, experience and skills required for those positions. The Group strives to increase the ratio of females in the workforce to the extent possible onwards and maintain diversity and equality in respect of its workforce.

關於董事會及高級管理團隊的性別多元化，本集團有兩名女性董事及六名男性董事，高級管理團隊中每七名成員中就有一名為女性。本集團致力創造有利的工作環境，以聘用及提升更多女性擔任高級管理職位，以符合擔任該等職位所需的資歷、經驗及技能。本集團致力於提高女性在勞動力中的比例，並在其勞動力方面保持多元及平等。

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The Nomination Committee will (i) report annually, in the CG report contained in this annual report, on the Board's composition under diversified perspectives, and monitor the implementation of the Board Diversity Policy; and (ii) review the Board Diversity Policy, as appropriate, to ensure the effectiveness of the Board Diversity Policy and discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

REMUNERATION COMMITTEE

The Company has established the Remuneration Committee on 20 June 2022 in compliance with Rule 3.25 of the Listing Rules and with written terms of reference in compliance with the CG Code. The Remuneration Committee consists of one executive Director, namely Mr. Chao and two INEDs, namely Mr. Suen and Mr. U. Mr. U has been appointed as the chairman of the Remuneration Committee. The major duties of the Remuneration Committee are the followings:

- (a) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) either:
 - i. to determine, with delegated responsibility, the remuneration packages of individual executive Director and senior management of the Company; or
 - ii. to make recommendations to the Board on the remuneration packages of individual executive Director and senior management of the Company.

This should cover bonus, benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group. The Remuneration Committee shall also ensure that the levels of remuneration should be sufficient to attract and retain the Directors needed to run the Company successfully but should avoid paying more than is necessary for this purpose;

提名委員會將(i)每年於本年度報告所載企業管治報告中就多樣性角度的董事會組成作出報告，並監督董事會多元化政策的執行情況；及(ii)將適時檢討董事會多元化政策，以確保董事會多元化政策的有效性並討論可能需進行的任何修訂意見，並向董事會推薦任何相關修訂意見，以供審議及批准。

薪酬委員會

本公司根據上市規則第3.25條於2022年6月20日成立薪酬委員會，並根據企業管治守則制訂其書面職權範圍。薪酬委員會由一名執行董事周先生及兩名獨立非執行董事孫先生及余先生組成。余先生已獲委任為薪酬委員會主席。薪酬委員會的主要職責如下：

- (a) 就本公司全體董事及高級管理人員的薪酬政策及架構，及就制訂薪酬政策設立正規而具透明度的程序，向董事會提出建議；
- (b) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
- (c) 以下兩者之一：
 - i. 獲董事會轉授責任，釐定本公司個別執行董事及高級管理人員的薪酬待遇；或
 - ii. 向董事會建議本公司個別執行董事及高級管理人員的薪酬待遇。

此應包括紅利、非金錢利益、退休金權利及賠償金額(包括就喪失或終止職務或委任而須支付的任何賠償)；

- (d) 就非執行董事的薪酬向董事會提出建議；
- (e) 考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件。薪酬委員會亦須確保薪酬水平應足以吸引並挽留本公司成功營運所需的董事，但就此而言，應避免支付超出必需的薪酬水平；

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- (f) to review and approve compensation payable to executive Directors and senior management of the Company for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
 - (g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
 - (h) to determine the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;
 - (i) to ensure that no Director or any of his/her associates (as defined in the Listing Rules) is involved in deciding his/her own remuneration;
 - (j) advise shareholders on how to vote with respect to any service contracts of the Group's directors which require shareholders' approval under Rule 13.68 of the Listing Rules;
 - (k) reviewing matters relating to the Group's share scheme;
 - (l) confirm to any requirement, Direction and regulation that may from time to time be contained in the Articles of Association of the Company or imposed by the Listing Rules or applicable law; and
 - (m) do any such things to enable the Remuneration Committee to perform its duties and functions conferred on it by the Board.
- (f) 檢討及批准向本公司執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；
 - (g) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；
 - (h) 釐定評估僱員表現的準則，有關準則須反映本公司的業務目的及目標；
 - (i) 確保任何董事或其任何聯繫人(定義見上市規則)不得參與釐定其自己的薪酬；
 - (j) 向股東建議，如何就本集團任何根據上市規則第13.68條須取得股東批准的董事服務合約進行表決；
 - (k) 檢討有關本集團股份計劃的事宜；
 - (l) 符合本公司組織章程細則不時所載又或上市規則或適用法例不時所定的任何要求、指示及規例；及
 - (m) 作出任何行動，使薪酬委員會可以履行董事會授予委員會的權利及職能。

In the meeting, the Remuneration Committee (i) discussed and reviewed the remuneration policy for Directors and senior management of the Company; (ii) assessed performance of executive Directors; and (iii) made recommendations to the Board on the remuneration packages of individual executive Directors and senior management (i.e. the model of Remuneration Committee under Code Provision E.1.2(c)(ii) of the CG Code) and fulfilled duties as required aforesaid.

在會議上，薪酬委員會(i)討論及審查了本公司董事及高級管理層的薪酬政策；(ii)評估了執行董事的業績表現；及(iii)就個別執行董事及高級管理層的薪酬方案向董事會提出建議(即根據企業管治守則守則條文第E.1.2(c)(ii)條薪酬委員會守則)，並履行了上述規定職責。

REMUNERATION OF SENIOR MANAGEMENT

高級管理層薪酬

Band of remuneration	酬金組別	Number of person(s) 人數
From Nil to HK\$1,000,000	零至1,000,000港元	5
From HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	1
From HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	1

Further details of the remuneration of the Directors and the five highest paid employees are set out in notes 8 and 31 respectively to the consolidated financial statements.

董事及五名最高薪酬人士的進一步詳情分別載於綜合財務報表附註8及31。

INDEPENDENT AUDITOR'S REMUNERATION

During FY2022, PwC was engaged as the Group's independent auditor. The remuneration paid/payable to PwC for audit and non-audit services in respect of FY2022 is set out below:

獨立核數師酬薪

於2022年財年，羅兵咸永道會計師事務所獲委任為本集團獨立核數師。於2022年財年，就審計及非審計服務已付／應付羅兵咸永道會計師事務所的酬金載列如下：

Services	服務	Fee paid/payable 已付／應付費用 HK\$'000 千港元
Audit services – Annual audit	審計服務－年度審計	2,601
Non-audit services – Taxation service fee	非審計服務－稅務服務	17
Total	總計	2,618

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for FY2022 which give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of the Group's consolidated financial performance and consolidated cash flows for the year then ended in accordance with all applicable IFRS, IAS, amendments and interpretations issued by the IASB and in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

董事對財務報表的責任

董事深知彼等有責任編製本集團2022年財年的綜合財務報表，該等綜合財務報表已根據國際會計準則理事會頒佈的所有適用國際財務報告準則、國際會計準則以及項下修訂及釋義真實而公平地反映本集團於2022年3月31日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定。

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on Company's performance, positions and prospects.

管理層已向董事會提供必要的闡釋及數據，使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。本公司已向董事會全體成員提供有關本公司業績、狀況及前景的每月更新資料。

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The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the independent auditor of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report in this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Board is responsible for evaluating and determining the nature and extent of the risks that the Company is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems.

The Board acknowledges that such risk management and internal control systems are designed to manage, rather than eliminate the risks of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. The Group has established an enterprise risk management policy in order to provide sound and effective risk management. This sets out a framework for the identification, analysis, evaluation, treatment, monitoring and reporting of the Group's key risks, with a view to supporting the achievement of the Group's overall strategic objectives. The Company does not have an internal audit department. The Board has reviewed the need for an internal audit function and currently takes the view that there is no immediate need to set up an internal audit department in light of the size, nature and complexity of the Group's business. The need for an internal audit department will be reviewed from time to time.

In view of the Group's business and scale of operations, and in order to adopt the most cost-effective method of conducting periodic reviews of the Group's internal control and enterprise risk management systems, the Board has engaged an independent consultant firm to execute the internal audit function. Independent consultant has conducted a review of the effectiveness of the Group's enterprise risk management, corporate level controls and financial reporting and disclosure controls for FY2022. The report issued by the independent consultant firm was reviewed by the Audit Committee and the Board and no major issue was raised for improvement.

The Group's risk management and internal control systems are aimed to manage, rather than eliminating, the risk of failure to achieve business objectives and thus can only provide reasonable, but not absolute, assurance against material misstatement or loss.

董事會並不知悉與可能對本集團持續經營構成重大疑問的事件或狀況有關的任何重大不確定因素。

本公司獨立核數師就彼等有關本公司綜合財務報表的申報責任作出的聲明載於本年報獨立核數師報告。

風險管理及內部監控系統

董事會負責評估及釐定為達成本公司戰略目標所願承擔的風險性質及程度，並確保本公司建立及維持適合及有效的風險管理及內部控制系統。董事會監督管理層對風險管理及內部監控系統的設計、實施及監察。

董事會知悉有關風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，且僅可就重大失實陳述或虧損作出合理而非絕對的保證。本集團已制定企業風險管理政策，以提供完善及有效的風險管理。這為確定、分析、評估、處理、監控及匯報本集團的關鍵風險建立了框架，協助實現本集團整體戰略目標。本公司並無設立內部審計部門。鑒於本集團的業務規模、性質及複雜性，董事會已審查內部審計職能的必要性，且目前認為並無設立內部審計部門的即時需要。設立內部審計部門的需要將不時予以檢討。

鑒於本集團業務及營運規模，為採納最具成本效益的方法對本集團內部監控及風險管理系統進行定期檢討，董事會已委聘獨立顧問公司以執行內部審計職能。獨立顧問已對2022年財年本集團企業風險管理、企業標準控制及財務申報程序及監控的有效性進行檢討。獨立顧問公司發出的報告已經審計委員會及董事會審閱，並無提出需改進的重大事宜。

本集團的風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，且僅可就重大失實陳述或虧損作出合理而非絕對的保證。

The Board, through the Audit Committee, has conducted a review of the effectiveness of the risk management and internal control systems of the Group covering all material controls, including financial, operational, strategic and compliance controls and has considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting functions. The Board considers that the Group's risk management and internal control systems are adequate and effective. The Board expects that a review of the risk management and internal control systems will be performed annually.

PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISCLOSURE OF INSIDE INFORMATION

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

COMPANY SECRETARY

Mr. Tsang Tik Man has been appointed by the Board as the Company Secretary since 20 April 2021. His biographical details are set out under the section headed "DIRECTORS AND SENIOR MANAGEMENT" in this annual report. The Company Secretary is responsible for facilitating the Board's processes and communications among Board members, shareholders and the management of the Company. During FY2022, the Company Secretary had confirmed that he had taken no less than 15 hours of relevant professional training in accordance with Rule 3.29 of the Listing Rules.

董事會透過審計委員會，檢討本集團風險管理及內部監控系統的成效，涵蓋所有重大監控措施，包括財務、營運、策略及合規監控，並已考慮本公司在會計及財務申報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。董事會認為本集團之風險管理及內部監控系統屬充足及有效。董事預計將每年對風險管理及內部監控系統進行檢討。

處理及披露內幕消息的程序及內部監控

本集團遵守證券及期貨條例及上市規則的規定。本集團於合理切實可行情況下盡快向公眾披露內幕消息，除非有關消息屬證券及期貨條例下任何安全港範圍內。在向公眾全面披露有關消息前，本集團確保消息嚴格保密。倘本集團認為無法保持必要的保密度，或可能已違反保密措施，本集團將即時向公眾披露消息。本集團致力確保發佈文件中所載資料就重大事實而言並不屬虛假或具誤導性，或鑑於以清晰平衡的方式呈列消息（就正面及負面事實需要相等披露而言）並不因遺漏重大事實而屬虛假或具誤導性。

公司秘書

曾迪文先生自2021年4月20日起獲董事會委任為公司秘書。其履歷詳情載於本年報「董事及高級管理層」一節。公司秘書負責促進董事會的程式以及董事會成員、股東及公司管理層之間的溝通。於2022年財年，公司秘書已確認根據上市規則第3.29條接受了不少於15小時的相關專業培訓。

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SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution will be proposed by the chairman of that meeting for each substantially separate issue at shareholder meetings, including nomination and election of individual Director.

All resolutions put forward at Shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each Shareholder meeting in accordance with the Listing Rules.

Procedures for convening general meeting by shareholders

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

Procedures for putting forward proposals at general meeting

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Companies Law of the Cayman Islands. However, Shareholders who wish to propose resolutions may follow Article 58 of the Articles for requisitioning an extraordinary general meeting and including a resolution at such meeting. The requirements and procedures of Article 58 of the Articles are set out above.

Procedures for putting forward enquiries to the Board

The Group values feedback from Shareholders on its efforts to promote transparency and foster investor relationship. Shareholders are encouraged to send their enquiries to the Board by post to the principal place of business set out in the section headed "CORPORATE INFORMATION" in this annual report. Shareholders may also make enquiries with the Board at the general meetings of the Company.

股東權利

為保障股東權益及權利，會議主席於股東大會上將就各重大事項(包括提名及選舉個別董事)提呈一項獨立決議案。

根據上市規則，所有於股東大會上提呈的決議案將以投票方式表決，投票結果將於本公司各股東大會後及時刊登於本公司及聯交所網站。

股東召開股東大會的程序

根據細則第58條，任何一位或以上於遞呈要求當日持有不少於本公司繳足股本(具本公司股東大會之投票權)十分之一的股東於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理該要求中指明的任何事務或決議；且該大會應於遞呈該要求後兩個月內舉行。若於遞呈當日起二十一日內，董事會沒有開展召開有關大會之程序，則遞呈要求人士可自發僅於一個地點(將為主要會議地點)召開實體會議，而遞呈要求人士因董事會之缺失而產生的所有合理開支應由本公司向遞呈要求人償付。

向股東大會提呈建議的程序

根據開曼群島公司法，概無條文批准股東於股東大會動議新決議案。欲在股東大會提呈建議以供考慮的股東，可按照本細則第58條規定申請召開臨時股東大會，並於會上作出決議。本細則第58條規定及程序如上所述。

向董事會作出查詢的程序

本集團十分重視股東的回應，藉以提高透明度及促進投資者關係。鼓勵股東將有關查詢寄送至本年報「公司資料」一節所載的主要營業地點。股東亦可於本公司股東大會上向董事會提出查詢。

CONSTITUTIONAL DOCUMENTS

The Company has adopted, on 20 June 2022, the amended and restated memorandum and Articles which took effect from 15 July 2022. There was no change in the constitutional documents of the Company during the year ended 31 December 2022.

COMMUNICATION POLICY

Under the Company's communication policy, to promote effective communication, the Company maintains a website of "www.boardware.com" which provides the shareholder and stakeholder a communication channel with the Company. The website provides up-to-date information and updates on the Company's financial information, CG practices, biographical information of the Board and other information are available for public access.

The Company has reviewed the implementation and effectiveness of the shareholders' communication policy, and considered that the current available communication channel for shareholders and stakeholders is effective and adequate.

組織章程文件

本公司已於2022年6月20日通過經修訂重述章程大綱及細則並自2022年7月15日起生效。截至2022年12月31日止年度，概無對本公司組織章程文件作出任何修改。

溝通政策

根據本公司的溝通政策，為促進有效溝通，本公司設有網站「www.boardware.com」，為股東及持份者提供與本公司溝通的渠道。本網站提供有關本公司財務資料、企業管治常規、董事會履歷資料及其他資訊的最新資料及更新，以供公眾人士閱覽。

本公司已檢討股東溝通政策的實施情況及成效，並認為股東及持份者目前可利用的溝通渠道屬有效及充足。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THE GROUP

The Group is principally engaged in the provision of Professional IT services, Managed services, IT equipment leasing, IT maintenance and consultancy services, as well as distribution and resale of packaged hardware and software.

ABOUT THE ESG REPORT

This ESG Report summarises the Group's ESG practices, plans and performance.

Reporting Period

Unless specifically stated otherwise, this ESG Report covers the ESG activities, challenges and measures of the Group for 2022.

Reporting Scope

The reporting scope is consistent with this annual report and covers all the business operations under the direct operational control of the Group, including the headquarters in Macau, offices in Hong Kong, Zhuhai and Nansha in the PRC. The major business segments representing the Group's major sources of revenue include (a) the provision of enterprise IT solutions, including (i) Professional IT services, (ii) Managed services, (iii) lease income from IT equipment and (iv) IT maintenance and consultancy services; and (b) distribution and resale of hardware and software.

Reporting Framework

This ESG Report has been prepared in accordance with the ESG Reporting Guide. This ESG Report complies with all "comply or explain" requirements and reports on all mandatory disclosures outlined in the ESG Reporting Guide. Information relating to the Group's CG practices can be found in the CG report in this annual report.

During the preparation of this ESG Report, the Group has applied the reporting principles in the ESG Reporting Guide, as described below:

Materiality: Materiality assessment was conducted with key stakeholders to identify material issues during the Reporting Year, thereby adopting the confirmed material issues as the focus for the preparation of this ESG Report. The materiality of issues was reviewed and confirmed by the Board and the Sub-committee. For further details, please refer to the sections headed "Stakeholder Engagement" and "Materiality Assessment".

關於本集團

本集團主要從事提供專業IT服務、託管服務、IT設備租賃、IT維護及諮詢服務，以及分銷及轉售套裝硬件及軟件。

關於ESG報告

本ESG報告總結了本集團的環境、社會及管治實踐、計劃和績效。

報告期

除特別說明外，本ESG報告涵蓋本集團於2022年的ESG活動、挑戰及措施。

報告範圍

報告範圍與本年報一致，涵蓋本集團直接控制的所有業務，包括澳門總部、中國香港、珠海及南沙辦事處。代表本集團主要收入來源的主要業務類別包括(a)提供企業IT解決方案，包括(i)專業IT服務、(ii)託管服務、(iii) IT設備所得租賃收入及(iv) IT維護及諮詢服務；以及(b)分銷及轉售硬件及軟件。

報告框架

本ESG報告乃根據ESG報告指引編製。本ESG報告符合所有「不遵守就解釋」的要求，並匯報ESG報告指引中概述的所有強制性披露。有關本集團企業管治常規的資料載於本年報的企業管治報告。

在本ESG報告的編製過程中，本集團應用了ESG報告指引中的匯報原則，如下所述：

重要性：與主要持份者進行重要性評估以識別本報告年度的重大議題，從而將已確認的重大議題作為編製ESG報告的重點。董事會及小組委員會審查並確認了議題的重要性。有關進一步詳情，請參閱「持份者參與」及「重要性評估」兩節。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Quantitative: Environmental and social performance data were collected in accordance with the ESG Guide and relevance to the Group's targets and ESG direction. The standards, methodologies and applicable assumptions used in the calculation of KPIs data were supplemented by explanatory notes.

Consistency: This is the first ESG report presented by the Group. The Group will adopt consistent statistical methods in subsequent years for meaningful comparison in the future.

Balance: This ESG Report aims to provide a balanced and transparent representation of the Group's performance. It avoids selections, omissions, or presentation formats that may inappropriately influence a decision or judgment by the report reader.

MESSAGE FROM CHAIRMAN

Dear Valued Stakeholders,

On behalf of the Board, I am pleased to present this ESG Report which demonstrates the Group's growing commitment to improving the Group's ESG performance in both environmental and social aspects including but not limited to environmental management, employment and labour practices, operating practices and community involvement.

The Group believes that business sustainability can only be accomplished by operating a profitable business without sacrificing the well-being of either the Group's society or the environment. It therefore incorporates ESG concepts into its business philosophy to cultivate sustainable value for shareholders by seizing opportunities and managing risks associated with developments in the economy, society and environment. The Group's ESG responsibility initiative depends critically on the Group's ability to comprehend how various ESG issues may impact the Group's business and the Group's stakeholders.

The Group continues improving CG practices while keeping compliance and effectiveness as the Group's top priorities. In order to effectively manage ESG related matters within the Group, the Board has the overall responsibility on the Group's ESG issues and has set up the Sub-committee. Information about the Group's ESG governance structure is stated in the section headed "ESG Governance Structure".

量化：環境及社會績效數據乃根據ESG指引收集，並與本集團的目標及ESG方向相關。用於計算關鍵績效指標數據的標準、方法以及相關假設由解釋性說明補充。

一致性：此乃本集團提交的首份ESG報告。本集團將於往後年度採用一致的統計方法，以便日後進行有意義的比較。

平衡：本ESG報告旨在就本集團在ESG的績效提供平衡且透明的表述。它避免了可能會不恰當地影響報告讀者決策或判斷的選擇、遺漏或呈報格式。

主席的話

尊敬的持份者：

本人謹代表董事會欣然提呈本ESG報告，表明本集團於環境及社會方面(包括但不限於環境管理、僱傭及勞工慣例、營運慣例及社區參與)不斷提高本集團的ESG績效。

本集團相信，只有在不犧牲社會或環境福祉的情況下經營盈利業務，才能實現業務可持續性。因此，本集團將ESG理念融入其經營理念，通過把握經濟、社會和環境發展的機遇和管理風險，為股東創造可持續價值。本集團的ESG責任倡議在很大程度上取決於本集團理解各種ESG議題如何影響本集團的業務和持份者的能力。

本集團不斷改進企業管治常規，同時將合規性和有效性作為本集團的首要任務。為有效管理集團內的ESG相關事宜，董事會全面負責集團的ESG事宜，並成立小組委員會。有關本集團ESG管治架構的資料載於「ESG管治架構」一節。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

To identify and prioritise material ESG issues that have a significant impact on the Group's operations and stakeholders, the Group continuously communicates with internal and external stakeholders. The Board has delegated the Sub-committee and hired an independent third party to carry out the materiality assessment. Details about the stakeholder engagement channels and the materiality assessment conducted by the Group are stated in the sections headed "STAKEHOLDER ENGAGEMENT" and "MATERIALITY ASSESSMENT" respectively. In order to have a more comprehensive understanding on stakeholders' expectations of the Group's sustainable development, the Group will further strengthen its communication with stakeholders and formulate relevant policies and measures based on their opinions to improve the Group's ESG performance.

As an enterprise that promotes corporate social responsibility, the Group recognises the value of minimising its potential adverse impact on the environment. Aligning with the corporate strategy and the national vision of carbon neutrality, the Group has set quantifiable environmental targets to give stakeholders a better understanding of the Group's progress in improving ESG performance. The Group actively carries out various measures at operational levels in order to meet such targets. The Sub-committee has been given authority by the Board to gather ESG data, monitor and analyse the Group's performance, and assess the Group's progress toward its targets. Relevant results are summarised in the section headed "Environmental Targets".

Looking forward, the Group will continue to closely monitor the pandemic, pay attention to the multi-faceted impact of the market environment changes on corporate compliance, business development and ESG, and actively respond to national, regional and industry calls to formulate timely and effective strategies strictly in line with the requirements of the central and local governments. The Group will continue to pay efforts to create higher economic and social value.

Chao Ka Chon
Chairman and Executive Director
Hong Kong, 30 March 2023

為了識別和優先考慮對本集團的營運和持份者有重大影響的主要ESG議題，本集團不斷與內部和外部持份者溝通。董事會已授權小組委員會並聘請獨立第三方進行重要性評估。有關本集團的持份者參與渠道及重要性評估的詳情分別載於「持份者參與」及「重要性評估」各節。為更全面了解持份者對本集團可持續發展的期望，本集團將進一步加強與持份者的溝通，並根據他們的意見制定相關政策及措施，以提升本集團的ESG績效。

作為提倡企業社會責任的企業，本集團深知減少對環境潛在不利影響的價值。為配合企業策略及國家碳中和願景，本集團制定量化的環境目標，讓持份者更了解本集團在改善ESG績效方面的進展。本集團在營運層面積極推行各項措施以達成有關目標。董事會已授權小組委員會收集ESG數據、監控和分析本集團的績效，並評估集團實現目標的進展情況。相關結果總結於「環境目標」一節。

展望未來，本集團將繼續密切關注疫情，關注市場環境變化對企業合規、業務發展和ESG的多方面影響，積極響應國家、地區和行業號召，嚴格按照中央和地方要求制定及時有效的戰略。本集團將繼續努力創造更高的經濟和社會價值。

主席兼執行董事
周家俊
香港，2023年3月30日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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ACCREDITATION AND AWARDS

認證與獎項

Awards 獎項

Organisers 主辦方

2021 Best Performance Partner
2021年最佳表現合作夥伴

H3C Technologies Co., Limited
新華三集團有限公司

2021 High Performance
2021年優秀表現

Trend Micro Limited
趨勢科技有限公司

Top Performance Distributor 2021 – Growth Rate
2021年最佳表現經銷商－增長率

Check Point Software Technologies Ltd.
Check Point Software Technologies Ltd.

Platinum Partner FY23
2023年財年白金獎合作夥伴

Veritas Technologies LLC
Veritas Technologies LLC

FY22 Aruba Top Performance Distributor
2022年財年Aruba最佳表現經銷商

Hewlett-Packard HK SAR Limited
Hewlett-Packard HK SAR Limited

FY22 Aruba Guru – Technical
2022年財年Aruba Guru－技術

Hewlett-Packard HK SAR Limited
Hewlett-Packard HK SAR Limited

The Outstanding Contribution Partner 2021
2021年傑出貢獻合作夥伴

Huawei Technologies Co., Ltd
Huawei Technologies Co., Ltd

Top Performing Aruba Partner 2021
2021年Aruba最佳表現合作夥伴

Hewlett-Packard HK SAR Limited
Hewlett-Packard HK SAR Limited

Top Partner New Business Growth Award 2022
2022年最佳合作夥伴－新業務增長

Veritas Technologies LLC
Veritas Technologies LLC

ESG GOVERNANCE STRUCTURE

The Group has developed an ESG governance structure to ensure its ESG governance aligns with its business strategy and to integrate ESG management into its business operations and decision-making process.

The Board holds the overall responsibility for overseeing the Group's ESG risks and opportunities and sets out ESG management approach, strategy, priorities and objectives. The Board is responsible for ensuring the effectiveness of the Group's risk management and internal control systems and approving disclosures in the ESG report.

ESG管治架構

本集團已制定ESG管治架構，以確保其ESG管理符合其業務戰略並將ESG管理納入其業務運營和決策過程。

董事會全面負責監督本集團的ESG風險及機會，並制定ESG管理方法、策略、優先事項和目標。董事會負責確保本集團風險管理和內部控制系統的有效性，並批准ESG報告中的披露。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

The Group's Sub-committee serves a supportive role to the Group's Board in implementing the agreed ESG policy, targets and strategies, conducting materiality assessments of environmental-related, climate-related, social-related risks and assessing how the Group adapts the Group's business in light of climate change, continuously monitoring of the implementation of measures to address the Group's ESG-related risks and responsibilities and ensuring compliance with ESG-related laws and regulations. While preparing for the ESG report, the ESG data collected from different parties by the Group's Sub-committee are confirmed by the respective departments. The Group's Sub-committee is also responsible for keeping track of the progress with the KPIs against relevant ESG-related goals and targets set by the Board. When there is any deviation from targets, it will investigate and liaise with the responsible department to take prompt rectification actions. The Group's Sub-committee reports to the Group's Board on an annual basis via board meeting on the Group's ESG performance and the effectiveness of these ESG systems.

An ESG team comprised of personnel from departments such as human resources, administration and procurement is also set up to coordinate and manage general ESG affairs. The ESG team is responsible for guiding the development of ESG-related matters, communicating with stakeholders and assessing ESG-related risks, including climate-related risks and opportunities. Related ESG issues would be discussed with the Board at meetings at least once every year. Where appropriate, external advisors would be engaged to provide expertise and professional advice for the ESG management process.

STAKEHOLDER ENGAGEMENT

Effective and ongoing stakeholder engagement is an integral part of the Group's business development and commitment to environment and society. By understanding the Group's stakeholders' views, the Group can better align the Group's business practices with their needs and expectations. This approach enables the Group to build trust and mutual beneficial relationships with the Group's stakeholders and promote sustainability.

本集團的小組委員會於執行協定的ESG政策、目標及策略，對與環境相關、氣候相關、社會相關的風險進行重要性評估，評估本集團如何因應氣候變化調整業務，持續監控應對ESG相關風險及責任措施的落實情況以及確保遵守ESG相關法規等方面為董事會提供支持。於編製ESG報告時，小組委員會收集來自各方面的ESG數據，並經由相關部門進行確認。本集團的小組委員會負責追蹤主要績效指標相對於董事會所設定相關ESG目標及指標的進展情況。倘有任何偏離目標的情況，其將會進行調查並與負責部門聯繫，及時採取糾正措施。本集團的小組委員會透過董事會會議每年向董事會報告本集團的ESG績效及該等ESG制度的有效性。

本集團亦已成立一個由人力資源、行政及採購等部門人員組成的ESG團隊，負責協調及管理一般的ESG事務。ESG團隊負責指導ESG相關事項的發展、與利益相關者溝通及評估ESG相關風險，包括氣候相關風險及機會。ESG相關事項將每年至少一次於會議上與董事會進行討論。在適當的情況下，將聘請外部顧問為ESG管理流程提供專業知識及專業建議。

持份者參與

有效和持續的持份者參與是本集團發展業務及履行環境及社會責任一個不可或缺的環節。透過了解持份者的看法，本集團能更使本集團的業務常規符合他們的需要和期望。此方針可讓本集團與持份者建立互信互惠的關係，推動可持續發展。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

The Group formulates its engagement approach based on the engagement objectives and stakeholders' level of interest and influence. As part of its business strategy, the Group engages with its stakeholders via different channels shown in the table below.

本集團會根據持份者參與的目標及其權益多寡和影響力制定持份者的參與方式。作為其業務戰略的一部分，本集團通過下表所示的不同渠道與持份者保持溝通。

Stakeholders 持份者	Expectations and concerns 期望及關注事項	Communication channels 溝通渠道
Shareholders and investors 股東及投資者	<ul style="list-style-type: none"> - CG system - Business strategies and performance - Financial results 	<ul style="list-style-type: none"> - AGM and shareholders' meetings - Financial reports - Announcements and circulars - Company website - Social media - 股東週年大會及股東會議 - 財務報告 - 公告及通函 - 公司網站 - 社交媒體
Employees 僱員	<ul style="list-style-type: none"> - Career development - Occupational health and safety - Remuneration and benefits - Equal opportunities - Company's prospect - 職業發展 - 職業健康及安全 - 薪酬及福利 - 平等機會 - 公司前景 	<ul style="list-style-type: none"> - Trainings, seminars and briefing sessions - Company activities - Performance review - 培訓、研討會及簡報會 - 公司活動 - 績效審核
Suppliers 供應商	<ul style="list-style-type: none"> - On-time payment - Fair and open procurement - 按時付款 - 公平公開採購 	<ul style="list-style-type: none"> - Supplier audit and assessment - Email - 供應商審計及評估 - 電子郵件
Customers 客戶	<ul style="list-style-type: none"> - Quality of products and services - Privacy protection - Business ethics and reputation - 產品及服務質量 - 隱私保護 - 商業道德及信譽 	<ul style="list-style-type: none"> - Customer satisfaction survey - Customer service hotline and email - Company website - 客戶滿意度調查 - 客戶服務熱線及電子郵件 - 公司網站
Government and regulatory bodies 政府與監管機構	<ul style="list-style-type: none"> - Compliant operation - Payment of tax - 合規經營 - 納稅 	<ul style="list-style-type: none"> - Compliance officer - Legal advisor - 合規主任 - 法律顧問
Media, non-governmental organisations and the public 媒體、非政府組織及公眾	<ul style="list-style-type: none"> - Environmental protection - Social welfare - Transparent information disclosure - 環境保護 - 社會福利 - 資料的透明披露 	<ul style="list-style-type: none"> - Company website - Media channels - ESG reports - 公司網站 - 媒體渠道 - ESG報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

MATERIALITY ASSESSMENT

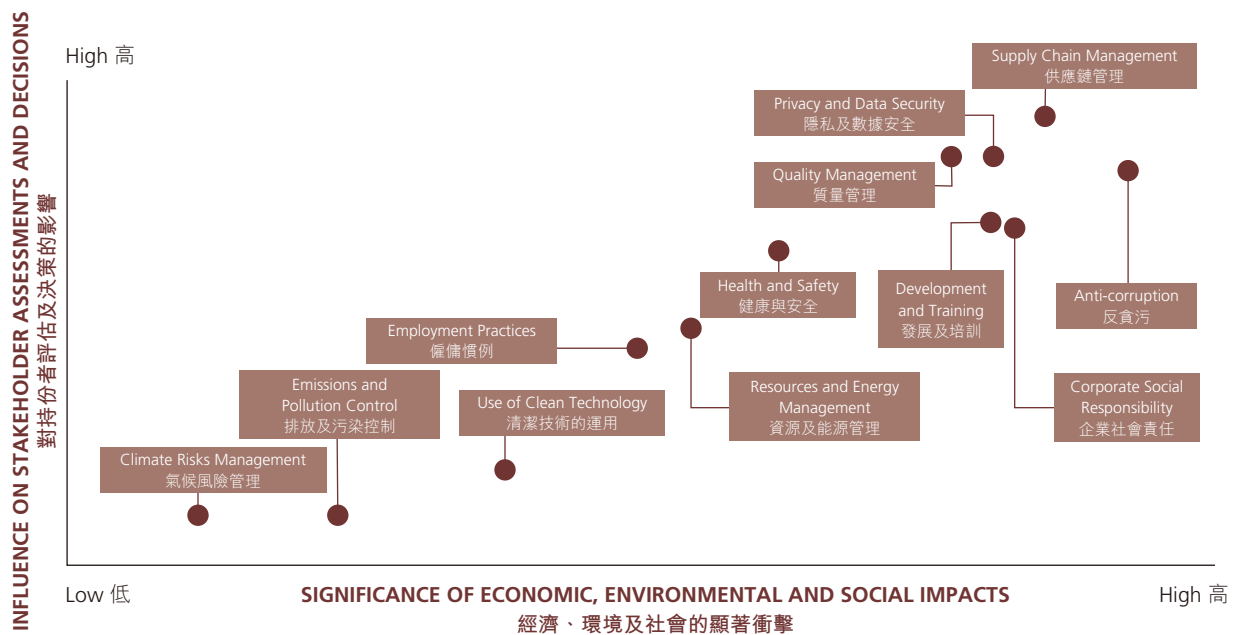
In hope of understanding the views and expectations of stakeholders on the Group's ESG performance effectively, the Group adopts a systematic approach in conducting the annual materiality assessment. With reference to the Group's business development strategy and industry practices, the Group identified and determined a list of material ESG issues. The Group prepared a questionnaire based on the list and invited relevant stakeholder representatives to rate the potential material issues according to the level of importance to the stakeholders and to the Group. The results of the survey were analysed and a materiality matrix was developed. The materiality matrix and the identified material topics were reviewed and confirmed by the Board and the Sub-committee and disclosed in the ESG Report. During the Reporting Year, the Group's materiality matrix is shown below:

重要性評估

為了有效了解持份者對本集團ESG績效的看法和期望，本集團採用有系統的方法進行年度重要性評估。參考本集團業務發展戰略和行業慣例，本集團識別並確定了一份ESG重大議題清單。本集團根據清單編製問卷，並邀請相關持份者代表根據ESG議題對持份者及本集團的重要程度，對潛在的重大問題進行評級。本集團對調查結果進行了分析，並編製了重要性矩陣。重要性矩陣及已識別重大議題已由董事會及小組委員會審查及確認，並於本ESG報告中披露。於報告年度，本集團的重要性矩陣如下所示：

MATERIALITY MATRIX

重要性矩陣圖



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CONTACT THE GROUP

Stakeholders' valuable opinions can help the Group continue to improve performance on ESG. Please feel free to contact the Group with any comments or suggestions related to the ESG Report.

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聯繫本集團

持份者的寶貴意見可幫助本集團持續提升ESG績效。如有任何與本ESG報告有關的意見或建議，請隨時聯繫本集團。

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A. ENVIRONMENTAL

Environmental Targets

To better manage the Group's material topics and its sustainability performance, the Group has set targets for the environmental aspect in 2022. The table below summarises the Group's environmental targets, of which the progress will be monitored and assessed in the coming years:

A. 環境

環境目標

為更好地管理本集團的重大議題及其可持續發展績效，本集團在2022年已制定環境方面的目標。下表總結本集團的環境目標，有關進度將於未來幾年進行監測及評估：

Aspects 層面	Environmental targets 環境目標
GHG emissions 溫室氣體排放	 Maintain the total GHG emissions intensity for 2023 to be not more than the 2022 baseline. 保持2023年的總溫室氣體排放密度不超過2022年的基線。
Waste reduction 減少廢棄物	 Maintain the total non-hazardous waste intensity for 2023 to be not more than the 2022 baseline. 保持2023年的總無害廢棄物密度不超過2022年的基線。 Reduce the total non-hazardous waste intensity by 3% by 2027 compared to the 2022 baseline. 降低總無害廢棄物密度，使其於2027年之前較2022年的基線下降3%。
Energy use efficiency 能源使用效率	 Maintain the total energy consumption intensity for 2023 to be not more than the 2022 baseline. 保持2023年的總能源消耗密度不超過2022年的基線。 Reduce the total energy consumption intensity by 3% by 2027 compared to the 2022 baseline. 降低總能源消耗密度，使其於2027年之前較2022年的基線下降3%。
Water efficiency 用水效益	 Conduct or participate in awareness-building activities related to water conservation annually from 2023 onwards. 自2023年起，每年進行或參與有關節水的意識建設活動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

A1. Emissions

The Group recognises the importance of environmental protection as the starting point for sustainability. The Group continues to reduce the adverse environmental impact of the Group's operations and to promote environmental protection within the Group and the supply chain. The Group has developed comprehensive ESG Policy to meet the Group's environmental objectives in carbon footprint reduction and waste reduction.

Although the Group is predominantly service-oriented and do not belong to heavy-polluting industry, the Group recognises its operations still have a certain level of impact on the environment and acknowledge that addressing environmental issues is a collective responsibility shared by every member of the community. The Group is committed to minimising the adverse impact that its operations may have on the environment. The Group continually improves its environmental management practices and measures to reduce energy and other resource consumptions, minimise waste and promote a recycling culture within the Group on "Reduce, Reuse, Recycle and Replace" basis.

During the Reporting Year, the Group did not have any material non-compliance of environmental laws and regulations relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that would have a significant impact on the Group. Relevant laws and regulations include but not limited to the "Environmental Law (Law no. 2/91/M)" of Macau, the "Environmental Protection Law of the People's Republic of China", the "Water Pollution Prevention and Control Law of the People's Republic of China", the "Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution", the "Law of the People's Republic of China on Prevention and Control of Environmental Pollution Caused by Solid Wastes" of the PRC, the "Air Pollution Control Ordinance", "Water Pollution Control Ordinance" and the "Waste Disposal Ordinance" of Hong Kong.

A1. 排放物

本集團意識到環境保護作為可持續發展起點的重要性。本集團繼續努力減少本集團的業務對環境的負面影響，並在本集團和供應鏈內促進環境保護。本集團已制定全面的ESG政策，以實現本集團在減少碳足跡和減少廢物方面的環境目標。

儘管本集團以提供服務為主，不屬於重污染行業，但本集團的營運仍然對環境產生一定程度的影響，並承認解決環境問題是社區每個成員共同的責任。本集團致力於盡量減少其營運可能對環境造成的不利影響。本集團不斷改進其的環境管理慣例和措施，以減少能源和其他資源的消耗，盡量減少浪費並於「減少使用、廢物重用、循環再造及替代使用」的基礎上，在本集團內部推廣回收再用文化。

於報告年度，本集團並不知悉任何重大違反有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的環境法律及規例並對本集團產生重大影響。相關法律及規例包括但不限於澳門第2/91/M號法律《環境綱要法》、中國《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》、《中華人民共和國固體廢物污染環境防治法》及香港《空氣污染管制條例》、《水污染管制條例》及《廢物處置條例》。

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Air Emissions

Due to the Group's business nature, the Group does not involve any industrial production or possess any factory facilities, which had an extensive consumption of fossil fuel. Therefore, the Group's air emissions are mainly generated from the fuel consumption by its motor vehicle and only generates slight amount of air emissions during the Group's operation and hence no relevant targets were set. Nevertheless, the Group has implemented measures relating to the reduction of air emissions including:

- Perform efficient planning on driving routes to minimise the number of trips made for business purpose;
- Regularly maintain and repair the vehicle by qualified personnel to ensure fuel consumption efficiency and respective emissions have complied with local emission standards; and
- Switch off the engine when the vehicle is idling.

The Group's air emissions are as follows:

Type of air emissions ¹ 廢氣排放類別 ¹	Unit 單位	2022 2022年
Nitrogen oxides 氮氧化物	g 克	300.21
Sulphur oxides 硫氧化物	g 克	5.57
Particulate matter 顆粒物	g 克	22.10

Note:

1. The calculation method of air emissions is based on "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange.

廢氣排放

由於本集團的業務性質，本集團不涉及任何工業生產或擁有任何消耗大量化石燃料的工廠設施。因此，本集團的空氣排放主要來自其機動車輛的燃油消耗，並且於運作過程中僅產生少量廢氣排放，因此並無設定相關目標。儘管如此，本集團已實施與減少廢氣排放相關的措施，包括：

- 有效規劃行車路線，儘量降低出差次數；
- 定期由合資格人員進行車輛維修及保養，以確保燃油消耗效率及相應的排放符合當地的排放標準；及
- 於車輛空轉時關閉引擎。

本集團的廢氣排放如下：

附註：

1. 廢氣排放量的計算方法參照聯交所發佈的《如何準備環境、社會及管治報告—附錄二：環境關鍵績效指標匯報指引》。

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GHG Emissions

The Group's GHG emissions are mainly attributable to direct GHG emissions (Scope 1) from the fuel consumption by its vehicle, and energy indirect GHG emissions (Scope 2) from the purchased electricity. In order to achieve the emission reduction targets described under the section headed "Environmental Targets", the Group has actively adopted measures on vehicle usage described in the section headed "Air Emissions" above, as well as the energy-saving measures which are described in the section headed "Energy Management" in Aspect A2.

The Group's GHG emissions and its intensity performance are as follows:

溫室氣體排放

本集團的溫室氣體排放主要來自其車輛消耗燃料產生的直接溫室氣體排放(範圍1)及外購電力產生的能源間接溫室氣體排放(範圍2)。為達致「環境目標」一節所述的減排目標，本集團已積極採取上文「廢氣排放」一節所述的車輛使用措施，以及A2層面「能源管理」一節所述的節能措施。

本集團的溫室氣體排放及其密度如下：

Type of GHG emissions sources ² 溫室氣體排放源類別 ²	Unit 單位	2022 2022年
Scope 1 – Direct GHG emissions 範圍1 – 直接溫室氣體排放		
• Petrol • 汽油	tCO ₂ e 噸二氧化碳當量	1.01
Scope 2 – Energy indirect GHG emissions 範圍2 – 能源間接溫室氣體排放		
• Purchased electricity • 外購電力	tCO ₂ e 噸二氧化碳當量	224.11
Total GHG emissions (Scope 1 and 2) 溫室氣體排放總量(範圍1及2)	tCO ₂ e 噸二氧化碳當量	225.12
Total GHG emissions intensity 總溫室氣體排放密度	tCO ₂ e/HK\$'000 revenue ³ 噸二氧化碳當量/千港元收益 ³	0.0004

Notes:

- The calculation method of GHG emission data is based on, including but not limited to, the "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, the "2022 Sustainability Report" released by CLP Holdings, the "Notice on the Management of Enterprise Greenhouse Gas Emissions Reporting by Power Generation Industry for 2023–2025" issued by the Ministry of Ecology and Environment of the People's Republic of China and "Sustainability Report 2021" by CEM of Macau.
- The revenue of the Group for 2022 was HK\$580,833,000. The data is also used for calculating other intensity data.

附註：

- 溫室氣體排放數據的計算方法依據包括但不限於聯交所發佈的《如何準備環境、社會及管治報告 – 附錄二：環境關鍵績效指標匯報指引》、中電控股發佈的《2022年可持續發展報告》、中華人民共和國生態環境部發佈的《關於做好2023–2025年發電行業企業溫室氣體排放報告管理有關工作的通知》以及澳門電力股份有限公司發佈的《2021年可持續發展報告》。
- 2022年本集團的收益為580,833,000港元。該數據亦用於計算其他密度數據。

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Sewage Discharge

The office operations of the Group do not generate any industrial waste water during the course of operation, but only domestic sewage. As the sewage discharged by the Group will be sent to the sewage treatment plant through the sewage pipe network, the amount of sewage discharge is considered as the water consumed. Information related to water consumption will be described in the section headed “Water Management” in Aspect A2.

Waste Management

Under the aforementioned ESG Policy, the Group has formulated a “Policy on Generation of Hazardous and Non-hazardous Wastes” to ensure that all hazardous and non-hazardous waste is properly and safely managed.

Hazardous Wastes

Due to the Group’s business nature, the Group does not generate a significant amount of hazardous wastes during daily operation, and therefore no relevant targets have been set. Nevertheless, the Group has established guidelines in governing the management and disposal of hazardous wastes. In case of any hazardous waste generated, the Group shall engage a qualified chemical waste collector to handle such waste to comply with relevant environmental laws and regulations.

Non-hazardous Wastes

The Group adopts the principle of “Reduce, Reuse, Recycle and Replace” for waste management and strives to promote better utilisation of resources. The major non-hazardous waste generated during the course of the Group’s daily operations is office paper. Paper and general wastes are collected and sorted with recycle bins for recycling.

In order to achieve the waste reduction target described under the section headed “Environmental Targets”, the Group has implemented measures including but are not limited to the following:

- Utilise electronic communication means such as e-leave system, e-cards for festival greetings, medical e-claims, and e-brochures, where applicable;
- Reduce printing and paper wastage by minimising font sizes and deleting unnecessary blank space in documents;

污水排放

本集團辦公場所所在經營過程中不產生任何工業廢水，僅產生生活污水。由於本集團排放的污水將通過污水管網送至污水處理廠，因此污水排放量視為用水量。與耗水量相關的資料將在層面A2「水資源管理」一節中描述。

廢棄物管理

根據上述ESG政策，本集團已制定《產生有害及無害廢棄物的政策》，以確保所有有害及無害廢棄物均得到妥善及安全管理。

有害廢棄物

由於本集團的業務性質，本集團於日常經營中並無產生大量有害廢棄物，因此未設定相關目標。儘管如此，本集團已制定管治及處置有害廢棄物的指導方針。倘產生任何有害廢棄物，本集團須聘用合資格的化學廢物收集者處理該等廢物，以遵守相關環保法律及規例。

無害廢棄物

本集團以「減少使用、廢物重用、循環再造及替代使用」的原則管理廢棄物，致力促進資源的善用。本集團日常經營過程中產生的無害廢棄物主要為辦公用紙。紙張及一般廢棄物會被收集，並用回收箱進行分類回收。

為達致「環境指標」一節所述的減少廢棄物目標，本集團已採取措施，包括但不限於：

- 適用時使用電子通訊方式，例如電子請假系統、電子賀卡、醫療電子索賠及電子手冊等；
- 通過最小化字體大小及刪除文件中不必要的空白位置，減少印刷及紙張浪費；

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- Use double-side printing as default mode for printers and encourage employees to reuse single-side paper for internal documents or drafting need;
- Use high-performance multifunction printers which incorporate the functions of printing, scanning, and copying, and share the printers among different departments to reduce energy consumption;
- Redeploy office furniture, computers, and notebook where possible;
- Place recycling bins and appropriate signage in office areas to encourage recycling; and
- Sort recyclable wastes into appropriate receptacles and educate employees on sorting methods if needed.
- 將雙面印刷設置為打印機的默認模式，鼓勵僱員於內部文件或起草需要時重複使用單面紙張；
- 使用高性能的多功能打印機，包括打印、掃描及複印功能，並於不同部門之間共享打印機以減少能源消耗；
- 於可能的情況下重新調配辦公家具、電腦及筆記本電腦；
- 於辦公區域放置回收箱及適當的標誌，以鼓勵回收；及
- 將可回收的廢棄物分類放置至適當的容器中，如有需要，向僱員教導分類方法。

The Group's non-hazardous wastes generation and its intensity performance are as follows:

本集團的無害廢棄物產生及其密度表現如下：

Type of non-hazardous wastes 無害廢棄物類別	Unit 單位	2022 2022年
Total non-hazardous wastes 無害廢棄物總量		
• Office paper • 辦公用紙	kg 千克	1,031.12
Total non-hazardous wastes intensity 總無害廢棄物密度	kg/HK\$'000 revenue 千克／千港元收益	0.0018

A2. Use of Resources

The Group has established “Policy on the Efficient Use of Energy and Other Raw Materials” under the ESG Policy to manage the use of resources with a view to achieving energy-saving and reducing consumption as well as to minimising the negative impact on the environment during the Group’s business operations.

Energy Management

During its daily operations, apart from the slight direct consumption of fuel by its vehicle, the major source of the Group’s energy consumption is electricity consumption for its operations. To achieve the target and prevent unnecessary energy wastage, employees are required to adopt the following energy-saving measures as stated in the aforementioned “Policy on the Efficient Use of Energy and Other Raw Materials”:

- Turn off lights when not in use and use natural light when possible;
- Turn off, not just log off, all computers, speakers and other office equipment at the end of every work day;
- Turn off power strip at the end of every work day;
- Activate the power down features on computer and monitor to enter into a low-power or sleep mode when not in use;
- Unplug equipment that drains energy even when not in use, such as cell phone chargers, fans, coffee makers, desktop printers and radios;
- Air-conditioning should be maintained at 25 degrees Celsius; and
- Identify and apply feasible clean technology such as energy efficiency equipment in the Group’s business operations.

A2. 資源使用

本集團已根據ESG政策制定《有效利用能源及其他原材料的政策》以管理資源的使用，以達到節能降耗的目的，減少本集團業務運營過程中對環境的負面影響。

能源管理

於日常營運中，除其車輛輕微直接消耗的燃料外，本集團能源消耗的主要來源為營運所需的電力消耗。為踐行本集團對節能的承諾，僱員須採取上述《有效利用能源及其他原材料的政策》中規定的下列節能措施：

- 當無需使用燈光時將其關閉，並儘可能使用自然光；
- 於每個工作日結束時不止登出，更應關閉電腦、揚聲器及其他辦公設備；
- 於每個工作日結束時關閉拖板電源；
- 啟動電腦及顯示器的節能功能，於不使用時進入低功耗或睡眠模式；
- 拔掉即使不使用也會耗能的設備，例如手機充電器、風扇、咖啡機、桌面打印機及收音機；
- 空調應保持在攝氏25度；及
- 識別及應用可行的清潔技術，例如於本集團的業務運營中使用能源效率設備。

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The Group's energy consumption and its intensity performance are as follows:

本集團的能源消耗及其密度表現如下：

Type of energy 能源類別	Unit 單位	2022 2022年
Direct energy consumption 直接能源消耗	MWh 兆瓦時	3.67
Indirect energy consumption 間接能源消耗	MWh 兆瓦時	406.79
Total energy consumption 能源消耗總量	MWh 兆瓦時	410.46
Total energy consumption intensity 總能源消耗密度	MWh/HK\$'000 revenue 兆瓦時／千港元收益	0.0007

Water Management

The Group's water consumption is mainly attributable to the usage in offices. Based on the locations of the Group's operations, and as the property management company is responsible for the provision of water within the office premises, the Group did not encounter any issues in water sourcing. As water usage has been included in the rent, the consumption data is not available and thus no quantitative target has been set.

水資源管理

由於本集團的用水主要由辦公室使用引起，根據本集團業務的地點，以及物業管理公司負責提供辦公室內部的水源，本集團並無遇到任何水源供應問題。由於水費已計入租金，無法取得用水數據，因此並無設定任何量化目標。

Although the Group's business is not a water-demanding business, the Group understands the importance of saving water. The Group has implemented the water-saving measures and encourage employees of the Group to use water efficiently within the operation:

儘管本集團業務毋須大量耗水，但本集團亦深明，珍惜食水至為重要。本集團已實施節水措施，並鼓勵本集團的僱員在營運中有效地使用水資源：

- Extend the air conditioning drain to a barrel to collect wastewater for watering and cleaning;
- Flush toilets with high or low water flow rate, depending on the amount of water needed to flush dirt; and
- Perform regular maintenance and replace old faucets timely.
- 把空調排水管加長引到一個桶內，收集廢水進行澆花、拖地；
- 衛生間根據沖洗污物的用水需要，分別使用大水流和小水流進行沖洗；及
- 定期保養，及時更換舊水龍頭。

The Group is committed to conducting or participating in activities related to water conservation to raise awareness among employees. The Group will continuously look for opportunities to improve water efficiency in the future.

本集團致力於開展或參與節水相關的活動，以提高員工的意識。本集團將繼續尋找未來可改善用水效益的機會。

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Use of Packaging Materials

As the Group's main business is the provision of IT solutions and services, the products involved during the provision of IT solutions and services are pre-packaged by the suppliers, it is less likely to provide re-packaging service on the products, hence no respective disclosures on policies and data are available and no respective targets have been set.

包裝材料使用

由於本集團的主要業務為提供IT解決方案及服務，而於提供IT解決方案及服務期間涉及之產品乃由供應商預先包裝，因此較少提供產品之重新打包服務，因此並無相關之政策及數據披露，亦無設定相關目標。

A3. The Environment and Natural Resources

In view of the IT-related business nature of the Group, highly-polluting production and procedures are not involved in its daily operation. The impact on the environment of the Group's business activities is mainly attributable to the consumption of energy. The Group is conscious of the potential adverse impact of the Group's operations on the environment and the Group strives to conduct operations and activities in an environmentally responsible and sustainable manner. The Group has established the aforementioned "Policy on the Efficient Use of Energy and Other Raw Materials" to recognise that reducing and, where possible, eliminating the environmental impacts of the Group's activities is an important part of the Group's mission. In addition, the paper used for printing the interim reports and annual reports are supplied by paper mills that are members of Forest Stewardship Council, which aims to promote the responsible and sustainable use of the resources from forests in the world.

Environmental Awareness

In addition to strictly requiring employees to implement the environmental protection measures formulated by the Group, the Group needs to proactively promote environmental awareness among the Group's employees. They are frequently reminded to recycle wastes, conserve energy and water and protect the natural environment. They are also encouraged to participate in environmental protection activities and share their views on the environmental issues via internal communication channels. In addition, the Group adopts green procurement practices when purchasing resources such as paper and electronic appliances. The Group continues to review and minimise the impacts of the daily operations on the environment.

A3. 環境及天然資源

鑒於本集團與資訊科技相關的業務性質，其日常運作並不涉及高污染之生產及工序。本集團業務活動對環境之影響主要歸因於能源消耗。本集團意識到本集團之業務可能會對環境產生負面影響，本集團致力於以對環境負責及可持續發展之方式開展業務及活動。本集團已制定上述《有效利用能源及其他原材料之政策》，認識到減少並於可能之情況下消除本集團之活動對環境之影響是本集團使命之重要組成部分。此外，用於印刷中期報告及年度報告之紙張乃由森林管理委員會之成員提供，該委員會旨在推廣以負責任及可持續之方式使用世界森林資源。

環保意識

除嚴格要求僱員實施本集團制定之環保措施外，本集團亦需要積極提高僱員之環保意識。本集團時常提醒僱員回收廢物、節約能源及水資源，保護自然環境。本集團亦鼓勵彼等參加環保活動，通過內部溝通渠道分享對環境問題之看法。此外，本集團於採購資源（如紙張及電子產品）時採用綠色採購慣例。本集團將繼續審查及減少日常運營對環境之影響。

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Indoor Air Quality

The Group is dedicated to providing a comfortable and green working environment for the employees by constantly monitoring the indoor air quality in the workplace. The air-conditioning and ventilation systems in the offices are cleaned four times a year to ensure that indoor air quality is maintained at a good level.

室內空氣質量

本集團通過不斷監測工作場所的室內空氣質量，致力為員工提供舒適和綠色的工作環境。辦公室的空調和通風系統每年清潔四次，以確保室內空氣質量保持在良好水平。

A4. Climate Change

Climate change poses escalating risks and challenges to the global economy, and such risks may negatively impact the Group's business. It also increases the occurrence of extreme weather and intensify global warming which may indirectly lead to a higher electricity consumption by using air-conditioning appliances in a more frequent manner. In response to the community's gradual concern on climate changes and related issues, the Group has implemented the relevant ESG Policy. The "Policy on the Efficient Use of Energy and Other Raw Materials" outlines the Group's management approach on climate-related issues and commitment to climate mitigation, adaptation and resilience across its operations and along the value chain. The Group identified the material impacts on the Group's business arising from the following risks:

Physical Risks

The Group is aware of the risks brought forth by climate change, especially the increasing frequency and intensity of extreme weather conditions such as typhoons. The increasing frequency and severity of such events may increase the risk of power failures, supply chain disruptions, and damage to the office premises. This could disrupt the Group's service activities, resulting in reduced revenue as well as increased costs for repairing and insurance premiums in long term. The Group is also aware that these incidents may endanger the safety of its employees. As mitigation, the Group closely monitors the latest weather alerts and suggestions issued by the local government authorities. The Group has established work arrangements during typhoons in the "Staff Manual" to ensure that all personnel are prepared to deal with such extreme weather conditions, aiming at reducing or avoiding potential losses and injuries during extreme weather circumstances. A "Business Continuity Plan" is in place to ensure operational continuity of processes and activities of the Group. The Group also maintains a comprehensive insurance coverage to safeguard its assets and employees.

A4. 氣候變化

氣候變化對全球經濟構成不斷升級的風險和挑戰，該等風險可能對本集團的業務產生負面影響。氣候變化亦增加極端天氣的發生及加劇全球變暖，而頻繁使用空調設備可能會間接導致用電量升高。為響應社會對氣候變化及相關問題的逐漸關注，本集團已實施相關ESG政策。《有效利用能源及其他原材料的政策》概述本集團有關氣候相關問題的管理方法，以及在其營運和整個價值鏈中對減緩、適應和抵禦氣候變化的承諾。本集團已識別下列風險對本集團業務的重大影響：

實體風險

本集團意識到氣候變化帶來的風險，特別是颱風等極端天氣情況日益頻繁及強烈。此類事件的頻率和嚴重程度越來越高，可能會增加停電、供應鏈中斷和辦公場所損壞的風險。從長遠來看，此可能會擾亂本集團的服務運作，導致收入減少以及維修及保險費用的成本增加。本集團亦意識到該等事件可能會危及其員工的安全。作為緩解措施，本集團密切關注當地政府部門發佈的最新天氣警報及建議。本集團已於《員工手冊》中制定颱風期間的工作安排，確保所有人員做好應對此類極端天氣情況的準備，旨在減少或避免於極端天氣情況下可能造成的潛在損失及傷害。本集團已制定《業務連續性計劃》，以確保本集團流程及活動的營運連續性。本集團亦投購全面的保險保障，以保障其資產及僱員的安全。

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Transition Risks

The development of international policy and regulation on climate change, and the evolving commitment of the PRC and Hong Kong Government to carbon reduction are anticipated and may present potential risks to the Group in the coming years. In addition, the Stock Exchange requires listed companies to strengthen climate-related disclosures in their ESG reports, which may increase related compliance costs. Such transition risks which require the Group to move towards a sustainable business model may potentially lead to impacts such as increasing operational costs from change of operational practices. Failure to meet climate change compliance requirements may expose the Group to the risk of claims and litigation, which may result in a possible loss of corporate reputation. The Group will regularly monitor existing and emerging climate-related trends, policies and regulations to avoid reputation risk due to slow response. The Group will continue to assess the energy consumption proportion in the Group's operation comprehensively and optimising the corresponding procedures.

轉型風險

有關氣候變化的國際政策和法規的發展，以及中國及香港政府對減少碳排放的不斷變化的承諾是可預見的，並可能在未來幾年對本集團構成潛在風險。而且，聯交所要求上市公司在ESG報告中加強氣候相關披露，可能會增加相關合規成本。有關轉型風險要求本集團走向可持續發展的商業模式，可能會導致諸如改變運營慣例而增加業務成本等影響。未能滿足氣候變化合規要求可能會使本集團面臨索賠和訴訟的風險，從而可能導致企業聲譽受損。本集團將定期監測現有及新出現的氣候相關趨勢、政策及法規，以避免因反應遲緩而導致聲譽風險。本集團將繼續全面評估能源消耗於本集團運營中的比例，並優化相應程序。

B. SOCIAL

B1. Employment

The Group considers its employees to be its greatest asset and strives to attract and retain the best people for its sustainable growth. The Group has established the "Staff Manual" and "Human Resources and Payroll Management Policy" to ensure that employees are treated fairly and equally, and that their rights and interests are protected.

During the Reporting Year, the Group was not aware of any material non-compliance with laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare that would have a significant impact on the Group. Relevant laws and regulations include but not limited to the "Labour Relations Law (Law no. 7/2008)" of Macau, the "Labour Law of the People's Republic of China", the "Labour Contract Law of the People's Republic of China", the "Social Insurance Law", the "Regulation on the Administration of Housing Accumulation Funds" of the PRC and the "Employment Ordinance" of Hong Kong.

B. 社會

B1. 僱傭

本集團視僱員為最大資產，並致力吸引及挽留最優秀人才，以促進其可持續發展。本集團已制定《員工手冊》及《人力資源及薪資管理政策》，以確保僱員獲公平及平等對待、權利及權益獲得保障。

於報告年度，本集團並不知悉任何重大違反有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的法律和規例並對本集團產生重大影響。相關法律和規例包括但不限於澳門第7/2008號法律《勞動關係法》、中國《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《社會保險法》、《住房公積金管理條例》及香港《僱傭條例》。

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As at 31 December 2022, the Group had 249 employees (including four executive Directors and excluding one non-executive Director and three INEDs) (as at 31 December 2021: 189 employees). Employees' composition by gender, age group, employment type and geographical region is shown as follows:

截至2022年12月31日，本集團有249名僱員（包括四名執行董事惟不包括一名非執行董事及三名獨立非執行董事）（截至2021年12月31日：189名僱員）。按性別、年齡組別、僱傭類型和地區劃分的僱員構成如下：

		Number 人數	% %
By gender	按性別		
Male	男性	189	75.90
Female	女性	60	24.10
By age group	按年齡組別		
< 31	31歲以下	97	38.96
31–50	31至50歲	145	58.23
> 50	50歲以上	7	2.81
By employment type	按僱傭類型		
Full-time	全職	245	98.39
Part-time	兼職	4	1.61
By geographical region	按地區		
Macau	澳門	122	48.99
Hong Kong	香港	42	16.87
The PRC	中國	85	34.14

Recruitment, Compensation, Promotion and Dismissal

The Group believes each employee is entitled to fair, courteous and dignified treatment. The "Policy on Recruitment, Promotion and Development of Talent" has been formulated under the ESG Policy to offer an innovative, growth-oriented and challenging workplace with the expectation that everybody contributes to the results and shares in the success of the Group. The Group recruits employees mainly through online recruitment platform, recruitment agent and by referral. Educational backgrounds, technical qualifications, characters, relevant industry experiences and adoption to the corporate values are key recruitment criteria. The human resources department of the Group reviews the Group's recruitment policy from time to time to cope with the needs of the Group's business operation.

招聘、薪酬、晉升及解僱

本集團認為，每位員工均有權得到公正、禮貌及有尊嚴的對待。本集團根據ESG政策制定《人才招聘、晉升及發展政策》，提供一個創新、成長導向及具有挑戰性的工作場所，期望每個人都能為本集團的成果作出貢獻並分享成功。本集團主要通過線上招聘平台、招聘代理及員工轉介招聘僱員。本集團的主要招聘標準為教育背景、技術資格、品德、相關行業經驗及是否適應企業價值觀。本集團人力資源部定期審查本集團的招聘政策，以應對本集團業務運營需求。

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The Group is committed to providing a competitive remuneration package to all eligible full-time and part-time employees which are outlined in the “Policy on Other Benefits and Welfare” under the ESG Policy. The Group’s remuneration package generally comprises basic salary, performance-based commission, if applicable, a discretionary performance-based bonus and other benefits such as medical/labour insurance and travel insurance. The Group will review and evaluate the performance of the Group’s employees periodically and make any salary adjustments and promotions accordingly. The Group is required under relevant PRC laws and regulations to make contributions to employee benefit plans at specified percentages of the salaries, bonuses and certain allowances of the Group’s employees, up to a maximum amount specified by the local jurisdiction from time to time.

Employees are subject to performance appraisals every year, which conduct an assessment of their past performance and jointly formulate their career development direction. Subject to the company operation, the results of appraisals may be used as the standards and grounds for promotion recommendation, deployment or salary adjustment.

For employees who do not fulfil the responsibilities set out by the performance criteria, rules, procedures and standards of conduct may be subject to adverse personnel action. Dismissal is applicable to conduct or job performance of an employee that results in a decision to impose a disciplinary penalty of demotion, suspension without pay or dismissal.

本集團致力於為所有合資格的全職及兼職僱員提供具有競爭力的薪酬待遇，而有關薪酬待遇於根據ESG政策項下的《其他福利待遇政策》中概述。本集團的薪酬待遇一般包括基本工資、績效相關的佣金(倘適用)、酌情的績效獎金以及其他福利，如醫療／勞動保險及旅行保險。本集團將定期審查及評估僱員的表現，並相應地作出薪酬調整及晉升。根據相關中國法律法規的規定，本集團須按照僱員的薪金、獎金及部分津貼的特定百分比對僱員福利計劃作出供款，最高限額由當地司法權區不時指定。

僱員每年須進行績效評估，評估其過往的表現並共同制定其職業發展方向。根據公司運營情況，評估結果可能作為晉升推薦、調配或薪酬調整的標準及依據。

未能達成績效標準、規則、程序及行為標準的僱員可能會受到不利人事行動的影響。解僱適用於導致公司決定對僱員實施降職、無薪停職或解僱的紀律處分的行為或工作表現。

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During the Reporting Year, the Group recorded a turnover rate⁴ of approximately 24.90%. The breakdown⁵ of employee turnover rate by gender, age group and geographical region is shown as follows:

Turnover rate	流失率	%
Total	合計	24.90
By gender	按性別	
Male	男性	26.98
Female	女性	18.33
By age group	按年齡組別	
< 31	31歲以下	43.30
31–50	31至50歲	13.79
> 50	50歲以上	–
By geographical region	按地區	
Macau	澳門	21.31
Hong Kong	香港	28.57
The PRC	中國	28.24

Notes:

- Calculation method of turnover rate: (total number of departures in the reporting period ÷ total number of employees at the end of the reporting period) × 100%.
- Calculation method of turnover rate for each category: (total number of departures in the specific category during the reporting period ÷ total number of employees in the specific category at the end of the reporting period) × 100%.

Working Hours and Rest Periods

To suit different business needs, the working hours may vary from different positions. The “Policy on Working Hours and Compensation” has provided an overview on working hours and compensation for employees. Subject to the Group’s work assignments and executive Director’s approval, the employee’s supervisor shall determine the hours of employment that best suits the needs of the work to be done by the individual employee. The policy has also provided regulations regarding attendance, punctuality and overtime compensation. On the other hand, rest periods and holidays are provided to employees according to the “Policy on Rest Periods” to ensure the work-life balance of employees and in compliance with relevant laws and regulations.

在報告年度，本集團錄得流失率⁴約24.90%。按性別、年齡組別及地區劃分的僱員流失率明細⁵如下所示：

附註：

- 流失率的計算方法：(報告期間離職總人數 ÷ 報告期末員工總數) × 100%。
- 各類別流失率的計算方法：(報告期間特定類別的離職總人數 ÷ 報告期末特定類別的員工總數) × 100%。

工作時間與休息時間

為適應不同的業務需求，不同職位的工作時間可能會有所不同。《工作時間及補償政策》已對僱員的工作時間及補償作出概述。根據本集團的工作分配及經執行董事的批准，僱員的主管應確定最適合個別僱員工作需求的工作時間。該政策亦已作出有關出勤、準時及加班補償的規定。另一方面，根據《休息時間政策》，僱員享有休息時間及假期，以確保僱員維持工作與生活的平衡，並符合相關的法律法規。

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Equal Opportunity, Diversity and Anti-discrimination

Creating a discrimination and harassment free work environment is every employee's responsibility and one of the major goals of the Group. The Group upholds the value of diversity and shall act as the responsible agent in the full implementation of the "Policy on Equal Employment Opportunity" under its ESG Policy. The policy applies to the Group to provide equal opportunities in all aspects of employment, including recruitment, hiring, job assignments, promotions, working conditions, scheduling, benefits, wage, and salary administration, disciplinary action, termination, and social, educational and recreational programs. The Group does not tolerate any forms of discrimination within the Group's operations with regard to race, colour, religion, national origin, sex, age, marital status, sexual orientation, disability, political affiliation, personal appearance, family responsibility, matriculation or any other characteristics as recognised by relevant anti-discriminatory regulations. The "Policy on Discrimination and Harassment" is also in place to clearly define and prohibit discrimination or harassment in the workplace, whether committed by or against managers, co-workers, customers, vendors, or visitors. Any claims of discrimination or harassment will be investigated promptly, and appropriate disciplinary action will be taken to eliminate inappropriate behaviour.

B2. Health and Safety

The Group is committed to achieving excellence in occupational health and safety management in a dynamic process and continually strive to improve the Group's performance. It is the foundation for continuous improvement in the Group's facilities, products and services. The Group has developed and adopted "Policy on Occupational Health and Safety" to ensure and provide a safe and healthy working environment for all employees with zero tolerance for unsafe acts or conditions.

平等機會、多元化及反歧視

創造一個沒有歧視和騷擾的工作環境是每名僱員的責任，亦是本集團的主要目標之一。本集團堅持多元化的價值觀，並將作為全面實施其ESG政策項下《平等就業機會政策》的負責人。該政策適用於本集團，以於就業的各個方面提供平等的機會，包括招聘、聘用、工作分配、晉升、工作條件、排班、福利、工資與薪金管理、紀律處分、解僱、社交、教育及娛樂計劃。本集團不容忍任何形式的歧視，包括種族、膚色、宗教、國籍、性別、年齡、婚姻狀況、性取向、殘疾、政治傾向、個人外表、家庭責任、學歷或任何其他被相關反歧視法規所承認的特徵。本集團亦制定《歧視與騷擾政策》，明確禁止於工作場所中發生歧視或騷擾行為，不論是否由經理、同事、客戶、供應商或來訪者所犯。本集團將會及時調查任何歧視或騷擾的指控，並採取適當的紀律處分以消除不當行為。

B2. 健康與安全

本集團致力於在動態的過程中實現卓越的職業健康及安全管理，並不斷努力提高績效。此乃本集團的設施、產品及服務得以持續改進的基礎。本集團已制定並採納《職業健康與安全政策》，確保為全體僱員提供安全健康的工作環境，對不安全的行為或條件零容忍。

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During the Reporting Year, the Group was not aware of any non-compliance with laws and regulations relating to health and safety that would have a significant impact on the Group. Relevant laws and regulations include but not limited to the “General Regulation of Work Safety and Hygiene Offices, Services and Commercial Establishment (Decree-Law no. 37/89/M)” and the “Legal Regime of Compensation of Damages Caused by Industrial Accidents and Occupational Diseases (Decree-Law no. 40/95/M)” of Macau, the “Provisions on the Administration of Occupational Health at Workplaces”, the “Law of the People’s Republic of China on the Prevention and Treatment of Occupational Diseases” of the PRC and the “Occupational Safety and Health Ordinance” of Hong Kong. In the past three years (including the Reporting Year), the Group did not record any work-related fatalities and injuries. During the Reporting Year, the Group also did not record any working days lost due to work-related injuries.

Measures on Occupational Health and Safety

The Group provides the Group’s employees with safe working environment, and strives to protect them from potential health hazards and injuries. Employees are required to familiarise themselves with local safety requirements including wearing adequate personal protective equipment when required and reporting unsafe acts, conditions and safety risks. To raise employees’ awareness of safety, mandatory training and observation programs such as safety training, fire drills, first-aid certificate course are provided for them to take part in. The management is responsible for facilitating risk assessments and developing protective measures in cooperation with employees. The Group also provides industrial accident insurance for employees as a protection measure.

The human resources department of the Group is responsible for monitoring the effectiveness of the above measures relating to occupational safety and health matters of the Group. In each of the workplace in Macau, Hong Kong and the PRC, cases of personal work-related injury by accident must be reported by the human resources Manager to the relevant regulatory authorities within the respective time limit. All employees of the Group may, from time to time, raise any occupational health and safety related issues through various channels.

於報告年度，本集團並不知悉任何重大違反有關健康與安全的法律和規例並對本集團產生重大影響。相關法律和規例包括但不限於澳門第37/89/M號法令《核准事務所、服務場所及商業場所之工業安全及衛生總章程》、第40/95/M號法令《因工作意外及職業病所引致的損害賠償制度》、中國《工作場所職業健康管理規定》、《中華人民共和國職業病防治法》以及香港《職業安全及健康條例》。於過去三年(包括報告年度)，本集團並無錄得任何因工傷亡事件。於報告年度，本集團亦無錄得任何因工傷損失的工作日數。

有關職業健康與安全的措施

本集團為僱員提供安全的工作環境，並致力於保護彼等免受潛在的健康危害及傷害。僱員須了解當地的安全規定，包括於需要時穿戴充足的個人防護裝備以及報告不安全的行為、狀況及安全風險。為提高僱員的安全意識，本集團提供強制性的培訓及觀察計劃(例如安全培訓、消防演習、急救證書課程)以供僱員參加。管理層負責促進風險評估並與僱員合作制定保護措施。本集團亦為僱員提供工業意外保險，作為一項保護措施。

本集團人力資源部負責監察上述與本集團職業安全及健康事宜有關的措施的成效。於澳門、香港及中國的各個工作場所的因工受傷的事故須由人力資源經理於各自的時間期限內向相關監管機構報告。本集團所有僱員可不時透過不同渠道，提出任何職業健康及安全相關事宜。

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Response to the COVID-19 Pandemic

In response to the COVID-19 outbreak and to prevent the spread of the virus, the Group strictly maintains a high hygiene standard and complies with the virus prevention regulations issued by the local governments and has disseminated information on the pandemic situation and preventive measures to its employees. During the Reporting Year, the Group has implemented prevention and control measures at the Group's offices in Macau, Hong Kong and the PRC such as providing face masks and sanitiser to the Group's employees and requiring them to undergo mandatory temperature checks. In case if any of the employees contracted or is suspected to have contracted COVID-19, they are to report the same to the management and be prohibited from returning to the Group's offices. In light of the recent outbreak of COVID-19 in Hong Kong, Macau and the PRC, the Group has adopted special work arrangements such that the Group's staff work on rotation and they are required to take COVID-19 test before returning to the office.

B3. Development and Training

The Group adopts a philosophy of continuous improvement and endeavours to keep the Group's technical professionals abreast of the latest technology developments. To always stay at the technological forefront in an everchanging market, the Group encourages employees to continuously improve and further develop their skill sets. The Group's performance management process encourages timely fact-based feedback and promotes regular opportunities to discuss development. The Group provides ongoing product and other on-the-job training and development opportunities through formal programs, coaching, mentoring and on the job experiences. In addition, the Group provides global training programs in a variety of areas, such as people management and leadership. The Group has stipulated management procedures on employee training in its "Staff Manual" under the section headed "Employee Training and Development".

應對COVID-19疫情

為應對COVID-19疫情及預防病毒傳播，本集團嚴格維持高衛生標準並遵守當地政府頒布的病毒預防法規，並向僱員傳播了大量有關疫情情況和預防措施的資料。於報告年度，本集團於澳門、香港及中國的辦公室實施疫情防控措施，例如向僱員提供口罩及消毒劑，並要求彼等接受強制性體溫檢測。倘任何僱員感染或疑似感染COVID-19，彼等必須向管理層報告，並被禁止返回辦公室。鑒於香港、澳門及中國近期爆發COVID-19疫情，本集團已採取特殊的工作安排，讓本集團的僱員輪流工作，並要求彼等於返回辦公室前須接受COVID-19檢測。

B3. 發展及培訓

本集團奉行持續改進的理念，努力讓本集團的技術專業人員了解最新的技術發展。為了始終站在不斷變化的市場技術前沿，本集團鼓勵僱員不斷改進及進一步發展其技能組合。本集團的绩效管理流程鼓勵及時基於事實的反饋，並定期提供機會以討論發展。本集團透過正式計劃、輔導、指導及在職經驗提供持續的產品及其他在職培訓與發展機會。此外，本集團於各個領域提供全球培訓計劃，例如人員管理及領導力培訓等。本集團已於其《員工手冊》的「員工培訓與發展」一節訂明員工培訓的管理程序。

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Training Programmes

Subject to the needs of business development, employees may be required to take part in training or professional examinations to obtain industry certifications and accreditations, of which the expenses are subsidised by the Group as an encouragement. It is believed that all-around training can increase productivity, build confidence in its workforce, and create a better working environment. Trainings will be offered to engineers regularly to keep their technical standards up to market level and equip them for certification examinations. Before their participation in the training or professional examinations, they are required to sign an agreement on employee training stating their willingness to serve the Group within a certain service binding period after the training or professional examinations. In addition, pursuant to the "Taxes Management Policy", the Group provides continuing professional development for staff of the Finance Department to ensure tax filing is prepared and reviewed competently and is submitted to the regulatory bodies timely and accurately.

In view of the significance of data security due to the Group's business nature, relevant trainings have been provided to employees during the Reporting Year to enhance their awareness and familiarity. The Group's project management professionals have earned leadership experience and expertise with globally-recognised certification. In addition, employees who are qualified Certified Public Accountants have attended development trainings to fulfil the professional requirement. A summary of the Group's training data during the Reporting Year is as follows:

培訓計劃

根據業務發展的需要，僱員可能需要參加培訓或專業考試以獲得行業認證及資格，其費用由本集團補貼作為鼓勵。全方位的培訓可以提高生產力，增強員工信心，創造更好的工作環境。本集團將定期為工程師提供培訓，以使其技術水平保持市場水平並為認證考試做好準備。於參加培訓或專業考試之前，僱員需要簽署僱員培訓協議，表明其於培訓或專業考試後願意在一定的服務約束期內為本集團服務。此外，根據《稅務管理政策》，本集團為財務部的僱員提供持續的專業發展，以確保稅務申報工作能夠得到妥善準備及審核，並及時準確地提交予監管機構。

鑒於因本集團的業務性質的數據安全的重要性，本集團於報告年度為僱員提供相關培訓，以增強其意識及熟悉度。本集團的項目管理專業人員通過全球認可的認證，獲得領導經驗及專業知識。此外，身為合資格註冊會計師的僱員已參加發展培訓，以滿足專業需求。本集團於報告年度的培訓數據概述如下：

		Percentage of employees trained ⁶ 受訓僱員百分比 ⁶	Breakdown of employees trained ⁷ 受訓僱員明細 ⁷	Average training hours ⁸ 平均受訓時數 ⁸
		%	%	Hour 小時
Total	合計	12.05	–	2.00
By gender	按性別			
Male	男性	15.34	96.67	2.32
Female	女性	1.67	3.33	1.00
By employee category	按僱員類別			
Senior management	高級管理層	7.69	3.33	2.65
Middle management	中級管理層	11.11	10.00	4.30
General	一般僱員	12.44	86.67	1.67

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Notes:

6. Percentage of employees trained = (number of employees trained during that year in the category ÷ number of employees at the end of that year in the category) × 100%.
7. Breakdown of employees trained = (number of employees trained during that year in the category ÷ total number of employees trained during that year) × 100%.
8. Average training hours = number of training hours during that year in the category ÷ number of employees at the end of that year in the category.

附註：

6. 受訓僱員百分比=(該類別全年受訓僱員人數÷該類別年末僱員總人數)×100%。
7. 受訓僱員明細=(該類別全年受訓僱員人數÷全年受訓僱員總人數)×100%。
8. 平均受訓時數=該類別全年受訓時數÷該類別年末僱員人數。

B4. Labour Standards

The Group strictly prohibits human rights abuses over the entire business operations. During the Reporting Year, the Group was not aware of any material non-compliance with laws and regulations relating to the prevention of forced labour or child labour that would have a significant impact on the Group. Relevant laws and regulations include but not limited to the "Employment Policy and Labour Rights (Law no. 4/98/M)", "Regulation on the Prohibition of Illegal Work (Law no. 17/2004)", the "Law for the Employment of Non-resident Workers (Law no. 21/2009)" of Macau, the "Provisions on the Prohibition of the Use of Child Labour" of the PRC, the "Employment Ordinance" and the "Employment of Children Regulations" of Hong Kong.

Prevention of Child and Forced Labour

The Group has detailed all recruitment procedures and requirements in the "Human Resources and Payroll Management Policy". In order to avoid child and forced labour, procedures of pre-employment investigation including background and reference check would be conducted by the human resources officer under the consent of the job applicants prior to the issuing of job offer. Applicants who are found providing misleading, erroneous or deceptive information during the recruitment process would not be considered.

B4. 勞工準則

本集團於整個業務運營過程中嚴禁侵犯人權。於報告年度，本集團並不知悉任何重大違反有關防止童工及強制勞工的法律和規例並對本集團產生重大影響。相關法律和規例包括但不限於澳門第4/98/M號法律《就業政策及勞工權利綱要法》、第17/2004號法律《禁止非法工作規章》、第21/2009號法律《聘用外地僱員法》、中國《禁止使用童工規定》及香港《僱傭條例》及《僱用兒童規例》。

防止童工及強制勞工

本集團已於《人力資源與薪酬管理政策》中詳述所有招聘程序及要求。為避免僱用童工及強迫勞工，人力資源主管將於發出職位邀請之前經求職者同意進行僱傭前調查程序，包括背景調查與資歷查核。於招聘過程中發現提供誤導、錯誤或欺騙性資料的申請者將不予考慮。

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As mentioned in the paragraph headed “Working Hours and Rest Periods” under Aspect B1, the regulations on working hours and overtime are set out in detail in the ESG Policy. Employees may request the opportunity to vary their work schedules to better accommodate personal responsibility. To prevent forced overtime work, any necessary arrangements of overtime would only be made upon the request of an employee’s supervisor. Overtime pay as compensation is in line with the local laws and regulations. Employees’ rest periods are well respected; hence, they are entitled to various types of holiday as described in the “Staff Manual”. If any form of forced labour is found, the Group will immediately investigate and stop such situation, and will investigate and communicate with the senior management in a timely manner.

B5. Supply Chain Management

Building a trust relationship with suppliers helps the Group manage the Group’s potential environmental and social risk while enhancing the efficiency of the Group’s operations. The Group’s suppliers comprise system vendors, authorised distributors and subcontractors. Under the enterprise IT solutions business, the suppliers are mainly the authorised distributors of the system vendors, and the Group purchases the products from the authorised distributors of the system vendors for project application. The Group has implemented the “Purchases & Payment Policy” with the following practices on supplier management for all suppliers. During the Reporting Year, the Group had a total of 194 suppliers. The geographical distribution of suppliers is as follows:

Geographical Region	地區	Number 數目
Macau	澳門	82
Hong Kong	香港	81
The PRC	中國	14
Others (Israel, Taiwan, Australia, Finland, US, Thailand, Singapore, Malta, Malaysia)	其他(以色列、台灣、澳大利亞、芬蘭、美國、泰國、新加坡、馬耳他、馬來西亞)	17
Total	總計	194

正如B1層面項下的「工作時間及休息時間」一段所提述，工作時間及加班的相關規定於ESG政策中均有詳細說明。僱員可以要求調整工作時間，以更好地履行個人責任。為防止強制加班，必要的加班安排僅會在僱員的主管提出請求時進行。作為補償的加班費須符合當地法律法規。僱員的休息時間得到充分尊重，因此，彼等有權享受《員工手冊》所述的各項假期。倘發現任何形式的強迫勞工，本集團將立即進行調查並停止此類情況，並及時與高級管理層進行調查與溝通。

B5. 供應鏈管理

與供應商建立信任關係有助於本集團管理潛在的環境與社會風險，同時提高本集團的運營效率。本集團供應商包括系統供應商、授權經銷商及分包商。於企業IT解決方案業務中，供應商主要為系統供應商的授權經銷商，本集團向系統供應商的授權經銷商採購產品用於項目應用。本集團實施《採購與付款政策》，對所有供應商執行以下供應商管理慣例。於報告年度，本集團合共有194間供應商。供應商的地區分布如下：

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Procurement Mechanism

The Group has established the “Purchases & Payment Policy” which stipulates the procedures whenever engaging a new vendor. The director of Product and Marketing Department should fill in the Vendor Registration Form with the potential vendor’s basic information and then conduct background check and United Nations sanction check with relevant supporting documents to ensure the potential vendor is valid. Upon approval by the CEO, the director of Product and Marketing Department should register the qualified vendor into the Approved Vendor List for the CEO’s approval. The documents must be obtained before the purchase order is placed to the new vendor and properly filed and retained. Due to the business nature, occasionally some required goods and services may not be provided by the existing vendors on the Approved Vendor List. In those cases, a quotation would be obtained from the single potential vendor before placing purchase order.

Supply Chain Environmental and Social Risk Management

The Group conducts an annual performance evaluation to all the approved vendors to weed out undesirable vendors based on performance indicators including defect rate, pricing and discounts, turnaround time and validity time of quotes, packaging integrity and delivery schedule, technical skills and ability, flexibility, accessibility and responsiveness to queries. The evaluation results are recorded in the Vendor Performance Evaluation Form to be reviewed and approved by the CEO. The Approved Vendor List should be updated based on those results and unqualified vendors would be removed from the list.

In addition, the Group puts emphasis on compliance with environmental and social laws and regulations which helps to identify and minimise risks along the supply chain. Any non-compliance to relevant laws and regulations discovered by the Group will be promptly reported to the management. Corrective action will be carried out to remediate the identified risk in a timely manner.

採購機制

本集團已制定了《採購及付款政策》，其規定了每當聘用新供應商的程序。產品與市場部總監應在核准供應商名單中填寫潛在供應商的基本資訊，後採用相關證明檔案進行盡職調查及聯合國制裁檢查，以確保潛在供應商的有效性。經首席執行官準予後，產品與市場部總監應在核准供應商名單登記合格供應商供首席執行官審批，相關檔案須在與新供應商採購訂單並妥善歸檔及保存前取得。鑒於業務性質，核准供應商名單的現有供應商有時可能無法提供某些所需商品及服務，該等情況下，訂立採購訂單前須從單個潛在供應商處獲取報價。

供應鏈的環境及社會風險管理

本集團對所有獲核准供應商進行年度表現評估，根據績效標準(包括缺陷率、定價折扣、周轉時間及報價有效期、包裝完整性及交付時間表、工藝能力、靈活性、可觸及性及反饋積極性)，剔除表現不佳的供應商，首席執行官審查及批覆供應商績效評估表中記錄的評估結果。獲核准供應商名單將根據該等結果進行更新，不合格的供應商將從名單中剔除。

此外，本集團注重遵守環境及社會法律法規以識別供應鏈潛在風險並將其降至最低。經發現任何違反相關法律法規的行為，本集團將立即向管理層報告並採取矯正措施以及時補救已識別風險。

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Promoting Environmentally Preferable Products and Services

The Group has adopted green procurement practices suggested in the ESG Policy which aim at providing the Product and Marketing Department with guiding principles when making sustainable procurement decisions. It further promotes and supports the environmental protection initiatives in the supply chain by encouraging suppliers to explore and implement innovative environmental practices. Throughout the procurement process, higher preference would be given to those suppliers adopting green specifications and meeting the Group's environmental protection requirements. The above requirements are clearly specified at the beginning of procurement process. Approved vendors are monitored and assessed with the annual performance evaluation as detailed in the paragraph headed "Supply Chain Environmental and Social Risk Management" above, with environmental protection as one of the criteria.

B6. Product Responsibility

The Group places customer satisfaction as the Group's top priority and strives to keep up with the evolving needs of the customers. The Group has established the "Product Responsibility Policy" to standardise procedures for the quality management of products and services. The Group strives to establish and maintain good relationships with customers, to listen to their concerns, and to surpass their expectations with the Group's premium quality. As technology continues to advance, the Group will see changes in customers' behaviour and expectations.

During the Reporting Year, the Group was not aware of any material non-compliance with laws and regulations relating to health and safety, advertising, labelling, and privacy matters about products and services provided and methods of redress that would have a significant impact on the Group. Relevant laws and regulations include but not limited to the "Consumer Protection Law (Law no. 12/88/M)", the "Personal Data Protection Act (Law no. 8/2005)" of Macau, the "Cyber Security Law of the People's Republic of China", the "Data Security Law of the People's Republic of China", the "Civil Code of the People's Republic of China", the "Personal Information Protection Law of the People's Republic of China" of the PRC, the "Sale of Goods Ordinance (Chapter 26 of the Laws of Hong Kong)" and the "the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong)" of Hong Kong.

促進多用環保產品及服務

本集團採納ESG政策推崇的綠色採購慣例，旨在為產品及市場部在作出可持續採購決策時提供指引原則，通過鼓勵供應商探索及實施創新的環境慣例，進一步促進及支撐供應鏈中的環境保護舉措。整個採購過程中，本集團會優先考慮採用環保規格及符合環保要求的供應商。上述要求在採購過程開始時已明確規定。按照上文「供應鏈的環境及社會風險管理」一段所述，以環境保護為標準之一，通過年度業績評估對獲核准供應商進行監測及評估。

B6. 產品責任

本集團秉承客戶至上的理念，將客戶滿意度放在首位，並努力滿足客戶不斷變化的需求。本集團制定了《產品責任政策》來規範產品及服務質量管理的程序。本集團竭力與顧客建立及保持良好的關係，聆聽他們的關注點，並提供優質服務，從而超出顧客期望。隨著科技日益昌明，本集團將緊貼客戶行為和期望的變化。

於報告年度內，本集團並不知悉任何重大違反有關所提供產品及服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的相關法律及規例並對本集團產生重大影響。相關法律和法規包括但不限於澳門《消費者權益保護法》(第12/88/M號法)、《個人資料保護法》、中國《中華人民共和國網絡安全法》、《中華人民共和國數據安全法》、《中華人民共和國個人信息保護法》、香港《貨品售賣條例》(香港法例第26章)及《個人資料(私隱)條例》(香港法例第486章)。

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Quality Assurance

The Group believes that stringent quality control is critical to the Group's success and reputation. With the commitment to delivering products which are safe and of consistent quality, the Group ensures that products are sold in compliance with local rules and regulations related to health and safety. The Group has put in place high-standard quality control measures at various stages of the Group's work process, including project planning, procurement of hardware, the associated system and components, and project implementation to ensure the quality of the work adheres to the contractual requirements and customers' specifications. In projects where subcontractors are engaged, the Group also takes steps to ensure that their work conform with the requirements, specifications and timeline. The Group monitors the performance of the Group's subcontractors through conducting on-site reviews, and the subcontractors are required to submit progress reports to the Group on a regularly basis to record and report the work completed by them. If the products are defective upon arrival, the authorised distributors of the system vendor in general would unconditionally replace with new products within seven days of the delivery. In other cases, product repairs or returns depend on the warranty purchased by the Group's customer, the periods of which generally range from one year to three years. The Group provides back-to-back warranty to the Group's customers accordingly. During the Reporting Year, there were no products recalled for safety and health reasons and no related complaints received.

Privacy and Data Security

The Group is committed to respecting privacy rights and protecting the personal information clients share with the Group. Therefore, it has formulated the "Policy on Data Protection and Privacy of Personal Data" under its ESG Policy to set forth how the Group will manage the personal data that it collects in the normal course of business. The Group takes steps to make sure the proper use and collection of personal data. The Group will allow data subjects reasonable access to personal data about themselves during normal working hours and upon reasonable request, and will be allowed to update and/or correct any inaccurate information. As a precaution to mitigate risks of data leakages and privacy breaches leading to increased costs in addressing regulatory actions and also potentially tarnishing the Group's reputation, employees would be required to sign non-disclosure agreement. The Group will take other reasonable precautions to protect personal data from loss, misuse, unauthorised access, disclosure, alteration and destruction.

質量保證

本集團相信，嚴格的質量控制對本集團的成功及聲譽至關重要。本集團致力於提供安全且質量穩定的產品，並確保產品的銷售符合當地與健康與安全相關的規則和法規。本集團已在工程流程的各個階段(包括項目規劃、硬件、相關系統及部件採購以及項目實施)制定高標準的質量控制措施，以確保工作質量符合合約規定及客戶規格。就委聘分包商的項目而言，本集團亦採取措施確保其工作符合要求、規格及時間表。本集團透過進行現場審查監察分包商的表現，而分包商須定期向本集團提交進度報告，以記錄及報告彼等完成的工作。倘產品於到貨後出現瑕疵，系統供應商的認可分銷商一般會於交付後七日內無條件更換新產品。在其他情況下，產品維護或退貨取決於客戶購買的保修，保修期一般介乎一年至三年。本集團相應地向客戶提供持續的保修。於報告年度內，概無因安全及健康原因召回任何產品，亦概無收到相關投訴。

隱私及數據安全

本集團致力於尊重隱私權，保護客戶與本集團共享的個人資訊。因此，本集團在其ESG政策下制定了《數據保護及個人數據隱私政策》，以規範本集團將如何管理其在正常業務過程中收集的個人數據，本集團採取措施確保個人數據的正當使用及收集。本集團將允許數據主體在正常工作時間內應正當要求合理獲取其個人數據，並允許更新及/或更正任何有誤資訊。數據洩露及隱私侵犯將增加監管行動的成本及或損害本集團的聲譽，為減低該等風險，作為一項預防措施，員工須簽署保密協議。本集團亦將採取其他合理的預防措施，以防止個人數據丟失、濫用、未經授權獲取、披露、更改及破壞。

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The Group uses a self-assessment approach to assure compliance with this privacy policy and periodically verifies that the policy is accurate, comprehensive for the information intended to be covered, prominently displayed, completely implemented and accessible and in conformity with the principles. The Group encourages interested individuals to raise any concerns regarding use and disclosure of personal data in accordance with the principles. If a complaint or dispute cannot be resolved through the Group's internal process, the Group agrees to resolve it using a third-party resolution provider as a method of redress.

As an enterprise providing IT solutions and cyber security, data security is material to the Group's business. Thus, the "Staff Manual" provides guidelines relevant to tackling potential threats such as hacking and cyber phishing. Preventive measures on handling e-mails and documents as well as setting passwords are set out in the guidelines. Employees are provided with external training and briefing sessions on data security by relevant IT solution providers from time to time. Employees are also encouraged to report on suspicious situations.

Intellectual Property Rights

To protect the Group's intellectual property rights, the Group has registered or made applications to register the Group's patents, copyrights, trademarks and domain names in different jurisdictions. As at 31 December 2022, the Group has registered 6 trademarks, 10 copyrights and 3 domain names which are material in relation to the Group's business. Despite of these, litigation may be necessary to protect the Group's intellectual property rights in certain circumstances. The Group will continue to monitor to ensure that its intellectual property rights are not being infringed upon.

Advertising and Labelling

The Group conducts limited advertising campaigns and therefore does not involve any significant advertising-related risks. Nevertheless, in terms of the advertisement for products and services, the Group strictly regulates and monitors products and services promotion to ensure that they comply with advertising and labelling related laws and regulations. Such marketing and promotion must accurately reflect the quality of the Group's products and performance of the Group's services.

本集團採用自我評估方法以確保遵守該隱私政策，並定期驗證該政策乃準確、全面涵蓋所需的訊息、突出地顯示、落實到位、可供獲取且符合原則。本集團鼓勵有興趣的人士根據原則就個人數據使用及披露提出任何關注。如投訴或爭議無法通過本集團的內部程序解決，本集團同意採用第三方解決方案提供商作為補救方法。

作為一家提供IT解決方案及網路安全的企業，數據安全對本集團的業務至關重要。因此，《員工手冊》提供了應對駭客攻擊及網路釣魚等潛在威脅的相關指南，其中規定處理電子郵件及檔案以及設置密碼的預防措施。相關IT解決方案提供商不時為員工提供有關資料安全的外部培訓和簡報會。本集團亦鼓勵員工報告可疑情況。

知識產權

為保護本集團的知識產權，本集團已在不同司法管轄區註冊或申請註冊本集團的專利、版權、商標及域名。於2022年12月31日，本集團已註冊與業務相關的6個商標、10個版權及3個域名。儘管如此，在某些情況下，本集團可能須要提出訴訟以保護本集團的知識產權。本集團將繼續監察以確保其知識產權不受侵犯。

廣告與標籤

本集團開展有限的廣告活動，故不涉及任何重大廣告相關風險。儘管如此，在產品及服務的廣告方面，本集團會嚴格規範及監察產品及服務宣傳，以確保其符合廣告及標籤相關的法律及法規。該等營銷及推廣必須準確反映本集團服務的質量及表現。

B7. Anti-corruption

It is a crucial part of the Group's principle "We take corporate responsibility" which states that "We set clear requirements for corporate responsibility and ethics within the Group and for the Group's business partners". In order to earn trust from customers, authorities, shareholders and society, the Group is dependent upon professionalism, expertise and high ethical standards in all aspects of the Group's work. The Group supports a culture of integrity, ethical conduct, fairness, honesty and openness when doing business, and adopts a zero-tolerance attitude towards any bribery, fraud and money laundering. The Group is committed to ensuring that no bribes, kickbacks or similar gifts, payments or advantages are solicited from or given or offered to any person, for any purposes. Being in line with the Group's vision, core values and principles, the "Anti-Corruption Guidelines" has been drawn up to increase awareness of corruption and to enable employees across the Group to identify corruption with direction on how it can be combated. Managers are responsible to ensure that employees familiarise themselves with the guideline. Employees are therefore expected to behave with care, integrity and professionalism pursuant to the guideline.

During the Reporting Year, the Group was not aware of any material non-compliance with laws and regulations relating to bribery, extortion, fraud and money-laundering that would have a significant impact on the Group. Relevant laws and regulations include but not limited to the "Law on Prevention and Suppression of Money Laundering Crimes (Law no. 2/2006)" of Macau, the "Company Law of the People's Republic of China", the "Criminal Law of the People's Republic of China", the "Anti-unfair Competition Law of the People's Republic of China" of the PRC and the "Prevention of Bribery Ordinance" in Hong Kong. During the Reporting Year, there was no concluded legal cases regarding corrupt practices brought against the Group or its employees.

B7. 反貪污

反貪污為本集團「我們承擔企業責任」原則的重要組成部分，規定「我們對本集團內部及業務合作夥伴的企業責任及道德提出明確要求」。為了贏得客戶、權威機構、股東及社會的信任，本集團在工作的各個方面都依賴專業精神、專業知識及高道德標準。本集團推動具備誠信、品德操守、公平公正並開誠佈公的營商文化，並對任何賄賂、欺詐及洗錢行為採取零容忍態度。本集團致力確保概不會就任何目的接受任何人士（或向其作出或提供）任何賄賂、回扣或類似餽贈、報酬或利益。為符合本集團願景、核心價值觀及原則，本集團制定了《反貪污準則》，以提高對貪污的認識，並讓全集團的員工認識貪污，並為如何打擊貪污提供指引。經理有責任確保員工熟悉該準則，且員工應按照指導方針謹慎、正直及敬業地行事。

於報告年度內，本集團並不知悉任何重大違反有關賄賂、勒索、欺詐及洗黑錢的法律法規而對本集團造成重大影響的情況。相關法律和法規包括但不限於澳門《預防及遏止清洗黑錢犯罪》（第2/2006號法律）、中國《中華人民共和國公司法》、《中華人民共和國刑法》、《中華人民共和國反不正當競爭法》及香港《防止賄賂條例》。於報告年度內，概無有關針對本集團或其員工提出並已審結的貪污訴訟案件。

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Preventive Measures

To facilitate employees to understand the importance of anti-corruption, the “Anti-Corruption Guidelines” provides detailed definition on what constitutes corruption and inappropriate benefits. Nobody may receive benefits from the Group’s business contacts or give benefits to them if such benefits are based on the employment relationship. Persons in violation of the policies or applicable laws and regulations may be subject to disciplinary or administrative action, as well as civil or criminal liability. The Board is responsible for drawing up and making accessible training materials to relevant staff to ensure compliance when new laws and regulations that may impact the business are introduced. Training sessions are held at least once every year for Directors and employees. During the Reporting Year, all of the 8 Directors and 3 employees of the Group have each received approximately 1 hour of anti-corruption training. Such training familiarises the Directors and employees at various levels with their corresponding roles and responsibilities in anti-corruption and business ethics, and helps cultivate employees’ awareness towards anti-corruption and a high standard of professional conduct to comply with the laws in the operating locations of the Group.

Whistleblowing Mechanism

Anyone who becomes aware of an incident or situation which appears to contravene rules and guidelines which apply to the Group’s operations is encouraged to report orally or in writing. The procedures of whistleblowing are set out under the guidelines to facilitate employees’ reporting of corruption incidents. The consequences of breaches are set out according to the types and seriousness of breach. All sanctions will be assessed by the human resources manager or the Board before implementation. The Group will monitor and review the effectiveness of the whistleblowing mechanism regularly.

預防措施

為方便員工理解反貪污重要性，《反貪污準則》詳細說明了構成貪污及不當利益的定義。任何人皆不得從本集團的業務連絡人獲取利益，也不得向彼等提供利益（若該等利益基於僱傭關係）。違反政策或適用法律法規的人員或會受到紀律處分或行政處分，及民事或刑事責任。董事會負責草擬並向相關員工提供可供獲取的培訓資料，以確保遵守頒布的可能影響業務的新法律法規。本集團至少每年為董事及員工舉辦一次培訓課程。於報告年度內，本集團全體8名董事及3名員工分別接受了約1小時的反貪污培訓。該類培訓使董事及各級員工熟知彼等於反貪污及商業道德方面的相應角色和責任，並有助於培養員工的反貪污意識及高標準的專業操守，以遵守本集團經營場所相關法律。

舉報機制

本集團鼓勵任何人士意識到可能違反適用於本集團運營規則及指導方針的事件或情況時以口頭或書面形式報告。舉報程序乃根據指引制定，以促使僱員舉報貪污事件。違約情況根據違約類型及嚴重程度判定，所有制裁將在實施前由人力資源經理或董事會進行評估。本集團將定期監察及審查舉報機制的有效性。

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B8. Community Investment

The Group attaches great importance to community contribution, investment and development. Therefore, the Group has formulated the “Policy on Community Investment” to uphold its commitments to actively repay and contribute to the society and promote social harmony. The Group pursues the sustainable development of the Group’s community by creating shared benefits thereby improve the quality of life for those in need. The Group will also consider the concerns of key stakeholders and the synergies that arise from interaction with the Group’s core social responsibility values, products and services. Approval, reporting and monitoring mechanism are in place for the community investment procedures to further enhance accountability and transparency and to ensure effectiveness.

Corporate Social Responsibility

The Group’s contribution areas focus on local development matters. During the Reporting Year, the Group has donated HK\$200,000 to Think Tank of United Citizens and MOP50,000 to City University of Macau in support of education and livelihood of residents in Macau. The Group will continue to embolden and support the public by various means of social participation and contribution as part of the Group’s strategic development.

B8. 社區投資

本集團注重社區貢獻、投資及發展。因此，本集團制定了《社區投資政策》，以恪守積極回饋社會、貢獻社會、促進社會和諧的承諾。本集團追求社區的可持續發展，創造共同的利益，從而提高有需要者的生活質量。本集團亦將考慮主要持份者的關注點，以及與我方覈心社會責任價值觀、產品及服務互動所產生的協同效應。社區投資程序的核准、報告及監察機制已經設立，以進一步加強問責制及透明度並確保有效性。

企業社會責任

本集團的貢獻範疇專注於地方發展事宜。於報告年度內，本集團已向民聯智庫捐贈200,000港元，並向澳門城市大學捐贈50,000澳門元，以支持澳門居民的教育及生計。作為本集團戰略發展的一部分，本集團將繼續通過各種社會參與及貢獻手段鼓勵及支持公眾。

THE ESG REPORTING GUIDE CONTENT INDEX OF THE STOCK EXCHANGE 聯交所《ESG報告指引》內容索引

Mandatory Disclosure Requirements 強制披露規定	Section 章節
Governance Structure 管治架構	ESG Governance Structure ESG管治架構
Reporting Principles 匯報原則	About the ESG Report – Reporting Framework 關於ESG報告－報告框架
Reporting Boundary 匯報範圍	About the ESG Report – Reporting Scope 關於ESG報告－報告範圍

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節/聲明
Aspect A1: Emissions 層面A1：排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Emissions 排放物
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Emissions – Air Emissions 排放物 – 廢氣排放
KPI A1.2 關鍵績效指標A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions – GHG Emissions 排放物 – 溫室氣體排放
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions – Waste Management – Hazardous Wastes (Not applicable – explained) 排放物 – 廢棄物管理 – 有害廢棄物(不適用 – 已解釋)
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions – Waste Management – Non-hazardous Wastes 排放物 – 廢棄物管理 – 無害廢棄物
KPI A1.5 關鍵績效指標A1.5	Description of emissions target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	Environmental Targets, Emissions – Air Emissions, GHG Emissions 環境目標、排放物 – 廢氣排放、溫室氣體排放
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	Environmental Targets, Emissions – Waste Management 環境目標、排放物 – 廢棄物管理

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Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節/聲明
Aspect A2: Use of Resources 層面A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源使用
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Use of Resources – Energy Management 資源使用－能源管理
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Use of Resources – Water Management 資源使用－水資源管理
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	Environmental Targets, Use of Resources – Energy Management 環境目標、資源使用－能源管理
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	Environmental Targets, Use of Resources – Water Management 環境目標、資源使用－水資源管理
KPI A2.5 關鍵績效指標A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。	Use of Resources – Use of Packaging Materials (Not applicable – explained) 資源使用－包裝材料使用(不適用－已解釋)
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	The Environment and Natural Resources 環境及天然資源
KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	The Environment and Natural Resources – Environmental Awareness, Indoor Air Quality 環境及天然資源－環保意識、室內空氣質量

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		
	Description 描述	Section/Declaration 章節/聲明
Aspect A4: Climate Change 層面A4：氣候變化		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Climate Change 氣候變化
KPI A4.1 關鍵績效指標A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Climate Change – Physical Risks, Transition Risks 氣候變化－實體風險、轉型風險
Aspect B1: Employment 層面B1：僱傭		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Employment 僱傭
KPI B1.1 關鍵績效指標B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region. 按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。	Employment 僱傭
KPI B1.2 關鍵績效指標B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Employment – Recruitment, Compensation, Promotion and Dismissal 僱傭－招聘、薪酬、晉升及解僱

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節/聲明
Aspect B2: Health and Safety 層面B2：健康與安全		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Health and Safety 健康與安全
KPI B2.1 關鍵績效指標B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年(包括匯報年度)每年因工亡故的人數及比率。	Health and Safety 健康與安全
KPI B2.2 關鍵績效指標B2.2	Lost days due to work injury. 因工傷損失工作日數。	Health and Safety 健康與安全
KPI B2.3 關鍵績效指標B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Health and Safety – Measures on Occupational Health and Safety, Response to the COVID-19 Pandemic 健康與安全－有關職業健康與安全的措施、應對COVID-19疫情
Aspect B3: Development and Training 層面B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Development and Training 發展及培訓
KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	Development and Training – Training Programmes 發展及培訓－培訓計劃
KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Development and Training – Training Programmes 發展及培訓－培訓計劃

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		
	Description 描述	Section/Declaration 章節/聲明
Aspect B4: Labour Standards 層面B4：勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工及強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Labour Standards 勞工準則
KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Labour Standards – Prevention of Child and Forced Labour 勞工準則－防止童工及強制勞工
KPI B4.2 關鍵績效指標B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Labour Standards – Prevention of Child and Forced Labour 勞工準則－防止童工及強制勞工
Aspect B5: Supply Chain Management 層面B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supply Chain Management 供應鏈管理
KPI B5.1 關鍵績效指標B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Supply Chain Management 供應鏈管理
KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	Supply Chain Management 供應鏈管理
KPI B5.3 關鍵績效指標B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	Supply Chain Management – Supply Chain Environmental and Social Risk Management 供應鏈管理－供應鏈的環境及社會風險管理
KPI B5.4 關鍵績效指標B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	Supply Chain Management – Promoting Environmentally Preferable Products and Services 供應鏈管理－促使多用環保產品及服務

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、 一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節/聲明
Aspect B6: Product Responsibility 層面B6：產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Product Responsibility 產品責任
KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Product Responsibility – Quality Assurance 產品責任－質量保證
KPI B6.2 關鍵績效指標B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Product Responsibility– Quality Assurance 產品責任－質量保證
KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Product Responsibility – Intellectual Property Rights 產品責任－知識產權
KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Product Responsibility – Quality Assurance 產品責任－質量保證
KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Product Responsibility – Privacy and Data Security 產品責任－隱私及數據安全

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節/聲明
Aspect B7: Anti-corruption 層面B7：反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Anti-corruption 反貪污
KPI B7.1 關鍵績效指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Anti-corruption 反貪污
KPI B7.2 關鍵績效指標B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序、相關執行及監察方法。	Anti-corruption – Preventive Measures, Whistleblowing Mechanism 反貪污－預防措施、舉報機制
KPI B7.3 關鍵績效指標B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	Anti-corruption – Preventive Measures 反貪污－預防措施
Aspect B8: Community Investment 層面B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Community Investment 社區投資
KPI B8.1 關鍵績效指標B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	Community Investment – Corporate Social Responsibility 社區投資－企業社會責任
KPI B8.2 關鍵績效指標B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	Community Investment – Corporate Social Responsibility 社區投資－企業社會責任

DIRECTORS' REPORT

董事會報告

The Board submits herewith this annual report together with the audited consolidated financial statements of the Group for FY2022.

COMPANY INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 18 February 2021 and was registered as a non-Hong Kong company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) on 7 June 2021. The Shares were listed on the Stock Exchange from 15 July 2022.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and its subsidiaries are principally engaged in provision of IT integrated solutions services, support services from leasing contracts and security monitoring services, IT equipment leasing, IT maintenance and consultancy services, and distribution and resale of packaged hardware and software in Macau, Hong Kong and the PRC.

The activities and particulars of the Company's subsidiaries are shown under note 16 to the consolidated financial statements. An analysis of the Group's revenue and net results for the year by principal activities is set out in the section headed "MANAGEMENT DISCUSSION AND ANALYSIS" in this annual report.

BUSINESS REVIEW

A review of the Group's business during the year, which includes a discussion of the principal risks and uncertainties facing by the Group, an analysis of the Group's performance using financial key performance indicators, particulars of important events influencing the Group, an indication of likely future developments in the Group's business, and discussion on the Group's environmental policies and performance and the relationships with its stakeholders, can be found in the sections headed "CHAIRMAN'S STATEMENT", "MANAGEMENT DISCUSSION AND ANALYSIS", "CORPORATE GOVERNANCE REPORT", "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT" and "INDEPENDENT AUDITOR'S REPORT" of this annual report. The review forms part of this directors' report.

董事會謹此提交本年報連同本集團2022年財年的經審計綜合財務報表。

公司資料

本公司於2021年2月18日在開曼群島註冊成立為獲豁免有限公司，2021年6月7日根據香港法例第622章公司條例第16部註冊為非香港公司。股份自2022年7月15日於聯交所上市。

主營業務

本公司為投資控股公司，其附屬公司主要於澳門、香港及中華人民共和國提供IT綜合解決方案服務、租賃合約的支援服務與安全監控服務、IT設備租賃、IT維護及諮詢服務，以及分銷及轉售套裝硬件及軟件。

本公司附屬公司的活動及詳情見綜合財務報表附註16。本年報「管理層討論及分析」一節按主營業務對本集團年度收入及業績淨額作出分析。

業務回顧

本集團年內業務回顧(包括本集團面臨之主要風險及不確定因素之討論、採用主要財務業績指標對本集團業績之分析、本年度影響本集團重大事項之詳情、本集團日後或有業務發展之指示及本集團環境政策及業績以及與利益相關者的關係之討論)載於本年報「主席致辭」、「管理層討論及分析」、「企業管治報告」、「環境、社會及管治報告」和「獨立核數師報告」章節。有關討論為本董事會報告的一部分。

DIRECTORS' REPORT 董事會報告

FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the past four financial years, as extracted from the audited consolidated financial statements, is set out on pages 243 to 247 of this annual report. This summary does not form part of the audited financial statements.

RESULTS AND DIVIDEND

The consolidated financial results of the Group for FY2022 and the state of affairs of the Company and the Group as at 31 December 2022 are set out on pages 126 to 129 of this annual report.

The Board does not recommend the payment of final dividend for FY2022.

DIRECTORS

Executive Directors

Mr. Chao
Ms. Chiu
Ms. Lei
Mr. Ng

Non-executive Director

Mr. Li

INEDs

Mr. Man
Mr. U
Mr. Suen

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of each Director and senior management are set out in the section headed "DIRECTORS AND SENIOR MANAGEMENT" of this annual report.

財務摘要

本集團過去四個財政年度已公佈業績以及資產及負債之摘要載於本年報第243頁至第247頁，乃摘錄自經審計綜合財務報表。此摘要並不構成經審計綜合財務報表之一部分。

業績及股息

本集團於2022年財年的綜合財務業績以及本公司及本集團於2022年12月31日的事務狀況載於本年報第126頁至129頁。

董事會不建議派付2022年財年的末期股息。

董事

執行董事

周先生
趙女士
李女士
吳先生

非執行董事

李先生

獨立非執行董事

文先生
余先生
孫先生

董事及高級管理層履歷

各董事及高級管理層的履歷詳情載於本年報「董事及高級管理層」一節。

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Chao, Ms. Chiu, Ms. Lei and Mr. Ng, being the executive Directors, has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date.

Mr. Li, being the non-executive Directors, has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date.

Each of Mr. Man, Mr. Suen and Mr. U, being the INEDs, has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date.

The Company has received an annual confirmation of independence in writing from each of the INEDs pursuant to Rule 3.13 of the Listing Rules. Based on such confirmation and not aware of any adverse event, the Company considers that all the INEDs are independent and have met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, none of the Directors has or is proposed to have entered into any service agreement or letter of appointment with any member of the Group (excluding agreements expiring or determinable by any member of the Group within one year without payment of compensation other than statutory compensation).

CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save as disclosed in the section headed "DIRECTORS' SERVICE CONTRACTS", no contract of significance was entered into between the Company or any of its subsidiaries and the Controlling Shareholders or any of its subsidiaries during FY2022 or subsisted at the end of the year and no contract of significance for the provision of services to the Company or any of its subsidiaries by a Controlling Shareholder or any of its subsidiaries was entered into during FY2022 or subsisted at the end of the year.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this annual report, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

董事服務合約

執行董事周先生、趙女士、李女士及吳先生均已與本公司訂立服務協議，自上市日期起計初始期限三年。

非執行董事李先生已與本公司訂立委任函，自上市日期起計初始期限三年。

獨立非執行董事文先生、孫先生及余先生均已與本公司訂立委任函，自上市日期起計初始期限三年。

本公司已收到各獨立非執行董事根據上市規則第3.13條發出有關獨立性的年度書面確認。基於有關確認及在不知悉任何不利事項下，本公司認為全體獨立非執行董事均為獨立，並符合上市規則第3.13條所載的獨立指引。

除上文所披露者外，概無董事已經或擬議與本集團任何成員公司訂立任何服務協議或委任函(不包括於一年內屆滿或可由本集團任何成員公司終止而無須支付賠償(法定賠償除外)的協議)。

控股股東合約

除「董事服務合約」一節所披露者外，本公司或其任何附屬公司與本公司任何控股股東或其任何附屬公司於2022年財年並無訂立或於該年年末存續重大合約，且本公司於2022年財年並無訂立或於該年年末存續有關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的重大合約。

上市規則規定的持續披露責任

除本年報所披露者外，本公司並無根據上市規則第13.20條、第13.21及第13.22條承擔任何其他披露責任。

DIRECTORS' REPORT 董事會報告

DIVIDEND POLICY

The Group has adopted a Dividend Policy, details of which are disclosed as follows:

Purpose

This Dividend Policy sets out the principles and guidelines that the Company will apply when considering the declaration and payment of dividends to the Shareholders.

Principals and guidelines

The Board adopts the policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder's value.

The Company does not have any pre-determined dividend payout ratio.

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

The Board shall also take into account the following factors of the Company and the Group when considering the declaration and payment of dividends:

- financial results;
- cash flow situation;
- business conditions and strategies;
- future operations and earnings;
- capital requirements and expenditure plans;
- interests of Shareholders;
- any restrictions on payment of dividends; and
- any other factors that the Board may consider relevant.

股息政策

本集團已採納一項股息政策，詳情披露如下：

目的

股息政策列明本公司考慮向股東宣派及派付股息時遵循的原則及指引。

原則及指引

董事會已採納一項股息政策，於建議或宣派股息時，本公司須維持足夠的現金儲備，以滿足其營運資金需求及未來業務增長以及其股東價值。

本公司並無任何預定的股息支付比率。

董事會可酌情宣派及派付股息予股東，惟須遵守細則、所有適用法例及法規以及考慮下列因素。

董事會考慮股息宣派及派付時，亦應考慮本公司及本集團下列因素：

- 財務業績；
- 現金流量狀況；
- 經營狀況及策略；
- 未來經營及收益；
- 資金需求及開支計劃；
- 股東利益；
- 派付股息的任何限制；及
- 董事會可能認為相關的任何其他因素。

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Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year of period:

- interim dividend;
- final dividend;
- special dividend; or
- any distribution of net profits that the Board may deem appropriate.

Any final dividend for a financial year will be subject to Shareholders' approval.

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

Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Articles.

Review of the Dividend Policy

The Board will review the Dividend Policy as appropriate from time to time.

AGM

The 2023 AGM will be held on 20 June 2023. The notice of the AGM will be published and dispatched to Shareholders in the manner as required by the Listing Rules in due course.

CLOSURE OF REGISTERED MEMBERS

The Register of Members will be closed from Thursday, 15 June 2023 to Tuesday, 20 June 2023, both days inclusive, for the purpose of determining the identity of members who are entitled to attend and vote at the Company's forthcoming AGM scheduled to be held on Tuesday, 20 June 2023. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 14 June 2023.

根據本公司及本集團的財務狀況以及上文所載的條件及因素，董事會可能於財政年度期間提議派付及／或宣派股息：

- 中期股息；
- 末期股息；
- 特別股息；或
- 董事會或會認為合適之任何純利分派。

某一財政年度的任何末期股息須獲得股東批准。

本公司可通過現金股息或票據股息或董事會認為適當的其他渠道宣派及派付股息。

根據細則，任何未領取之股息將被沒收復歸本公司。

股息政策審查

董事會將不時對股息政策進行適當審查。

股東週年大會

2023年股東週年大會將於2023年6月20日舉行。股東週年大會通告將根據上市規則規定適時公佈並寄發予股東。

暫停辦理股份過戶登記

本公司將自2023年6月15日(星期四)起至2023年6月20日(星期二)止(包括首尾兩天)暫停辦理股份過戶登記，以確定有權出席本公司計劃於2023年6月20日(星期二)舉行的應屆股東週年大會並在會上投票的股東的身份。為合資格出席股東週年大會並在會上投票，所有股份過戶文件連同相關股票及轉讓表格必須在不遲於2023年6月14日(星期三)下午四時三十分送抵本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。

DIRECTORS' REPORT 董事會報告

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the Laws of the Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries of the Company are set out in note 16 to the consolidated financial statements of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during FY2022 are set out in note 12 to the consolidated financial statements of this annual report.

SHARE CAPITAL

Details of the movements in share capital of the Company during FY2022 are set out in note 21 to the consolidated financial statements of this annual report.

RESERVES AND DISTRIBUTABLE RESERVES

Details of the movement in the reserves of the Group and of the Company during FY2022 are set out in the consolidated statements of changes in equity and note 22 to the consolidated financial statements of this annual report.

The Company may pay dividends out of share premium, retained earnings and any other reserves provided that immediately following the payment of such dividends, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

As at 31 December 2022, the Company had distributable reserves amounting to approximately HK\$622.4 million (2021: HK\$475.7 million).

BORROWINGS AND GUARANTEE

Details of borrowings from bank and other financial institutions of the Group as at 31 December 2022 are set out in note 23 to the consolidated financial statements of this annual report.

During FY2022, the Group had not made any loan or provided any guarantee for loan, directly or indirectly, to the Directors, senior management, the Controlling Shareholders or their respective associates (as defined in the Listing Rules).

優先購買權

根據細則或開曼群島法律，概無有關本公司有義務按比例向現有股東發售新股份的優先購買權的規定。

主要附屬公司

本公司主要附屬公司詳情載於本年報綜合財務報表附註16。

物業、廠房及設備

於2022年財年內，本集團物業、廠房及設備的變動詳情載於本年報綜合財務報表附註12。

股本

於2022年財年內，本公司的股本變動詳情載於本年報綜合財務報表附註21。

儲備及可分派儲備

於2022年財年內，本集團及本公司的準備變動詳情載於本年報綜合權益變動表及綜合財務報表附註22。

本公司可從股份溢價賬、保留盈利及任何其他儲備撥資派付股息，惟緊隨有關股息派付後本公司須能於一般業務程中償還到期債務。

於2022年12月31日，本公司可分派儲備約為622.4百萬港元(2021年：475.7百萬港元)。

借款及擔保

本集團於2022年12月31日，向銀行及其他金融機構借款詳情載於本年報綜合財務報表附註23。

於2022年財年內，本集團未無直接或間接向董事、高級管理層人員、控股股東或彼等各自之任何關聯人士(定義見上市規則)作出任何借款或任何貸款擔保。

PURCHASE, REDEMPTION OR SALE OF THE COMPANY'S LISTED SECURITIES

The Shares were listed on the Main Board of the Stock Exchange on 15 July 2022. Neither the Company nor its subsidiaries have purchased, redeemed or sold any of the Company's listed securities during the period from the Listing Date and up to the date of this annual report.

SHARE OPTION SCHEME

On 20 June 2022, the Company has conditionally adopted the Share Option Scheme, which falls within the ambit of, and is subject to, the regulations under Chapter 17 of the Listing Rules. The purpose of the Share Option Scheme is to provide selected participants with the opportunity to acquire proprietary interests in the Company and to encourage selected participants to work towards enhancing the value of the Company and the Shares for the benefit of the Company and the Shareholders as a whole. The Share Option Scheme will provide the Company with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to selected participants.

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) shall not exceed 10% of the aggregate of the Shares in issue on the date the Shares commence trading on the Stock Exchange, which is in aggregate of up to 50,000,000 Shares (the "**Scheme Mandate Limit**"). Options lapsed in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.

The Company may refresh the Scheme Mandate Limit at any time subject to prior Shareholders' approval. However, the Scheme Mandate Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval. Options previously granted under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, cancelled, lapsed in accordance with its terms or exercised), shall not be counted for the purpose of calculating the limit as refreshed.

購買、贖回或出售本公司的上市證券

股份於2022年7月15日在聯交所主板上市。自上市日期起及直至本年報日期止期間，本公司或其附屬公司概無購買、贖回或出售任何本公司的任何上市證券。

購股權計劃

於2022年6月20日，本公司已有條件採納購股權計劃，該計劃屬上市規則第17章規例的涵蓋範圍，並受其規限。購股權計劃旨在為指定參與者提供收購本公司所有權益的機會，並鼓勵指定參與者致力提升本公司及股份的價值，令本公司及股東整體獲益。購股權計劃將為本公司提供靈活的方式，以挽留、激勵、獎勵、酬勞、補償指定參與者及／或向其提供福利。

因行使根據購股權計劃及本公司其他購股權計劃（而上市規則第17章的條文就此適用）將予授出的所有購股權而可能發行的股份總數，不得超過股份在聯交所開始買賣之日已發行股份總數的10%，即合共不超過50,000,000股（「**計劃授權上限**」）。於計算計劃授權上限時，根據購股權計劃的條款失效的購股權不會計算在內。

本公司可在股東事先批准的情況下，隨時更新計劃授權上限，惟計劃授權上限更新後，不得超過取得上述股東批准當日已發行股份的10%。於計算經更新的上限時，先前根據購股權計劃及本公司其他購股權計劃（而上市規則第17章的條文就此適用）授出的購股權（包括尚未行使、已註銷、根據其條款失效或已行使者）不會計算在內。

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The total number of Shares issued and to be issued upon exercise of the options granted to each participant (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue (the “**Individual Limit**”). Any further grant of options to a participant which would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such participant (including exercised, cancelled and outstanding options) in the 12 month period up to and including the date of grant of such further options exceeding the Individual Limit shall be subject to Shareholders' approval in advance with such participant and his close associates (or his associates if such participant is a connected person) abstaining from voting.

The Share Option Scheme shall be valid and effective for the period of 10 years commencing on the Listing Date, but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the rules of the Share Option Scheme.

The amount payable for each share to be subscribed for under an option in the event of the option being exercised shall be determined by the Board but shall be not less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the date of grant (provided that in the event that any option is proposed to be granted within a period of less than five Business Days after the trading of the Shares first commences on the Stock Exchange, the Offer Price of the Shares for the Global Offering shall be deemed to be the closing price for any Business Day falling within the period before listing of the Shares on the Stock Exchange); and (iii) the nominal value of a Share on the date of grant.

各參與者於任何12個月期間內獲授的購股權(包括已行使、已註銷及尚未行使的購股權)獲行使時已發行及將予發行的股份總數不得超過已發行股份的1%(「**個別上限**」)。倘於截至進一步授出任何購股權當日(包括該日)止12個月期間向參與者進一步授出該等購股權將導致參與者因行使向該參與者授出及將予授出的所有購股權(包括已行使、已註銷及尚未行使的購股權)而已發行及將予發行的股份超出個別上限,則須獲股東事先批准,而該參與者及其緊密聯繫人(或倘該參與者為關連人士則其聯繫人)須放棄投票。

購股權計劃自上市日期起十年內有效及具有效力,但購股權計劃的條文在所有其他方面仍全面有效,以使購股權計劃屆滿前所授出的任何購股權獲有效行使或在購股權計劃規則所規定的其他情況下獲有效行使。

倘購股權獲行使,根據購股權而認購的每股股份的應付金額將由董事會釐定,惟不得低於以下最高者:(i)聯交所日報表所載股份於授出日期的收市價;(ii)聯交所日報表所載股份於緊接授出日期前五個營業日的平均收市價(惟倘於股份首次在聯交所開始買賣後少於五個營業日的期間內建議授出任何購股權,則全球發售中股份的發售價將被視為股份在聯交所上市前期間內任何營業日的收市價);及(iii)股份於授出日期的面值。

Exercise of option

Subject to the terms and conditions upon which such option was granted, an option may be exercised by the grantee at any time during the option period, provided that:

- (i) in the event that the grantee (being an employee or a director of any member of the Group) ceases to be a participant for any reason other than (a) his death or (b) on one or more of the grounds of termination of employment or engagement that, he has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his debts or has become bankrupt or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence involving his integrity or honesty, or on any other ground on which an employer would be entitled to terminate his employment summarily (the "Conditions"), the option shall lapse on the date of cessation of such employment or engagement and not be exercisable unless the Board otherwise determines in which event the option shall be exercisable to the extent and within such period as the Board may determine. The date of cessation of employment of a grantee (being an employee and who may or may not be a director of any member of the Group) shall be the last actual working day on which the grantee was physically at work with the Company or the relevant subsidiary, whether salary is paid in lieu of notice or not;
- (ii) in the event that the grantee dies before exercising the option in full and none of the events for termination of employment or engagement under the Conditions with respect to such grantee, the personal representative(s) of the grantee shall be entitled within a period of 12 months (or such longer period as the Board may determine) from the date of death to exercise the option up to the entitlement of such grantee as at the date of death;
- (iii) if a general offer for shares by way of voluntary offer, takeover or otherwise (other than by way of scheme of arrangement pursuant to item (iv) below) is made to all the holders of Shares (or all such holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant option, the Company shall forthwith give notice thereof to the grantee and the grantee shall be entitled to exercise the option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company at any time within such period as shall be notified by the Company;

行使購股權

根據授出有關購股權所依據的條款及條件，承授人可在購股權期間內隨時行使購股權，惟：

- (i) 倘承授人(彼為本集團任何成員公司的僱員或董事)因任何原因((a)彼身故或(b)一項或以上理由(彼嚴重行為失當，或似乎無法支付或合理預期未來無法支付其債務或破產或已與其債務人整體作出任何安排或和解或犯有涉及其正直或誠信的任何刑事罪行，或僱主有權循簡易程序終止其僱傭的任何其他理由(「條件」))終止僱傭或委聘者除外)而不再為參與者，則購股權將於終止該僱傭或委聘當日失效及不可予以行使，除非董事會以其他方式釐定者則作別論，在這情況下，購股權可於董事會可能釐定的範圍及期限內行使。於承授人(彼為僱員且不一定為本集團任何成員公司的董事)終止受僱當日將為該名承授人於本公司或相關附屬公司任職的最後一個實際工作日，不論有否以代通知金支付薪金；
- (ii) 倘該名承授人於悉數行使購股權前身故，且概無發生根據條件終止僱傭或委聘的事件，則該名承授人的個人代表可有權自承授人身故當日起計於12個月內(或董事會可能釐定的有關較長期間)行使該名承授人於身故當日的權利；
- (iii) 倘透過自願要約、收購或其他方式(根據下文(iv)項的安排計劃除外)向所有股份持有人(或要約人以外的所有有關持有人、受要約人控制的任何人士及與要約人聯合或一致行動的任何人士)作出股份的全面要約，且有關要約於相關購股權的屆滿日期前成為或被宣佈為無條件，本公司須隨即向承授人發出有關通知，而承授人則有權於本公司所通知的期限內隨時悉數行使購股權或(如本公司發出相關通知)本公司所通知的購股權數目；

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- (iv) if a general offer for Share by way of scheme of arrangement is made to all the holders of Shares and has been approved by the necessary number of holders of Shares at the requisite meetings, the Company shall forthwith give notice thereof to the grantee and the grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company;
- (v) in the event a notice is given by the Company to the Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to the grantee and the grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed Shareholders' meeting, allot, issue and register in the name of the grantee such number of fully paid Shares which fall to be issued on exercise of such option; and
- (vi) in the event of a compromise or arrangement, other than a scheme of arrangement contemplated in item (iv) above, between the Company and the members and/or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all grantees on the same day as it first gives notice of the meeting to the members and/or creditors to consider such a compromise or arrangement and the grantee may at any time thereafter but before such time as shall be notified by the Company exercise the option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed meeting, allot, issue and register in the name of the grantee such number of fully paid Shares which fall to be issued on exercise of such option.
- (iv) 倘透過安排計劃的方式向所有股份持有人作出全面要約，並經所需人數的股份持有人於必需會議上批准，本公司須隨即向承授人發出有關通知，且承授人可能隨後於任何時間（惟於本公司知會的有關時間前）悉數行使購股權，或倘本公司發出相關通知，則按本公司所知會的數額為限；
- (v) 倘本公司向股東發出召開股東大會的通知，以考慮及酌情批准本公司自願清盤的決議案，本公司須隨即向承授人發出有關通知，且承授人隨後可於任何時間內（惟於本公司所知會的有關時間前）悉數行使購股權，或倘本公司發出有關通知，則按照本公司所知會的數額為限，而本公司須盡快及於任何情況下不遲於建議股東大會日期前三天內配發、發行於行使該購股權後將予發行的全數繳足股份數目，並以承授人的名義登記；及
- (vi) 倘本公司及股東及／或債務人就本公司的重整或合併計劃提出和解或安排（上文第(iv)項擬進行的安排計劃除外），本公司須於其首先向其股東及／或債務人發出通知以考慮有關和解或安排同日向所有承授人發出通知，而承授人可於隨後任何時間（惟於本公司所知會的有關時間前）悉數行使購股權，或倘本公司發出相關通知，則按本公司所知會的數額為限，而本公司須盡快及於任何情況下不遲於建議會議前三天配發、發行於行使有關購股權後將予發行的繳足股份數目，並以承授人的名義登記。

A nominal consideration of HK\$1.00 is payable upon acceptance of the grant of an option.

The total number of options available for grant, hence shares available for issue, under the Share Option Scheme is 50,000,000 which is 10% of the issued share capital of the Company as at 31 December 2022 and the date of this annual report.

Share options do not confer rights on the holders to dividends or to vote at Shareholders' meetings.

As at the date of this annual report, the remaining life of the Share Option Scheme is approximately 9.2 years.

No options were granted, exercised, cancelled or lapsed by the Company under the Share Option Scheme as at 31 December 2022 and there were no outstanding share options under the Share Option Scheme during the period from the Listing Date and up to the date of this annual report. A summary of the terms of the Share Option Scheme has been set out in the section headed "D. Share Option Scheme" in Appendix IV to the Prospectus.

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme, no equity-linked agreements were entered into by the Company during FY2022 or subsisted at the end of FY2022.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the Share Option Scheme as disclosed under the section headed "Share Option Scheme" in this annual report, at no time during FY2022 was the Company, its holding company, or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debt securities including debentures of, the Company or any other body corporate.

DIRECTOR'S INTEREST IN TRANSACTIONS, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

No transaction, arrangement or contract of significance to the business of the Group which the Company or any of its subsidiaries was a party, and in which a Director or any entity connected with such a Director had a material interest, whether directly or indirectly, subsisted at the end of the Reporting Year or at any time during FY2022.

接受購股權授予時應支付名義代價1.00港元。

根據購股權計劃可供授出的購股權總數(即可供發行的股份)為50,000,000股,佔本公司於2022年12月31日及本年報日期已發行股本的10%。

購股權並不賦予其持有人收取股息或於股東大會上投票之權利。

於本年報日期,購股權計劃剩餘期限約為9.2年。

於2022年12月31日,本公司概無根據購股權計劃授出、行使、註銷或失效購股權,且自上市日期起及直至本年報日期,概無購股權計劃下的未行使購股權。購股權計劃的條款概要已載於招股章程附錄四「D.購股權計劃」一節。

股權掛鈎協議

除購股權計劃外,本公司於2022年財年並無訂立或於該年年末存續任何股權掛鈎協議。

購入股份或債權證之安排

除本年報「購股權計劃」一節所披露購股權計劃外,2022年財年,本公司、其控股公司或其任何附屬公司概無參與任何安排,使本公司董事購入本公司或任何其他法人團體之股份或債務證券(包括債權證)而獲取利益。

董事於重大交易、安排或合約的權益

概無對本集團業務屬重大且本公司或其任何附屬公司為訂約方,而董事或與該董事有關聯的任何實體直接或間接擁有重大權益的於報告年度末或2022年財年任何時間仍然存續的交易、安排及合約。

DIRECTORS' REPORT 董事會報告

TAX RELIEF AND EXEMPTION

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

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The emoluments (including the discretionary bonuses) of the Directors and senior management of the Group are decided by the Board with reference to the recommendation given by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

Details of the Directors' emoluments and emoluments of the five highest paid individual in the Group are set out in notes 8 and 31 to the consolidated financial statements of this annual report.

For FY2022, no emoluments were paid by the Group to any Director or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors has waived or agreed to waive any emoluments for FY2022.

The Company has also adopted the Share Option Scheme as incentive for Directors and eligible employees. Details of the said scheme are set out under the section headed "Share Option Scheme" in this annual report and "D. Share Option Scheme" in Appendix IV to the Prospectus. Except as disclosed above, no other payments have been made or are payable, for FY2022, by the Group to or on behalf of any of the Directors.

REMUNERATION POLICY

The Company has established the Remuneration Committee in compliance with the Listing Rules. The primary duties of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for all Directors and senior management's remuneration, on the establishment of a formal and transparent procedure for developing remuneration policy, and on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments including any compensation payable for loss or termination of office or appointment.

稅務寬免及豁免

董事並不知悉股東因其持有本公司證券而享有的任何稅務寬免或豁免。

董事及高級管理層薪酬

本集團的董事及高級管理層的薪酬(包括可自由支配的獎金)由董事會經參考薪酬委員會的提議並考慮本集團的經營業績、個人表現及可比較的市場統計數據而釐定。

有關本集團董事及五名最高薪酬人士之詳情載於本年報綜合財務報表附註8及31。

於2022年財年，本集團概無向任何董事或任何五名最高薪酬人士支付薪酬，作為吸引彼等加入本集團或加入本集團後的獎勵或者離任的補償。於2022年財年，概無董事放棄或同意放棄任何薪酬。

本公司亦採納購股權計劃以激勵董事及合格員工，該計劃詳情載於本年報「購股權計劃」一節及招股章程附錄四「D.購股權計劃」。除上文所披露者外，本集團於2022年財年概無向任何董事或代表任何董事支付或應付任何其他款項。

薪酬政策

本公司根據上市規則成立薪酬委員會。薪酬委員會的主要職責包括就本公司全體董事及高級管理人員的薪酬政策及架構、制訂薪酬政策設立正規而具透明度的程序及個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及賠償金額(包括就喪失或終止職務或委任而須支付的任何賠償)向董事會提出建議。

DIRECTORS' REPORT 董事會報告

Under the remuneration policy of the Company, the Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere in the Group. Further details are disclosed in the paragraph headed "EMPLOYEES AND REMUNERATION POLICY" under section headed "MANAGEMENT DISCUSSION AND ANALYSIS".

PERMITTED INDEMNITY PROVISION

The Articles provides that the Directors 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 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; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty by any of the Directors.

A directors' liability insurance is in place to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During FY2022, none of the Directors or their respective close associates (as defined in the Listing Rules) had any interest in a business that competed or was likely to compete, either directly or indirectly, with the business of the Group, other than being a director of the Company and/or its subsidiaries.

MANAGEMENT CONTRACTS

Other than the Directors' service contracts and appointment letters as disclosed in the section headed "DIRECTORS' SERVICE CONTRACTS" in this annual report, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or in existence as at the end of the year or at any time during FY2022.

MATERIAL LEGAL PROCEEDINGS

The Group was not involved in any material legal proceeding during FY2022.

根據本公司的薪酬政策，薪酬委員會或會考慮諸如同類公司支付的薪金、對本集團付出時間、責任及僱傭條件等因素。有關詳情披露於「管理層討論及分析」一節「僱員及薪酬政策」一段。

獲准許彌償條文

細則規定，董事可從本公司之資產及溢利中獲得彌償及保障，免責就履行職務作出、同意或遺漏作出任何行動而將會或可能產生或蒙受，或因此而將會或可能產生或蒙受之一切法律行動、費用、支出、損失、損害賠償及開支，惟有關彌償保證不得伸延至可能與任何董事有關之任何欺詐或不誠實事宜。

本公司設有董事責任保險，以為董事就來自向董事提出申索的潛在成本及責任提供保障。

董事於競爭業務的權益

於2022年財年，概無董事或彼等各自的緊密聯繫人(定義見上市規則)在與本集團的業務競爭或可能競爭的業務中擁有任何直接或間接權益(擔任本公司及/或其附屬公司董事除外)。

管理合約

除本年報「董事服務合約」一節所披露的董事服務合約及委任函外，於2022年財年年末或該年度任何時間，概無訂立或存在與本集團整體或任何重大部分業務的管理及行政事務有關的合約。

重大法律訴訟

於2022年財年，本集團概無涉及任何重大法律訴訟。

DIRECTORS' REPORT 董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at the date of this annual report, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO) which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or which were otherwise required, to be notified to the Company and the Stock Exchange pursuant to the Model Code, are set out below:

董事及主要行政人員於本公司或其相聯法團的股份、相關股份及債權證中的權益及淡倉

於本年報日期，董事及本公司主要行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第352條須記入本公司備存的登記冊或根據標準守則須知會本公司及聯交所的權益及淡倉載列如下：

Director/chief executive 董事／主要行政人員	Nature of interest 權益性質	Number of Ordinary Shares held 所持普通股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 概約持股百分比
Mr. Chao (Note 2) 周先生(附註2)	Interest in controlled corporation 受控制法團權益	311,388,750 (L)	62.28%

Notes:

1. The letter "L" denotes the person's long position in the Shares.
2. These 311,388,750 Shares are held by Tai Wah. Tai Wah is wholly-owned by Mr. Chao. By virtue of the SFO, Mr. Chao is deemed to be interested in the Shares held by Tai Wah.

附註：

1. 字母「L」指該人士於股份中的好倉。
2. 該等311,388,750股股份由Tai Wah持有。Tai Wah由周先生全資擁有。根據證券及期貨條例，周先生被視為於Tai Wah持有的股份中擁有權益。

Save as disclosed above, as at the date of this annual report, none of the Directors and chief executives of the Company had, or were deemed to have any interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於本年報日期，董事及本公司主要行政人員並無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有或被視作擁有根據證券及期貨條例第352條須記入本公司備存的登記冊或根據標準守則須知會本公司及聯交所的任何權益及淡倉。

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

As at the date of this annual report, so far as is known to the Company, as recorded in the register required to be kept by the Company under section 336 of the SFO, the following persons, other than the Directors or chief executive of the Company, had an interest of 5% or more in the Shares or underlying Shares:

主要股東及其他人士於本公司股份及相關股份中的權益及淡倉

於本年報日期，就本公司所知，按本公司根據證券及期貨條例第336條須備存的登記冊所記錄，以下人士(除董事或本公司最高行政人員外)於股份或相關股份中擁有5%或以上的權益：

Name of Shareholder 股東姓名／名稱	Nature of interest 權益性質	Number of Ordinary Shares held 所持普通股份數目 (Note 1) (附註1)	Approximate percentage of Shareholding 概約持股百分比 (Note 1) (附註1)
Tai Wah Tai Wah	Beneficial owner 實益擁有人	311,388,750 (L)	62.28%
Ms. Wong Pui Fan (Note 2) 黃佩芬女士(附註2)	Interest of a spouse 配偶權益	311,388,750 (L)	62.28%
DHQ (Macau) (Note 3) 大橫琴(澳門)(附註3)	Beneficial owner 實益擁有人	44,865,000 (L)	8.97%
Zhuhai DHQ Group (Note 3) 珠海大橫琴集團(附註3)	Interest in controlled corporation 受控制法團權益	44,865,000 (L)	8.97%
Ung Choi Kun 吳在權	Beneficial owner 實益擁有人	27,776,000 (L)	5.56%

Notes:

- As at the date of this annual report, the Company issued 500,000,000 Shares. The letter (L) denotes the person's and/or entity's long position in the relevant Shares.
- These 311,388,750 Shares are held by Tai Wah. Tai Wah is wholly-owned by Mr. Chao. By virtue of the SFO, Mr. Chao is deemed to be interested in the Shares held by Tai Wah. Ms. Wong Pui Fan is the spouse of Mr. Chao and is therefore deemed to be interested in the 311,388,750 Shares held by Tai Wah in which Mr. Chao is deemed to be interested by virtue of Part XV of the SFO.
- These 44,865,000 Shares are held by DHQ (Macau), which is a wholly-owned subsidiary of Zhuhai DHQ Group. By virtue of the SFO, Zhuhai DHQ Group is therefore deemed to be interested in the 44,865,000 Shares held by DHQ (Macau).

附註：

- 於本年報日期，本公司已發行500,000,000股股份。字母(L)指該人士及／或實體於有關股份中的好倉。
- 該等311,388,750股股份由Tai Wah持有。Tai Wah由周先生全資擁有。根據證券及期貨條例，周先生被視為於Tai Wah持有的股份中擁有權益。黃佩芬女士為周先生的配偶，因此，根據證券及期貨條例第XV部，被視為於Tai Wah持有的311,388,750股股份中擁有權益，而周先生被視為於其中擁有權益。
- 該等44,865,000股股份由大橫琴(澳門)持有，而大橫琴(澳門)為珠海大橫琴集團的全資附屬公司。根據證券及期貨條例，珠海大橫琴集團被視為於大橫琴(澳門)持有的44,865,000股份中擁有權益。

DIRECTORS' REPORT 董事會報告

Save as disclosed above, as at the date of this annual report, the Company was not aware of any persons (other than the Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares that were recorded in the register required to be kept under section 336 of the SFO.

MAJOR SUPPLIERS AND CUSTOMERS

In the year under review, the Group's largest customer accounted for 8.1% of the Group's total revenue. The Group's five largest customers accounted for 30.1% of the Group's total revenue.

In the year under review, the Group's largest supplier accounted for 17.2% of the Group's total purchase. The Group's five largest suppliers accounted for 47.6% of the Group's total purchase.

None of the Directors or any of their close associates (as defined under the Listing Rules) or any Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) has any beneficial interest in the Group's five largest suppliers or the Group's five largest customers.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

During the Year, details of significant transactions with its related parties or transactions undertaken in the normal course of business are set out in the note 30 to the consolidated financial statements. None of those transactions constitutes a disclosable connected transaction or continuing connected transaction pursuant to Chapter 14A of the Listing Rules.

During FY2022, the Group has not entered into any connected transactions.

RETIREMENT BENEFITS SCHEME

During FY2022, the employees of the Group's subsidiaries in Hong Kong are required to participate in the Mandatory Provident Fund in Hong Kong. The employees of the Group's subsidiaries in Macau and the PRC are members of the government-managed retirement benefits scheme operated by the local government. The employees of both Hong Kong, Macau and the PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits.

The only obligation of the Group with respect to this retirement benefits scheme is to make the required contributions under the scheme.

除上文所披露者外，於本年報日期，本公司並不知悉任何人士（除董事或本公司最高行政人員外）於股份或相關股份中擁有已記錄於根據證券及期貨條例第336條須備存的登記冊內的權益或淡倉。

主要供應商及客戶

於回顧年內，本集團之最大客戶佔本集團總收益的8.1%。本集團之五大客戶佔本集團總收益的30.1%。

於回顧年內，本集團之最大供應商佔本集團採購總額的17.2%。本集團之五大供應商佔本集團採購總額的47.6%。

概無董事或彼等各自之緊密聯繫人（定義見上市規則）或就董事所深知擁有本公司已發行股本5%以上的任何股東於本集團五大供應商或本集團五大客戶擁有任何實益權益。

關聯方交易及關連交易

於本年度內，與其關聯方的重大交易或於日常業務過程中進行的交易詳情載於綜合財務報表附註30。根據上市規則第14A章，該等交易均不構成須予披露關連交易。

於2022年財年，本集團並無訂立任何關連交易。

退休福利計劃

於2022年財年，本集團香港附屬公司的僱員須參加香港的強制性公積金。本集團澳門及中國附屬公司的僱員為當地政府運作的政府管理退休福利計劃成員。香港、澳門及中國附屬公司的僱員須按其薪酬的若干百分比向退休福利計劃供款，以撥付有關福利所需的款項。

就該退休福利計劃而言，本集團的唯一責任乃根據該計劃作出規定的供款。

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and to the best knowledge of the Board, as at the date of this annual report, the Company has maintained the public float of not less than 25% of the issued Shares as required under the Rules Governing the Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

There were no other significant events after the end of the reporting period and up to the date of this annual report that either request adjustment to the financial statement or are material to the understanding of the Group's current position.

DONATIONS

During FY2022, the Group made charitable and other donations amounting to approximately HK\$0.2 million.

AUDIT COMMITTEE

The Audit Committee had reviewed together with the management and independent auditor the accounting principles and policies adopted by the Company and the audited consolidated financial statements for FY2022.

AUDITOR

There has been no change in the Company's auditor since the Listing Date. The consolidated financial statements for FY2022 have been audited by PwC. A resolution will be proposed at the 2023 AGM to re-appoint PwC as the auditor of the Company.

COMPLIANCE WITH LAWS AND REGULATIONS

For FY2022, the Company was in compliance with the relevant laws and regulations that have a significant impact on the Company in all material aspects.

On behalf of the Board

Chao Ka Chon

Chairman and Executive Director

Hong Kong, 30 March 2023

足夠公眾持股量

根據本公司於本年報日期可以得悉、而就董事會亦所深知的公開資料，本公司一直維持上市規則規定的不低於已發行股份25%的公眾持股量。

報告期後事項

於報告期結束後及直至本年報日期並無發生須對財務報表作出調整，或對了解本集團目前狀況屬重大的其他重大事件。

捐款

於2022年財年，本集團作出的慈善及其他捐贈總額約為0.2百萬港元。

審計委員會

審計委員會連同管理層及獨立核數師已共同審閱本公司採用的會計原則及政策以及於2022年財年的經審計綜合財務報表。

核數師

自上市日期起，本公司核數師並無變動。於2022年財年的綜合財務報表已經羅兵咸永道會計師事務所審計。2023年股東週年大會將提呈一項決議案，重新委任羅兵咸永道會計師事務所為本公司核數師。

法律及法規合規情況

於2022年財年，本公司於所有重大方面已遵守對本公司有重大影響的相關法律及法規。

承董事會命

主席兼執行董事

周家俊

香港，2023年3月30日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



羅兵咸永道

To the shareholders of BoardWare Intelligence Technology Limited
(incorporated in the Cayman Islands with limited liability)

致博維智慧科技有限公司列位股東
(於開曼群島註冊成立的有限公司)

OPINION

What we have audited

The consolidated financial statements of BoardWare Intelligence Technology Limited (the “Company”) and its subsidiaries (the “Group”), which are set out on pages 126 to 242, comprise:

- the consolidated statement of financial position as at 31 December 2022;
- the consolidated statement of profit or loss for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”) 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 (“HKSAAs”) 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

我們已審計的內容

博維智慧科技有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第126至242頁的綜合財務報表，包括：

- 於2022年12月31日的綜合財務狀況表；
- 截至該日止年度的綜合損益表；
- 截至該日止年度的綜合全面收入表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策及其他解釋信息。

我們的意見

我們認為，綜合財務報表已根據《國際財務報告準則》真實而中肯地反映了 貴集團於2022年12月31日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表須承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

BASIS FOR OPINION (continued)

Independence

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.

KEY AUDIT MATTER

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

The key audit matter identified in our audit is related to revenue recognition from provision of Professional IT services.

意見的基礎(續)

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們於審計中識別的關鍵審計事項與提供專業IT服務的收益確認有關。

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>Revenue recognition from provision of Professional IT services</p> <p>Refer to notes 2.23(i) and 5 to the consolidated financial statements.</p> <p>For the year ended 31 December 2022, the Group recognised total revenue of HK\$580,833,000, of which the revenue from provision of Professional IT services amounted to HK\$262,606,000.</p> <p>Majority of the Group's revenue from provision of Professional IT services is recognised over the period of the contract by reference to the proportion of contract costs incurred to date to estimated total contract costs for each contract. The management estimates the total contract costs at the inception of each contract. As the contract progresses, the management regularly reviews and revises the estimates of total contract costs to reflect any changes based on the latest information available. The increase or decrease in estimated total contract costs results in the adjustments to the progress towards completion and the corresponding amount of revenue recognised in the period.</p>	<p>Our procedures in relation to the judgments and estimates used in the revenue recognition over Professional IT services included, but not limited to:</p> <ul style="list-style-type: none">• Understanding and evaluating the internal control, and validating key controls in place on revenue recognition over Professional IT services and assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and other inherent risk factors;• Checking to contract costs incurred during the year by tracing to supporting documents on a sample basis, and performing cut-off tests on contract costs;• Comparing, on a sample basis, the actual total contract costs of completed projects with management's latest estimates to assess the reliability of the management estimates;

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

關鍵審計事項(續)

關鍵審計事項

提供專業IT服務的收益確認

請參閱綜合財務報表附註2.23(i)及5。

截至2022年12月31日止年度，貴集團確認總收益580,833,000港元，其中提供專業IT服務的收益為262,606,000港元。

貴集團大部分提供專業IT服務的收益為每份合約的合約期內根據迄今產生的合約成本佔總估計合約成本的比例確認。管理層在每份合約開始時估計總合約成本。隨著合約進度，管理層定期檢討及修訂總合約成本的估計，以反映基於最新可得資料的任何變動。增加或減少總合約成本的估計導致對完工進度及期內已確認相應收益金額進行調整。

我們的審計如何處理關鍵審計事項

我們就提供專業IT服務的收益確認所用判斷及估計進行的審計程序包括(但不限於)以下各項：

- 了解及評估內部控制，及驗證提供專業IT服務收益確認相關的關鍵內部控制，並通過考慮估計不確定性的程度及其他固有風險因素的水平，來評估重大錯報的固有風險；
- 對本年發生的合約成本進行抽樣測試，核對至支持性文件，並對合約成本進行截止性測試；
- 選取本年度完工項目樣本，將其實際總合約成本與管理層的最新估計進行對比，以評估管理層估計的可靠性；

KEY AUDIT MATTER (continued)

Key Audit Matter	How our audit addressed the Key Audit Matter
<p>We have identified the revenue recognition from provision of Professional IT services as a key audit matter, because of the significance of the revenue generated from Professional IT services, as well as significant management judgements and estimates which are applied to estimate the total budgeted contract costs and costs to complete the remaining performance obligations of the contracts, which in turn impact the progress towards completion of revenue recognition.</p>	<ul style="list-style-type: none">• In respect of on-going/incomplete projects as of year-end, we performed the following procedures on a sample basis:<ul style="list-style-type: none">➤ Reviewing the terms and conditions of the Professional IT service contracts on which the contract sum and the estimated total contract costs were based, and evaluating whether the basis of recognising revenue over time and the identification of performance obligations were appropriate;➤ Challenging the reasonableness of the estimated costs to complete the remaining performance obligations and management's cost re-estimation by discussing with the site project management the extent of required efforts incurred to date and to completion of the contract and checking to relevant supporting documents;➤ Testing the mathematical accuracy of revenue recognised with reference to the progress towards completion during the year based on total contract revenue, estimated total contract costs, and actual contract costs incurred; and➤ Checking to settlement and historical payment records from the customers of the projects. <p>Based on the procedures performed, we considered that the judgments and estimates used in the recognition of revenue over Professional IT services to be supported by the available evidence.</p>

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

關鍵審計事項(續)

關鍵審計事項

我們已將提供專業IT服務的收益確認識別為關鍵審計事項，原因為專業IT服務產生重大收益，且重大管理層判斷及估計用於估計總預算合約成本及完成合約餘下履約責任的成本，而有關成本對收益確認的完工進展產生影響。

我們的審計如何處理關鍵審計事項

- 對於截至年底的進行中／未完成項目，我們選取樣本執行了以下程序：
 - 覆核釐定合約金額及估計總合約成本所依據的專業IT服務合約的條款及條件，並評估於一段時間內確認收益的基準及識別履約責任是否適當；
 - 通過與現場項目管理人員討論迄今及將要完成合約所需的投入程度並檢查相關支持性文件，質疑完成餘下履約責任的估計成本及管理層重估成本的合理性；
 - 基於總合約收益、估計總合約成本及實際產生的合約成本，根據年內完工進度進行重新計算，測試已確認收益的試算準確性；及
 - 核查該等項目客戶的結算情況及歷史付款記錄。

根據所執行的程序，我們認為在確認專業IT服務收益時所運用的判斷及估計，均有相應證據支持。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs 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.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為該其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審計委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據《國際財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審計委員會須負責監督 貴集團的財務報告流程。

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.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審計綜合財務報表須承擔 的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ms. Ng Wai Ying.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 30 March 2023

核數師就審計綜合財務報表須承擔 的責任(續)

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審計委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。

從與審計委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是吳慧瑩女士。

羅兵咸永道會計師事務所
執業會計師

香港，2023年3月30日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

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

			2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
		Notes 附註		
Revenue	收益	5	580,833	534,302
Cost of sales	銷售成本	7	(480,481)	(422,192)
Gross profit	毛利		100,352	112,110
Selling and distribution expenses	銷售及分銷開支	7	(24,567)	(18,687)
General and administrative expenses	一般及行政開支	7	(67,230)	(61,651)
Other income and other net gains	其他收入及其他收益淨額	6	4,807	1,234
Research and development expenses	研究與開發開支	7	(6,688)	-
Reversal of/(provision for) impairment losses on financial assets and contract assets	金融資產及合約資產的減值虧損撥回/(撥備)	7	991	(1,278)
Operating profit	經營溢利		7,665	31,728
Finance income	融資收入	9	1,264	765
Finance costs	融資成本	9	(2,253)	(2,491)
Finance costs – net	融資成本淨額	9	(989)	(1,726)
Profit before income tax	除所得稅前溢利		6,676	30,002
Income tax expense	所得稅開支	10	(3,428)	(5,999)
Profit for the year	年內溢利		3,248	24,003
Profit for the year is attributable to:	以下各項應佔年內溢利：			
Owners of the Company	本公司擁有人		3,252	24,003
Non-controlling interests	非控股股東權益		(4)	-
			3,248	24,003
Earnings per share attributable to shareholders of the Company (expressed in HK cents per share)	本公司股東應佔每股盈利 (以每股港仙為單位)			
Basic earnings per share	每股基本盈利	11	0.78	6.97
Diluted earnings per share	每股攤薄盈利	11	0.78	6.88

The notes on pages 133 to 242 form an integral part of these consolidated financial statements.

第133至242頁的附註為綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

For the year ended 31 December 2022

截至2022年12月31日止年度

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Profit for the year	年內溢利	3,248	24,003
Other comprehensive (loss)/income	其他全面(虧損)/收入		
<i>Item that may be reclassified</i>	<i>其後或會重新分類至損益的項目</i>		
<i>subsequently to profit or loss</i>			
Currency translation differences	匯兌差額	(2,442)	188
Total comprehensive income for the year attributable to shareholders of the Company, net of tax	本公司股東應佔年內全面收入總額，扣除稅項	806	24,191

The notes on pages 133 to 242 form an integral part of these consolidated financial statements.

第133至242頁的附註為綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2022

截至2022年12月31日止年度

			2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
		Notes 附註		
Assets	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	14,861	10,858
Right-of-use assets	使用權資產	13	11,398	9,116
Intangible assets	無形資產	14	1,582	2,422
Deferred tax assets	遞延稅項資產	15	1,379	839
Finance lease receivables	融資租賃應收款項	24	8,736	12,652
Contract assets	合約資產	5	8,669	6,318
Deposits	按金	19	11,503	3,899
Prepayments and contract costs	預付款項及合約成本	19	7,118	10,904
Total non-current assets	非流動資產總值		65,246	57,008
Current assets	流動資產			
Inventories	存貨	17	56,569	29,994
Deposits and other receivables	按金及其他應收款項	19	10,815	6,999
Prepayments and contract costs	預付款項及合約成本	19	49,024	42,564
Finance lease receivables	融資租賃應收款項	24	5,301	14,326
Contract assets	合約資產	5	79,818	78,656
Trade receivables	貿易應收款項	18	147,447	188,803
Income tax recoverable	可收回所得稅		–	357
Amount due from non-controlling interests	應收非控股股東權益款項		4	–
Restricted cash	受限制現金	20	53,317	2,925
Cash and cash equivalents	現金及現金等價物	20	105,519	14,485
Total current assets	流動資產總值		507,814	379,109
Total assets	資產總值		573,060	436,117

The notes on pages 133 to 242 form an integral part of these consolidated financial statements.

第133至242頁的附註為綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 December 2022
截至2022年12月31日止年度

		Notes	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
		附註		
Equity	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	21	5,000	—*
Share premium	股份溢價	21	168,033	48,101
Reserves	儲備	22	157,990	120,782
			331,023	168,883
Non-controlling interests	非控股股東權益		—*	—
Total equity	權益總額		331,023	168,883
Liabilities	負債			
Non-current liabilities	非流動負債			
Borrowings	借款	23	—	5,933
Lease liabilities	租賃負債	24	5,511	3,983
Financial liability for redeemable rights	可贖回權的金融負債	25	—	37,900
Contract liabilities	合約負債	5	3,503	5,578
Total non-current liabilities	非流動負債總額		9,014	53,394
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	26	135,553	129,634
Contract liabilities	合約負債	5	84,735	45,324
Lease liabilities	租賃負債	24	6,647	6,093
Income tax payable	應付所得稅		6,088	7,267
Borrowings	借款	23	—	25,522
Total current liabilities	流動負債總額		233,023	213,840
Total liabilities	負債總額		242,037	267,234
Total equity and liabilities	權益及負債總額		573,060	436,117

* Less than HK\$1,000

* 少於1,000港元

The consolidated financial statements on pages 126 to 242 were approved for issue by the Board of Directors on 30 March 2023 and were signed on its behalf

第126至242頁的綜合財務報表已於2023年3月30日經董事會批准刊發，並由下列董事代表簽署：

Chao Ka Chon
周家俊
Director
董事

Chiu Koon Chi
趙冠芝
Director
董事

The notes on pages 133 to 242 form an integral part of these consolidated financial statements.

第133至242頁的附註為綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

	Notes 附註	Equity attributable to owners of the Company 本公司擁有人應佔權益				Non- controlling interest 非控股股東 權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
		Share capital	Share premium	Reserves	Total		
		股本 HK\$'000 千港元 (Note 21) (附註21)	股份溢價 HK\$'000 千港元 (Note 21) (附註21)	儲備 HK\$'000 千港元 (Note 22) (附註22)	總計 HK\$'000 千港元		
At 1 January 2022	於2022年1月1日	–*	48,101	120,782	168,883	–	168,883
Profit/(loss) for the year	年內溢利/(虧損)	–	–	3,252	3,252	(4)	3,248
Other comprehensive loss for the year	年內其他全面虧損						
– Currency translation differences	– 匯兌差額	–	–	(2,442)	(2,442)	–	(2,442)
Total comprehensive income/(loss) for the year	年內全面收入/(虧損)總額	–	–	810	810	(4)	806
Transactions with owners	與擁有人的交易						
Shares issued pursuant to the Capitalisation Issue	根據資本化發行發行的股份	3,750	(3,750)	–	–	–	–
Shares issued under the Global Offering	根據全球發售發行的股份	1,250	133,750	–	135,000	–	135,000
Share issuance costs	股份發行成本	–	(12,661)	–	(12,661)	–	(12,661)
Capital injection from non-controlling interests	非控股股東注資	–	–	–	–	4	4
Derecognition of redemption liability	終止確認贖回負債	–	2,593	36,398	38,991	–	38,991
At 31 December 2022	於2022年12月31日	5,000	168,033	157,990	331,023	–*	331,023
At 1 January 2021	於2021年1月1日	–	–	132,989	132,989	–	132,989
Profit for the year	年內溢利	–	–	24,003	24,003	–	24,003
Other comprehensive income for the year	年內其他全面收入						
– Currency translation differences	– 匯兌差額	–	–	188	188	–	188
Total comprehensive income for the year	年內全面收入總額	–	–	24,191	24,191	–	24,191
Transactions with owners	與擁有人的交易						
Contributions from shareholders	視作派發予股東	21(c)	–*	48,101	–	–	48,101
Recognition of redemption liability	確認贖回負債	25	–*	(36,398)	(36,398)	–	(36,398)
At 31 December 2021	於2021年12月31日	–*	48,101	120,782	168,883	–	168,883

* Less than HK\$1,000

* 少於1,000港元

The notes on pages 133 to 242 form an integral part of these consolidated financial statements.

第133至242頁的附註為綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022

截至2022年12月31日止年度

			2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
		Notes 附註		
Cash flows from operating activities	經營活動所得現金流量			
Cash generated from/(used in) operations	營運所得/(所用)現金	28(a)	67,278	(36,603)
Income tax paid	已付所得稅		(4,790)	(13,863)
Interest received	已收利息		872	736
Net cash generated from/(used in) operating activities	經營活動所得/(所用)現金淨額		63,360	(49,730)
Cash flows from investing activities	投資活動所得現金流量			
Purchases of property, plant and equipment	購買物業、廠房及設備		(6,377)	(4,189)
Purchases of intangible assets	購買無形資產		(189)	(935)
Interest received	已收利息		-	29
Net cash used in investing activities	投資活動所用現金淨額		(6,566)	(5,095)
Cash flows from financing activities	融資活動所得現金流量			
Issuance of ordinary shares	發行普通股	21	135,000	48,101
Drawdown of borrowings	提取借款	28(c)	30,900	24,849
Repayment of borrowings	償還借款	28(c)	(62,355)	(8,865)
Interest paid	已付利息	28(c)	(664)	(352)
Payment for listing expenses	支付上市開支		(9,918)	(2,366)
Capital element of lease rentals paid	已付租金的本金部分	28(c)	(7,643)	(7,642)
Interest element of lease rentals paid	已付租金的利息部分	28(c)	(461)	(568)
Advances from shareholders	股東墊款	28(c)	-	701
Repayment of amounts due to shareholders	償還應付股東的款項	28(c)	-	(17,447)
Increase in restricted cash	受限制現金增加	20	(50,000)	(2,925)
Release of restricted cash	解除受限制現金		-	5,885
Net cash generated from financing activities	融資活動所得現金淨額		34,859	39,371

The notes on pages 133 to 242 form an integral part of these consolidated financial statements.

第133至242頁的附註為綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2022

截至2022年12月31日止年度

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
	Notes 附註		
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額	91,653	(15,454)
Effect on exchange difference	匯兌差額的影響	(619)	40
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	14,485	29,899
Cash and cash equivalents at end of the year	年末現金及現金等價物	105,519	14,485
	20		

MAJOR NON-CASH TRANSACTIONS

During the year ended 31 December 2022, the derecognition of the financial liability for redeemable rights amounting to HK\$38,991,000 was a non-cash transaction being credited to the equity. Please refer to notes 22 and 25 to the consolidated financial statements for more details.

During the year ended 31 December 2021, the recognition of the financial liability for redeemable rights amounting to HK\$36,398,000 was a non-cash transaction and was debited against the equity as other reserves. Please refer to notes 22 and 25 to the consolidated financial statements for more details.

主要非現金交易

截至2022年12月31日止年度，終止確認可贖回權的金融負債38,991,000港元為非現金交易並已計入權益。更多詳情請參閱綜合財務報表附註22及25。

於截至2021年12月31日止年度，確認可贖回權的金融負債36,398,000港元為非現金交易及作為其他儲備於權益扣除。更多詳情請參閱綜合財務報表附註22及25。

The notes on pages 133 to 242 form an integral part of these consolidated financial statements.

第133至242頁的附註為綜合財務報表之組成部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2022

截至2022年12月31日止年度

1 GENERAL INFORMATION, REORGANISATION AND PRE-IPO INVESTMENTS

1.1 General information

BoardWare Intelligence Technology Limited was incorporated in the Cayman Islands as an exempted company with limited liability on 18 February 2021 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) on 7 June 2021. The address of the Company's registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company's shares had been listed on the Main Board of the Stock Exchange on 15 July 2022.

The Company is an investment holding company and its subsidiaries are principally engaged in provision of IT integrated solutions services, support services from leasing contracts and security monitoring services, IT equipment leasing, IT maintenance and consultancy services, and distribution and resale of packaged hardware and software (collectively, the "Listing Business") in Macau, Hong Kong and the PRC.

The ultimate holding company of the Company is Tai Wah (BVI) Holdings Limited, a company incorporated in the British Virgin Islands and is wholly owned by Mr. Chao or a Controlling shareholder.

These consolidated financial statements are presented in HK\$, unless otherwise stated.

1.2 Reorganisation of the Group

Prior to the incorporation of the Company and the completion of the Reorganisation as described below, the Listing Business was principally operated by BoardWare Macau and Synergy CCL (collectively, the "Operating Companies"), which were controlled by the Controlling shareholder throughout the period from 1 January 2019 to 31 December 2021.

1 一般資料、重組及首次公開發售前投資

1.1 一般資料

博維智慧科技有限公司於2021年2月18日在開曼群島註冊成立為獲豁免有限公司及於2021年6月7日根據香港法例第622章公司條例第16部註冊為非香港公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司股份已於2022年7月15日在聯交所主板上市。

本公司為投資控股公司且其附屬公司主要於澳門、香港及中國提供IT綜合解決方案服務、租賃合約的支援服務與安全監控服務、IT設備租賃、IT維護及諮詢服務以及分銷及轉售套裝硬件及軟件(統稱「上市業務」)。

本公司的直接控股公司為Tai Wah (BVI) Holdings Limited，一間於英屬處女群島註冊成立的有限公司，且由周先生或一名控股股東全資擁有。

除另有說明外，該等綜合財務報表乃以港元呈列。

1.2 本集團重組

本公司註冊成立前以及下文所述重組完成前，上市業務主要由博維澳門及智揚科技(統稱「營運公司」)經營，營運公司於2019年1月1日至2021年12月31日期間由控股股東控制。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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

1 GENERAL INFORMATION, REORGANISATION AND PRE-IPO INVESTMENTS (continued)

1.2 Reorganisation of the Group (continued)

Prior to the Listing, the Group underwent the Reorganisation as detailed below:

(i) Incorporation of the Company

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 18 February 2021.

Upon incorporation, one subscriber ordinary share of a par value of HK\$0.01 was issued as fully paid to an initial subscriber which transferred the one subscriber ordinary share to Tai Wah at par.

(ii) Incorporation of BoardWare (BVI) Holdings Limited

BoardWare (BVI) Holdings Limited was incorporated in the BVI with limited liability on 19 February 2021.

On its incorporation, one ordinary share in BoardWare (BVI) Holdings Limited was allotted and issued as fully-paid to the Company at par value. Upon completion of such allotment and issuance, BoardWare (BVI) Holdings Limited became a wholly-owned subsidiary of the Company.

(iii) Incorporation of BW (BVI) Holdings Limited

BW (BVI) Holdings Limited was incorporated in the BVI with limited liability on 19 February 2021.

On its incorporation, one ordinary share in BW (BVI) Holdings Limited was allotted and issued as fully-paid to the Company at par value. Upon completion of such allotment and issuance, BW (BVI) Holdings Limited became a wholly-owned subsidiary of the Company.

1 一般資料、重組及首次公開發售前投資(續)

1.2 本集團重組(續)

於上市前，本集團進行了重組，詳情如下：

(i) 本公司註冊成立

本公司乃於2021年2月18日在開曼群島註冊成立的獲豁免有限公司。

註冊成立後，初步認購人獲發行面值0.01港元的一股認購人普通股份(已悉數繳足)，初步認購人已按面值將一股認購人普通股份轉讓予Tai Wah。

(ii) 註冊成立 BoardWare (BVI) Holdings Limited

BoardWare (BVI) Holdings Limited 乃於2021年2月19日在英屬處女群島註冊成立的有限公司。

註冊成立時，本公司獲配發及發行 BoardWare (BVI) Holdings Limited 的一股普通股(已按面值悉數繳足)。有關配發及發行完成後，BoardWare (BVI) Holdings Limited 成為本公司的全資附屬公司。

(iii) 註冊成立 BW (BVI) Holdings Limited

BW (BVI) Holdings Limited 乃於2021年2月19日在英屬處女群島註冊成立的有限公司。

註冊成立時，本公司獲配發及發行 BW (BVI) Holdings Limited 的一股普通股(已按面值悉數繳足)。有關配發及發行完成後，BW (BVI) Holdings Limited 成為本公司的全資附屬公司。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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

1 GENERAL INFORMATION, REORGANISATION AND PRE-IPO INVESTMENTS (continued)

1.2 Reorganisation of the Group (continued)

(iv) Incorporation of Synergy (BVI) Holdings Limited

Synergy (BVI) Holdings Limited was incorporated in the BVI with limited liability on 19 February 2021.

On its incorporation, one ordinary share in Synergy (BVI) Holdings Limited was allotted and issued as fully-paid to the Company at par value. Upon completion of such allotment and issuance, Synergy (BVI) Holdings Limited became a wholly-owned subsidiary of the Company.

(v) Transfer of BoardWare Macau to BoardWare (BVI) Holdings Limited and BW (BVI) Holdings Limited

On 4 March 2021, Mr. Chao and Ms. Chiu (on benefit of Mr. Chao through a power of attorney) transferred their respective shareholding in BoardWare Macau, being 20,000 shares and 5,000 shares (held by Ms. Chiu, on behalf of Mr. Chao) respectively, which in aggregate represent the entire issued share capital of BoardWare Macau, to BoardWare (BVI) Holdings Limited in respect of 20,000 shares and to BW (BVI) Holdings Limited in respect of the remaining 5,000 shares, at a total consideration of MOP25,000, being the nominal value of the entire issued share capital of BoardWare Macau.

The consideration for the transfers is agreed to be settled by the Company by allotting and issuing, credited as fully-paid, 8,610 shares to Tai Wah, under the instructions of Mr. Chao. As a result, BoardWare Macau became an indirect wholly-owned subsidiary of the Company.

1 一般資料、重組及首次公開發售前投資(續)

1.2 本集團重組(續)

(iv) 註冊成立 Synergy (BVI) Holdings Limited

Synergy (BVI) Holdings Limited 乃於2021年2月19日在英屬處女群島註冊成立的有限公司。

註冊成立時，本公司獲配發及發行 Synergy (BVI) Holdings Limited 的一股普通股(已按面值悉數繳足)。有關配發及發行完成後，Synergy (BVI) Holdings Limited 成為本公司的全資附屬公司。

(v) 向 BoardWare (BVI) Holdings Limited 及 BW (BVI) Holdings Limited 轉讓博維澳門

於2021年3月4日，周先生及趙女士(通過委託書代表周先生的利益)向 BoardWare (BVI) Holdings Limited 及 BW (BVI) Holdings Limited 轉讓彼等各自於博維澳門的股權(即分別為20,000股股份及5,000股股份(由趙女士代表周先生持有)，合共相當於博維澳門的全部已發行股本)分別20,000股股份及餘下5,000股股份，總代價為25,000澳門元(博維澳門全部已發行股本的面值)。

轉讓代價已獲同意由本公司按照周先生的指示向Tai Wah配發及發行入賬列作繳足的8,610股股份結算。因此，博維澳門成為本公司的間接全資附屬公司。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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

1 GENERAL INFORMATION, REORGANISATION AND PRE-IPO INVESTMENTS (continued)

1.2 Reorganisation of the Group (continued)

(vi) Transfer of Synergy CCL to Synergy (BVI) Holdings Limited

On 4 March 2021, Mr. Chao transferred his entire shareholding in Synergy CCL, being 1,000,000 shares, which represent the entire issued share of Synergy CCL, to Synergy (BVI) Holdings Limited for the consideration of HK\$20,029,000, which is determined based on the unaudited net asset value of Synergy CCL as at 31 December 2020.

This is agreed to be settled by the Company allotting and issuing 1,389 shares, credited as fully-paid, to Tai Wah, under the instructions of Mr. Chao. As a result, Synergy CCL became an indirect wholly-owned subsidiary of the Company.

1.3 Pre-IPO investments – transfer and issuance of shares

(i) DHQ (Macau)

On 23 March 2021, Tai Wah transferred 499 shares and the Company issued 834 shares with redeemable rights (see note 25 to the consolidated financial statements for details), all fully-paid, to DHQ (Macau) for consideration of HK\$21,018,000 and HK\$35,128,000 respectively, which are determined with reference to the valuation of the Company as at 31 December 2020, pursuant to a subscription and purchase agreement dated 23 March 2021 entered into between (i) DHQ (Macau); (ii) Tai Wah; and (iii) the Company.

(ii) Kallo

On 23 March 2021, Tai Wah transferred 249 shares and the Company issued 308 shares, all fully-paid, to Kallo for consideration of HK\$10,488,000 and HK\$12,973,000 respectively, which are determined with reference to the valuation of the Company as at 31 December 2020, pursuant to a subscription and purchase agreement dated 23 March 2021 entered into between (i) Kallo; (ii) Tai Wah; and (iii) the Company.

1 一般資料、重組及首次公開發售前投資(續)

1.2 本集團重組(續)

(vi) 向 Synergy (BVI) Holdings Limited 轉讓智揚科技

於2021年3月4日，周先生已向 Synergy (BVI) Holdings Limited 轉讓其於智揚科技的全部股權(即1,000,000股股份，相當於智揚科技的全部已發行股份)，代價20,029,000港元，乃基於2021年12月31日智揚科技的未經審計資產淨值計算。

轉讓代價已獲同意由本公司按照周先生的指示向Tai Wah配發及發行入賬列作繳足的1,389股股份結算。因此，智揚科技成為本公司的間接全資附屬公司。

1.3 首次公開發售前投資－股份轉讓及發行

(i) 大橫琴(澳門)

於2021年3月23日，根據與(i)大橫琴(澳門)；(ii) Tai Wah；及(iii)本公司於2021年3月23日訂立的認購及購買協議，Tai Wah分別以代價21,018,000港元及35,128,000港元向大橫琴(澳門)轉讓499股股份及本公司向大橫琴(澳門)發行834股可贖回股份(詳情請參閱綜合財務報表附註25)，所有股份已繳足，乃參考截至2020年12月31日本公司的評估釐定。

(ii) 嘉猷

於2021年3月23日，根據與(i)嘉猷；(ii) Tai Wah；及(iii)本公司於2021年3月23日訂立的認購及購買協議，Tai Wah分別以代價10,488,000港元及12,973,000港元向嘉猷轉讓249股股份及本公司向嘉猷發行308股股份，所有股份已繳足，乃參考截至2020年12月31日本公司的評估釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of significant accounting policies adopted in the preparation of the consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with the IFRS and interpretations issued by the IFRS Interpretations Committee (“IFRS IC”) applicable to companies reporting under IFRS. The financial statements comply with IFRS as issued by the IASB and the disclosure requirements of Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared under the historical cost convention.

The preparation of the financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4 to the consolidated financial statements.

(i) New and amended standards adopted by the Group

During the year, the Group has adopted the following amendments to existing standards which are relevant to the Group’s operations and are mandatory for accounting periods beginning on 1 January 2022:

Annual Improvement Projects	Annual Improvements 2018–2020 Cycle
IAS 16 (Amendments)	Proceeds before Intended Use
IAS 37 (Amendments)	Onerous Contracts – Cost of Fulfilling a Contract
IFRS 3 (Amendments)	Reference to the Conceptual Framework

The adoption of these amendments to existing standards does not have a material impact to the Group’s results of operations or financial position.

2 重大會計政策概要

本附註載有編製綜合財務報表時採用的重大會計政策的清單。除另外指明外，該等政策已貫徹應用於所有呈列年度。

2.1 編製基準

綜合財務報表已根據國際財務報告準則及國際財務報告準則詮釋委員會（「國際財務報告準則詮釋委員會」）所頒佈適用於國際財務報告準則項下公司呈報的詮釋編製。該等財務報表符合國際會計準則理事會頒佈的國際財務報告準則及香港公司條例披露規定。

綜合財務報表已按歷史成本法編製。

編製符合國際財務報告準則的財務報表需要運用若干關鍵會計估計。管理層在應用本集團的會計政策過程中亦需要作出判斷。涉及更高層次的判斷或複雜性的範疇，或其假設及估計對財務報表而言屬重要的範疇披露於綜合財務報表附註4。

(i) 本集團已採納的新訂及經修訂準則

於本年度，本集團已採納下列與本集團營運有關且於2022年1月1日開始之會計期間強制生效的現有準則修訂：

年度改進項目	2018年至2020年週期之年度改進
國際會計準則第16號（修訂本）	作擬定用途前之所得款項
國際會計準則第37號（修訂本）	虧損性合約－履行合約之成本
國際財務報告準則第3號（修訂本）	概念框架之引用

採納現有準則該等修訂對本集團經營業績或財務狀況並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(ii) *New standard and amendments to existing standards that are not yet effective and have not been early adopted by the Group*

The following new standard and amendments to existing standards have been issued but are not yet effective for the year ended 31 December 2022 and have not been early adopted by the Group:

IAS 1 (Amendments) ⁽ⁱ⁾	Classification of Liabilities as Current or Non-current
IAS 1 (Amendments) ⁽ⁱⁱ⁾	Non-current Liabilities with Covenants
IAS 1 and IFRS Practice Statement 2 (Amendments) ⁽ⁱ⁾	Disclosure of Accounting Policies
IAS 8 (Amendments) ⁽ⁱ⁾	Definition of Accounting Estimates
IAS 12 (Amendments) ⁽ⁱ⁾	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
IFRS 4 (Amendments) ⁽ⁱ⁾	Expiry Date of the Deferral Approach
IFRS 10 and IAS 28 (Amendments) ⁽ⁱⁱⁱ⁾	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
IFRS 16 (Amendments) ⁽ⁱⁱ⁾	Lease Liability in a Sale and Leaseback
IFRS 17 ⁽ⁱ⁾	Insurance Contracts

⁽ⁱ⁾ Effective for annual periods beginning on or after 1 January 2023

⁽ⁱⁱ⁾ Effective for annual periods beginning on or after 1 January 2024

⁽ⁱⁱⁱ⁾ The original effective date of 1 January 2016 has been postponed until future announcement by the IASB.

The Group is in the process of making an assessment of the impact of these new standard and amendments to existing standards upon initial application.

2 重大會計政策概要(續)

2.1 編製基準(續)

(ii) *尚未生效且並無獲本集團提前採納的新訂準則及現有準則之修訂*

以下為已頒佈但尚未於截至2022年12月31日止年度生效且並無獲本集團提前採納的新訂準則及現有準則之修訂：

國際會計準則第1號(修訂本) ⁽ⁱ⁾	將負債分類為流動或非流動
國際會計準則第1號(修訂本) ⁽ⁱⁱ⁾	具有契諾的非流動負債
國際會計準則第1號及國際財務報告準則實務公告第2號(修訂本) ⁽ⁱ⁾	會計政策的披露
國際會計準則第8號(修訂本) ⁽ⁱ⁾	會計估算的定義
國際會計準則第12號(修訂本) ⁽ⁱ⁾	來自單一交易有關資產及負債之遞延稅項
國際財務報告準則第4號(修訂本) ⁽ⁱ⁾	延後法的屆滿日期
國際財務報告準則第10號及國際會計準則第28號(修訂本) ⁽ⁱⁱⁱ⁾	投資者與其聯營公司或合營企業之間的資產出售或注資
國際財務報告準則第16號(修訂本) ⁽ⁱⁱ⁾	售後租回的租賃負債
國際財務報告準則第17號 ⁽ⁱ⁾	保險合約

⁽ⁱ⁾ 於2023年1月1日或之後開始的年度期間生效

⁽ⁱⁱ⁾ 於2024年1月1日或之後開始的年度期間生效

⁽ⁱⁱⁱ⁾ 原定於2016年1月1日的生效日期已經順延，有待國際會計準則理事會的進一步公佈。

本集團正在評估首次應用該等新訂準則及現有準則之修訂的影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Business combination

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations, regardless of whether equity instruments or other assets are acquired, except for business combination under common control. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred,
- liabilities incurred to the former owners of the acquired business,
- equity interests issued by the Group,
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

2 重大會計政策概要(續)

2.2 業務合併

附屬公司為本集團擁有控制權的所有實體(包括結構性實體)。當本集團從參與實體業務而承擔取得其可變回報的風險或享有可變回報的權利，並有能力透過其對實體活動的主導權影響該等回報時，則表示本集團控制該實體。附屬公司於控制權轉移至本集團當日起全面綜合入賬，並於控制權終止當日不再綜合入賬。

本集團應用收購法將業務合併均入賬，無論所收購者為權益工具或其他資產，惟受共同控制的業務合併除外。收購一間附屬公司所轉讓的代價包括下列各項：

- 所轉讓資產的公平值，
- 所收購業務的先前擁有人產生的負債，
- 本集團發行的股權，
- 或然代價安排產生的任何資產或負債的公平值，及
- 任何先前存在的附屬公司股權的公平值。

除有限例外情況外，於業務合併中收購的可識別資產以及承擔的負債及或然負債，初步於收購日期按公平值計量。本集團根據個別收購基準按公平值或非控股權益應佔被收購實體可識別資產淨值的比例確認於被收購實體的任何非控股權益。

收購相關成本於產生時支銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Business combination (continued)

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of consideration is deferred, the amounts payable in the future are discounted to their present values as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss. If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position respectively.

2 重大會計政策概要(續)

2.2 業務合併(續)

以下各項：

- 所轉讓代價，
- 於被收購實體的任何非控股權益金額，及
- 任何先前於被收購實體的股權於收購日期的公平值。

超出所收購可識別資產淨值的公平值時，其差額入賬為商譽。倘該等金額低於所收購業務可識別資產淨值的公平值，有關差額會直接於損益中確認為議價購買。

倘任何部分現金代價遞延結算，日後應付金額貼現至兌換日期的現值。所用貼現率是該實體的增量借款利率，即根據相若的條款及條件可從獨立資金提供方獲得同類借款的利率。或然代價分類為權益或金融負債。分類為金融負債的金額隨後重新計量至公平值，而公平值變動則於損益內確認。倘業務合併分階段完成，收購方過往於被收購方所持股權於收購日期的賬面值重新計量至於收購日期的公平值。有關重新計量所產生的任何收益或虧損於損益中確認。

集團內公司間交易、結餘及集團內公司間交易未變現收益均會抵銷。未變現虧損亦會抵銷，惟該交易有證據顯示已轉讓資產出現減值則除外。於必要時需變更附屬公司的會計政策以確保與本集團所採納者一致。附屬公司業績及權益中的非控股權益分別於綜合損益表、綜合全面收入表、綜合權益變動表及綜合財務狀況表中單獨呈列。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision makers. The chief operating decision makers, who are responsible for allocating resources and assessing performance of the operating segments, have been identified as the directors of the Group who make strategic decisions.

2.5 Foreign currency translation

(i) 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 HK\$, which is the Company's functional currency and the Group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are generally recognised in profit or loss.

2 重大會計政策概要(續)

2.3 獨立財務報表

於附屬公司的投資按成本減減值列賬。成本包括直接應佔投資成本。附屬公司的業績由本公司按已收及應收股息入賬。

倘股息超出附屬公司宣派股息期間全面收入總額，或倘獨立財務報表中投資的賬面值超出綜合財務報表所示投資對象資產淨值(包括商譽)的賬面值，則須於自該等投資收取股息時對該等附屬公司的投資進行減值測試。

2.4 分部報告

經營分部的報告方式與向主要經營決策者提供的內部報告方式一致。本公司主要經營決策者已獲認定為本集團董事(作出策略決定的人士)，負責分配資源並評估經營分部的表現。

2.5 外幣換算

(i) 功能及呈列貨幣

計入本集團各實體財務報表的項目按實體經營所在主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以本公司的功能貨幣及本集團的呈列貨幣港元呈列。

(ii) 交易及結餘

外幣交易按交易日期的匯率換算為功能貨幣。因結算該等交易及因按年結匯率換算以外幣計值的貨幣資產及負債而產生的外匯收益及虧損一般於損益中確認。

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For the year ended 31 December 2022
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Foreign currency translation (continued)

(iii) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the 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 for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this 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 dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

2.6 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

2 重大會計政策概要(續)

2.5 外幣換算(續)

(iii) 集團公司

海外實體如持有與呈列貨幣不一致的功能貨幣(其中並無通脹嚴重經濟體系的貨幣),其業績及財務狀況均按以下方法兌換為呈列貨幣:

- 每期財務狀況表的資產及負債均按照該財務狀況表日的收市匯率折算為呈列貨幣,
- 每期損益表及全面收入表的收入及支出均按照平均匯率折算為呈列貨幣,但若此匯率未能合理地反映各交易日匯率所帶來的累積影響,則按照交易日匯率折算此等收入及支出,及
- 所有匯兌差額均於其他全面收入內確認。

於編製綜合賬目時,換算境外實體任何投資淨額以及借款及其他金融工具產生的匯兌差額於其他全面收入內確認。於出售境外業務或償還組成投資淨額一部分的任何借款時,相關匯兌差額重新分類至損益,作為出售收益或虧損的一部分。

2.6 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及減值呈列。歷史成本包括收購有關項目直接應佔的支出。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 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. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Construction in progress is stated at cost less accumulated impairment losses. Cost includes all attributable costs of bringing the asset to working condition for its intended use. This includes direct costs of construction as well as interest expense capitalised during the period of construction and installation. Capitalisation of these costs will cease and the construction in progress is transferred to appropriate categories within property, plant and equipment when the construction activities necessary to prepare the assets for their intended use are completed. No depreciation is provided in respect of construction in progress.

Depreciation is calculated using the straight-line method to allocate their costs less residual values over their estimated useful lives as follows:

Leasehold improvement	2–3 years or the remaining period of the lease, whichever is shorter
Computer equipment	4–5 years
Furniture and fixture	4–5 years
Motor vehicles	5 years
Office equipment	5 years
Buildings	20 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (see note 2.8 to the consolidated financial statements for details). Gains and losses on disposal are determined by comparing the proceeds with the carrying amounts of the relevant assets and are included within "other income and other net gains" in consolidated statement of profit or loss.

2 重大會計政策概要(續)

2.6 物業、廠房及設備(續)

其後成本僅在與該項目相關的未來經濟利益可能流入本集團及該項目的成本能可靠地計量的情況下，方會計入資產賬面值或確認為獨立資產(如適用)。列作獨立資產的任何部分的賬面值於重置時終止確認。所有其他維修及保養於其產生的報告期自損益扣除。

在建工程按成本減累計減值虧損入賬。成本包括將資產投入營運用作擬定用途的所有應佔成本以及包括直接建設成本及於建設及安裝期間撥充資本的利息開支。當準備該資產以用作擬定用途所須的建設活動已完成時，則停止資本化成本，並將在建工程轉移至相關類別的物業、廠房及設備。在建工程不作折舊撥備。

折舊使用直線法於以下估計可使用年期內分配成本減剩餘價值計算：

租賃改良	2至3年或租賃的剩餘期間 (以較短者為準)
電腦設備	4至5年
傢俱傢私	4至5年
汽車	5年
辦公室設備	5年
樓宇	20年

資產的剩餘價值及可使用年期於各報告日期審閱並作出適當調整。

倘資產賬面值高於其估計可收回金額，則即時將資產賬面值撇減至其可收回金額(詳情請參閱綜合財務報表附註2.8)。有關出售的收益及虧損按所得款項與相關資產的賬面值的差額釐定，並列入綜合損益表的「其他收入及其他收益淨額」內。

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For the year ended 31 December 2022
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Intangible assets

(i) Computer software

Computer software is stated at cost less accumulated amortisation and impairment. Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software and are amortised over their estimated lives of one to four years using straight-line method.

(ii) Research and development expenditures

Costs associated with research and development are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use,
- management intends to complete the software and use or sell it,
- there is an ability to use or sell the software,
- it can be demonstrated how the software will generate probable future economic benefits,
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred.

Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are amortised from the point at which the assets are ready for use on a straight-line basis over their useful lives.

2 重大會計政策概要(續)

2.7 無形資產

(i) 電腦軟件

電腦軟件按成本減累計攤銷及減值呈列。購入的電腦軟件版權按購入及達至指定軟件用途的成本撥充資本，並使用直線法在估計使用年期一至四年內進行攤銷。

(ii) 研究與開發支出

與研究與開發相關的成本在產生時確認為開支。由本集團控制的可識別和獨特軟件產品的設計和測試直接應佔的開發成本在符合以下標準時確認為無形資產：

- 完成軟件以使其可供使用在技術上是可行的，
- 管理層擬完成軟件並使用或出售軟件，
- 有能力使用或出售軟件，
- 可以證明軟件將如何產生可能的未來經濟效益，
- 有足夠的技術、財務和其他資源來完成開發以及使用或銷售軟件，及
- 能夠可靠地計量軟件在開發過程中應佔的開支。

不滿足該等標準的其他開發支出於產生時確認為開支。

先前確認為開支的開發成本並無於後續期間確認為資產。撥充資本的開發成本於資產的使用年期按直線基準從資產可供使用的時間點開始攤銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets ("cash-generating units"). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.9 Financial assets

(i) Classification

The Group classifies all of its financial assets as debt instruments measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2 重大會計政策概要(續)

2.8 非金融資產減值

當發生事件或情況轉變，顯示賬面值可能無法收回時，則對非金融資產進行減值測試。當資產賬面值超逾其可收回金額，則超出的金額將確認為減值虧損。可收回金額為資產公平值減出售成本與使用價值兩者中的較高者。就評估減值而言，資產按可獨立識別現金流入的最低層次分類，有關現金流入大致上獨立於其他資產或資產組別(「現金產生單位」)的現金流入。出現減值的非金融資產將於各報告期末檢討是否有可能作出減值撥回。

2.9 金融資產

(i) 分類

本集團將其所有金融資產分類為按攤銷成本計量的債務工具。

該分類取決於實體管理金融資產的業務模式及現金流量的合約條款。當且僅當管理該等資產的業務模式有變時，本集團方重新分類債務投資。

(ii) 確認及終止確認

金融資產的常規買賣於交易日確認，即本集團承諾購買或出售資產的日期。當收取金融資產現金流量的權利已屆滿或已轉讓，且本集團已經轉移金融資產所有權的絕大部分風險及回報，金融資產即終止確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial assets (continued)

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising from derecognition is recognised directly in profit or loss presented in other income and other net gains/losses together with foreign exchange gains/losses. Impairment losses are presented as separate line item in the consolidated statement of profit or loss.

2 重大會計政策概要(續)

2.9 金融資產(續)

(iii) 計量

於初步確認時，本集團按金融資產的公平值加上，就並非按公平值計入損益的金融資產而言，可直接歸屬於收購金融資產的交易成本計量金融資產。

債務工具其後計量取決於本集團管理該資產的業務模式及該資產的現金流量特徵。

倘合約現金流量僅用於支付本金及利息，則為收取該等現金流量而持有的資產按攤銷成本計量。從該等金融資產獲得的利息收入使用實際利率法計入融資收入。終止確認產生的任何收益或虧損直接於損益中確認，並於其他收入及其他收益／虧損淨額連同外匯收益／虧損一併列示。減值虧損於綜合損益表中作為單獨項目列示。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial assets (continued)

(iii) Measurement (continued)

Impairment of financial assets and contract assets

The Group has the following types of assets subject to the expected credit loss model:

- trade receivables,
- deposits and other receivables,
- finance lease receivables,
- contract assets,
- restricted cash, and
- cash and cash equivalents.

For trade receivables, contract assets and finance lease receivables, the Group applies the simplified approach where loss allowances are measured at an amount equal to lifetime expected credit losses, adjusted for forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

For all other financial assets, the expected credit loss is determined using the general approach where 12-month expected credit losses will be recognised unless there has been a significant increase in credit risk since initial recognition, which requires the lifetime expected credit losses to be recognised, followed by forward-looking adjustments.

Impairment losses are presented as impairment losses on financial assets and contract assets within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item. The Group's accounting policies on impairment of financial assets and contract assets are set out in note 3.1(b) to the consolidated financial statements.

2 重大會計政策概要(續)

2.9 金融資產(續)

(iii) 計量(續)

金融資產及合約資產減值

本集團以下類別的金融資產須遵循預期信貸虧損模式：

- 貿易應收款項，
- 按金及其他應收款項，
- 融資租賃應收款項，
- 合約資產，
- 受限制現金，及
- 現金及現金等價物。

就貿易應收款項、合約資產及融資租賃應收款項而言，倘虧損撥備按等同於全期預期信貸虧損的金額計量，本集團採用簡化法率作出調整影響客戶結算應收款項的能力的宏觀經濟因素的前瞻性資料。

就所有其他金融資產而言，倘將確認12個月的預期信貸虧損，則預期信貸虧損使用一般方法釐定，除非信貸虧損自初步確認起已大幅增加，則須根據前瞻性調整確認全期預期信貸虧損。

減值虧損於經營溢利內呈列為金融資產及合約資產的減值虧損。隨後收回先前撤銷的應收款項計入同一項目。有關本集團關於金融資產及合約資產減值的會計政策載於綜合財務報表附註3.1(b)。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

2.11 Inventories

Inventories are valued at cost using the specific identification method or the weighted average cost method, less a provision for impairment of inventories. The Group applies the same cost formula for all inventories having a similar nature and use, unless inventories are of different nature or use, where different cost formulas may be justified. Costs of purchased inventory are determined after deducting rebates and discounts.

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion, the estimated costs necessary to make the sale.

2.12 Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. Other receivables are measured at fair value at initial recognition. The Group holds the trade and other receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. The Group's accounting policies on impairment of trade and other receivables are set out in note 3.1(b) to the consolidated financial statements.

2 重大會計政策概要(續)

2.10 抵銷金融工具

倘本集團目前有合法可執行權力抵銷已確認金額，並有意同時按淨額基準結算或變現資產及結算負債，則金融資產及負債相抵銷並於綜合財務狀況表呈報該淨額。

2.11 存貨

存貨採用個別認定法或加權平均法，按成本減存貨減值撥備計值。本集團對性質和用途相似的所有存貨採用相同的成本計算方法，除非存貨性質或用途不同，而不同的成本計算方法可能合理的。已購存貨的成本於扣除回扣及折扣後釐定。

存貨乃以成本及可變現淨值之較低者列賬。可變現淨值為一般業務過程中的估計售價減估計完工成本，即進行銷售所需的估計成本。

2.12 貿易及其他應收款項

應收款項於本集團具無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。

貿易應收款項初步按無條件的代價金額確認，惟倘其包含重大融資成分則除外，在此情況下則按公平值確認。其他應收款項於初步確認時按公平值計量。本集團持有貿易及其他應收款項，目的為收取合約現金流量，因此其後使用實際利率法按攤銷成本計量。有關本集團關於貿易及其他應收款項減值的會計政策的載於綜合財務報表附註3.1(b)。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position. Cash and cash equivalents are assessed for expected credit losses in accordance with the policy set out in note 3.1(b) to the consolidated financial statements.

2.14 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

2.15 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. Trade and other payables are presented as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2 重大會計政策概要(續)

2.13 現金及現金等價物

現金及現金等價物包括手頭現金、存放於金融機構的活期存款、原到期日為三個月或以下且隨時可轉換為確定金額現金及價值變動風險不重大的其他短期高流動性投資。銀行透支於綜合財務狀況表項下之流動負債內列示為借款。現金及現金等價物預期信貸虧損乃根據綜合財務報表附註3.1(b)所載之政策進行評估。

2.14 股本

普通股分類為權益。

發行新股直接應佔的增量成本，於權益中列作所得款項的減項(扣除稅項)。

2.15 貿易及其他應付款項

貿易及其他應付款項指就於財政年度結束前向本集團提供的商品或服務尚未償付的負債。如貿易及其他應付款項之支付日期在一年或以內(如仍在正常經營週期中，則可較長時間)，其被呈列為流動負債，否則，該等款項將列示為非流動負債。該等款項初步按其公平值確認，其後採用實際利率法按攤銷成本計量。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.16 Financial liability for redeemable rights

Redeemable rights issued by the Company to an investor contain an obligation to purchase its own shares upon occurrence of certain future events, such redeemable rights will be automatically cancelled when the closing of qualified initial public offering.

The potential cash payments related to the redeemable right are accounted for as financial liabilities. The liabilities are initially recognised at the present value of the redemption amount and are reclassified from equity. The financial liabilities are subsequently measured at amortised cost.

If the redeemable rights expire without delivery, the carrying amount of the financial liability is reclassified to equity. The financial liabilities are classified as non-current liabilities if the Company does not need to redeem for at least 12 months after the end of the reporting period.

2.17 Borrowings and borrowing costs

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the drawdown occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

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 reporting date.

Borrowing costs are expensed in the period in which they are incurred.

2 重大會計政策概要(續)

2.16 可贖回權的金融負債

本公司向投資者發行的可贖回權載有在若干未來事件發生時贖回其本身股份的義務，該等可贖回權將在符合條件的首次公開發售結束時自動取消。

與可贖回權相關的潛在現金付款列為金融負債。負債初步按贖回金額的現值確認及從股本中重新分類。金融負債其後按攤銷成本計量。

倘可贖回權屆滿而不涉及交付，則有關財務負債的賬面值重列為權益。倘本公司於報告期終後最少12個月無需贖回，財務負債分類為非流動負債。

2.17 借款及借款成本

借款初步按公平值扣除所產生的交易成本後確認。借款其後按攤銷成本計量。所得款項(扣除交易成本)與贖回金額的差額於借款期間以實際利率法在損益中確認。

設立貸款融資支付的費用，於可能提取若干或所有融資時確認為貸款的交易成本。於此情況下，該費用會遞延至提取貸款為止。倘並無證據顯示可能提取若干或所有融資，則該費用會資本化列作流動資金服務的預付款項，並於其融資相關期間攤銷。

借款分類為流動負債，惟本集團擁有無條件權利將償還負債的日期遞延至報告日期後最少12個月者則除外。

借款成本於產生期間支銷。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.18 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries operate and generate taxable income.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred income tax

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. The deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the reporting period and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

2 重大會計政策概要(續)

2.18 即期及遞延所得稅

期內所得稅開支或抵免指根據各司法權區的適用所得稅稅率計算當期應課稅收入的應付稅項，並經暫時差額及未使用稅務虧損所致的遞延稅項資產及負債變動調整。

(i) 即期所得稅

即期所得稅支出根據本公司及其附屬公司營運及產生應課稅收入所在的國家於各報告期末已頒佈或實質上頒佈的稅務法例計算。

管理層就適用稅務法例有待詮釋的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

(ii) 遞延所得稅

遞延所得稅採用負債法確認資產及負債的稅基與其於綜合財務報表的賬面值兩者間的暫時差額。然而，倘遞延稅項負債產生自初步確認商譽，則不予以確認。倘遞延所得稅源自對業務合併以外的交易中資產或負債的初步確認，而在交易時並不影響會計或應課稅損益，則不予入賬。遞延所得稅按於報告期末已頒佈或實質頒佈並預期於相關遞延所得稅資產變現或遞延所得稅負債結算時應用的稅率(及稅法)釐定。

遞延所得稅資產僅於未來有應課稅金額可供動用以抵銷暫時差額及虧損時確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.18 Current and deferred income tax (continued)

(ii) *Deferred income tax (continued)*

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.19 Employee benefits

(i) *Social security fund*

In accordance with the rules and regulations in Macau, employees in Macau are required to participate in a central social security scheme operated by the Macau Special Administrative Region Government. Under this scheme, the Group is required to contribute a fixed amount on a monthly basis to the central social security scheme and the contributions are charged to profit or loss as they are due in accordance with the rules of the scheme. The Group's obligations are limited to the contributions payable.

(ii) *Pension obligations*

The Group contributes on a monthly basis to various defined contribution plans organised by the relevant governmental authorities. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior years. The contributions are recognised as employee benefit expense when they are due.

2 重大會計政策概要(續)

2.18 即期及遞延所得稅(續)

(ii) *遞延所得稅(續)*

倘有法定可強制執行權利抵銷即期稅項資產及負債及當遞延稅項結餘與同一稅務機關相關，則抵銷遞延稅項資產及負債。倘實體擁有法定可強制執行權利抵銷及擬按淨額基準償付或同時變現資產及償付負債，則抵銷即期稅項資產及稅項負債。

即期及遞延稅項於損益確認，惟與在其他全面收入或直接在權益確認的項目有關者除外。在該情況下，稅項亦分別在其他全面收入或直接在權益中確認。

2.19 僱員福利

(i) *社會保障基金*

根據澳門的相關條例及法規，澳門附屬公司的僱員須參加由澳門特別行政區政府經營的中央社會保障計劃。根據該計劃，本集團須每月以固定款額向中央社會保障計劃供款而該等供款根據該計劃之規則於到期時在損益表扣除。本集團的責任限於應付供款。

(ii) *退休金責任*

本集團每月向相關政府機構設立的可定額供款計劃作出供款。倘有關基金並無持有足夠資產以向所有僱員提供有關本年度及過往年度的僱員服務的福利，則本集團亦無法定或推定責任作出進一步供款。供款於到期時確認為僱員福利開支。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Employee benefits (continued)

(ii) Pension obligations (continued)

For employees in Hong Kong, the Group participates in Mandatory Provident Fund Scheme (the “**MPF Scheme**”) established under the Mandatory Provident Fund Ordinance in December 2000, which is a defined contribution scheme. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee. Under the MPF Scheme, the Group contributes monthly the lower of HK\$1,500 or 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

In accordance with the rules and regulations in the PRC, the PRC-based employees of the Group participate in various defined contribution retirement benefit plans administrated and operated by the relevant municipal and provincial governments in the PRC under which the Group and the PRC-based employees are required to make monthly contributions to these plans calculated as a percentage of the employees’ salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC-based employees’ payable under the plans described above. Other than the monthly contributions, the Group has no further obligations for the payments of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administered funds managed by the municipal and provincial governments. The Group’s contributions to the aforesaid defined contribution retirement schemes are expensed as incurred.

2 重大會計政策概要(續)

2.19 僱員福利(續)

(ii) 退休金責任(續)

本集團為香港僱員參與於2000年12月根據香港《強制性公積金計劃條例》設立之強制性公積金計劃(「**強積金計劃**」)，其為定額供款計劃。強積金計劃的資產獨立於本集團資產，並由獨立受託人管理的基金持有。根據強積金計劃，本集團每月按1,500港元或僱員相關收入的5%(以較低者為準)作出供款，最高每月相關收入為30,000港元。計劃供款即時歸屬。

根據中國的相關條例及法規，本集團的中國僱員參加由中國有關市、省政府管理及運作的各種定額供款退休金計劃，根據該等計劃，本集團及中國僱員每月須按僱員工資的某一百分比向該等計劃作出供款。市、省政府承諾根據上述計劃的應付金額承擔所有現有及未來退休中國僱員的退休福利義務。除每月供款外，本集團並無支付僱員退休金及其他退休後福利的其他義務。該等計劃的資產獨立於本集團資產，並由市及省政府管理的獨立管理基金持有。本集團對上述定額供款退休計劃的供款於發生時列為開支。

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For the year ended 31 December 2022
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Employee benefits (continued)

(iii) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

The liabilities are presented within other payables in the consolidated statement of financial position.

(iv) Bonus plan and commission scheme

The Group recognises a liability and an expense for bonuses and commissions based on the best estimation of the management. The Group recognises a provision where contractually obliged or where a constructive obligation has been created that could be measured reliably.

(v) Employee leave entitlement

Employee entitlement to annual leave is recognised when they have accrued to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of each reporting date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(vi) Housing funds, medical insurances and other social insurances

Employees of the Group in the PRC are entitled to participate in local government supervised housing funds, medical insurances and other social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each year. Contributions to the housing funds, medical insurances and other social insurances are expensed as incurred.

2 重大會計政策概要(續)

2.19 僱員福利(續)

(iii) 短期責任

僱員直至報告期末的服務獲確認工資及薪金負債(包括預期在僱員提供相關服務期間結束後12個月內悉數結算的非貨幣福利及累計病假)並按結算有關負債的預期支付金額計量。

負債於綜合財務狀況表中其他應收款項呈列。

(iv) 分紅計劃及佣金計劃

本集團基於管理層的最佳估計就分紅確認負債及開支。倘履行的合約責任或產生的推定責任能可靠計量，則本集團確認撥備。

(v) 僱員假期權利

僱員享有的年假乃於向僱員提供年假時確認。已就截至各報告日期末因僱員提供的服務產生的年假估計負債計提撥備。僱員享有的病假及產假於請假時方予以確認。

(vi) 住房公積金、醫療保險及其他社會保險

本集團的中國僱員有權參加由當地政府監督的住房公積金、醫療保險及其他社會保險計劃。本集團每月根據僱員薪金的特定百分比向該等基金作出供款，惟不得超過特定上限。本集團對該等基金的責任僅限於每年應付供款。對住房公積金、醫療保險及其他社會保險的供款於發生時列為開支。

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For the year ended 31 December 2022
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Contract costs

Contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer.

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered.

The costs incurred to fulfil a contract are also recognised as contract costs only if those costs meet all of the following criteria:

- the costs relate directly to a contract or to an anticipated contract that the entity can specifically identify (for example, costs relating to services to be provided under renewal of an existing contract or costs of designing an asset to be transferred under a specific contract that has not yet been approved),
- the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future, and
- the costs are expected to be recovered.

Contract costs are subsequently amortised on a systematic basis or when the transfer of the control of goods and services to the customers happens, consistent with the pattern of the associated revenue recognition to which the assets relate.

Contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

2 重大會計政策概要(續)

2.20 合約成本

合約成本為獲得客戶合約的增量成本或履行客戶合約的成本。

獲得合約的增量成本為本集團為獲得客戶合約而產生的該等成本，倘未獲得合約，則該等成本不會產生。倘與收益有關的成本將於未來報告期間獲確認及成本預期可收回，獲得合約的增量成本則於產生時予以資本化。

倘履行合約所產生的成本符合以下所有條件，該等成本亦被確認為合約成本：

- 該等成本直接與合約或實體可以明確識別的預期合約相關(例如，與現有合約續約時提供的服務相關成本或根據未獲得批准的指定合約轉讓資產的設計成本)，
- 該等成本產生或增強將用於滿足(或繼續滿足)未來履約義務的實體資源，及
- 預計將可收回該等成本。

合約成本其後按系統性基準或於貨品及服務的控制權轉讓予客戶時攤銷，與有關資產的相關收益確認模式一致。

合約成本按成本減累計攤銷及減值虧損呈報。若合約成本資產的賬面值超過(i)本集團預期收取以用於交換與該資產有關的貨品或服務的剩餘批價金額減(ii)與提供該等貨品或服務直接相關但尚未確認為開支的任何成本後的淨額，則確認減值虧損。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Contract assets and liabilities

A contract asset is recognised when the Group recognises revenue before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for expected credit losses in accordance with the policy set out in note 3.1(b) to the consolidated financial statements and are reclassified to receivables when the right to the consideration has become unconditional.

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

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

As a practical expedient in paragraph 63 of IFRS 15, an entity need not adjust the promised amount of consideration for the effects of a significant financing component if the entity expects, at contract inception, that the period between when the entity transfers a promised goods or service to a customer and when the customer pays for that goods or service will be one year or less.

2 重大會計政策概要(續)

2.21 合約資產及負債

合約資產於本集團根據合約所載的付款條款無條件享有代價前確認收益時確認。合約資產根據綜合財務報表附註3.1(b)所載政策評估預期信貸虧損，並於代價權利成為無條件時重新分類至應收款項。

合約負債於客戶在本集團確認相關收益前支付不可退還代價時確認。倘本集團於本集團確認相關收益前擁有無條件收取不可退還代價的權利，合約負債亦將獲確認。在此情況下，相應的應收款項亦將獲確認。

就與客戶簽訂的單一合約而言，呈列淨合約資產或淨合約負債。就多項合約而言，與合約無關的合約資產及合約負債不會按淨額基準呈列。

由於國際財務報告準則第15號第63段的可行權宜方法，倘實體於合約開始時預期實體向客戶轉移已承諾貨品或服務與客戶就貨品或服務付款之間相隔的時間為一年或以下，則實體毋需就重大融資部分的影響調整已承諾代價金額。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Provisions, contingent liabilities and onerous contracts

(i) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

(ii) Contingent liabilities

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

2 重大會計政策概要(續)

2.22 撥備、或然負債及虧損合約

(i) 撥備

倘本集團因已發生的事件而產生現有的法律或推定責任，而履行責任可能須耗用資源，且金額能被可靠估計，則確認撥備。但不會就未來經營虧損確認撥備。

倘有多項同類責任，則可根據責任類別整體考慮以釐定履行責任時可能耗用的資源。即使與同一責任類別中任何一個項目相關的資源流出可能性或較低，仍須確認撥備。

撥備按報告期末管理層對於結算當前責任的支出的最佳估計之現值計量。用於釐定現值的折現率為反映當時市場對該責任特定的貨幣時間值及風險的評估的除稅前比率。隨時間產生的撥備增加會被確認為利息開支。

(ii) 或然負債

或然負債乃因過去事件而可能產生的債務，其存在與否取決於有否出現或並無出現一項或多項並非本集團完全能控制的不確定未來事件。其亦可為由過往事件而產生的現有責任，但由於不大可能需要經濟資源流出或債務金額不能可靠計算而未予以確認。或然負債在綜合財務報表附註中披露，除非體現經濟利益的資源流出的可能性微乎其微。倘資源流出的可能性改變導致資源可能流出，有關或然負債則會確認為撥備。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Provisions, contingent liabilities and onerous contracts (continued)

(iii) Onerous contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

2.23 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of rebates, returns and discounts and after eliminating sales within the Group. The Group recognises revenue when it transfers control of the goods or services to a customer.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or services may transfer over time or at point in time. Control of the goods or services is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer,
- creates and enhances an asset that the customer controls as the Group performs, or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

2 重大會計政策概要(續)

2.22 撥備、或然負債及虧損合約(續)

(iii) 虧損合約

當本集團履行有關合約責任的不可避免成本超過預期從合約中收到的經濟利益時，有關合約則為虧損合約。虧損合約的撥備乃按終止合約的預期成本與續訂合約的淨成本兩者中之較低者的現值計量。

2.23 收益確認

收益按本集團在日常業務過程中銷售商一品和提供服務時已收或應收代價的公平值計量。收益按扣除商業折扣、銷售退回及銷售折讓並於本集團內消除銷售後的淨額列示。本集團於向客戶轉讓貨品或服務的控制權時確認收益。

視乎客戶的條款及適用於該合約的法律，貨品或服務的控制權可於一段時間內或於某一時間點轉移。倘本集團在履約過程中符合以下條件時，則貨品或服務的控制權於一段時間內轉移：

- 客戶同時收取且耗用本集團履約所帶來的全部利益；
- 創建及提升於本集團履約時由客戶控制的資產；或
- 並無產生對本集團有替代用途的資產，且本集團可享有強制執行權，以收回至今已完成履約部分的款項。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Revenue recognition (continued)

If service transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains the service. The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depict the Group's performance in satisfying the performance obligation:

- direct measurements of the value transferred by the Group to the customer, or
- the Group's efforts or inputs to the satisfaction of the performance obligation.

In determining whether revenue of the Group should be reported as gross or net, the Group regularly performs an assessment on various factors, including whether the Group is acting as the principal or agent in offering goods or services to the customer. In such case, the Group first identifies who controls the specified goods or services before they are transferred to customer.

When another party is involved in providing goods or services to a customers, the Group is a principal who obtains control of any one of the following: (i) a good or another asset from the other party that the Group transfers to the customer; (ii) a right to a service to be performed by other party, which gives the Group the ability to direct that party to provide the service to the customer on the Group's behalf; or (iii) a good or service from the other party that the Group then consolidates with other goods or services in providing the specified good or service to the customer.

If control is unclear, when the Group is primarily obligated in a transaction, is subject to inventory risk, has latitude in establishing prices, or has several but not all of these indicators, the Group records revenues on a gross basis. Otherwise, the Group records the net amount earned as commission from goods sold or services provided.

2 重大會計政策概要(續)

2.23 收益確認(續)

如服務在一段時間內轉移，收益會於整個合約期間按完成履行履約責任的進度予以確認。否則，收益在客戶獲得服務之時予以確認。完成履約責任的進度基於下列最能描述本集團履行履約責任表現的其中一種方法計量：

- 直接計量本集團已轉移給客戶的價值；或
- 本集團達成履約責任的支出或投入。

釐定本集團收益是否按總額或淨額呈報乃基於多項因素的持續性評估。釐定本集團是否擔任向客戶提供貨品或服務的為主事人或代理人時，本集團首先識別向客戶轉讓特定貨品或服務前由何人控制有關貨品或服務。

倘本集團取得以下任何一項控制權：(i) 本集團自另一方獲取一項貨品或另一項資產的控制權其後轉移予客戶；(ii) 享有另一方提供服務的權利，使本集團能指示該方代表本集團向客戶提供服務；或(iii)其他方所擁有其後於本集團向客戶提供特定貨品或服務時與其他貨品或服務合併的貨品或服務，則本集團為主理人。

倘無法確定控制權，於本集團在交易中承擔主要責任、承擔存貨風險、可自由訂立價格或擁有若干但非全部該等指標時，本集團收益按總額基準記錄。否則，本集團將所賺取淨額記錄為出售產品或提供服務的佣金。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Revenue recognition (continued)

For contracts that contain more than one performance obligation, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis. The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange of transferring the promised goods or services to the customer.

If the consideration promised in a contract includes a variable amount, the Group shall estimate the amount of consideration to which it will be entitled in exchange for transferring the promised goods or services to a customer using either the expected value method or the most likely amount method, depending on which method the Group expects to better predict the amount of consideration to which it will be entitled.

Where the contract contains a financing component which provides significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and the interest income is accrued separately under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

2 重大會計政策概要(續)

2.23 收益確認(續)

就包含一項以上履約責任的合約而言，本集團按相對獨立的售價基準將交易價格分配至各履約責任。各履約責任相關的獨立貨品或服務之獨立售價於合約成立時釐定。該售價指本集團向客戶單獨出售承諾的貨品或服務的價格。倘無法直接觀察到獨立售價，本集團使用適當方法對售價進行估計，使得最終分配至任何履約責任的交易價格反映本集團預期以交換向客戶轉讓承諾貨品或服務的方式獲得的代價金額。

倘合約中承諾的代價包括可變金額，本集團應使用預期價值法或最可能的金額法估計其有權以交換向客戶轉讓承諾貨品或服務的方式獲得的代價金額，這取決於本集團預期以更好的方式預計其有權獲得的代價金額。

倘合約包含向客戶提供12個月以上的重大融資利益的融資部分，收益按應收款項的現值計量，收益使用將於與客戶的獨立融資交易反映的折現率貼現，且利息收入根據實際利率法單獨計算。本集團利用國際財務報告準則第15號第63段的實用權宜辦法，在融資期間為12個月或以內時並無調整任何重大融資部分的影響代價。

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For the year ended 31 December 2022
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Revenue recognition (continued)

Contract modifications are recognised when they are approved by customer. Contract modification is accounted for as if it is part of the existing contract if the remaining goods or services are not distinct and, therefore, forms part of a single performance obligation that is partially satisfied at the date of the contract modification. The effect that the contract modification has on the transaction price, and on measuring of progress towards complete satisfaction of the performance obligation, is recognised as an adjustment to revenue (either as an increase in or a reduction of revenue) at the date of the contract modification (i.e., adjustment to revenue is made on a cumulative catch-up basis).

The following is a description of the accounting policy for the principal revenue streams of the Group.

(i) Revenue from provision of Professional IT services

The Group provides multiple deliverables to customers, including network configuration, assessment of system specifications and requirements, sales of packaged hardware and software, installation of equipment and software, and technical support services under fixed price contracts. These multiple deliverables are collectively accounted for as a single performance obligation when the Group provides an integrated service.

The Group recognises revenue from provision of the integrated service over time as its customers control the asset being created or enhanced arising from the Group's performance. Revenue is recognised over time under input method, which is by reference to the proportion of contract costs incurred to date to estimated total contract costs for each contract.

Upon the completion of the integrated service, the provision of IT maintenance and consultancy services to the customers mainly includes post-sales on-site maintenance support and technical support services. Such revenue is recognised over time on a straight-line basis over the period of services as the customers simultaneously receive and consume the benefits provided by the Group's performance.

2 重大會計政策概要(續)

2.23 收益確認(續)

合約變更於客戶同意時確認。倘餘下貨品或服務並不獨特並因此形成單一履約責任(部分已於合約變更當然完成), 將對合約變更入賬, 猶如合約變更為現有合約。合約變更對交易價及對計量完成履約責任的進度計量的影響於合約變更當日(即收益調整乃按累計追趕基準進行)確認為收益調整(收益增加或減少)。

下文描述本集團主要收益來源的會計政策。

(i) 提供專業IT服務的收益

本集團向客戶提供多種交付品, 包括網絡配置、系統規格及要求評估、銷售套裝硬件及軟件、安裝設備及軟件以及根據固定價格合約提供技術支持服務。該等多種交付品共同於本集團提供綜合服務時入賬列作單一履約責任。

本集團於因本集團履約所創建及提升客戶控制的資產時於一段時間內確認來自提供綜合服務的收益。收益根據輸入法於一段時間內確認, 此經參考迄今產生的合約成本佔每份合約的估計總合約成本的比例。

於完成綜合服務後, 向客戶提供IT維護及諮詢服務主要包括售後現場維護及技術支持服務。相關收益按直線基準於客戶同時收取且耗用本集團履約提供的利益期間隨時間予以確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Revenue recognition (continued)

(i) Revenue from provision of Professional IT services (continued)

Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the relative stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus a margin approach.

Estimates of costs or extent of progress towards completion are revised if circumstances change. The increase or decrease in estimated total contract costs results in the adjustments to the progress towards completion and the corresponding amount of revenue recognised in the period in which the circumstances that give rise to the revision become known by management.

The Group also provides its customers with software development services where the Group will customise the software based on the user requirements of the customers and have an enforceable right to payment for performance completed to date. Revenue is recognised over the period of the contract by reference to the proportion of contract costs incurred to date to estimated total contract costs for each contract as the Group's customers control the asset being created or enhanced arising from the Group's performance, unless the control is transferred only after delivery to the customers where the revenue shall be recognised as point in time.

(ii) Revenue from provision of Managed services

The Group leases certain IT equipment to its customers under finance lease arrangements and renders related technical support services under fixed price contracts. Where the contracts include multiple performance obligations, the Group as a lessor will separate the components of a contract and the transaction price will be allocated to each component based on the relative stand-alone selling prices. Where these are not directly observable, they are estimated based on the expect cost plus a margin approach.

2 重大會計政策概要(續)

2.23 收益確認(續)

(i) 提供專業IT服務的收益(續)

倘合約包含多項履約責任，交易價將根據相關獨立售價分配至各履約責任。倘不可直接觀察獲得，則根據預期成本加溢利法估計。

成本或完工進度的估計會隨情形變更而修訂。估計總合約成本的增加或減少導致對完工進度作出調整，且相應收益金額於管理層知悉導致有關修訂的情形期間確認。

本集團亦向其客戶提供軟件開發服務，本集團將根據客戶的用戶需求定制軟件及對迄今已完成的履約責任有可執行的付款權。收益於合約期內根據迄今產生的合約成本佔每份合約的估計總合約成本的比例確認，原因為客戶控制的資產於本集團履約所設立或增加，除非控制權只於提供後轉讓至客戶，而收益於某一時間點被確認。

(ii) 提供託管服務的收益

本集團根據融資租賃安排向客戶租賃若干IT設備並提供相關技術支持服務。倘合約包括多項履約義務，本集團(作為出租人)將區分合約的各組成部分，交易價將基於相對單獨售價分配至各組成部分。倘不可直接觀察獲得，則根據預期成本加溢利法估計。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Revenue recognition (continued)

(ii) Revenue from provision of Managed services (continued)

Revenue from related technical support services is recognised in the accounting period when the Group provides the service and all of the benefits are received and consumed simultaneously by the customer throughout the contract period. Therefore, the Group satisfies a performance obligation and recognises revenue over time. The Group's accounting policy as a lessor is set out in note 2.26 to the consolidated financial statements.

The Group also provides its customers with security monitoring services to protect customers' information and data security as well as network operating environment. The Group applies time-based method to measure the progress towards complete satisfaction of the performance obligation when the Group has a stand-ready obligation to make itself available to provide the services to the customers over a period of time.

(iii) Revenue from provision of IT maintenance and consultancy services

The provision of IT maintenance and consultancy services mainly includes on-site support and technical support services provided to the customers and post-sales maintenance and support services provided by system vendors under extended warranties. Revenue from IT maintenance and consultancy services is recognised over time on a straight-line basis over the period of services as the customers simultaneously receive and consume the benefits provided by the Group's performance except for extended warranties. The Group applies time-based method to measure the progress towards complete satisfaction of the performance obligation when the Group has a stand-ready obligation to make itself available to provide the services to the customers over a period of time.

2 重大會計政策概要(續)

2.23 收益確認(續)

(ii) 提供託管服務的收益(續)

當本集團於整個合約期間提供且客戶同時收取且耗用的服務及全部利益時，相關技術支持服務的收益於會計期間確認。因此，本集團於一段時間內履行履約責任並確認收益。有關本集團(作為出租人)會計政策載於綜合財務報表附註2.26。

就安全監控服務而言，本集團亦向客戶提供安全監控服務以保護客戶的信息及數據安全以及網絡營運環境。當本集團於一段時間內時刻準備履約以使自身可向客戶提供服務時，本集團採用分段緩存計量履行履約責任的完工進度。

(iii) 提供IT維護及諮詢服務的收益

提供IT維護及諮詢服務主要包括向客戶提供現場支持及技術支持服務，及由延長保修服務的系統供應商所提供的售後維護及支援服務。除延長保修外，IT維護及諮詢服務的收益按直線基準於客戶同時收取且耗用本集團履約提供的全部利益期間於一段時間內予以確認。當本集團於一段時間內時刻準備履約以使自身可向客戶提供服務時，本集團採用分段緩存計量履行履約責任的完工進度。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Revenue recognition (continued)

(iii) Revenue from provision of IT maintenance and consultancy services (continued)

While for extended warranties, the Group acts as an agent as the Group is not the primary obligor in fulfilling such additional promises and the corresponding revenue is recognised on a net basis.

(iv) Revenue from distribution and resale of packaged hardware and software as a separate performance obligation

The Group sells a range of packaged IT hardware and software. Revenue from distribution or resale of packaged hardware and software is recognised at a point in time when sale is completed and control is transferred, being at the point of time the products delivered to the customer's specific location and no unfulfilled obligation could affect the customer's acceptance of the products. Transportation and other related activities that occur before customers obtaining control of the related products are considered as fulfilment activities.

A receivable is recognised by the Group when the products are delivered to the customers as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

2.24 Interest income

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in profit or loss as finance income.

2 重大會計政策概要(續)

2.23 收益確認(續)

(iii) 提供IT維護及諮詢服務的收益(續)

凡涉及延長保修事宜，本集團僅擔任代理，並非履行此類額外承諾的主要義務人，而相應收益按淨額基準確認。

(iv) 分銷及轉售套裝硬件及軟件的收益作為一項獨立履約責任

本集團銷售套裝IT硬件及軟件。分銷或轉售套裝硬件及軟件的收益於銷售已完成且控制權已轉讓(產品已交付至客戶指定地點，且並無影響客戶接受該產品的未完成責任)的某一時間點確認。在客戶取得相關產品控制權之前發生交通及其他相關活動視作履約活動。交付在產品已交付至指定地點時、過時及損失的風險已轉移至客戶及客戶已根據銷售合約接納產品時，即屬已發生。

應收款項於產品交付至客戶時由本集團確認，原因為付款到期僅須待時間流逝，令收回代價的權利在該時間點成為無條件。

2.24 利息收入

按攤銷成本列賬的金融資產的利息收入使用實際利率法計算，作為融資收入於損益中確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.25 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Group will comply with all attached conditions. Grants that compensate the Group for expenses incurred are recognised in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

2.26 Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

Group as a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone selling prices. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable,
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable by the Group under residual value guarantees,

2 重大會計政策概要(續)

2.25 政府補助

政府補助於可合理確認將收到補助且本集團將符合附加條件時按公平值確認。補償本集團所產生開支的補助於產生開支的相同期間內按系統基準於損益中確認。補償本集團資產成本的補助自資產賬面值扣除，並因此按已削減折舊開支於資產可使用年期於損益中有效確認。

2.26 租賃

本集團於合約開始時評估有關合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產用途的權利，則該合約屬租賃或包含租賃。當客戶同時有權指示可識別資產的用途及自有關用途獲得絕大部分經濟利益時，即擁有控制權。

本集團作為承租人

租賃於租賃資產可供本集團使用當日確認為使用權資產及相應負債。合約或會包括租賃及非租賃部分。本集團基於相對單獨售價將合約的代價分配至租賃及非租賃部分。一項租賃產生的資產及負債初步按現值基準計量。租賃負債包括以下租賃付款的現值淨額：

- 固定付款(包括實質固定付款)減去任何應收租賃優惠；
- 基於指數或利率並於開始日期按指數或利率初步計量的可變租賃付款；
- 剩餘價值擔保項下的本集團預期應付款項；

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.26 Leases (continued)

Group as a lessee (continued)

- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received, and
- any initial direct costs.

2 重大會計政策概要(續)

2.26 租賃(續)

本集團作為承租人(續)

- 購買權的行使價格(倘本集團合理地確定行使該選擇權), 及
- 支付終止租賃的罰款(倘租期反映本集團行使該選擇權)。

租賃付款使用租賃中隱含的利率貼現。倘無法釐定該利率(本集團的租賃一般屬此類情況), 則使用承租人增量借款利率, 即個別承租人在類似經濟環境中按類似條款、抵押及條件借入獲得與使用權資產價值類似的資產所需資金必須支付的利率。

於初步確認後, 租賃負債按攤銷成本計量, 以及利息開支採用實際利率法計量。租賃付款於本金及融資成本之間作出分配。融資成本在租賃期間於損益扣除, 藉以令各期間的負債餘額的期間利率一致。

使用權資產按成本計量, 包括以下各項:

- 租賃負債的初步計量金額,
- 於開始日期或之前所作的任何租賃付款, 減去所得的任何租賃優惠, 及
- 任何初始直接成本。

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For the year ended 31 December 2022
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.26 Leases (continued)

Group as a lessee (continued)

Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or finance lease. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Operating lease income is recognised on a time proportion basis over the lease terms and is included in revenue in profit or loss due to its operating nature. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

2 重大會計政策概要(續)

2.26 租賃(續)

本集團作為承租人(續)

於適用情況下，使用權資產的成本亦包括拆除及移除相關資產或恢復相關資產或該資產所在地而產生的估計成本，並貼現至其現值再扣除任何已收取的租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬。

使用權資產一般按資產可使用年期或租期(以較短者為準)以直線法折舊。倘本集團合理地確定行使購買權，使用權資產則按相關資產可使用年期折舊。

與短期租賃及低價值資產租賃相關的付款以直線法於損益確認為開支。短期租賃指租期為12個月或以下的租賃。低價值資產包括IT設備及辦公傢俱的小部分。

本集團作為出租人

當本集團作為出租人，本集團為租賃開始時(或租賃修改時)將每一租賃分類為經營租賃或融資租賃。當合約包含租賃及非租賃部分時，本集團將合約中的代價按相對獨立的售價基準分配至各組成部分。

所有本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。由於其經營性質，經營租賃收入於租期內按時間比例確認並將收益計入綜合損益表。不依賴某一指數或比率的可變租金付款於賺取的會計期間確認為收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.26 Leases (continued)

Group as a lessor (continued)

Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as operating lease income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying assets to the lessee are accounted for as finance leases. At the commencement date, an amount representing the lease payment receivables and initial direct costs is included in the consolidated statement of financial position as finance lease receivables. Any unguaranteed residual value is also recognised at the inception of the lease.

When the Group is a dealer lessor that enters into a finance lease with a customer, it shall recognise the following for each of its finance leases at the commencement date of the lease:

- revenue being the fair value of the underlying asset or, if lower, the present value of the lease payments accruing to the lessor, discounted using a market rate of interest,
- cost of sale being the cost, or carrying amount if different, of the underlying asset less the present value of the unguaranteed residual value, and
- selling profit or loss (being the difference between revenue and cost of sale), recognised in accordance with an its policy for outright sales to which IFRS 15 applies.

Finance lease receivables are subsequently measured at amortised cost using the effective interest method over the period of the lease. The Group's accounting policy on impairment of finance lease receivables is set out in note 3.1(b) to the consolidated financial statements.

2 重大會計政策概要(續)

2.26 租賃(續)

本集團作為出租人(續)

於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值，並於租期內按相同方法確認為經營租賃收入。或然租金乃於所賺取的期間內確認為收益。

向承租人轉讓相關資產所有權所附帶的絕大部分風險及回報的租賃入賬列作融資租賃。於開始日期，代表租賃付款應收款項及初步直接成本的金額作為融資租賃應收款項計入綜合財務狀況表。租賃起始時亦確認任何未擔保剩餘價值。

當本集團作為交易商出租人與客戶訂立融資租賃時，須於各項融資租賃開始之日就相關租賃確認以下各項：

- 當收益為相關資產的公平值或(如更低)應付出租人租賃付款的現值時，使用市場利率貼現，
- 銷售成本為相關資產的成本或(如不同)相關資產的賬面值減未保證剩餘價值的現值，及
- 銷售溢利或虧損(即收益與銷售成本的差額)，根據國際財務報告準則第15號應用的直銷政策。

融資租賃應收款項於租賃期內使用實際利率法按攤銷成本計量。本集團有關融資租賃應收款項減值的會計政策載於綜合財務報表附註3.1(b)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.26 Leases (continued)

Group as a lessor (continued)

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

Finance lease income is recognised on an accrual basis using the effective interest rate method reflecting a constant periodic rate of return on the lessor's net investment in the lease, i.e., the rate that exactly discounts the estimated future cash receipts to the net carrying amount of the finance lease receivables through the life of the investment.

2.27 Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2 重大會計政策概要(續)

2.26 租賃(續)

本集團作為出租人(續)

當本集團為中間出租人，分租租賃乃參考原租賃產生的使用權資產分類為融資租賃或經營租賃。倘原租賃為本集團對其應用資產負債表內確認豁免的短期租賃，則本集團將分租租賃分類為經營租賃。

融資租賃收入按應計基準使用反映出租人於租賃的投資淨額之固定定期收益率的實際利率法確認，即在整個投資期內，將估計未來現金收入準確折現至融資租賃淨投資的賬面淨值。

2.27 每股盈利

每股基本盈利

每股基本盈利乃按以下方式計算：

- 本公司擁有人應佔溢利(不包括普通股以外之任何支付權益成本)
- 除以本財政年度內已發行普通股之加權平均股數計算，並就年內已發行普通股的紅利元素作出調整以及不包括庫存股份。

每股攤薄盈利

每股攤薄盈利調整釐定每股基本盈利時所使用之數字以計及：

- 與潛在攤薄普通股有關之利息及其他融資成本之除所得稅後影響，及
- 假設轉換所有潛在攤薄普通股，則將為尚未行使之額外普通股加權平均數。

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For the year ended 31 December 2022
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.28 Dividend

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow interest rate risk), credit risk and liquidity 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. Risk management is carried out by the senior management of the Group.

(a) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the Group entities' functional currency.

For commercial transactions, the exposure to foreign exchange risk is minimal as a majority of subsidiaries of the Group operates in Macau and Hong Kong with most of the transactions denominated and settled in Hong Kong dollars. For assets and liabilities, a majority of the monetary assets and liabilities are denominated in HK\$, MOP and US\$, and the foreign exchange risk is considered manageable as these currencies are pegged. The Group's Macau and Hong Kong subsidiaries are exposed to foreign exchange risk from recognised assets and liabilities denominated in RMB.

2 重大會計政策概要(續)

2.28 股息

對於在報告期結束時或之前宣派的任何股息(已獲適當授權且不再由實體酌情釐定)，但在報告期結束時仍未分派的金額作出撥備。

3 金融風險管理

3.1 金融風險因素

本集團的活動面對各種財務風險：市場風險(包括外匯風險及現金流量利率風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃集中於金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。本集團高級管理層開展風險管理。

(a) 市場風險

(i) 外匯風險

外匯風險於未來商業交易或已確認資產及負債按並非本集團實體的功能貨幣計值時產生。

就商業交易而言，由於本集團大部分附屬公司於澳門及香港營業，大部分交易以港元計值和結算，故外匯風險敞口甚微。就資產及負債而言，大部分貨幣資產及負債以港元、澳門元及美元計值，由於該等貨幣相掛鈎，故外匯風險可控。本集團於澳門及香港的附屬公司面臨以人民幣計值的已確認資產及負債所產生的外匯風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

As at 31 December 2022, if HK\$ had strengthened/weakened by 5% against RMB with all other variables held constant, post-tax profits for the year would have been HK\$309,000 higher/lower (2021: HK\$36,000 higher/lower), mainly as a result of foreign exchange gains/losses on translation of RMB-denominated cash and cash equivalents, trade and other receivables and trade and other payables.

Currently, the Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and tries to minimise these exposures through closely monitoring. The Group does not carry out hedging activities against its foreign currencies' exposures during the year ended 31 December 2022 (2021: same).

There is no significant foreign currency translation risk that would affect equity directly. The 5% movement represents management's assessment of a reasonably possible change in foreign exchange rates over the period until the next annual reporting period.

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

於2022年12月31日，倘港元兌人民幣上升／下降5%，而所有其他變動因素保持不變，年度除稅後溢利將增加／減少309,000港元（2021年：增加／減少36,000港元），主要是由於換算以人民幣計值的現金及現金等價物、貿易及其他應收款項及貿易及其他應付款項所產生的匯兌收益／虧損。

目前，本集團通過定期檢討本集團外匯敞口淨額並透過密切監控以盡量減少該等敞口管理外匯風險。於截至2022年12月31日止年度，本集團並無對外幣敞口進行對沖活動（2021年：相同）。

概無直接影響權益的重大外幣換算風險。該5%的變動指管理層直至下一個年度報告期間外匯匯率合理可能變動的評估。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(ii) Cash flow interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at 31 December 2022, the Group exposed to cash flow interest rate risk, primarily from its floating rate bank deposits. If the floating rate had been higher/lower by 0.5% with all other variables held constant, impact to post-tax profit for the year would be insignificant.

As at 31 December 2021, the Group exposed to cash flow interest rate risk primarily from its floating rate borrowings. If the floating interest rate on the borrowings had been higher/lower by 0.5% with all other variables held constant, post-tax profit for the year would have been HK\$51,000 lower/higher.

The Group has not used any derivative contracts to hedge its exposure to interest rate risk. However, the management monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated.

(b) Credit risk

Credit risk arises from trade receivables, contract assets, other receivables, finance lease receivables, deposits, restricted cash and cash and cash equivalents including deposits with banks and financial institutions.

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 市場風險(續)

(ii) 現金流量利率風險

利率風險指金融工具的公平價值或未來現金流量將因市場利率變動而出現波動的風險。於2022年12月31日，本集團面對的現金流量利率風險主要源於按浮動利率作出的銀行存款。倘銀行存款浮動利率上升／下降0.5%，而所有其他變動因素保持不變，對年內除稅後溢利影響輕微。

於2021年12月31日，本集團面對現金流量利率風險主要源於按浮動利率作出的借款。倘借款浮動利率上升／下降0.5%，而所有其他變動因素保持不變，該年度除稅後溢利將減少／增加51,000港元。

本集團並無使用任何對沖合約對沖利率風險敞口。然而，管理層監察利率敞口，並將於可預計重大利率敞口時考慮其他必要行動。

(b) 信貸風險

信貸風險產生自貿易應收款項及合約資產、其他應收款項、融資租賃應收款項、按金、受限制現金及現金及現金等價物(包括存放於銀行及金融機構的存款)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(i) Risk management

The Group's exposure to credit risk arising from cash and cash equivalents is limited because the Group mainly deals with financial institutions which have sound credit ratings.

For trade receivables, contract assets and finance lease receivables, credit evaluations are performed on all customers grouped based on shared credit risk characteristics and the days past due. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account forward-looking information specific to the customer as well as the economic environment in which the customer operates.

The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

In order to minimise the credit risk in relation to trade receivables, contract assets and finance lease receivables, the Group monitors the issuance of credit on an ongoing basis. Credit limits and credit terms granted to customers are approved by delegated officers only after thorough background checks and interviews were conducted. The activities of individual credit account are monitored regularly for management to decide if the credit facility should be continued, changed or cancelled. Furthermore, follow-up actions will be actively taken in order to closely monitor the overdue amounts.

For the remaining financial assets, the Group has policies and guidelines in place to assess the credit worthiness of counterparties to ensure that credits are made to parties with an appropriate credit history and a good history of performance records.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

(i) 風險管理

本集團面臨產生自現金及現金等價物的信貸風險乃有限，是由於本集團主要與有良好信貸評級的金融機構交易。

就貿易應收款項、合約資產及融資租賃應收款項而言，信貸評估乃基於共享信貸風險特徵及逾期日數對全部分組的客戶進行。該等評估的重點為客戶的過往到期付款記錄及目前的償還能力，並考慮特定客戶的前瞻性資料以及客戶經營所在的經濟環境。

合約資產與未開票的在建工程有關且與同類合約貿易應收款項具有實質上相同的風險特徵。因此，本集團認為，貿易應收款項的預期虧損率為合約資產損失率的合理近似值。

為盡可能降低貿易應收款項、合約資產及融資租賃應收款項之信貸風險，本集團按持續基準監控信貸證。授予客戶之信貸限額及信貸條款於全面進行背景核查及面談後須僅經專責人員批准。管理層定期監控各信貸賬戶的活動以決定該信貸融資是否應繼續、變更或撤銷。此外，將積極採取跟進行動以密切監察逾期款項情況。

就餘下金融資產而言，本集團設立政策及指引評估對手方的信譽度，確保信貸乃向有合適信貸歷史及良好履約記錄的對手方作出。

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3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets and contract assets

The Group has following types of financial assets and contract assets that are subject to the expected credit loss model.

Trade receivables and contract assets

The Group applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales and the corresponding historical credit losses experienced. Given the lack of sufficient internal default experience of the Group, the Group has further incorporated proxies from external corporate credit data (such as default experience) from credit rating agencies, or the long-term average of corporate loan delinquency ratio when such information is not readily available, on top of the internal data such as payment profiles of the customers of the Group. The expected credit losses have been estimated by further incorporating forward-looking macroeconomic factors.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

(ii) 金融資產及合約資產的減值

本集團的以下類別金融資產及合約資產須遵守預期信貸虧損模式。

貿易應收款項及合約資產

本集團採納國際財務報告準則第9號的簡化方法計量預期信貸虧損，就所有貿易應收款項及合約資產採用全期預期虧損撥備。

為計量預期信貸虧損，貿易應收款項及合約資產已根據應佔信貸風險特點及逾期日分組。合約資產與未開票的在建工程有關且與同類合約貿易應收款項具有實質上相同的風險特徵。因此，本集團認為，貿易應收款項的預期虧損率為合約資產損失率的合理近似值。

預期虧損率乃基於銷售付款情況及所經歷的相應過往信貸虧損。鑒於本集團缺乏充足的內部違約經驗，本集團在內部數據(如本集團客戶的付款資料)基礎上進一步採納來自信貸評級機構的外部公司信貸數據(例如違約經驗)或企業貸款逾期率的長期平均數(倘有關資料未能輕易取得)的代理。預期信貸虧損通過採納前瞻性宏觀經濟因素進行估算。

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3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets and contract assets (continued)

Trade receivables and contract assets (continued)

The carrying amount of trade receivables and contract assets is reduced through the use of an allowance account and the amount of the loss allowance is recognised in the consolidated statement of profit or loss within provision for or reversal of impairment losses of financial assets and contract assets. When a trade receivable or contract asset is uncollectible, it is written off against the allowance account for trade receivables and contract assets. Subsequent recoveries of amounts previously written off are credited to profit or loss against the same line item. The Group's concentration of credit risks on trade receivables and contract assets as at 31 December 2022 and 2021 of the top five customers accounted for approximately 46.58% and 64.48% respectively.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

(ii) 金融資產及合約資產的減值(續)

貿易應收款項及合約資產(續)

貿易應收款項及合約資產的賬面值通過使用撥備賬予以減少，虧損撥備於綜合損益表中金融資產及合約負債的減值虧損確認。當一項貿易應收款項或合約資產不可收回，將於貿易應收款項的撥備賬予以撇銷。其後收回先前撇銷的金額計入綜合損益表以撇銷金融資產及合約資產的減值虧損。於2022年及2021年12月31日，本集團五大客戶的貿易應收款項及合約資產之集中信貸風險的佔比分別約為46.58%及64.48%。

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3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets and contract assets (continued)

Trade receivables and contract assets (continued)

On that basis, the loss allowances for both trade receivables and contract assets as at 31 December 2022 and 2021 are determined based on the ageing analysis by invoice due date as follows:

		Current	Within 30 days	Over 30 days and within 60 days	Over 60 days and within 180 days	Over 180 days and within 365 days	Over 365 days	Total
		即期	30日內	30日以上至60日內	60日以上至180日內	180日以上至365日內	365日以上	總計
At 31 December 2022	於2022年12月31日							
Expected loss rate	預期虧損率	0.56%	0.24%	0.34%	0.99%	7.88%	7.06%	1.12%
Gross carrying amount – trade receivables (HK\$'000) (note)	賬面總值 – 貿易應收款項(千港元)(附註)	91,677	15,244	14,393	7,461	5,623	14,855	149,253
Gross carrying amount – contract assets (HK\$'000)	賬面總值 – 合約資產(千港元)	89,344	–	–	–	–	–	89,344
Loss allowance (HK\$'000)	虧損撥備(千港元)	1,012	36	49	74	443	1,049	2,663
At 31 December 2021	於2021年12月31日							
Expected loss rate	預期虧損率	0.56%	1.12%	1.60%	1.55%	5.12%	60.62%	1.46%
Gross carrying amount – trade receivables (HK\$'000) (note)	賬面總值 – 貿易應收款項(千港元)(附註)	90,706	69,270	3,622	13,522	12,898	2,255	192,273
Gross carrying amount – contract assets (HK\$'000)	賬面總值 – 合約資產(千港元)	85,553	–	–	–	–	–	85,553
Loss allowance (HK\$'000)	虧損撥備(千港元)	979	775	58	210	660	1,367	4,049

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

(ii) 金融資產及合約資產的減值(續)

貿易應收款項及合約資產(續)

在此基礎上，於2022年及2021年12月31日基於發票到期日的賬齡分析釐定的貿易應收款項及合約資產虧損撥備如下：

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3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets and contract assets (continued)

Trade receivables and contract assets (continued)

Note: An analysis of the gross carrying amount – trade receivables for the age over 365 days is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Casinos	賭場	12,495	103
Government	政府	435	–
Other	其他	1,925	2,152
		14,855	2,255

The Group has assessed that counterparties of casinos and governments have sound credit quality and historical repayment track records.

本集團已評估賭場和政府的交易對手皆有良好的信貸素質和過往的償還記錄。

Movements of loss allowances for trade receivables and contract assets are as follows:

貿易應收款項及合約資產的虧損撥備變動如下：

		Trade receivables		Contract assets	
		貿易應收款項		合約資產	
		2022	2021	2022	2021
		2022年	2021年	2022年	2021年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At beginning of the year	於年初	3,470	2,251	579	606
Provision for impairment loss recognised in profit or loss	於損益確認減值虧損撥備	975	1,306	278	–
Unused amount reversed	未動用撥回金額	(2,193)	–	–	(27)
Receivables written off as uncollectible	撇銷為不可收回的應收款項	(435)	(87)	–	–
Exchange realignment	匯兌調整	(11)	–	–	–
At end of the year	於年末	1,806	3,470	857	579

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For the year ended 31 December 2022
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3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets and contract assets (continued)

Finance lease receivables

Finance lease receivables represent the right to receive lease payments. The Group applies the IFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all finance lease receivables.

Similar to trade receivables and contract assets, the expected loss rates for finance lease receivables are based on the payment profiles and the corresponding historical credit losses experienced. The Group has further incorporated proxies from external corporate credit data (such as default experience) from credit rating agencies, or the long-term average of corporate loan delinquency ratio when such information is not readily available, on top of the internal data such as payment profiles of the customers of the Group and has estimated the expected credit losses by incorporating forward-looking macroeconomic factors.

The carrying amount of finance lease receivables is reduced through the use of an allowance account and the amount of the loss allowance is recognised in the consolidated statement of profit or loss within provision for or reversal of impairment losses of financial assets and contract assets. When a finance lease receivable is uncollectible, it is written off against the allowance account for finance lease receivables. Subsequent recoveries of amounts previously written off are credited to profit or loss against the same line item.

For the years ended 31 December 2022 and 2021, allowances for expected credit losses of finance lease receivables amounted to HK\$51,000 and HK\$1,000 have been reversed respectively.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

(ii) 金融資產及合約資產的減值(續)

融資租賃應收款項

融資租賃應收款項指收取租賃付款的權利。本集團採用國際財務報告準則第9號的簡化方法計量預期信貸虧損，該方法對所有融資租賃應收款項使用全期預期信貸虧損撥備。

與應收款項及合約資產類似，融資租賃應收款項的預期虧損率乃基於付款情況及相應歷史信貸虧損。在本集團客戶付款情況等內部數據基礎上，本集團進一步採納信用評級機構的外部公司信用數據(例如歷史違約情況)或企業貸款逾期率的長期平均數(倘有關資料未能輕易取得)的代理，並結合前瞻性宏觀經濟因素估計預期信貸虧損。

融資租賃應收款項的賬面價值使用撥備賬予以扣減，而虧損撥備金額則在綜合損益表內的金融資產及合約資產減值虧損內予以確認。倘融資租賃應收款項不可收回，則於融資租賃應收款項的撥備賬內予以撇銷。其後收回先期撇銷的金額按同一項目計入損益表。

截至2022年及2021年12月31日止年度，本集團已就融資租賃應收款項的預期信貸虧損撥備分別撥回51,000港元及1,000港元。

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3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets and contract assets (continued)

Deposits and other receivables

Deposits and other receivables at the end of each reporting period are mainly deposits placed for government projects which are refundable upon project completion and rental deposits. The Group has considered the probability of default upon initial recognition of assets and whether there has been significant increase in credit risk on an ongoing basis during the year. The Group also makes periodic collective assessments as well as individual assessments on the recoverability of the deposits and other receivables based on historical settlement records and past experience. The Group considers the credit risk of the deposits and other receivables is low and the impairment provision of the deposits and other receivables is insignificant because the counterparties have strong capacity to meet their contractual cash flow obligations in the near term with no recent history of default.

Restricted cash and cash and cash equivalents

To manage this risk arising from restricted cash and cash and cash equivalents, they are mainly placed with banks with high credit rating. There has been no recent history of default in relation to these financial institutions. The expected credit loss is assessed to be minimal.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining conservative level of liquid assets to ensure the availability of sufficient cash flows to meet any unexpected and material cash requirements in the ordinary course of business.

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

(ii) 金融資產及合約資產的減值(續)

按金及其他應收款項

於報告期末，按金及其他應收款項主要為用於政府項目的按金(於項目完成時可退還)及租賃按金。本集團已考慮初始確認資產後違約的可能性及年內信貸風險是否持續大幅增加。本集團亦基於過往結算記錄及過往經驗定期共同評估或單獨評估按金及其他應收款項的可收回性。本集團認為按金及其他應收款項的信貸風險較低且其他應收款項的減值撥備不重大，是由於對手方實力強大，可履行其近期合約現金流量責任，且最近並無任何歷史違約情況。

受限制現金及現金及現金等價物

為管理受限制現金及現金及現金等價物產生的風險，本集團將其存放於信貸評級較高的銀行。該等金融機構並無近期違約歷史。預期信貸虧損被評估為甚微。

(c) 流動資金風險

審慎的流動資金風險管理表明維持流動資產保守水平以確保可獲得充足的現金流量，用於滿足日常業務過程中任何意料之外的重大現金需求。

流動資金風險涉及本集團未能履行透過交付現金或其他金融資產結算的金融負債相關責任之風險。

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3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and meet its short-term and long-term funding requirements. The Group relies on internally generated funding as significant source of liquidity. The maturity profiles of the Group's financial liabilities as at the reporting dates, based on the contracted undiscounted payments, are as follows:

		Between		Between		Over	Total
		Less than 1 year	1 year and 2 years	2 years and 5 years	5 years and Over		
		1 year 內	1年至2年	2年至5年	5年以上		總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2022	於2022年12月31日						
Trade and other payables*	貿易及其他應付款項*	117,360	-	-	-	-	117,360
Lease liabilities**	租賃負債**	6,817	4,081	1,910	-	-	12,808
At 31 December 2021	於2021年12月31日						
Trade and other payables*	貿易及其他應付款項*	120,135	-	-	-	-	120,135
Borrowings**	借款**	25,686	1,303	3,910	1,086	-	31,985
Lease liabilities**	租賃負債**	6,233	3,118	1,167	-	-	10,518
Financial liability for redeemable rights	可贖回權的金融負債	-	-	41,944	-	-	41,944

* Excluding non-financial liabilities, such as other taxes payable, employee benefit payables, reinstatement cost provision and provision for onerous contract

** Including interest payable

3 金融風險管理(續)

3.1 金融風險因素(續)

(c) 流動資金風險(續)

本集團監控及維持本集團管理層認為充足的現金及現金等價物水平以為本集團業務營運提供資金及滿足短期和長期的資金需求。本集團依賴內部產生的資金作為流動資金的重要來源。於報告日期本集團金融負債的到期情況(基於合約未貼現付款)如下：

* 不包括非金融負債，例如其他應付稅項、應計僱員福利、重修成本撥備及虧損合約撥備

** 包括應付利息

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3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholder, issue new shares or sell assets to reduce debt. The Group monitors capital on basis of debt-to-equity ratio, which is calculated as net debt divided by total capital. Net debt is calculated as borrowings, lease liabilities, amounts due to shareholders and financial liability for redeemable rights less cash and cash equivalents. Total capital is calculated as "equity", as shown in the consolidated statement of financial position.

The Group's debt-to-equity ratios as at 31 December 2022 and 2021 are as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Net (cash)/debt (note 28(b))	(現金)/債務淨額(附註28(b))	(93,361)	64,946
Total equity	權益總額	331,023	168,883
Debt-to-equity ratio	權益負債比率	N/A不適用	38.46%

3.3 Fair value estimation

The carrying amounts of the Group's financial assets and financial liabilities are measured at amortised cost. The directors of the Group consider that the carrying amounts approximate their fair values as at 31 December 2022 due to their short maturities (2021: same).

The fair values of other long-term financial assets and liabilities, if any, are estimated using the expected future payments discounted at the market interest rates and approximate their carrying amounts.

3 金融風險管理(續)

3.2 資本管理

本集團的資本管理宗旨是保障本集團持續經營能力，以求為股東提供回報及其他相關人士代理利益，以及維持最佳資本結構以減少資本成本。為維持或調整資本結構，本集團可能會調整支予股東的股息金額，或發行新股或出售資產以減少債務。本集團根據權益負債比率監控資本。該比率按債務淨額除以總資本計算。債務淨額按借款、租賃負債、應付股東款項及可贖回權的金融負債減現金及現金等價物計算。總資本按綜合財務狀況表所示的「權益」計算。

本集團截至2022年及2021年12月31日的權益負債比率如下：

3.3 公平值估計

本集團之金融資產及金融負債賬面值按攤銷成本計量。本集團董事認為由於到期時間短，其賬面值與2022年12月31日的公平值相若(2021年：相同)。

其他長期金融資產及負債的公平值(如有)，乃用預期未來付款按市場利率折讓進行估計，與其賬面值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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4 CRITICAL ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing the financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant effect on the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Depreciation of property, plant and equipment and right-of-use assets, and amortisation of intangible assets

The Group's management determines the estimated useful lives, residual values and related depreciation and amortisation charges for its property, plant and equipment, right-of-use assets and intangible assets respectively. This estimate is based on the historical experience of the actual useful lives and residual values of the aforementioned assets of similar nature and functions. Management will increase the depreciation and amortisation charge where useful lives are less than previously estimated lives and will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives and actual residual values may differ from estimated residual values. Periodic review could result in a change in useful lives and residual values and therefore depreciation and amortisation charges in future periods.

(b) Income taxes

Significant judgement is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Recognition of deferred tax assets, which principally relates to inventory impairment provision, financial assets and contract assets impairment provision and onerous contract provision, depends on management's expectation of future taxable profits that would be available against which the temporary differences could be utilised. The outcome of their actual utilisation may be different.

4 關鍵估計及判斷

對編製財務報表所用的估計及判斷作出持續評估，而評估乃基於過往經驗及其他因素進行，包括在目前情況下對未來事件的合理預測。產生的會計估計，顧名思義，很少等於實際結果。下文載列對下一個財政年度內資產及負債的賬面值有重大影響的估計及假設。

(a) 物業、廠房及設備及使用權資產的折舊及無形資產攤銷

本集團管理層就其物業、廠房及設備、使用權資產及無形資產分別釐定估計可使用年期、剩餘價值及相關折舊及攤銷費用。該估計根據擁有類似性質及功能的物業、廠房及設備、使用權資產及無形資產實際可使用年期及剩餘價值的過往經驗而釐定。倘可使用年期少於先前所估計的年限，管理層將增加折舊及攤銷費用，並將撇銷或撇減已報廢或出售就技術角度而言屬陳舊或非策略性的資產。實際經濟壽命可能與估計的可使用年期不同，而實際剩餘價值可能與估計的剩餘價值不同。定期檢討可能導致可使用年期及剩餘價值出現變動，因而引致折舊及攤銷開支於未來期間的變動。

(b) 所得稅

在釐定所得稅的撥備時，須作出重大判斷。日常業務過程中多項交易及計算均難以確定最終稅額。倘該等事宜的最終稅務結果與初始記錄的金額有所不同，則該等差額將影響作出相應釐定期內的所得稅及遞延所得稅撥備。

確認遞延稅項資產(主要與存貨減值撥備、金融資產及合約資產減值撥備及虧損合約撥備損有關)視乎管理層預期未來有應課稅溢利以抵銷暫時性差額。遞延稅項資產的實際動用結果或會不同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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4 CRITICAL ESTIMATES AND JUDGEMENTS

(continued)

(c) Impairment of trade receivables, contract assets and finance lease receivables

The loss allowances for trade receivables, contract assets and finance lease receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the previous credit history, ageing analysis, probability of default and current market condition. In assessing the recoverability of receivables, it requires the use of judgements and estimates based on past history, existing market conditions as well as forward-looking factors.

(d) Net realisable value of inventories

The Group reviews the ageing analysis at each reporting date and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for use in IT projects or sale. The Group estimates the net realisable value for these inventories based primarily on the latest invoice prices, current market conditions and historical experience of inventory consumption in IT projects and selling products of similar nature. The Group carries out an inventory review on a product-by-product basis at each reporting date and makes allowance for obsolete items.

4 關鍵估計及判斷(續)

(c) 貿易應收款項、合約資產及融資租賃應收款項的減值

貿易應收款項、合約資產及融資租賃應收款項的虧損撥備基於有關違約風險及預期虧損率的假設釐定。基於過往信貸歷史、賬齡分析、違約的可能性及當期市況，本集團於作出該等假設及挑選用於減值計算的輸入值時作出了判斷。評估應收款項的可收回性時，需基於過往歷史、現有市況及前瞻性因素作出判斷及估計。

(d) 存貨的可變現淨值

本集團於各報告期末檢討存貨賬齡分析，並對確定不再適合IT項目或銷售使用的過時及滯銷存貨項目進行撇減。本集團基於最新發票價格、當期市況及使用存貨於IT項目及銷售類似性質產品的過往經驗估計該等存貨的可變現淨值。本集團於各報告期末按逐個產品基準檢討存貨並就過時項目計提撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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4 CRITICAL ESTIMATES AND JUDGEMENTS

(continued)

(e) Revenue recognition from Professional IT services

Revenue from Professional IT services is recognised according to the progress towards completion of each individual contract, which is measured by reference to the proportion of contract costs incurred to date to estimated total contract costs. The recognition of contract revenue requires significant management judgement and involves estimation uncertainty. Estimated contract costs mainly comprise material costs, subcontracting charges and project staff costs. In order to ensure the total estimated costs are accurate and up to date such that contract revenue can be measured reliably, management reviews the estimated total contract costs, costs incurred to date and costs to complete the remaining performance obligations for each contract regularly, and revises the estimated total contract costs when necessary. As such, the increase or decrease in estimated total contract costs results in the adjustments to the progress towards completion and the corresponding amount of revenue recognised in the period.

(f) Financial liability for redeemable rights

As mentioned in note 25 to the consolidated financial statements, the Company has issued ordinary shares with redeemable rights to DHQ (Macau) during pre-IPO investments, the potential cash payments related to the redeemable rights are accounted for as a financial liability. The liability is initially recognised at present value of the redemption amount, which is determined by the management in accordance with the terms under the investment agreement, and such recognition involved the use of significant accounting estimates and judgments.

4 關鍵估計及判斷(續)

(e) 專業IT解決方案服務的收益確認

專業IT解決方案服務的收益根據每份單獨合約的完工進度予以確認，其計量乃參考迄今所產生的合約成本佔總估計合約成本的比例進行。合約收益的確認需管理層作出重大判斷且涉及估計不確定性。估計合約成本主要包括材料成本、分包費用及項目員工成本。為確保總估計成本準確及截至目前有關合約收益能可靠計量，管理層定期檢查總估計合約成本、迄今產生的成本及完成每份合約餘下履約責任的成本，並於必要時修訂總估計合約成本。因此，總估計合約成本的增加或減少會導致完工進度的調整及期內已確認收益的相應調整。

(f) 可贖回權的金融負債

如綜合財務報表附註25所述，於首次公開發售前投資，本公司已向大橫琴(澳門)發行可贖回權的普通股。與可贖回權相關的潛在現金付款列為金融負債。負債初步按贖回金額的現值確認，管理層按照投資協議之條款釐定，及該等確認涉及使用重要會計估計判斷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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5 SEGMENT INFORMATION

The Group is principally engaged in the provision of Professional IT services, Managed services, IT equipment leasing, IT maintenance and consultancy services, as well as distribution and resale of packaged hardware and software. The performance of the Group is subject to seasonal fluctuations. The Group's business activities, for which discrete financial statements are available, are regularly reviewed and evaluated by the CODMs. The CODMs have been identified as the Directors. The Directors regard the Group's business as a single operating segment and review the consolidated financial statements accordingly. As the Group has only one operating segment qualified as reporting segment under IFRS 8 and the information that regularly reviewed by the Directors for the purposes of allocating resources and assessing performance of the operating segment is the financial statements of the Group without separate segmental analysis presented in the consolidated financial statements. The Directors assess the performance based on profit before taxes. The amounts provided to the Directors with respect to total assets and total liabilities are measured in a manner consistent with that in the consolidated statement of financial position.

5 分部資料

本集團的主營業務為提供專業IT服務、託管服務、IT設備租賃、IT維護及諮詢服務以及分銷及轉售套裝硬件及軟件。本集團的業績受季節變動的影響。主要經營決策人定期檢討並評估本集團的業務活動(可就業務活動取得不同財務報表)。主要經營決策人獲認定為董事。董事將本集團的業務視作一項單一的營運分部，並相應檢討綜合財務報表。就分配資源及評估經營分部的表現而言，由於本集團僅有一個經營分部符合國際財務報告準則第8號規定的呈報分部，董事定期審查之有關資料乃本集團的財務報表，而並無於綜合財務報表呈列單獨的分部分析。董事基於除稅前溢利評估表現。向董事提供有關資產總值及負債總額的金額乃按與綜合財務狀況表相一致的方式計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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5 SEGMENT INFORMATION (continued)

(a) An analysis of the Group's revenue by business line and nature is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Enterprise IT solutions	企業IT解決方案		
Professional IT services	專業IT服務	262,606	289,223
Managed services	託管服務	24,255	18,656
Lease income from IT equipment (note)	IT設備所得租賃收入(附註)	699	16,697
IT maintenance and consultancy services	IT維護及諮詢服務	69,937	70,388
		357,497	394,964
Distribution and resale	分銷及轉售		
Distribution	分銷	143,879	99,860
Resale	轉售	79,457	39,478
		223,336	139,338
Total revenue	總收益	580,833	534,302

Note: Lease income from IT equipment

附註：IT設備所得租賃收入

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Dealer lessor arrangement (note)	交易商出租人安排(附註)	699	16,697
Lease income from IT equipment	IT設備所得租賃收入	699	16,697

Note: For the years ended 31 December 2022 and 2021, the costs associated with dealer lessor arrangements were HK\$595,000 and HK\$14,357,000 respectively, while selling profits from such arrangements, where they are finance leases, were HK\$104,000 and HK\$2,340,000 respectively.

附註：截至2022年及2021年12月31日止年度，交易商出租人安排相關成本分別為595,000港元及14,357,000港元，而來自該等安排（其為融資租賃）的銷售溢利分別為104,000港元及2,340,000港元。

For finance income on the finance lease receivables recognised during the year, please refer to note 9 to the consolidated financial statements for details. There was no income related to variable lease payments not included in the measurement of the finance lease receivables.

有關年內已確認融資租賃的投資淨額的融資收入的詳情，請參閱綜合財務報表附註9。並無與可變租賃付款有關的收入未計入融資租賃的計量投資淨額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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5 SEGMENT INFORMATION (continued)

(b) An analysis of the Group's revenue by timing of satisfaction of performance obligations is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Timing of revenue recognition	收益確認時間		
Recognised at a point in time	於某一時間點確認	236,010	148,308
Recognised over time	於一段時間內確認	344,124	369,297
Revenue from contracts with customers	來自客戶合約的收益	580,134	517,605
Lease income from IT equipment	IT設備所得租賃收入	699	16,697
Total revenue	總收益	580,833	534,302

5 分部資料(續)

(b) 本集團按履行履約責任的時間劃分的收益分析如下：

(c) An analysis of the Group's revenue by recognition method is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Recognised on a gross basis	按總額基準確認	570,276	509,489
Recognised on a net basis	按淨額基準確認	9,858	8,116
Revenue from contracts with customers	來自客戶合約的收益	580,134	517,605
Lease income from IT equipment	IT設備所得租賃收入	699	16,697
Total revenue	總收益	580,833	534,302

(c) 本集團按確認方法劃分的收益分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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5 SEGMENT INFORMATION (continued)

(d) The following table sets out the revenue from external customers contributing 10% or more of the total revenue of the Group.

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A	客戶A	—*	118,127
Customer B	客戶B	—*	61,783

* Neither the corresponding customers nor other customers contribute 10% or more of the total revenue of the Group for the year ended 31 December 2022.

(e) The following table sets out the Group's revenue from external customers by geographical location as determined by the country/region of domicile which the Group operates. The geographical location of revenue is based on the physical location of assets through which the services were provided or the location at which the goods were delivered.

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Macau	澳門	371,777	405,459
Hong Kong	香港	167,944	128,602
The PRC	中國	41,112	241
Total revenue	總收益	580,833	534,302

* 有關客戶及其他客戶均無對本集團截至2022年12月31日止年度的總收益貢獻10%或以上。

(e) 下表載列按本集團經營所在國家／地區所釐定地理位置劃分的本集團來自外部客戶的收益。收益的地理位置基於提供服務的資產的物理位置或交付貨物的位置。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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5 SEGMENT INFORMATION (continued)

(f) The following table sets out the Group's non-current assets other than financial instruments and deferred tax assets based on the physical location of the asset, the location of the operations to which they are allocated and the location of operation.

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Macau	澳門	22,724	18,308
Hong Kong	香港	5,956	8,245
The PRC	中國	14,948	13,065
		43,628	39,618

5 分部資料(續)

(f) 下表根據資產所在物理位置、獲分配資產的業務所在地及經營所在地載列本集團的非流動資產(金融工具及遞延稅項資產除外)。

(g) Assets and liabilities related to contracts with customers

The Group has recognised the following assets and liabilities related to contracts with customers:

(g) 與客戶合約有關的資產及負債

本集團已確認以下與客戶合約有關的資產及負債：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Contract assets	合約資產		
Non-current	非流動		
Professional IT services	專業IT服務	8,652	6,367
IT maintenance and consultancy services	IT維護及諮詢服務	19	8
Current	流動		
Professional IT services	專業IT服務	75,131	75,463
IT maintenance and consultancy services	IT維護及諮詢服務	4,580	3,241
Managed services	託管服務	962	474
Total contract assets	合約資產總值	89,344	85,553
Less: loss allowance (note 3.1(b))	減：虧損撥備(附註3.1(b))	(857)	(579)
Total contract assets, net of loss allowance	合約資產總值，扣除虧損撥備	88,487	84,974

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022

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5 SEGMENT INFORMATION (continued)

(g) Assets and liabilities related to contracts with customers (continued)

The Group has recognised the following assets and liabilities related to contracts with customers: (continued)

5 分部資料(續)

(g) 與客戶合約有關的資產及負債(續)

本集團已確認以下與客戶合約有關的資產及負債：(續)

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Assets recognised for costs incurred during the year	就年內所產生的成本而確認的資產		
– to obtain a contract	– 取得合約	10,006	6,032
– to fulfil a contract	– 履行合約	3,464	1,349
		13,470	7,381
Contract liabilities	合約負債		
Non-current	非流動		
IT maintenance and consultancy services	IT維護及諮詢服務	3,503	5,578
Current	流動		
Professional IT services	專業IT服務	60,728	17,723
IT maintenance and consultancy services	IT維護及諮詢服務	14,757	20,450
Managed services	託管服務	7,399	3,611
Distribution	分銷	971	2,850
Resale	轉售	880	690
Total contract liabilities	合約負債總額	88,238	50,902

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5 SEGMENT INFORMATION (continued)

(g) Assets and liabilities related to contracts with customers (continued)

(i) Significant changes in contract assets and liabilities

Contract assets have increased as the Group has provided more services ahead of the agreed payment schedules for some fixed-price contracts. Whilst in some other cases the Group is able to negotiate for larger prepayments ahead of rendering of services, this results in an increase in contract liabilities. The increasing trend for contract assets and contract liabilities during the year ended 31 December 2022 is primarily due to an increase in overall contract activities.

The Group has recognised a loss allowance for contract assets in accordance with IFRS 9, please refer to note 3.1(b) to the consolidated financial statements for further information.

(ii) Contract costs

The costs incurred to obtain or fulfil a contract are to be recognised as contract costs. The Group incurred costs to obtain a contract in respect of sales commission paid to the marketing personnel upon successful negotiation of long-term contracts. The costs are directly related to the contract and are expected to be recovered. They are therefore recognised as an asset from costs to obtain a contract.

The Group has also incurred direct labour costs from the engineers for fulfilling the obligations in relation to the software development contracts. The labour costs are directly related to the software development contracts, used to fulfil performance obligations of the contracts and are expected to be recovered. Hence, they are also recognised as an asset from costs to fulfil a contract.

5 分部資料(續)

(g) 與客戶合約有關的資產及負債(續)

(i) 合約資產及負債的重大變動

由於本集團在達成部分固定價格合約的付款時間表前提供了更多服務，故合約資產增加。然而，於若干其他情形下，本集團在提供服務前可協商大額預付款項，此舉會導致合約負債增加。於截至2022年12月31日止年度，合約資產及合約負債呈不斷上升趨勢主要是由於整體合約活動增加。

本集團亦根據國際財務報告準則第9號確認合約資產的虧損撥備，進一步資料請參閱綜合財務報表附註3.1(b)。

(ii) 合約成本

就取得或履行合約而產生的成本將被確認為合約成本。本集團於成功協商長期合約時就向推廣人員支付銷售佣金產生取得合約的成本。該等成本直接與合約有關且預期可收回，因此被確認為從獲得合約成本中獲得的資產。

本集團亦因履行與軟件開發合約相關的責任而產生來自工程師的直接勞工成本。勞工成本與軟件開發合約直接相關，用於履約義務及預計可收回，因此亦從履行合約所產生的成本中被確認為資產。

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5 SEGMENT INFORMATION (continued)

(g) Assets and liabilities related to contracts with customers (continued)

(ii) Contract costs (continued)

The assets are amortised on a systematic basis over the term of the specific contract they relate to or when the transfer of the control to the customer happens, consistent with the pattern of the associated revenue recognition. Regarding to the amortisation in relation to costs to obtain a contract, HK\$9,360,000 were recognised as cost of providing services for the year ended 31 December 2022 (2021: HK\$6,289,000), while amortisation of HK\$ 2,010,000 was recognised as cost of providing services in relation to costs to fulfil a contract for the year ended 31 December 2022 (2021: HK\$1,116,000).

For the contract costs, please refer to note 19 to the consolidated financial statements for details.

(iii) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior year:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Revenue recognised that was included in the balance at beginning of the year	年初計入結餘的已確認收益		
Professional IT services	專業IT服務	16,277	10,425
IT maintenance and consultancy services	IT維護及諮詢服務	18,692	11,785
Managed services	託管服務	2,958	491
Distribution	分銷	2,437	544
Resale	轉售	348	1,652

5 分部資料(續)

(g) 與客戶合約有關的資產及負債(續)

(ii) 合約成本(續)

資產於與其有關的指定合約期限內或當控制權轉讓到客戶時按系統性基準攤銷，與確認相關收益的模式一致。截至2022年12月31日止年度，就取得合約的成本相關的攤銷而言，9,360,000港元(2021年：6,289,000港元)確認為提供服務的成本，而於截至2022年12月31日止年度，就履行合約的成本而言，攤銷2,010,000港元(2021年：1,116,000港元)確認為提供服務的成本。

有關合約成本詳情請參閱綜合財務報表附註19。

(iii) 確認與合約負債有關的收益

下表列示於當前報告期間與結轉合約負債有關的已確認收益金額及於過往年度與履行履約責任有關的收益金額：

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5 SEGMENT INFORMATION (continued)

(g) Assets and liabilities related to contracts with customers (continued)

(iv) Unsatisfied performance obligations

The following table shows unsatisfied performance obligations resulting from fixed-price long-term service contracts:

	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Aggregate amount of the transaction price allocated to long-term service contracts that are partially or fully unsatisfied at end of the year		
Professional IT services	7,269	90,578
IT maintenance and consultancy services	15,054	13,145
Managed services	17,742	27,595
	40,065	131,318

For the Group's provision of services mentioned in the above where its contract period is more than one year, the Group expects that 49.03% (HK\$19,643,000) of the transaction price allocated to the unsatisfied performance obligations as at 31 December 2022 will be recognised as revenue during the next reporting period (2021: 76.18%, HK\$100,038,000). The remainings will be recognised subsequently. The amount disclosed above does not include variable consideration which is constrained.

For all other contracts with customers with period of one year or less or if the Group has a right to consideration from a customer in an amount that corresponds directly with the value of the Group's performance completed to date, as permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

5 分部資料(續)

(g) 與客戶合約有關的資產及負債(續)

(iv) 未履行的履約責任

下表列示固定價格長期服務合約所產生的未履行履約責任：

由於本集團提供上述服務的合約期限為1年以上，故本集團預計截至2022年12月31日分配至未履行履約責任的成交價中49.03% (19,643,000港元) 將於下一報告期內確認為收益 (2021年：76.18%，100,038,000港元)。餘下款項將於其後確認。上述金額並無包括有限的可變代價。

在國際財務報告準則第15號准許下，就於1年或以內期間的所有其他客戶合約而言或倘本集團有權考慮直接與本集團迄今已履約價值一致的客戶金額，本集團並無披露分配至未履行合約的成交價。

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6 OTHER INCOME AND OTHER NET GAINS

6 其他收入及其他收益淨額

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Government grants (note i)	政府補助(附註i)	2,687	141
Incentives from vendors for marketing events (note ii)	就營銷活動從供應商獲得的獎勵(附註ii)	1,636	898
Net foreign exchange gains	匯兌收益淨額	379	26
Others	其他	105	169
		4,807	1,234

Notes:

- (i) For the years ended 31 December 2022 and 2021, the city in the PRC where one of the subsidiaries operates has granted conditional financial subsidies, based on the size of the properties leased, to businesses of the technological sector operating at the designated area for regional growth.
- (ii) Vendors of the Group agreed to grant certain amount of incentives to reward the Group for holding marketing events to promote business activities and opportunities in relation to their brands.

附註：

- (i) 截至2022年及2021年12月31日止年度，其中一間附屬公司經營所在的中國城市已根據租賃物業的規模向在指定區域經營的科技行業企業提供有條件的財政補貼，以促進區域增長。
- (ii) 本集團供應商同意授出一定獎勵以獎勵本集團舉行營銷活動推廣業務及促進與品牌有關的機會。

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7 EXPENSES BY NATURE

7 按性質劃分的開支

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Cost of inventories sold and services provided (note 17)	已售存貨及已提供服務的成本(附註17)	443,953	383,620
Employee benefit expenses (including directors' emoluments) (note 8)	僱員福利開支(包括董事酬金)(附註8)	90,221	72,695
Entertaining and travelling expenses	娛樂及差旅開支	3,750	2,592
Depreciation of property, plant and equipment (note 12)	物業、廠房及設備折舊(附註12)	4,329	4,061
Depreciation of right-of-use assets (note 13)	使用權資產折舊(附註13)	7,351	6,589
Amortisation of intangible assets (note 14)	無形資產攤銷(附註14)	1,000	830
Short-term operating lease expenses (note 13)	短期經營租賃開支(附註13)	290	460
Network security maintenance expenses	網絡安全維護開支	2,063	1,821
Legal and professional services	法律及專業服務	1,300	319
Auditors' remuneration	核數師酬金		
– Audit services	– 核數服務	2,601	604
– Non-audit services	– 非核數服務	17	99
Listing expenses	上市開支	8,616	17,536
Provision for impairment of inventories (note 17)	存貨減值撥備(附註17)	1,475	1,147
(Reversal of)/provision for impairment losses on financial assets and contract assets	金融資產及合約資產的減值虧損(撥回)/撥備	(991)	1,278
Others	其他	12,000	10,157
		577,975	503,808
Analysed by:	經分析：		
Cost of sales	銷售成本	480,481	422,192
Selling and distribution expenses	銷售及分銷開支	24,567	18,687
General and administrative expenses	一般及行政開支	67,230	61,651
Research and development expenses	研究與開發開支	6,688	–
(Reversal of)/provision for impairment losses on financial assets and contract assets	金融資產及合約資產的減值虧損(撥回)/撥備	(991)	1,278
		577,975	503,808

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) 8 僱員福利開支(包括董事酬金)

(a) Employee benefit expenses are analysed as follows:

(a) 僱員福利開支的分析如下：

	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Salaries, wages and bonuses 薪金、工資及分紅	67,738	55,933
Sales commission expenses 銷售佣金開支	13,533	10,524
Pension costs – defined contribution plan (note i) 退休金成本—界定供款計劃(附註i)	2,460	1,286
Social security fund, housing and other employee benefits (note ii) 社會保障基金、住房及其他僱員福利(附註ii)	6,490	4,952
	90,221	72,695

Notes:

- (i) For employees in Hong Kong, the Group participates in the MPF Scheme established under the Mandatory Provident Fund Ordinance, which is a defined contribution scheme. For employees in the PRC, the Group makes monthly contributions to the defined contribution retirement benefit plans administrated and operated by the relevant municipal and provincial governments in accordance with the rules and regulations in the PRC.

During the year ended 31 December 2022, no forfeited contributions were used to reduce the contributions payable by the Group (2021: nil). No forfeited contribution under the MPF Scheme is available to reduce the contribution payable in future years.

- (ii) The Group contributes a fixed amount on a monthly basis to the central social security scheme operated by the Macau Special Administrative Region Government for its employees in Macau; while for its employees in the PRC, the Group also makes monthly contributions to the local government supervised housing funds, medical insurances and other social insurances for its employees, calculated as certain percentages of their salaries.

附註：

- (i) 就香港僱員而言，本集團參與按照強制性公積金計劃條例設立的強制性公積金計劃，該計劃為定額供款計劃。就中國僱員而言，本集團根據中國規則及法規每月向相關市政府及省級政府管理及營運的定額供款退休福利計劃供款。

截至2022年12月31日止年度，概無任何沒收供款用作減少本集團應付的供款(2021年：無)。概無任何強積金計劃項下的沒收供款可用以減少未來年度應付的供款。

- (ii) 本集團每月為澳門僱員以固定款額向澳門特別行政區政府營運的中央社會保障計劃供款。本集團亦為其在中國的僱員按僱員工資的若干百分比每月作出由當地政府監管的住房公積金、醫療保險及其他社會保險的供款。

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8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2022 included one director (2021: two directors). Emoluments of the directors are reflected in the analysis presented in note 31 to the consolidated financial statements. The emoluments payable to the remaining four individuals during the year ended 31 December 2022 (2021: three individuals) are as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Salaries, wages and bonuses	薪金、工資及分紅	1,734	1,459
Sales commission expenses	銷售佣金開支	6,515	2,672
Pension costs – defined contribution plan	退休金成本 – 界定供款計劃	18	18
Social security fund, housing and other employee benefits	其他社會保障成本、住房及其他僱員福利	468	1
		8,735	4,150

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		Number of individuals 人數	
		2022 2022年	2021 2021年
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	–	2
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至2,000,000港元	3	1
HK\$2,500,001 – HK\$3,000,000	2,500,001港元至3,000,000港元	1	–
		4	3

(i) No emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2022 (2021: nil).

8 僱員福利開支(包括董事酬金) (續)

(b) 五名最高薪人士

截至2022年12月31日止年度，本集團五名最高薪人士包括一名董事(2021年：兩名董事)。董事酬金於綜合財務報表附註31的分析中呈示。截至2022年12月31日止年度應付餘下四名人士(2021年：三名人士)的酬金如下：

酬金屬以下範圍的非董事及非主要行政人員最高薪僱員人數如下：

(i) 於截至2022年12月31日止年度，本集團概無向任何五名最高薪酬人士支付薪酬，作為吸引彼等加入本集團或加入本集團後的獎勵或者離任的補償(2021年：無)。

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9 FINANCE INCOME AND COSTS

9 融資收入及成本

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Finance income	融資收入		
– Bank deposits	– 銀行存款	569	43
– Finance lease receivables	– 融資租賃應收款項	595	618
– Financing components in relation to contracts with customers	– 與客戶合約有關的融資部分	100	104
		1,264	765
Finance costs	融資成本		
– Lease liabilities	– 租賃負債	(472)	(532)
– Borrowings	– 借款	(664)	(433)
– Financial liability for redeemable rights (note 25)	– 可贖回權的金融負債(附註25)	(1,091)	(1,502)
– Others	– 其他	(26)	(24)
		(2,253)	(2,491)
Finance costs – net	融資成本 – 淨額	(989)	(1,726)

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10 INCOME TAX EXPENSE (a) Income tax expense

10 所得稅開支 (a) 所得稅開支

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Current income tax	即期所得稅		
– Macau complementary tax	– 澳門所得補充稅	3,210	5,059
– Hong Kong profits tax	– 香港利得稅	888	916
– Adjustments for current income tax of prior years	– 就過往年度即期所得稅的調整	(130)	357
		3,968	6,332
Deferred income tax (note 15)	遞延所得稅(附註15)		
– Increase in deferred tax assets	– 遞延稅項資產增加	(294)	(520)
– (Decrease)/increase in deferred tax liabilities	– 遞延稅項負債(減少)/增加	(246)	187
		(540)	(333)
Income tax expense	所得稅開支	3,428	5,999

The Group's principal applicable taxes and tax rates are as follows:

Cayman Islands and British Virgin Islands

Under the prevailing laws of the Cayman Islands, the Company is not subject to tax on income or capital gains. In addition, no Cayman Islands withholding tax is payable on dividend payments by the Company to its shareholders. The Group's entities incorporated in the British Virgin Islands are not subject to tax on income or capital gains.

本集團的主要適用稅項及稅率如下：

開曼群島及英屬處女群島

根據開曼群島現行法律，本公司無須就收入或資本收益支付稅項。此外，本公司無須就股息付款向其股東支付開曼群島預扣稅。本集團於英屬處女群島註冊成立的實體無須就收入或資本收益支付稅項。

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10 INCOME TAX EXPENSE (continued)

(a) Income tax expense (continued)

The Group's principal applicable taxes and tax rates are as follows: (continued)

Macau

The entities within the Group incorporated in Macau are subject to Macau complementary tax at progressive rates ranging from 3% to 9% on the taxable income above MOP32,000 but below MOP300,000, and thereafter at a fixed rate of 12%. In addition, for the years ended 31 December 2022 and 2021, special tax incentives were provided to the effect that the tax-free income threshold was increased from MOP32,000 to MOP600,000 and the profit thereafter being taxed at a fixed rate of 12%. Furthermore, in response to the economic downturn as a result of the COVID-19 outbreak, the Macau Legislative Assembly passed a one-off measures to deduct MOP300,000 (equivalent to approximately HK\$291,000) from the 2020 Macau complementary tax payments.

Hong Kong

In March 2018, the government of Hong Kong Special Administrative Region introduced a two-tiered profits tax rates regime by enacting the Ordinance. Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of qualifying corporations is taxed at 8.25% and the remaining assessable profits at 16.5%. The Ordinance had been effective since the year of assessment 2018 to 2019. The provisions for Hong Kong Profits Tax of the nominated subsidiary for the years ended 31 December 2022 and 2021 are calculated in accordance with the two-tiered profits tax rates regime; while the provisions, if any, for the other subsidiary incorporated in Hong Kong remain calculated at 16.5% of the assessable profits.

10 所得稅開支(續)

(a) 所得稅開支(續)

本集團的主要適用稅項及稅率如下：
(續)

澳門

於澳門註冊成立及營運的本集團內實體須就高於32,000澳門元但低於300,000澳門元的應課稅收入按介乎3%至9%的累進稅率支付澳門所得補充稅，其後則按固定稅率12%支付補充稅。此外，澳門所得補充稅規章於截至2022年及2021年12月31日止年度作出特別稅優惠，就應課稅收入取得免稅額由32,000澳門元增加至600,000澳門元，其後溢利按固定稅率12%納稅。此外，為應對COVID-19爆發導致經濟放緩，澳門立法會通過一次性措施，從2020年澳門所得補充稅款中扣除300,000澳門元(相當於約291,000港元)。

香港

於2018年3月，香港特別行政區政府通過制定條例，引入利得稅率兩級制。根據利得稅率兩級制，合資格企業的首2百萬港元應課稅溢利的稅率為8.25%，其餘應課稅溢利則按16.5%徵稅。條例自2018年至2019年的課稅年度起生效。於截至2022年及2021年12月31日止年度，該指定附屬公司的香港利得稅的撥備乃根據利得稅率兩級制計提；而其他在香港註冊成立的附屬公司，則仍然按應課稅溢利的16.5%計提撥備(如有)。

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10 INCOME TAX EXPENSE (continued)

(a) Income tax expense (continued)

The Group's principal applicable taxes and tax rates are as follows: (continued)

The PRC

CIT was made on the estimated assessable profits of the entities within the Group incorporated and operating in the PRC and was calculated in accordance with the relevant tax rules and regulations of the PRC. The general CIT rate is 25% for the years ended 31 December 2022 and 2021.

Withholding tax on undistributed profits

According to the relevant tax rules and regulations of the PRC, distribution to foreign investors of profits earned by PRC companies since 1 January 2008 is subject to withholding tax of 5% or 10%, depending on the country of incorporation of the foreign investors' foreign incorporated immediate holding companies.

During the years ended 31 December 2022 and 2021, there were no unremitted earnings whose distribution to owners from PRC subsidiaries that are subject to withholding tax of 5%. No deferred tax liabilities were provided on the unremitted earnings.

10 所得稅開支(續)

(a) 所得稅開支(續)

本集團的主要適用稅項及稅率如下：
(續)

中國

企業所得稅乃按於中國註冊成立及營運的本集團內實體的估計應課稅溢利作出並根據中國有關稅項規則及法規計算。於截至2022年及2021年12月31日止年度，一般企業所得稅稅率為25%。

未分配溢利的預扣稅

根據中國有關稅項規則及法規，向外國投資者分派中國公司自2008年1月1日起賺取的溢利須支付5%或10%（視乎外國投資者的外國註冊成立直接控股公司的註冊成立國家而定）預扣稅。

於截至2022年及2021年12月31日止年度，並無來自中國附屬公司的未匯出盈利（向擁有人派發）須繳納5%的預扣稅。並無就未匯出盈利計提遞延所得稅負債。

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10 INCOME TAX EXPENSE (continued)

(b) Numerical reconciliation of income tax expense

10 所得稅開支(續)

(b) 所得稅開支的數值對賬

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	6,676	30,002
Tax calculated at applicable statutory tax rate	按適用法定稅率計算的稅項	176	5,802
Income not subject to tax	無須納稅收入	(260)	(13)
Expenses not deductible for tax purposes	不可扣稅開支	49	49
Adjustments for current income tax of prior years	就過往年度即期所得稅的調整	(130)	357
Additional tax incentive for COVID-19	針對COVID-19的額外稅收優惠	—	(291)
Tax losses not recognised as deferred tax assets	並無確認為遞延稅項資產的稅項虧損	3,593	285
Recognition of deferred tax assets previously not recognised (note)	確認過往並無確認的遞延稅項資產(附註)	—	(229)
Other temporary differences not recognised as deferred taxes (note)	並無確認為遞延稅項的其他暫時性差額(附註)	—	39
Income tax expense	所得稅開支	3,428	5,999

Note: Other temporary differences not recognised as deferred taxes included potential non-allowable tax deduction or non-taxable income arisen from an entity within the Group incorporated in Macau. For the year ended 31 December 2021, the Group had performed reassessment on these deferred tax assets not recognised and recognised HK\$229,000 deferred tax assets of prior years.

附註：並無確認其他暫時性差額，是由於本集團於澳門註冊成立的實體就潛在未獲允許的稅項減免或不可課稅收入所產生的遞延稅項所致。截至2021年12月31日止年度，本集團已重新評估該等過往年度未確認及已確認的遞延稅項資產229,000港元。

The weighted average applicable tax rate was 51.35% and 20.00% for the years ended 31 December 2022 and 2021 respectively. The change is mainly caused by the differences of the profitability mix of the Group's subsidiaries in the respective country/regions for the years aforementioned; while for the year ended 31 December 2022, the change is further contributed by the losses of the PRC entities within the Group not recognised as deferred tax assets.

截至2022年及2021年12月31日止年度，加權平均適用稅率分別為51.35%及20.00%。該變動是由於本集團附屬公司於上述年度在各國家/地區的盈利能力組合的差異所致；而截至2022年12月31日止年度，該變動進一步由於本集團內中國實體沒有確認遞延稅項資產的虧損所致。

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11 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of shares in issue during the years ended 31 December 2022 and 2021.

		2022 2022年	2021 2021年
Profit attributable to owners of the Company (HK\$'000)	本公司權益持有人應佔溢利(千港元)	3,252	24,003
Weighted average number of ordinary shares in issue for basic earnings per share (thousand shares)	就計算每股基本盈利的已發行普通股之加權平均數(千股)	417,803	344,601
Basic earnings per share (HK cents)		0.78	6.97

(b) Diluted earnings per share

Diluted earnings per share is calculated by adjusting the profit attributable to owners of the Company and the weighted average number of ordinary shares outstanding to assume conversion of all potentially dilutive shares.

For the year ended 31 December 2021 up to the Listing on 15 July 2022, the Group has one category of potentially dilutive shares – ordinary shares with redemption rights. The exercise of the redemption rights would be dilutive if the exercise price of such shares is above the average market price. However, the potentially dilutive shares are not considered as their dilutive impact does not decrease the basic earnings per share for the year ended 31 December 2022.

		2022 2022年	2021 2021年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利(千港元)	3,252	24,003
Weighted average number of ordinary shares in issue for diluted earnings per share (note c)	就計算每股攤薄盈利的已發行普通股的加權平均數(附註c)	417,803	348,824
Dilutive earnings per share (HK cents)		0.78	6.88

11 每股盈利

(a) 每股基本盈利

每股基本盈利按截至2022年及2021年12月31日止年度內本公司擁有人應佔溢利除以已發行股份之加權平均數計算。

(b) 每股攤薄盈利

每股攤薄盈利乃假設所有潛在攤薄股份均已轉換，按本公司擁有人應佔溢利及已發行普通股加權平均數作出調整計算。

於截至2021年12月31日止年度及直至於2022年7月15日上市時，本集團有一類可贖回潛在攤薄性股—普通股股份。倘該股份行使價超出平均市價，行使贖回權將有攤薄性。然而，潛在攤薄股並未予以考慮，原因是其攤薄影響並無減少截至2022年12月31日止年度的每股基本盈利。

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11 EARNINGS PER SHARE (continued)

(c) Weighted average number of ordinary shares in issue for diluted earnings per share

11 每股盈利(續)

(c) 就計算每股攤薄盈利的已發行普通股之加權平均數

		2022 2022年 (thousand shares) (千股)	2021 2021年 (thousand shares) (千股)
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	計算每股基本盈利時用作分母的普通股加權平均數	417,803	344,601
Adjustments for calculation of diluted earnings per share	就計算每股攤薄盈利作出的調整		
Shares with redeemable rights	可贖回權的股份	–	4,223
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	計算每股攤薄盈利時用作分母的普通股及潛在普通股加權平均數	417,803	348,824

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12 PROPERTY, PLANT AND EQUIPMENT

12 物業、廠房及設備

		Computer equipment 電腦設備 HK\$'000 千港元	Furniture and fixture 傢俱傢私 HK\$'000 千港元	Office equipment 辦公設備 HK\$'000 千港元	Leasehold improvement 租賃改良 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於2021年1月1日								
Cost	成本	9,075	842	726	8,419	5,463	-	-	24,525
Accumulated depreciation	累計折舊	(5,094)	(448)	(315)	(5,975)	(185)	-	-	(12,017)
Net carrying amount	賬面淨值	3,981	394	411	2,444	5,278	-	-	12,508
Year ended 31 December 2021	截至2021年12月31日止年度								
Opening net carrying amount	年初賬面淨值	3,981	394	411	2,444	5,278	-	-	12,508
Additions	添置	1,306	-	185	158	-	628	-	2,277
Depreciation	折舊	(1,893)	(135)	(143)	(1,496)	(279)	(115)	-	(4,061)
Exchange realignment	匯兌調整	3	-	1	1	129	-	-	134
Closing net carrying amount	年末賬面淨值	3,397	259	454	1,107	5,128	513	-	10,858
At 31 December 2021	於2021年12月31日								
Cost	成本	10,381	842	911	8,577	5,463	628	-	26,802
Accumulated depreciation	累計折舊	(6,984)	(583)	(457)	(7,470)	(335)	(115)	-	(15,944)
Net carrying amount	賬面淨值	3,397	259	454	1,107	5,128	513	-	10,858
Year ended 31 December 2022	截至2022年12月31日止年度								
Opening net carrying amount	年初賬面淨值	3,397	259	454	1,107	5,128	513	-	10,858
Additions	添置	2,437	720	232	3,942	-	-	1,705	9,036
Depreciation	折舊	(1,878)	(143)	(178)	(1,736)	(268)	(126)	-	(4,329)
Exchange realignment	匯兌調整	(112)	-	(16)	(50)	(526)	-	-	(704)
Closing net carrying amount	年末賬面淨值	3,844	836	492	3,263	4,334	387	1,705	14,861
At 31 December 2022	於2022年12月31日								
Cost	成本	12,818	1,562	1,143	12,519	5,463	628	1,705	35,838
Accumulated depreciation	累計折舊	(8,974)	(726)	(651)	(9,256)	(1,129)	(241)	-	(20,977)
Net carrying amount	賬面淨值	3,844	836	492	3,263	4,334	387	1,705	14,861

For the year ended 31 December 2022, the depreciation charges of the Group's property, plant and equipment being recognised and included in "general and administrative expenses" amounted to HK\$3,713,000 (2021: HK\$2,914,000); HK\$549,000 were included in the "cost of sales" (2021: HK\$1,147,000); and HK\$67,000 (2021: nil) were included in "research and development expenses".

截至2022年12月31日止年度，已確認並計入「一般及行政開支」的本集團物業、廠房及設備的折舊費用為3,713,000港元（2021年：2,914,000港元）；而549,000港元（2021年：1,147,000港元）計入「銷售成本」；而67,000港元（2021年：無）計入「研究與開發開支」。

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13 RIGHT-OF-USE ASSETS

13 使用權資產

		Office properties 辦公物業 HK\$'000 千港元	Office equipment 辦公設備 HK\$'000 千港元	Staff quarters 職工宿舍 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於2021年1月1日				
Cost	成本	15,477	–	916	16,393
Accumulated depreciation	累計折舊	(7,908)	–	(778)	(8,686)
Net carrying amount	賬面淨值	7,569	–	138	7,707
Year ended 31 December 2021	截至2021年12月31日止年度				
Opening net carrying amount	年初賬面淨值	7,569	–	138	7,707
Additions	添置	7,823	259	–	8,082
Early termination of lease contracts	提早終止租賃合約	(179)	–	–	(179)
Depreciation	折舊	(6,452)	(13)	(124)	(6,589)
Exchange realignment	匯兌調整	95	–	–	95
Closing net carrying amount	年末賬面淨值	8,856	246	14	9,116
At 31 December 2021	於2021年12月31日				
Cost	成本	20,780	259	164	21,203
Accumulated depreciation	累計折舊	(11,924)	(13)	(150)	(12,087)
Net carrying amount	賬面淨值	8,856	246	14	9,116
Year ended 31 December 2022	截至2022年12月31日止年度				
Opening net carrying amount	年初賬面淨值	8,856	246	14	9,116
Additions	添置	9,690	–	616	10,306
Depreciation	折舊	(7,029)	(52)	(270)	(7,351)
Exchange realignment	匯兌調整	(673)	–	–	(673)
Closing net carrying amount	年末賬面淨值	10,844	194	360	11,398
At 31 December 2022	於2022年12月31日				
Cost	成本	21,407	259	616	22,282
Accumulated depreciation	累計折舊	(10,563)	(65)	(256)	(10,884)
Net carrying amount	賬面淨值	10,844	194	360	11,398

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13 RIGHT-OF-USE ASSETS (continued)

The consolidated statement of profit or loss shows the following amounts relating to leases:

13 使用權資產(續)

綜合損益表載有與租賃有關的以下金額：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Depreciation of right-of-use assets (note 7)	使用權資產的折舊(附註7)	7,351	6,589
Finance cost (note 9)	融資成本(附註9)	472	532
Expense relating to short-term leases (note 7)	短期租賃的開支(附註7)	290	460

For the year ended 31 December 2022, the depreciation charges of the Group's right-of-use assets being recognised and included in "general and administrative expenses" amounted to HK\$7,351,000 (2021: HK\$6,589,000).

截至2022年12月31日止年度，已確認並計入「一般及行政開支」的本集團使用權資產的折舊費用為7,351,000港元(2021年：6,589,000港元)。

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14 INTANGIBLE ASSETS

14 無形資產

		Software 軟件 HK\$'000 千港元
At 1 January 2021	於2021年1月1日	
Cost	成本	2,077
Accumulated amortisation	累計攤銷	(1,160)
Net carrying amount	賬面淨值	917
Year ended 31 December 2021	截至2021年12月31日止年度	
Opening net carrying amount	年初賬面淨值	917
Additions	添置	2,335
Amortisation	攤銷	(830)
Closing net carrying amount	年末賬面淨值	2,422
At 1 January 2022	於2022年1月1日	
Cost	成本	4,412
Accumulated amortisation	累計攤銷	(1,990)
Net carrying amount	賬面淨值	2,422
Year ended 31 December 2022	截至2022年12月31日止年度	
Opening net carrying amount	年初賬面淨值	2,422
Additions	添置	165
Amortisation	攤銷	(1,000)
Exchange realignment	匯兌調整	(5)
Closing net carrying amount	年末賬面淨值	1,582
At 31 December 2022	於2022年12月31日	
Cost	成本	4,577
Accumulated amortisation	累計攤銷	(2,995)
Net carrying amount	賬面淨值	1,582

For the year ended 31 December 2022, the amortisation charges of the Group's intangible assets being recognised and included in "general and administrative expenses" amounted to HK\$1,000,000 (2021: HK\$830,000).

截至2022年12月31日止年度，已確認並計入「一般及行政開支」的本集團無形資產的攤銷費用為1,000,000港元（2021年：830,000港元）。

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15 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis. The analysis of deferred tax assets and deferred tax liabilities is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Deferred tax assets	遞延稅項資產	1,383	1,089
Deferred tax liabilities	遞延稅項負債	(4)	(250)
Deferred tax assets – net	遞延稅項資產 – 淨值	1,379	839

The net movements in deferred income tax assets and liabilities were as follows:

15 遞延所得稅

當有法律上可強制執行的權利將當期稅收資產與當期稅收負債相抵銷時，以及當遞延所得稅資產及負債與同一稅務機關對應課稅實體或不同應課稅實體徵收的所得稅有關，且有意按淨額結算時，遞延所得稅資產和負債將被對銷。遞延稅務資產及遞延稅務負債的分析如下：

遞延所得稅資產及負債的淨額變動如下：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
At beginning of the year	於年初	839	506
Credited to consolidated statement of profit or loss (note 10)	計入綜合損益表(附註10)	540	333
At end of the year	於年末	1,379	839

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15 DEFERRED INCOME TAX (continued)

The movements in deferred income tax assets and liabilities during the years ended 31 December 2022 and 2021 without taking into consideration the offsetting of balances within the same tax jurisdiction is as follows:

Deferred income tax assets

		Inventory impairment provision 存貨 減值撥備 HK\$'000 千港元	Financial assets and contract assets impairment provision 金融資產及 合約資產 減值撥備 HK\$'000 千港元	Onerous contract provision 虧損合約撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於2021年1月1日	496	73	–	569
Credited to consolidated statement of profit or loss	計入綜合損益表	448	72	–	520
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	944	145	–	1,089
Credited/(charged) to consolidated statement of profit or loss	計入/(扣除自)綜合 損益表	196	(129)	227	294
At 31 December 2022	於2022年12月31日	1,140	16	227	1,383

15 遞延所得稅(續)

截至2022年及2021年12月31日止年度，遞延所得稅資產及負債的變動(不計及抵銷相同稅務司法權區內的結餘)如下：

遞延所得稅資產

Deferred income tax liabilities

遞延所得稅負債

		Depreciation and amortisation 折舊及攤銷 HK\$'000 千港元
At 1 January 2021	於2021年1月1日	63
Charged to consolidated statement of profit or loss	扣除自綜合損益表	187
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	250
Credited to consolidated statement of profit or loss	計入綜合損益表	(246)
At 31 December 2022	於2022年12月31日	4

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15 DEFERRED INCOME TAX (continued)

Deferred income tax liabilities (continued)

The Group has the following unrecognised tax losses (after considering corresponding applicable tax rate):

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Unused tax losses for which no deferred tax asset has been recognised – without expiration date	並無確認遞延稅項資產的未動用稅項虧損－無屆滿日	487	484
Unused tax losses for which no deferred tax asset has been recognised – with expiration date	並無確認遞延稅項資產的未動用稅項虧損－有屆滿日	3,733	143
Potential tax benefit	潛在稅項優惠	4,220	627

Unrecognised tax losses (after considering corresponding applicable tax rate) carried forward with expiration date expire in the following years:

未確認稅項虧損(經考慮各自的適用稅率)結轉到期日於以下年度屆滿：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
2025	2025年	1	–
2026	2026年	143	143
2027	2027年	3,589	–
		3,733	143

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16 SUBSIDIARIES

Particulars of the principal subsidiaries at 31 December 2022 and 2021 are as follows:

16 附屬公司

於2022年及2021年12月31日的主要附屬公司詳情如下：

Entity name 實體名稱	Place and date of incorporation/ establishment and kind of legal entity 法人實體註冊成立/成立 的地點及日期以及類別	Authorised/ issued and paid up capital 已授權/ 已發行及 已繳足股本	Effective interests held by the Group 本集團持有的實際權益		Principal activities 主要業務
			At 31 December 於12月31日 2022 2022年	2021 2021年	
Directly held 直接持有					
BoardWare (BVI) Holdings Limited	BVI, 19 February 2021, limited liability company	US\$50,000/ US\$1	100%	100%	Investment holding
BoardWare (BVI) Holdings Limited	英屬處女群島，2021年2月19日， 有限責任公司	50,000美元/ 1美元	100%	100%	投資控股
BW (BVI) Holdings Limited	BVI, 19 February 2021, limited liability company	US\$50,000/ US\$1	100%	100%	Investment holding
BW (BVI) Holdings Limited	英屬處女群島，2021年2月19日， 有限責任公司	50,000美元/ 1美元	100%	100%	投資控股
Synergy (BVI) Holdings Limited	BVI, 19 February 2021, limited liability company	US\$50,000/ US\$1	100%	100%	Investment holding
Synergy (BVI) Holdings Limited	英屬處女群島，2021年2月19日， 有限責任公司	50,000美元/ 1美元	100%	100%	投資控股
Indirectly held 間接持有					
BoardWare Information System Limited	Macau, 21 April 2003, limited liability company	MOP25,000/ MOP25,000	100%	100%	Provision of Professional IT services, Managed services, IT equipment leasing, IT maintenance and consultancy services, and resale of packaged hardware and software
博維資訊系統有限公司	澳門，2003年4月21日， 有限責任公司	25,000澳門元/ 25,000澳門元	100%	100%	提供專業IT服務、託管服務、IT設備租賃、IT維護及諮詢服務以及轉售套裝硬件及軟件

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16 SUBSIDIARIES (continued)

Particulars of the principal subsidiaries at 31 December 2022 and 2021 are as follows: (continued)

16 附屬公司(續)

於2022年及2021年12月31日的主要附屬公司詳情如下：(續)

Entity name 實體名稱	Place and date of incorporation/ establishment and kind of legal entity 法人實體註冊成立/成立 的地點及日期以及類別	Authorised/ issued and paid up capital 已授權/ 已發行及 已繳足股本	Effective interests held by the Group 本集團持有的實際權益		Principal activities 主要業務
			At 31 December 於12月31日	2021 2021年	
Synergy Computers & Communications Limited	Hong Kong, 30 October 1990, limited liability company	HK\$1,000,000/ HK\$1,000,000	100%	100%	Provision of IT maintenance and consultancy services, and distribution of packaged hardware and software
智揚科技有限公司	香港, 1990年10月30日, 有限責任公司	1,000,000港元/ 1,000,000港元	100%	100%	提供IT維護及諮詢服務以及分銷套裝硬件及軟件
BoardWare Information System (HK) Limited	Hong Kong, 30 March 2017, limited liability company	HK\$10,000/ HK\$10,000	100%	100%	Provision of IT maintenance and consultancy services, and resale of packaged hardware and software
博維資訊系統(香港)有限 公司	香港, 2017年3月30日, 有限責任公司	10,000港元/ 10,000港元	100%	100%	提供IT維護及諮詢服務以及轉售套裝硬件及軟件
Zhuhai BoardWare Network Information Limited	The PRC, 20 November 2014, limited liability company	RMB24,000,000 (2021: RMB13,000,000)/ RMB24,000,000 (2021: RMB13,000,000)	100%	100%	Provision of Professional IT services, IT maintenance and consultancy services, and resale of packaged hardware and software
珠海博維網路信息有限公司	中國, 2014年11月20日, 有限責任公司	人民幣 24,000,000元 (2021年: 人民幣 13,000,000元)/ 人民幣 24,000,000元 (2021年: 人民幣 13,000,000元)	100%	100%	提供專業IT服務、IT維護及諮詢服務以及轉售套裝 硬件及軟件

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16 SUBSIDIARIES (continued)

Particulars of the principal subsidiaries at 31 December 2022 and 2021 are as follows: (continued)

16 附屬公司(續)

於2022年及2021年12月31日的主要附屬公司詳情如下：(續)

Entity name 實體名稱	Place and date of incorporation/ establishment and kind of legal entity 法人實體註冊成立/成立 的地點及日期以及類別	Authorised/ issued and paid up capital 已授權/ 已發行及 已繳足股本	Effective interests held by the Group 本集團持有的實際權益		Principal activities 主要業務
			At 31 December 於12月31日		
			2022 2022年	2021 2021年	
Guangzhou BoardWare Network Information Limited	The PRC, 8 January 2021, limited liability company	RMB8,800,000 (2021: RMB2,000,000)/ RMB8,800,000 (2021: RMB2,000,000)	100%	100%	Provision of Professional IT services, IT maintenance and consultancy services
廣州博維網絡信息有限公司	中國，2021年1月8日，有限責任公司	人民幣 8,800,000元 (2021年： 人民幣 2,000,000元)/ 人民幣 8,800,000元 (2021年： 人民幣 2,000,000元)	100%	100%	提供專業IT服務、IT維護及諮詢服務
Barco (BVI) Holdings Limited	BVI, 16 November 2022, limited liability company	US\$50,000 (2021: nil)/ US\$4,000 (2021: nil)	87.5%	-	Investment holding
Barco (BVI) Holdings Limited	英屬處女群島，2022年11月16日， 有限責任公司	50,000美元 (2021年：無)/ 4,000美元 (2021年：無)	87.5%	-	投資控股
Barco Technology Ltd.	Macau, 16 November 2022, limited liability company	MOP25,000 (2021: nil)/ MOP25,000 (2021: nil)	100%	-	Resale of packaged hardware and software and R&D activities
小舟科技有限公司	澳門，2022年11月16日，有限責任公司	25,000澳門元 (2021年：無)/ 25,000澳門元 (2021年：無)	100%	-	轉售套裝硬件及軟件及研發活動

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17 INVENTORIES

17 存貨

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Finished goods	成品	64,743	36,693
Less: provision for impairment of inventories	減：存貨減值撥備	(8,174)	(6,699)
Total inventories, net of provision	存貨總值，扣除撥備	56,569	29,994

For the years ended 31 December 2022 and 2021, the cost of inventories recognised as expense and included in "cost of sales" amounted to HK\$443,953,000 and HK\$383,620,000 respectively (note 7).

截至2022年及2021年12月31日止年度，金額分別443,953,000港元及383,620,000港元的存貨成本獲確認為開支並計入「銷售成本」(附註7)。

Write-downs of inventories to net realisable value amounted to HK\$1,475,000 and HK\$1,147,000 for the years ended 31 December 2022 and 2021 respectively (note 7). These were recognised as an expense and included in "cost of sales".

截至2022年及2021年12月31日止年度，撇銷存貨至可變現淨值分別為1,475,000港元及1,147,000港元。該等金額確認為開支並計入「銷售成本」。

18 TRADE RECEIVABLES

18 貿易應收款項

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Due from third parties	應收第三方款項	149,253	192,273
Less: loss allowance (note 3.1(b))	減：虧損撥備(附註3.1(b))	(1,806)	(3,470)
Total trade receivables, net of allowance	貿易應收款項總值，扣除撥備	147,447	188,803

Due to the short-term nature of the trade receivables, their carrying amounts are considered to be approximately the same as their fair values.

由於目前的應收款項屬短期性質，彼等的賬面值被認為與其公平值相若。

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18 TRADE RECEIVABLES (continued)

Trade receivables are denominated in the following currencies:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
HK\$	港元	62,877	128,035
MOP	澳門元	69,078	42,264
US\$	美元	3,282	21,828
RMB	人民幣	14,016	146
		149,253	192,273

18 貿易應收款項(續)

貿易應收款項以下列貨幣計值：

The credit terms of trade receivables granted by the Group are generally one to three months. The ageing analysis of the trade receivables based on invoice date is as follows:

本集團授予貿易應收款項一至三個月的信貸期。基於發票日期計算的貿易應收款項的賬齡分析如下：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Up to 3 months	3個月內	114,727	163,479
Over 3 months and within 6 months	3個月以上6個月以內	12,385	12,522
Over 6 months and within 1 year	6個月以上1年以內	4,058	13,935
Over 1 year	1年以上	18,083	2,337
		149,253	192,273

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19 DEPOSITS, PREPAYMENTS, CONTRACT COSTS AND OTHER RECEIVABLES 19 按金、預付款項、合約成本及其他應收款項

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Current portion	流動部分		
Prepayments	預付款項		
– Suppliers	– 供應商	42,031	31,991
– Deferred listing expenses	– 遞延上市開支	–	6,375
– Others	– 其他	1,904	3,452
Contract costs	合約成本		
– In relation to obtain a contract	– 有關獲取合約	1,139	513
– In relation to fulfil a contract	– 有關履行合約	1,687	233
Deposits (note 3.1(b)(ii))	按金(附註3.1(b)(ii))	10,815	6,999
Value-added tax recoverable	可收回增值稅	2,263	–
		59,839	49,563
Non-current portion	非流動部分		
Prepayments	預付款項		
– Suppliers	– 供應商	3,184	7,707
– Property, plant and equipment	– 物業、廠房及設備	17	2,151
– Intangible assets	– 無形資產	24	–
– Others	– 其他	3,857	1,030
Contract costs	合約成本		
– In relation to obtain a contract	– 有關獲取合約	36	16
Deposits (note 3.1(b)(ii))	按金(附註3.1(b)(ii))	11,503	3,899
		18,621	14,803

The carrying amounts of other financial assets at amortised cost, primarily comprises deposits, approximate their fair values at each reporting date and are denominated in the following currencies:

於各報告日期，其他按攤銷成本入賬的金融資產(主要為按金)之賬面值與其公平值相若及以下列貨幣計值：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
MOP	澳門元	19,289	8,606
HK\$	港元	1,876	1,942
RMB	人民幣	1,153	350
		22,318	10,898

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20 CASH AND CASH EQUIVALENTS AND RESTRICTED CASH 20 現金及現金等價物以及受限制現金

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Cash at bank	銀行現金	158,809	17,370
Cash in hand	手頭現金	27	40
Cash at bank and in hand	銀行及手頭現金	158,836	17,410
Less: restricted cash maintained at banks (note)	減：存放於銀行的受限制現金 (附註)	(53,317)	(2,925)
Cash and cash equivalents	現金及現金等價物	105,519	14,485

Note: As at 31 December 2022, the restricted cash represents fixed deposits of HK\$50,387,000 and HK\$2,930,000 as security for a bank facility and a bank guarantee requested by a supplier respectively.

As at 31 December 2021, the restricted cash represents fixed deposits pledged as a security for a bank guarantee requested by a supplier.

(a) Cash and cash equivalents and restricted cash are denominated in the following currencies:

附註：於2022年12月31日，受限制現金分別為50,387,000港元及2,930,000港元已抵押作為取得銀行授信及因供應商要求而取得銀行擔保的保證金。

於2021年12月31日，因供應商的要求，受限制現金已抵押作為取得銀行擔保的保證金。

(a) 現金及現金等價物及受限制現金以下列貨幣計值：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
HK\$	港元	80,325	4,639
MOP	澳門元	67,093	4,681
US\$	美元	3,383	6,119
RMB	人民幣	8,035	1,971
		158,836	17,410

The carrying amounts of cash and cash equivalents and restricted cash approximate to their fair values as at 31 December 2022 (2021: same).

於2022年12月31日，現金及現金等價物及受限制現金的賬面值與其公平值相若(2021年：相同)。

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21 SHARE CAPITAL

21 股本

		Notes 附註	Number of Shares 股份數目 '000 千股	Nominal value of Shares 股份面值 HK\$'000 千港元
Authorised	法定			
Ordinary Shares of HK\$0.01 each	每股面值0.01港元之普通股			
At 1 January 2021	於2021年1月1日		–	–
Incorporation as at 18 February 2021	於2021年2月18日註冊成立	(i)	38,000	380
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日		38,000	380
Additions during the year	年內增加	(iv)	9,962,000	99,620
At 31 December 2022	於2022年12月31日		10,000,000	100,000
Issued and fully paid	已發行及繳足			
At 1 January 2021	於2021年1月1日		–	–
Incorporation as at 18 February 2021	於2021年2月18日註冊成立	(i)	1	–*
Issuance of ordinary shares in relation to the Reorganisation of the Group	與本集團重組有關的普通股 發行	(ii)	9,999	–*
Issuance of ordinary shares in relation to the pre-IPO investments	與首次公開發售前投資有關 的普通股發行	(iii)	1,142	–*
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日		11,142	–*
Shares issued pursuant to the Capitalisation Issue	根據資本化發行已發行的股 份	(v)	374,988,858	3,750
Shares issued under the Global Offering	根據全球發售已發行的股份	(vi)	125,000,000	1,250
At 31 December 2022	於2022年12月31日		500,000,000	5,000

* Less than HK\$1,000

* 少於1,000港元

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21 SHARE CAPITAL (continued)

Notes:

(i) Incorporation of the Company

The Company was incorporated in the Cayman Islands on 18 February 2021 as an exempted company with limited liability with an authorised share capital of HK\$380,000 divided into 38,000,000 ordinary shares with a par value of HK\$0.01 each. On date of incorporation, one share was allotted and issued at par as fully paid to the initial subscriber, which was subsequently transferred to Tai Wah on the same date at par.

(ii) Reorganisation of the Group

On 4 March 2021, the Company issued and allotted 9,999 ordinary Shares to Tai Wah pursuant to Reorganisation.

(iii) Pre-IPO investments

On 23 March 2021, DHQ (Macau) and Kallo, entered into purchase and subscription agreements with the Company for the purchase and subscription of 1,142 Shares in total at considerations of HK\$35,128,000 and HK\$12,973,000, respectively, as well as with Tai Wah for 748 Shares in total at considerations of HK\$21,018,000 and HK\$10,488,000, respectively. According to the investment agreement, DHQ (Macau) was granted redeemable (divestment) rights for new shares issued.

(iv) Increase in the number of authorised shares

Pursuant to the meeting of the Board dated 20 June 2022, the authorised share capital of the Company was increased from HK\$380,000 divided into 38,000,000 Shares of par value of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 Shares of par value of HK\$0.01 each by the creation of an additional 9,962,000,000 Shares of par value of HK\$0.01 each.

(v) Capitalisation Issue

On 15 July 2022, the Capitalisation Issue pursuant to the Shareholders' resolution dated 20 June 2022 was effected. The Company issued 374,988,858 Shares at par value of HK\$0.01 each to the then Shareholders on 15 July 2022, by way of capitalisation of an amount of HK\$3,749,889 to the credit of the share premium account of the Company.

(vi) Global offering

On 15 July 2022, the Company issued a total of 125,000,000 ordinary Shares at a price of HK\$1.08 per share upon the completion of the Global Offering. The number of total issued Shares increased to 500,000,000 Shares upon completion of the Capitalisation Issue and the Global Offering.

21 股本(續)

附註：

(i) 本公司註冊成立

於2021年2月18日，本公司於開曼群島註冊成立之獲豁免有限公司，其法定股本為380,000港元，分為38,000,000股每股面值0.01港元的普通股。於註冊成立日期，其中一股股份作為繳足股本於同日分別配發及發行予初始認購人，同日其股份其後轉讓予Tai Wah。

(ii) 本集團重組

於2021年3月4日，本公司根據重組向Tai Wah發行及配發9,999股普通股。

(iii) 首次公開發售前投資

於2021年3月23日，大橫琴(澳門)及嘉猷與本公司訂立購買及認購協議，分別以代價35,128,000港元及12,973,000港元購買及認購合共1,142股股份，以及與Tai Wah訂立購買及認購協議，分別以代價21,018,000港元及10,488,000港元購買及認購合共748股股份。根據投資協議，大橫琴(澳門)獲授已發行新股份之可贖回(退出)權。

(iv) 法定股份數目增加

根據2022年6月20日的董事會會議，透過增設額外9,962,000,000股，每股面值0.01港元的股份，將本公司的法定股本由380,000港元(分為38,000,000股，每股面值0.01港元的股份)增加至100,000,000港元(分為10,000,000,000股，每股面值0.01港元的股份)。

(v) 資本化發行

於2022年7月15日，資本化發行根據日期為2022年6月20日的股東決議案落實。於2022年7月15日，本公司透過將其股份溢價賬的進賬額3,749,889港元資本化，向當時的股東發行374,988,858股，每股面值0.01港元的股份。

(vi) 全球發售

於2022年7月15日，本公司在全球發售完成時以每股1.08港元的價格發行合共125,000,000股普通股。已發行股份總數在資本化發行及全球發售完成時增加至500,000,000股。

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21 SHARE CAPITAL (continued)

Notes: (continued)

(vii) Share based payment

Share Option Scheme

On 20 June 2022, the Company has conditionally adopted the Share Option Scheme, which falls within the ambit of, and is subject to, the regulations under Chapter 17 of the Listing Rules. The purpose of the Share Option Scheme is to provide selected participants with the opportunity to acquire proprietary interests in the Company and to encourage selected participants to work towards enhancing the value of the Company and the Shares for the benefit of the Company and the Shareholders as a whole. The Share Option Scheme will provide the Company with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to selected participants.

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) shall not exceed 10% of the aggregate of the Shares in issue on the date the Shares commence trading on the Stock Exchange, which is in aggregate of up to 50,000,000 Shares (the “**Scheme Mandate Limit**”). Options lapsed in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.

The Company may refresh the Scheme Mandate Limit at any time subject to prior Shareholders’ approval. However, the Scheme Mandate Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders’ approval. Options previously granted under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, cancelled, lapsed in accordance with its terms or exercised), shall not be counted for the purpose of calculating the limit as refreshed.

The total number of Shares issued and to be issued upon exercise of the options granted to each participant (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue (the “**Individual Limit**”). Any further grant of options to a participant which would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such participant (including exercised, cancelled and outstanding options) in the 12 month period up to and including the date of grant of such further options exceeding the Individual Limit shall be subject to Shareholders’ approval in advance with such participant and his close associates (or his associates if such participant is a connected person) abstaining from voting.

21 股本(續)

附註：(續)

(vii) 股份支付

購股權計劃

於2022年6月20日，本公司已有條件採納購股權計劃，該計劃屬上市規則第17章規例的涵蓋範圍，並受其規限。購股權計劃旨在為指定參與者提供收購本公司所有權益的機會，並鼓勵指定參與者致力提升本公司及股份的價值，令本公司及股東整體獲益。購股權計劃將為本公司提供靈活的方式，以挽留、激勵、獎勵、酬勞、補償指定參與者及／或向其提供福利。

因行使根據購股權計劃及本公司其他購股權計劃(而上市規則第17章的條文就此適用)將予授出的所有購股權而可能發行的股份總數，不得超過股份在聯交所開始買賣之日已發行股份總數的10%，即合共不超過50,000,000股(「**計劃授權上限**」)。於計算計劃授權上限時，根據購股權計劃的條款失效的購股權不會計算在內。

本公司可在股東事前批准的情況下，隨時更新計劃授權上限，惟計劃授權上限更新後，不得超過取得上述股東批准當日已發行股份的10%。於計算經更新的上限時，先前根據購股權計劃及本公司其他購股權計劃(而上市規則第17章的條文就此適用)授出的購股權(包括尚未行使、已註銷、根據其條款失效或已行使者)不會計算在內。

各參與者於任何12個月期間內獲授的購股權(包括已行使、已註銷及尚未行使的購股權)獲行使時已發行及將予發行的股份總數不得超過已發行股份的1%(「**個別上限**」)。倘於截至進一步授出任何購股權當日(包括該日)止12個月期間向參與者進一步授出該等購股權將導致參與者因行使向該參與者授出及將予授出的所有購股權(包括已行使、已註銷及尚未行使的購股權)而已發行及將予發行的股份超出個別上限，則須獲股東事先批准，而該參與者及其緊密聯繫人(或倘該參與者為關連人士則其聯繫人)須放棄投票。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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21 SHARE CAPITAL (continued)

Notes: (continued)

(vii) Share based payment (continued)

Share Option Scheme (continued)

The Share Option Scheme shall be valid and effective for the period of 10 years commencing on the Listing Date, but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the rules of the Share Option Scheme.

The amount payable for each share to be subscribed for under an option in the event of the option being exercised shall be determined by the Board but shall be not less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the date of grant (provided that in the event that any option is proposed to be granted within a period of less than five Business Days after the trading of the Shares first commences on the Stock Exchange, the Offer Price of the Shares for the Global Offering shall be deemed to be the closing price for any Business Day falling within the period before listing of the Shares on the Stock Exchange); and (iii) the nominal value of a Share on the date of grant.

A nominal consideration of HK\$1.00 is payable upon acceptance of the grant of an option.

The total number of options available for grant, hence shares available for issue, under the Share Option Scheme is 50,000,000 which is 10% of the issued share capital of the Company as at 31 December 2022 and the date of this report.

Share options do not confer rights on the holders to dividends or to vote at Shareholders' meetings.

As at the date of this report, the remaining life of the Share Option Scheme is approximately 9.2 years.

As at 31 December 2022 and 2021, no share option is granted and exercised under the Scheme.

21 股本(續)

附註：(續)

(vii) 股份支付(續)

購股權計劃(續)

購股權計劃自上市日期起十年內有效及具有效力，但購股權計劃的條文在所有其他方面仍全面有效，以使購股權計劃屆滿前所授出的任何購股權獲有效行使或在購股權計劃規則所規定的其他情況下獲有效行使。

倘購股權獲行使，根據購股權而認購的每股股份的應付金額將由董事會釐定，惟不得低於以下最高者：(i)聯交所日報表所載股份於授出日期的收市價；(ii)聯交所日報表所載股份於緊接授出日期前五個營業日的平均收市價(惟倘於股份首次在聯交所開始買賣後少於五個營業日的期間內建議授出任何購股權，則全球發售中股份的發售價將被視為股份在聯交所上市前期間內任何營業日的收市價)；及(iii)股份於授出日期的面值。

接受購股權授予時應支付名義代價1.00港元。

根據購股權計劃可供授出的購股權總數(即可供發行的股份)為50,000,000股，佔本公司於2022年12月31日及本報告日期已發行股本的10%。

購股權並不賦予其持有人收取股息或於股東大會上投票之權利。

於本報告日期，購股權計劃剩餘期限約為9.2年。

於2022年及2021年12月31日概無根據該計劃授出及行使購股權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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22 RESERVES

22 儲備

		Capital reserves 資本儲備 HK\$'000 千港元 (Note i) (附註i)	Other reserves 其他儲備 HK\$'000 千港元 (Note ii) (附註ii)	Exchange reserve 匯兌儲備 HK\$'000 千港元	Legal reserve 法定儲備 HK\$'000 千港元 (Note iii) (附註iii)	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於2022年1月1日	1,024	(36,398)	66	12	156,078	120,782
Total comprehensive income for the year	年內全面收入總額						
Profit for the year	年內溢利	-	-	-	-	3,252	3,252
Currency translation differences	匯兌差額	-	-	(2,442)	-	-	(2,442)
Transactions with owners	與擁有人的交易						
Derecognition of redemption liability	終止確認贖回負債	-	36,398	-	-	-	36,398
At 31 December 2022	於2022年12月31日	1,024	-	(2,376)	12	159,330	157,990
At 1 January 2021	於2021年1月1日	1,024	-	(122)	12	132,075	132,989
Total comprehensive income for the year	年內全面收入總額						
Profit for the year	年內溢利	-	-	-	-	24,003	24,003
Currency translation differences	匯兌差額	-	-	188	-	-	188
Transactions with owners	與擁有人的交易						
Recognition of redemption liability	確認贖回負債	-	(36,398)	-	-	-	(36,398)
At 31 December 2021	於2021年12月31日	1,024	(36,398)	66	12	156,078	120,782

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022

截至2022年12月31日止年度

22 RESERVES (continued)

Notes:

(i) Capital reserves

Capital reserves of the Group represent the paid-in capital of the subsidiaries acquired pursuant to the Reorganisation. Please refer to note 1.2 to the consolidated financial statements for details of the Reorganisation of the Group.

(ii) Other reserves

Other reserves of the Group are attributable to the ordinary shares issued on 23 March 2021 of 834 shares to DHQ (Macau) with redemption rights. The redemption liability related to the redeemable rights is disclosed in note 25 to the consolidated financial statements.

(iii) Legal reserve

In accordance with Macau Commercial Code, companies limited by quotas incorporated in Macau should set aside a minimum of 25% of the entity's profit after tax to the legal reserve until the balance of the reserve reaches a level equivalent to 50% of the entity's capital.

22 儲備(續)

附註：

(i) 資本儲備

本集團資本儲備指根據重組附屬公司的實繳資本。有關本集團重組詳情請參閱綜合財務報表附註1.2。

(ii) 其他儲備

本集團其他儲備為於2021年3月23日大橫琴(澳門)應佔已發行贖回權之834股普通股。與可贖回權相關之贖回負債於綜合財務報表附註25中披露。

(iii) 法定儲備

根據澳門商業法則，於澳門註冊的受股本份額限制的公司須將實體除稅後溢利撥出最少25%至法定儲備，直至儲備結餘達致相當於實體資本50%的水平。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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23 BORROWINGS

23 借款

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Current portion	流動部分		
Secured bank loans (note i)	有抵押銀行貸款(附註i)	–	25,522
Non-current portion	非流動部分		
Secured bank loans (note i)	有抵押銀行貸款(附註i)	–	5,933
		–	31,455

Notes:

- (i) Bank borrowings are pledged and guaranteed as shown in the below:

附註：

- (i) 已抵押及擔保的銀行借款載於下文：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Secured bank loans guaranteed by Mr. Chao and his associates and pledged the properties owned by them	由周先生及其聯營公司擔保的有抵押銀行貸款並由彼等所擁有的物業作抵押		
– At prime rate minus 2.75% per annum	– 每年按優惠利率減2.75%	–	7,073
– At prime rate minus 0.63% per annum	– 每年按優惠利率減0.63%	–	24,382
		–	31,455

During the year ended 31 December 2021, the Company has obtained a no-objection letter from the secured loan issuing bank (the "Bank") in regards to replace the aforementioned personal guarantees by a corporate guarantee and/or other collaterals to be given by the Company and/or other members of the Group, subject to successful listing and commencement of dealing and trading of Shares on the Main Board of The Stock Exchange as well as final approval from the Bank after conditions are met. During the year ended 31 December 2022, the loan has been fully repaid.

於截至2021年12月31日止年度，本公司已從抵押貸款發行銀行(「銀行」)獲得無異議函以取代上述由本公司及／或其他本集團成員作出的企業擔保及／或其他抵押品之個人擔保，須待股份於聯交所主板成功上市及開始買賣及交易並獲銀行最後批准。截至2022年12月31日止年度，貸款已悉數償還。

- (ii) As at 31 December 2022, the Group has unutilised borrowing facilities amounted to HK\$50,000,000 (2021: HK\$15,780,000).

- (ii) 於2022年12月31日，本集團未動用的借款融資為50,000,000港元(2021年：15,780,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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23 BORROWINGS (continued)

The Group's borrowings at the reporting dates are denominated in the following currency:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
HK\$	港元	–	31,455

The weighted average effective interest rates at the reporting dates are set out as follows:

		2022 2022年	2021 2021年
Secured bank loans	有抵押銀行貸款	–	4.15%

The maturity dates of the borrowings are analysed as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Within 1 year	1年內	–	25,522
Between 1 and 2 years	1至2年	–	1,168
Between 2 and 5 years	2至5年	–	3,685
Over 5 years	5年以上	–	1,080
		–	31,455

The fair values of the Group's borrowings are not materially different to their carrying amounts, since the interest payable on those borrowings is either close to current market rates or the borrowings are of a short-term nature. The Group has complied with the financial covenants of its borrowing facilities during the year ended 31 December 2022 (2021: same).

23 借款(續)

本集團於報告日期的借款乃以下列貨幣計值：

於報告日期，加權平均實際利率載列如下：

借款的到期日分析如下：

本集團借款的公平值與其賬面值並無重大差異，是由於該等借款的應付利息接近於當前市場利率或借款為短期性質所致。於截至2022年12月31日止年度，本集團已遵守借款安排的財務承諾(2021：相同)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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24 LEASES

24 租賃

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Lease payables as follows:	租賃應付款項如下：		
Within 1 year	1年內	6,817	6,233
Between 1 and 2 years	1至2年	4,081	3,118
Between 2 and 5 years	2至5年	1,910	1,167
Total lease payments	租賃付款總額	12,808	10,518
Less: future finance charges	減：未來融資費用	(650)	(442)
Total lease liabilities	租賃負債總額	12,158	10,076
Less: portion classified as current lease liabilities	減：分類為流動租賃負債的部分	(6,647)	(6,093)
Non-current lease liabilities	非流動租賃負債	5,511	3,983

The total cash outflows for leases for the years ended 31 December 2022 and 2021 were HK\$8,359,000 and HK\$8,670,000, respectively.

截至2022年及2021年12月31日止年度，租賃的現金流出總額分別為8,359,000港元及8,670,000港元。

For the years ended 31 December 2022 and 2021, the Group's operating lease rental payments relating to short-term and low-value leases amounting to HK\$290,000 and HK\$460,000, respectively, have been recognised as expenses and included in "general and administrative expenses".

截至2022年及2021年12月31日止年度，本集團與短期低價值租賃有關的經營租賃付款分別290,000港元及460,000港元已確認為開支並計入「一般及行政開支」。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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24 LEASES (continued)

24 租賃(續)

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Finance lease receivables as follows:	融資租賃應收款項如下：		
Within 1 year	1年內	5,388	14,559
Between 1 and 2 years	1至2年	5,359	5,337
Between 2 and 5 years	2至5年	3,900	8,255
Minimum lease payments receivables	應收最低租賃付款	14,647	28,151
Less: unearned finance income	減：未賺取的融資收入	(551)	(1,064)
Total finance lease receivables	融資租賃應收款項總值	14,096	27,087
Less: loss allowance (note 3.1(b))	減：虧損撥備(附註3.1(b))	(59)	(109)
Total finance lease receivables, net of allowance	融資租賃應收款項總值，扣除撥備	14,037	26,978
Less: portion classified as current finance lease receivables	減：分類為流動融資租賃應收款項的部分	(5,301)	(14,326)
Non-current finance lease receivables	非流動融資租賃應收款項	8,736	12,652

During the year ended 31 December 2022, there was no significant lease arrangement entered. As a result, the carrying amounts of finance lease receivables have decreased.

截至2022年12月31日止年度概無訂立任何重大租賃安排。因此，融資租賃應收款項的賬面值減少。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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25 FINANCIAL LIABILITY FOR REDEEMABLE RIGHTS 25 可贖回權的金融負債

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於1月1日	37,900	–
Initial recognition at present value of expected redemption amount	按預期贖回金額的面值初步確認	–	36,398
Finance costs charged to consolidated statement of profit or loss (note 9)	扣除自綜合損益表的融資成本(附註9)	1,091	1,502
Derecognition of redemption liability	終止確認贖回負債	(38,991)	–
At 31 December	於12月31日	–	37,900

On 23 March 2021, the Company entered into an investment agreement with one of the pre-IPO investors, DHQ (Macau). In the agreement, the Company or Tai Wah had an obligation to repurchase the Company's ordinary shares issued to the aforementioned pre-IPO investor and the redeemable rights are recognised as a financial liability. The relevant interest rate was assessed to be 5.25%.

The key terms of the redeemable rights are summarised as follows:

The Company or Tai Wah shall repurchase all newly issued shares from the aforementioned pre-IPO investor if the Company fails to be listed on the Main Board of The Stock Exchange on or before 31 December 2023. The pre-IPO investor would have the right to exercise such redemption on or before 31 December 2025 with the following redeemable price.

The redeemable price equals to the relevant original consideration issued plus interest, depending on the exercise date for the redeemable rights, calculated at annual simple rate of 7% from the date of payment for the subscription price to 31 December 2023 and at annual simple rate of 4.75% from 1 January 2024 to 31 December 2025.

In the opinion of the Directors, the financial liability for redeemable rights was determined under the condition of the objective reasons aforementioned and the exercise date used in the calculation is 1 January 2024, the earliest time the pre-IPO investor could exercise.

During the year ended 31 December 2022, the redeemable rights were lapsed upon the Listing on 15 July 2022.

於2021年3月23日，本公司與一名首次公開發售前投資者大橫琴(澳門)訂立投資協議。於協議，本公司或Tai Wah有義務向上述首次公開發售前投資者購回已發行本公司之普通股及可贖回權被確認為金融負債。相關利率被評定為5.25%。

可贖回權的主要條款概述如下：

倘本公司於2023年12月31日或之前未能在聯交所主板上市，本公司或Tai Wah將向上述首次公開發售前投資者購回所有新發行股份。於2025年12月31日或之前，首次公開發售前投資者將有權以可贖回價行使該贖回。

可贖回價相當於相關已發行原代價另加利息，取決於可贖回權之行使日期，由認購價付款日期至2023年12月31日年利率7%及由2024年1月1日至2025年12月31日年利率4.75%計算。

董事認為，可贖回權按上述客觀原因之條件確定及用於計算負債的行使日期為2024年1月1日(首次公開發售前投資者可行使之最早時間)。

截至2022年12月31日止年度，可贖回權已於2022年7月15日上市後失效。

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26 TRADE AND OTHER PAYABLES

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables	貿易應付款項	116,385	108,753
Salaries payable	應付工資	10,148	7,472
Accrued listing expenses	應計上市開支	–	8,973
Accrued expenses	應計開支	4,235	1,690
Other taxes payable	其他應付稅項	785	539
Other payables	其他應付款項	2,107	2,207
Provision for onerous contract	虧損合約撥備	1,893	–
		135,553	129,634

Other than the bank guarantee requested by a supplier (note 20), trade payables are unsecured and are usually paid within one to three months from recognition.

The carrying amounts of trade and other payables are considered to be approximately the same as their fair values, due to their short-term nature.

Trade payables primarily represent payables for inventories. The ageing analysis of the trade payables based on invoice date is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Within 1 month	1個月內	83,283	81,940
Over 1 month and within 3 months	1個月以上至3個月內	26,314	19,522
Over 3 months and within 1 year	3個月以上至1年內	6,702	6,916
Over 1 year	1年以上	86	375
		116,385	108,753

27 DIVIDENDS

No dividends have been paid or declared by the Company in respect of the years ended 31 December 2022 and 2021.

26 貿易及其他應付款項

除由供應商要求的銀行擔保外(附註20)，貿易應付款項為無抵押及一般於獲確認後一至三個月內繳付。

貿易及其他應付款項的賬面值因屬短期性質而被認為與其公平值相若。

貿易應付款項主要指存貨應付款項。基於發票日期作出貿易應付款項的賬齡分析如下：

27 股息

於截至2022年及2021年12月31日止年度，本公司並無支付或宣派任何股息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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28 CASH FLOW INFORMATION

(a) Reconciliation from profit before income tax to cash generated from/(used in) operations:

28 現金流量資料

(a) 除所得稅前溢利與營運產生/(所用)現金的對賬：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Profit before income tax	除所得稅前溢利	6,676	30,002
<i>Adjustments for</i>	<i>經調整</i>		
Finance income	融資收入	(1,264)	(765)
Finance costs	融資成本	2,253	2,491
Exchange (gains)/losses	匯兌(收益)/虧損	(1,042)	61
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,329	4,061
Depreciation of right-of-use assets	使用權資產折舊	7,351	6,589
Amortisation of intangible assets	無形資產攤銷	1,000	830
(Reversal of)/provision for impairment losses on financial assets and contract assets	金融資產及合約資產額減值虧損(撥回)/撥備	(991)	1,278
Provision for onerous contract	虧損合約撥備	1,893	-
Provision for impairment of inventories	存貨減值撥備	1,475	1,147
<i>Changes in working capital</i>	<i>營運資本變動</i>		
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	42,584	(94,884)
Increase in contract assets	合約資產增加	(3,791)	(32,782)
Increase in deposits and other receivables	按金及其他應收款項增加	(11,420)	(1,741)
Increase in prepayments and contract costs	預付款項及合約資產增加	(7,628)	(8,263)
(Increase)/decrease in inventories	存貨(增加)/減少	(28,050)	7,961
Decrease/(increase) in finance lease receivables	融資租賃應收款項減少/(增加)	12,992	(4,259)
Increase in trade and other payables	貿易及其他應付款項增加	3,575	36,755
Increase in contract liabilities	合約負債增加	37,336	14,916
Cash generated from/(used in) operations	營運產生/(所用)的現金	67,278	(36,603)

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For the year ended 31 December 2022

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28 CASH FLOW INFORMATION (continued)

(b) This section sets out an analysis of net (cash)/debt for each of the years presented:

28 現金流量資料(續)

(b) 本節載列各呈報年(現金)/債務淨額的分析：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
<i>Gross debt</i>	<i>總債務</i>		
– Borrowings	– 借款	–	31,455
– Lease Liabilities	– 租賃負債	12,158	10,076
– Financial liability for redeemable rights	– 可贖回權的金融負債	–	37,900
		12,158	79,431
Less: cash and cash equivalents	減：現金及現金等價物	(105,519)	(14,485)
Net (cash)/debt	(現金)/債務淨額	(93,361)	64,946
<i>Gross debt</i>	<i>總債務</i>		
– Fixed interest rates	– 固定利率	12,158	47,976
– Variable interest rates	– 可變利率	–	31,455
		12,158	79,431
Less: cash and cash equivalents	減：現金及現金等價物	(105,519)	(14,485)
Net (cash)/debt	(現金)/債務淨額	(93,361)	64,946

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For the year ended 31 December 2022
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28 CASH FLOW INFORMATION (continued)

(c) Reconciliation of liabilities arising from financing activities is as follows:

28 現金流量資料(續)

(c) 融資活動產生的負債對賬如下：

		Borrowings	Amounts due to shareholders	Lease liabilities	Financial liability for redeemable rights	Total
		借款	應付股東款項	租賃負債	可贖回權的金融負債	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 1 January 2022	於2022年1月1日	31,455	-	10,076	37,900	79,431
Cash flows	現金流量					
- Addition	- 添置	30,900	-	-	-	30,900
- Repayment	- 還款	(62,355)	-	(7,643)	-	(69,998)
- Interest paid	- 已付利息	(664)	-	(461)	-	(1,125)
Non-cash changes	非現金變動					
- Addition of lease liabilities	- 添置租賃負債	-	-	10,306	-	10,306
- Derecognition of redemption liability	- 終止確認贖回負債	-	-	-	(38,991)	(38,991)
- Finance costs	- 融資成本	664	-	472	1,091	2,227
- Exchange realignment	- 匯兌調整	-	-	(592)	-	(592)
At 31 December 2022	於2022年12月31日	-	-	12,158	-	12,158
At 1 January 2021	於2021年1月1日	15,390	16,722	10,178	-	42,290
Cash flows	現金流量					
- Addition	- 添置	24,849	701	-	-	25,550
- Repayment	- 還款	(8,865)	(17,447)	(7,642)	-	(33,954)
- Interest paid	- 已付利息	(352)	-	(568)	-	(920)
Non-cash changes	非現金變動					
- Addition of lease liabilities	- 添置租賃負債	-	-	7,673	-	7,673
- Recognition of redemption liability	- 確認贖回負債	-	-	-	36,398	36,398
- Disposal of lease liabilities	- 處置租賃負債	-	-	(179)	-	(179)
- Finance costs	- 融資成本	433	-	532	1,502	2,467
- Exchange realignment	- 匯兌調整	-	24	82	-	106
At 31 December 2021	於2021年12月31日	31,455	-	10,076	37,900	79,431

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29 COMMITMENTS

(a) Capital commitments

Capital expenditure contracted for at the end of each reporting period but not yet incurred is as follows:

	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Property, plant and equipment 物業、廠房及設備	–	938

(b) Operating lease commitments

As a lessee

The future aggregate minimum lease payments related to short-term leases under non-cancellable operating leases at the end of each reporting period are as follows:

	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Staff quarters 職工宿舍 Within 1 year 1年內	59	116
Office properties 辦公物業 Within 1 year 1年內	–	5

As a lessor

There were no future minimum lease receipts under non-cancellable operating leases as at 31 December 2022 (2021: same).

29 承擔

(a) 資本承擔

各報告期末，已訂約但尚未產生的資本開支如下：

(b) 經營租賃承擔

作為承租人

於各報告期末有關不可撤銷經營租賃項下短期租賃的未來最低租賃付款總額如下：

作為出租人

於2022年12月31日，並無不可撤銷經營租賃項下的未來最低租賃收入（2021年：相同）。

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30 RELATED PARTY TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exercise significant influence over the other party in holding power over the investee; exposure or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect the amount of the investor's returns. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

Key management compensation

The compensation paid or payable to key management for employment services during the year ended 31 December 2022 and 2021 is shown below:

30 關聯方交易

關聯方為有能力控制、共同控制或對於被投資對象持有權力的其他方行使重大影響力；透過參與被投資對象的活動而獲得或有權享有可變回報；以及有能力對被投資對象使用權力，以影響投資者回報的金額的各方。假如各方受到相同控制或共同控制，亦被視為關聯方。關聯方可以是個人或其他實體。

主要管理人員薪酬

於截至2022年及2021年12月31日止年度，已付或應付主要管理人員有關僱傭服務的薪酬載列如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Salaries, wages and bonuses	薪金、工資及分紅	4,743	5,145
Sales commission expenses	銷售佣金開支	2,531	1,937
Pension costs – defined contribution plan	退休金成本－界定供款計劃	60	56
Social security fund, housing and other employee benefits	社會保障金、住房及其他僱員福利	14	20
Total	總計	7,348	7,158

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For the year ended 31 December 2022
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31 BENEFITS AND INTERESTS OF DIRECTORS (a) Directors' and chief executive's emoluments

The remuneration of each Director for the years ended 31 December 2022 and 2021 is set out below:

Year ended 31 December 2022

31 董事福利及權益 (a) 董事及主要行政人員酬金

截至2022年及2021年12月31日止年度
各董事的薪酬載列如下：

截至2022年12月31日止年度

	Director's fee	Salaries, wages and bonus	Pension costs – defined contribution plan	Social security fund, allowances, and other employee benefits	Other emoluments paid or receivable in connection with the management of the Group or its subsidiaries	Total	
	董事袍金	薪金、工資及分紅	退休金成本 – 界定供款計劃	社會保障金、津貼及其他僱員福利	其他已付酬金或與本集團或其附屬公司管理層有關的應收款項	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	千港元	千港元	
Executive Directors	執行董事						
Mr. Chao	周先生	64	630	-	2,907	-	3,601
Ms. Chiu	趙女士	64	-	-	-	-	64
Ms. Lei	李女士	64	592	-	401	-	1,057
Mr. Ng	吳先生	64	592	-	643	-	1,299
Non-executive Director	非執行董事						
Mr. Li	李先生	-	-	-	-	-	-
INEDs	獨立非執行董事						
Mr. Man	文先生	96	-	-	-	-	96
Mr. Suen	孫先生	96	-	-	-	-	96
Mr. U	余先生	96	-	-	-	-	96
		544	1,814	-	3,951	-	6,309

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2022
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31 BENEFITS AND INTERESTS OF DIRECTORS

(continued)

(a) Directors' and chief executive's emoluments (continued)

The remuneration of each Director for the years ended 31 December 2022 and 2021 is set out below: (continued)

Year ended 31 December 2021

	Director's fee	Salaries, wages and bonus	Pension costs – defined contribution plan	Social security fund, allowances, and other employee benefits	Other emoluments paid or receivable in connection with the management of the Group or its subsidiaries	Total	
	董事袍金 HK\$'000 千港元	薪金、工資及分紅 HK\$'000 千港元	退休金成本— 界定供款計劃 HK\$'000 千港元	社會保障金、 津貼及其他 僱員福利 HK\$'000 千港元	其他已付酬金 或與本集團或 其附屬公司 管理層有關 的應收款項 HK\$'000 千港元	總計 HK\$'000 千港元	
Executive Directors	執行董事						
Mr. Chao	周先生	-	772	-	2,907	-	3,679
Ms. Chiu	趙女士	-	-	-	-	-	-
Ms. Lei	李女士	-	696	-	279	-	975
Mr. Ng	吳先生	-	778	-	721	-	1,499
Non-executive Director	非執行董事						
Mr. Li	李先生	-	-	-	-	-	-
		-	2,246	-	3,907	-	6,153

- (i) Mr. Chao, Ms. Chiu, Ms. Lei and Mr. Ng were appointed as the executive Directors on 19 February 2021.
- (ii) Mr. Li was appointed as the non-executive Director on 1 April 2021 and did not receive any directors' remuneration during the year ended 31 December 2022 and 2021.
- (iii) Mr. Man, Mr. Suen and Mr. U were appointed as the INEDs on 20 June 2022. During the year ended 31 December 2021, the INEDs have not yet been appointed and did not receive any directors' remuneration in the capacity of INEDs.

31 董事福利及權益(續)

(a) 董事及主要行政人員酬金(續)

截至2022年及2021年12月31日止年度各董事的薪酬載列如下：(續)

截至2021年12月31日止年度

- (i) 周先生、趙女士、李女士及吳先生於2021年2月19日獲委任為執行董事。
- (ii) 李先生於2021年4月1日獲委任為非執行董事，且於截至2022年及2021年12月31日止年度並無收取任何董事酬金。
- (iii) 文先生、孫先生及余先生於2022年6月20日獲委任為獨立非執行董事。於截至2021年12月31日止年度，獨立非執行董事尚未獲委任，亦並無以獨立非執行董事身份收取任何董事酬金。

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31 BENEFITS AND INTERESTS OF DIRECTORS

(continued)

(a) Directors' and chief executive's emoluments (continued)

The remuneration of each Director for the years ended 31 December 2022 and 2021 is set out below: (continued)

- (iv) No emoluments were paid by the Group to any Director as an inducement to join or upon joining the Group during the year ended 31 December 2022 (2021: nil).
- (v) None of the Directors has waived or agreed to waive any emoluments during the year ended 31 December 2022 (2021: nil).

(b) Directors' retirement and termination benefits

No retirement benefits were paid to or receivable by any Directors, and no payments were made to the Directors as compensation for early termination of appointment during the year ended 31 December 2022 (2021: nil).

(c) Consideration provided to third parties for making available directors' services

No consideration was provided to or receivable by third parties for making available Directors' services during the year ended 31 December 2022 (2021: nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporates by and connected entities with such directors

There were no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled body corporates and connected entities of such Directors during the year ended 31 December 2022 (2021: nil).

(e) Directors' material interests in transactions, arrangements or contracts

Except for mentioned above, there were no significant transactions, agreements and contracts in relation to the Group's business to which the Company or any of the Operating Companies were a party and in which a director of the Company had material interest, whether directly or indirectly, subsisted during the year ended 31 December 2022 (2021: nil).

31 董事福利及權益(續)

(a) 董事及主要行政人員酬金(續)

截至2022年及2021年12月31日止年度各董事的薪酬載列如下：(續)

- (iv) 於截至2022年12月31日止年度，本集團概無向任何董事支付薪酬，作為吸引彼等加入本集團或加入本集團後的獎勵(2021年：無)。
- (v) 於截至2022年12月31日止年度，概無董事放棄或同意放棄任何薪酬(2021年：無)。

(b) 董事退任及離職福利

於截至2022年12月31日止年度，概無任何董事獲支付或應收任何退休福利，亦無向董事支付任何款項作為提前終止委任的補償(2021年：無)。

(c) 就獲提供董事服務而向第三方提供的代價

於截至2022年12月31日止年度，概無就獲提供董事服務而給予第三方或第三方應收的代價(2021年：無)。

(d) 有關以董事、董事的受控制法團及關連實體為受益人的貸款、準貸款及其他交易的資料

於截至2022年12月31日止年度，概無以董事、董事的受控制法團及關連實體為受益人的貸款、準貸款及其他交易安排(2021年：無)。

(e) 董事於交易、安排或合約中的重大權益

除上文所述者外，本公司或任何營運公司概無就本集團業務訂立本公司董事於其中擁有重大權益(不論直接或間接)，且於截至2022年12月31日止年度存續的重大交易、協議及合約(2021年：無)。

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32 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY 32 本公司財務狀況表及儲備變動

		Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Assets	資產			
Non-current assets	非流動資產			
Investments in subsidiaries	附屬公司投資	16	483,000	483,000
Total non-current assets	非流動資產總值		483,000	483,000
Current assets	流動資產			
Prepayments	預付款項		330	6,375
Amount due from a subsidiary	應收附屬公司款項	(b)	142,385	33,062
Cash and cash equivalents	現金及現金等價物		2,629	99
Total current assets	流動資產總值		145,344	39,536
Total assets	資產總值		628,344	522,536
Equity	權益			
Share capital	股本	21	5,000	—*
Share premium	股份溢價	21	168,033	48,101
Reserves	儲備	(a)	454,319	427,562
Total equity	權益總額		627,352	475,663
Liabilities	負債			
Non-current liabilities	非流動負債			
Financial liability for redeemable rights	可贖回權的金融負債	25	—	37,900
Total non-current liabilities	非流動負債總額		—	37,900
Current liabilities	流動負債			
Accruals	應計費用		992	8,973
Total current liabilities	流動負債總額		992	8,973
Total liabilities	負債總額		992	46,873
Total equity and liabilities	權益及負債總額		628,344	522,536

* Less than HK\$1,000

* 少於1,000港元

Chao Ka Chon
周家俊
Director
董事

Chiu Koon Chi
趙冠芝
Director
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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32 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(continued)

(a) Reserve movement of the Company

32 本公司財務狀況表及儲備變動 (續)

(a) 本公司儲備變動

		Capital reserves 資本儲備 HK\$'000 千港元 (Note i) (附註i)	Other reserves 其他儲備 HK\$'000 千港元	Accumulated loss 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於2022年1月1日	483,000	(36,398)	(19,040)	427,562
Total comprehensive loss for the year	年內全面虧損總額				
Loss for the year	年內虧損	-	-	(9,641)	(9,641)
Transactions with owners	與擁有人進行交易				
Derecognition of redemption liability	終止確認贖回負債	-	36,398	-	36,398
At 31 December 2022	於2022年12月31日	483,000	-	(28,681)	454,319
At 18 February 2021 (date of incorporation)	於2021年2月18日(註冊成立日期)	-	-	-	-
Total comprehensive loss for the period	期內全面虧損總額				
Loss for the period	期內虧損	-	-	(19,040)	(19,040)
Transactions with owners	與擁有人進行交易				
Effect of reserve in relation to Reorganisation	重組對儲備的影響	483,000	-	-	483,000
Recognition of redemption liability	確認贖回負債	-	(36,398)	-	(36,398)
At 31 December 2021	於2021年12月31日	483,000	(36,398)	(19,040)	427,562

Note:

(i) Capital reserves

Capital reserves of the Company represent the carrying amount of the subsidiaries transferred from the Controlling shareholder pursuant to the Reorganisation (note 1.2) in the Company's separate financial statements, which was initially measured at fair value on the date of transfer.

附註：

(i) 資本儲備

本公司資本儲備指根據於本公司獨立財務報表之重組(附註1.2)由控制股東轉讓至附屬公司賬面值，其於轉讓日期按公平價值初步計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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

32 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(continued)

(b) Amount due from a subsidiary

The balances with the subsidiary are non-trade in nature, unsecured, interest-free and repayable on demand. Their carrying amounts approximate their fair values.

32 本公司財務狀況表及儲備變動 (續)

(b) 應收附屬公司款項

與附屬公司結餘為非貿易性質、無抵押、無息且於要求時償還。其賬面值與其公平值相若。

33 FINANCIAL INSTRUMENTS BY CATEGORY

(a) The Group holds the following financial instruments:

33 按類別劃分的金融工具

(a) 本集團持有以下金融工具：

			2022	2021
		Notes	2022年	2021年
		附註	HK\$'000	HK\$'000
			千港元	千港元
Financial assets at amortised cost	按攤銷成本計量的金融資產			
Deposits and other receivables	按金及其他應收款項	19	22,318	10,898
Finance lease receivables	融資租賃應收款項	24	14,037	26,978
Trade receivables	貿易應收款項	18	147,447	188,803
Restricted cash	受限制現金	20	53,317	2,925
Amount due from non-controlling interests	應收非控股股東權益款項		4	-
Cash and cash equivalents	現金及現金等價物	20	105,519	14,485
			342,642	244,089
Financial liabilities at amortised cost	按攤銷成本計量的金融負債			
Trade and other payables*	貿易及其他應付款項*	26	121,600	120,135
Financial liability for redeemable rights	可贖回權的金融負債	25	-	37,900
Lease liabilities	租賃負債	24	12,158	10,076
Borrowings	借款	23	-	31,455
			133,758	199,566

* Excluding non-financial liabilities, such as other taxes payable, employee benefit payables, reinstatement cost provision and provision for onerous contract

* 不包括非金融負債，例如其他應付稅項、應付僱員薪酬、重修成本撥備及虧損合約撥備

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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

33 FINANCIAL INSTRUMENTS BY CATEGORY 33 按類別劃分的金融工具(續)

(continued)

(b) The Company holds the following financial instruments:

(b) 本公司持有以下金融工具：

			2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Financial assets at amortised cost	按攤銷成本計量的金融資產			
Amount due from a subsidiary	應收附屬公司款項		142,385	33,062
Cash and cash equivalents	現金及現金等價物		2,629	99
			145,014	33,161
Financial liabilities at amortised cost	按攤銷成本計量的金融負債			
Financial liability for redeemable rights	可贖回權的金融負債	25	–	37,900
Accruals	應計費用		992	8,973
			992	46,873

34 CONTINGENT LIABILITIES

As at 31 December 2022 and 2021, the Group did not have any material contingent liabilities.

34 或然負債

於2022年及2021年12月31日，本集團並無任何重大或然負債。

35 SUBSEQUENT EVENTS

There have been no other events subsequent to 31 December 2022 which require adjustment or disclosure in the consolidated financial statements.

35 後續事件

2022年12月31日後並無須於綜合財務報表內作出調整或披露的其他事件。

FINANCIAL SUMMARY

財務摘要

The summary of the consolidated results of the Group for each of the years ended 31 December 2019, 2020 and 2021 and of the consolidated assets and liabilities of the Group as at 31 December 2019, 2020 and 2021 has been extracted from the Appendix I – Accountant’s Report of the Prospectus in connection with the Listing on the Listing Date. For the basis of preparation, please refer to note 1.4 “Basis of preparation” under the Appendix I – Accountant’s Report in the Prospectus for details.

本集團截至2019年、2020年及2021年12月31日止各年度的綜合業績以及本集團於2019年、2020年及2021年12月31日的綜合資產及負債概要乃摘錄自與上市日期上市有關之招股章程附錄——會計師報告。有關編製基準詳情，請參閱招股章程附錄——會計師報告中附註1.4「編製基準」。

The summary below does not form part of the audited financial statements.

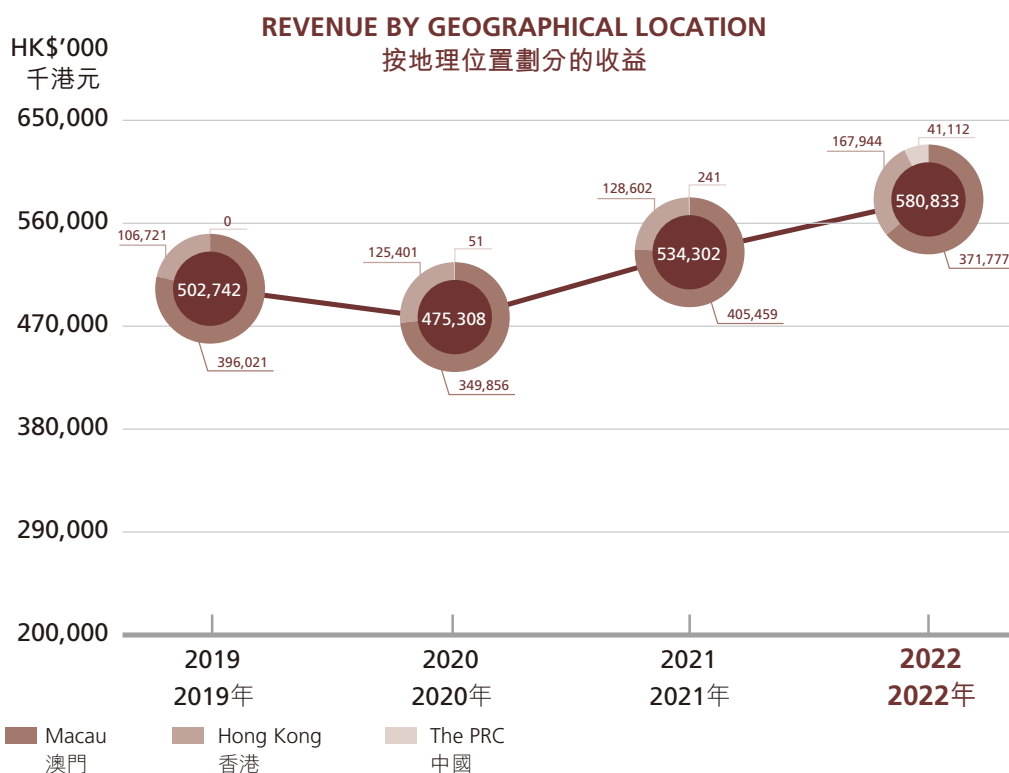
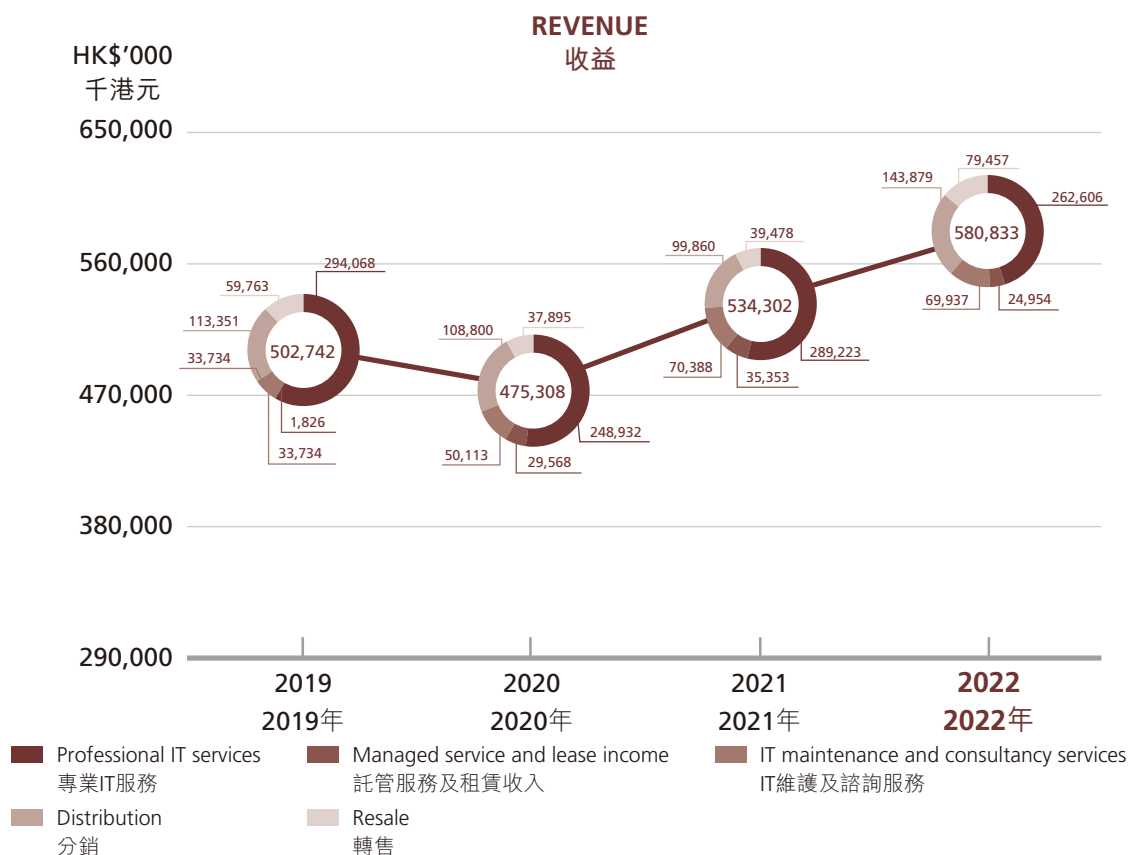
以下概要並不構成經審核財務報表的一部分。

		For the year ended 31 December 截至12月31日止年度			
		2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Revenue	收益	502,742	475,308	534,302	580,833
Costs of sales	銷售成本	(417,085)	(381,795)	(422,192)	(480,481)
Gross profit	毛利	85,657	93,513	112,110	100,352
Selling and distribution expenses	銷售及分銷開支	(15,298)	(16,378)	(18,687)	(24,567)
General and administrative expenses	一般及行政開支	(39,380)	(45,246)	(61,651)	(67,230)
Other income and other net gains	其他收入及其他收益				
	淨額	191	3,684	1,234	4,807
R&D expenses	研發開支	–	–	–	(6,688)
(Reversal of)/provision for impairment losses on financial assets and contract assets	金融資產及合約資產的減值虧損(撥回)/撥備	(1,485)	(569)	(1,278)	991
Operating profit	經營溢利	29,685	35,004	31,728	7,665
Finance income	融資收入	363	262	765	1,264
Finance costs	融資成本	(978)	(1,116)	(2,491)	(2,253)
Finance costs – net	融資成本淨額	(615)	(854)	(1,726)	(989)
Profit before income tax	除所得稅前溢利	29,070	34,150	30,002	6,676
Income tax expense	所得稅開支	(3,851)	(4,292)	(5,999)	(3,428)
Profit for the year	年內溢利	25,219	29,858	24,003	3,248
Profit for the year is attributable to Owners of the Company	以下各項應佔溢利： 本公司擁有人	25,219	29,858	24,003	3,252
Non-controlling interests	非控股股東權益	–	–	–	(4)
		25,219	29,858	24,003	3,248

FINANCIAL SUMMARY 財務摘要

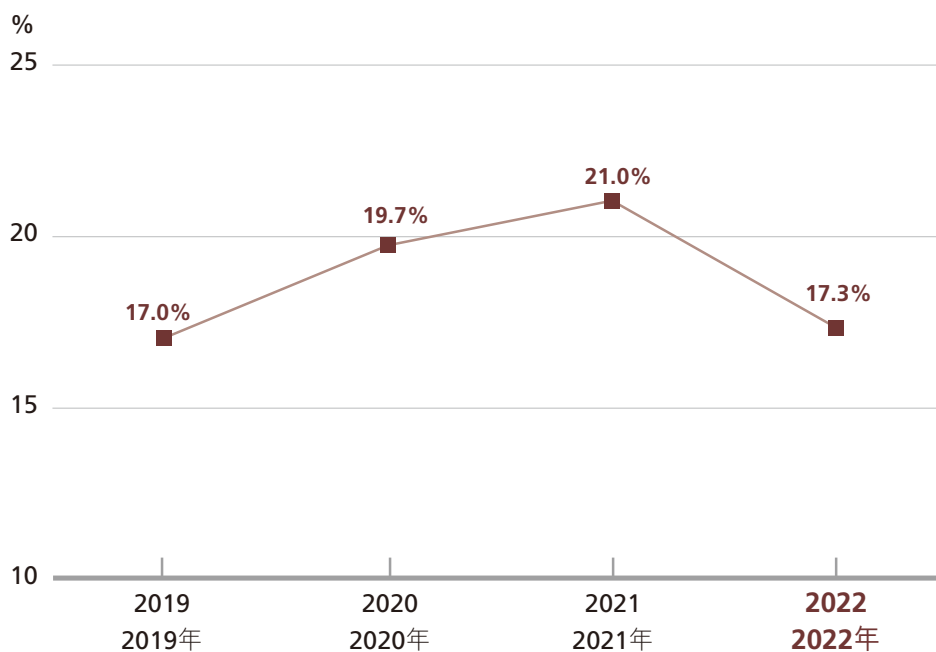
		As at 31 December 於12月31日			
		2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Non-current assets	非流動資產	40,441	59,343	57,008	65,246
Current assets	流動資產	261,627	259,097	379,109	507,814
Total assets	資產總值	302,068	318,440	436,117	573,060
Non-current liabilities	非流動負債	(17,054)	(17,637)	(53,394)	(9,014)
Current liabilities	流動負債	(175,731)	(167,814)	(213,840)	(233,023)
Total liabilities	負債總額	(192,785)	(185,451)	(267,234)	(242,037)
Total equity	權益總額	109,283	132,989	168,883	331,023

FINANCIAL SUMMARY 財務摘要

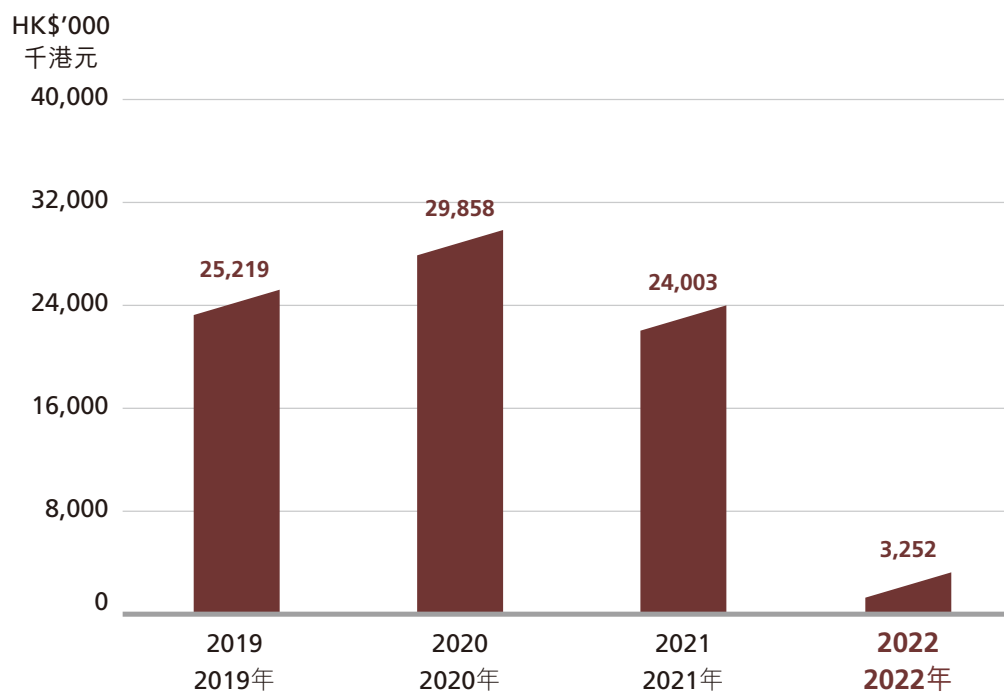


FINANCIAL SUMMARY 財務摘要

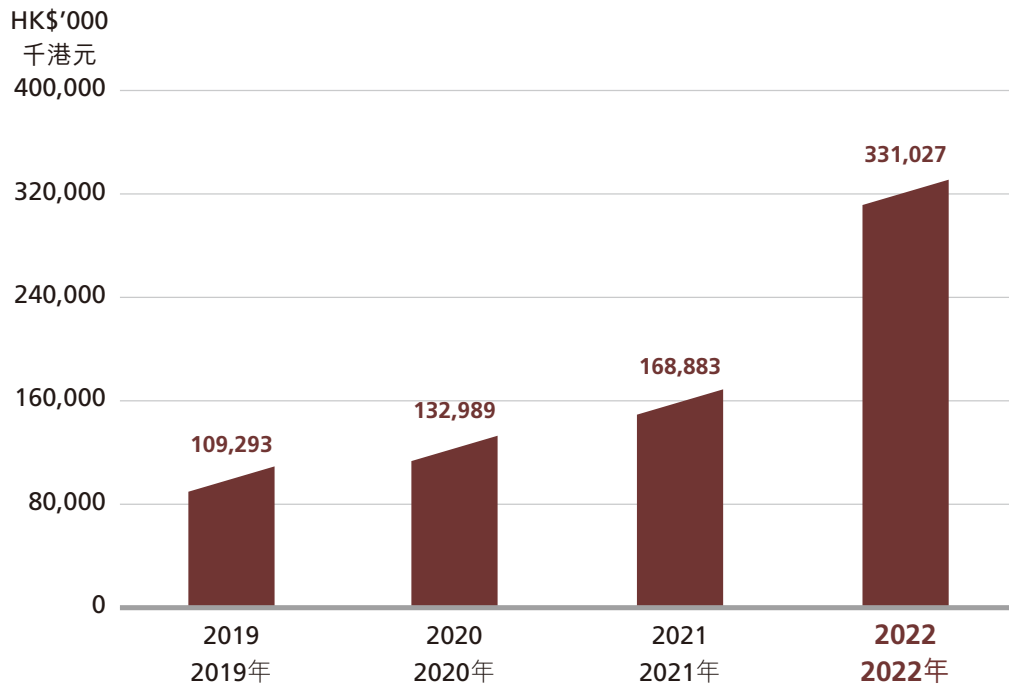
GROSS PROFIT MARGIN 毛利率



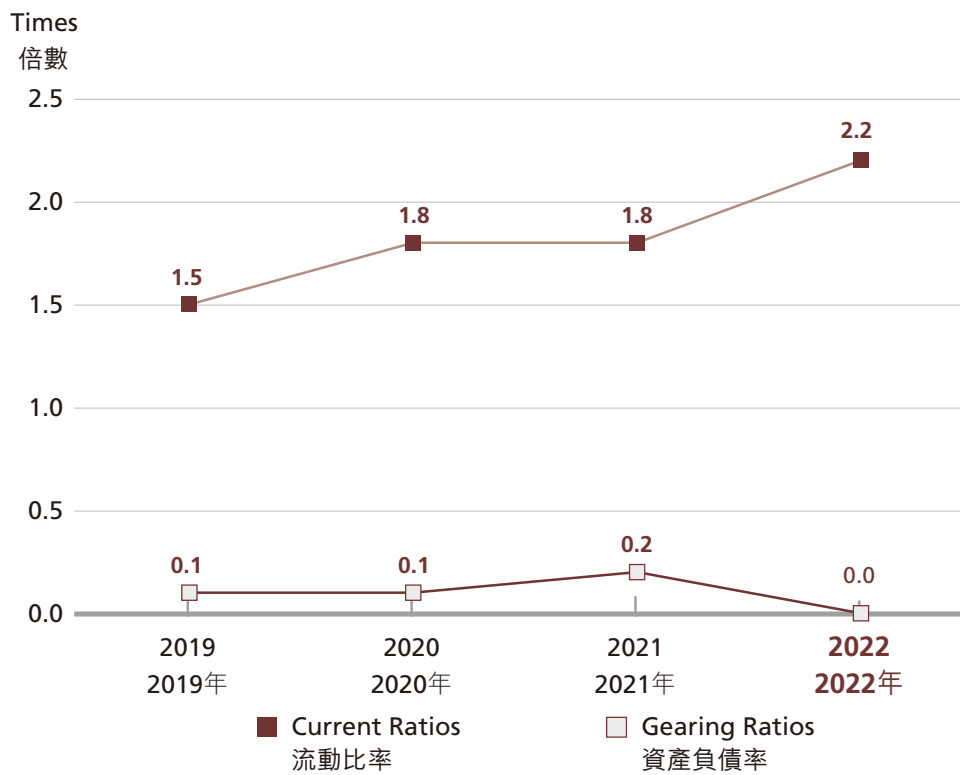
PROFITS FOR THE YEAR ATTRIBUTABLE TO THE OWNERS OF THE COMPANY 本公司擁有人應佔年內溢利



NET ASSETS
淨資產



FINANCIAL RATIOS
財務比率



GLOSSARY

詞彙表

In this annual report, unless the context otherwise requires, the following terms shall have the meanings set out below.

於本年報中，除非文義另有所指，否則下列詞彙應具有下文所載涵義。

“2021” or “FY2021” 「2021年」或「2021年財年」	the financial year ended 31 December 2021 截至2021年12月31日止財政年度
“2022”, “FY2022” or “Reporting Year” 「2022年」、「2022年財年」或「報告年度」	the financial year ended 31 December 2022 截至2022年12月31日止財政年度
“2023” 「2023年」	the financial year ended 31 December 2023 截至2023年12月31日止財政年度
“2027” 「2027年」	the financial year ended 31 December 2027 截至2027年12月31日止財政年度
“AGM” 「股東週年大會」	the annual general meeting of the Company 本公司股東週年大會
“AIoT” 「AIoT」	Artificial Intelligence of Things 人工智能物聯網
“Articles of Association” or “Articles” 「組織章程細則」或「細則」	the amended and restated articles of association of the Company, adopted on 20 June 2022, which became effective upon Listing and as amended, supplemented or modified from time to time 於2022年6月20日採納的本公司經修訂及經重述的組織章程細則，將於上市後生效及經不時修訂、補充或修改
“Audit Committee” 「審計委員會」	the audit committee of the Board 董事會審計委員會
“BCI” 「BCI」	Brain-computer Interface 腦機介面
“Board” 「董事會」	the board of Directors 董事會
“Board Committee” 「董事委員會」	collectively referred to as the Audit Committee, Nomination Committee and Remuneration Committee of the Board 董事會審計委員會、提名委員會及薪酬委員會的統稱
“Board Diversity Policy” 「董事會多元化政策」	the Board diversity policy of the Company 本公司董事會多元化政策
“BoardWare HK” 「博維香港」	BoardWare Information System (HK) Limited (博維資訊系統(香港)有限公司) (formerly known as BoardWare Information System Limited (博維資訊系統有限公司)), a company incorporated in Hong Kong with limited liability on 30 March 2017 and an indirect wholly-owned subsidiary of the Company 博維資訊系統(香港)有限公司(前稱為博維資訊系統有限公司)，於2017年3月30日在香港註冊成立為有限公司，為本公司的間接全資附屬公司

GLOSSARY

詞彙表

“BoardWare Macau” 「博維澳門」	BoardWare Information System Limited (博維資訊系統有限公司), a company incorporated in Macau with limited liability on 21 April 2003 and an indirect wholly-owned subsidiary of the Company 博維資訊系統有限公司，一間於2003年4月21日在澳門註冊成立的有限公司，且為本公司的間接全資附屬公司
“Business Day(s)” 「營業日」	a day (excluding Saturday, Sunday or public or statutory holiday in Hong Kong and any day on which a tropical cyclone warning No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business in Hong Kong throughout their normal business hours 香港的持牌銀行於整個正常營業時段一般開門辦理香港業務的日子(不包括星期六、星期日或香港公眾或法定假期以及八號或以上熱帶氣旋警告信號於上午九時正至中午十二時正懸掛或維持懸掛且於中午十二時正或之前並未除下或「黑色」暴雨警告信號於上午九時正至中午十二時正懸掛或維持生效且於中午十二時正或之前並未解除的任何日子)
“BVI” 「英屬處女群島」	the British Virgin Islands 英屬處女群島
“Capitalisation Issue” 「資本化發行」	the issue of 374,988,858 Shares to be made on the capitalisation of certain sums standing to the credit of the share premium account of the Company 將本公司股份溢價賬的若干進賬金額撥充資本時發行374,988,858股股份
“CEO” 「首席執行官」	the chief executive officer of the Company 本公司首席執行官
“CG” 「企業管治」	corporate governance 企業管治
“CG Code” 「企業管治守則」	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 上市規則附錄14所載的《企業管治守則》
“Chairman” 「主席」	the chairman of the Board 董事會主席
“China”, “PRC” or “Mainland” 「中國」或「內地」	the People’s Republic of China, and for the purpose of this annual report only, excludes, Hong Kong, Macau and Taiwan 中華人民共和國，僅就本年報而言，不包括香港、澳門及台灣
“CIT” 「企業所得稅」	Mainland corporate income tax 內地企業所得稅
“Code Provision(s)” 「守則條文」	code provision(s) as set out in the CG Code 企業管治守則所載守則條文

GLOSSARY

詞彙表

“CODM(s)” 「主要經營決策人」	chief operating decision-maker(s) 主要經營決策人
“Companies Ordinance” 「公司條例」	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 香港法例第622章《公司條例》(經不時修訂、補充或以其他方式修改)
“Company” 「本公司」	BoardWare Intelligence Technology Limited (博維智慧科技有限公司), a company incorporated in the Cayman Islands on 18 February 2021 as an exempted company with limited liability and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 7 June 2021 博維智慧科技有限公司，一間於2021年2月18日在開曼群島註冊成立的獲豁免有限公司，並於2021年6月7日根據公司條例第16部註冊為非香港公司
“Company Secretary” 「公司秘書」	company secretary of the Company 本公司的公司秘書
“Controlling Shareholder(s)” 「控股股東」	has the meaning given to it under the Listing Rules and, unless the context otherwise requires, refers to Tai Wah and Mr. Chao, or any of them 具有上市規則賦予該詞的涵義，除非文意另有所指，否則指Tai Wah及周先生或其中任何一人
“COVID-19” 「COVID-19」	the coronavirus disease 2019 (COVID-19), a respiratory illness caused by a novel coronavirus 2019冠狀病毒病(COVID-19)，一種由新型冠狀病毒引起的呼吸道疾病
“DHQ (Macau)” 「大橫琴(澳門)」	DA HENG QIN (MACAU) LIMITADA (大橫琴(澳門)有限公司) (formerly known as DA HENG QIN (MACAO) DEVELOPMENT CORPORATION LIMITED (大橫琴(澳門)發展一人有限公司)), a company incorporated in Macau with limited liability on 3 December 2019. DHQ (Macau) is an independent third party and a pre-IPO investor 大橫琴(澳門)有限公司(前稱大橫琴(澳門)發展一人有限公司)，一間於2019年12月3日在澳門註冊成立的有限公司。大橫琴(澳門)為一名獨立第三方及一名首次公開發售前投資者
“Director(s)” 「董事」	the director(s) of the Company 本公司董事
“Dividend Policy” 「股息政策」	dividend policy adopted by the Company 本公司所採納的股息政策
“Enterprise IT Solutions” 「企業IT解決方案」	enterprise-grade design and implementation solutions and services provided to corporate customers in which different computing systems and software applications are either physically or functionally linked together to act as a coordinated whole 向公司客戶提供企業級設計及執行解決方案和服務，其中不同的電腦系統及軟件應用程序在物理上或功能上連接在一起，成為一個協調的整體

GLOSSARY

詞彙表

“ESG” 「ESG」	Environmental, Social and Governance 環境、社會及管治
“ESG Policy” 「ESG政策」	an internal policy manual which details the policies and procedures of the Group in ESG perspectives 內部政策手冊，從ESG角度詳述本集團的政策及程序
“ESG Report” 「ESG報告」	the ESG report for 2022 2022年ESG報告
“ESG Reporting Guide” 「ESG報告指引」	the Environmental, Social and Governance Reporting Guide set out in Appendix 27 to the Listing Rules 上市規則附錄27所載的環境、社會及管治報告指引
“Fin-tech” 「金融科技」	financial technology, which is an emerging industry which uses technology to improve activities in finance, such as the use of smart phones for mobile banking and cryptocurrency 金融科技，即利用科技改進金融活動的新興產業，如使用智能手機進行手機銀行及加密貨幣活動
“GHG” 「溫室氣體」	Greenhouse gas 溫室氣體
“Global Offering” 「公開發售」	together, the Hong Kong Public Offering and the International Placing 香港公開發售及國際配售的統稱
“Greater Bay Area” 「大灣區」	the Guangdong-Hong Kong-Macau Greater Bay Area, which comprises the two Special Administrative Regions of Hong Kong and Macau, and the nine municipalities of Guangzhou, Shenzhen, Zhuhai, Foshan, Huizhou, Dongguan, Zhongshan, Jiangmen and Zhaoqing in the Guangdong Province, the PRC, with a total area of 56,000 km ² 粵港澳大灣區，由兩個特別行政區（香港及澳門）及中國廣東省九個直轄市（廣州、深圳、珠海、佛山、惠州、東莞、中山、江門及肇慶）組成，總面積為56,000平方公里
“Group” 「本集團」	the Company and its subsidiaries 本公司及其附屬公司
“Hengqin” 「橫琴」	a city in Zhuhai and a special economic zone in Guangdong Province of the PRC 一個位於珠海的城市，為中國廣東省的經濟特區
“HK\$” 「港元」	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong 港元，香港法定貨幣
“Hong Kong” or “HK” 「香港」	the Hong Kong Special Administrative Region of the People’s Republic of China 中華人民共和國香港特別行政區

GLOSSARY

詞彙表

“Hong Kong Public Offering” 「香港公開發售」	the issue and offer by the Company of the Hong Kong Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on the terms and subject to the conditions described in Prospectus 根據招股章程所載條款並在其條件規限下，本公司按照發售價發行及發售香港發售股份以供香港公眾人士認購，以換取現金
“IAS” 「國際會計準則」	International Accounting Standards 國際會計準則
“IASB” 「國際會計準則理事會」	International Accounting Standards Board 國際會計準則理事會
“IFRS” 「國際財務報告準則」	International Financial Reporting Standards promulgated by International Accounting Standards Board 國際會計準則理事會頒佈的國際財務報告準則
“INED(s)” 「獨立非執行董事」	the independent non-executive Director(s) 獨立非執行董事
“International Placing” 「國際配售」	the conditional placing of the International Placing Shares at the Offer Price by the International Underwriters for and on behalf of the Company, subject to reallocation, together where relevant, with any additional shares that may be issued pursuant to any exercise of the Over-allotment Option 國際包銷商代表本公司按發售價有條件配售國際配售股份(可予重新分配)，連同(如有關)因超額配股權獲行使而可能發行的任何額外股份
“International Placing Shares” 「國際配售股份」	the 112,500,000 Shares being initially offered by the Company for subscription at the Offer Price under the International Placing together with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to reallocation 本公司根據國際配售按發售價初步提呈以供認購的112,500,000股股份，連同因超額配股權獲行使而可能發行的任何額外股份，可予重新分配
“IoT” 「物聯網」	Internet of Things 物聯網
“IPO” 「首次公開發售」	initial public offering 首次公開發售
“IT” 「IT」	Information Technology 資訊科技
“Kallo” 「嘉猷」	KALLO HOLDINGS LIMITED (嘉猷控股有限公司), a company incorporated in the BVI on 21 May 2020. Kallo is an independent third party and a pre-IPO Investor 嘉猷控股有限公司，一間於2020年5月21日在英屬處女群島註冊成立的公司。嘉猷為一名獨立第三方及一名首次公開發售前投資者

GLOSSARY

詞彙表

“KPI(s)” 「關鍵績效指標」	key performance indicator(s) 關鍵績效指標
“LAN” 「無線區域網」	local area network 無線區域網
“Listing” 「上市」	the listing of the Shares on the Main Board of the Stock Exchange 股份於聯交所主板上市
“Listing Date” 「上市日期」	15 July 2022, being the date on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange 2022年7月15日，即股份於聯交所上市及股份獲准於聯交所開始買賣的日期
“Listing Rules” 「上市規則」	The Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time 香港聯合交易所有限公司證券上市規則(經不時修訂)
“Macau” 「澳門」	the Macau Special Administrative Region of the People’s Republic of China 中華人民共和國澳門特別行政區
“Main Board” 「主板」	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange 由聯交所運作的證券交易所(不包括期權市場)，獨立於聯交所GEM，且與其並行運作
“Managed services” 「託管服務」	support services from leasing contracts and security monitoring services 租賃合約及安全監控服務提供的支持服務
“Memorandum of Association” 「組織章程大綱」	the amended and restated memorandum of association of the Company, adopted on 20 June 2022, as amended from time to time 於2022年6月20日採納的本公司經修訂及經重述的組織章程大綱(經不時修訂)
“Model Code” 「標準守則」	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules 上市規則附錄10所載上市公司董事進行證券交易的標準守則
“MOP” 「澳門元」	Macau Pataca, the lawful currency of Macau 澳門元，澳門法定貨幣
“Mr. Chao” 「周先生」	Mr. Chao Ka Chon (周家俊), an executive Director, the CEO, Chairman and the Controlling Shareholder 周家俊先生，為執行董事、行政總裁、主席兼控股股東
“Mr. Li” 「李先生」	Li Haodong (李浩東), a non-executive Director 李浩東，為非執行董事

GLOSSARY

詞彙表

“Mr. Man” 「文先生」	Man Wing Pong (文永邦), an INED 文永邦，為獨立非執行董事
“Mr. Ng” 「吳先生」	Ng Hong Kei (吳鴻棋), an executive Director 吳鴻棋，為執行董事
“Mr. Suen” 「孫先生」	Suen Chi Wai (孫志偉), an INED 孫志偉，為獨立非執行董事
“Mr. U” 「余先生」	U Seng Pam (余成斌), an INED 余成斌，為獨立非執行董事
“Ms. Chiu” 「趙女士」	Chiu Koon Chi (趙冠芝), an executive Director 趙冠芝，為執行董事
“Ms. Lei” 「李女士」	Lei Sok Han (李淑嫻), an executive Director 李淑嫻，為執行董事
“Net Proceeds” 「所得款項淨額」	the net proceeds from the Listing after deducting the underwriting fees, commissions and other listing expenses borne by the Company 上市所得款項淨額，經扣除包銷費用、佣金及本公司所承擔的其他上市開支
“Nomination Committee” 「提名委員會」	the nomination committee of the Board 董事會提名委員會
“Offer Shares” 「發售股份」	the Hong Kong Offer Shares and the International Placing Shares, including the additional Shares that might be issued under any exercise of the Over-allotment Option 香港發售股份及國際配售股份，包括根據行使超額配股權可能發行的額外股份
“Ordinance” 「條例」	Inland Revenue (Amendment) (No. 3) Ordinance 2018 《2018年稅務修訂》(第3號)條例
“Over-allotment Option” 「超額配股權」	the option expected to be granted by the Company to the International Underwriters, exercisable by the Sole Global Coordinator at its sole and absolute discretion (for itself and on behalf of the International Underwriters) pursuant to which the Company may be required to issue up to aggregate of 18,750,000 additional Shares at the final Offer Price, to cover over-allocations in the International Placing, if any 預期將由本公司授予國際包銷商的購股權，可由獨家全球協調人(為其本身及代表國際包銷商)全權酌情行使，據此，本公司可能需要按最終發售價發行最多18,750,000股額外股份，以補充國際配售的超額分配(如有)
“Professional IT services” 「專業IT服務」	IT integrated solution services including integrated services and post-sales maintenance and technical support, and software development services IT綜合解決方案服務包括綜合服務及售後維修及技術支持，以及軟件開發服務

GLOSSARY

詞彙表

“Prospectus” 「招股章程」	the prospectus of the Company dated 29 June 2022 本公司日期為2022年6月29日的招股章程
“PwC” 「羅兵咸永道」	PricewaterhouseCoopers, independent auditor of the Company 羅兵咸永道會計師事務所，為本公司獨立核數師
“Register of Members” 「股東名冊」	the register of members of the Company 本公司股東名冊
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Board 董事會薪酬委員會
“Reorganisation” 「重組」	the corporate reorganisations undergone by the Group in preparation for the Listing described in “History, Reorganisation and Group Structure – Reorganisation” in the Prospectus 本集團為籌備上市而進行的公司重組，有關詳情於招股章程「歷史、重組及集團架構－重組」載述
“RMB” or “Renminbi” 「人民幣」	Renminbi, the lawful currency of the PRC 人民幣，中國法定貨幣
“R&D” 「研發」	research and development 研究與開發
“SaaS” 「SaaS」	Software as a Service 軟件即服務
“SFC” 「證監會」	the Securities and Futures Commission of Hong Kong 香港證券及期貨事務監察委員會
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 香港法例第571章《證券及期貨條例》(經不時修訂、補充或以其他方式修改)
“Share(s)” 「股份」	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of the Company 本公司股本中每股面值0.01港元的普通股
“Shareholder(s)” 「股東」	holder(s) of the Shares 股份持有人
“Share Option Scheme” 「購股權計劃」	the share option scheme conditionally adopted by the Company on 20 June 2022 本公司於2022年6月20日有條件採納的購股權計劃
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司

GLOSSARY

詞彙表

“Sub-committee” 「小組委員會」	ESG management sub-committee ESG管理小組委員會
“subsidiary(ies)” 「附屬公司」	has the meaning given to it under the Listing Rules 具有上市規則賦予該詞的涵義
“substantial shareholder(s)” 「主要股東」	has the meaning given to it under the Listing Rules 具有上市規則賦予該詞的涵義
“Synergy CCL” 「智揚科技」	Synergy Computers & Communications Limited (智揚科技有限公司), a company incorporated in Hong Kong with limited liability on 30 October 1990 and an indirect wholly-owned subsidiary of the Company 智揚科技有限公司，一間於1990年10月30日在香港註冊成立的有限公司，且為本公司的間接全資附屬公司
“Tai Wah” 「Tai Wah」	Tai Wah (BVI) Holdings Limited, a company incorporated in the BVI with limited liability on 16 February 2021 and wholly-owned by Mr. Chao and is the Controlling Shareholder Tai Wah (BVI) Holdings Limited，一間於2021年2月16日在英屬處女群島註冊成立的有限公司，且由周先生直接擁有及為我們的控股股東
“tCO ₂ e” 「噸二氧化碳當量」	tonnes of carbon dioxide equivalent 噸二氧化碳當量
“US\$” 「美元」	United States Dollar, the lawful currency of the United States 美元，美國的法定貨幣
“Zhuhai DHQ Group” 「珠海大橫琴集團」	Zhuhai Da Heng Qin Group Limited (珠海大橫琴集團有限公司) 珠海大橫琴集團有限公司



BoardWare

BoardWare Intelligence Technology Limited
博維智慧科技有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 1204



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