

Suncorp

新確科技有限公司

SUNCORP TECHNOLOGIES LIMITED

(STOCK CODE:1063) (股票編號：1063)



2022 ANNUAL REPORT 年 報

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Director's Statement 董事報告

DIRECTOR'S STATEMENT

On behalf of the board (the "Board") of directors (the "Directors") of SunCorp Technologies Limited (the "Company"), I present to you the audited consolidated results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 December 2022.

BUSINESS REVIEW

During the year of review, the Group mainly engaged in (i) the processing and trading of used computer-related components business; (ii) the money lending business; (iii) the securities brokerage, placing and underwriting business; and (iv) the clothes and beauty products business.

For the year ended 31 December 2022, the Group's revenue amounted to approximately HK\$128.0 million, representing a decrease of approximately 36.0% as compared with the revenue of approximately HK\$200.0 million in 2021. In relation to the Group's revenue, approximately 36.0% results from the processing and trading of used computer-related components, approximately 8.6% resulted from interest income earned from money lending business, approximately 2.1% contributed from securities brokerage, placing and underwriting business and approximately 53.3% contributed by clothes and beauty products business.

Gross profit from operation for the year under review was approximately HK\$16.0 million, representing a decrease of approximately 36.8% as compared with the gross profit of approximately HK\$25.3 million in 2021. The Group's net loss for the year was approximately HK\$57.4 million, which was mainly due to the provision for expected credit loss ("ECL") on trade, other and loan receivables of approximately HK\$40.6 million recognised during 2022.

For the year ended 31 December 2022, interest income earned from money lending business was approximately HK\$11.0 million.

董事報告

本人謹代表新確科技有限公司（「本公司」）董事（「董事」）會（「董事會」），向閣下提呈本公司及其附屬公司（統稱「本集團」）截至二零二二年十二月三十一日止年度之經審核綜合業績。

業務回顧

於回顧年度，本集團主要從事(i) 二手電腦相關組件之處理及貿易業務；(ii) 放債業務；(iii) 證券經紀、配售及包銷業務；及(iv) 服裝及美容產品業務。

截至二零二二年十二月三十一日止年度，本集團之收益約為128,000,000港元，較二零二一年之收益約200,000,000港元減少約36.0%。就本集團之收益而言，約36.0%來自二手電腦相關組件處理及貿易、約8.6%來自放債業務賺取之利息收入、約2.1%由證券經紀、配售及包銷業務貢獻及約53.3%由服裝及美容產品業務貢獻。

回顧年度之經營毛利約為16,000,000港元，較二零二一年之毛利約25,300,000港元減少約36.8%。本集團之本年度虧損淨額約為57,400,000港元，乃主要由於二零二二年確認應收貿易賬款、其他應收款項及應收貸款之預期信貸虧損（「預期信貸虧損」）撥備約40,600,000港元所致。

截至二零二二年十二月三十一日止年度，自放債業務賺取之利息收入約為11,000,000港元。

OUTLOOK AND PROSPECT

In view of the highly unpredictable business environment, we are evaluating different business segments within the Group and reposition our strategy and business operation in more optimistic business segments. For the year ended 31 December 2022, the revenue derived from our clothes and beauty products segment has declined by approximately 21.0% from approximately HK\$86.3 million to approximately HK\$68.2 million as compared to the year of 2021. The Board expects that the future development in sales of residential telephones and related products will be limited and the market will be declined due to the evolution of technology and the change in consumer behaviours.

The Group will continue to seek potential investment and business opportunities for broadening its income stream and further development of the existing business segments.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to take this opportunity to extend our sincere thanks to our customers, suppliers and staff for their continued support and contribution to the Group during the year.

ZHU Yuqi
Executive Director

Hong Kong, 31 March 2023

展望及前景

鑑於營商環境很難預測，我們正評估本集團內的不同業務分部，並將於更樂觀的業務分部內重新定位我們的戰略及業務運營。截至二零二二年十二月三十一日止年度，我們自服裝及美容產品分部獲得之收益較二零二一年下降約21.0%，自約86,300,000港元降至約68,200,000港元。董事會預期家居電話及相關產品銷售的未來發展有限，且該市場將因技術演變及消費者行為變化而萎縮。

本集團將繼續物色潛在投資及商機以拓寬其收入來源並進一步發展現有業務分部。

致謝

本人謹代表董事會，衷心感謝一眾客戶、供應商及員工的不懈支持以及於年內為本集團作出之貢獻。

執行董事
朱宇奇

香港，二零二三年三月三十一日

Management Discussion and Analysis

管理層討論及分析

OVERVIEW

For the year ended 31 December 2022, the Group recorded a revenue of approximately HK\$128.0 million which represented a decrease of approximately 36.0% as compared to the corresponding figure for the year ended 31 December 2021.

The gross profit for the year ended 31 December 2022 was approximately HK\$16.0 million as compared to approximately HK\$25.3 million for the year ended 31 December 2021.

During the year, the clothes and beauty products business continued to contribute a significant percentage to our revenue. We continue to be optimistic at this business segment and will capture more market opportunities as and when appropriate. On the other hand, the sales and marketing of electronic equipment and related products was still an important source of income of the Group. In addition, the financial arm of the Group comprising of securities brokerage, placing and underwriting business and money lending business also contributed to the revenue of the Group during the year. The revenue and net loss or profit for each business segment for the year ended 31 December 2022 are set out as below:

概覽

截至二零二二年十二月三十一日止年度，本集團錄得收益約128,000,000港元，較截至二零二一年十二月三十一日止年度之相應數額減少約36.0%。

截至二零二二年十二月三十一日止年度之毛利約為16,000,000港元，截至二零二一年十二月三十一日止年度則約為25,300,000港元。

於本年度，服裝及美容產品業務繼續對收益作出重大百分比貢獻。我們繼續對此業務分部持樂觀態度及可於合適時把握更多市場機遇。另一方面，電子設備及相關產品的銷售及營銷仍是本集團的重要收入來源。此外，本集團之金融部門（包括證券經紀、配售及包銷業務及放債業務）亦於本年度為本集團之收益作出貢獻。截至二零二二年十二月三十一日止年度各業務分部之收益及虧損或溢利淨額載列如下：

		Telephones and related equipment 電話及 相關設備 HK\$'000 千港元	Used computer- related components 二手電腦 相關組件 HK\$'000 千港元	Provision of securities brokerage, placing and underwriting services 提供證券經紀、 配售及包銷 服務 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Sales of clothes and beauty products 銷售服裝及 美容產品 HK\$'000 千港元
Revenue	收益	-	46,148	2,726	10,973	68,188
Net (loss)/profit	(虧損淨額) / 純利	(517)	(681)	109	(31,905)	(178)

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

流動資金及財務資源

Current ratio 流動比率
Gearing ratio (defined as the total borrowings divided by total equity) 資本負債比率(定義為總借貸除以總權益)

2022 二零二二年	2021 二零二一年
3.60	4.70
0.011	0.011

As at 31 December 2022, the Group had cash on hand of approximately HK\$26.9 million, net current assets of approximately HK\$203.5 million, total assets of approximately HK\$282.2 million and shareholders' equity of approximately HK\$203.2 million.

於二零二二年十二月三十一日，本集團持有手頭現金約26,900,000港元、流動資產淨值約203,500,000港元、資產總額約282,200,000港元及股東權益約203,200,000港元。

The Group generally financed its operations through internally-generated cash flows and Shareholders' equity.

本集團一般透過內部產生之現金流量及股東權益為其營運提供資金。

MONEY LENDING BUSINESS

放債業務

For the year ended 31 December 2022, the amount of the total outstanding loan receivables is HK\$101.2 million with 8-10% interest rate and all loan receivables are recoverable within 1 year.

截至二零二二年十二月三十一日止年度，應收尚未償還貸款總額為101,200,000港元，按介乎8-10%的利率計息，且所有應收貸款可於一年內收回。

During the year ended 31 December 2022, the amounts for the largest borrower and the five largest borrowers in aggregate are HK\$21.8 million and HK\$54.6 million, respectively, accounted for approximately 22% and 54% of the total loan receivables of the Company.

截至二零二二年十二月三十一日止年度，最大借款人及五大借款人的金額合計分別為21,800,000港元及54,600,000港元，佔本公司應收貸款總額約22%及54%。

The Group normally reaches out the target customers through the Group's reputation in the financial services industry, the existing business network and the finance magazine. The Group targets both retail and corporate customers.

本集團通常透過本集團在金融服務行業的聲譽、現有商業網絡及財經雜誌來接觸目標客戶。本集團的目標客戶包括零售及企業客戶。

Management Discussion and Analysis 管理層討論及分析

When determining loan tenure, the Group will normally take into factors including, but not limited to personal financial background and repayment ability of the borrowers, internal credit checking results, the borrowers' repayment record in other financial institutions and, where applicable, value of the to-be-pledged collateral, the availability of any guarantee. The Group will base on the information gathered from the borrowers to determine the loan tenure.

When determining the interest rate of the loan, the Group will take reference to the past record of interest rate used by the Group and market rate for the interest rate.

In addition, the Group funds the money lending transaction through our internal resources. As at 31 December 2022, the loan receivables of HK\$101 million will mature on or before 31 December 2023 and loan receivables were neither secured by collaterals or any guarantee as at 31 December 2022. As at 31 December 2022, the maturity profile of the loan receivables of HK\$101 million were within twelve months from the end of the reporting period. The Company has complied with requirements set out in chapter 14 and/or 14A of the Listing Rules when it granted the loans to each of the borrower(s), whose loan(s) was still outstanding as at 31 December 2022. The Company has not had an agreement, arrangement, understanding or undertaking (whether formal or informal and whether express or implied) with a connected person with respect to the grant of loans to the borrower(s) whose loan(s) was still outstanding as at 31 December 2022.

於釐定貸款期限時，本集團通常將考慮的因素包括但不限於借款人的個人財務背景及還款能力、內部信用核查結果、借款人於其他金融機構的還款記錄以及（如適用）將要抵押的抵押物的價值及是否有任何擔保。本集團將根據從借款人收集的資料釐定貸款期限。

於釐定貸款利率時，本集團將參考本集團過去使用的利率記錄及市場利率。

此外，本集團透過我們的內部資源為放債交易提供資金。於二零二二年十二月三十一日，應收貸款101,000,000港元將於二零二三年十二月三十一日或之前到期及於二零二二年十二月三十一日並無應收貸款由抵押物或擔保提供抵押。於二零二二年十二月三十一日，應收貸款101,000,000港元之到期情況為自報告期間末起十二個月內。本公司向各借款人授出貸款時已遵守上市規則第14章及／或第14A章的規定，而各借款人的貸款於二零二二年十二月三十一日仍未償還。本公司並無就向二零二二年十二月三十一日仍未償還貸款的借款人授出的貸款與關連人士達成協議、安排、諒解或承諾（無論屬正式或非正式，亦無論屬明示或默示）。

Management Discussion and Analysis

管理層討論及分析

The impairment losses on loan receivables were approximately HK\$38.1 million and HK\$68.1 million for the years ended 31 December 2022 and 2021. It was mainly attributed to the impairment of approximately HK\$62.4 million from Zhongrong International Finance Company Limited (“Zhongrong”), which was in liquidation in 2020, for the year ended 31 December 2021 respectively. As Zhongrong was in liquidation in 2020, the Company submitted the proof of debt to the Official Receiver’s office and the provisional liquidator in accordance with Companies (Winding-up) Rules during the year of 2021. Zhongrong appointed joint and several provisional liquidators for its winding up process. Thus, a fully impairment on Zhongrong’s loan was made for the year ended 31 December 2021. The Company was of the view that the impairment loss recognised on the Zhongrong’s loan was fair and reasonable.

CAPITAL STRUCTURE

Authorised share capital

As at 31 December 2022, the authorised share capital of the Company was HK\$600,000,000 divided into 100,000,000,000 shares of HK\$0.006 each. The authorised share capital had no change during the year ended 31 December 2022.

Issued share capital

As at 1 January 2022, the issued share capital of the Company was HK\$8,957,619 divided into 1,492,936,566 shares of HK\$0.006 each.

During the year ended 31 December 2022, 45,600,000 options were exercised at the exercise price of HK\$0.078 per share, resulting in the issuance of 45,600,000 new shares of HK\$0.006 each.

As at 31 December 2022, the issued share capital of the Company was HK\$9,231,219 divided into 1,538,536,566 shares of HK\$0.006 each.

截至二零二二年及二零二一年十二月三十一日止年度，應收貸款的減值虧損約38,100,000港元及68,100,000港元。其乃主要由於截至二零二一年十二月三十一日止年度來自中融國際財務有限公司（「中融」）之減值約62,400,000港元，該公司於二零二零年清盤。由於中融已於二零二零年進行清盤，故本公司已於二零二一年根據公司（清盤）規則向破產管理署及臨時清盤人提交債務證明。中融已就其清盤程序委任共同及個別臨時清盤人。因此，已於截至二零二一年十二月三十一日止年度就中融貸款計提全額減值。本公司認為，就中融貸款確認減值虧損屬公平合理。

股本架構

法定股本

於二零二二年十二月三十一日，本公司之法定股本為600,000,000港元，分拆為100,000,000,000股每股面值0.006港元之股份。法定股本於截至二零二二年十二月三十一日止年度並無變化。

已發行股本

於二零二二年一月一日，本公司之已發行股本為8,957,619港元，分拆為1,492,936,566股每股面值0.006港元之股份。

截至二零二二年十二月三十一日止年度，45,600,000份購股權以每股0.078港元的行使價行使，導致發行45,600,000股每股0.006港元的新股份。

於二零二二年十二月三十一日，本公司之已發行股本為9,231,219港元，分拆為1,538,536,566股每股面值0.006港元之股份。

Management Discussion and Analysis

管理層討論及分析

EXCHANGE RATE

Most of sales in the current year were denominated in United States dollars, whilst the majority of the Group's expenses were denominated in United States dollars, Renminbi and Hong Kong dollars. Although the Group currently does not maintain any hedging policy to hedge against foreign exchange exposure that may arise from the above transactions, the management team continuously assesses the foreign currency exposure, with an aim to minimize the impact of foreign exchange fluctuation on the Group's business operations.

RAISING OF FUNDS AND USE OF PROCEEDS

On 23 April 2021, the Company entered into a placing agreement pursuant to which the Company conditionally agreed to place through the placing agent, an indirectly wholly-owned subsidiary of the Company, on a best effort basis, up to 580,000,000 placing shares at the placing price of HK\$0.10 per placing share to not less than six placees who and whose beneficial owners were independent third parties (the "**Placing**"). The placing shares were allotted and issued pursuant to the specific mandate granted by the shareholders of the Company (the "**Shareholders**") on 16 July 2021.

The Placing was completed on 2 August 2021. The net proceeds (after deducting the placing commission and other related expenses) from the Placing amounted to approximately HK\$56.2 million. The net proceeds were intended to be used for the further development and operations of the virtual asset trading platform of the Group.

匯率

本年度內之大部分銷售均以美元列值，而本集團之開支大部分以美元、人民幣及港元列值。儘管本集團目前並無設有任何對沖政策以對沖上述交易可能產生之外匯風險，惟管理層團隊將會持續評估外匯風險，旨在將外匯波動對本集團業務營運之影響減至最低。

集資活動及所得款項用途

於二零二一年四月二十三日，本公司訂立配售協議，據此，本公司已有條件地同意透過配售代理（本公司間接全資附屬公司）盡最大努力向不少於六名承配人配售最多580,000,000股配售股份，配售價為每股配售股份0.10港元，而該等承配人之實益擁有人為獨立第三方（「**配售事項**」）。配售股份根據本公司股東（「**股東**」）於二零二一年七月十六日授出的特別授權配發及發行。

配售事項已於二零二一年八月二日完成。配售事項之所得款項淨額（經扣除配售佣金及其他相關開支後）為約56,200,000港元。所得款項淨額擬用於本集團之虛擬資產交易平台之進一步發展及運營。

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2022, the net proceeds had been utilised as follows:

於二零二二年十二月三十一日，所得款項淨額已用作以下用途：

Use of net proceeds 所得款項淨額用途	Allocation 分配 HK\$ million 百萬港元	Unutilised amount as at 31 December		Utilised amount for the year ended 31 December		Unutilised amount as at 31 December		Expected timeline for the application of the unutilised proceeds 尚未動用所得款項之預期動用時間表
		2021 於二零二一年 十二月三十一日 未動用金額 HK\$ million 百萬港元	2022 於二零二二年 十二月三十一日 未動用金額 HK\$ million 百萬港元	2022 於二零二二年 十二月三十一日 已動用金額 HK\$ million 百萬港元	2022 於二零二二年 十二月三十一日 未動用金額 HK\$ million 百萬港元			
Web application development of the virtual asset trading platform 虛擬資產交易平台的網絡應用開發	18.0	16.4	4.9	11.5	By 31 December 2024 於二零二四年十二月三十一日之前			
Acquisition of equipment and the related installation and technical support services fees 購置設備及相關安裝及技術支持服務費	11.0	7.0	-	7.0	By 31 December 2024 於二零二四年十二月三十一日之前			
Cloud infrastructure and professional network management services fee 雲基礎架構及專業網絡管理服務費	8.1	4.1	4.1	-	By 31 December 2024 於二零二四年十二月三十一日之前			
Staff costs and consultancy fees for operational and technical staff and external consultants 操作及技術人員以及外部顧問的員工成本及顧問費	8.4	7.6	1.0	6.6	By 31 December 2024 於二零二四年十二月三十一日之前			
Digital and data securities services fee 數字及數據證券服務費	2.4	2.4	1.2	1.2	By 31 December 2024 於二零二四年十二月三十一日之前			
Working capital in operating the virtual asset trading platform, including but not limited to purchasing digital assets inventories and purchasing insurance 營運虛擬資產交易平台的營運資金，包括但不限於購買數字資產存貨及購買保險	8.3	8.1	0.2	7.9	By 31 December 2024 於二零二四年十二月三十一日之前			
Total 總計	56.2	45.6	11.4	34.2				

SIGNIFICANT INVESTMENTS

As at 31 December 2022, total market value for the financial assets at fair value through profit or loss (“FVTPL”) of the Group was approximately HK\$75.0 million (2021: approximately HK\$87.3 million). The Board considers that the investments with market value accounting for more than 5% of the Group’s total assets as at 31 December 2022 as significant investments.

重要投資

於二零二二年十二月三十一日，本集團按公平值計入損益（「按公平值計入損益」）之金融資產的總市值約為75,000,000港元（二零二一年：約87,300,000港元）。董事會將市值佔本集團於二零二二年十二月三十一日總資產的5%以上的投資視為重大投資。

Management Discussion and Analysis

管理層討論及分析

For the year ended 31 December 2022, the Group recognised unrealised loss on financial assets at FVTPL of approximately HK\$21.5 million (2021: unrealised gain of approximately HK\$16.7 million). For the year ended 31 December 2022, the Group recognised realised gain on financial assets at FVTPL of approximately HK\$4.8 million (2021: approximately HK\$16,000).

Details of the top financial assets at FVTPL, in terms of market value as at 31 December 2022 are as follows:

截至二零二二年十二月三十一日止年度，本集團確認按公平值計入損益之金融資產的未變現虧損約21,500,000港元（二零二一年：未變現收益約16,700,000港元）。截至二零二二年十二月三十一日止年度，本集團確認按公平值計入損益之金融資產的已變現收益約4,800,000港元（二零二一年：約16,000港元）。

按於二零二二年十二月三十一日的市值計，按公平值計入損益之前一項金融資產詳情如下：

Stock name 股份名稱	Stock code 股份代號	No. of shares 股份數目	Proportion to the total issued share capital for the stocks 佔股票已發行股 本總數之比例	Market value 市值 (HK\$'000) (千港元)	Proportion to the total assets of the Group 佔本集團總資產 之比例	Unrealised fair value loss/ (gain) on the investments 投資的未變現 公平值收益 虧損/(收益) (HK\$'000) (千港元)	Dividends received 已收股息	Investment strategy 投資策略
WLS Holding Limited 滙隆控股有限公司	8021	302,640,000	2.11%	20,882	7.40%	5,226	-	Passive 消極
SEEC Media Group Ltd 財訊傳媒集團有限公司	205	14,720,000	2.00%	9,862	3.50%	2,020	-	Passive 消極
China Investment and Finance Group Ltd 中國投融資集團有限公司	1226	11,067,760	2.68%	6,862	2.43%	(2,878)	-	Passive 消極
Milan Station Holdings Ltd 米蘭站控股有限公司	1150	32,850,000	3.73%	6,504	2.30%	2,531	-	Passive 消極
Wealth Glory Holdings Ltd 富譽控股有限公司	8269	34,500,000	3.87%	5,761	2.04%	(1,484)	-	Passive 消極
Asia Grocery Distribution Limited 亞洲雜貨有限公司	8413	8,020,000	0.69%	3,328	1.18%	1,764	-	Passive 消極
China Environmental Energy Investment Ltd 中國環保能源投資有限公司	986	59,224,000	4.57%	2,961	1.05%	(2,428)	-	Passive 消極
Sub-total 小計				56,160	19.90%	4,751		
Other 19 listed equity securities (Note 2) 其他19種上市股本證券(附註2)				18,814	6.67%	16,768	-	Passive 消極
Total 總計				74,974	26.57%	21,519		

Management Discussion and Analysis

管理層討論及分析

Note:

1. Total assets as at 31 December 2022: HK\$282,174,000.
2. As at 31 December 2022, other listed equity securities comprised 19 listed equity securities and none of them was more than 1.0% of the total assets of the Group. The companies of other listed equity securities are listed in Hong Kong in which they are principally engaged in steel business, the provision of financial services, movie & entertainment business, electronic technology, distribution, properties & construction and retail.

WLS Holdings Limited is a company listed in Hong Kong in which it and its subsidiaries are principally engaged in the provision of scaffolding and fitting out services, and other services for construction and buildings work, money lending business, securities brokerage and margin financing and securities investment business and assets management business.

SEEC Media Group Limited is a company listed in Hong Kong in which it and its subsidiaries are engaged in the provision of advertising agency services, distribution of books and magazines, securities brokerage business, money lending business and e-commerce business in the People's Republic of China and in Hong Kong.

China Investment and Finance Group Limited is a company listed in Hong Kong in which it and its subsidiaries are engaged in securities trading and investment holding.

Milan Station Holdings Limited is a company listed on Stock Exchange of Hong Kong Limited in which it and its subsidiaries principally engaged in retailing of handbags, fashion accessories, embellishments and spa and wellness products.

附註：

1. 於二零二二年十二月三十一日之總資產：282,174,000港元。
2. 於二零二二年十二月三十一日，其他上市股本證券包括19種上市股本證券及彼等概無超過本集團總資產的1.0%。其他上市股本證券的公司於香港上市，彼等主要從事鋼鐵業務、提供金融服務、電影及娛樂業務、電子技術、分銷、物業及建築以及零售。

滙隆控股有限公司為一間於香港上市的公司，該公司及其附屬公司主要從事提供腳手架及裝修服務，以及其他建築及樓宇工程服務、放貸業務、證券經紀及保證金融資以及證券投資業務及資產管理業務。

財訊傳媒集團有限公司為一間於香港上市的公司，該公司及其附屬公司於中華人民共和國及香港從事提供廣告代理服務、書刊發行、證券經紀業務、放貸業務及電子商務業務。

中國投融資集團有限公司為一間於香港上市的公司，該公司及其附屬公司從事證券交易及投資控股。

米蘭站控股有限公司為一間於香港聯合交易所有限公司上市的公司，該公司及其附屬公司主要從事手袋、時尚配飾、裝飾品及水療以及保健產品的零售業務。

Management Discussion and Analysis 管理層討論及分析

Wealth Glory Holdings Limited is a company listed in Hong Kong in which it and its subsidiaries are principally engaged in the trading of natural resources and commodities; development and promotion of brands, design, manufacture and sale of trendy fashion merchandises and other consumer products; investment in securities; and money lending business.

Asia Grocery Distribution Limited is a company listed in Hong Kong in which it and its subsidiaries are principally engaged in the food and beverage grocery distribution business under the authentic and original "Hung Fat Ho" brand in Hong Kong.

China Environmental Energy Investment Limited is a company listed in Hong Kong in which it and its subsidiaries are principally engaged in the design, original equipment manufacturing, marketing of jewelry business and money lending business.

Looking forward, the Board will adopt a passive investment strategy for the investments in securities. It aims to extract maximum returns from the market through investment in a diversified portfolio with low costs and does not involve frequent trading. The Board believes that the future performance of the listed investments held by the Group will be volatile and substantially affected by overall environment, equity market conditions, investor sentiment and the business performance and development of the investee companies.

SIGNIFICANT ACQUISITIONS OR DISPOSALS

During the year ended 31 December 2022, there were no material acquisitions or disposals of subsidiaries and associated companies.

富譽控股有限公司為一間於香港上市的公司，該公司及其附屬公司主要從事自然資源及商品貿易；開發及推廣品牌，設計、製造及銷售時尚潮流商品及其他消費產品；投資證券；以及放貸業務。

亞洲雜貨有限公司為一間於香港上市的公司，該公司及其附屬公司主要於香港以地道原創品牌「鴻發號」從事食品及飲料雜貨分銷業務。

中國環保能源投資有限公司是一家在香港上市的公司，該公司及其附屬公司主要從事設計、原始設備製造、珠寶營銷業務及放貸業務。

展望未來，董事會將對證券投資採取消極的投資策略。其目的是通過投資於低成本的多元化組合，從市場中獲取最大的回報，並且不涉及頻繁交易。董事會認為，本集團所持有的上市投資的未來表現將會出現波動，並受到整體環境、股票市場狀況、投資者情緒以及被投資公司的業務表現及發展的重大影響。

重大收購或出售

於截至二零二二年十二月三十一日止年度，概無進行重大收購或出售附屬公司及聯營公司。

Management Discussion and Analysis

管理層討論及分析

EMPLOYEES

As at 31 December 2022, the Group had 18 employees (31 December 2021: 30), including the executive Directors. The gender ratio of the Group's workforce (including senior management) was approximately 72% male to approximately 28% female. The Group shall continue to take into account diversity perspectives including gender diversity in its hiring of employees from time to time.

The Group's emolument policies are formulated on the performance of employees with reference to the market condition. The Board may exercise its discretion to grant share options to the executive Directors and employees as an incentive to their contribution to the Group.

DIVIDENDS

The Board does not recommend the payment of final dividend for the year ended 31 December 2022 (2021: Nil).

僱員

於二零二二年十二月三十一日，本集團僱有18名（二零二一年十二月三十一日：30名）僱員，包括執行董事。本集團員工團隊（包括高級管理層）中的男女比例分別為約72%及約28%。本集團於不時聘用員工時應繼續考慮到多元化的觀點，包括性別多元化。

本集團之酬金政策，乃參考市況後根據僱員之表現而制定。董事會可酌情授予執行董事及僱員購股權，作為彼等對本集團貢獻之獎勵。

股息

董事會建議不派發截至二零二二年十二月三十一日止年度之末期股息（二零二一年：無）。

Corporate Information

公司資料

DIRECTORS

Executive Directors:

Mr. ZHU Yuqi
Mr. CHOW Hei Yin Terry

Independent Non-executive Directors:

Mr. MAN Yuan
Mr. MA Kin Ling
Ms. HUANG Zhi

COMPANY SECRETARY

Ms. WONG Sin Fai, Cynthia

AUDITORS

McMillian Woods (Hong Kong) CPA Limited
Certified Public Accountants

LEGAL ADVISORS

Hong Kong:

C&T Legal LLP

Bermuda:

Conyers Dill & Pearman

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
HSBC
China Construction Bank (Asia) Corporation Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

董事

執行董事：

朱宇奇先生
周曦賢先生

獨立非執行董事：

滿圓先生
馬健凌先生
黃洽小姐

公司秘書

黃倩暉女士

核數師

長青（香港）會計師事務所有限公司
執業會計師

法律顧問

香港：

鄭鄧律師事務所

百慕達：

Conyers Dill & Pearman

主要往來銀行

星展銀行（香港）有限公司
滙豐銀行
中國建設銀行（亞洲）股份有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

**PRINCIPAL PLACE OF BUSINESS
IN HONG KONG**

Unit 2305, 23/F., The Center
99 Queen's Road Central,
Hong Kong

**PRINCIPAL SHARE REGISTRARS AND
TRANSFER OFFICE**

MUFG Fund Services (Bermuda) Limited
4th Floor North
Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

**HONG KONG BRANCH SHARE REGISTRAR
AND TRANSFER OFFICE**

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point, Hong Kong

WEBSITE

www.suncorptech.com.hk

STOCK CODE

1063

香港主要營業地點

香港
皇后大道中99號
中環中心23樓2305室

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4th Floor North
Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

香港股份過戶登記分處

聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

網址

www.suncorptech.com.hk

股份代號

1063

Details of Directors and Chief Executives

董事及主要行政人員簡歷

DIRECTORS

Executive Directors

Mr. ZHU Yuqi (“Mr. Zhu”), aged 31, is an executive Director. Mr. Zhu is currently assistant to general manager of a company located in Shenzhen, the People’s Republic of China (the “PRC”).

Mr. CHOW Hei Yin Terry (“Mr. Chow”), aged 45, is an executive Director. He obtained a Bachelor degree of Business Administration from Central Queensland University. Mr. Chow has more than twenty years of experience in relation to business development and sales and marketing. He also has extensive experience in business administration and entrepreneurial management. Prior to joining the Group, Mr. Chow is a director of a local company engaging in the trading of Chinese medicine and Mr. Chow is mainly responsible for the sales and marketing of the company. Mr. Chow is currently the vice-president of The Hong Kong Medicine Dealers’ Guild.

Independent Non-Executive Directors

Mr. MA Kin Ling (“Mr. Ma”), aged 40, is an independent non-executive Director. He obtained a Bachelor degree of Business Administration (Honours) in Accountancy and Law from City University of Hong Kong. Mr. Ma is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Ma is currently an Independent Non-executive Director of Wisdom Wealth Resources Investment Holding Group Limited (formerly known as Hong Kong Finance Investment Holding Group Limited) (HK Stock Code: 007) and a chief financial officer and company secretary of China Zenith Chemical Group Limited (formerly known as Xinyang Maojian Group Limited) (HK Stock Code: 362).

Mr. MAN Yuan (“Mr. Man”), aged 35, is an independent non-executive Director. He obtained a Bachelor degree in Marketing from the Inner Mongolia University of Science & Technology. Mr. Man was the general manager in an internet company located in Shenzhen, the PRC during 2013 to May 2015.

Ms. HUANG Zhi (“Ms. Huang”), aged 35, is an independent non-executive Director. She graduated from Changsha University majoring in communication engineering. She has over 10 years of management and business development experience in communication and electronics industry. Prior to joining our Group, Ms. Huang had held senior management position in sizable company in the People’s Republic of China and she was mainly responsible for strategic planning, business development and operational management.

董事

執行董事

朱宇奇先生(「朱先生」)，31歲，任執行董事。朱先生現任一間中華人民共和國(「中國」)深圳市公司之總經理助理。

周曦賢先生(「周先生」)，45歲，任執行董事。彼畢業於中央昆士蘭大學，取得工商管理學士學位。周先生擁有逾二十年與業務開發及銷售及市場推廣相關之經驗。彼亦於業務行政管理及企業管理方面擁有豐富經驗。於加入本集團前，周先生為當地一間從事中藥買賣之公司之董事且周先生主要負責該公司之銷售及市場推廣。周先生現為香港藥行商會之副會長。

獨立非執行董事

馬健凌先生(「馬先生」)，40歲，任獨立非執行董事。彼持有香港城市大學會計學及法律工商管理(榮譽)學士學位。彼為香港會計師公會會員。馬先生現任智富資源投資控股集團有限公司(前稱為香港金融投資控股集團有限公司)(香港股份代號:007)的獨立非執行董事及中國天化工集團有限公司(前稱為信陽毛尖集團有限公司)(香港股份代號:362)的首席財務官兼公司秘書。

滿圓先生(「滿先生」)，35歲，任獨立非執行董事。滿先生持有內蒙古科技大學的市場營銷學士學位。滿先生於二零一三年至二零一五年五月期間曾於一間位於中國深圳的互聯網公司擔任總經理。

黃洽小姐(「黃小姐」)，35歲，任獨立非執行董事。黃小姐畢業於長沙學院通訊工程專業。彼於通訊及電子行業擁有逾10年管理及業務開發經驗。於加入本集團前，黃小姐曾於中華人民共和國大公司擔任高級管理層職位，主要負責策略規劃、業務發展及營運管理。

Corporate Governance Report

企業管治報告

The Board of the Company is pleased to present this Corporate Government Report together with annual financial statements for the year ended 31 December 2022.

CORPORATE GOVERNANCE

The Company is committed to high standards of good corporate governance practices and procedures. The corporate governance principles of the Company emphasize a quality Board, sound internal control, transparency, independence and accountability to all Shareholders.

Throughout the financial year of 2022, the Group had applied the principles as set out in the Corporate Governance Code and Corporate Governance Report (the “CG Code”) in Appendix 14 of the Rules Governing the Listing of Securities of the Stock Exchange (the “Listing Rules”) during the period from 1 January 2022 to 31 December 2022; and unless otherwise stated, which in the opinion of the Board, are not appropriate to follow.

The Company conducts periodic review on its corporate governance practices to ensure that the Company can meet the requirements of the CG Code on an on-going basis. The key corporate governance principles and practices of the Company are summarized as below:

BOARD COMPOSITION AND PRACTICES

The Board is mandated with promoting the success of the Company by providing leadership and supervising control of the business of the Group.

本公司董事會欣然提呈本企業管治報告連同截至二零二二年十二月三十一日止年度之全年財務報表。

企業管治

本公司致力維持高水平之良好企業管治常規及程序。本公司之企業管治原則著重優秀之董事會、穩健之內部監控、透明度、獨立性及向全體股東問責。

於整個二零二二年財政年度內，本集團於二零二二年一月一日至二零二二年十二月三十一日止期間內已應用聯交所證券上市規則（「上市規則」）附錄十四企業管治守則（「企業管治守則」）及企業管治報告所載的原則，惟另有說明董事會認為不宜遵守者除外。

本公司定期審閱其企業管治常規，確保本公司能夠持續符合企業管治守則之規定。本公司採納之主要企業管治原則及常規概述如下：

董事會之組成及常規

董事會透過領導及監控本集團之業務，帶領本公司邁向成功。

Corporate Governance Report 企業管治報告

BOARD COMPOSITION AND PRACTICES (continued)

As at the date of this report, the Company has the following members on the Board:

Executive Directors:

Mr. ZHU Yuqi
Mr. CHOW Hei Yin Terry

Independent non-executive Directors:

Mr. MAN Yuan
Mr. MA Kin Ling
Ms. HUANG Zhi

The biographical details of the Directors are set out on page 16 of this Annual Report. Under the Listing Rules, every listed issuer is required to have at least three independent non-executive directors, at least one of whom must have appropriate professional qualifications or accounting or related financial management expertise. The number of independent non-executive Directors has met the requirement of the Listing Rules and represented one-third of the total Board members.

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to the requirement of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. Regular review will be made on the Board composition to ensure the Company has a balance of skills, expertise and experience appropriate for the requirements of the business of the Company.

Continuous Professional Development

Pursuant to Code Provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant.

董事會之組成及常規 (續)

於本報告日期，本公司董事會之成員如下：

執行董事：

朱宇奇先生
周曦賢先生

獨立非執行董事：

滿圓先生
馬健凌先生
黃冶小姐

董事之履歷詳情載於本年報第16頁。根據上市規則，每家上市發行人必須最少擁有一名獨立非執行董事，而其中至少一名須具備適當專業資格，或具備適當之會計或相關財務管理專長。獨立非執行董事之數目已符合上市規則之規定，佔董事會成員總數的三分之一。

各獨立非執行董事已根據上市規則之規定發出年度獨立性確認書。本公司認為全體獨立非執行董事已符合上市規則第3.13條所載之獨立性指引，具備指引條款所指之獨立性。本公司會定期檢討董事會組成，確保本公司具備本公司業務而言適當所需技巧、專長及經驗。

持續專業發展

根據企業管治守則之守則條文第C.1.4條，全體董事均須進行持續專業發展，以增進並更新其知識及技能。有關規定旨在確保各董事在知情情況下為董事會作出切合需要的貢獻。

BOARD COMPOSITION AND PRACTICES (continued)

Continuous Professional Development (continued)

Up to the date of this report, all Directors have participated in continuous professional development by attending training course or reading relevant materials on the topics related to corporate governance and regulations.

Newly appointed Director will be arranged a comprehensive, formal and tailored induction which includes provision of key guidelines, documents and publications relevant to their roles, responsibilities and ongoing obligations; a briefing on the Company's structure, businesses, risk management and other governance practices and meeting with other fellow Directors so as to help the newly appointed Directors familiarize with the management, business and governance policies and practices of the Company, and ensure that they have a proper understanding of the operations and businesses of the Company.

Appointment and Re-election of Directors

The Company follows a formal and transparent procedure for the appointment of new Directors to the Board. The Board will consider on a regular basis whether necessary changes are needed in respect of the structure, size and composition of the Board and to identify suitably qualified candidates if there is such a need. In accordance with the existing Bye-laws of the Company (the "**Bye-laws**"), every newly appointed Director shall hold office till the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

According to the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at least once every three years. For the avoidance of doubt, all Directors, including the Chairman of the Board, shall be subject to retirement by rotation.

董事會之組成及常規 (續)

持續專業發展 (續)

截至本報告日期，全體董事已出席培訓課程或閱覽有關企業管治及規例之資料，藉以參與持續專業發展。

新委任董事將獲得全面、正式及特定之就任培訓，包括為其提供與其角色、職責及持續責任有關之重要指引、文件及刊物；有關本公司架構、業務、風險管理及其他管治常規之簡介，及與其他董事會面，以協助新委任董事熟悉本公司之管理、業務及管治政策和常規，並確保彼等對本公司之運作及業務均有適當之理解。

委任及重選董事

本公司依照正規而透明之程序委任新董事加入董事會。董事會將定期考慮董事會之架構、規模及組成是否需要更改，然後於需要時物色適當之合資格人選。按照本公司之現行公司章程細則（「**公司細則**」），每名新委任董事均須於本公司下一次股東大會上退任，其時合資格於會上膺選連任。

根據公司細則，於本公司每屆股東週年大會上，三分之一當時在任之董事（或倘其人數為三之倍數，則最接近但不少於三分之一之數目）須至少每三年輪值退任一次。為免生疑問，全體董事（包括董事會主席）均須輪值退任。

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BOARD COMPOSITION AND PRACTICES (continued)

Chairman and Chief Executive

Pursuant to Code Provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. However, in view of the current nature of the Company, the Board opines that it is not necessary to appoint a chairman or chief executive and daily operation of the Group is delegated to executive Directors, department heads and various committees.

In this circumstances, the Board considers that the present practice has already addressed the concerns of the CG Code in this respect.

NUMBERS OF BOARD MEETINGS AND DIRECTORS' ATTENDANCE

During the financial year of 2022 under review, 4 board meetings were held. The attendance records of each Director at the Board meetings and the annual general meeting during the year ended 31 December 2022 was as follows:

Name of Directors

董事姓名

Mr. ZHU Yuqi	朱宇奇先生
Mr. CHOW Hei Yin Terry	周曦賢先生
Mr. MAN Yuan	滿圓先生
Mr. MA Kin Ling	馬健凌先生
Ms. HUANG Zhi	黃治小姐

董事會之組成及常規 (續)

主席及行政總裁

根據企業管治守則之守則條文 C.2.1，主席及行政總裁之角色應予區分及不應由同一人兼任。然而，鑑於本公司目前之性質，董事會認為毋須委任主席或行政總裁，而本集團之日常運作乃授權予執行董事、部門主管及不同委員會負責。

有鑑於此，董事會認為目前之常規已經回應企業管治守則在此方面之關注。

董事會會議次數及董事出席率

於二零二二年回顧財政年度內，董事會舉行了四次會議。於截至二零二二年十二月三十一日止年度，各董事的董事會會議及股東週年大會的出席記錄如下：

Attendance/ Number of meetings 出席率／會議次數

Board meetings 董事會會議	Annual general meetings 股東週年大會
-------------------------	-----------------------------------

4/4	0/1
4/4	0/1
3/4	0/1
3/4	1/1
3/4	0/1

NUMBERS OF BOARD MEETINGS AND DIRECTORS' ATTENDANCE (continued)

Practices and Conduct of Board Meetings

The Board conducts meeting on a regular basis and on an adhoc basis. The Bye-laws allows Board meetings to be conducted by means of telephones or other communications equipment and any resolutions to be passed by way of written resolutions circulated to and signed by all Directors from time to time when necessary unless such as are temporarily unable to act through ill-health or disability.

At least 14 days' notice for regular Board meetings and reasonable notice for non-regular Board meetings are given to all Directors so as to ensure that each of them had an opportunity to attend the meetings. The company secretary of the Company (the "**Company Secretary**") assists the chairman of the Board in preparing the agenda for meetings and ensures that all applicable rules and regulations are complied with. The agenda and the accompanying Board papers are sent in full to all Directors at least 3 days before the date of the Board meeting.

After the meeting, draft minutes of the Board meeting are circulated to all Directors for their comment before execution and approval. All Board minutes are kept by the Company Secretary and available for inspection at any reasonable time on reasonable notice given by the Directors. Every Director is entitled to have access to Board papers and related materials and has access to the advice and services of the Company Secretary.

CHAIRMAN AND CHIEF EXECUTIVE

The Board opines that it is not necessary to appoint a Chairman or Chief Executive and daily operation of the Group is delegated to executive Directors, department heads and various committees.

董事會會議次數及董事出席率 (續)

董事會會議常規及召開方式

董事會定期及以特定基準舉行會議。公司細則准許董事會會議以電話或利用其他通訊設備進行，以及於必要時不時以經全體董事傳閱及簽署之書面決議案通過任何決議案，惟倘董事因健康欠佳或行動不便而暫時未能行事則作別論。

全體董事均就常規董事會會議及非常規董事會會議分別獲給予至少十四日之通知及合理的通知，以確保各董事皆有機會出席會議。本公司公司秘書（「**公司秘書**」）協助董事會主席編製會議議程，並確保所有適用規則及規例獲得遵守。議程及隨附之董事會文件在董事會會議之日期前至少三天送呈全體董事。

會後，董事會會議記錄之初稿於簽立批准前，先供所有董事傳閱並提出意見。所有董事會會議記錄均由公司秘書保存，倘有任何董事發出合理通知，則會供其於任何合理時段內查閱。每名董事均有權查閱董事會文件及相關資料，並可向公司秘書尋求意見並獲其提供服務。

主席及行政總裁

董事會認為毋須委任主席或行政總裁，而本集團之日常運作乃授權予執行董事、部門主管及不同委員會負責。

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BOARD COMMITTEES

The Board has established the audit committee of the Company (the “**Audit Committee**”), the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”) for overseeing particular aspect of the Company’s affairs. All Board committees of the Company are established with clearly defined written terms of reference which set out the scope and authorities of the respective committee. The terms of reference are available to Shareholders for inspection on the Company’s website. Copies of minutes of all meetings and resolutions of the committees, which are kept by the Company Secretary, are circulated to all Board members and the committees are required to report back to the Board on their decision and recommendations where appropriate.

As at the date of this report, the members of the Audit Committee, Remuneration Committee and Nomination Committee are:

Audit Committee

Mr. MA Kin Ling (*Chairman*)
Mr. MAN Yuan
Ms. HUANG Zhi

Remuneration Committee

Mr. MAN Yuan (*Chairman*)
Mr. MA Kin Ling

Nomination Committee

Mr. MA Kin Ling (*Chairman*)
Mr. MAN Yuan

董事委員會

董事會已成立本公司審核委員會（「**審核委員會**」）、本公司薪酬委員會（「**薪酬委員會**」）及本公司提名委員會（「**提名委員會**」）以監督特定範疇之本公司事務。本公司成立各董事委員會時以書面具體列明各自之職責和職權範圍，釐清各董事委員會負責之範疇及獲得的授權。股東可於本公司網站查閱職權範圍。所有委員會之會議記錄及決議案均由公司秘書保存，並提供副本予全體董事會成員傳閱，而各委員會需向董事會匯報其決定及建議（倘適合）。

於本報告日期，審核委員會、薪酬委員會及提名委員會之成員包括：

審核委員會

馬健凌先生（*主席*）
滿圓先生
黃治小姐

薪酬委員會

滿圓先生（*主席*）
馬健凌先生

提名委員會

馬健凌先生（*主席*）
滿圓先生

BOARD COMMITTEES (continued)

Audit Committee

The Audit Committee provides an important link between the Board and the Company's auditors in matters coming within the scope of the audit of the Company. The Audit Committee was established in March 2000 with written terms of reference and is currently consists of three members, of whom all are independent non-executive Directors.

The Audit Committee is responsible for reviewing the appointment of auditors on an annual basis including a review of the audit scope and the audit fees; ensuring the objectivity and independence of the auditors, meeting with the auditors to discuss issues arising from the final audit and any matters the auditors suggest to discuss; reviewing the sufficiency and effectiveness of the risk management and the internal controls; engaging a professional consultant as the Group's internal auditor to discharge the duties of the Group's internal control and risk management; reviewing the annual and interim report in accordance with the accounting policies and practices and relevant accounting standards, the Listing Rules and the legal requirements; and serving as a focal point for communication between other Directors and the auditors in respect of the duties relating to financial reporting.

The Audit Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice according to the Company's policy when necessary.

董事委員會 (續)

審核委員會

審核委員會就有關本公司審核工作範圍內的事宜為董事會與本公司核數師之間提供重要聯繫。審核委員會於二零零零年三月成立並以書面方式訂明職權範圍，目前由全體三名獨立非執行董事組成。

審核委員會負責每年檢討核數師的委任，包括檢討審核範圍及核數費用；確保核數師保持客觀和獨立，與核數師會面商討年終審核時出現的事宜及核數師建議討論的任何事宜；檢討風險管理及內部控制是否充足有效；委聘專業顧問為本集團之內部核數師以履行本集團之內部監控及風險管理職務；根據會計政策及慣例及有關會計準則、上市規則及法律規定審閱年度及中期報告；及就有關財務匯報的職責擔當其他董事與核數師之間的溝通焦點。

審核委員會獲提供充裕資源以履行其職務，並可按本公司政策在有需要時尋求獨立專業意見。

Corporate Governance Report

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BOARD COMMITTEES (continued)

Audit Committee (continued)

During the financial year of 2022 under review, 2 Audit Committee meetings were held and the attendance record of each committee member at the meetings was as follows:

Name of Audit Committee members	審核委員會成員姓名	Attendance/ Number of meetings attended 出席率／會議次數
Mr. MA Kin Ling (<i>Chairman</i>)	馬健凌先生 (主席)	2/2
Mr. MAN Yuan	滿圓先生	2/2
Ms. HUANG Zhi	黃治小姐	2/2

During the committee meetings held in the financial year of 2022, the Audit Committee performed the work summarized below:

- Reviewing the financial reports and results announcement for the following financial period before submission to the Board for approval:
 - for the year ended 31 December 2021
 - for six months ended 30 June 2022
- Reviewing the auditors' independence and report recommending to the Board for the re-appointment of the external auditors at the forthcoming annual general meeting.

The financial reports and the results announcement of the Company for the year ended 31 December 2022 have been reviewed and approved by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosure have been made.

董事委員會 (續)

審核委員會 (續)

於二零二二年回顧財政年度內，委員會舉行了兩次審核委員會會議及各委員會成員之會議出席記錄如下：

於二零二二年財政年度舉行之委員會會議上，審核委員會已履行之工作概述如下：

- 在提交予董事會審批前，審閱以下財政期間之財務報告及業績公佈：
 - 截至二零二一年十二月三十一日止年度
 - 截至二零二二年六月三十日止六個月
- 檢討核數師之獨立性及審閱其報告，並建議董事會於應屆股東週年大會上重新委聘外聘核數師。

本公司截至二零二二年十二月三十一日止年度之財務報告及業績公佈已由審核委員會審閱及批准，而審核委員會認為有關業績之編製已遵守適用會計準則及規定並已作出充足披露。

BOARD COMMITTEES (continued)

Remuneration Committee

The Remuneration Committee was established for the purposes of ensuring there are formal and transparent procedures for setting policies on the remuneration for the Directors. No Directors and executives can determine his/her own remuneration. The Remuneration Committee was established in March 2000 with written terms of reference and is currently consists of two members, of whom both are independent non-executive Directors, namely Mr. MAN Yuan (Chairman) and Mr. MA Kin Ling.

The Remuneration Committee is provided with sufficient resources to discharge its duties and has access to independent professional advice when necessary.

During the financial year of 2022 under review, a Remuneration Committee meeting was held and the attendance record of each committee member at the meeting was as follows:

Name of Remuneration Committee members	薪酬委員會成員姓名	Attendance/ Number of meetings attended
		出席率／會議次數
Mr. MAN Yuan	滿圓先生	1/1
Mr. MA Kin Ling	馬健凌先生	1/1

The Company has adopted a director remuneration policy, it sets out the general principles which guide the Group to deal with the remuneration matters. This remuneration policy aims to provide a fair market level of remuneration to retain and motivate high quality directors, senior management of the Group and attract experienced people of high calibre to oversee the business and development of the Group.

董事委員會 (續)

薪酬委員會

薪酬委員會之成立宗旨是確保為制訂董事之薪酬政策而設有正規而具透明度之程序。概無董事及行政人員可釐定本身的薪酬。薪酬委員會於二零零零年三月成立並以書面方式訂明職權範圍，目前由兩名獨立非執行董事滿圓先生（主席）及馬健凌先生組成。

薪酬委員會獲提供充裕資源以履行其職務，並可在有需要時尋求獨立專業意見。

於二零二二年回顧財政年度內，委員會舉行了一次薪酬委員會會議及各委員會成員之會議出席記錄如下：

本公司已採用董事薪酬政策，並列明指引本集團處理薪酬事宜的一般原則。本薪酬政策旨在提供公平的市場薪酬水準，以挽留及激勵本集團的優質董事、高級管理人員，並吸引經驗豐富的高素質人才監督本集團的業務及發展。

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BOARD COMMITTEES (continued)

Nomination Committee

The Nomination Committee was established in 1 April 2012 with the written terms of reference in compliance with Code Provision B.3.1 of the CG Code. There are two members in the Nomination Committee comprising two independent non-executive Directors, namely Mr. MA Kin Ling (Chairman) and Mr. MAN Yuan. The principal responsibilities of the Nomination Committee are to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

During the financial year of 2022 under review, a Nomination Committee meeting was held and the attendance record of each committee member at the meeting was as follows:

Name of Nomination Committee members	提名委員會成員姓名	Attendance/ Number of meetings attended 出席率／會議次數
Mr. MAN Yuan	滿圓先生	1/1
Mr. MA Kin Ling	馬健凌先生	1/1

The Company has adopted a board diversity policy (the “**Board Diversity Policy**”) which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company.

The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointment will be considered against object criteria, having due regard for the benefits of diversity on the Board. Selection of candidates will be based on a range of diversity perspectives as stated in the above. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

董事委員會 (續)

提名委員會

提名委員會已於二零一二年四月一日成立，其書面職權範圍符合企業管治守則守則條文第B.3.1條。提名委員會兩名成員包括兩名獨立非執行董事馬健凌先生(主席)及滿圓先生。提名委員會之主要職責為就董事委任或重新委任以及董事繼任計劃向董事會作出推薦建議。

於二零二二年回顧財政年度內，委員會舉行了一次提名委員會會議及各委員會成員之會議出席記錄如下：

本公司已採納董事會成員多元化政策(「**董事會多元化政策**」)，當中載列本公司取得持續平衡發展以及提升本公司表現素質之方法。

本公司透過考慮多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技術、知識及服務年期，尋求達致董事會成員多元化。董事會所有委任均考慮客觀條件並充分顧及董事會成員多元化之裨益。甄選候選人將按如上述一系列多元化範疇為基準。最終將按候選人的長處及可為董事會提供的貢獻而作決定。

BOARD COMMITTEES (continued)

Nomination Committee (continued)

As at the date of this report, the Board comprises five Directors. Three of the Directors are independent non-executive Directors and independent of management, thereby promoting critical review and control of the management process. The Board is also characterized by significant diversity, whether considered in terms of professional background, gender and skills.

The Company has adopted a nomination policy (the “**Nomination Policy**”). The nomination policy sets out the selection criteria in assessing the suitability of a proposed candidate as Director. Such criteria include but not limited to academic background, qualifications, relevant experiences in the industry, character and integrity of the proposed candidate. Suitable candidate can be nominated by any Director for the Nomination Committee’s consideration. Nomination Committee should evaluate the personal profile of the candidate based on the selection criteria as set out in the nomination policy and undertake adequate due diligence in respect of each proposed candidate. After comprehensive assessment, the Nomination Committee will then make appropriate recommendations to the Board for approval. All appointments of Directors will ultimately be based on merit while taking into account the measurable objectives with regard to the benefits of diversity on the Board.

The Nomination Committee will review the Nomination Policy and the Board Diversity Policy on a regular basis and discuss any revision that may be required, and recommends any proposed changes to the Board for approval. During the year ended 31 December 2022, the Nomination Committee has assessed and reviewed the structure, size and composition of the Board, as well as the independence of the independent non-executive Directors. The Nomination Committee considers that an appropriate balance of diversity is maintained on the current Board, which comprises members of both gender and of different qualifications and experience. The Nomination Committee has discussed and reviewed the retirement and re-election of Directors and other relevant issues.

董事委員會 (續)

提名委員會 (續)

於本報告日，本公司董事會由五名董事組成。其中三名董事為獨立非執行董事及獨立管理，並據此促進嚴格檢視及監控管理過程。董事會不論專業背景、性別及技能，均有豐富的多元性。

本公司已採納一項提名政策（「**提名政策**」）。該項提名政策載列評估建議董事候選人是否合適之甄選標準。有關標準包括但不限於學術背景、資格、相關行業經驗、建議候選人性格及誠信。合資格候選人可由任何董事提名，以供提名委員會考慮。提名委員會應根據提名政策所載之甄選標準評估候選人之個人資料，並就每名建議候選人進行充分的盡職審查。經全面評估後，提名委員會將向董事會作出適當推薦意見以供批准。所有董事委任最終都將根據優點，同時考慮到董事會成員多元化之裨益的可衡量目標。

提名委員會會定期審閱提名政策及董事會成員多元化政策並討論任何要求之修訂，並向董事會建議任何變動以供批准。於截至二零二二年十二月三十一日止年度內，提名委員會已評估及審閱董事會之架構、規模及組成，以及獨立非執行董事之獨立性。提名委員會認為當前董事會維持多元化之適當平衡，其包括兩種性別、不同資格及經驗之成員。提名委員會已討論及審閱董事之退任及重選以及其他相關事宜。

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ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibility in preparing the financial statements of the Group. In preparing the financial statements for the year ended 31 December 2022, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the applicable laws were complied with. The Directors believe that they have selected suitable accounting policies and applied them consistently, and made judgment and estimates that are prudent and reasonable and have ensured the financial statements are prepared on the going concern basis. The reporting responsibilities of the Company's external auditors, McMillan Woods (Hong Kong) CPA Limited, are set out in the Independent Auditor's Report on pages 71 to 79.

Risk Management and Internal Control System

The Board maintains appropriate and effective risk management and internal control system. The internal control system is designed to provide reasonable assurance on the effectiveness and efficiency of operations, reliability of financial and management reporting, and compliance with applicable laws and regulations.

The Directors have an acknowledgement that it is responsible for the risk management and internal control systems and reviewing their effectiveness which cover all material controls including financial, operational and compliance controls. The Board has engaged external professional party to review the risk management and internal control systems which were included the effectiveness of the risk management and internal control, to resolve material internal control defects, the procedure and internal controls for the handling and dissemination of inside information and the purchasing and payment cycles and procedures of the business. The Board will review this on an ongoing basis to ensure an efficient system is in place.

問責及核數

財務匯報

董事確認彼等編製本集團綜合財務報表之責任。編製截至二零二二年十二月三十一日止年度之綜合財務報表時已採納香港公認之會計原則，並已遵守香港會計師公會頒佈之香港財務報告準則以及適用法律。董事相信彼等已挑選及貫徹應用適當之會計政策，以及作出審慎合理之判斷及估計，並已確保綜合財務報表按持續經營基準編製。本公司外聘核數師長青（香港）會計師事務所有限公司之匯報責任載於第71至79頁之獨立核數師報告。

風險管理及內部監控制度

董事會維持合適及有效之風險管理及內部監控系統。內部監控系統之設計，乃就有效率及有成效之運作、可信之財務及管理匯報以及符合適用之法例及規例，提供合理保證。

董事確認負責風險管理及內部監控系統並檢討其效果，有關工作涵蓋所有重大監控，包括財務、營運及合規監控。董事會已委聘外界專業機構對於包括風險管理和內部監控之效果、解決內部監控的主要缺點、處理及傳播敏感資料之程序及內部監控及業務之採購及付款週期及程序的風險管理及內部監控制度進行檢討。董事會將持續對此進行檢討，確保制度行之有效。

ACCOUNTABILITY AND AUDIT (continued)

Risk Management and Internal Control System (continued)

The Board is responsible for the establishment, maintenance and review of the Group's risk management and internal control systems. The Board must ensure that the Company establishes and maintains effective risk management and internal control systems to meet the objectives and safe guard the interests of the Shareholders and the assets of the Company.

The Board oversees the Group's overall risk management and internal control systems on an ongoing basis. At the same time, the Group endeavors to identify risks, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The risk management and internal control systems which are compatible with the Committee of Sponsoring Organizations of the Treadway Commission (COSO) – Integrated Framework 2013 principles. They are designed to manage rather than eliminate the risk of failures in order to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

The Group has established a risk management policy which sets out the process of identification, evaluation and management of the principal risks affecting the business.

1. Each division is responsible for identifying and assessing principal risks within its divisions on a quarterly basis and establishing mitigation plans to manage the risks identified.
2. The management is responsible for overseeing the Group's risk management and internal control activities, attending quarterly meetings with each division to ensure principal risks are properly managed, and new or changing risks are identified and documented.
3. The Board is responsible for reviewing and approving the effectiveness and adequacy of the Group's risk management and internal control systems.

問責及核數 (續)

風險管理及內部監控制度 (續)

董事會負責確立、維持並檢討本集團風險管理及內部監控系統。董事會必須確保本公司確立並維持有效的風險管理及內部監控制度，以達成目標並保障股東權益及本公司資產。

董事會持續監督本集團內全面風險管理及內部監控制度，同時致力於識別風險與控制已識別風險的影響，並促進施行協調緩解風險措施。風險管理及內部監控制度合乎 Committee of Sponsoring Organizations of the Treadway Commission (COSO) – 綜合架構二零一三原則，設計旨在管理而非消除因不能達成業務目標而引起的風險，制度亦針對重大錯誤陳述或損失提供僅為合理而非絕對的保證。

本集團已制訂風險管理政策，闡述識別流程及影響業務的主要風險評估及管理。

1. 各部門負責每季度識別、評估並管理部門內的風險，制訂緩解計劃以管理已識別風險。
2. 管理層負責監督本集團的風險管理及內部監控活動、各部門的季度會議，以確保主要風險得到妥善管理，以及識別並記錄新出現的或變化中的風險。
3. 董事會負責檢討與批准本集團風險管理及內部監控制度的有效性及充分性。

Corporate Governance Report 企業管治報告

ACCOUNTABILITY AND AUDIT (continued)

Risk Management and Internal Control System (continued)

The risk management framework, coupled with our internal controls, ensures the risk associated with our different business units are effectively controlled in line with the Group's risk appetite.

The Group does not have an internal audit department. However, the Group has conducted an annual review on whether it is necessary to set up an internal audit department. Given the Group's relatively simple corporate and operation structure, as opposed to diverting resources to establish a separate internal audit department, the Board, as supported by the Audit Committee, is directly responsible for risk management and internal control systems of the Group and for reviewing its effectiveness.

The Group engaged an external consultant, for internal control and risk management to conduct review on the internal control system and risk management of the Group during the year. The review covers certain procedures on the sales of telephone and related products, and make recommendations for improving and strengthening the internal control system. No significant area of concern that may affect the financial, operational, compliance, control and risk management of the Group has been identified.

The Group's risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. The Board has the overall responsibility to maintain the adequacies of resources, staff qualifications and experience training programs and budget of accounting and financial reporting function and the Board concluded that the Group's risk management and internal control systems were in place and effective.

問責及核數 (續)

風險管理及內部監控制度 (續)

風險管理框架與內部控制，確保不同業務部門的風險合乎本集團的承受能力，得到有效監控。

本集團並無內部審計部門。然而，本集團已就是否需要設立內部審計部門進行年度審閱。鑑於本集團的公司及業務架構相對簡單，並不適合分散資源成立一個獨立的內部審計部門，董事會在審核委員會的協助下直接負責本集團的風險管理及內部監控系統並審閱其有效性。

年內，本集團就內部監控及風險管理委聘外聘顧問為本集團檢討內部監控制度及風險管理。檢討範疇涵蓋電話及相關產品銷售的若干程序，並且就改進及加強內部監控制度提出建議。概無發現可能影響本集團財務、業務營運、合規、控制及風險管理的重大關注領域。

本集團的風險管理及內部監控制度為管理而非消除未能達成業務目標的風險而設，並僅可就重大錯誤陳述或損失提供合理但非絕對的保證。董事會負責維持資源的充足性、員工資格及經驗培訓計劃的充足以及會計預算及財務申報職能，且董事會相信，本集團已建立並有效實施風險管理及內部監控制度。

ACCOUNTABILITY AND AUDIT (continued)

**Risk Management and Internal Control System
(continued)**

With respect to the monitoring and disclosure of insider information, the Group has adopted a policy on disclosure of insider information with the aim to ensure the insiders are abiding by the confidentiality requirement and are fulfilling the disclosure obligation of the inside information.

External Auditors' Remuneration

During the financial year of 2022, the remuneration paid and payable to the Company's external auditors, McMillian Woods (Hong Kong) CPA Limited were set out belows:

Services rendered for the Group

向本集團提供之服務

Audit services

審核服務

There was no non-audit service provided by McMillian Woods (Hong Kong) CPA Limited to the Company during the financial year of 2022.

問責及核數 (續)

風險管理及內部監控制度 (續)

在監控和披露內幕消息方面，本集團實施披露內幕消息的政策，確保知情人遵守保密要求並履行內部消息披露的義務。

外聘核數師之酬金

於二零二二年財政年度，已付及應付本公司外聘核數師長青（香港）會計師事務所有限公司之酬金載列如下：

Fees paid/ payable to external auditors
已付／應付 外聘核數師之 費用
HK\$'000 千港元
630

於二零二二年財政年度，長青（香港）會計師事務所有限公司並無向本公司提供非審核服務。

Corporate Governance Report 企業管治報告

WHISTLEBLOWING POLICY AND ANTI-CORRUPTION POLICY

The Company has established the whistleblowing policy which allows all employees and independent third parties, including customers, suppliers and contractors, to report any possible improprieties, misconducts, malpractices or irregularities in matters of financial reporting, internal control or other matters to the Board or the Audit Committee anonymously. The Group will handle the reports and complaints with care and will treat the whistle-blower's concerns fairly and properly. The Audit Committee has the overall responsibility for the whistleblowing policy but has delegated day-to-day responsibility for overseeing and implementing it to a designated officer. Any person who is found to have victimized or retaliated against those who have raised concerns under this policy will subject to disciplinary sanctions.

The Group has adopted anti-corruption policy on a zero-tolerance basis for any form of corruption, including bribery and extortion, fraud and money laundering, and promise to operate our business in an honest, ethical and creditable manner. The policies are revised in due course and all Directors and employees are reminded with its requirement from time to time. In particular, the Group has established a code of conduct and stipulated in the compliance manual of the Company. Additionally, the Group has implemented an effective internal manual on inside information or price sensitive information and has provided separate channels for the reporting of any suspected business irregularities, fraud and corruption.

Please refer to the "Environmental, Social and Governance Report" contained in this report for more details.

舉報政策及反貪腐敗政策

本公司已制定舉報政策，容許所有員工及獨立第三方（包括客戶、供應商及承包商）以匿名方式向董事會或審核委員會舉報財務彙報、內部監控或其他事宜中任何可能的不當行為、失職行為、瀆職及違規行為。本集團將謹慎處理舉報及投訴，並公平妥當地對待舉報人的問題。審核委員會對舉報政策負有總體責任，但將監督及執行該政策的日常責任委託予指定職員。任何被發現傷害或報復根據本政策提出問題的人士的，均將受到紀律處分。

本集團已採納反腐敗政策，對任何形式的貪污（包括賄賂及勒索、欺詐及洗黑錢）採取零容忍態度，並承諾以誠實、合乎道德及信譽的方式經營業務。本集團會適時修訂有關政策，並會不時提醒所有董事及僱員有關其規定。特別是，本集團已制定行為準則，並於本公司的合規手冊中作出規定。此外，本集團已就內幕消息或價格敏感資料實施有效的內部手冊，並為舉報任何可疑的業務違規、欺詐和貪污行為提供獨立渠道。

詳情請參閱本報告所載的《環境、社會及管治報告》。

COMPANY SECRETARY

Ms. WONG Sin Fai Cynthia (“**Ms. Wong**”) was the Company Secretary. She is responsible to the Board for ensuring the board procedures are followed and that the Board is briefed on legislative, regulatory and corporate governance developments. She reports to the Board directly.

Up to the date of this report, Ms. Wong has undertaken not less than 15 hours of relevant professional training. She has been contacting with the Board directly in respect of company secretarial matters.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“**Model Code**”) set out in Appendix 10 of the Listing Rules as its own code of conduct regarding directors’ securities transaction. Based on specific enquiry of all the Directors, the Directors have complied with the required standard as set out in the Model Code throughout the financial year of 2022.

COMMUNICATION WITH SHAREHOLDERS

The Board endeavours to maintain an on-going dialogue with Shareholders and, in particular, use annual general meetings or other general meetings to communicate with Shareholders and encourage their participation in such meetings.

At least twenty (20) clear business days’ notice for annual general meeting and at least ten (10) clear business days’ notice for all other general meetings are given to Shareholders before the meeting.

公司秘書

黃倩暉女士（「**黃女士**」）為公司秘書。彼負責就確認已遵循董事會程序且董事會已瞭解法例、規例及企業管理最新發展向董事會負責。彼直接向董事會匯報。

直至本報告日期，黃女士已接受不少於十五小時之相關專業培訓。彼已就公司秘書事宜直接與董事會聯絡。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》（「**標準守則**」），作為本身有關董事進行證券交易之行為守則。根據對全體董事作出之特定查詢，董事於整個二零二二年財政年度內已遵守標準守則所載之規定標準。

與股東之溝通

董事會致力與股東持續保持對話，尤其藉股東週年大會或其他股東大會與股東溝通並鼓勵股東出席會議。

本公司於股東週年大會前向股東發出最少二十(20)個完整營業日的通知，就所有其他股東大會向股東發出最少十(10)個完整營業日的通知。

Corporate Governance Report 企業管治報告

COMMUNICATION WITH SHAREHOLDERS (continued)

Details of poll voting procedures will be explained during the proceedings of meetings and any questions from Shareholders regarding the voting by way of poll will be answered. Poll results will be posted on the website of The Stock Exchange of Hong Kong Limited at the date of the conclusion of the general meeting.

To promote communication, the Company maintains website at www.suncorpotech.com.hk where extensive information and updates on the Company's business developments and operations, financial information and other information are posted. The Company has reviewed the implementation and effectiveness of the Shareholder's communication policy during the year and concluded that it is effective.

DIVIDEND POLICY

The Company has adopted a policy on payment of dividends in January 2019 (the "**Dividend Policy**"). The Dividend Policy aims at enhancing transparency of the Company and facilitating the members and investors to make informed investment decisions relating to the Company.

Pursuant to the Dividend Policy, the Board may take into account of, among other matters, the following factors when considering the declaration of interim dividend and proposing the payment of final dividend for the approval of Shareholders:

- (i) the Group's actual and expected financial performance;
- (ii) the Group's expected working capital requirements, capital expenditure requirements and futures expansion plans;
- (iii) retained earnings and distributable reserves of the Group;

與股東之溝通(續)

有關以股數投票方式進行表決的程序會於大會議事程序中詳細說明，股東有關以股數投票方式進行表決的提問會獲答覆。以股數投票方式進行表決的結果將於股東大會日結束當日在香港聯合交易所有限公司網站刊載。

為促進溝通，本公司設有網站 www.suncorpotech.com.hk，當中刊載有關本公司業務發展及營運的全面資料及最新消息、財務資料及其他資料。本公司已檢討股東溝通政策於年內的實施情況及有效性，並得出結論認為該政策屬有效。

股息政策

本公司於二零一九年一月採納一項股息派付政策（「**股息政策**」）。股息政策旨在提高公司透明度，並促進股東及投資者做出與本公司有關之知情投資決定。

根據股息政策，董事會考慮宣派中期股息及建議派付末期股息以供股東批准時，可能考慮（其中包括）以下因素：

- (i) 本集團之實際及預期財務業績；
- (ii) 本集團之預期營運資金需求、資本開支需求及未來擴展計劃；
- (iii) 本集團之保留盈利及可分派儲備；

DIVIDEND POLICY (continued)

- (iv) the Group's liquidity position;
- (v) general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
- (vi) statutory and regulatory restrictions; and
- (vii) any other factors the Board may deem relevant.

INVESTOR RELATIONS

The Company keeps on promoting investor relations and enhancing communication with the existing Shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong. During the year ended 31 December 2022, there is no significant change in the Company's memorandum of association and bye-laws.

SHAREHOLDERS' RIGHT

As one of the measures to safeguard shareholder's interest and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meeting will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the SEHK website and the Company's website after the relevant shareholders' meeting.

股息政策 (續)

- (iv) 本集團之流動資金狀況；
- (v) 整體經濟狀況及其他可能對本集團業務或財務業績及狀況產生影響之內在或外在因素；
- (vi) 法定及監管限制；及
- (vii) 董事會可能認為相關之任何其他因素。

投資者關係

本公司不斷促進與投資者之關係，並加強與現有股東及有意投資者之溝通。本公司歡迎投資者、權益持有人及公眾人士提供意見。向董事會或本公司作出之查詢可郵寄至本公司於香港之主要營業地點。截至二零二二年十二月三十一日止年度，本公司之組織章程大綱及公司細則概無任何重大變動。

股東權利

其中一項保障股東利益及權利之措施，乃於股東大會上就各項重大議題（包括推選個別董事）提呈獨立決議案以供股東考慮及表決。根據上市規則，於股東大會上提呈之所有決議案將以按股數投票方式進行表決，而投票表決結果將於相關股東大會結束後刊載於港交所網站及本公司網站。

Corporate Governance Report

企業管治報告

PROCEDURES FOR SHAREHOLDERS TO CONVENE SPECIAL GENERAL MEETING AND PUTTING FORWARD PROPOSALS AT SPECIAL GENERAL MEETING

Special general meeting may be convened by the Board on requisition of Shareholders holding not less than one-tenth of the paid up capital of the Company or by such Shareholders who made the requisition (the “**Requisitionist(s)**”) (as the case may be) pursuant to Article 58 of the Bye-Laws. Such requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the registered office of the Company or the Company’s principal place of business in Hong Kong. Such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit, the Board fails to proceed to convene such meeting, the Requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) by the Company.

Shareholders should follow the requirements and procedures as set out in such Bye-Laws for convening a special general meeting. Shareholders may put forward proposals at general meeting of the Company by sending the same to the Company at the principal office of the Company in Hong Kong.

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company’s principal place of business in Hong Kong.

On behalf of the Board

ZHU Yuqi
Executive Director

31 March 2023

股東召開股東特別大會及在股東特別大會上提出建議之程序

股東特別大會可由董事會按持有不少於本公司實繳股本十分之一之股東，或根據公司細則第58條提出呈請之股東（「呈請人」）（視情況而定）之呈請予以召開。有關呈請須列明大會上將處理之事務，由呈請人簽署，並交回本公司註冊辦事處或本公司香港主要營業地點。該大會應於遞呈該要求後兩(2)個月內舉行。若遞呈後二十一(21)日內，董事會未有開展召開該大會之程序，則呈請人可自發以同樣方式作出此舉，而呈請人因董事會之缺失而合理產生的所有開支應由本公司向呈請人作出償付。

股東須按照有關公司細則所載召開股東特別大會之規定及程序。股東可於本公司股東大會上提呈動議，有關動議須送交本公司之香港主要辦事處。

股東可將彼等向董事會提出之任何查詢以書面形式郵寄至本公司。股東可將有關其權利之查詢或要求郵寄至本公司之香港主要營業地點。

代表董事會

執行董事
朱宇奇

二零二三年三月三十一日

Environmental, Social and Governance Report

環境、社會和管治報告

ABOUT THIS REPORT

This Environmental, Social and Governance (“ESG”) Report (the “ESG Report”) covers the Group’s overall performance in the environmental and social aspects of our business operations in Hong Kong and the PRC offices from 1 January 2022 to 31 December 2022 (the “year” or “2022”), unless otherwise stated.

The Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide”) which is set out in Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “HKEX”) serves as the reporting guidelines of this ESG Report. The ESG Report has been prepared based on four reporting principles, including materiality, quantitiveness, balance and consistency.

Materiality: The ESG Report shall cover the material ESG factors that are sufficiently important and material to different stakeholders.

Quantitiveness: The Group shall present quantitative environmental and social key performance indicators (“KPIs”) as well as historical data in the report for comparison where applicable. Information on the standards, methodologies, assumptions and/or calculation tools, and source of conversion factors used for the reporting of emissions and energy consumption are mainly referred to the ESG Reporting Guide.

Balance: The ESG Report shall provide an unbiased picture of the Group’s performance. The ESG Report should avoid selections, omissions, or presentation formats that may inappropriately influence a decision or judgment by the reader.

Consistency: The Group shall adopt consistent methodologies when preparing the ESG Report and the environmental and social KPIs to allow for meaningful comparisons over time. Any changes to the methods used must be specified in the ESG Report.

關於本報告

除非另有說明，否則本環境、社會和管治（「ESG」）報告（「ESG報告」）涵蓋二零二二年一月一日至二零二二年十二月三十一日（「本年度」或「二零二二年」）期間本集團於香港及中國辦事處業務運營在環境和社會方面的整體表現。

香港聯合交易所有限公司（「聯交所」）證券上市規則附錄二十七所載《環境、社會和管治報告指引》（「ESG報告指引」）乃本ESG報告的報告指引。本ESG報告根據四個匯報原則（包括「重要性」、「量化」、「平衡」及「一致性」）編製。

重要性：ESG報告涵蓋了對不同持份者而言屬足夠重要及重大的主要ESG因素。

量化：本集團將於報告中呈列量化的環境及社會關鍵績效指標（「KPI」）及歷史數據，以供比較（如適用）。有關標準、方法、假設及／或計算工具，以及用於匯報排放量／能源消耗所使用轉換因素的來源的資料主要參考ESG報告指引。

均衡性：ESG報告必須公正反映本集團之表現，亦須避免選擇、遺漏或呈列可能會對讀者之決定或判斷造成不當影響之形式。

一致性：本集團於編製ESG報告以及環境及社會關鍵績效指標時，應採用一致之方法，以隨時間推移作出有意義之比較。ESG報告中須指明所採用方法之任何變動。

Environmental, Social and Governance Report

環境、社會和管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE STRATEGIES

Sustainability is an essential part of the Group's values. We are committed to promoting sustainable development by incorporating the ESG concept into our business decision-making. In order to preserve the quality of life for both present and future generations, the Group strives to reduce its impacts on the environment and contribute to society through engaging in various charity activities. Our corporate social responsibility structure is divided into two main components, the board of directors (the Board") of the Group and an ESG working group.

The Board assumes overall responsibility for ESG strategy, management, performance and reporting. The Board provides strategic guidance on our approach to sustainability and maintains oversight of the Company's risk management and internal control systems. Reporting directly to the Board is our senior management, who are responsible for the detailed monitoring and regular updating of our ESG performance for further Board review. The Board and the senior management will review issues and policies related to the Group's sustainable development annually and make amendments to the policies in a timely manner.

The Group has set future strategic goals to enable the Group to develop a realistic path and focus on the development direction for achieving its visions. The progress of implementation and the performance of the ESG goals and targets should be closely reviewed by the Group from time to time. If the progress falls short of expectation or changes of business operations, it may be necessary to make changes and communicate about the goals and targets with key stakeholders such as employees, customers and suppliers.

The ESG working group, which comprises representatives from various departments, has been established to plan and coordinate ESG initiatives within the Company. This working group helps to coordinate the day-to-day execution of our ESG strategy and is supervised by members of the senior management.

環境、社會和管治策略

可持續發展是本集團價值觀的重要組成部分。我們致力於通過將ESG概念納入我們的業務決策，以促進可持續發展。為維護子孫後代的生活質量，本集團盡力減少對環境的影響，並通過開展各種慈善活動為社會做出貢獻。我們的企業社會責任架構分為兩個主要部分，即本集團董事會（「董事會」）及ESG工作組。

董事會對ESG戰略、管理、表現及報告承擔總體責任。董事會為我們的可持續發展方針提供策略指引，並持續監督本公司的風險管理和內部控制系統。我們的高級管理層直接向董事會報告，並負責監督具體事宜及定期更新我們的環境、社會及管治表現，以供董事會進一步審核。董事會及高級管理層將每年審查與本集團可持續發展有關的問題及政策，並及時修訂政策。

本集團已設定未來戰略目的，使本集團能夠制定切實可行的路向，並專注達成有關願景的發展方向。本集團應不時密切檢討ESG目標及指標的實施進度及表現。如進度落後預期或趕不上業務營運變動，可能有需要作出改變，並向僱員、顧客及供應商等主要持份者傳遞有關目標及方針。

ESG工作組由各部門的代表組成，旨在制定和協調本公司內部的環境、社會及管治計劃。該工作組有助協調我們環境、社會及管治策略的日常執行，並受高級管理層監督。

Environmental, Social and Governance Report

環境、社會和管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE STRATEGIES (continued)

A materiality assessment was performed in order to identify sustainability topics that are material and relevant to the Group. To identify potential material topics for disclosure in the Report, the Group took reference to the ESG Reporting Guide and set possible topics for assessment. The table below depicted the Group's material topics. The Group has identified the key ESG topics which are "relevant" and "important" to our business. In particular, employment, occupational health and safety, training and development, product responsibility and corporate governance are the issues of the highest priority.

環境、社會和管治策略(續)

為確定與本集團有關的重要可持續發展議題，本集團進行重要性評估。為確定於報告中披露的潛在重大議題，本集團參考了ESG報告指引，並設置可能的評估議題。下表描述本集團的重要議題。本集團確定識別與業務「相關」及「重要」的關鍵ESG主題。尤其是，僱傭、職業健康與安全、培訓及發展、產品責任以及公司管治乃最優先考慮的事宜。

Aspects

方面

Material ESG Issues

重大ESG議題

B. Social Aspect

B. 社會方面

B1. Employment

B1. 僱傭

- Employee welfare
- 僱員福利
- Inclusion and equal opportunities
- 包容及平等機會
- Talent attraction and retention
- 人才吸引與挽留

B2. Health and Safety

B2. 健康與安全

- Occupational health and safety
- 職業健康與安全

B3. Development and Training

B3. 發展及培訓

- Development and training
- 發展及培訓

B6. Product Responsibility

B6. 產品責任

- Customer satisfaction
- 客戶滿意度
- Protection of customer privacy
- 保障客戶私隱

B7. Anti-corruption

B7. 反貪污

- Corporate governance
- 企業管治
- Anti-corruption
- 反貪污

Environmental, Social and Governance Report

環境、社會和管治報告

ENVIRONMENTAL ASPECTS

Emissions

Since the Group's primary businesses are the sale of consumer goods and the provision of financial services, most of our operations are conducted in offices and thus emissions generated from us are relatively immaterial. As part of our efforts to minimize greenhouse gas ("GHG") emissions, the Group applies energy-saving measures in the workplace, including the installation of an energy-efficient lighting system, setting an optimal temperature for air-conditioning and switching off electrical appliances after office hours.

During the year, there were no cases in relation to non-compliance with environmental protection laws and regulations that had a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes.

環境方面

排放量

由於本集團的主要業務為銷售消費品及提供金融服務以及我們的運營大多數於辦公室進行，因此我們排放量相對較小。為盡力減少溫室氣體（「溫室氣體」）排放，本集團在工作場所採取節能措施，包括安裝節能照明系統，為空調設定最佳溫度以及下班後關閉電器。

於本年度，並無任何不遵守環境保護法律和法規的情況，而對本集團在空氣及溫室氣體排放、向水及土地的排放以及危險及非危險廢物的產生方面產生重大影響。

Environmental, Social and Governance Report

環境、社會和管治報告

ENVIRONMENTAL ASPECTS (continued)

Emissions (continued)

Greenhouse Gas Emissions

In 2022, the Group's total greenhouse gas emissions were 8.8 tonnes of carbon dioxide equivalent (CO₂-e). The primary source of greenhouse gas emissions is "energy indirect" emissions resulting from the generation of purchased electricity consumed within the workplace (Scope 2 emissions); and indirect emissions due to the electricity used for processing fresh water and sewage made up the remaining portion (Scope 3 emissions). The Group targets to maintain or reduce the greenhouse gas emissions level by 2023 with the baseline year in 2022.

Greenhouse gas emissions 溫室氣體排放	2022 二零二二年	2021 二零二一年	Unit 單位
Scope 1 emissions 範圍1排放	–	–	tonnes CO ₂ -e 噸二氧化碳當量
Scope 2 emissions 範圍2排放	8.4	8.0	tonnes CO ₂ -e 噸二氧化碳當量
Scope 3 emissions 範圍3排放	0.4	0.5	tonnes CO ₂ -e 噸二氧化碳當量
Total greenhouse gas emissions 溫室氣體排放總計	8.8	8.5	tonnes CO ₂ -e 噸二氧化碳當量
Intensity (by floor area) 密度 (按建築面積計算)	2.78	2.68	kg CO ₂ -e/sq. ft. 千克二氧化碳當量/ 平方英尺

Waste Generation

The Group does not generate any hazardous waste in its operations. Non-hazardous waste from the Group's operations was mainly office paper and general office waste. Office waste is generally gathered at a designated place as required by the property management office of the building. It is not feasible for the Group to obtain the waste production data of these offices. The management of the Group believes that the portion of non-hazardous waste is insignificant and thus no reduction targets have been established.

環境方面 (續)

排放量 (續)

溫室氣體排放

於二零二二年，本集團的溫室氣體總排放量為8.8噸二氧化碳當量（二氧化碳當量）。溫室氣體排放的主要來源是工作場所內所產生的購買電力所產生的「間接能源」排放（範圍2：排放）；其餘部分則來自用於處理淡水及污水的電力所產生的間接排放（範圍3：排放）。本集團目標於二零二三年前維持或減少溫室氣體排放水平，基準年為二零二二年。

廢棄物產生

本集團在經營過程中不會產生任何危害廢物。本集團經營活動產生的非危險廢物主要為辦公用紙及一般辦公室廢物。辦公廢物一般按建築物物業管理辦公室的要求於指定地點收集。本集團無法取得該等辦公室的廢物產生數據。本集團管理層認為非危險廢物部分微不足道，因此並無訂立減少目標。

Environmental, Social and Governance Report

環境、社會和管治報告

ENVIRONMENTAL ASPECTS (continued)

Use of Resources

The Group's core businesses are the processing and trading of used computer-related components, securities brokerage, placing and underwriting, money lending and B2B cross-border e-commerce. Due to the nature of our business activities, we do not consume a large amount of resources.

Nonetheless, the Group has formulated a set of policies and measures to enhance the efficiency of resource usage, such as energy, water and other materials. For instance, we encourage our employees to reduce the usage of papers by adopting internet communication, assessing the need for printing, applying duplex printing and reusing single-sided printed papers if possible.

Apart from that, for office stationery procurement, we give preference to environmental-friendly suppliers who provide the brand of paper approved by the Programme for the Endorsement of Forest Certification ("PEFC").

Energy Use and Efficiency

The Group does not have any business activities that involve the use of direct energy. Electricity consumption is the sole contributor to the energy use in our offices. In 2022, the total amount of electricity consumed was 21.5 MWh; and the energy consumption intensity was 0.007 MWh per square feet. The Group targets to maintain or reduce the energy consumption level by 2023 with a baseline year in 2022.

環境方面 (續)

資源利用

本集團的核心業務為從事二手電腦相關組件之處理及貿易業務、證券經紀、配售及包銷、借貸及企業對企業跨境電子商務業務。由於我們業務的性質，我們不會消耗大量資源。

儘管如此，本集團已制定一套政策及措施，以提高能源、水及其他材料等資源的利用效率。例如，本集團透過鼓勵互聯網通信推崇僱員減少用紙、評估打印的必要性、使用雙面打印及重複使用單面打印紙張（如適用）。

除此之外，於採購辦公文具時，本集團偏好環保供應商，其所使用紙張品牌獲得森林驗證認可計劃（「PEFC」）認證。

能源使用與效率

本集團並無任何涉及使用直接能源的業務。電力消耗是我們辦公室唯一使用的能源。於二零二二年，總用電量為21.5兆瓦時；及能耗密度為每平方英尺0.007兆瓦時。本集團目標於二零二三年前維持或降低能耗水平，基準年為二零二二年。

Environmental, Social and Governance Report

環境、社會和管治報告

ENVIRONMENTAL ASPECTS (continued)

Use of Resources (continued)

Energy Use and Efficiency (continued)

To improve the energy efficiency of the Group, we implemented a series of energy-saving measures, including encouraging the use of electric appliances with high energy efficiency (Level 1 on Energy Label) and switching the lighting of the office to more energy-efficient fluorescent lamps. Employees at offices are advised to set the air conditioning at 25°C for energy-saving purposes. For unoccupied rooms, air conditioning must be switched off. When the offices are partly occupied, non-essential lighting is switched off. Employees shall turn off office lights, air conditioners, printers and computers before leaving.

Direct and indirect energy consumption by type

按類型劃分的直接及間接能源消耗	2022 二零二二年	2021 二零二一年	Unit 單位
Direct energy consumption 直接能源消耗	–	–	GJ 吉焦
Indirect energy consumption 間接能源消耗	21.5	21.5	MWh 兆瓦時
Total energy consumption 能源消耗總量	21.5	21.5	MWh-e 兆瓦時當量
Intensity (by floor area) 密度 (按建築面積計算)	0.007	0.007	MWh-e/sq. ft 兆瓦時當量/ 平方英尺

環境方面 (續)

資源利用 (續)

能源使用與效率 (續)

為提高本集團的能源效率，我們實施了一系列節能措施，包括鼓勵使用高能效電器（1級能源標籤）並將辦公室的照明切換為更節能的熒光燈。建議辦公室僱員將空調設置於攝氏25度，以達致節能目的；閒置房間必須關閉空調；當局部使用辦公室時，關上不必要的照明；僱員離開辦公室前須關閉辦公室電燈、空調、打印機及電腦。

Environmental, Social and Governance Report

環境、社會和管治報告

ENVIRONMENTAL ASPECTS (continued)

Use of Resources (continued)

Water Use and Efficiency

The Group's business operations do not involve any water-intensive activities and our offices only consume an insignificant amount of water. In 2022, the total amount of water used was 12.4 cubic meters; and the water consumption intensity was 0.004 cubic meter ("m³") per square foot of floor area. The daily water consumption is mainly supplied by the municipal water network and the Group did not encounter any issues in sourcing water during the year.

While the Group has not set any targets for water consumption reduction due to its minimal impacts, the Group nonetheless promotes reasonable water use initiatives and water saving measures among its employees. We will continue to monitor our water consumption and search for areas of improvement in water efficiency in the future.

Water consumption in total and intensity

用水總量及密度

	2022 二零二二年	2021 二零二一年	Unit 單位
Total water consumption 用水總量	12.4	12.0	m ³ 立方米
Intensity (by floor area) 密度 (按建築面積計算)	0.004	0.004	m ³ /sq. ft 立方米/ 平方英尺

環境方面 (續)

資源利用 (續)

水資源使用與效率

本集團的業務活動不涉及任何大量耗水，而辦公室僅消耗少量的水。於二零二二年，我們的用水總量為12.4立方米。耗水密度為每平方英尺建築面積0.004立方米（「立方米」）。日常用水主要由市政水網供應且本集團於本年度內並無在尋求水源方面遇到任何問題。

雖然由於減少用水量的影響很小，本集團並無設定減少用水量的任何目標，但本集團仍向員工推廣合理用水計劃及節約用水措施。我們將繼續監控用水量，並在未來尋找提高用水效率的方法。

Environmental, Social and Governance Report 環境、社會和管治報告

ENVIRONMENTAL ASPECTS (continued)

Use of Resources (continued)

Packaging Materials

The Group only uses a small amount of packaging materials, i.e. cartons, in its primary businesses. In 2022, the total amount of packaging materials used for finished products was 0.65 tonnes.

Packaging material for finished products

成品所用的包裝材料

Total packaging material used
所用的包裝材料總量

Intensity (by floor area)
密度 (按建築面積計算)

2022
二零二二年

0.65

0.21

2021
二零二一年

0.67

0.21

Unit
單位

tonnes
噸

kg/sq. ft
公斤/平方英尺

The Environment and Natural Resources

Due to the nature of our businesses, the Group's activities do not have significant impacts on the environment and natural resources. However, to minimize possible environmental impacts related to our activities, products and services, the Group shall:

- identify significant impacts on the environment and natural resources from our operations and set targets to reduce associated stress;
- prevent pollution, reduce waste and minimize resource consumption for all daily operations;
- comply with relevant laws and requirements which relate to the Company and its subsidiaries' environmental aspects; and
- educate, train and motivate our employees to develop a sustainable mentality that enables them to conduct business activities in a responsible manner.

環境方面 (續)

資源利用 (續)

包裝材料

本集團在主要業務中僅使用少量包裝材料，例如紙箱。於二零二二年，用於製成品的包裝材料總量為0.65噸。

包裝材料用於成品

Total packaging material used
所用的包裝材料總量

Intensity (by floor area)
密度 (按建築面積計算)

環境與自然資源

基於我們的業務性質，本集團的經營活動不會對環境及自然資源產生重大影響。然而，為盡量減少我們經營活動、產品及服務對環境的影響，本集團應：

- 識別我們運營對環境及自然資源的任何重大影響，並設定目標以減輕相關壓力；
- 防止污染、減少浪費及盡量減少所有日常業務營運之資源消耗；
- 遵守本公司及其附屬公司與環境有關的法律及要求；及
- 教育、培訓及激勵僱員形成可持續發展觀以令其以對環境負責之方式開展業務活動。

Environmental, Social and Governance Report

環境、社會和管治報告

ENVIRONMENTAL ASPECTS (continued)

Climate Change

Climate change is one of the major environmental challenges in recent years. As our major business operation does not involve the manufacturing process, the impacts on climate change caused by our business operation are not significant. Although climate change will not affect our business operation directly, the Group is committed to reducing greenhouse gas emissions and transiting to a greener office. The table below demonstrated the possible risks of climate change.

環境方面 (續)

氣候變化

氣候變化為近年來的主要環境挑戰之一。由於我們的主要業務營運並不涉及製造過程，因此我們的業務營運對氣候變化的影響並不重大。雖然氣候變化將不會直接影響我們的業務營運，但本集團仍致力於減少溫室氣體排放，並向更綠色的辦公室過渡。下表顯示氣候變化可能帶來的風險。

Acute Risks – Intense Extreme Weather Events

急性風險 – 密集的極端天氣事件

Employee

The personal safety of the employees may be affected by the extreme weather during commuting. The collapse of trees or landslides may cause personal injuries.

僱員

在通勤過程中，僱員的人身安全可能會受到極端天氣的影響。樹木的倒塌或山體滑坡可能造成人身傷害。

Business Operation

Adverse weather, such as heavy rain, rainstorms or typhoons, may reduce productivity or suspend the business operation of the offices. The transportation difficulties and potential disruption to the supply chain may lower the service quality and customer satisfaction level.

業務運作

惡劣的天氣（如大雨、暴雨或颱風）可能會降低生產力或暫停辦公室的業務運作。運輸困難及供應鏈的潛在中斷可能會降低服務品質及客戶滿意度。

Mitigation Measures

The Group would follow the guideline on the working arrangements set by local governments on adverse weather conditions and implement emergency actions according to the actual situation.

緩解措施

本集團將遵循地方政府制定的惡劣天氣條件下的工作安排指引並根據實際情況實施應急行動。

Environmental, Social and Governance Report

環境、社會和管治報告

SOCIAL ASPECT

Employment and Labour Practices

Employment

The Group advocates for a communal spirit that thrives on mutual respect and equal opportunities. The Group strictly complies with laws and regulations related to equal opportunities, including but not limited to the Employment Ordinance (Cap. 57 of the Laws of Hong Kong), Sex Discrimination Ordinance (Cap. 480, the law of Hong Kong), Race Discrimination Ordinance (Cap. 602, the law of Hong Kong), Disability Ordinance (Cap. 487, the law of Hong Kong) and Family Status Discrimination Ordinance (Cap. 527, the law of Hong Kong). There were no material non-compliance cases with laws and regulations in respect of employment and labour standards in the operating locations for the year.

To ensure diversity and equality, our selection process is non-discriminatory and solely based on the employees' performance, experience and skills. Our employees are also encouraged to discuss their targets in job advancement and career development with the senior management.

To attract, develop and retain qualified employees, the Group is committed to offering professional development opportunities and a healthy working environment for all employees. Meanwhile, any appointment, promotion or termination of the employment contract would be based on reasonable, lawful grounds and internal policies, such as the staff handbook. The Group strictly prohibits any kind of unfair or unreasonable dismissals.

The Group's remuneration policies are formulated on the performance of employees with reference to the market condition. Salaries and wage rates are usually subjected to an annual review that is based on performance appraisals and other relevant factors. The Group provides equal opportunities for all employees along with competitive remuneration and strongly encourages internal promotion.

社會方面

僱傭及勞工常規

僱傭

本集團推崇相互尊重及平等機會的社區精神。本集團嚴格遵守平等機會法案，包括但不限於。《僱傭條例》（香港法例第57章）、《性別歧視條例》（香港法例第480章）、《種族歧視條例》（香港法例第602章）、《殘疾歧視條例》（香港法例第487章）及《家庭崗位歧視條例》（香港法例第527章）。於本年度，我們並無不遵守營運地點有關僱傭及勞工準則法律及規例的嚴重不合規情況。

為確保多樣性及平等性，本集團的選舉程序為無差別待遇及僅基於僱員之表現、經驗及技能。我們亦鼓勵僱員與其高級管理層討論其工作進展目標及職業發展。

為吸引、發展及挽留合資格僱員，本集團致力向所有員工提供專業發展機會及健康的工作環境。同時，本集團任何聘用、晉升或終止僱傭合同都必須基於合理合法依據且符合內部政策（如員工手冊）。本集團嚴格禁止任何不公平或不合理的解僱。

本集團的薪酬政策乃根據僱員表現並參照市況而制定。薪金及工資水平通常根據績效考核和其他相關因素進行年度審查而釐訂。本集團亦為全體僱員提供平等機會以及具競爭力的薪酬，並強烈鼓勵內部晉升。

Environmental, Social and Governance Report

環境、社會和管治報告

SOCIAL ASPECT (continued)

Employment and Labour Practices (continued)

Employment (continued)

For the purpose of ensuring there are formal and transparent procedures for setting policies on remuneration for the Directors, the Remuneration Committee was established.

The Group also reviews the compensation and benefits programmes regularly to ensure its compensation and benefits packages remain competitive. Over the years, the Group has introduced a share option scheme (the “**Share Option Scheme**”) by which the Board may exercise its discretion to grant share options to Directors and employees as an incentive for their contribution to the Group.

As at 31 December 2022, the Group employed a total of 16 employees, including operational office, sales and marketing, finance, company secretarial and securities brokerage divisions. For detailed breakdown of the number of employees and employee turnover rate, please refer to the “Summary Of Key Performance Indicators” section.

社會方面 (續)

僱傭及勞工常規 (續)

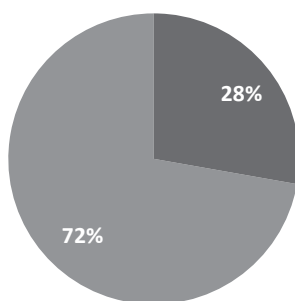
僱傭 (續)

本集團設有薪酬委員會，以確保有正規及具透明度的程序以制定董事薪酬政策。

本集團亦定期檢討補償及福利計劃，以確保其補償及福利待遇仍具競爭力。多年來，本集團引入購股權計劃（「購股權計劃」），董事會可酌情向董事及僱員授出購股權，作為彼等為本集團所作出貢獻的獎勵。

於二零二二年十二月三十一日，本集團總共僱用16位員工，包括營運辦事處、銷售及市場推廣、財務、公司秘書及證券經紀部門的員工。有關員工人數及僱員流失率的明細詳情，請參閱「關鍵績效指標概要」一節。

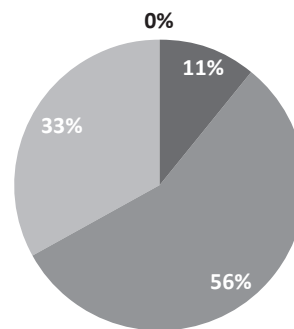
Number of Employee By Gender
按性別劃分員工人數



■ Female
女性

■ Male
男性

Number of Employee By Age Group
按年齡組別劃分員工人數



■ ≤30 ■ 31-45 ■ 46-60 ■ >60

Environmental, Social and Governance Report

環境、社會和管治報告

SOCIAL ASPECT (continued)

Employment and Labour Practices (continued)

Employment (continued)

The Group will continue to provide a well-structured and caring environment for employees to enhance their sense of belonging as well as work effectiveness.

Health and Safety

The Group recognizes the importance of maintaining a safe, effective and congenial work environment for our staff. Hence, the Group has put various occupational health and safety measures in place and regularly performs checks on the work environment and staff facilities. For example, we have taken ergonomic principles into consideration when designing the workstation to accommodate the body features and limitations of users.

The outbreak of the Coronavirus Disease (COVID-19) was the largest challenge for the health authorities in Hong Kong and Mainland China. The Group has a set of policies to protect our staff:

- Regular disinfection of all public areas would be performed;
- Medical masks and disinfection supplies are provided to all staff;
- Each staff are required to report their health status every day; and
- The Department Heads are requested to monitor the health status of its staff and report if there are any health issues on a timely basis.

社會方面 (續)

僱傭及勞工常規 (續)

僱傭 (續)

本集團將繼續為僱員提供架構良好及互相關懷的環境，以提高其在本集團的歸屬感及工作效率。

健康與安全

本集團深知維持安全、高效及愜意的工作環境對於員工的重要性。因此，本集團已執行各種職業健康與安全措施，並對工作環境及員工設施進行定期檢查。例如，於設計辦公室時，本集團已考慮人體工程學原則，以適應使用者的身體特徵及局限性。

新冠肺炎(COVID-19)爆發已成為香港及中國大陸衛生主管部門的最大挑戰，本集團已制定若干政策保護其員工：

- 定期為所有公共地方消毒；
- 為其員工提供口罩及消毒用品；
- 要求每名員工每天報告其健康狀況；及
- 要求各部門主管及時監督其員工的健康狀況並申報有關情況（倘有任何健康問題）。

Environmental, Social and Governance Report

環境、社會和管治報告

SOCIAL ASPECT (continued)

Employment and Labour Practices (continued)

Health and Safety (continued)

During the past three years, including 2022, the Group did not record any accidents that resulted in death or serious physical injury and did not identify any material non-compliance with laws and regulations relevant to the health and safety of employees, including but not limited to Occupational Safety and Health Ordinance (Cap. 509, the law of Hong Kong) and Employees' Compensation Ordinance (Cap. 282, the law of Hong Kong).

Number of work-related fatalities	因工作關係死亡人數
Rate of work-related fatalities	因工作關係死亡佔比
Lost days due to work injury	因工傷而損失的工作日數

Development and Training

The Group understands that human capital plays a substantial part of the business. As a listed corporation, the Group is mindful of the continuous development of the regulatory environment and has established a practice of gathering the changes in regulations and ensuring its Directors, responsible officers, licensed representatives and other employees attend necessary training programmes. Pursuant to the requirement of Listing Rules, all Directors have participated in continuous professional development by attending training courses or reading relevant materials relating to corporate governance and regulations to consolidate their knowledge and skills.

社會方面 (續)

僱傭及勞工常規 (續)

健康與安全 (續)

於過往三年內 (包括二零二二年), 本集團並未記錄任何因工死亡或工傷事故, 且並無發現任何嚴重違反有關僱員健康及安全的法律及法規, 包括但不限於《職業安全及健康條例》(香港法例第509章)及《僱員補償條例》(香港法例第282章)。

	2022 二零二二年	2021 二零二一年	2020 二零二零年
Number of work-related fatalities	0	0	0
Rate of work-related fatalities	0%	0%	0%
Lost days due to work injury	0	0	0

發展及培訓

本集團了解人力資本在業務中發揮了重要作用。作為持牌上市企業, 本集團關注監管環境的持續發展, 並已訂立守則去記錄規例的各項修訂, 以確保其董事、負責人員、持牌代表及其他僱員修讀所需的培訓課程。根據上市規則的規定, 全體董事均已透過出席有關企業管治及規定的培訓課程或閱讀相關材料的方式參與持續專業發展, 以鞏固其知識及技能。

Environmental, Social and Governance Report 環境、社會和管治報告

SOCIAL ASPECT (continued)

社會方面 (續)

Employment and Labour Practices (continued)

僱傭及勞工常規 (續)

Development and Training (continued)

發展及培訓 (續)

Number of trained employees		2022	2021	Unit
受訓的僱員人數		二零二二年	二零二一年	單位
Percentage of total employees trained 受訓的僱員 總人數百分比		39%	23%	%
By gender 按性別	Female 女性	29%	29%	%
	Male 男性	71%	71%	%
By level 按級別	Management 管理層	71%	71%	%
	Middle 中層	29%	29%	%
	Junior 基層	0%	0%	%
Average training hours completed		2022	2021	Unit
完成的平均培訓時數		二零二二年	二零二一年	單位
Average training hours per employee 每位僱員的平均培訓時間		1.7	1.0	hour/employee 小時／僱員
By gender 按性別	Female 女性	3.0	1.5	hour/employee 小時／僱員
	Male 男性	1.2	0.8	hour/employee 小時／僱員
By level 按級別	Management 管理層	1.3	1.3	hour/employee 小時／僱員
	Middle 中層	2.5	1.0	hour/employee 小時／僱員
	Junior 基層	0.0	0	hour/employee 小時／僱員

Environmental, Social and Governance Report

環境、社會和管治報告

SOCIAL ASPECT (continued)

Employment and Labour Practices (continued)

Labour Standards

The Employment of Children Regulations and Employment Ordinance prohibits all employers from engaging child and forced labour in the workforce, and regulates the hours of work and general conditions of employment of young persons in industrial undertakings. With compliance with relevant laws and regulations, the Group does not engage in any forced or child labour. The Staff Code of Conduct is enclosed in the Compliance Manual, which is readily accessible to all employees.

In order to prevent the illegal use of child or forced labour, the human resource department of the Group requires candidates to provide effective identification certification before confirmation of employment to ensure they can be employed according to the law. If there are any irregularities in forced labour, child labour and illegal immigrant labour on staff, employment with all these candidates will be immediately terminated. The Group would also take responsibility for the investigation.

In compliance with the Employment Ordinance (Cap. 57 of the Laws of Hong Kong), no child or forced labour was employed in the Group's operations during the year.

社會方面 (續)

僱傭及勞工常規 (續)

勞工準則

《僱用兒童規例》及《僱傭條例》禁止所有僱主聘用兒童及強迫勞工，並於工業營業中規定青年的工作時數及一般僱用條件。本集團遵守相關法律及規例，並無且不會強迫勞工或聘用童工。員工操守守則載於合規手冊中，並供所有僱員查閱。

為打擊非法僱用童工或強迫勞動，本集團人力資源部要求求職者在確認就業前提供有效的身份證明，以確保申請人可以依法就業。如果員工中存在任何強迫勞動、童工及非法移民勞工的違規行為，所有該等候選人的僱傭將立即終止。本集團亦將負責調查。

本集團遵守香港法例第57章《僱傭條例》。於本年度，本集團的營運並無僱用童工或強制勞工。

Environmental, Social and Governance Report

環境、社會和管治報告

OPERATING PRACTICES AND SOCIAL INVESTMENT

Supply Chain Management

Managing a sustainable supply chain is essential for the Group to minimise the adverse impact brought to the environment and society. To comply with the laws and regulations, the Group has established stringent internal controls for procuring goods and materials through a fair and unbiased tender process. The selection of subcontractors and suppliers is based on their fulfilment of specifications, standards, product and service quality as well as associated support services.

The Group carefully selects qualified suppliers to ensure that the entire production process is in line with corresponding standards and rules. The Group not only requests its new suppliers to submit a review of all relevant documents but also conducts rigorous checks to assess their reliability. The Group also carries out inspections and assessments regularly to review our suppliers' standards and terminates collaboration with unqualified suppliers. Supply chain partners whose accreditation or production method fall short of our required environmental and social standards will be suspended.

Also, the Group maintains close communication with various suppliers to ensure that the suppliers' businesses comply with environmental and social laws and regulations in their operating countries and regions. The Group operates in a good faith by adhering to its business ethics such as the prohibition of employing child and forcing labour, maintaining high levels of quality control and environmental and social responsibilities. The Group conducts interviews with suppliers on environmental pollution and corresponding measures to deal with pollution. The Group would make careful decisions based on the following criteria: number of sustainable practices in their operation and presence of environmental-related qualifications on their products or services.

營運慣例及社會投資

供應鏈管理

對本集團而言，管理可持續的供應鏈是將對環境及社會不利影響減至最低的關鍵。為符合法律及法規，本集團已建立嚴格的內部監控以透過公平及公允的投標程序採購貨品及材料。我們將根據符合規格及標準、產品及服務質量及相關服務支持選擇分包商及供應商。

本集團審慎選擇合資格供應商以確保整個生產流程符合其標準及規則。本集團不僅要求新供應商遞交所有有關文件的回顧報告，並進行嚴格核查以評估其可靠性。就審閱供應商的標準而言，本集團的慣例為定期進行調查及評估，並終止與不合格供應商的合作關係。認證或生產方法達不到我們要求的環境和社會標準的供應鏈合作夥伴將被暫停。

同時，本集團與各供應商保持緊密溝通，以確保供應商的業務遵守其營運國家和地區的環境及社會法律法規。本集團通過遵守如嚴禁僱用童工和強制勞工、保持高水平的質量控制和環境與社會責任的道德規範誠信經營。本集團就環境污染及相應的污染處理措施對供應商進行訪談。本集團將根據以下標準作出審慎決定：其營運中的可持續常規數目及其產品或服務是否符合環境相關資格。

Environmental, Social and Governance Report

環境、社會和管治報告

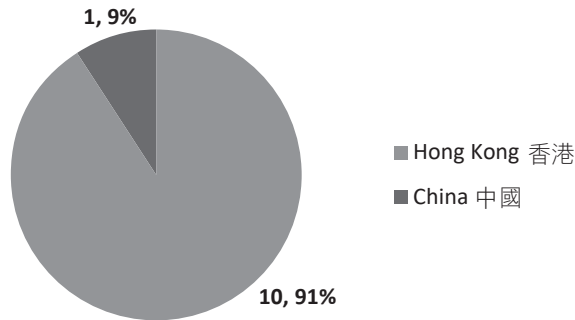
OPERATING PRACTICES AND SOCIAL INVESTMENT (continued)

Supply Chain Management (continued)

營運慣例及社會投資 (續)

供應鏈管理 (續)

Supplier Distribution by Geographical Region
按地理區域劃分的供應商分佈



Product Responsibility

The Group recognises that good customer and after-sales services are the keys to the success of our business. In order to respond promptly to the needs of our customers, the Group set up a series of communication channels among different business units to handle customers' queries. There were no cases of product recall nor complaints received against our services or products due to health and safety issues during the year.

The Group is committed to compliance with relevant laws of intellectual property rights ("IP rights") by valuing and protecting its intellectual properties through patent fees and periodic trademark renewals.

The Group also emphasises the importance of protecting and safeguarding customers' privacy, especially for money lenders' information. In compliance with provisions of the Personal Data (Privacy) Ordinance, we are cautious with the collection, handling and usage of customers' personal data. Any unauthorised access, disclosure or use of the information will be subject to disciplinary actions including termination and legal action.

The Group did not have any material non-compliance with applicable laws and regulations regarding health and safety, advertising, labelling and privacy matters related to services offered during the year.

產品責任

本集團知悉良好的客戶及售後服務乃我們業務成功的關鍵影響因素。為達致對客戶需求做出迅速回應，本集團已於不同業務單元之間設立一系列溝通渠道以處理客戶疑問。於本年度內，並無因健康及安全問題而對我們的服務或產品進行產品召回或投訴的個案。

本集團致力於遵守有關知識產權（「知識產權」）的相關法律法規，通過專利費及定期商標續期對其知識產權進行估值及保護。

本集團亦重視保護及保障客戶私隱，尤其是放債人的資料。就此，本集團已根據個人資料（私隱）條例之條文審慎收集、處理及使用客戶個人資料。任何未經授權的訪問、披露或使用資料的行為均將受到紀律處分，包括解僱及法律訴訟。

於本年度內，本集團並無任何嚴重違反有關涉及所提供服務的健康及安全、廣告、標籤及私隱事宜的適用法律及法規的情況。

Environmental, Social and Governance Report

環境、社會和管治報告

OPERATING PRACTICES AND SOCIAL INVESTMENT (continued)

Anti-Corruption

The Group upholds high standards of integrity and does not condone any unethical behaviour in our business. Employees are prohibited to request, receive or accept any form of benefit from any persons, company or organization which have business transactions with the Group. All staff members are reminded to avoid situations that may lead to or involve any conflict of interest.

To effectively monitor market misconduct such as staff dealing, money laundering and insider trading, the Group has set up a series of policies detailed in the Compliance Manual which is readily accessible to all employees.

In particular, the Group has established a Code of Conduct and stipulated in the Compliance Manual. The Securities and Futures Commission (“SFC”) has published the Guideline on Anti-Money Laundering and Counter-Financing of Terrorism which summarises what money laundering and terrorist financing are and what the legislation requires. The Guideline also explains the procedures of internal control which the SFC expects to be followed by the registered person in a range of areas. The management does not tolerate corruption, bribery, extortion, money laundering and other fraudulent activities in connection with any of the business operations.

Additionally, the Group has implemented an effective Internal Manual on inside information or price-sensitive information and has provided separate channels for the reporting of any suspected business irregularities, fraud and corruption.

The Group established the internal Whistleblowing Policy to encourage all our employees who have concerns about any suspected misconduct or malpractice within the Group to raise up those concerns with the management. The Audit Committee of the Group has the overall responsibility for the Whistleblowing Policy but has delegated day-to-day responsibility for overseeing and implementing it to a designated officer.

營運慣例及社會投資 (續)

反貪污

本集團提倡誠信而制止業務上不道德行徑。員工禁止向任何與本集團有業務交易的人士、公司或組織要求、收取或接受任何形式的利益。我們提醒所有員工避免可能導致或涉及任何利益衝突的情況。

為有效監控市場失當行為（如員工買賣、洗黑錢及內幕交易），本集團已建立一系列政策並載入合規手冊，合規手冊可由所有員工獲取。

尤其是，本集團已建立操守守則並於合規手冊訂明。證券及期貨事務監察委員會（「證監會」）已刊發打擊洗錢及恐怖分子資金籌集指引，其中概述何為洗黑錢及恐怖分子資金籌集以及相關法律規定。通過於一系列地區進行人員登記，守則指引亦解釋證監會預期須遵循的內部監控程序。管理層決不容忍任何業務營運中的貪污、受賄、勒索、洗黑錢及其他欺詐行為。

此外，本集團已實施有效之內幕消息或價格敏感資料內部手冊及就報告任何可疑業務違規、欺詐及貪污提供獨立渠道。

本集團制定了內部舉報政策，鼓勵所有僱員對本集團內任何可疑的不正當行為或舞弊行為向管理層提出關注。本集團的審核委員會對舉報政策負有總體責任，但將監督及執行該政策的日常責任委託予指定職員。

Environmental, Social and Governance Report

環境、社會和管治報告

OPERATING PRACTICES AND SOCIAL INVESTMENT (continued)

Anti-Corruption (continued)

The Group respects confidentiality and takes the reporting cases seriously and will make every effort to keep the identity confidential, it is preferred that these reports not be made anonymously. The designated officer shall monitor and report the status, findings, results of the investigation and corrective actions taken to resolve the misconduct or malpractice to the Management and the Audit Committee confidentially. The Audit Committee will report misconduct or malpractice to the Board at least annually.

During the year, the Group did not organize anti-corruption training due to COVID-19 and will arrange the training sessions for both directors and employees if needed. There was no incident of corruption or non-compliance in relation to corruption or money laundering-related laws and regulations, such as the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong), and other national or regional laws and regulations during the year.

Community Investment

In order to become a more responsible business and create a better living environment for the local community, the Group is committed to continuously providing sponsorships and donations to various charitable organisations in the coming years.

營運慣例及社會投資 (續)

反貪污 (續)

本集團重視保密性及嚴肅對待舉報案件，並將盡一切努力對舉報者的身份進行保密，本集團希望該等舉報不要以匿名方式進行。指定職員應監督並向管理層及審核委員會報告調查的進展、發現及結果以及為解決不當行為或舞弊行為而採取的糾正措施，並將其保密。審核委員會將至少每年向董事會報告不當行為或舞弊行為。

於本年度，本集團因COVID-19並無組織反貪污培訓，倘需要，本集團將為董事及僱員安排培訓課程。於本年度，本集團概無貪污事件或有關貪污或洗黑錢的任何不符合法律法規（如《防止賄賂條例》（香港法例第201章）及其他國家或地方法律法規）的事件。

社區投資

為成為更具責任感的企業及為地方社區創立更好的生活環境，本集團致力於未來年度為多個慈善組織繼續提供贊助及捐款。

Environmental, Social and Governance Report

環境、社會和管治報告

SUMMARY OF KEY PERFORMANCE INDICATORS

關鍵績效指標摘要

Key Environmental Performance Indicators ¹ 關鍵環境績效指標 ¹	2022 二零二二年	2021 二零二一年	Unit 單位
Aspect A1: Emissions			
層面A1：排放物			
A1.2 Greenhouse gas emissions in total and intensity			
A1.2 溫室氣體總排放量及密度			
Scope 1 emissions 範圍1排放物	-	-	tonnes CO ₂ -e 噸二氧化碳當量
Scope 2 emissions 範圍2排放物	8.4	8.0	tonnes CO ₂ -e 噸二氧化碳當量
Scope 3 emissions 範圍3排放物	0.4	0.5	tonnes CO ₂ -e 噸二氧化碳當量
Total greenhouse gas emissions 溫室氣體總排放量	8.8	8.5	tonnes CO ₂ -e 噸二氧化碳當量
Intensity (by floor area) 密度（按建築面積計算）	2.78	2.68	tonnes CO ₂ -e/sq. ft. 噸二氧化碳當量／平方英尺
Aspect A2: Use of Resources			
層面A2：資源使用			
A2.1 Direct and indirect energy consumption by type			
A2.1 按類型劃分的直接及間接能源消耗			
Direct energy consumption 直接能源消耗	-	-	GJ 吉焦
Indirect energy consumption 間接能源消耗	21.5	21.5	MWh 兆瓦時
Total energy consumption 能源總消耗量	21.5	21.5	MWh-e 兆瓦時當量
Intensity (by floor area) 密度（按建築面積計算）	0.007	0.007	MWh-e/sq. ft. 兆瓦時當量／平方英尺
A2.2 Water consumption in total and intensity			
A2.2 用水總量及密度			
Total water consumption 用水總量	12.4	12.0	m ³ 立方米
Intensity (by floor area) 密度（按建築面積計算）	0.004	0.004	m ³ /sq. ft. 立方米／平方英尺
A2.5 Packaging material used for finished products			
A2.5 成品所用的包裝材料			
Total packaging material used 所用的包裝材料總量	0.65	0.67	tonnes 噸
Intensity (by floor area) 密度（按建築面積計算）	0.21	0.21	kg/sq. ft. 千克／平方英尺

¹ The methodology adopted for reporting on the environmental data set out above was based on "How to Prepare an ESG Report? – Appendix 2: Reporting Guidance on Environmental KPIs" issued by the HKEX.

¹ 報告上述環境數據所採用的方法乃基於香港聯交所發佈的「如何編製ESG報告？—附錄二：環境關鍵績效指標匯報指引」。

Environmental, Social and Governance Report

環境、社會和管治報告

SUMMARY OF KEY PERFORMANCE INDICATORS (continued)

關鍵績效指標摘要 (續)

Social Aspects ² 社會層面 ²		2022 二零二二年	2021 二零二一年	Unit 單位
Aspect B1: Employment 層面B1：僱傭				
B1.1 Total workforce B1.1 員工總數				
Total number of employees 員工總數		18	30	employee 員工
By gender 按性別劃分	Female 女性	5	10	employee 員工
	Male 男性	13	20	employee 員工
By employment type 按僱傭類型劃分	Full-time 全職	18	30	employee 員工
	Part-time 兼職	0	0	employee 員工
	By age group 按年齡組別劃分			
	30 years old or below 30歲或以下	2	3	employee 員工
	31-45 years old 31-45歲	10	23	employee 員工
	46-60 years old 46-60歲	6	4	employee 員工
	Over 60 years old 60歲以上	0	0	employee 員工
By level 按級別劃分	Management 管理層	8	8	employee 員工
	Middle 中層	8	21	employee 員工
	Junior 基層	2	1	employee 員工
By geographical region 按地理區域劃分	Hong Kong 香港	7	5	employee 員工
	China 中國	11	25	employee 員工

² The methodology adopted for reporting on the social data set out above was based on "How to Prepare an ESG Report? – Appendix 3: Reporting Guidance on Social KPIs" issued by the HKEX.

² 報告上述社會數據所採用的方法乃基於香港聯交所發佈的「如何編製ESG報告？—附錄三：社會關鍵績效指標匯報指引」。

Environmental, Social and Governance Report

環境、社會和管治報告

SUMMARY OF KEY PERFORMANCE INDICATORS (continued)

關鍵績效指標摘要 (續)

Social Aspects ² 社會層面 ²		2022 二零二二年	2021 二零二一年	Unit 單位
B1.2 Employee turnover rate B1.2 僱員流失率				
Total employee turnover rate 僱員總流失率		6%	3%	%
By gender 按性別劃分	Female 女性	0%	0%	%
	Male 男性	8%	5%	%
By employment type 按僱傭類型劃分	Full-time 全職	6%	3%	%
	Part-time 兼職	-	-	%
By age group 按年齡組別劃分	30 years old or below 30歲或以下	0%	0%	%
	31-45 years old 31-45歲	0%	0%	%
	46-60 years old 46-60歲	17%	25%	%
	Over 60 years old 60歲以上	-	-	%
By level 按級別劃分	Management 管理層	0%	0%	%
	Middle 中層	13%	5%	%
	Junior 基層	0%	0%	%
By geographical region 按地理區域劃分	Hong Kong 香港	14%	20%	%
	China 中國	0%	0%	%
Aspect B2: Health and Safety 層面B2：健康與安全				
B2.1 Number of work-related fatalities B2.1 因工作關係死亡人數		0	0	no. 人數
Rate of work-related fatalities 因工作關係死亡佔比		0%	0%	%
B2.2 Lost days due to work injury B2.2 因工傷而損失的工作日數		0	0	day 日

Environmental, Social and Governance Report

環境、社會和管治報告

SUMMARY OF KEY PERFORMANCE INDICATORS (continued)

關鍵績效指標摘要 (續)

Social Aspects ² 社會層面 ²		2022 二零二二年	2021 二零二一年	Unit 單位
Aspect B3: Development and Training 層面B3：發展及培訓				
B3.1 Percentage of trained employees B3.1 受訓的僱員百分比				
Total number of trained employees 受訓的僱員總人數		7	7	employee 僱員
Percentage of total employees trained 受訓的僱員總人數百分比		39%	23%	%
By gender 按性別劃分	Female 女性	29%	29%	%
	Male 男性	71%	71%	%
By level 按級別劃分	Management 管理層	71%	71%	%
	Middle 中層	29%	29%	%
	Junior 基層	0%	0%	%
B3.2 Average training hours completed B3.2 完成的平均培訓時數				
Training hours per employee 每位僱員的培訓小時數		1.7	1.0	hour/employee 小時／僱員
By gender 按性別劃分	Female 女性	3.0	1.5	hour/employee 小時／僱員
	Male 男性	1.2	0.8	hour/employee 小時／僱員
By level 按級別劃分	Management 管理層	1.3	1.3	hour/employee 小時／僱員
	Middle 中層	2.5	1.3	hour/employee 小時／僱員
	Junior 基層	0.0	0.0	hour/employee 小時／僱員

Environmental, Social and Governance Report

環境、社會和管治報告

SUMMARY OF KEY PERFORMANCE INDICATORS (continued)

關鍵績效指標摘要 (續)

Social Aspects ² 社會層面 ²	2022 二零二二年	2021 二零二一年	Unit 單位
Aspect B5: Supply Chain Management 層面B5：供應鏈管理			
B5.1 Number of suppliers by geographical region B5.1 按地理區域劃分的供應商數量			
Total number of suppliers 供應商總數	11	11	supplier 供應商
By geographical region 按地理區域劃分			
Hong Kong 香港	10	10	supplier 供應商
China 中國	1	1	supplier 供應商
Aspect B6: Product Responsibility 層面B6：產品責任			
B6.1 Percentage of total products sold or shipped subject to recalls B6.1 召回的產品佔產品總銷售或發貨量的百分比	0%	0%	%
B6.2 Number of products and service-related complaints received B6.2 收到的與產品和服務相關的投訴數量	0	0	no. 數量
Aspect B7: Anti-corruption 層面B7：反貪污			
B7.1 Number of concluded legal cases regarding corruption B7.1 已審結的反貪污相關法律案件數量	0	0	case 宗數

Directors' Report

董事會報告

The Directors of the Company present their annual report and the audited consolidated financial statements for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company is an investment holding company and is also engaged in treasury functions. Its subsidiaries are principally engaged in the processing and trading of used computer-related components such as integrated circuit chips, hard-disk and motherboards from developed countries to developing countries. During the year of review, the Group also engaged in providing money lending business; securities brokerage and underwriting business; and sales of clothes and beauty products business.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2022 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on pages 80 to 81 of this report. The Directors do not recommend the payment of a dividend for the year ended 31 December 2022.

BUSINESS REVIEW

During the year of 2022, the Group had a decrease of approximately 36.0% in revenue as compared to the corresponding figure for 2021. Information relating to the financial performance and fair review of the Group business is set out in the section of "Director's Statement" and the section of "Management Discussion and Analysis" of this annual report.

本公司董事會謹此提呈截至二零二二年十二月三十一日止年度之年報及經審核綜合財務報表。

主要業務

本公司乃一間投資控股公司，亦從事庫務職能。其附屬公司之主要業務為從事處理來自發達國家的二手電腦相關組件（譬如集成電路芯片、硬盤和主機板）並轉售往發展中國家。於回顧年度，本集團亦提供放債業務；證券經紀及包銷業務；以及服裝及美容產品銷售業務。

業績及分配

本集團截至二零二二年十二月三十一日止年度之業績載於本報告第80至81頁之綜合損益及其他全面收益表。董事不建議就截至二零二二年十二月三十一日止年度派付股息。

業務回顧

於二零二二年度，本集團之收益較二零二一年相應數字減少約36.0%。有關本集團財務表現及對其業務作公平審視之資料，乃載於本年報「董事會報告」及「管理層討論及分析」各節。

BUSINESS REVIEW (continued)

On the corporate level, the Group complies with the requirements under the Companies Ordinance, Cap. 622 of the laws of Hong Kong, the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited and the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong for, among other things, the disclosure of information and corporate governance, and the Group has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules.

A discussion on the Group's prospects is provided in the Director's Statement on pages 2 to 3 of this annual report. Description of principal risks and uncertainties that the Group is facing is provided in the corporate governance report on pages 17 to 36 of this annual report while the financial risk management objectives and policies of the Group can be found in note 6 to the consolidated financial statements. In addition, discussions on the Group's compliance with relevant laws and regulations which have a significant impact on the Group, relationships with its key stakeholders and environmental policies are contained in the corporate governance report and environmental, social and governance report on pages 37 to 61 of this annual report.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past financial years is set out on page 200 of this annual report.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers in aggregate accounted for approximately 81% of the revenue of the Group and the largest customer accounted for approximately 34% of the revenue of the Group while the five largest suppliers in aggregate accounted for approximately 76% of the purchases of the Group and the largest supplier accounted for approximately 32% of the purchases of the Group.

業務回顧 (續)

在企業層面，本集團已就（其中包括）資料披露及企業管治而遵守香港公司條例（香港法律第622章）、香港聯合交易所有限公司證券上市規則和證券及期貨條例（香港法律第571章）之規定，此外，本集團已採納上市規則附錄十所載之上市發行人董事進行證券交易之標準守則。

有關本集團前景之討論載於本年報第2至3頁之董事報告。有關本集團所面臨之主要風險及不明朗因素之描述載於本年報第17至36頁之企業管治報告，而本集團之金融風險管理目標及政策可於綜合財務報表附註6查閱。此外，有關本集團遵守對本集團有重大影響之相關法律法規之討論、與其主要持份者之關係及環境政策載於本年報第37至61頁之企業管治報告及環境、社會和管治報告。

財務概要

本集團過去財政年度之業績、資產及負債之概要載於本年報第200頁。

主要客戶及供應商

年內，五大客戶合計佔本集團收益約81%及最大客戶佔本集團收益約34%，而五大供應商合計佔本集團採購額約76%及最大供應商佔本集團採購額約32%。

Directors' Report 董事會報告

MAJOR CUSTOMERS AND SUPPLIERS (continued)

At no time during the year did a Director, an associate of a Director (within the meaning of the Listing Rules) or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) have an interest in any of the Group's largest customer or the largest supplier.

PROPERTY, PLANT AND EQUIPMENT

There was no addition on property, plant and equipment during the year ended 31 December 2022. Details of movements during the year in the property, plant and equipment of the Group are set out in Note 18 to the consolidated financial statements.

SHARE CAPITAL

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

DIRECTORS

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

Executive Directors:

Mr. ZHU Yuqi
Mr. CHOW Hei Yin Terry

Independent Non-executive Directors:

Mr. MAN Yuan
Mr. MA Kin Ling
Ms. HUANG Zhi

主要客戶及供應商 (續)

董事、董事之聯繫人士(定義見上市規則)或據董事所知擁有本公司股本5%以上之本公司股東,概無於年內任何時間擁有本集團最大客戶或最大供應商之任何權益。

物業、廠房及設備

於截至二零二二年十二月三十一日止年度並無添置物業、廠房及設備。年內本集團物業、廠房及設備之變動詳情載於綜合財務報表附註18。

股本

年內本公司股本之變動詳情載於綜合財務報表附註31。

董事

年內及截至本報告日期止之董事名單如下:

執行董事:

朱宇奇先生
周曦賢先生

獨立非執行董事:

滿圓先生
馬健凌先生
黃洽小姐

DIRECTORS (continued)

In accordance with Clauses 87(1) and 87(2) of the Company's Bye-laws, Mr. ZHU Yuqi and Ms. HUANG Zhi will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

The term of office for each of the Director is the period from the date of last re-election or last appointment up to his retirement by rotation in accordance with the Company's Bye laws.

DIRECTORS' SERVICE CONTRACTS

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

董事 (續)

據本公司之公司細則第87(1)及87(2)條，朱宇奇先生及黃治小姐將於即將舉行之股東週年大會上輪值告退，及彼符合資格並願意膺選連任。

各董事之任期由上一次膺選連任或上次委任當日起計，直至根據本公司之公司細則輪值告退為止。

董事之服務合約

擬於即將舉行之股東週年大會上膺選連任之董事，概無與本集團訂立於一年內不作補償（法定補償除外）則不可終止之服務合約。

Directors' Report 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

As at 31 December 2022, the interests and short positions of the Directors, chief executive and their associates in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of the Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

Long Position

Ordinary shares of HK\$0.006 each of the Company

董事及主要行政人員之股份權益

於二零二二年十二月三十一日，董事、主要行政人員及彼等之聯繫人士在本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份或債權證中，擁有須記錄於根據證券及期貨條例第352條所存置之登記冊之權益及淡倉，或根據聯交所證券上市規則（「上市規則」）附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」）而另行通知本公司及聯交所之權益及淡倉如下：

好倉

本公司每股面值0.006港元之普通股

Name of directors	董事姓名	No. of shares held	No. of underlying shares held in options granted under the Share Option Scheme		Percentage of the issued share capital of the Company
			根據購股計劃授出之購股權而持有之有關股份數目	佔本公司已發行股本之百分比	
CHOW Hei Yin Terry	周曦賢	–	6,304,000	0.41%	
HUANG Zhi	黃治	–	6,304,000	0.41%	

Note: The percentage shareholding is based on 1,538,536,566 shares in issue as at 31 December 2022.

附註： 該股權百分比乃根據於二零二二年十二月三十一日之已發行1,538,536,566股股份計算。

SHARE OPTIONS

On 4 May 2012, a share option scheme (the “**2012 Share Option Scheme**”) was adopted by the shareholders of the Company (the “**Shareholders**”) at annual general meeting, under which the Directors may, at their discretion, grant share options to eligible persons including Directors, employees and consultants to subscribe for share of the Company.

On 23 December 2021, a new share option scheme (the “**2021 Share Option Scheme**”) was adopted and the 2012 Share Option Scheme was terminated by the Shareholders at special general meeting.

During the year ended 31 December 2022, 45,600,000 options were exercised with the exercise price of HK\$0.078 and 22,863,000 options were lapsed under the 2012 Share Option Scheme. The weighted average closing price of the shares immediately before the dates on which the options were exercised was HK\$0.345. As at 31 December 2022, there were 63,040,000 options outstanding under the 2012 Share Option Scheme.

Since the date of adoption of the 2021 Share Option Scheme and up to 31 December 2022, no share option was granted, exercised, outstanding, cancelled or lapsed under the 2021 Share Option Scheme.

Saved as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

購股權

於二零一二年五月四日，本公司股東（「股東」）於股東週年大會上採納一項購股權計劃（「二零一二年購股權計劃」），據此，董事可按其酌情權授出購股權予合資格人士（包括董事、僱員及顧問），以認購本公司股份。

於二零二一年十二月二十三日，股東於股東特別大會上採納一項新的購股權計劃（「二零二一年購股權計劃」）並終止二零一二年購股權計劃。

截至二零二二年十二月三十一日止年度，根據二零一二年購股權計劃，45,600,000份購股權已獲行使（行使價為0.078港元）及22,863,000份購股權已告失效。於緊接購股權獲行使日期前股份的加權平均收市價為0.345港元。於二零二二年十二月三十一日，根據二零一二年購股權計劃，63,040,000份購股權尚未行使。

自採納二零二一年購股權計劃之日起至二零二二年十二月三十一日，並無根據二零二一年購股權計劃授出、行使、未行使、註銷或失效的購股權。

除上文所披露者外，本公司或其任何附屬公司於年內任何時間概無訂立任何安排，以使董事可透過收購本公司或任何其他法團之股份或債權證而獲益。

Directors' Report 董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 31 December 2022, the Directors were not aware of any persons or entities (other than the Directors and the chief executive of the Company) who/which had or were deemed or taken to have interests or short positions in the shares or underlying shares, which were required to be recorded in the register of substantial shareholders under section 336 of the SFO.

CONNECTED TRANSACTIONS

Worldwide Technology Limited, an indirect wholly-owned subsidiary of the Company, provided the cash advance to its director for facilitating the purchase of goods from suppliers. The director was regarded as a connected person of the Company. As at 31 December 2022, Worldwide Technology Limited had an amount due from its director up to approximately HK\$3,170,000.

Details of the connected transaction was set out in the announcement of the Company dated 5 November 2021.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

主要股東之股份權益

於二零二二年十二月三十一日，董事並不知悉任何人士或實體（本公司董事及主要行政人員除外）於股份或相關股份中擁有或被視為或當作擁有根據證券及期貨條例第336條須於主要股東登記冊中記錄的權益或淡倉。

關連交易

本公司之間接全資附屬公司環球電子科技有限公司向其董事提供現金預付款，以便向供應商採購貨品。該董事被視為本公司之關連人士。於二零二二年十二月三十一日，環球電子科技有限公司應收其董事款項最多為約3,170,000港元。

關連交易之詳情載於本公司日期為二零二一年十一月五日之公佈。

董事於重大合約之權益

於年終或年內任何時間，本公司或其任何附屬公司概無訂立任何重大且董事直接或間接擁有重大權益之合約。

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company has no reserve available for distribution to shareholders as at 31 December 2022. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, a Company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if: (a) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or (b) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

PRE-EMPTIVE RIGHTS

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

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the Independent Non-executive Directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the Independent Non-executive Directors are independent.

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence. The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted the 2021 Share Option Scheme as an incentive to Directors and eligible employees of the Company, details of which are set out in Note 32 to the consolidated financial statements.

本公司之可供分派儲備

於二零二二年十二月三十一日，本公司並無可供分派予股東之儲備。根據百慕達一九八一年公司法（經修訂），本公司之繳入盈餘賬可作分派。惟在下列情況，本公司不可宣派或派付股息，或從繳入盈餘中作出分派，如：(a) 本公司現已或將於分派後，無力償還到期債務；或 (b) 本公司資產之可變現價值會因此少於債務加上其已發行股本及股份溢價賬。

優先購買權

本公司之公司細則或百慕達法例並無對優先購買權作出任何限制，促使本公司須按比例向現有股東提呈發售新股份。

獨立非執行董事之委任

根據上市規則第3.13條，本公司已經收到各獨立非執行董事就其獨立性而發出之年度確認書。本公司認為全體獨立非執行董事均為獨立人士。

薪酬政策

本集團之僱員薪酬政策由薪酬委員會按僱員之表現、資格及能力而訂立。董事酬金由薪酬委員會參照本公司之經營業績、個人表現及可供比較之市場統計數字釐定。

本公司已採納二零二一年購股權計劃作為對本公司董事及合資格僱員之獎勵，計劃詳情載於綜合財務報表附註32。

Directors' Report 董事會報告

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

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

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2022.

AUDITOR

McMillan Woods (Hong Kong) CPA Limited have indicated their willingness to accept re-appointment as the auditors of the Company. A resolution for the re-appointment of McMillan Woods (Hong Kong) CPA Limited as the auditors of the Company for the ensuing year will be proposed at the forthcoming AGM.

On behalf of the Board

ZHU Yuqi

Executive Director

Hong Kong, 31 March 2023

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何上市證券。

公眾持股量之足夠性

於截至二零二二年十二月三十一日止整個年度，本公司皆維持足夠之公眾持股量。

核數師

長青(香港)會計師事務所有限公司已表示願意接受續聘為本公司核數師。將於應屆股東週年大會提呈決議案，以續聘長青(香港)會計師事務所有限公司為本公司下年度之核數師。

代表董事會

執行董事

朱宇奇

香港，二零二三年三月三十一日



長青

**TO THE SHAREHOLDERS OF
SUNCORP TECHNOLOGIES LIMITED**
(incorporated in Bermuda with limited liability)

致新確科技有限公司股東
(於百慕達註冊成立的有限公司)

OPINION

意見

We have audited the consolidated financial statements of Suncorp Technologies Limited (the “**Company**”) and its subsidiaries (together, the “**Group**”) set out on pages 80 to 199, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

本核數師(以下簡稱「我們」)已審計列載於第80頁至第199頁的新確科技有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表,此綜合財務報表包括於二零二二年十二月三十一日的綜合財務狀況表,截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表之附註,包括主要會計政策概要。

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

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映 貴集團於二零二二年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已按照香港公司條例的披露規定妥為擬備。

BASIS FOR OPINION

意見的基礎

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

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。我們在該等準則下承擔的責任已在本報告核數師就審計綜合財務報表承擔的責任部份中作進一步闡述。根據香港會計師公會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道德責任。我們相信,我們已獲得的審計憑證能充足及適當地為我們的審核意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

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

1. Allowance for expected credit losses (“ECL”) of trade receivables.
2. Allowance for ECL of loan receivables.

Key audit matter 關鍵審計事項

Allowance for ECL of trade receivables 應收貿易賬款預期信貸虧損撥備

Refer to notes 6(c) and 23 to the consolidated financial statements.
請參閱綜合財務報表附註6(c)和23。

The Group had trade receivables of approximately HK\$52,278,000, net of allowance for ECL of approximately HK\$905,000.

貴集團擁有應收貿易賬款約52,278,000港元，扣除預期信貸虧損撥備約905,000港元。

關鍵審計事項

關鍵審計事項為根據我們的專業判斷，我們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意見。吾等識別的關鍵審計事項為：

1. 應收貿易賬款預期信貸虧損(「預期信貸虧損」)撥備。
2. 應收貸款之預期信貸虧損撥備。

How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項

Our procedures in relation to management's allowance for ECL assessment of the trade receivables included:

我們有關管理層對應收貿易賬款預期信貸虧損撥備評估之程序包括：

- Obtaining an understanding of and evaluating the Group's credit policies;
- 了解及評估 貴集團的信貸政策；
- Checking, on a sample basis, the ageing profile of the trade receivables to the underlying financial records and post year-end settlements to bank receipts;
- 抽樣檢查有關財務記錄內的應收貿易賬款的賬齡情況及年結日後的銀行結算收據；

Independent Auditor's Report

獨立核數師報告

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Allowance for ECL of trade receivables (continued)

應收貿易賬款預期信貸虧損撥備 (續)

Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of provision for allowance for ECL based on information including credit profile of different customers, ageing of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and on-going trading relationships with the relevant customers. Management also considered forward-looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the allowance for ECL.

管理層根據不同客戶的信貸狀況、應收貿易賬款的賬齡、過往結算記錄、後續結算狀況、預期時間及未償還結餘變現金額及與相關客戶的持續交易關係等資料對應收貿易賬款的可收回性及計提預期信貸虧損撥備的充足性進行定期評估。管理層亦考慮可能影響客戶償還未償還結餘能力的前瞻性資料，以估計預期信貸虧損撥備。

We focus on this area due to the allowance for ECL of trade receivables under the ECL model involved the use of significant management judgements and estimates.

我們關注此範疇乃由於預期信貸虧損模式下的應收貿易賬款預期信貸虧損撥備涉及使用重大管理層判斷及估計。

- Inquiring of management for the status of each of the material trade receivables past due as at year end and corroborating explanations from management with supporting evidence, such as understanding on-going business relationship with the customers based on trade records, checking historical and subsequent settlement records of and other correspondence with the customers;
- 就各重大於年結日已逾期應收貿易賬款狀況及來往信函支持證據證實管理層的解釋(例如根據貿易記錄了解與客戶的持續業務關係、核實客戶的過往及後續償還記錄以及與客戶的其他往來信函)諮詢管理層;
- Assessing the appropriateness of the ECL provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the ECL; and
- 評估預期信貸虧損撥備法是否合適、抽樣檢驗關鍵數據輸入以評估其準確性及完整性、並質詢釐定預期信貸虧損所用之假設、包括過往及前瞻性資料;及
- We also assessed the disclosures made in the consolidated financial statements in relation to the Group's credit risk exposure.
- 吾等亦評估就貴集團信貸風險於綜合財務報表中所作披露。

Independent Auditor's Report

獨立核數師報告

Key audit matter

關鍵審計事項

Allowance for ECL of loan receivables

應收貸款之預期信貸虧損撥備

Refer to notes 6(c) and 24 to the consolidated financial statements.

參閱綜合財務報表附註6(c)及24。

As at 31 December 2022, the Group's loan receivables amounted to approximately HK\$101,153,000, net of allowance for ECL of approximately HK\$57,312,000.

於二零二二年十二月三十一日，貴集團的應收貸款約為101,153,000港元，扣除預期信貸虧損撥備約57,312,000港元。

The allowance for ECL of loan receivables represents the management's best estimates at the end of the reporting period of ECL under Hong Kong Financial Reporting Standard 9: Financial Instruments ECL models.

計提應收貸款預期信貸虧損撥備指管理層根據香港財務報告準則第9號：金融工具預期信貸虧損模式，於報告期末對預期信貸虧損之最佳估計。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our procedures in relation to management's assessment on provision for allowance for ECL of loan receivables included:

我們有關管理層就計提應收貸款的預期信貸虧損撥備進行評估的程序包括：

- Obtaining an understanding of and evaluating the Group's credit policies;
- 了解及評估 貴集團的信貸政策；
- Selecting samples to assess the reasonableness of management judgement on whether the credit risk has increased significantly since initial recognition and whether credit impairment has occurred;
- 選取樣本，以評估管理層對信貸風險自初始確認以來是否顯著增加及是否發生信貸減值的判斷的合理性；

Independent Auditor's Report

獨立核數師報告

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Allowance for ECL of loan receivables (continued)

應收貸款之預期信貸虧損撥備 (續)

The measurement of ECL requires the application of significant judgement and increased complexity which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL models (for exposures assessed individually or collectively), such as the expected future cash flows and forward-looking macroeconomic factors.

預期信貸虧損的計量須應用重大判斷及具有更高的複雜性，其包括識別信貸質素顯著惡化的風險，以及預期信貸虧損模式中使用的假設（就單獨或共同評估的風險而言），例如預期未來現金流量及前瞻性宏觀經濟因素。

We focus on this area due to the significant amount of the loan receivables and the significant estimates and judgement involved in determining the ECL assessment on the loan receivables.

我們關注此方面乃由於應收貸款的重大金額以及釐定應收貸款的預期信貸虧損評估涉及重大估計及判斷。

- Assessing the reasonableness of the Group's ECL models by examining the model input used by management to form such judgements, including testing the accuracy of the default data from external international credit rating agency, evaluating whether the default data are appropriately adjusted based on current economic conditions and forward-looking information including the economic variables and assumptions used in each of the economic scenarios and their probability weightings and assessing whether there was an indication of management bias when recognising loss allowances, assessing appropriateness of the categorisation of debtors, assessing relevance of macroeconomic variables with the forward-looking rate and how the change of these variables affect ECL;
- 評估 貴集團預期信貸虧損模式合理性的方式為檢查管理層為達致相關判斷所採用之模式輸入數據（包括測試外部國際信用評級機構提供的違約數據的準確性）、評估是否按目前經濟狀況及前瞻性資料（包括每種經濟情景中所使用的經濟變量及假設以及其概率權重）來適當調整違約數據，以及評估管理層於確認虧損撥備時是否存在偏見、評估債務人分類的適當性、評估宏觀經濟變量與前瞻性利率的相關性以及該等變量的變化如何影響預期信貸虧損；
- Reviewed settlements after the financial year end relating to the loan receivables as at 31 December 2022; and
- 於財政年度末後審閱於二零二二年十二月三十一日應收貸款相關之結算情況；及
- We also assessed the disclosures made in the consolidated financial statements in relation to the Group's credit risk exposure.
- 吾等亦評估就 貴集團信貸風險於綜合財務報表中所作披露。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

The directors 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 ("Other Information").

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

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

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of 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 assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

其他信息

董事須對其他信息負責。其他信息包括年報內的所有資料，但不包括綜合財務報表及我們的核數師報告（「其他信息」）。

我們對綜合財務報表的意見並不涵蓋其他信息，我們永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，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。根據我們所做的工作，如果我們認為該其他資料存在重大錯誤陳述，則我們須報告該事實。我們於此方面並無報告。

董事及審核委員會對綜合財務報表的責任

董事負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定擬備真實而中肯之綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項及使用持續經營會計基礎有關的事項以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或終止業務，或別無其他實際的替代方案。

審核委員會協助董事履行彼等監督貴集團之財務報告程序的責任。

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, in accordance with section 90 of the Companies Act 1981 of Bermuda 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 judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

核數師就審核綜合財務報表承 擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅根據百慕達一九八一年公司法第90條向閣下（作為整體）報告，除此之外報告別無其他目的。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》進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可能由欺詐或錯誤引起，如果合理預期他們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視為重大。

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，以及獲取充足及適當的審計憑證，作為我們的意見基礎。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。

Independent Auditor's Report

獨立核數師報告

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

核數師就審核綜合財務報表承 擔的責任(續)

- 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。
- 評估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。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之相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露資料，以及綜合財務報表是否中肯反映交易及事項。
- 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、監督及執行。我們為審核意見承擔全部責任。

Independent Auditor's Report 獨立核數師報告

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

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

McMillan Woods (Hong Kong) CPA Limited
Certified Public Accountants

Yeung Man Sun
Audit Engagement Director
Practising Certificate Number – P07606
24/F., Siu On Centre, 188 Lockhart Road,
Wanchai, Hong Kong

31 March 2023

核數師就審核綜合財務報表承 擔的責任(續)

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審核發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，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，為消除威脅所採取的措施或所採用的防範措施。

從與審核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，或於極端罕見的情況下，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，則我們決定不應在報告中溝通該事項。

長青(香港)會計師事務所有限公司
執業會計師

楊萬鋹
審核項目董事
執業證書編號：P07606
香港灣仔
駱克道188號兆安中心24樓

二零二三年三月三十一日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Note 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Revenue	收益	8	128,035	199,967
Costs of sales	銷售成本		(112,036)	(174,624)
Gross profit	毛利		15,999	25,343
Other income	其他收益	9	612	211
Distribution and selling expenses	分銷及銷售開支		(3,121)	(6,091)
Operating expenses	經營開支		(13,199)	(25,152)
Provision for expected credit losses ("ECL") on trade, other and loan receivables, net	應收貿易賬款、其他應收款項及應收貸款之預期信貸虧損(「預期信貸虧損」)撥備淨額		(40,603)	(68,286)
Fair value (losses)/gains on financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益(「按公平值計入損益」)之金融資產之公平值(虧損)/收益			
– Unrealised	– 未變現		(21,519)	16,743
– Realised	– 已變現		4,823	16
Loss from operation	經營虧損		(57,008)	(57,216)
Share of result of an associate	應佔聯營公司之業績		(54)	–
Finance costs	財務成本	11	(292)	(470)
Loss before tax	除稅前虧損		(57,354)	(57,686)
Income tax expense	所得稅開支	12	–	(1,154)
Loss for the year	本年度虧損	13	(57,354)	(58,840)
Other comprehensive income	其他全面收益			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>可能於其後重新分類至損益之項目:</i>			
Exchange differences on translating foreign operations	換算海外業務之匯兌差額		(1)	–
Loss and total comprehensive income for the year	本年度虧損及全面收益總額		(57,355)	(58,840)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		2022	2021
	<i>Note</i>	HK\$'000	HK\$'000
	<i>附註</i>	千港元	千港元
Loss for the year attributable to:	下列人士應佔		
Owner of the Company	本年度虧損：		
Non-controlling interests	本公司擁有人	(56,992)	(58,753)
	非控股權益	(362)	(87)
		<u>(57,354)</u>	<u>(58,840)</u>
Loss and total comprehensive income for the year attributable to:	下列人士應佔本年度虧損及全面收益總額：		
Owner of the Company	本公司擁有人	(56,993)	(58,753)
Non-controlling interests	非控股權益	(362)	(87)
		<u>(57,355)</u>	<u>(58,840)</u>
Loss per share attributable to owners of the Company (HK cents)	本公司擁有人應佔每股虧損(港仙)		
– Basic	– 基本	(3.74)	(5.09)
– Diluted	– 攤薄	N/A 不適用	N/A 不適用

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Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2022 於二零二二年十二月三十一日

		Note	2022	2021
		附註	HK\$'000	HK\$'000
			千港元	千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	–	–
Right-of-use assets	使用權資產	19	169	395
Investment in an associate	於一間聯營公司之投資	20	79	–
Deposits	按金	21	205	205
Deferred tax assets	遞延稅項資產	30	23	23
			476	623
Current assets	流動資產			
Inventories	存貨	22	4,758	–
Trade and other receivables	應收貿易賬款及 其他應收款項	23	68,100	61,841
Loan receivables	應收貸款	24	101,153	119,013
Financial assets at FVTPL	按公平值計入損益之 金融資產	25	74,974	87,284
Tax recoverable	可收回稅項		123	123
Cash and bank balances	現金及銀行結餘			
– Segregated accounts	– 獨立賬戶	26	5,742	7,223
– House accounts	– 自有賬戶	26	26,848	52,875
			281,698	328,359
Current liabilities	流動負債			
Trade and other payables	應付貿易賬款及 其他應付款項	27	74,726	65,703
Lease liabilities	租賃負債	28	1,310	1,304
Bank loan	銀行貸款	29	2,177	2,905
			78,213	69,912
Net current assets	流動資產淨額		203,485	258,447
Total assets less current liabilities	總資產減流動負債		203,961	259,070
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	28	752	2,062
Net assets	資產淨額		203,209	257,008

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2022 於二零二二年十二月三十一日

		Note	2022	2021
		附註	HK\$'000	HK\$'000
			千港元	千港元
Equity	權益			
Capital and reserves attributable to owners of the Company	本公司擁有人應佔股本及儲備			
Share capital	股本	31	9,231	8,958
Reserves	儲備		194,428	248,138
			203,659	257,096
Non-controlling interest	非控股權益		(450)	(88)
Total equity	總權益		203,209	257,008

The consolidated financial statements on pages 80 to 199 were approved and authorised for issue by the Board of Directors on 31 March 2023 and were signed on its behalf by:

第80至199頁之綜合財務報表已於二零二三年三月三十一日獲董事會批准及授權刊印，並由下列董事代表簽署：

ZHU Yuqi

朱宇奇
Director
董事

CHOW Hei Yin Terry

周曦賢
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔									
		Share Capital	Share premium	Other capital reserve	Contributed surplus	Translation reserve	Share options reserve	Accumulated losses	Subtotal	Non-controlling interest	Total
		股本	股份溢價	其他資本儲備	繳入盈餘	換算儲備	購股權儲備	累計虧損	小計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note 34(b)(i))	(note 34(b)(ii))	(note 34(b)(iii))	(note 34(b)(iv))	(note 34(b)(v))				
			(附註34(b)(i))	(附註34(b)(ii))	(附註34(b)(iii))	(附註34(b)(iv))	(附註34(b)(v))				
At 1 January 2021	於二零二一年一月一日	5,477	70,635	14,945	441,253	(140)	18,996	(296,134)	255,032	-	255,032
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	-	-	-	(58,753)	(58,753)	(87)	(58,840)
Disposal of partial interest in a subsidiary	出售一間附屬公司之部分權益	-	-	-	-	-	-	1	1	(1)	-
Placing of shares (note 31)	股份配售(附註31)	3,481	54,516	-	-	-	-	-	57,997	-	57,997
Share options lapsed	購股權失效	-	-	-	-	-	(16,737)	16,737	-	-	-
Recognition of equity-settled share based payments (note 32)	確認以股本結算股份為基礎之付款(附註32)	-	-	-	-	-	2,819	-	2,819	-	2,819
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	8,958	125,151	14,945	441,253	(140)	5,078	(338,149)	257,096	(88)	257,008
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	-	(1)	-	(56,992)	(56,993)	(362)	(57,355)
Issue of shares upon exercise of share option (note 31)	於行使購股權時發行股份(附註31)	273	4,759	-	-	-	(1,476)	-	3,556	-	3,556
Share options lapsed	購股權失效	-	-	-	-	-	(783)	783	-	-	-
At 31 December 2022	於二零二二年十二月三十一日	9,231	129,910	14,945	441,253	(141)	2,819	(394,358)	203,659	(450)	203,209

Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

	Note 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Operating activities	經營業務		
Loss before tax	除稅前虧損	(57,354)	(57,686)
Adjustments for:	經調整：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	-	429
Depreciation of right-of-use assets	使用權資產之折舊	226	1,142
Fair value losses/(gains) on financial assets at FVTPL:	按公平值計入損益之金融資產之公平值虧損/(收益)：		
- Unrealised	- 未變現	21,519	(16,743)
- Realised	- 已變現	(4,823)	(16)
Finance costs	財務成本	292	470
Share-based payment expense	以股份為基礎之付款開支	-	2,819
Bank interest income	銀行利息收入	(1)	-
Share of result of associate	應佔聯營公司之業績	54	-
COVID-19 related rent concessions received	已收 COVID-19 相關租金減免	-	(29)
Impairment of property, plant and equipment	物業、廠房及設備之減值	-	1,890
Impairment of right-of-use assets	使用權資產之減值	-	2,895
Provision/(reversal) for ECL on:	預期信貸虧損撥備/(撥回)：		
- trade receivables	- 應收貿易賬款	292	340
- loan receivables	- 應收貸款	38,140	68,078
- other receivables	- 其他應收款項	2,171	(132)
Operating profit before working capital changes	未計營運資金變動前之經營溢利	516	3,457
Increase in inventories	存貨增加	(4,758)	-
Increase in trade and other receivables	應收貿易賬款及其他應收款項增加	(8,722)	(21,130)
Increase in loan receivables	應收貸款增加	(20,280)	(18,496)
Decrease/(increase) in bank balances	銀行結餘減少/(增加)		
- Segregated accounts	- 獨立賬戶	1,481	(1,603)
Increase in financial assets at FVTPL	按公平值計入損益之金融資產增加	(4,386)	(9,475)
Increase in trade and other payables	應付貿易賬款及其他應付款項增加	9,023	25,641
Cash used in operations	經營動用之現金	(27,126)	(21,606)
Income tax paid	已付所得稅	-	(156)
Interest element of lease paid	已付租賃之利息部分	(137)	(186)
Interest paid	已付利息	(155)	(284)
Net cash used in operating activities	經營業務動用之現金淨額	(27,418)	(22,232)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Note	2022	2021
		附註	HK\$'000	HK\$'000
			千港元	千港元
Investing activity	投資業務			
Purchase of property, plant and equipment	購置物業、廠房及設備		-	(2,314)
Acquisition of associate	收購聯營公司		(133)	-
Interest received	已收利息		1	-
Net cash used in investing activities	投資活動所用現金淨額		(132)	(2,314)
Financing activities	融資業務			
Proceeds from placing of new shares	配售新股份所得款項	31(i)	-	57,997
Proceeds from issue of shares upon exercise of share options	於行使購股權時發行股份所得款項	31(ii)	3,556	-
Repayment of bank loan	償還銀行貸款	36(b)	(728)	(679)
Principal elements of lease payment paid	已付租賃付款本金部分	36(b)	(1,304)	(1,512)
Net cash from financing activities	融資業務產生之現金淨額		1,524	55,806
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目 (減少) / 增加淨額		(26,026)	31,260
Effects of foreign exchange rate changes	外幣匯率變動之影響		(1)	-
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值項目		52,875	21,615
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等值項目		26,848	52,875
Analysis of cash and cash equivalents	現金及現金等值項目分析：			
Cash and bank balances	現金及銀行結餘			
- House accounts	- 自有賬戶	26	26,818	52,859
- Cash on hand	- 手頭現金		30	16
			26,848	52,875

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

1. GENERAL

SunCorp Technologies Limited (the “**Company**”) was incorporated in Bermuda as an exempted company with limited liability under the Companies Act of Bermuda. The addresses of the registered office and principal place of business of the Company are Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Unit 2305, 23/F., The Center, 99 Queen’s Road Central, Hong Kong, respectively. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company is an investment holding company. The Group is principally engaged in processing and trading of used computer-related components, provision of securities brokerage, placing and underwriting services, money lending service and sales of clothes and beauty product.

2. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”). HKFRSs comprise Hong Kong Financial Reporting Standards (“**HKFRS**”); Hong Kong Accounting Standards (“**HKAS**”); and Interpretations. The consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed in the notes to the consolidated financial statements.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in the consolidated financial statements.

1. 一般資料

新確科技有限公司（「**本公司**」）為根據百慕達公司法在百慕達註冊成立之受豁免有限公司。本公司之註冊辦事處及主要營業地點地址分別為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港皇后大道中99號中環中心23樓2305室。本公司股份於香港聯合交易所有限公司（「**聯交所**」）主板上市。

本公司為投資控股公司。本集團主要從事處理及買賣二手電腦相關組件、提供證券經紀、配售及包銷服務、放債服務及銷售服裝及美容產品。

2. 編製基準

本綜合財務報表已根據香港會計師公會（「**香港會計師公會**」）頒佈的所有適用香港財務報告準則（「**香港財務報告準則**」）編製。香港財務報告準則包括香港財務報告準則（「**香港財務報告準則**」）、香港會計準則（「**香港會計準則**」）及詮釋。本綜合財務報表亦遵守聯交所證券上市規則的適用披露條文及香港公司條例第（622章）的披露要求。本集團採納的重大會計政策披露於綜合財務報表附註。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，該等準則在本集團當前的會計期間首次生效或可供提早採用。附註3載列因初次應用與本集團有關之發展而產生於本綜合財務報表內反映當前及過往會計期間之會計政策變動資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3. ADOPTION OF NEW AND REVISED HKFRSs

(a) Application of new and revised HKFRSs

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Business Combination – Reference to the Conceptual Framework
Amendments to HKAS 16	Property, plant and equipment – proceeds before intended use
Amendments to HKAS 37	Onerous contracts – cost of fulfilling a contract
Amendments to Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combinations
Annual Improvements to HKFRSs 2018-2020	Amendments to HKFRS 1, HKFRS 9, HKFRS 16 and HKAS 41

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

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

本集團已首次應用下列由香港會計師公會頒佈並於二零二二年一月一日或之後開始之年度期間強制生效之香港財務報告準則(修訂本)以編製綜合財務報表：

香港財務報告準則第3號 (修訂本)	業務合併—概念框架之提述
香港會計準則第16號 (修訂本)	物業、廠房及設備—作擬定用途前之所得款項
香港會計準則第37號 (修訂本)	虧損合約—履行合約之成本
會計指引第5號 (經修訂) (修訂本)	共同控制合併的合併會計法
二零一八年至二零二零年之香港財務報告準則年度改進	香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號及香港會計準則第41號(修訂本)

應用於本年度香港財務報告準則(修訂本)並無對本集團於本年度及過往年度之財務狀況及表現及/或該等綜合財務報表所載之披露產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3. ADOPTION OF NEW AND REVISED HKFRSs (continued)

(b) New and revised HKFRSs in issue but not yet effective

The Group has not early applied any new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning on or after 1 January 2022. These new and revised HKFRSs include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則 (續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團於二零二二年一月一日或之後開始之財政年度概無提前應用任何已頒佈但尚未生效之新訂及經修訂香港財務報告準則。可能與本集團有關之該等新訂及經修訂香港財務報告準則包括以下各項。

	Effective for accounting periods beginning on or after 於以下日期或之後開始的會計 期間生效
Amendments to HKAS 1 and HKFRS Practice Statement 2 – Disclosure of Accounting Policies 香港會計準則第1號及香港財務報告準則實務公告第2號 (修訂本) – 披露會計政策	On or after 1 January 2023 於二零二三年一月一日或之後
Amendments to HKAS 8 – Definition of Accounting Estimates 香港會計準則第8號 (修訂本) – 會計估計的定義	On or after 1 January 2023 於二零二三年一月一日或之後
Amendments to HKAS 12 – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction 香港會計準則第12號 (修訂本) – 與單一交易產生的資產及負債相關的遞延稅項	On or after 1 January 2023 於二零二三年一月一日或之後
Amendments to HKAS 1 – Classification of Liabilities as Current or Non-current 香港會計準則第1號 (修訂本) – 負債的流動或非流動分類	On or after 1 January 2024 於二零二四年一月一日或之後
Amendments to HKAS 1 – Non-current liabilities with Covenants 香港會計準則第1號 (修訂本) – 附帶契諾的非流動負債	1 January 2024 二零二四年一月一日
Amendments to HKFRS 16 – Lease Liability in a Sales and Leaseback 香港財務報告準則第16號 (修訂本) – 售後租回的租賃負債	On or after 1 January 2024 於二零二四年一月一日或之後
Hong Kong Interpretation 5 (Revised) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause 香港詮釋第5號 (經修訂) 財務報表的呈報 – 借款人對載有按要求償還條款的定期貸款的分類	On or after 1 January 2024 於二零二四年一月一日或之後
Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 香港財務報告準則第10號及香港會計準則第28號 (修訂本) – 投資者與其聯營公司或合營企業間資產出售或注資	To be determined 待定

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3. ADOPTION OF NEW AND REVISED HKFRSs (continued)

(b) New and revised HKFRSs in issue but not yet effective (continued)

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below.

The preparation of financial statements in conformity with HKFRS 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 consolidated financial statements are disclosed in note 5.

3. 採納新訂及經修訂香港財務報告準則 (續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

本集團正在評估該等修訂本及新訂準則預期於首次應用期間的影響。截至目前，本集團認為採納此等準則不太可能對本綜合財務報表產生重大影響。

4. 主要會計政策

該等綜合財務報表乃按歷史成本常規編製，惟於下文會計政策另有提及者除外。

編製符合香港財務報告準則的財務報表需要採用若干關鍵會計估計。管理層亦須在採用本集團會計政策的過程中作出判斷。涉及高度判斷或極為複雜的範疇，或對綜合財務報表而言屬重大假設及估計的範疇，乃於附註5披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

(a) Consolidation

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

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

4. 主要會計政策 (續)

編製該等綜合財務報表時應用的主要會計政策載列如下。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司編製的截至十二月三十一日止的財務報表。附屬公司指本集團具有控制權的實體。當本集團通過參與實體業務而享有或有權享有浮動回報，並有能力通過對實體的權力而影響該等回報時，即對該實體具有控制權。當本集團擁有令其目前能夠指揮相關活動（即對實體回報造成重大影響的活動）的現有權利時，本集團即對該實體擁有權力。

在評估控制權時，本集團會考慮其潛在投票權以及由其他各方持有的潛在投票權。僅於持有人有實際能力行使潛在投票權時方會考慮該等權利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Consolidation (continued)

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

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

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

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

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss.

4. 主要會計政策 (續)

(a) 綜合賬目 (續)

附屬公司在控制權轉移至本集團當日起綜合入賬。附屬公司在控制權終止當日起停止綜合入賬。

集團內公司間交易、結餘及未變現溢利均予對銷。未變現虧損亦會對銷，除非該交易有證據顯示所轉讓資產出現減值則作別論。附屬公司的會計政策已作出必要調整，以確保與本集團所採納的政策貫徹一致。

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

損益及其他全面收益各組成部份歸屬於本公司擁有人及非控股股東，即使此舉導致非控股權益出現虧絀結餘。

於本公司的財務狀況表中，於附屬公司的投資按成本減減值虧損列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of the investment over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

4. 主要會計政策 (續)

(b) 聯營公司

聯營公司指本集團擁有重大影響的實體。重大影響乃指參與實體財務及經營政策決策，惟對該等政策並無控制或共同控制的權力。評估本集團是否有重大影響時會考慮現時存續的可行使或可轉換的潛在投票權（包括其他實體持有的潛在投票權）及其影響。評估潛在投票權是否導致重大影響時，並不會考慮持有人行使或轉換該權利的意圖及財務能力。

於聯營公司的投資採用權益法於綜合財務報表入賬，初步按成本確認。收購時聯營公司的可識別資產及負債按其於收購日期的公平值計量。倘投資成本超出本集團應佔聯營公司可識別資產及負債公平淨值，則差額將以商譽列賬，並列入投資之賬面值內。本集團應佔可識別資產及負債公平淨值超過收購成本的差額於綜合損益確認。

本集團評估是否存在於聯營公司之權益可能減值之客觀證據。當存在任何客觀證據時，則根據香港會計準則第36號對投資（包括商譽）之全部賬面金額作為單一資產進行減值測試，方法為將其可收回金額（以使用價值與公平值減出售成本之較高者計算）與其賬面金額進行比較。任何已確認減值虧損並非分配至屬於該投資賬面金額之一部分之任何資產（包括商譽）。根據香港會計準則第36號確認之減值虧損之任何撥回以該投資其後所增加之可收回金額為限。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Associates (continued)

The Group's share of an associate's post-acquisition profits or losses and other comprehensive income is recognised in consolidated statement of profit or loss and other comprehensive income. When the Group's share of losses in an associate equals or exceeds its interest in the associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

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

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

In the Company's statement of financial position, investments in associates are stated at cost less impairment losses.

4. 主要會計政策 (續)

(b) 聯營公司 (續)

本集團應佔聯營公司收購後損益及其他全面收益於綜合損益及其他全面收益表確認。倘本集團應佔聯營公司虧損相等於或超過其於聯營公司之權益(包括任何長期權益,實質上,構成本集團投資聯營公司淨值一部分),則本集團不會額外確認虧損,除非本集團已產生責任或代聯營公司付款。倘聯營公司其後錄得溢利,則本集團僅於其應佔溢利相等於其未確認應佔虧損後,方會恢復確認其應佔溢利。

出售聯營公司導致失去重大影響之收益或虧損指(i)出售代價公平值加於聯營公司之任何保留投資之公平值及(ii)本集團應佔聯營公司全部賬面值(包括商譽)及任何相關累計外幣換算儲備兩者間之差額。如於聯營公司之投資成為於合營企業之投資,本集團繼續採用權益法且不會重新計量其保留權益。

對銷本集團與其聯營公司之間交易的未變現溢利將以本集團於聯營公司的權益為限。未變現虧損亦會予以對銷,除非該交易提供已轉讓資產出現減值的證據。聯營公司的會計政策在必要時會作出更改,以確保與本集團所採納之政策一致。

於本公司之財務狀況表內,於聯營公司之投資按成本減減值虧損列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) 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 Hong Kong dollars ("**HK\$**"), which is the Company's functional and presentation currency.

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

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

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the company initially recognises such non-monetary assets or liabilities.

4. 主要會計政策 (續)

(c) 外幣換算

(i) *功能及呈列貨幣*

本集團旗下各實體的財務報表所包括的項目，均以該實體營運的主要經濟環境的貨幣（「**功能貨幣**」）計量。綜合財務報表乃以本公司的功能及呈列貨幣港元（「**港元**」）呈列。

(ii) *於各實體財務報表的交易及結餘*

於初步確認時，外幣交易均採用交易當日的匯率換算為功能貨幣。以外幣計值的貨幣資產及負債均按各報告期末的匯率進行換算。因該換算政策而產生的收益及虧損於損益確認。

根據外幣歷史成本計量的非貨幣資產及負債按交易日的匯率換算。換算日為公司初始確認此類非貨幣性資產或負債的日期。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Foreign currency translation (continued)

(ii) Transactions and balances in each entity's financial statements (continued)

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

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

(iii) Translation on consolidation

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

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

4. 主要會計政策 (續)

(c) 外幣換算 (續)

(ii) 於各實體財務報表的交易及結餘 (續)

按公平值計量及以外幣計值的非貨幣項目乃按釐定公平值當日的匯率換算。

當非貨幣項目的收益或虧損於其他全面收益確認時，該收益或虧損的任何匯兌部分於其他全面收益確認。當非貨幣項目的收益或虧損於損益確認時，該收益或虧損的任何匯兌部分於損益確認。

(iii) 綜合賬目的換算

所有本集團實體的業績及財務狀況的功能貨幣如有別於本公司的呈列貨幣，均按以下方式換算為本公司的呈列貨幣：

- 於各財務狀況表呈列的資產及負債乃按有關財務狀況表日期的收市匯率換算；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Foreign currency translation (continued)

(iii) Translation on consolidation (continued)

- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

4. 主要會計政策 (續)

(c) 外幣換算 (續)

(iii) 綜合賬目的換算 (續)

- 收支乃按期內平均匯率換算 (除非該平均匯率並非在有關於交易當日通行匯率累積影響的合理估計內, 在該情況下, 收支按有關交易當日的匯率換算); 及
- 所有因此而產生的匯兌差額均於其他全面收益確認並於外幣換算儲備內累計。

於綜合入賬時, 因換算構成海外實體淨投資一部分的貨幣項目而產生的匯兌差額於其他全面收益確認及於外幣換算儲備內累計, 當出售海外業務時, 相關匯兌差額重新分類至綜合損益, 作為出售收益或虧損的一部分。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

Leasehold improvement	Over the shorter of the term of the lease or 5 years
Furniture, fixtures and equipment	20%

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

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

4. 主要會計政策 (續)

(d) 物業、廠房及設備

物業、廠房及設備乃於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

其後成本乃納入資產賬面值或確認為個別資產(如適用),但只有在該項目有可能為本集團流入未來經濟利益,以及可以可靠地計量該項目的成本情況下才以此方式處理。所有其他檢修及維修乃於其所產生的期間於損益確認。

物業、廠房及設備乃以直線法在估計可使用年內,按足以撇銷其成本的折舊率減去其殘值計算折舊。主要年率如下:

租賃物業裝修	按租賃年期或五年(以較短者為準)
傢俬、裝置及設備	20%

殘值、可使用年期及折舊方法會於各報告期末作出檢討並作出調整(如適用),而任何估計變動的影響按預期基準入賬。

出售物業、廠房及設備之收益或虧損乃有關資產的出售所得款項淨額與賬面值之差額,且於損益內確認。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) 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.

The Group as a lessee

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

4. 主要會計政策 (續)

(e) 租賃

本集團會於合約初始生效時評估該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使用的權利，則該合約屬租賃或包含租賃。倘客戶有權主導可識別的資產的使用及從該使用中獲取幾乎所有的經濟收益，則表示控制權已轉讓。

本集團作為承租人

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或更短的短期租賃及低價值資產的租賃除外。當本集團就低價值資產訂立租賃時，本集團按每項租賃情況決定是否將租賃資本化。與該等不作資本化租賃相關的租賃付款在租賃期內按系統基準確認為開支。

當將租賃資本化時，租賃負債初步按租賃期內應付租賃付款的現值確認，並使用租賃中隱含的利率或（倘該利率不可直接釐定）使用相關的增量借款利率貼現。初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。不取決於某一指數或比率的可變租賃付款不包括在租賃負債的計量，因此於其產生的會計期間自損益扣除。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Leases (continued)

The Group as a lessee (continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases, which does not have recent third-party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. 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.

4. 主要會計政策 (續)

(e) 租賃 (續)

本集團作為承租人 (續)

為釐定增量借款利率，本集團：

- 在可能情況下，以個別承租人最近獲得的第三方融資為出發點，並進行調整以反映自獲得第三方融資以來融資條件的變動
- 使用累加法，首先就租賃的信貸風險（最近並無第三方融資）調整無風險利率，及
- 針對租賃作出特定調整，例如期限、國家、貨幣及抵押。

倘個別承租人可獲得與租賃付款情況類似的隨時可觀察到的攤銷貸款利率（通過近期融資或市場數據），則集團實體將該利率作為釐定增量借款利率的起點。

於租賃資本化時確認的使用權資產初步按成本計量，包括租賃負債的初始金額加上在開始日期或之前支付的任何租賃付款，以及產生的任何初步直接成本。在適用情況下，使用權資產的成本亦包括拆除及移除相關資產或還原相關資產或該資產所在地而產生的估計成本，該成本須貼現至其現值並扣除任何收取的租賃優惠。使用權資產隨後按成本減去累計折舊及減值虧損列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Leases (continued)

The Group as a lessee (continued)

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

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

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

4. 主要會計政策 (續)

(e) 租賃 (續)

本集團作為承租人 (續)

倘本集團合理確信在租賃期屆滿時取得相關租賃資產的擁有權，則使用權資產自開始日期起至可使用年期屆滿期間折舊。否則，使用權資產按其估計可使用年期及租期的較短者以直線法折舊。

已付可退還租賃按金根據香港財務報告準則第9號入賬，並初步按公平值計量。於初步確認時對公平值的調整被視為額外租賃付款，並計入使用權資產成本。

當未來租賃付款因某一指數或比率變動而變更，或當本集團預期根據殘值擔保估計預期應付的金額有變，或因重新評估本集團是否合理地確定將行使購買、續租或終止選擇權而產生變動，則會重新計量租賃負債。按此方式重新計量租賃負債時，使用權資產的賬面值將作相應調整，或倘使用權資產的賬面值已減至零，則於損益內列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Leases (continued)

The Group as a lessee (continued)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract (“**lease modification**”) that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16. In such cases, the Group took advantage of the practical expedient set out in paragraph 46A of HKFRS 16 and recognised the change in consideration as if it were not a lease modification, and recognised the change in consideration as negative lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

(f) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first in, first out basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. The costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

4. 主要會計政策 (續)

(e) 租賃 (續)

本集團作為承租人 (續)

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化(「**租賃修訂**」),且未作為單獨的租賃入賬時,則亦要對租賃負債進行重新計量。在此情況,租賃負債根據經修訂的租賃付款及租賃期限,使用經修訂的貼現率在修訂生效日重新計量。唯一例外為因新冠病毒疾病(COVID-19)大流行而直接產生的任何租金減免,且其符合香港財務報告準則第16號第46B段所載的條件。在該等情況,本集團利用香港財務報告準則第16號第46A段所載的可行權宜方法確認代價變動,猶如其並非租賃修訂,並在觸發減免事件或條件發生的期間,將代價變動確認為負租賃付款,列入損益。

(f) 存貨

存貨按成本及可變現淨值兩者之較低者入賬。成本按先進先出基準釐定。製成品及在製品之成本包括原料、直接勞工及所有生產經常開支以及(倘適用)分包開支之適當比例。已購存貨的成本經扣除回扣及折扣後釐定。可變現淨值按日常業務過程中之估計售價減去完成之估計成本及估計銷售所需成本估算。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Recognition and derecognition of financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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

4. 主要會計政策 (續)

(g) 確認及終止確認金融工具

金融資產及金融負債乃當本集團成為該工具合約條文的訂約方時，於綜合財務狀況表確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債（不包括按公平值計入損益之金融資產及金融負債）直接應佔之交易成本乃於初步確認時計入金融資產或金融負債之公平值或於其中扣除（如適用）。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益確認。

僅於資產現金流量之合約權利屆滿時，或將金融資產及所有權之絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團並未轉讓亦未保留所有權之絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會確認其於資產之保留權益及可能需要支付之相關負債款項。倘本集團保留已轉讓金融資產所有權之絕大部分風險及回報，則本集團繼續確認該金融資產並亦確認已收所得款項之有抵押借款。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Recognition and derecognition of financial instruments (continued)

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(h) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt investments

Debt investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.

4. 主要會計政策 (續)

(g) 確認及終止確認金融工具 (續)

本集團僅於其責任已獲解除、註銷或屆滿時方會終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價(包括已轉讓之任何非現金資產或所承擔負債)之差額於損益內確認。

(h) 金融資產

所有以正規途徑購入或銷售之金融資產乃按交易日期基準確認及終止確認。正規途徑購入或銷售乃按市場法規或慣例所確定之時間框架內交付資產之金融資產購入或銷售。所有已確認之金融資產均按攤銷成本或公平值進行後續計量，視乎金融資產之分類而定。

債務投資

本集團持有之債務投資會歸入以下其中一個計量類別：

- 按攤銷成本，倘持有投資以用作收取合約現金流量，即純粹為獲得本金及利息付款。投資利息收入採用實際利率法計算。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Financial assets (continued)

Debt investments (continued)

- fair value through other comprehensive income (“**FVTOCI**”) – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVTPL if the investment does not meet the criteria for being measured at amortised cost or fair FVTOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

4. 主要會計政策 (續)

(h) 金融資產 (續)

債務投資 (續)

- 按公平值計入其他全面收益 (「按公平值計入其他全面收益」) – 可撥回 (倘投資合約現金流量僅包括本金及利息付款, 且持有投資的業務模式的目的以收回合約現金流量及出售達成)。公平值變動於其他全面收益確認, 惟預期信貸虧損、利息收入 (採用實際利率法計算) 及匯兌收益及虧損於損益確認。當終止確認該投資時, 於其他全面收益內累計的金額自權益重撥至損益。
- 按公平值計入損益, 倘投資並不符合按攤銷成本或按公平值計入其他全面收益 (可撥回) 之方式計量。投資 (包括利息) 之公平值變動於損益確認。

Notes to the Consolidated Financial Statements

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Financial assets (continued)

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in profit or loss as other income.

(i) Trade and other receivables

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

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

4. 主要會計政策 (續)

(h) 金融資產 (續)

股本投資

於股本證券之投資分類為按公平值計入損益列賬，除非該等股本投資並非以交易為目的持有且於初步確認投資時，本集團選擇指定投資為按公平值計入其他全面收益入賬（不可撥回），由此，隨後公平值之變動於其他全面收益內確認。該等選擇以工具為基礎作出，但僅會在發行人認為投資滿足股本之定義的情況下作出。作出該選擇後，於其他全面收益內累計之金額仍將保留在公平值儲備（不可撥回）內直至完成投資出售。於出售時，於公平值儲備（不可撥回）內累計之金額轉入保留盈利，且不會透過損益撥回。於股本證券之投資之股息（無論是否歸類為按公平值計入損益或按公平值計入其他全面收益）於損益內確認為其他收入。

(i) 應收貿易賬款及其他應收款項

應收賬款於本集團擁有無條件收取代價的權利時確認。倘代價僅隨時間推移即可成為到期應付，則收取代價之權利為無條件。倘於本集團具備無條件收取代價權利前經已確認為收益，則有關金額呈列為合約資產。

應收賬款使用實際利率法按攤銷成本減信貸虧損撥備列賬。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows. Cash and cash equivalents are assessed for ECL.

(k) Financial liabilities and equity instruments

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

(l) Borrowings

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

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

4. 主要會計政策 (續)

(j) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、存於銀行及其他金融機構的活期存款以及可以隨時兌換成已知數額現金且無重大價值變動風險並於購入後三個月內到期的短期高流動性投資。就綜合現金流量表而言，須按要求償還且為本集團現金管理組成部分的銀行透支亦計入現金及現金等值項目之組成部分。現金及現金等值項目需接受預期信貸虧損評估。

(k) 金融負債及股本工具

金融負債及股本工具按所訂立的合約安排內容及香港財務報告準則中金融負債及股本工具的定義予以分類。股本工具為可證明於本集團經扣除所有負債後於資產中擁有剩餘權益的任何合約。就特定金融負債及股本工具採納的會計政策於下文載列。

(l) 借貸

借貸初步按公平值扣除所產生的交易成本確認，而其後則採用實際利率法按攤銷成本計量。

除非本集團有無條件權利延遲償還負債直至報告期後最少12個月，否則借貸應分類為流動負債。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Trade and other payables

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

(n) Equity instruments

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

(o) Revenue and other income

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

4. 主要會計政策 (續)

(m) 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初步按公平值確認，而其後則採用實際利率法按攤銷成本計量，惟倘貼現影響並不重大，則以成本列賬。

(n) 股本工具

股本工具為可證明經扣除其所有負債後於實體資產擁有餘額權益之任何合約。本公司發行的股本工具乃按已收取的所得款項扣除直接發行成本入賬。

(o) 收益及其他收入

收益於產品或服務之控制權按本集團預期有權獲取之承諾代價金額（不包括代表第三方收取之金額）轉移至客戶時確認。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Revenue and other income (continued)

Revenue from the sale of products is recognised when control of the goods has transferred, being when the goods have been shipped to the wholesaler's specific location (delivery). Following delivery, the wholesaler has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the wholesaler 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.

Commission income from securities dealing and brokerage services is recognised on trade date basis when the relevant sale or purchase of securities transactions is executed.

Commission income from placing and underwriting service is recognised in accordance with the terms of the underlying agreement or deal mandate when the relevant significant act has been completed.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

4. 主要會計政策 (續)

(o) 收益及其他收入 (續)

銷售貨品之收益於貨品之控制權轉移至客戶，即貨品付運至批發商指定之目的地（交付）時確認。交付完成後，批發商可全權酌情決定分銷方式及貨品售價，並承擔轉售貨品之主要責任及貨品報廢及損失之風險。本集團於貨品交付至批發商時確認應收賬款，原因為收取代價之權利於該時間點變為無條件，僅須待時間推移則可收取付款。

證券交易及經紀服務的佣金收入於進行相關證券交易買賣時按貿易日期基準確認。

配售及包銷服務的佣金收入乃於有關重要行動完成時按照有關協議或交易授權之條款確認。

利息收入於應計時採用實際利率法確認。就按攤銷成本計量且並無出現信貸減值之金融資產而言，資產賬面總值適用實際利率。就出現信貸減值之金融資產而言，資產之攤銷成本（即扣除虧損撥備之賬面總值）適用實際利率。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Employee benefits

(i) Employee leave entitlements

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

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

(ii) Pension obligations

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

(iii) Termination benefits

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

4. 主要會計政策 (續)

(p) 僱員福利

(i) 僱員休假權利

僱員應享年假及長期服務假於僱員可享有假期時確認。撥備乃就僱員直至報告期末止所提供服務可享有的年假及長期服務假的估計責任作出。

僱員可享有的病假及產假於休假時方予確認。

(ii) 退休金承擔

本集團向所有僱員均可參與的定額供款退休計劃作出供款。本集團及僱員對計劃的供款乃按僱員基本薪金的若干百分比計算。於損益內扣除的退休福利計劃費用乃指本集團應向基金作出的供款。

(iii) 離職福利

離職福利於本集團無法撤回提供該等福利，以及於本集團確認重組成本及涉及支付離職福利的較早日期予以確認。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Share-based payments

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

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

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

(r) Borrowing costs

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

(s) Government grants

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

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

4. 主要會計政策 (續)

(q) 以股份為基礎之付款

本公司向若干董事、僱員及顧問發行以股本結算並以股份為基礎之付款。

給予董事及僱員的以股本結算並以股份為基礎之付款按股本工具於授出日期的公平值(不計非市場基礎歸屬條件的影響)計量。以股本結算並以股份為基礎之付款於授出日期釐定的公平值於歸屬期間內按直線法支銷，並基於本集團對股份最終歸屬的估計及對非市場基礎歸屬條件的影響作出調整。

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

(r) 借貸成本

所有借貸成本於產生期間在損益確認。

(s) 政府補助

當有合理保證本集團將遵守政府補助的附帶條件及將獲得補助時，即確認政府補助。

與收入相關的政府補助將予以遞延，並將於配合擬補助的成本的期間內於損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Government grants (continued)

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

(t) Taxation

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

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

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

4. 主要會計政策 (續)

(s) 政府補助 (續)

因已產生的開支或虧損或向本集團提供即時財務資助成為應收補償且並無日後相關成本的政府補助，乃於其成為應收款項的期間於損益確認。

(t) 稅項

所得稅指即期稅項與遞延稅項的總和。

即期應付稅項乃按年內應課稅溢利計算。應課稅溢利由於其他年度的應課稅或可扣稅收支項目以及毋須課稅或不可扣稅的項目，故有別於於損益內所確認的溢利。本集團就即期稅項之負債按於報告期末已實施或大致上已實施的稅率計算。

遞延稅項按綜合財務報表中資產及負債賬面值與計算應課稅溢利所用相應稅基間的差額而確認。遞延稅項負債一般就所有應課稅暫時差額而確認且遞延稅項資產僅在有可能應課稅溢利足以用作抵銷可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免時予以確認。倘暫時差額乃由商譽或初步確認（業務合併除外）不會影響應課稅溢利或會計溢利的交易的其他資產及負債時產生，則該項資產和負債不予確認。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Taxation (continued)

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

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

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

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

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

4. 主要會計政策 (續)

(t) 稅項 (續)

遞延稅項負債乃就於附屬公司及聯營公司投資所產生的應課稅暫時差額予以確認，惟本集團可控制撥回暫時差額的時間及暫時差額可能於可見將來不會撥回則作別論。

遞延稅項資產之賬面值需於各報告期間末作檢討，並於不再可能有足夠應課稅溢利以收回全部或部份資產之情況作出相應扣減。

遞延稅項以該期間（當清還負債或變現資產時）預期適用稅率衡量，根據於報告期末已實施或大致實施的稅率計算。遞延稅項於損益中確認，惟在遞延稅項與於其他全面收益或直接在權益中確認的項目有關的情況下，遞延稅項亦會於其他全面收益或直接於權益中確認。

遞延稅項資產及負債計量反映本集團預期於報告期末收回資產或清償負債賬面值之方式的稅項影響。

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

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Taxation (continued)

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

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

(u) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit ("CGU").

4. 主要會計政策 (續)

(t) 稅項 (續)

就稅項扣減歸屬於租賃負債的租賃交易而言，本集團就使用權資產及租賃負債獨立應用香港會計準則第12號的規定。由於應用初步確認豁免，使用權資產及租賃負債的暫時差額並未於初步確認時及於租期內確認。

遞延稅項資產及負債可在即期稅項資產及即期稅項負債具合法執行權利互相抵銷，以及其與同一課稅機關徵收的所得稅有關，而本集團計劃以淨額基準處理其即期稅項資產及負債時，予以抵銷。

(u) 非金融資產減值

非金融資產的賬面值於各報告日期檢討有無減值跡象，倘資產已減值，則作為開支透過綜合損益表撇減至其估計可收回金額。可收回金額按個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組合的現金流入，則可收回金額按資產所屬的現金產生單位釐定。可收回金額按個別資產或現金產生單位（「現金產生單位」）的使用價值與其公平值減出售成本兩者中的較高者計算。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Impairment of non-financial assets (continued)

Value in use is the present value of the estimated future cash flows of the asset/CGU. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/CGU whose impairment is being measured.

Impairment losses for CGUs are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

(v) Impairment of financial assets

The Group recognises a loss allowance for ECL on investments in debt instruments that are measured at amortised cost, trade receivables and loan receivables. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

4. 主要會計政策 (續)

(u) 非金融資產減值 (續)

使用價值為資產／現金產生單位估計未來現金流量的現值。現值按反映貨幣時間價值及資產／現金產生單位(已計量減值)的特有風險之稅前貼現率計算。

現金產生單位減值虧損按比例在現金產生單位資產間進行分配。因估計轉變而導致其後可收回金額增加將計入損益直至撥回減值。

(v) 金融資產減值

本集團就按攤銷成本計量的於債務工具之投資、應收貿易賬款及應收貸款的預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映自初步確認以來有關金融工具的信貸風險變動。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Impairment of financial assets (continued)

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

4. 主要會計政策 (續)

(v) 金融資產減值 (續)

本集團一直就應收貿易賬款確認全期預期信貸虧損。該等金融資產之預期信貸虧損乃根據本集團的過往信貸虧損經驗採用撥備方陣估計，並就債務人獨有之因素、整體經濟狀況以及於報告日期對現行及預測經濟狀況發展方向之評估（包括貨幣時間值（如適用））作出調整。

就所有其他金融工具而言，倘信貸風險自初步確認以來顯著增加，則本集團確認全期預期信貸虧損。然而，倘金融工具的信貸風險自初步確認以來並無顯著增加，則本集團按等於12個月預期信貸虧損的金額計量該金融工具的虧損撥備。

全期預期信貸虧損指於金融工具預期年期內發生的所有可能違約事件所導致的預期信貸虧損。相反，12個月預期信貸虧損指預期於報告日期後12個月內可能發生的金融工具違約事件所導致的部分全期預期信貸虧損。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Impairment of financial assets (continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;

4. 主要會計政策 (續)

(v) 金融資產減值 (續)

信貸風險顯著增加

於評估金融工具的信貸風險自初步確認以來是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初步確認日期金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且可靠的定量和定性資料，包括毋需付出不必要的成本或努力而可得的過往經驗及前瞻性資料。所考慮的前瞻性資料包括本集團債務人經營所在行業的未來前景（來自經濟專家報告、金融分析師、政府機構、相關智囊團及其他類似組織）以及與本集團核心業務相關的實際及預測經濟資料的各種外部來源。

特別是，在評估信貸風險自初步確認以來是否顯著增加時會考慮以下資料：

- 金融工具外部（如可取得）或內部信貸評級的實際或預期顯著惡化；
- 某一特定金融工具的外部市場信貸風險指標顯著惡化；

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Impairment of financial assets (continued)

Significant increase in credit risk (continued)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

4. 主要會計政策 (續)

(v) 金融資產減值 (續)

信貸風險顯著增加 (續)

- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 同一債務人其他金融工具的信貸風險顯著增加；及
- 導致債務人償還債務能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

不論上述評估之結果如何，本集團認為，當合約付款逾期超過30日，則金融資產的信貸風險自初步確認以來已顯著增加，除非本集團有合理且可靠的資料顯示並非如此，則另作別論。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Impairment of financial assets (continued)

Significant increase in credit risk (continued)

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default,
- (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there are no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. 主要會計政策 (續)

(v) 金融資產減值 (續)

信貸風險顯著增加 (續)

儘管有上述規定，倘於報告日期金融工具被判定為具有較低信貸風險，則本集團會假設金融工具的信貸風險自初步確認以來並無顯著增加。在以下情況下，金融工具會被判定為具有較低信貸風險：

- (i) 金融工具具有較低違約風險；
- (ii) 債務人有很強的能力履行近期的合約現金流量義務；及
- (iii) 經濟及業務狀況的長期不利變動有可能但未必會削弱借款人履行合約現金流量義務的能力。

本集團認為，若根據眾所周知的定義，資產的外部信貸評級為「投資級」，或若無外部評級，資產的內部信貸評級為「履約級」，則該金融資產具有較低信貸風險。履約級指交易對手具有強勁財務狀況且無逾期金額。

本集團定期監察用以識別信貸風險是否顯著增加之標準的有效性，並於適當時候作出修訂，從而確保該標準能夠於款項逾期前識別信貸風險的顯著增加。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Impairment of financial assets (continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 主要會計政策 (續)

(v) 金融資產減值 (續)

違約之定義

本集團認為，由於過往經驗表明符合以下任何一項標準的應收賬款一般無法收回，故就內部信貸風險管理而言，以下情況構成違約事件：

- 交易對手違反財務契約；或
- 內部生成或從外部來源所得之資料顯示，債務人不大可能向債權人（包括本集團）支付全數款項（在不計及本集團所持之任何抵押品下）。

無論上述分析結果如何，倘金融資產逾期超過90日，本集團將視作已發生違約，除非本集團擁有合理且可靠之資料證明較寬鬆之違約標準更為適用，則當別論。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Impairment of financial assets (continued)

Credit-impaired financial assets

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

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

4. 主要會計政策 (續)

(v) 金融資產減值 (續)

已信貸減值之金融資產

當一項或多項對金融資產之估計未來現金流量造成負面影響之事件發生時，即代表金融資產已信貸減值。信貸減值之證據包括涉及以下事件之可觀察數據：

- 發行人或交易對手陷入嚴重財困；
- 違反合約，例如違約或逾期事件；
- 交易對手的貸款人出於與交易對手財困相關的經濟或合約原因，而向交易對手授予貸款人原本不會考慮的優惠；
- 交易對手可能將面臨破產或進行其他財務重組；或
- 金融資產的活躍市場因財困而消失。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Impairment of financial assets (continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

4. 主要會計政策 (續)

(v) 金融資產減值 (續)

撇銷政策

當有資料顯示債務人陷入嚴重財困，且並無實際收回的可能之時（包括債務人已清盤或進入破產程序），本集團會撇銷金融資產。已撇銷的金融資產仍可根據本集團的收回程序實施強制執行，在適當情況下考慮法律意見。任何收回款項會於損益中確認。

預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約損失率（即違約時之損失程度）及違約風險之函數。違約概率及違約損失率之評估乃基於上述經前瞻性資料作出調整之歷史數據。就金融資產之違約風險而言，其指該資產於報告日期之賬面總值。

金融資產的預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量（按原定實際利率貼現）之間的差額估計。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Impairment of financial assets (continued)

Measurement and recognition of ECL (continued)

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

(w) Provisions and contingent liabilities

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

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

4. 主要會計政策 (續)

(v) 金融資產減值 (續)

預期信貸虧損之計量及 確認 (續)

倘本集團於上個報告期間以相等於全期預期信貸虧損的金額計量一項金融工具的虧損撥備，但於本報告日期釐定不再符合全期預期信貸虧損的條件，本集團於本報告日期按12個月預期信貸虧損的相同金額計量虧損撥備，惟使用簡化法之資產除外。

本集團於損益中確認所有金融工具的減值收益或虧損，並透過虧損撥備賬項相應調整其賬面值。

(w) 撥備及或然負債

當本集團因已發生的事件須承擔現有法定或推定責任，而履行責任有可能導致經濟利益流出，並可準確估計責任金額的情況下，須對該等時間或金額不確定之負債確認撥備。倘貨幣時間價值重大，則撥備之金額乃按預期用於解除該責任之支出之現值列賬。

倘需要流出經濟利益的機會不大，或責任金額無法可靠估計，則責任乃披露為或然負債，除非經濟利益流出之可能性極低則另作別論。可能出現之責任，即是否存在將取決於日後是否會發生一宗或多宗事件，除非經濟利益流出之可能性極低，否則這些負債亦披露為或然負債。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(x) Events after the reporting period

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

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In applying the Group's accounting policies, which are described in note 4, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors of the Company have made the following judgement that has the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

4. 主要會計政策 (續)

(x) 報告期後事件

能提供有關本集團於報告期末狀況的額外資料的報告期後事件為調整事件，並會在綜合財務報表中反映。不屬調整事件的報告期後事件如為重要者，會在綜合財務報表附註中披露。

5. 重要判斷及主要估計

應用附註4所述本集團之會計政策時，董事須作出對所確認金額有重大影響之判斷（涉及估計者除外）及作出有關無法即時自其他來源獲得之資產及負債賬面值之估計及假設。估計及有關假設乃基於過往經驗及被視為相關之其他因素。實際結果可能有別於該等估計。

估計及相關假設會持續檢討。倘對會計估計之修訂僅影響修訂有關估計之期間，則於該期間確認；或倘該修訂影響本期間及未來期間，則於修訂期間及未來期間確認。

應用會計政策的重要判斷

於應用會計政策的過程中，本公司董事已作出以下對綜合財務報表所確認數額具最大影響的判斷（惟該等涉及估計的判斷除外，其將於下文處理）。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

(a) Significant increase in credit risk

As explained in note 4(v), ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased, the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

(b) Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group as a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group as an agent). The Group is a principal if it controls the specified good or services before that good or services is transferred to a customer.

Revenue from processing and trading of used computer-related and sales of clothes and beauty product are recognised at point in time, when control of the goods has transferred, being when the goods have been shipped to the wholesale's specific location (delivery).

5. 重要判斷及主要估計(續)

(a) 信貸風險顯著增加

如附註4(v)所闡釋，預期信貸虧損就第1階段資產按等於12個月預期信貸虧損的撥備計量，或就第2階段或第3階段資產按全期預期信貸虧損的撥備計量。資產在其信貸風險自初步確認後顯著增加時轉入第2階段。香港財務報告準則第9號並無界定構成信貸風險顯著增加的因素。於評估資產的信貸風險是否顯著增加時，本集團會考慮合理且可靠的定量及定性前瞻性資料。

(b) 主要責任人與代理人

當另一方涉及向客戶提供貨品或服務時，本集團釐定其承諾的性質為提供指定貨品或服務（即本集團為主要責任人）的履約責任，或安排由另一方（即本集團為代理人）提供該等貨品或服務。倘本集團於貨品或服務轉讓予客戶前控制指定貨品或服務，則本集團為主要責任人。

二手電腦相關組件之處理及貿易以及銷售服裝及美容產品的收益於貨品的控制權轉移（即當貨品運至批發指定地點（交付））時之時間點予以確認。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

Key sources of estimation uncertainty

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

(a) Income tax

The Group is subject to Hong Kong Profits Tax. Significant estimates are required in determining the provision for income tax. There are many 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. During the year, nil (2021: HK\$1,154,000) of income tax was charged to profit or loss based on the estimated profit from the Group's operations.

5. 重要判斷及主要估計(續)

估計不確定因素之主要來源

於報告期末對未來及其他估計不確定因素之主要來源的主要假設(對下個財政年度內的資產及負債的賬面值造成重大調整的重大風險)在下文討論。

(a) 所得稅

本集團須繳納香港利得稅。於釐定所得稅撥備時，需要作出重大估計。於日常業務過程中有頗多未能確定最終稅項的交易及計算。倘該等事宜的最終稅務結果與初步記錄的金額不符，有關差異將影響作出釐定的期間內之所得稅及遞延稅項撥備。於本年度內，基於來自本集團經營的估計溢利計算，並無(二零二一年：1,154,000港元)所得稅自損益扣除。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

Key sources of estimation uncertainty (continued)

(b) *Impairment of trade receivables and loan receivables*

The management of the Group estimates the amount of impairment loss for ECL on trade receivables and loan receivables based on the credit risk of trade receivables and loan receivables. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 December 2022, the carrying amounts of trade receivables and loan receivables were approximately HK\$52,278,000 (2021: approximately HK\$38,998,000) (net of allowance for doubtful debts of approximately HK\$905,000 (2021: HK\$1,792,000)) and HK\$101,153,000 (2021: HK\$119,013,000) (net of allowance for doubtful debts of approximately HK\$57,312,000 (2021: HK\$169,012,000)).

5. 重要判斷及主要估計 (續)

估計不確定因素之主要來源 (續)

(b) *應收貿易賬款及應收貸款減值*

本集團管理層基於應收貿易賬款及應收貸款的信貸風險估計應收貿易賬款及應收貸款預期信貸虧損的減值虧損金額。基於預期信貸虧損模式的減值虧損金額乃按根據合約應付本集團的所有合約現金流量與本集團預計收取的所有現金流量(按初步確認時釐定的實際利率貼現)之間的差額計量。倘未來現金流量少於預期或因事實及情況變化反向下調,則可能產生重大減值虧損。

於二零二二年十二月三十一日,應收貿易賬款及應收貸款之賬面值約為52,278,000港元(二零二一年:約38,998,000港元)(扣除呆賬撥備約905,000港元(二零二一年:1,792,000港元))及101,153,000港元(二零二一年:119,013,000港元)(扣除呆賬撥備約57,312,000港元(二零二一年:169,012,000港元))。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

Key sources of estimation uncertainty (continued)

(c) *Impairment of property, plant and equipment and right-of-use assets*

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

The carrying amount of property, plant and equipment and right-of-use assets as at 31 December 2022 were approximately Nil (2021: approximately Nil) and HK\$169,000 (2021: HK\$395,000) respectively. As at 31 December 2022, accumulated impairment losses of property, plant and equipment and right-of-use assets were approximately HK\$1,890,000 (2021: HK\$1,890,000) and 2,895,000 (2021: HK\$2,895,000) respectively.

5. 重要判斷及主要估計 (續)

估計不確定因素之主要來源 (續)

(c) *物業、廠房及設備以及使用權資產之減值*

物業、廠房及設備以及使用權資產按成本減累計折舊及減值(如有)列賬。於釐定資產是否減值時,本集團須作出判斷及估計,尤其評估:(1)是否有事件已發生或有任何指標可能影響資產價值;(2)資產賬面值是否能夠以可收回金額支持,如為使用價值,即按照持續使用資產估計的未來現金流量之淨現值;及(3)將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當貼現率)。當無法估計個別資產(包括使用權資產)的可收回金額時,本集團估計資產所屬現金產生單位的可收回金額。更改假設及估計,包括貼現率或現金流量預測的增長率,可能對可收回金額產生重大影響。

於二零二二年十二月三十一日,物業、廠房及設備以及使用權資產之賬面值分別約為零(二零二一年:約零)及169,000港元(二零二一年:395,000港元)。於二零二二年十二月三十一日,物業、廠房及設備以及使用權資產之累計減值虧損分別約為1,890,000港元(二零二一年:1,890,000港元)及2,895,000港元(二零二一年:2,895,000港元)。

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6. FINANCIAL RISK MANAGEMENT

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

(a) Foreign currency risk

The functional currency of the Group is denominated in HK\$. The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in United States dollars ("US\$"), Australian dollars ("AUD") and Renminbi ("RMB"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The directors of the Company are of the opinion that the US\$ is pegged against HK\$ and the risk of movements in exchange rates between US\$ and HK\$ to be insignificant. Accordingly, no sensitivity analysis is performed on the movements in exchange rates between US\$ and HK\$.

No sensitivity analysis has been performed on the Group's financial assets and liabilities denominated in AUD and RMB as the directors of the Company are of opinion that they are not material to the Group.

6. 財務風險管理

本集團的經營活動令其承受多種財務風險：外匯風險、價格風險、信貸風險、流動資金風險及利率風險。本集團的整體風險管理計劃主要針對金融市場的不可預測性，旨在將對本集團財務表現的潛在不利影響減至最低。

(a) 外幣風險

本集團的功能貨幣以港元計值。由於本集團的若干業務交易、資產及負債以美元（「美元」）、澳元（「澳元」）及人民幣（「人民幣」）計值，故需承受一定的外幣風險。本集團目前並無對外幣交易、資產及負債採取外幣對沖政策。本集團緊密監察其外幣風險，並將於需要時考慮對沖重大外幣風險。

本公司董事認為，美元與港元掛鉤，而美元與港元之間匯率變動的風險並不重大。因此，並未對美元與港元之間的匯率變動進行敏感度分析。

由於本公司董事認為本集團以澳元及人民幣計值的金融資產及負債對本集團而言並不重大，因此並未進行敏感度分析。

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6. FINANCIAL RISK MANAGEMENT (continued)

(b) Price risk

The Group is exposed to equity price risk mainly through its investment in equity securities classified as financial assets at FVTPL (note 25). The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated on equity securities quoted on the Stock Exchange.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been 10% (2021: 10%) higher/lower, with all other variables held constant, loss before tax for the year ended 31 December 2022 and accumulated losses would have decreased/increased by approximately HK\$7,497,000 (2021: HK\$8,728,000).

(c) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables and loan receivables) and from its financing activities, including deposits with banks and financial institutions. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

6. 財務風險管理 (續)

(b) 價格風險

本集團主要透過其於分類為按公平值計入損益之金融資產(附註25)之股本證券之投資而面臨股本價格風險。管理層透過維持具不同風險及回報的投資組合管理有關風險。本集團的股本價格風險主要集中在聯交所所報的股本證券。

以下敏感度分析乃基於於報告期末面臨的股本價格風險釐定。

倘股本價格上升/下跌10% (二零二一年: 10%)，而其他所有變數維持不變，則截至二零二二年十二月三十一日止年度之除稅前虧損及累計虧損將減少/增加約7,497,000港元(二零二一年: 8,728,000港元)。

(c) 信貸風險

信貸風險指交易對手將未能履行其於金融工具或客戶合約項下之責任而導致金融虧損之風險。本集團之經營活動(主要為應收貿易賬款及應收貸款)以及融資活動(包括於銀行及金融機構之存款)使其面臨信貸風險。本集團面臨之由現金及現金等值項目產生之信貸風險有限，乃由於交易對手為國際信貸評級機構指定信貸評級高之銀行及金融機構，因此本集團認為信貸風險較低。

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6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

For financial assets whose impairment losses are measured using expected credit loss model, the Group assesses whether their credit risk has increased significantly since their initial recognition, and applies a three-stage impairment model to calculate their impairment allowance and recognise their expected credit losses, as follows:

Stage 1: If the credit risk has not increased significantly since its initial recognition, the financial asset is included in stage 1.

Stage 2: If the credit risk has increased significantly since its initial recognition but not yet deemed to be credit-impaired, the financial instrument is included in stage 2.

Stage 3: If the financial instrument is credit-impaired, the financial instrument is included in stage 3

6. 財務風險管理 (續)

(c) 信貸風險 (續)

對於使用預期信貸虧損模型計量減值虧損的金融資產而言，本集團評估其信貸風險自初始確認後是否已顯著增加，並應用如下三階段減值模型計算其減值撥備並確認其預期信貸虧損：

第1階段：倘信貸風險自初始確認後並未顯著增加，則金融資產納入第1階段。

第2階段：倘信貸風險自初始確認後已顯著增加，但尚未將其視為已發生信貸減值，則金融工具納入第2階段。

第3階段：倘金融工具已發生信貸減值，則金融工具納入第3階段。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables arising from the business of dealing in securities are due within 2 trading days (2021: 2 trading days) after the trade date and secured by client's securities. Trade receivables arising from other business are due within 30 to 90 days (2021: 30 to 90 days) from the date of billing. Normally, the Group does not obtain collateral from customers other than the cash clients of securities brokerage business.

6. 財務風險管理 (續)

(c) 信貸風險 (續)

應收貿易賬款

客戶信貸風險由各業務部門管理，並須遵守本集團所制定與客戶信貸風險管理相關之政策、程序及監控。本集團將就需要一定金額信貸之全部客戶進行個別信貸評估。該等評估專注客戶於款項到期時之過往付款記錄及現時支付能力，並考慮客戶之特定資料，以及客戶經營所在經濟環境之資料。證券交易業務產生之應收貿易賬款於交易日期後兩個交易日（二零二一年：兩個交易日）內到期並以客戶證券作抵押。其他業務產生之應收貿易賬款自賬單日期起計30至90日（二零二一年：30至90日）內到期。於正常情況下，本集團並未向客戶（證券經紀業務的現金客戶除外）收取抵押品。

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綜合財務報表附註

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6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Trade receivables (continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. To measure the expected credit losses, trade receivables are grouped on the basis of shared credit risk characteristics, such as industry and recognition of loss allowance on a timely basis.

The following tables provide information about the Group's exposure to credit risk and ECLs for trade receivables, as at 31 December 2022 and 2021:

6. 財務風險管理 (續)

(c) 信貸風險 (續)

應收貿易賬款 (續)

本集團按等同於全期預期信貸虧損之金額計量應收貿易賬款之虧損撥備，其乃使用撥備矩陣進行計算。為計量預期信貸虧損，應收貿易賬款已按共同信貸風險特徵（例如行業）基準進行分組並及時確認虧損撥備。

下表載列有關於二零二二年及二零二一年十二月三十一日本集團面臨應收貿易賬款之信貸風險及預期信貸虧損之資料：

		2022		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Past due	已逾期			
0 – 30 days	0至30日	1.5%	27,031	(415)
31 – 60 days	31至60日	1.3%	8,977	(121)
61 – 90 days	61至90日	1.6%	7,530	(119)
Over 90 days	90日以上	2.6%	9,645	(250)
Total	總計		53,183	(905)

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6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Trade receivables (continued)

		2021		
		Expected	Gross	Loss
		loss rate	carrying	allowance
		預期虧損率	賬面總值	虧損撥備
		%	HK\$'000	HK\$'000
		%	千港元	千港元
Past due	已逾期			
0 – 30 days	0至30日	1.1%	34,842	(367)
31 – 60 days	31至60日	1.9%	2,976	(56)
61 – 90 days	61至90日	2.2%	803	(18)
Over 90 days	90日以上	62.3%	2,169	(1,351)
			<u>40,790</u>	<u>(1,792)</u>
Total	總計			

Expected loss rates are based on actual loss experience. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the trade receivables.

預期虧損率乃基於實際虧損經驗得出。該等比率會作出調整以反映已收集歷史數據之期間之經濟狀況、當前狀況及本集團對應收貿易賬款預期年期之經濟狀況之觀點之差異。

6. 財務風險管理 (續)

(c) 信貸風險 (續)

應收貿易賬款 (續)

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Trade receivables (continued)

Movement in the loss allowance for trade receivables during the year is as follows:

At 1 January	於一月一日
Written-off	撇銷
Impairment losses recognised for the year	年內確認之減值虧損
At 31 December	於十二月三十一日

Other receivables

Other receivables relating to accounts that are long overdue with significant amounts, known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance. The Group recognised the provision for ECL by assessing the credit risk characteristics of debtor, discount rate and the likelihood of recovery and considering the prevailing economic conditions.

6. 財務風險管理 (續)

(c) 信貸風險 (續)

應收貿易賬款 (續)

年內，應收貿易賬款的虧損撥備變動如下：

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
At 1 January	1,792	1,452
Written-off	(1,179)	-
Impairment losses recognised for the year	292	340
At 31 December	<u>905</u>	<u>1,792</u>

其他應收款項

逾期已久且金額龐大之賬目、已知無力償還或不回應債務追收活動之其他應收款項，會就減值撥備作個別評估。本集團透過評估債務人之信貸風險特點、貼現率及收回之可能性以及考慮現行經濟狀況確認預期信貸虧損撥備。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Other receivables (continued)

Movement in the loss allowance for other receivables during the year is as follows:

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	336	-	-	336
Reversal of provision for ECL	預期信貸虧損撥備撥回	(132)	-	-	(132)
At 31 December 2021 and 1 January 2022	於二零二一年十二月 三十一日及 二零二二年一月一日	204	-	-	204
Transfer from stage 1 to stage 3	由第1階段轉撥至 第3階段	(21)	-	21	-
Provision for ECL	預期信貸虧損撥備	1,067	-	1,104	2,171
At 31 December 2022	於二零二二年 十二月三十一日	1,250	-	1,125	2,375

6. 財務風險管理 (續)

(c) 信貸風險 (續)

其他應收款項 (續)

年內，其他應收款項的虧損撥備變動如下：

		As at 31 December 2022 於二零二二年十二月三十一日			
		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Other receivables and deposits, gross	其他應收款項及按金總額	5,395	-	1,125	6,520
Less: Loss allowance	減：虧損撥備	(1,250)	-	(1,125)	(2,375)
Other receivables and deposits, net	其他應收款項及按金淨額	4,145	-	-	4,145

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Other receivables (continued)

		As at 31 December 2021 於二零二一年十二月三十一日			
		Stage 1 第1階段	Stage 2 第2階段	Stage 3 第3階段	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Other receivables and deposits, gross	其他應收款項及按金總額	11,096	-	-	11,096
Less: Loss allowance	減：虧損撥備	(204)	-	-	(204)
Other receivables and deposits, net	其他應收款項及按金淨額	<u>10,892</u>	<u>-</u>	<u>-</u>	<u>10,892</u>

Loan receivables

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approval and other monitoring procedures to ensure that follow-up action is taken for the recoverable amount of the loan receivables. In addition, the Group reviews the recoverable amount of each individual's loan receivables at the end of each reporting period to ensure that adequate impairment loss is made for irrecoverable amounts.

6. 財務風險管理 (續)

(c) 信貸風險 (續)

其他應收款項 (續)

應收貸款

為盡量減低信貸風險，本集團管理層已委派一組人員負責釐定信貸限額、信貸批准及其他監督程式，以確保能採取跟進行動以討回應收貸款之可收回金額。此外，本集團於各報告期末審閱各個別應收貸款的可收回金額，確保為不可收回的金額計提足夠的減值虧損。

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6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Loan receivables (continued)

The Group manages and analyses the credit risk for each of their new and existing clients before standard payment terms and conditions are offered. If there is no independent rating, the Group assesses the credit quality of the customer based on the customer's financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the directors of the Company. The utilisation of credit limits is regularly monitored. Loan receivables are repayable in accordance with the terms of the loan agreements and all loan receivables are recoverable within 1 year.

In determining the ECL of the Group's loan receivables, the management assessed the expected losses individually by estimation based on general economic conditions of the relevant industry in which the debtors operate, value of any pledged assets, financial position of the debtors and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group has concentration of credit risk in certain individual customers. As at 31 December 2022, the carrying amount of the largest loan receivables were approximately HK\$21,807,000 (2021: HK\$27,722,000) and was approximately 22% (2021: 23%) of the Group's total loan receivables. The Group seeks to minimise its risk by dealing with counterparties which have good credit history.

6. 財務風險管理 (續)

(c) 信貸風險 (續)

應收貸款 (續)

於提供標準的付款條款及條件之前，本集團會管理及分析其各新客戶及現有客戶之信貸風險。倘無獨立評級，本集團則根據客戶之財務狀況、過往經驗及其他因素評估客戶之信貸質素。個別風險限額乃根據本公司董事設定之限額而進行之內部或外部評級而釐定。信貸限額之使用情況受定期監察。應收貸款應根據貸款協議之條款還款及所有應收貸款均可於一年內收回。

於釐定本集團應收貸款的預期信貸虧損時，管理層透過基於債務人經營所在相關行業的整體經濟狀況、任何已抵押資產的價值、債務人的財務狀況及於報告日期對目前以及預測狀況方向的評估之估計，單獨評估預期虧損。

本集團因若干個別客戶面對信貸風險集中的情況。於二零二二年十二月三十一日，最大應收貸款賬面值為約21,807,000港元（二零二一年：27,722,000港元）及為本集團應收貸款總額之約22%（二零二一年：23%）。本集團透過與具有良好信貸歷史之交易對手進行合作以盡量降低其風險。

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6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Loan receivables (continued)

6. 財務風險管理 (續)

(c) 信貸風險 (續)

應收貸款 (續)

		2022		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Loan receivables	應收貸款	36.2%	158,465	(57,312)
		2021		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Loan receivables	應收貸款	58.7%	288,025	(169,012)

Movement in the loss allowance for loan receivables during the year is as follows:

年內，應收貸款的虧損撥備變動如下：

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	756	100,178	-	100,934
Transfer from stage 1 to stage 2	由第1階段轉撥至第2階段	(756)	756	-	-
Transfer from stage 2 to stage 3	由第2階段轉撥至第3階段	-	(87,053)	87,053	-
Provision for ECL	預期信貸虧損撥備	-	5,706	62,372	68,078
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	-	19,587	149,425	169,012
Transfer from stage 2 to stage 3	由第2階段轉撥至第3階段	-	(74)	74	-
Provision for ECL	預期信貸虧損撥備	6,158	31,641	340	38,139
Written-off	撇銷	-	-	(149,839)	(149,839)
At 31 December 2022	於二零二二年十二月三十一日	6,158	51,154	-	57,312

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(c) Credit risk (continued)

Loan receivables (continued)

6. 財務風險管理 (續)

(c) 信貸風險 (續)

應收貸款 (續)

As at 31 December 2022
於二零二二年十二月三十一日

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Loan receivables, gross	應收貸款總額	26,719	131,746	–	158,465
Less Loss allowance	減虧損撥備	(6,158)	(51,154)	–	(57,312)
Loan receivables, net	應收貸款淨額	<u>20,561</u>	<u>80,592</u>	<u>–</u>	<u>101,153</u>

As at 31 December 2021
於二零二一年十二月三十一日

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Loan receivables, gross	應收貸款總額	–	138,599	149,426	288,025
Less Loss allowance	減虧損撥備	–	(19,586)	(149,426)	(169,012)
Loan receivables, net	應收貸款淨額	<u>–</u>	<u>119,013</u>	<u>–</u>	<u>119,013</u>

The decrease in loss allowance on loan receivables during the year ended 31 December 2022 was mainly due to the written off of approximately HK\$149,839,000.

截至二零二二年十二月三十一日止年度，應收貸款虧損撥備減少主要是由於撇銷約149,839,000港元所致。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(d) Liquidity risk

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

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

6. 財務風險管理 (續)

(d) 流動資金風險

本集團的政策為定期監察目前及預期流動資金需要，以確保其維持足夠現金儲備，應付其短期及長期的流動資金需要。

於報告期末本集團非衍生金融負債之剩餘合約按合約未貼現現金流量(包括按合約利率計算之利息付款，或如按浮動利率計算，則以報告期末之現行利率計算之利息付款)的到期日及本集團可能須支付的最早日日期詳述如下：

		On demand or less than 1 year 應要求或 少於1年 HK\$'000 千港元	Between 1 and 2 years 1至2年 HK\$'000 千港元	Between 2 and 5 years 2至5年 HK\$'000 千港元	Total undiscounted cash flow 未貼現 現金流量總額 HK\$'000 千港元
At 31 December 2022	於二零二二年十二月三十一日				
Trade and other payables	應付貿易賬款及其他應付款項	74,726	-	-	74,726
Lease liabilities	租賃負債	1,382	767	-	2,149
Bank loan	銀行貸款	2,177	-	-	2,177
		78,285	767	-	79,052
At 31 December 2021	於二零二一年十二月三十一日				
Trade and other payables	應付貿易賬款及其他應付款項	65,703	-	-	65,703
Lease liabilities	租賃負債	1,442	1,382	766	3,590
Bank loan	銀行貸款	2,905	-	-	2,905
		70,050	1,382	766	72,198

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(e) Interest rate risk

The Group's cash flow interest rate risk primarily relates to variable-rate bank balances. It is the Group's policy to keep its borrowing at floating rate of interest so as to minimise the cash flow interest rate risk.

The Group's loan receivables, lease liabilities and bank loans bear interests of fixed interest rates and therefore are subject to fair value interest rate risk.

Except as stated above, the Group does not have other significant interest-bearing assets and liabilities at the end of the reporting period, its income and operating cash flows are substantially independent of changes in market interest rates.

Sensitivity analysis on cash flow interest-rate risk has not been presented as the reasonably possible changes in market interest rate will not have significant impact on the Group's consolidated financial statements.

(f) Categories of financial instruments at 31 December

Financial assets:
Financial assets at FVTPL

Financial assets
at amortised cost

Financial liabilities:
Financial liabilities
at amortised cost

金融資產：
按公平值計入損益之
金融資產
按攤銷成本計量之
金融資產

金融負債：
按攤銷成本計量之
金融負債

6. 財務風險管理 (續)

(e) 利率風險

本集團的現金流量利率風險主要與浮動利率銀行結餘有關。本集團之政策為保持以浮動利率計息借貸，以將現金流量利率風險減至最低。

本集團之應收貸款、租賃負債及銀行貸款乃按固定利率計息，因此須承受公平值利率風險。

除上述者外，本集團於報告期末並無其他重大計息資產及負債，其收入及經營現金流量大部分不受市場利率變化影響。

由於市場利率的合理可能變動將不會對本集團的綜合財務報表產生重大影響，故並未呈列現金流量利率風險的敏感度分析。

(f) 於十二月三十一日之金融工具類別

2022	2021
HK\$'000	HK\$'000
千港元	千港元

74,974	87,284
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189,961	228,797
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76,903	68,608
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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (continued)

(g) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values as at 31 December 2022 and 2021.

7. FAIR VALUE MEASUREMENTS

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair Value Measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 Fair value measured using only valuations: Level 1 inputs, that is, unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 Fair value measured using Level 2 valuations: inputs, that is, observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 Fair value measured using significant valuations: unobservable inputs

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

6. 財務風險管理 (續)

(g) 公平值

綜合財務狀況表所呈列的本集團金融資產及金融負債的賬面值與其於二零二二年及二零二一年十二月三十一日之各自公平值相若。

7. 公平值計量

下表呈列本集團於報告期末按經常性基準計量的金融工具公平值，有關公平值於香港財務報告準則第13號公平值計量所界定之公平值三級架構中進行分類。公平值計量所歸類的層級乃經參考以下估值技術所用的輸入數據的可觀察性及重要性而釐定：

- 第一級 僅以第一級輸入數據估值：計量公平值，即相同資產或負債於計量日期之活躍市場未經調整報價。
- 第二級 以第二級輸入數據計量公平值，即未能符合第一級規定之可觀察輸入數據，以及不使用重大不可觀察輸入數據。不可觀察輸入數據即不可取得市場數據之輸入數據。
- 第三級 以重大不可觀察輸入數據計量公平值。

本集團的政策為於事項發生或情況改變而引起的轉換當日確認自三個層級中的任何一個層級的轉入及轉出。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

7. FAIR VALUE MEASUREMENTS (continued)

Disclosures of level in fair value hierarchy at 31 December:

Description	描述
Recurring fair value measurements:	經常性公平值計量：
Financial assets	金融資產
Financial assets at FVTPL	按公平值計入損益之金融資產
– Listed equity securities	– 上市股本證券

7. 公平值計量 (續)

於十二月三十一日之公平值層級披露：

Fair value measurements using:

公平值計量使用以下層級：

Level 1	Level 2	Level 3	Total
第一級	第二級	第三級	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元

74,974	–	–	74,974
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Fair value measurements using:

公平值計量使用以下層級：

Level 1	Level 2	Level 3	Total
第一級	第二級	第三級	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元

Recurring fair value measurements:	經常性公平值計量：
Financial assets	金融資產
Financial assets at FVTPL	按公平值計入損益之金融資產
– Listed equity securities	– 上市股本證券

87,284	–	–	87,284
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During the year ended 31 December 2022, there were no transfers in the fair value hierarchy between Level 1 and Level 2, or transfers into or out of Level 3 (2021: Nil).

截至二零二二年十二月三十一日止年度，第一層與第二層的公平值層級之間概無相互轉入或轉出，亦無轉入第三層或自第三層轉出（二零二一年：無）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

8. REVENUE

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the year is as follows:

8. 收益

收益明細

年內按主要產品或服務線劃分客戶合約收益明細如下：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15:	香港財務報告準則第15號範圍內之客戶合約收益：		
Disaggregated by major products or service lines	按主要產品或服務線劃分的明細		
Sales of telephones and related components	銷售電話及相關組件	–	10,007
Processing and trading of used computer-related components	處理及買賣二手電腦相關組件	46,148	81,503
Commission from securities dealing and brokerage services	證券買賣及經紀服務產生之佣金	355	338
Commission from placing and underwriting service	配售及包銷服務產生之佣金	2,104	1,602
Sales of clothes and beauty product	銷售服裝及美容產品	68,188	86,344
		116,795	179,794
Revenue from other sources:	其他收益來源：		
Interest income from money lending services	放債服務產生之利息收入	10,973	20,109
Interest and related income from securities	證券產生之利息及相關收入	267	64
		11,240	20,173
Total revenue	總收益	128,035	199,967

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

8. REVENUE (continued)

Disaggregation of revenue (continued)

The Group derives revenue from the transfer of goods and services at a point in time and over time in the following major product line and geographical regions:

Timing of revenue recognition:

At a point in time

收益確認時間：

於某一時間點

Geographical market:

People's Republic of China ("PRC")
(including Hong Kong)

India

Indonesia

United States of America ("USA")

Others

地區市場：

中華人民共和國(「中國」)
(包括香港)

印度

印度尼西亞

美利堅合眾國(「美國」)

其他

2022	2021
HK\$'000	HK\$'000
千港元	千港元

116,795	179,794
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73,107	113,368
---------------	---------

705	333
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36,921	52,687
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6,033	5,311
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29	8,095
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116,795	179,794
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9. OTHER INCOME

Bank interest income

Sundry income

Government grant (note)

銀行利息收入

雜項收入

政府補貼(附註)

2022	2021
HK\$'000	HK\$'000
千港元	千港元

1	-
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307	211
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304	-
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612	211
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note: The amount mainly represents the receipts from Employment Support Scheme provides by the Hong Kong government. The conditions of the government grant were fulfilled during the year ended 31 December 2022.

附註：該筆款項乃主要指香港政府提供的「保就業計劃」收取之款項。政府補貼之條件已於截至二零二二年十二月三十一日止年度達致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10. SEGMENT INFORMATION

The executive directors of the Company are identified as the chief operating decision maker of the Group for the purpose of resources allocation and performance assessments.

The Group has five operating segments as follows:

- (i) Sales of telephones and related components;
- (ii) Processing and trading of used computer-related components;
- (iii) Money lending services;
- (iv) Provision of securities brokerage, placing and underwriting services; and
- (v) Sales of clothes and beauty product.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies. The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profits or losses do not include realised and unrealised fair value gains and losses on financial assets at FVTPL and unallocated administrative expenses, finance costs and income tax expense. Segment assets do not include financial assets at FVTPL and other unallocated corporate assets. Segment liabilities do not include unallocated corporate liabilities.

10. 分部資料

本公司執行董事被確定為本集團的主要經營決策者，以負責資源分配及績效評估。

本集團有以下五個經營分部：

- (i) 銷售電話及相關組件；
- (ii) 處理及買賣二手電腦相關組件；
- (iii) 放債服務；
- (iv) 提供證券經紀、配售及包銷服務；及
- (v) 銷售服裝及美容產品。

本集團的可呈報分部為提供不同產品及服務的策略業務單位。由於不同業務要求不同技術及市場策略，故單獨管理可呈報分部。經營分部的會計政策與本集團會計政策相同。分部溢利或虧損不包括按公平值計入損益之金融資產之已變現及未變現公平值收益及虧損及未分配行政開支、融資成本及所得稅開支。分部資產不包括按公平值計入損益之金融資產及其他未分配公司資產。分部負債不包括未分配公司負債。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10. SEGMENT INFORMATION (continued)

Information about operating segment profit or loss, assets and liabilities

10. 分部資料 (續)

有關經營分部溢利或虧損、資產及負債之資料

		Telephones and related components 電話及 相關組件 HK\$'000 千港元	Used computer- related components 二手電腦 相關組件 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Provision of brokerage, placing and underwriting services 提供經紀、 配售及 包銷服務 HK\$'000 千港元	Sales of clothes and beauty product 銷售服裝及 美容產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended	截至二零二二年						
31 December 2022	十二月三十一日止年度						
Revenue	收益	-	46,148	10,973	2,726	68,188	128,035
Segment (loss)/profit	分部(虧損)/溢利	(517)	(681)	(31,905)	109	(178)	(33,172)
Fair value gains/(losses) on financial assets at FVTPL:	按公平值計入損益之 金融資產之公平值 收益/(虧損):						
- Unrealised	- 未變現						(21,519)
- Realised	- 已變現						4,823
Unallocated expenses	未分配開支						(7,140)
Share of result of associate	應佔聯營公司之業績						(54)
Finance costs	融資成本						(292)
Loss before tax	除稅前虧損						(57,354)
As at 31 December 2022	於二零二二年						
	十二月三十一日						
Segment assets	分部資產	67	10,076	103,359	29,915	46,644	190,061
Unallocated assets	未分配資產						92,113
							282,174
Segment liabilities	分部負債	29,322	2,531	7,687	5,873	29,861	75,274
Unallocated liabilities	未分配負債						3,691
							78,965

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10. SEGMENT INFORMATION (continued)

Information about operating segment profit or loss, assets and liabilities (continued)

10. 分部資料 (續)

有關經營分部溢利或虧損、資產及負債之資料 (續)

		Telephones and related components 電話及 相關組件 HK\$'000 千港元	Used computer- related components 二手電腦 相關組件 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Provision of brokerage, placing and underwriting services 提供經紀、 配售及 包銷服務 HK\$'000 千港元	Sales of clothes and beauty product 銷售服裝及 美容產品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended	截至二零二一年						
31 December 2021	十二月三十一日止年度						
Revenue	收益	10,007	81,503	20,109	2,004	86,344	199,967
Segment (loss)/profit	分部(虧損)/溢利	<u>(999)</u>	<u>284</u>	<u>(61,884)</u>	<u>(2,825)</u>	<u>612</u>	<u>(64,812)</u>
Fair value gains/(losses) on financial assets at FVTPL:	按公平值計入損益之 金融資產之公平值 收益/(虧損):						
– Unrealised	– 未變現						16,743
– Realised	– 已變現						16
Unallocated expenses	未分配開支						(9,163)
Finance costs	融資成本						<u>(470)</u>
Loss before tax	除稅前虧損						<u>(57,686)</u>
As at 31 December 2021	於二零二一年						
	十二月三十一日						
Segment assets	分部資產	244	12,889	120,080	22,572	30,489	186,274
Unallocated assets	未分配資產						<u>142,708</u>
							<u>328,982</u>
Segment liabilities	分部負債	28,983	4,494	9,482	11,945	13,582	68,486
Unallocated liabilities	未分配負債						<u>3,488</u>
							<u>71,974</u>

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10. SEGMENT INFORMATION (continued)

Other segment information

For the year ended 31 December 2022

10. 分部資料 (續)

其他分部資料

截至二零二二年十二月三十一日止年度

	Telephones and related components 電話及 相關組件 HK\$'000 千港元	Used computer- related components 二手電腦 相關組件 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Provision of brokerage, placing and underwriting services 提供經紀、 配售及 包銷服務 HK\$'000 千港元	Sales of clothes and beauty product 銷售服裝及 美容產品 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Amounts included in the measure of segment profit or loss:							
Depreciation of right-of-use assets	-	226	-	-	-	-	226
Fair value gains/(losses) on financial assets at FVTPL:							
- Unrealised	-	-	-	-	-	21,519	21,519
- Realised	-	-	-	-	-	(4,823)	(4,823)
Provision/(reversal) for ECL on:							
- Loan receivables	-	-	38,140	-	-	-	38,140
- Trade receivables	-	23	-	28	241	-	292
- Other receivables	123	928	150	(2)	45	927	2,171
Interest expense	-	-	-	-	-	292	292

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10. SEGMENT INFORMATION (continued)

Other segment information (continued)

For the year ended 31 December 2021

10. 分部資料 (續)

其他分部資料 (續)

截至二零二一年十二月三十一日止年度

	Telephones and related components 電話及 相關組件 HK\$'000 千港元	Used computer- related components 二手電腦 相關組件 HK\$'000 千港元	Money lending 放債 HK\$'000 千港元	Provision of brokerage, placing and underwriting services 提供經紀、 配售及 包銷服務 HK\$'000 千港元	Sales of clothes and beauty product 銷售服裝及 美容產品 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<i>Amounts included in the measure of segment profit or loss:</i>	<i>計量分部損益所包括的金額:</i>						
Depreciation of property, plant and equipment	-	-	424	-	5	-	429
Depreciation of right-of-use assets	-	56	1,086	-	-	-	1,142
Impairment property, plant and equipment	-	-	1,890	-	-	-	1,890
Impairment of right-of-use assets	-	-	2,895	-	-	-	2,895
Fair value gains/(losses) on financial assets at FVTPL:	按公平值計入損益之金融資產之公平值收益/(虧損):						
- Unrealised	-	-	-	-	-	(16,743)	(16,743)
- Realised	-	-	-	-	-	(16)	(16)
Provision/(reversal) for ECL on:	預期信貸虧損撥備/(撥回):						
- Loan receivables	-	-	68,078	-	-	-	68,078
- Trade receivables	633	52	-	-	(345)	-	340
- Other receivables	(12)	(52)	(3)	-	-	(65)	(132)
Share-based payment expense	-	-	-	-	-	2,819	2,819
Interest expense	-	-	-	-	-	470	470
Additions to right-of-use assets	-	452	3,980	-	-	-	4,432

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10. SEGMENT INFORMATION (continued)

Geographical information

The Group's revenue from external customers by location of operations and information about its non-current assets by location of assets are detailed below:

10. 分部資料 (續)

地區資料

本集團按經營位置劃分來自外界客戶之收益及按資產位置劃分之非流動資產之資料詳述如下：

		Revenue from external customers		Non-current assets			
		來自外界客戶之收益	來自外界客戶之收益	非流動資產	非流動資產		
		2022	2021	2022	2021		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000		
		千港元	千港元	千港元	千港元		
PRC	中國	84,347	133,541	169	395		
(including Hong Kong)	(包括香港)						
India	印度		705		333	—	—
Indonesia	印度尼西亞		36,921		52,687	—	—
USA	美國		6,033		5,311	—	—
Others	其他	29	8,095	—	—		
		128,035	199,967	169	395		

Note: Non-current assets excluded financial instruments and deferred tax assets.

附註：非流動資產不包括金融工具及遞延稅項資產。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10. SEGMENT INFORMATION (continued)

Revenue from major customers

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

Customer A (note 1)	客戶甲 (附註1)
Customer B (note 1)	客戶乙 (附註1)
Customer C (note 2)	客戶丙 (附註2)

note 1: Revenue from sales of clothes and beauty product segment.

note 2: Revenue from processing and trading of used computer-related components segment.

10. 分部資料 (續)

來自主要客戶之收益

於相應年度佔本集團總收益逾10%之客戶收益如下:

2022	2021
HK\$'000	HK\$'000
千港元	千港元
24,360	27,470
43,828	58,874
19,898	29,955

附註1: 來自銷售服裝及美容產品分部之收益。

附註2: 來自二手電腦相關組件處理及貿易分部之收益。

11. FINANCE COSTS

Interest on lease liabilities	租賃負債之利息
Interest on bank loan	銀行貸款之利息

11. 財務成本

2022	2021
HK\$'000	HK\$'000
千港元	千港元
137	186
155	284
292	470

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

12. INCOME TAX EXPENSE

Current tax – Hong Kong Profits Tax 即期稅項－香港利得稅
Under-provision in prior years 過往年度撥備不足
Deferred tax 遞延稅項

12. 所得稅開支

2022	2021
HK\$'000	HK\$'000
千港元	千港元
–	198
–	956
<u>–</u>	<u>1,154</u>

For the years ended 31 December 2022 and 2021, Hong Kong Profits Tax has not been provided in the consolidated financial statements as the Group's Hong Kong subsidiaries either did not have assessable profit or had sufficient tax losses brought forward to offset against current year's assessable profits.

截至二零二二年及二零二一年十二月三十一日止年度，香港利得稅並未於綜合財務報表內撥備，原因為本集團香港附屬公司並未產生應課稅溢利或錄得充裕的稅項虧損承前結轉抵銷本年度應課稅溢利。

For the years ended 31 December 2022 and 2021, under the two-tiered profits tax regime, profits tax rate for the first HK\$2 million of assessable profits of qualifying corporations established in Hong Kong will be lowered to 8.25%, and profits above that amount will be subject to the tax rate of 16.5%.

截至二零二二年及二零二一年十二月三十一日止年度，根據利得稅兩級制，於香港成立的合資格企業首2,000,000港元之應課稅溢利之利得稅率將調低至8.25%，而超過該金額之溢利將按稅率16.5%課稅。

No provision for PRC Enterprise Income Tax has been made for the years ended 31 December 2022 and 2021 as the Group's PRC subsidiary did not generate any assessable profits during the years.

並無就截至二零二二年及二零二一年十二月三十一日止年度作出中國企業所得稅撥備，原因為本集團中國附屬公司於兩個年度內並無產生任何應課稅溢利。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

12. INCOME TAX EXPENSE (continued)

The reconciliation between the income tax expense and loss before tax multiplied by the Hong Kong Profits Tax rate is as follows:

12. 所得稅開支 (續)

所得稅開支與香港利得稅稅率乘以除稅前虧損之乘積之對賬如下：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Loss before tax	除稅前虧損	(57,354)	(57,686)
Tax at the domestic income tax rate of 16.5% (2021: 16.5%)	按本地所得稅率16.5% (二零二一年: 16.5%)		
	計算之稅項	(9,464)	(9,518)
Tax effect of expenses not deductible for tax purpose	在稅務上不能扣減之 支出之稅務影響	367	1,320
Tax effect of income not taxable for tax purpose	在稅務上不需評稅之 收入之稅務影響	(796)	(2,763)
Tax effect of tax losses not recognised	未確認之稅項虧損之 稅務影響	25,290	11,611
Tax effect of temporary difference not recognised	未確認之暫時差額之 稅務影響	(14,497)	1,321
Tax effect of utilisation of tax losses not previously recognised	動用以往未確認之 稅項虧損之稅務影響	(882)	(1,003)
Tax effect of two-tiered tax regime	利得稅兩級制之稅務影響	(9)	(6)
Tax concession	稅項減免	(9)	(6)
Under-provision in prior years	過往年度撥備不足	-	198
Income tax expense	所得稅開支	-	1,154

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13. LOSS FOR THE YEAR

The Group's loss for the year is stated after charging/(crediting) the following:

Directors' emoluments	董事酬金
Other staff costs	其他員工成本
Total directors' emoluments and other staff costs (note)	董事酬金及其他員工成本總額(附註)
Auditors' remuneration	核數師酬金
Cost of goods sold and services recognised as an expense	確認為支出之已售貨品及服務成本
Depreciation of property, plant and equipment	物業、廠房及設備之折舊
Depreciation of right-of-use assets	使用權資產之折舊
Impairment of right-of-use assets	使用權資產之減值
Impairment of property, plant and equipment	物業、廠房及設備之減值
Equity-settled share-based payments (note)	以股本結算股份為基礎之付款(附註)
Provision/(reversal) for ECL on:	預期信貸虧損撥備/(撥回):
– Trade receivables	– 應收貿易賬款
– Other receivables	– 其他應收款項
– Loan receivables	– 應收貸款
Expenses related to short term lease	短期租賃相關開支
COVID-19 related rent concessions received	已收新冠病毒疾病(COVID-19)相關租金減免
Net foreign exchange losses	匯兌虧損淨額

note:

Equity-settled share-based payments of Nil (2021: approximately HK\$564,000) and Nil (2021: approximately HK\$2,255,000) were included in directors' emoluments and other staff costs respectively.

13. 本年度虧損

本集團本年度虧損乃於扣除/(計入)以下各項後達致:

2022	2021
HK\$'000	HK\$'000
千港元	千港元
738	1,287
4,291	6,342
5,029	7,629
630	600
112,036	174,624
–	429
226	1,142
–	2,895
–	1,890
–	2,819
292	340
2,171	(132)
38,140	68,078
60	–
–	(29)
3	50

附註:

以股本結算股份為基礎之付款零(二零二一年:約564,000港元)及零(二零二一年:約2,255,000港元)分別計入董事酬金及其他員工成本。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

14. EMPLOYEE BENEFITS EXPENSE

14. 僱員福利開支

		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
Employee benefits expense (including directors' emoluments):	僱員福利開支 (包括董事酬金):		
Salaries, bonuses and allowances	薪金、花紅及津貼	4,845	4,616
Equity-settled share-based payments (note 13)	以股本結算股份為基礎之付款 (附註13)	-	2,819
Retirement benefit scheme contributions (note)	退休福利計劃供款 (附註)	184	194
		<u>5,029</u>	<u>7,629</u>

note:

The Group operates a mandatory provident fund scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group's contributions to the MPF Scheme are calculated at 5% of the salaries subject to a monthly maximum amount of HK\$1,500 per employee and vest fully with employees when contributed into the MPF Scheme.

附註:

本集團根據香港強制性公積金計劃條例為所有香港合資格僱員安排參與強制性公積金計劃(「強積金計劃」)。本集團對強積金計劃之供款乃根據薪金之5%計算(每位員工每月之最高金額不超過1,500港元)，而且本集團存入強積金計劃之僱員供款一概撥歸僱員所有。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

14. EMPLOYEE BENEFITS EXPENSE (continued)

Five highest paid individuals

The five highest paid individuals in the Group during the year included zero (2021: one) director whose emoluments are reflected in the analysis presented in note 15. The emoluments of the remaining five (2021: five) individuals are set out below (note):

Basic salaries, bonus and allowances	基本薪金、花紅及津貼
Bonus	花紅
Equity-settled share-based payments	以股本結算股份為基礎之付款
Retirement benefit scheme contributions	退休福利計劃供款

2022	2021
HK\$'000	HK\$'000
千港元	千港元

1,993	2,356
151	–
–	282
74	99
2,218	2,737

2022	2021
No. of employees	No. of employees
僱員人數	僱員人數

Their emoluments were within the following bands:	彼等之酬金屬於以下範疇：
Nil to HK\$1,000,000	零至1,000,000港元
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元

5	5
–	–

During years ended 31 December 2022 and 2021, 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.

截至二零二二年及二零二一年十二月三十一日止年度，本集團並無向任何五名最高薪人士支付酬金，作為其加入或於加入本集團時的獎勵，或作為離任賠償。

note: For the year ended 31 December 2021, the Company's five highest paid individuals included six individuals due to the fifth and sixth individuals received equal remuneration.

附註： 截至二零二一年十二月三十一日止年度，本公司五名最高薪人士包括六名人士，原因為第五名及第六名人士獲得同等薪酬。

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15. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

For the year ended 31 December 2022

15. 董事福利及權益

(a) 董事酬金

截至二零二二年十二月三十一日止年度

			Contributions to retirement	Share-based payment	Total emoluments
	Fees	Salaries and other benefits	benefits scheme	以股份為 基礎之付款	總酬金
	袍金	薪金及 其他福利	退休福利 計劃供款		
	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
<i>Executive directors</i>					
Mr. CHOW Hei Yin Terry	-	180	9	-	189
Mr. ZHU Yuqi	-	180	9	-	189
<i>Independent non-executive directors</i>					
Ms. HUANG Zhi (note)	60	-	-	-	60
Mr. MAN Yuan	120	-	-	-	120
Mr. MA Kin Ling	180	-	-	-	180
	360	360	18	-	738

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15. BENEFITS AND INTERESTS OF DIRECTORS (continued)

(a) Directors' emoluments (continued)

For the year ended 31 December 2021

	Fees 袍金 HK\$'000 千港元	Salaries and other benefits 薪金及 其他福利 HK\$'000 千港元	Contributions to retirement benefits scheme 退休福利 計劃供款 HK\$'000 千港元	Share-based payment 以股份為 基礎之付款 HK\$'000 千港元	Total emoluments 總酬金 HK\$'000 千港元
<i>Executive directors</i> 執行董事					
Mr. CHOW Hei Yin Terry 周曦賢先生	-	180	9	282	471
Mr. ZHU Yuqi 朱宇奇先生	-	180	9	-	189
<i>Independent non-executive directors</i> 獨立非執行董事					
Ms. HUANG Zhi (note) 黃治小姐 (附註)	45	-	-	282	327
Mr. MAN Yuan 滿圓先生	120	-	-	-	120
Mr. MA Kin Ling 馬健凌先生	180	-	-	-	180
	<u>345</u>	<u>360</u>	<u>18</u>	<u>564</u>	<u>1,287</u>

Note: Appointed on 31 March 2021

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the years ended 31 December 2022 and 2021. No emoluments were paid by the Group to any of the directors or the chief executive of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

15. 董事福利及權益 (續)

(a) 董事酬金 (續)

截至二零二一年十二月三十一日止年度

附註：於二零二一年三月三十一日獲委任

截至二零二二年及二零二一年十二月三十一日止年度，並無董事或最高行政人員放棄或同意放棄任何薪酬的安排。本集團並無向任何董事或本公司最高行政人員支付酬金，作為其加入或於加入本集團時的獎勵，或作為離任賠償。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15. BENEFITS AND INTERESTS OF DIRECTORS (continued)

(b) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in note 38, no other significant transaction, arrangement and contract in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

16. DIVIDENDS

No dividend was paid or proposed during the year ended 31 December 2022, nor has any dividend been proposed since the end of the reporting period (2021: Nil).

15. 董事福利及權益 (續)

(b) 董事於交易、安排或合約之重大權益

除附註38所披露者外，於本年終或於本年度任何時間，本公司或其任何附屬公司概無訂立任何與本集團業務有關而本公司董事及董事之關連人士於其中直接或間接擁有重大權益之重大交易、安排及合約。

16. 股息

截至二零二二年十二月三十一日止年度並無派付或建議派付股息，自報告期間結束以來亦無建議派發任何股息（二零二一年：無）。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

17. LOSS PER SHARE

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

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Loss	虧損		
Loss for the year attributable to owners of the Company for the purpose of basic loss per share	用於計算每股基本虧損之本公司擁有人應佔年內虧損	<u>(56,992)</u>	<u>(58,753)</u>
		2022 '000 千股	2021 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	用於計算每股基本虧損之普通股加權平均數	<u>1,524,045</u>	<u>1,154,471</u>

No diluted loss per share is presented for the years ended 31 December 2022 and 2021, as the outstanding share options did not have any dilutive effect and was not included in the calculation of diluted loss per share.

17. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Loss	虧損		
Loss for the year attributable to owners of the Company for the purpose of basic loss per share	用於計算每股基本虧損之本公司擁有人應佔年內虧損	<u>(56,992)</u>	<u>(58,753)</u>
		2022 '000 千股	2021 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	用於計算每股基本虧損之普通股加權平均數	<u>1,524,045</u>	<u>1,154,471</u>

由於尚未行使購股權並無任何攤薄作用且計算每股攤薄虧損時並未將其計算在內，故截至二零二二年及二零二一年十二月三十一日止年度之每股攤薄虧損並未呈列。

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18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Leasehold improvement 租賃物業 裝修 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本			
At 1 January 2021	於二零二一年一月一日	-	443	443
Additions	添置	2,314	-	2,314
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	2,314	443	2,757
Exchange differences	匯兌差額	-	(1)	(1)
At 31 December 2022	於二零二二年十二月三十一日	2,314	442	2,756
Accumulated depreciation and impairment	累計折舊及減值			
At 1 January 2021	於二零二一年一月一日	-	438	438
Charge for the year	年內支出	424	5	429
Impairment	減值	1,890	-	1,890
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	2,314	443	2,757
Exchange difference	匯兌差額	-	(1)	(1)
At 31 December 2022	於二零二二年十二月三十一日	2,314	442	2,756
Carrying amount	賬面值			
At 31 December 2022	於二零二二年十二月三十一日	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	-	-	-

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

19. RIGHT OF-USE ASSETS

19. 使用權資產

		Leased properties 租賃物業 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	–
Additions	添置	4,432
Depreciation	折舊	(1,142)
Impairment	減值	(2,895)
		<hr/>
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	395
Depreciation	折舊	(226)
		<hr/>
At 31 December 2022	於二零二二年十二月三十一日	<u>169</u>

Lease liabilities of approximately HK\$2,062,000 (2021: HK\$3,366,000) are recognised with related right-of-use assets of approximately HK\$169,000 (2021: HK\$395,000) as at 31 December 2022. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

於二零二二年十二月三十一日，約2,062,000港元（二零二一年：3,366,000港元）的租賃負債與相關使用權資產約169,000港元（二零二一年：395,000港元）獲確認。除出租人持有租賃資產的擔保權益外，租賃協議並無施加任何契約。租賃資產不得作為借款的擔保。

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Depreciation expenses on right-of-use assets	使用權資產之折舊開支	226	1,142
Impairment of right-of-use assets	使用權資產之減值	–	2,895
Interest on lease liabilities (included in finance costs)	租賃負債的利息（計入財務成本）	137	186
COVID-19 Related rent concessions received	已收COVID-19相關租金減免	–	(29)
		<hr/> <hr/>	<hr/> <hr/>

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

19. RIGHT OF-USE ASSETS (continued)

Details of total cash outflow for leases is set out in note 36(c).

As disclosed in note 3, the Group has early adopted the Amendments to HKFRS 16: COVID-19 Related Rent Concessions beyond June 2021, and applied the practical expedient to all eligible rent concessions received by the Group during the year ended 31 December 2021.

For both years, the Group leases an office and warehouse for its operations. Lease contracts are entered into for fixed term of 2 years to 3.6 years (2021: 2 to 3.6 years), but may have extension and termination options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

20. INVESTMENT IN AN ASSOCIATE

Unlisted investment:	非上市投資：
At 1 January	於一月一日
Acquisition	收購
Share of result of associate	應佔聯營公司之業績
At 31 December	於十二月三十一日

Name of entity	Incorporation	Registered capital	Percentage of equity attributable to the Group 本集團應佔權益百分比	Principal activities
實體名稱	註冊成立	註冊資本		主要活動
Blue Pool Ventures Limited	Samoa	1,000 ordinary shares of US\$1 each	25% (2021: Nil)	Investment holding
藍塘創投有限公司	薩摩亞	1,000股每股面值1美元的普通股	25% (二零二一年：零)	投資控股

19. 使用權資產 (續)

有關租賃總現金流出之詳情載於附註36(c)。

誠如附註3所披露，本集團已提前採納香港財務報告準則第16號(修訂本)：於二零二一年六月以後新冠病毒疾病(COVID-19)相關租金減免，並對本集團於截至二零二一年十二月三十一日止年度收取的所有符合條件的租金減免採用實際權宜方法。

於兩個年度內，本集團為其業務租賃辦公室及倉庫。租賃合約的固定期限為2年至3.6年(二零二一年：2至3.6年)，惟可有權延期及終止(誠如下文所述)。租賃條款乃按個別基準磋商，並包含各種不同的條款及條件。於釐定租期及評估不可取消期間的時長時，本集團應用合約的定義並確定合同可執行的期限。

20. 於一間聯營公司之投資

2022 HK\$'000 千港元	2021 HK\$'000 千港元
–	–
133	–
(54)	–
79	–

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20. INVESTMENT IN AN ASSOCIATE (continued)

The following table shows, the Group's share of the amounts of the immaterial associate that are accounted for using the equity method.

At 31 December:	於十二月三十一日：
Carrying amount of interest	權益賬面值
Year ended 31 December:	截至十二月三十一日
	止年度：
Share of loss from continuing operations	應佔持續經營業務產生的虧損
Share of other comprehensive income	應佔其他全面收益
Share of total comprehensive income	應佔全面收益總額

20. 於一間聯營公司之投資 (續)

下表載列本集團分佔使用權益法入賬之不重大聯營公司之款項。

2022	2021
HK\$'000	HK\$'000
千港元	千港元
79	—
(54)	—
—	—
(54)	—

21. DEPOSITS

Deposits with the Stock Exchange	聯交所按金
– Compensation fund	– 補償基金
– Fidelity fund	– 互保基金
– Stamp duty deposit	– 印花稅按金
Contribution of guarantee fund paid to Hong Kong Securities Clearing Company Limited (“HKSCC”)	已付香港中央結算有限公司(「香港結算」)擔保基金供款
Admission fee paid to HKSCC	已付香港結算參與費

21. 按金

2022	2021
HK\$'000	HK\$'000
千港元	千港元
50	50
50	50
5	5
50	50
50	50
205	205

22. INVENTORIES

Merchandises	商品
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22. 存貨

2022	2021
HK\$'000	HK\$'000
千港元	千港元
4,758	—

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

23. TRADE AND OTHER RECEIVABLES

23. 應收貿易賬款及其他應收款項

			2022	2021
		Note	HK\$'000	HK\$'000
		附註	千港元	千港元
Trade receivables arising from the ordinary course of business of dealing in securities transactions:	證券交易買賣業務之日常業務過程產生的應收貿易賬款：			
– Cash clients	– 現金客戶	(a)	8,407	4,956
Less: Allowance for ECL	減：預期信貸虧損撥備		(93)	(64)
			8,314	4,892
Trade receivables from other ordinary course of business, other than business of dealing in securities transactions	其他日常業務過程產生的應收貿易賬款（證券交易買賣業務除外）	(b)	44,776	35,834
Less: Allowance for ECL	減：預期信貸虧損撥備		(812)	(1,728)
			43,964	34,106
Deposits in brokerage firms	於經紀公司之按金		–	4,430
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	(c)	18,197	18,617
Less: Allowance for ECL	減：預期信貸虧損撥備		(2,375)	(204)
			15,822	22,843
Total trade and other receivables	應收貿易賬款及其他應收款項總額		68,100	61,841

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23. TRADE AND OTHER RECEIVABLES (continued)

(a) Trade receivables arising from the business of dealing in securities

The Group seeks to maintain tight control over its outstanding trade receivables and has procedures and policies to assess its clients' credit quality and defines credit limits for each client. All client acceptances and credit limit are approved by designated approvers according to the clients' credit worthiness.

The normal settlement terms of trade receivables from clients and clearing house arising from the ordinary course of business of securities brokerage services are 2 trading days (2021: 2 trading days) after the trade date.

The ageing analysis of trade receivables arising from the ordinary course of business of dealing in securities transactions, based on trading date, and net of allowance, is as follows:

0-30 days	0至30日
31-60 days	31至60日
61-90 days	61至90日
Over 90 days	90日以上

Trade receivables due from cash clients are secured by clients' securities, which are publicly traded equity securities listed in Hong Kong. The fair values of the securities as at 31 December 2022 were approximately HK\$123,389,000 (2021: approximately HK\$19,180,000). As at 31 December 2022 and 2021, all balances were secured by sufficient collateral on an individual basis.

23. 應收貿易賬款及其他應收款項 (續)

(a) 證券買賣業務產生之應收貿易賬款

本集團力求嚴格控制其未收回之應收貿易賬款，並設有程序及政策評估其客戶的信貨質素以及界定各客戶的信貨限額。接納客戶的一切事宜及信貨限額均由指定審批人員根據客戶的信譽審批。

於證券經紀服務之日常業務過程中產生的應收客戶及結算所貿易賬款的正常結算期為交易日期後兩個交易日（二零二一年：兩個交易日）。

證券交易買賣業務之日常業務過程產生之應收貿易賬款（扣除撥備後）根據交易日期呈列之賬齡分析如下：

2022 HK\$'000 千港元	2021 HK\$'000 千港元
77	4,575
1,602	3
317	3
6,318	311
8,314	4,892

應收現金客戶的應收貿易賬款以客戶的證券（於香港公開買賣之上市股本證券）作抵押。證券於二零二二年十二月三十一日的公平值約為123,389,000港元（二零二一年：約19,180,000港元）。於二零二二年及二零二一年十二月三十一日，所有結餘均按個別基準由充足抵押品作抵押。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

23. TRADE AND OTHER RECEIVABLES (continued)

(a) Trade receivables arising from the business of dealing in securities (continued)

In addition, the Group has a policy for determining the allowance for impairment of trade receivables without sufficient collateral based on the evaluation of collectability and ageing analysis of accounts and on management's judgement including the creditworthiness, collateral and the past collection history of each client.

In determining the recoverability of the trade receivables, the Group considers any change in the credit quality of the trade receivables from the date the credit was initially granted up to the reporting date and the fair values of the collateral held.

The carrying amount of the Group's trade receivables arising from the business of dealing in securities are denominated in HK\$.

(b) Trade receivables arising from other businesses

The Group allows a credit period from 30 to 90 days (2021: 30 to 90 days) to its customers. The ageing analysis of trade receivables arising from other course of business other than business of dealing in securities transactions, based on invoice date, and net of allowance, is as follows:

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	90日以上

23. 應收貿易賬款及其他應收款項 (續)

(a) 證券買賣業務產生之應收貿易賬款 (續)

此外，本集團設有政策，根據對可收回性的評估與賬目的賬齡分析及管理層的判斷（包括每名客戶的信譽、抵押品及過往收款記錄）釐定未提供充足抵押品的應收貿易賬款減值撥備。

於釐定應收貿易賬款之可收回性時，本集團考慮應收貿易賬款自初始授出信貸日期起直至報告日期止信貸質素及所持抵押品之公平值之任何變動。

本集團源自證券買賣業務之應收貿易賬款的賬面值以港元計值。

(b) 其他業務產生之應收貿易賬款

本集團授予其客戶30至90日（二零二一年：30至90日）之信貸期。除證券交易買賣業務外，自其他業務過程產生之應收貿易賬款（扣除撥備後）根據發票日期呈列之賬齡分析如下：

2022	2021
HK\$'000	HK\$'000
千港元	千港元
5,798	10,352
5,160	7,757
8,023	7,192
24,983	8,805
43,964	34,106

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

23. TRADE AND OTHER RECEIVABLES (continued)

(b) Trade receivables arising from other businesses (continued)

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributed to customers are reviewed twice a year.

Details of impairment assessment of trade receivables for the years ended 31 December 2022 and 2021 are set out in note 6(c) to the consolidated financial statements.

The carrying amount of the Group's trade receivables arising from other business are denominated in US\$.

(c) Deposit, prepayments and other receivables

Amount due from a subsidiary's director of approximately HK\$3,170,000 (net of allowance of HK\$1,006,000) (2021: HK\$4,717,000 (net of allowance of HK\$89,000)) was included in the deposits, prepayments and other receivables. The amount due is unsecured, interest-free and repayable on demand.

23. 應收貿易賬款及其他應收款項 (續)

(b) 其他業務產生之應收貿易賬款 (續)

本集團於接納任何新客戶前會先評估準客戶之信貸質素並且界定該客戶之信貸限額。客戶獲得的信貸限額每年檢討兩次。

於截至二零二二年及二零二一年十二月三十一日止年度應收貿易賬款的減值評估詳情載於綜合財務報表附註6(c)。

本集團源自其他業務之應收貿易賬款的賬面值以美元計值。

(c) 按金、預付款項及其他應收款項

應收一間附屬公司之董事之款項約3,170,000港元(扣除撥備1,006,000港元)(二零二一年: 4,717,000港元(扣除撥備89,000港元))已計入按金、預付款項及其他應收款項。應收金額為無抵押、免息及須應要求償還。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

24. LOAN RECEIVABLES

The ageing analysis of loan receivables based on the remaining contractual maturity date:

0 – 90 days	0至90日
91 – 180 days	91至180日
181 – 365 days	181至365日
Less: Allowance for ECL	減：預期信貸虧損撥備

The Group's loan receivables arose from the money lending business.

The loan receivables are repayable in accordance with the terms of the loan agreements and all loan receivables are recoverable within 1 year (2021: 1 year).

The Group's loan receivables contain clauses which reserved the right at sole discretion to demand immediate repayment at any time irrespective of whether the borrowers have complied with the covenants and met the scheduled repayment obligations.

As at 31 December 2022, the Group's loan receivables are denominated in HK\$ and carried at fixed effective interest rate ranging from 8% to 10% (2021: 8% to 10%) per annum and with the terms of 1 year (2021: 1 year).

24. 應收貸款

應收貸款的賬齡分析按剩餘合約到期日呈列：

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
0 – 90 days	17,434	170,978
91 – 180 days	38,512	39,640
181 – 365 days	102,519	77,407
Less: Allowance for ECL	158,465 (57,312)	288,025 (169,012)
	101,153	119,013

本集團之應收貸款來自放債業務。

應收貸款已根據貸款協議之條款償還，且所有應收貸款可於一年內收回（二零二一年：一年）。

本集團應收貸款載有保留全權決定於任何時間要求即時還款的權利的條款，不論借款人是否已遵守契諾及履行預定的還款責任。

於二零二二年十二月三十一日，本集團的應收貸款以港元計值，按固定實際年利率介乎8%至10%（二零二一年：8%至10%）計息，期限為一年（二零二一年：一年）。

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綜合財務報表附註

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25. FINANCIAL ASSETS AT FVTPL

25. 按公平值計入損益之金融資產

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Equity securities listed in Hong Kong, 於香港上市之股本證券， at fair value 按公平值	74,974	87,284

The equity securities listed in Hong Kong are held for trading purpose and are measured at FVTPL in accordance with HKFRS 9. The investments in listed equity securities that offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate. The fair values of listed securities are based on current bid prices.

於香港上市之股本證券乃為交易目的而持有並根據香港財務報告準則第9號按公平值計入損益計量。為本集團提供機遇透過股息收入及公平值收益獲得回報的上市股本證券投資。該等投資並無固定到期日或票息率。上市證券的公平值乃基於目前的買入價釐定。

26. CASH AND BANK BALANCES

26. 現金及銀行結餘

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Bank balances 銀行結餘		
– Segregated accounts for dealing with clients' money (note) 一處理客戶資金之獨立賬戶(附註)	5,742	7,223
– House accounts 一自有賬戶	26,818	52,859
Cash on hand 手頭現金	30	16
	32,590	60,098

Note: The Group maintains segregated accounts with authorised financial institution to hold client money in the ordinary course of business.

附註：本集團於認可金融機構設有獨立賬戶，以於日常業務過程中持有客戶資金。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

26. CASH AND BANK BALANCES (continued)

26. 現金及銀行結餘 (續)

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Represented by:	為：		
– Client accounts (note)	– 客戶賬戶 (附註)	5,742	7,223
– House accounts	– 自有賬戶	26,848	52,875
		32,590	60,098

note:

As at 31 December 2022, include in bank balance – client accounts of approximately HK\$5,742,000 (2021: approximately HK\$7,223,000) was money deposited by clients in the course of business of dealing in securities. The Group has recognised the corresponding amount in trade payables (note 27). The Group currently does not have a legally enforceable right to offset these payables with deposit placed and use the clients' monies to settle its own obligations.

At the end of the reporting period, the cash and bank balances of the Group are denominated in the following currencies:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
RMB	人民幣	51	66
AUD	澳元	–	6
US\$	美元	4,369	3,757
HK\$	港元	28,170	56,269
		32,590	60,098

Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations. However, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

附註：

於二零二二年十二月三十一日，計入銀行結餘－客戶賬戶約5,742,000港元（二零二一年：約7,223,000港元）為客戶於證券交易業務過程中存入的資金。本集團已於應付貿易賬款中確認相關款項（附註27）。本集團現時尚無法律可執行的權利，可以透過存入按金抵銷該等應付賬款及使用客戶的款項履行其義務。

於報告期末，本集團之現金及銀行結餘按下列貨幣計值：

人民幣兌換為外幣乃須遵守中國外匯管制條例及結匯、售匯及付匯管理規定。然而，本集團獲允許通過獲授權從事外匯業務的銀行將人民幣兌換為其他貨幣。

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27. TRADE AND OTHER PAYABLES

27. 應付貿易賬款及其他應付款項

		2022	2021
	<i>Note</i>	HK\$'000	HK\$'000
	<i>附註</i>	千港元	千港元
Trade payables arising from the ordinary course of business of dealing in securities transactions:			
– Cash clients	(a)	5,397	11,823
Trade payables from purchase of goods arising from other ordinary course of business, other than business of dealing in securities transactions	(b)	55,701	40,704
Other payables and accrued expenses		13,428	12,976
Provision for reinstatement cost	(c)	200	200
		74,726	65,703

(a) Trade payables arising from the business of dealing in securities

The trade payables balances arising from the ordinary course of business of securities brokerage services are normally settled in two trading days after the trade date except for the money held on behalf of clients at the segregated bank accounts which are repayable on demand. No ageing analysis is disclosed as, in the opinion of the directors of the Company, an ageing analysis does not give additional value in view of the nature of this business.

The carrying amount of the Group's trade payables arising from the business of dealing in securities are denominated in HK\$.

(a) 證券買賣業務產生的應付貿易賬款

證券經紀服務日常業務過程中產生的應付貿易賬款結餘一般於交易日期後兩個交易日內結算，惟代客戶於獨立銀行賬戶持有之資金須按需償還。由於本公司董事認為，鑑於該業務性質，賬齡分析並無額外價值，故並無披露賬齡分析。

本集團源自證券買賣業務之應付貿易賬款的賬面值以港元計值。

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27. TRADE AND OTHER PAYABLES (continued)

(b) Trade payables arising from other businesses

The ageing analysis of trade payables, based on the invoice date, is as follows:

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	90日以上

The credit period on purchase of goods ranges from 30 to 60 days (2021: 30 to 60 days).

The carrying amount of the Group's trade payable arising from other business are denominated in US\$.

(c) Movement of the provision for reinstatement cost

At 1 January	於一月一日
Provision for reinstatement cost recognised during the year	年內確認之復原成本撥備
At 31 December	於十二月三十一日

27. 應付貿易賬款及其他應付款項(續)

(b) 其他業務所產生的應付貿易賬款

按發票日期之應付貿易賬款之賬齡分析呈列如下：

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
0 – 30 days	7,578	8,390
31 – 60 days	4,572	4,112
61 – 90 days	8,118	702
Over 90 days	35,433	27,500
	55,701	40,704

購買貨品信貸期介乎30至60日(二零二一年:30至60日)。

本集團源自其他業務之應付貿易賬款的賬面值以美元計值。

(c) 復原成本撥備之變動

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
At 1 January	200	–
Provision for reinstatement cost recognised during the year	–	200
At 31 December	200	200

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28. LEASE LIABILITIES

28. 租賃負債

		Minimum lease payments		Present value of minimum lease payments	
		最低租賃付款		最低租賃付款現值	
		2022	2021	2022	2021
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Within one year	一年內	1,382	1,442	1,310	1,304
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	767	2,148	752	2,062
		2,149	3,590	2,062	3,366
Less: Future finance charges	減：遠期財務費用	(87)	(224)	N/A	N/A 不適用
Present value of lease obligations	租賃責任現值	2,062	3,366	2,062	3,366
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期結算的金額 (於流動負債項下呈列)			(1,310)	(1,304)
Amount due for settlement after 12 months	於12個月後到期結算的金額			752	2,062

All lease liabilities are denominated in HK\$.

所有租賃負債均以港元計值。

The incremental borrowing rates applied to lease liabilities is 5% (2021: 5%).

適用於租賃負債的增量借款利率為5% (二零二一年：5%)。

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29. BANK LOAN

29. 銀行貸款

		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
Secured bank loan	有抵押銀行貸款	2,177	2,905
Scheduled payment terms of bank loan contain a repayment on demand clause (shown under current liabilities):	銀行貸款之計劃還款條款內包含須應要求還款之條款(列入流動負債):		
Within one year	一年內	776	728
More than one year, but within two years	超過一年但不超過兩年	824	776
More than two years, but within five years	超過兩年但不超過五年	577	1,401
		2,177	2,905

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

29. BANK LOAN (continued)

The carrying amounts of the Group's borrowings are denominated in HK\$.

The average interest rate at 31 December 2022 was 6.07% (2021: 6.07%).

As at 31 December 2022 and 2021 the Group's bank loan was guaranteed by (i) Mr. Ma Pun Fai, a director of a subsidiary of the Company and (ii) the HKMC Insurance Limited of HK\$3,420,000.

The Group's bank borrowings contain clauses which give the banks the right at their sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

The Group regularly monitors its compliance with loan covenants. Its repayments up to date are in accordance with the scheduled repayments of the term loans. The Group does not consider that the banks will probably exercise their discretions to demand repayments so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in note 6(d) to the consolidated financial statements.

29. 銀行貸款 (續)

本集團借貸的賬面值以港元計值。

於二零二二年十二月三十一日的平均利率為6.07% (二零二一年: 6.07%)。

於二零二二年及二零二一年十二月三十一日, 本集團之銀行貸款乃由(i)本公司一間附屬公司之一名董事馬彬輝先生及(ii)香港按證保險有限公司之3,420,000港元擔保。

本集團銀行借款有附帶條款, 不論本集團是否已遵守契諾及是否已履行預定的還款責任, 該附帶條款給予銀行全權酌情隨時要求本集團即時還款的權利。

本集團定期監察其是否已遵守貸款契諾。其截至目前的還款乃按定期貸款的還款時間表進行。本集團認為只要本集團繼續符合該等規定, 則銀行不大可能行使其要求還款的酌情權。有關本集團流動資金風險管理的進一步詳情載於綜合財務報表附註6(d)。

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30. DEFERRED TAX ASSETS

The following are the deferred tax assets recognised by the Group.

30. 遞延稅項資產

以下為本集團確認的遞延稅項資產。

		Provision of ECL 預期信貸 虧損撥備 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	979
Charge to profit or loss for the year (note 12)	於本年度損益扣除(附註12)	(956)
		<hr/>
At 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日	23
		<hr/> <hr/>

At the end of the reporting period, the Group has unused tax losses of approximately HK\$386,550,000 (2021: HK\$238,630,000) that are available for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses due to unpredictability of future profit streams. Except for the tax losses of approximately HK\$2,336,000 (2021: HK\$4,079,000) will be expired in 5 years from the year of origination, the remaining tax losses may be carried forward indefinitely.

於報告期末，本集團有可供抵銷日後應課稅溢利的未使用稅項虧損約386,550,000港元(二零二一年：238,630,000港元)。由於日後溢利流的不可預見性，並無就該等虧損確認遞延稅項資產。除稅項虧損約2,336,000港元(二零二一年：4,079,000港元)將自起始年度起計五年到期外，餘下稅項虧損可無限期結轉。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

31. SHARE CAPITAL

31. 股本

		2022		2021	
		Number of ordinary shares	Amount	Number of ordinary shares	Amount
		普通股數目	金額	普通股數目	金額
		'000	HK\$'000	'000	HK\$'000
		千股	千港元	千股	千港元
At 1 January and 31 December, ordinary share of HK\$0.006	於一月一日及 十二月三十一日， 0.006港元之普通股	<u>100,000,000</u>	<u>600,000</u>	<u>100,000,000</u>	<u>600,000</u>
Issued and fully paid:	已發行及繳足：				
At 1 January, ordinary share of HK\$0.006	於一月一日，0.006 港元之普通股	1,492,937	8,958	912,937	5,477
Issue of shares upon exercise of share options (note i)	於行使購股權時發行 股份 (附註i)	45,600	273	-	-
Placing of shares (note ii)	股份配售 (附註ii)	-	-	580,000	3,481
At 31 December, ordinary share of HK\$0.006	於十二月三十一日， 0.006港元之普通股	<u>1,538,537</u>	<u>9,231</u>	<u>1,492,937</u>	<u>8,958</u>

notes:

- (i) During the year ended 31 December 2022, 45,600,000 options were exercised at the exercise price of HK\$0.078 per share, resulting in the issuance of 45,600,000 new shares of HK\$0.006 each. Proceeds from exercising the share options amounted to approximately HK\$3,556,000.
- (ii) On 23 April 2021, the Company and the placing agent entered into the placing agreement pursuant to which the placing agent has conditionally agreed to place, on a best effort basis, to not less than six places, for up to 580,000,000 placing shares at the placing price of HK\$0.1 per placing share (the "Placing"). The placing of new shares was completed on 2 August 2021. The Company received net proceeds, after deducting the related expenses and the other related expenses, from the placing amounted to approximately HK\$57,997,000.

附註：

- (i) 截至二零二二年十二月三十一日止年度，45,600,000份購股權按行使價每股0.078港元獲行使，導致發行45,600,000股每股面值0.006港元的新股份。行使購股權所得款項約為3,556,000港元。
- (ii) 於二零二一年四月二十三日，本公司與配售代理簽訂配售協議，據此，配售代理已有條件同意按竭盡全力基準向不少於六名承配人配售最多達580,000,000股配售股份，配售價為每股配售股份0.1港元（「配售」）。新股配售於二零二一年八月二日完成。本公司收到配售所得款項淨額（經扣除相關開支及其他相關開支）為約57,997,000港元。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

31. SHARE CAPITAL (continued)

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts, redemption of existing debts or selling assets to reduce debts.

The externally imposed capital requirements for the Group are: (i) in order to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares; (ii) to meet financial covenants attached to the interest-bearing borrowings; and (iii) minimum capital and liquid capital requirements by the Securities and Futures Commission of Hong Kong.

During the years ended 31 December 2022 and 2021, the Group complied with the above liquid capital requirements.

The Group receives a report from the share registrars monthly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the years ended 31 December 2022 and 2021.

Breaches in meeting the financial covenants would permit the bank to immediately call borrowings. There have been no breaches in the financial covenants of any interest-bearing borrowing for the years ended 31 December 2022 and 2021.

31. 股本 (續)

本集團於管理資本的目標為保障本集團持續經營的能力及通過優化債務及權益結餘使股東回報最大化。

本集團時常通過考慮資本成本及每類別股本的相關風險審閱資本架構。本集團通過派付股息、發行新股份及股份購回以及發行新債務、贖回現有債務或出售資產以減少債務的方式去平衡整體資本結構。

外部對本集團施加之資本要求為：(i) 為維持於聯交所的上市地位，其須擁有的公眾持股量為不少於股份的25%；(ii) 滿足計息借貸隨附的財務契諾；及(iii) 香港證券及期貨事務監察委員會規定的最低資本及流動資金要求。

截至二零二二年及二零二一年十二月三十一日止年度，本集團已遵守上述流動資金要求。

本集團每月自股份過戶登記處取得載有非公眾持股量資料之主要股份權益報告，報告顯示本集團於截至二零二二年及二零二一年十二月三十一日止年度內一直符合25%之上限規定。

倘違反財務契諾，銀行將可立即收回借貸。於截至二零二二年及二零二一年十二月三十一日止年度，本集團並無違反任何計息借貸之財務契諾。

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32. SHARE-BASED PAYMENTS

Equity-settled share option scheme

Pursuant to a resolution passed by the Company's shareholders at the special general meeting held on 23 December 2021, the Company adopted the new Share Option Scheme (the "Scheme") and to terminate the old Share Option Scheme ("Old Scheme") for the purpose of rewarding participants who have contributed to the Group and to provide incentives to work towards the success of the Company.

Under the Scheme, the Company's board of directors may, at its discretion, grant options to eligible persons (including directors, employees and consultants) to subscribe for the Company's shares.

The exercise price of the share options under the Scheme is determined by the directors of the Company, and must be at least the higher of: (a) the average of the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the relevant date of offer of the share options; (b) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the relevant date of offer of the share options, which must be a business day; and (c) the nominal value of the Company's shares.

32. 以股份為基礎之付款

以股權結算之購股權計劃

根據本公司股東於二零二一年十二月二十三日舉行的股東特別大會上通過之決議案，本公司採納新購股權計劃（「該計劃」）並終止舊購股權計劃（「舊計劃」），以獎勵對本集團作出貢獻之參與者，並激勵彼等為本公司之成功而努力。

根據該計劃，本公司董事會可酌情決定向合資格人士（包括董事、僱員及顧問）授予購股權以認購本公司股份。

該計劃之購股權行使價由本公司董事釐定，並須至少為以下較高者：(a) 緊接有關購股權要約日期前五個營業日於聯交所每日報價表得出之本公司股份平均收市價；(b) 有關購股權要約日期於聯交所每日報價表得出之本公司股份收市價，該日必須為營業日；及(c) 本公司股份之面值。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

The maximum number of shares which may be issued upon exercise of all Options to be granted under the Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% in nominal amount of the aggregate of Shares in issue on the date of adoption ("Scheme Mandate Limit").

Options previously granted under the Old Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the terms or exercised options) will not be counted for the purpose of calculating the Scheme Mandate Limit as renewed.

At any time, the maximum number of shares which may be issued upon exercise of all options which then has been granted and have yet to be exercised under the Scheme and any other share option schemes of the Company shall not, in the absence of Shareholders' approval, in aggregate exceed 30% of the Shares in issue from time to time.

An offer of the grant of an option may be accepted within 28 days from the date of grant together with a remittance of HK\$1 by way of consideration for the grant thereof. An option may be exercised during such period as the Board may in its absolute discretion determine, save that such period shall not be more than 10 years from the date of grant.

32. 以股份為基礎之付款 (續)

以股權結算之購股權計劃 (續)

根據該計劃及本公司任何其他購股權計劃所授出的所有購股權，於行使後可發行的最高股份數目合共不得超過採納日期已發行股份總面值的10%（「計劃授權限額」）。

先前根據舊計劃或本公司任何其他購股權計劃授出之購股權（包括根據計劃條款尚未行使、已註銷、已失效或已行使之購股權）於計算經更新計劃授權限額時不予計算在內。

於任何時間在未經股東批准的情況下，根據該計劃及本公司任何其他購股權計劃授出但尚未行使之所有購股權，於行使後可予發行股份之最高數目合共不得超過不時已發行股份30%。

授出購股權之要約可於授出日期起計28日內接納，並支付1港元作為授出要約之代價。購股權可於董事會按其絕對酌情權釐定之期限內行使，惟有關期間由授出日期起計不得超過十年。

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32. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

The following table discloses the details of the Company's share options and the movements during the year ended 31 December 2022:

32. 以股份為基礎之付款(續)

以股權結算之購股權計劃(續)

下表披露本公司購股權的詳情以及於截至二零二二年十二月三十一日止年度內的變動：

Category 類別	Date of grant 授出日期	Exercise price per share 每股行使價	Exercise period 行使期間	Notes 附註	Outstanding at 1.1.2022 於二零二二年 一月一日 尚未行使	Grant during the year 於年內授出	Exercise during the year 於年內行使	Cancelled/lapsed during the year 於年內註銷/ 失效	Outstanding at 31.12.2022 於二零二二年 十二月三十一日 尚未行使
Director									
董事									
CHOW Hei Yin Terry 周曉賢	8 April 2021 二零二一年四月八日	0.1066	8 April 2021 to 7 April 2023 二零二一年四月八日至 二零二三年四月七日	(a)	6,304,000	-	-	-	6,304,000
HUANG Zhi 黃治	8 April 2021 二零二一年四月八日	0.1066	8 April 2021 to 7 April 2023 二零二一年四月八日至 二零二三年四月七日	(a)	6,304,000	-	-	-	6,304,000
ZHU Yuqi 朱宇奇	8 May 2020 二零二零年五月八日	0.0780	8 May 2020 to 7 May 2022 二零二零年五月八日至 二零二二年五月七日	(b)	7,607,000	-	-	(7,607,000)	-
MAN Yuan 滿圓	8 May 2020 二零二零年五月八日	0.0780	8 May 2020 to 7 May 2022 二零二零年五月八日至 二零二二年五月七日	(b)	7,607,000	-	-	(7,607,000)	-
MA Kin Ling 馬健凌	8 May 2020 二零二零年五月八日	0.0780	8 May 2020 to 7 May 2022 二零二零年五月八日至 二零二二年五月七日	(b)	7,607,000	-	-	(7,607,000)	-
Employee									
僱員									
	8 May 2020 二零二零年五月八日	0.0780	8 May 2020 to 7 May 2022 二零二零年五月八日至 二零二二年五月七日	(b)	45,642,000	-	(45,600,000)	(42,000)	-
	8 April 2021 二零二一年四月八日	0.1066	8 April 2021 to 7 April 2023 二零二一年四月八日至 二零二三年四月七日	(a)	50,432,000	-	-	-	50,432,000
					<u>131,503,000</u>	<u>-</u>	<u>(45,600,000)</u>	<u>(22,863,000)</u>	<u>63,040,000</u>
Exercisable at the end of the year			於年末可行使						<u>63,040,000</u>
Weighted average exercise price			加權平均行使價		<u>HK\$0.0917港元</u>				<u>HK\$0.1066港元</u>

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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

The following table disclose the details of the Company's share options and the movements during the year ended 31 December 2021:

Category 類別	Date of grant 授出日期	Exercise price 每股行使價	Exercise period 行使期間	Notes 附註	Outstanding at 1.1.2021 於二零二一年 一月一日 尚未行使	Grant during the year 於年內授出	Exercise during the year 於年內行使	Cancelled/lapsed during the year 於年內註銷/ 失效	Outstanding at 31.12.2021 於二零二一年 十二月三十一日 尚未行使
Director									
董事									
CHOW Hei Yin Terry 周曦賢	8 April 2021 二零二一年四月八日	0.1066	8 April 2021 to 7 April 2023 二零二一年四月八日至 二零二三年四月七日	(a)	-	6,304,000	-	-	6,304,000
HUANG Zhi 黃治	8 April 2021 二零二一年四月八日	0.1066	8 April 2021 to 7 April 2023 二零二一年四月八日至 二零二三年四月七日	(a)	-	6,304,000	-	-	6,304,000
ZHU Yuqi 朱宇奇	8 May 2020 二零二零年五月八日	0.0780	8 May 2020 to 7 May 2022 二零二零年五月八日至 二零二二年五月七日	(b)	7,607,000	-	-	-	7,607,000
MAN Yuan 滿圓	8 May 2020 二零二零年五月八日	0.0780	8 May 2020 to 7 May 2022 二零二零年五月八日至 二零二二年五月七日	(b)	7,607,000	-	-	-	7,607,000
MA Kin Ling 馬健凌	8 May 2020 二零二零年五月八日	0.0780	8 May 2020 to 7 May 2022 二零二零年五月八日至 二零二二年五月七日	(b)	7,607,000	-	-	-	7,607,000
Employee									
僱員									
	8 May 2020 二零二零年五月八日	0.0780	8 May 2020 to 7 May 2022 二零二零年五月八日至 二零二二年五月七日	(b)	45,642,000	-	-	-	45,642,000
	8 April 2021 二零二一年四月八日	0.1066	8 April 2021 to 7 April 2023 二零二一年四月八日至 二零二三年四月七日	(a)	-	50,432,000	-	-	50,432,000
Consultants									
顧問									
	17 April 2019 二零一九年四月十七日	0.4720	17 April 2019 to 16 April 2021 二零一九年四月十七日至 二零二一年四月十六日	(c)	76,075,000	-	-	(76,075,000)	-
					<u>144,538,000</u>	<u>63,040,000</u>	<u>-</u>	<u>(76,075,000)</u>	<u>131,503,000</u>
Exercisable at the end of the year			於年末可行使						<u>131,503,000</u>
Weighted average exercise price			加權平均行使價		<u>HK\$0.2854港元</u>	<u>HK\$0.1066港元</u>			<u>HK\$0.0917港元</u>

notes:

(a) 63,040,000 options granted on 8 April 2021 are immediately vested at the date of grant. The closing price of the shares of the Company immediately before the grant date of the share options on 8 April 2021 was HK\$0.1066 per share.

32. 以股份為基礎之付款 (續)

以股權結算之購股權計劃 (續)

下表披露本公司購股權的詳情以及於截至二零二一年十二月三十一日止年度內的變動：

Category 類別	Date of grant 授出日期	Exercise price 每股行使價	Exercise period 行使期間	Notes 附註	Outstanding at 1.1.2021 於二零二一年 一月一日 尚未行使	Grant during the year 於年內授出	Exercise during the year 於年內行使	Cancelled/lapsed during the year 於年內註銷/ 失效	Outstanding at 31.12.2021 於二零二一年 十二月三十一日 尚未行使
Director									
董事									
CHOW Hei Yin Terry 周曦賢	8 April 2021 二零二一年四月八日	0.1066	8 April 2021 to 7 April 2023 二零二一年四月八日至 二零二三年四月七日	(a)	-	6,304,000	-	-	6,304,000
HUANG Zhi 黃治	8 April 2021 二零二一年四月八日	0.1066	8 April 2021 to 7 April 2023 二零二一年四月八日至 二零二三年四月七日	(a)	-	6,304,000	-	-	6,304,000
ZHU Yuqi 朱宇奇	8 May 2020 二零二零年五月八日	0.0780	8 May 2020 to 7 May 2022 二零二零年五月八日至 二零二二年五月七日	(b)	7,607,000	-	-	-	7,607,000
MAN Yuan 滿圓	8 May 2020 二零二零年五月八日	0.0780	8 May 2020 to 7 May 2022 二零二零年五月八日至 二零二二年五月七日	(b)	7,607,000	-	-	-	7,607,000
MA Kin Ling 馬健凌	8 May 2020 二零二零年五月八日	0.0780	8 May 2020 to 7 May 2022 二零二零年五月八日至 二零二二年五月七日	(b)	7,607,000	-	-	-	7,607,000
Employee									
僱員									
	8 May 2020 二零二零年五月八日	0.0780	8 May 2020 to 7 May 2022 二零二零年五月八日至 二零二二年五月七日	(b)	45,642,000	-	-	-	45,642,000
	8 April 2021 二零二一年四月八日	0.1066	8 April 2021 to 7 April 2023 二零二一年四月八日至 二零二三年四月七日	(a)	-	50,432,000	-	-	50,432,000
Consultants									
顧問									
	17 April 2019 二零一九年四月十七日	0.4720	17 April 2019 to 16 April 2021 二零一九年四月十七日至 二零二一年四月十六日	(c)	76,075,000	-	-	(76,075,000)	-
					<u>144,538,000</u>	<u>63,040,000</u>	<u>-</u>	<u>(76,075,000)</u>	<u>131,503,000</u>
Exercisable at the end of the year			於年末可行使						<u>131,503,000</u>
Weighted average exercise price			加權平均行使價		<u>HK\$0.2854港元</u>	<u>HK\$0.1066港元</u>			<u>HK\$0.0917港元</u>

附註：

(a) 於二零二一年四月八日所授出之63,040,000份購股權已於授出日期即時歸屬。緊接購股權授出日期之前本公司股份於二零二一年四月八日之收市價為每股0.1066港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

notes:

- (b) 76,070,000 options granted on 8 May 2020 are immediately vested at the date of grant. The closing price of the shares of the Company immediately before the grant date of the share options on 8 May 2020 was HK\$0.078 per share.
- (c) 1,521,500,000 options granted on 17 April 2019 are immediately vested at the date of grant. The closing price of the shares of the Company immediately before the grant date of the share options on 17 April 2019 was HK\$0.0236 per share. As a result of the share consolidation on 26 March 2020, the number of options and exercise price of the share options were adjusted from 1,521,500,000 options to 76,075,000 options and HK\$0.0236 per share to HK\$0.4720 per share respectively.

32. 以股份為基礎之付款 (續)

以股權結算之購股權計劃 (續)

附註：

- (b) 於二零二零年五月八日所授出之76,070,000份購股權已於授出日期即時歸屬。緊接購股權授出日期之前本公司股份於二零二零年五月八日之收市價為每股0.078港元。
- (c) 於二零一九年四月十七日所授出之1,521,500,000份購股權已於授出日期即時歸屬。緊接購股權授出日期之前本公司股份於二零一九年四月十七日之收市價為每股0.0236港元。由於二零二零年三月二十六日股份合併之影響，購股權數目及購股權之行使價分別由1,521,500,000份調整為76,075,000份及由每股0.0236港元調整為每股0.4720港元。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

45,600,000 share options were exercised during the year ended 31 December 2022 (2021: Nil). The weighted average share price at the date of exercise for share options exercised during the year ended 31 December 2022 was HK\$0.078. The options outstanding at the end of the year have a weighted average remaining contractual life of 0.25 (2021: 1) year. During the year ended 31 December 2022, no share option was granted. During the year ended 31 December 2021, 63,040,000 share options with fair value of approximately HK\$2,819,000 were granted.

These fair values were calculated using the Binomial Option Pricing model. The inputs into the model are as follows:

Weighted average share price	加權平均股價	0.1060
Weighted average exercise price	加權平均行使價	0.1066
Expected volatility	預期波幅	86%
Expected life	預計年期	2
Risk free rate	無風險利率	0.14%
Expected dividend yield	預期股息收益率	0%

32. 以股份為基礎之付款(續)

以股權結算之購股權計劃 (續)

於截至二零二二年十二月三十一日止年度，45,600,000份購股權獲行使(二零二一年：無)。截至二零二二年十二月三十一日止年度已行使購股權於行使日期的加權平均股價為0.078港元。於年末尚未行使之購股權的加權平均剩餘合約期限為0.25年(二零二一年：一年)。截至二零二二年十二月三十一日止年度，概無授出購股權。截至二零二一年十二月三十一日止年度，63,040,000份公平值約為2,819,000港元之購股權已獲授出。

該等公平值乃使用二項式期權定價模型計算。該模型的輸入數據如下：

2021

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32. SHARE-BASED PAYMENTS (continued)

Equity-settled share option scheme (continued)

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. The assumptions used in computing the fair value of the share options are based on management's best estimate. Changes in the subjective input assumptions could materially affect the fair value estimate.

There was no market vesting condition or non-market performance condition associated with the options granted.

Share options granted to consultants were incentives for helping the Group expand its business network, acquire and explore new business projects and opportunities. The fair value of service received in return for share options granted could not be estimated reliably and as a result, the fair value is measured by reference to the fair value of share options granted.

32. 以股份為基礎之付款 (續)

以股權結算之購股權計劃 (續)

預期波幅以歷史波幅為基準(基於購股權加權平均剩餘年期計算),並根據公開所得資料就預期未來波幅出現的任何變動作出調整。預期股息乃以歷史股息為基準。用於計算購股權的公平值假設乃基於管理層的最佳估計。主觀輸入參數假設的任何變化可重大影響公平值估計。

概無與已授出購股權相關的市場歸屬條件或非市場表現條件。

授予顧問之購股權乃作為彼等幫助本集團擴大其業務網絡、收購及物色新業務項目及機遇的獎勵。為換取已授出購股權而收取的服務的公平值不能可靠估計,因此,公平值乃經參考已授出購股權的公平值計量。

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

33. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

33. 本公司之財務狀況表及儲備變動

(a) 本公司之財務狀況表

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	179	179
Current assets	流動資產		
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	3,894	4,966
Amounts due from subsidiaries	應收附屬公司款項	93,496	90,586
Cash and bank balances	現金及銀行結餘	1,189	41,407
		98,579	136,959
Current liabilities	流動負債		
Accrued expenses and other payables	應計開支及其他應付款項	3,314	3,285
Amounts due to subsidiaries	應付附屬公司款項	27,696	35,668
		31,010	38,953
Net current assets	流動資產淨額	67,569	98,006
Net assets	資產淨額	67,748	98,185
Capital and reserves	股本及儲備		
Share capital	股本	9,231	8,958
Reserves	儲備	58,517	89,227
Total equity	總權益	67,748	98,185

The financial statements were approved and authorised for issue by the Board of Directors on 31 March 2023 and were signed on its behalf by:

財務報表已於二零二三年三月三十一日獲董事會批准及授權刊印，並由下列董事代表簽署：

ZHU Yuqi
朱宇奇
Director
董事

CHOW Hei Yin Terry
周曦賢
Director
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

33. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (continued)

(b) Reserve movement in the Company

33. 本公司之財務狀況表及儲備變動(續)

(b) 本公司之儲備變動

		Share Premium 股份溢價 (note 34(b)) (i) (附註34(b)) (i)	Contributed surplus 繳入盈餘 (note 34(b)) (iii) (附註34(b)) (iii)	Share options reserve 購股權儲備 (note 34(b)) (v) (附註34(b)) (v)	Accumulated losses 累計虧損	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	70,293	522,104	18,996	(558,356)	53,037
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	(19,694)	(19,694)
Placing of shares (note 31)	股份配售(附註31)	53,065	-	-	-	53,065
Share options lapsed	購股權失效	-	-	(16,737)	16,737	-
Recognition of equity-settled share based payments (note 32)	確認以股本結算並以股份為基礎之付款(附註32)	-	-	2,819	-	2,819
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	123,358	522,104	5,078	(561,313)	89,227
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	-	(33,993)	(33,993)
Issue of share upon exercise of share options (note 31)	於行使購股權時發行股份(附註31)	4,759	-	(1,476)	-	3,283
Share options lapsed	購股權失效	-	-	(783)	783	-
At 31 December 2022	於二零二二年十二月三十一日	<u>128,117</u>	<u>522,104</u>	<u>2,819</u>	<u>(594,523)</u>	<u>58,517</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

34. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) *Share premium*

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and after deduction of capitalisation issue and issuance costs of shares. Pursuant to the Companies Law of the Bermuda, funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) *Other capital reserve*

Other capital reserve represents the difference between the nominal value of the share capital and the share premium of the subsidiaries at the date on which they were acquired by the Group and the nominal value of the share capital issued as consideration for the acquisition.

34. 儲備

(a) 本集團

本集團儲備金額及其變動於綜合損益及其他全面收益表及綜合權益變動表呈列。

(b) 儲備之性質及目的

(i) 股份溢價

股份溢價乃指因按高於每股面值之價格發行股份且已扣除資本化發行及股份發行成本而產生之溢價。根據百慕達公司法，本公司股份溢價賬的資金可分派予本公司股東，惟緊隨建議分派股息日，本公司將償清在一般業務過程中到期之債務。

(ii) 其他資本儲備

其他資本儲備乃指於本集團收購附屬公司之日附屬公司之股本及股份溢價面值與作為收購之代價而發行的股本面值之差額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

34. RESERVES (continued)

(b) Nature and purpose of reserves (continued)

(iii) *Contributed surplus*

Contributed surplus represents the difference between the nominal value of the share capital issued by the Group and the net asset value of subsidiaries acquired through an exchange of shares pursuant to the reorganisation.

(iv) *Translation reserve*

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(b) to the consolidated financial statements.

(v) *Share options reserve*

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to directors, employees and consultants of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4(o) to the consolidated financial statements.

34. 儲備 (續)

(b) 儲備之性質及目的 (續)

(iii) 繳入盈餘

繳入盈餘乃指本集團已發行股本面值與根據重組透過交換股份收購的附屬公司資產淨值的差額。

(iv) 換算儲備

換算儲備包括所有因換算海外業務財務報表產生的外匯差額。該儲備根據綜合財務報表附註4(b)所載的會計政策處置。

(v) 購股權儲備

購股權儲備乃為授予本集團董事、僱員及顧問未行使購股權的實際或估計數目的公平值，根據綜合財務報表附註4(o)以股本結算股份為基礎之付款所採納的會計政策確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of principal subsidiaries of the Company at the end of the reporting period are set out below.

35. 本公司主要附屬公司之詳情

本公司主要附屬公司於報告期末之詳情載列如下。

Name of subsidiary 附屬公司名稱	Place of incorporation and operations 註冊成立及經營地點	Class of shares held 所持股份類別	Issued share capital 已發行股本	Proportion ownership interest held by the Company 本公司持有之擁有權益比例		Principal activities 主要業務
				2022	2021	
<i>Directly held: 直接持有:</i>						
China Guoxin SunCorp Financial Holdings Limited 中國國信新確金融控股有限公司	British Virgin Island ("BVI") 英屬處女群島(「英屬處女群島」)	Ordinary 普通股	US\$100 100美元	70%	70%	Investment holding 投資控股
WELL SMOOTH LIMITED	BVI 英屬處女群島	Ordinary 普通股	US\$10,000 10,000美元	100%	100%	Investment holding 投資控股
<i>Indirectly held: 間接持有:</i>						
SUNCORP GLOBAL LIMITED 新確環球有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	100%	100%	Trading of telephones and related products 電話及相關產品貿易
Worldwide Technology (Hong Kong) Limited 環球電子科技(香港)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	100%	100%	Processing and trading of used computer-related components 二手電腦相關組件處理及貿易
CASHCOW FINANCE (HK) LIMITED 中投信貸(香港)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000,000 10,000,000港元	100%	100%	Money lending business 放債業務
Suncorp Securities Limited 新確證券有限公司	Hong Kong 香港	Ordinary 普通股	HK\$76,000,000 76,000,000港元	100%	100%	Provision of securities brokerage, placing and underwriting services 提供證券經紀、配售及包銷服務
BILLION MAX INTERNATIONAL LIMITED 聯標國際有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100 100港元	100%	100%	Sales of clothes and beauty products 銷售服裝及美容產品

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綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the years end 31 December 2022 and 2021, or at any time during the years end 31 December 2022 and 2021.

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transaction

Equity-settled share-based payment

During the year ended 31 December 2021, equity-settled share-based payment expense of approximately HK\$2,819,000 was recognised in the consolidated statement of profit or loss.

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flow were, or future cashflows will be classified in the Group's consolidated statement of cash flows from financing activities.

35. 本公司主要附屬公司之詳情(續)

本公司董事認為，上表所列本集團之附屬公司對本集團之業績或資產產生主要影響。依本公司董事之意見，列出其他附屬公司之細節將流於冗長。

於截至二零二二年及二零二一年十二月三十一日止年度末或截至二零二二年及二零二一年十二月三十一日止年度內任何時間，各附屬公司均無發行任何債務證券。

36. 綜合現金流量表附註

(a) 重大非現金交易

以股本結算股份為基礎之付款

截至二零二一年十二月三十一日止年度，以股本結算股份為基礎之付款開支約為2,819,000港元乃於綜合損益表中確認。

(b) 融資活動產生之負債對賬

下表詳述本集團來自融資活動的負債變動，包括現金及非現金變動。融資活動所產生的負債乃為現金流量已於，或未來現金流量將於本集團綜合現金流量表內分類自融資活動產生之負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Reconciliation of liabilities arising from financing activities (continued)

36. 綜合現金流量表附註(續)

(b) 融資活動產生之負債對賬(續)

		Bank loan	Lease liabilities	Total
		銀行貸款	租賃負債	總計
		(note 29)	(note 28)	
		(附註29)	(附註28)	
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2022	於二零二二年一月一日	2,905	3,366	6,271
Interest charged	已收取利息	155	137	292
Interest paid	已付利息	(155)	(137)	(292)
Financing cash flows	融資現金流量	(728)	(1,304)	(2,032)
At 31 December 2022	於二零二二年 十二月三十一日	<u>2,177</u>	<u>2,062</u>	<u>4,239</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Reconciliation of liabilities arising from financing activities (continued)

36. 綜合現金流量表附註(續)

(b) 融資活動產生之負債對賬(續)

		Bank loan	Lease liabilities	Total
		銀行貸款	租賃負債	總計
		(note 29)	(note 28)	
		(附註29)	(附註28)	
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2021	於二零二一年一月一日	3,584	675	4,259
Interest charged	已收取利息	284	186	470
Interest paid	已付利息	(284)	(186)	(470)
COVID-19 Related rent concessions received	已收COVID-19相關租金減免	-	(29)	(29)
Financing cash flows	融資現金流量	(679)	(1,512)	(2,191)
Other changes:	其他變動:			
Additions to lease liabilities	添置租賃負債	-	4,232	4,232
At 31 December 2021	於二零二一年十二月三十一日	<u>2,905</u>	<u>3,366</u>	<u>6,271</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) Total cash outflow for leases

Amounts included in the consolidated statement of cash flows for lease comprise the following:

Within operating cash flows	屬於經營現金流量
Within financing cash flows	屬於融資現金流量

These amounts relate to the following:

Lease rental paid	已付租賃租金
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36. 綜合現金流量表附註(續)

(c) 租賃之現金流出總額

計入綜合現金流量表內有關租賃的金額包括以下各項：

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
	197	186
	<u>1,304</u>	<u>1,512</u>
	<u><u>1,501</u></u>	<u><u>1,698</u></u>

該等金額與以下各項有關：

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
	<u>1,501</u>	<u>1,698</u>

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

37. CONTINGENT LIABILITIES

During the year ended 31 December 2011, Suncorp Industrial Limited (in liquidation) (“**SIL**”), a former subsidiary of the Company, through its solicitors served on two wholly-owned, inactive subsidiaries of the Company (namely, Mondial Communications Limited (“**MCL**”) and Suncorp Communications Limited (“**SCL**”)), statutory demands for repayment of an amount of HK\$91,177,872 allegedly due from MCL to SIL and an amount of HK\$128,785,748 allegedly due from SCL to SIL. Both MCL and SCL denied the indebtedness allegedly due from them to SIL as claimed in the statutory demands. By Court Order dated 1 June 2011, the liquidators of SIL were sanctioned to take out legal proceedings in the name and on behalf of SIL against the Company, MCL and/or SCL. The Company had disposed of its entire interest in MCL and SCL in April 2014. According to Form 98, Notice to Creditors and Contributories of Intention to Apply for Release, Destruction of Books of Accounts and Documents and Dissolution of the Company, dated on 8 November 2019, SIL has submitted their application to finalise the liquidation, and based on Written Resolutions of the Committee of Inspection, the application has been approved. No legal expenses has incurred during the reporting period.

Save as disclosed above, the Group has no significant contingent liabilities at the end of the reporting period.

37. 或然負債

於截至二零一一年十二月三十一日止年度，新確實業有限公司（清盤中）（「**新確實業**」，其為本公司之前附屬公司）通過其律師向本公司兩間業務不活躍之全資附屬公司（即萬達鈴通訊有限公司（「**萬達鈴通訊**」）及新確通訊有限公司（「**新確通訊**」））送達法定要求償債書，要求獲付以下款項：指稱萬達鈴通訊應付新確實業之91,177,872港元款項，以及指稱新確通訊應付新確實業之128,785,748港元款項。萬達鈴通訊及新確通訊均否認法定要求償債書中所聲稱萬達鈴通訊及新確通訊應付予新確實業之債項。根據日期為二零一一年六月一日之法院命令，新確實業之清盤人獲准以新確實業之名義及代其向本公司、萬達鈴通訊及／或新確通訊提出法律程序。本公司已於二零一四年四月出售其於萬達鈴通訊及新確通訊之全部權益。根據日期為二零一九年十一月八日有關債權人及出資人有意申請發表、銷毀賬簿及文件及解散本公司通告的第98版，新確實業已提交申請落實清盤，及根據檢查委員會的書面決議案，申請已獲批准。於報告期間並無產生法律費用。

除上文所披露者外，於報告期末，本集團並無重大或然負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

Compensation of key management personnel

Key management personnel are the directors of the Company. The remuneration of key management personnel during the year was as follows:

Short-term benefits

短期福利

38. 關連人士交易

除綜合財務報表其他部分所披露之關連人士交易及結餘外，本集團年內與關連人士的交易如下：

管理要員之薪酬

管理要員是指本公司董事。管理要員於年內之薪酬如下：

2022	2021
HK\$'000	HK\$'000
千港元	千港元

738

1,287

39. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 31 March 2023.

39. 批准綜合財務報表

董事會已於二零二三年三月三十一日批准及授權發佈綜合財務報表。

Financial Summary

財務概要

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

RESULTS

業績

For the year ended 31 December
截至十二月三十一日止年度

		2018	2019	2020	2021	2022
		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
Revenue	收益	<u>223,749</u>	<u>202,546</u>	<u>173,692</u>	<u>199,967</u>	<u>128,035</u>
Loss for the year	本年度虧損	<u>(24,842)</u>	<u>(42,766)</u>	<u>(70,107)</u>	<u>(58,840)</u>	<u>(57,354)</u>
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	<u>(24,842)</u>	<u>(42,766)</u>	<u>(70,107)</u>	<u>(58,753)</u>	<u>(56,992)</u>

ASSETS AND LIABILITIES

資產及負債

As at 31 December
於十二月三十一日

		2018	2019	2020	2021	2022
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	436,572	364,901	299,153	328,982	<u>282,174</u>
Total liabilities	總負債	<u>(96,853)</u>	<u>(55,976)</u>	<u>(44,121)</u>	<u>(71,974)</u>	<u>(78,965)</u>
Net assets	淨資產	<u>339,719</u>	<u>308,925</u>	<u>255,032</u>	<u>257,008</u>	<u>203,209</u>
Equity attributable to owners of the Company	本公司擁有人應佔權益	<u>339,719</u>	<u>308,925</u>	<u>255,032</u>	<u>257,008</u>	<u>203,209</u>

