



CHINA ENVIRONMENTAL TECHNOLOGY AND BIOENERGY HOLDINGS LIMITED 中科生物控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 1237

2022 ANNUAL REPORT 年報

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Xie Qingmei (*Chairlady*)

Mr. Wu Zheyang (*Chief Executive Officer*)

Independent Non-executive Directors

Mr. Lam Hin Chi (*resigned on 1 September 2022*)

Prof. Jin Zhongwei

Prof. Su Wenqiang

Mr. Tse Kwok Hing, Henry (*appointed on 1 September 2022*)

AUDIT COMMITTEE

Mr. Tse Kwok Hing, Henry (*Chairman*)

Prof. Su Wenqiang

Prof. Jin Zhongwei

REMUNERATION COMMITTEE

Prof. Jin Zhongwei (*Chairman*)

Prof. Su Wenqiang

Mr. Tse Kwok Hing, Henry

NOMINATION COMMITTEE

Prof. Jin Zhongwei (*Chairman*)

Prof. Su Wenqiang

Mr. Tse Kwok Hing, Henry

RISK MANAGEMENT COMMITTEE

Mr. Tse Kwok Hing, Henry (*Chairman*)

Prof. Su Wenqiang

Prof. Jin Zhongwei

COMPANY SECRETARY

Mr. Wong Wai Lun, FCPA

AUTHORISED REPRESENTATIVES

Mr. Wu Zheyang

Mr. Wong Wai Lun

董事會

執行董事

謝清美女士 (*主席*)

吳哲彥先生 (*行政總裁*)

獨立非執行董事

藍顯賜先生 (*於二零二二年九月一日辭任*)

金重為教授

蘇文強教授

謝國興先生 (*於二零二二年九月一日獲委任*)

審計委員會

謝國興先生 (*主席*)

蘇文強教授

金重為教授

薪酬委員會

金重為教授 (*主席*)

蘇文強教授

謝國興先生

提名委員會

金重為教授 (*主席*)

蘇文強教授

謝國興先生

風險管理委員會

謝國興先生 (*主席*)

蘇文強教授

金重為教授

公司秘書

黃偉倫先生 · FCPA

授權代表

吳哲彥先生

黃偉倫先生

Corporate Information (Continued)

公司資料(續)

AUDITORS

CWK CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditors

LEGAL ADVISOR

Winston & Strawn

PRINCIPAL BANKERS

Agricultural Bank of China, Zhangping Branch
China Construction Bank, Zhangping Branch
Bank of China, Zhangping Branch

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1909, 19/F
212 Texaco Road
Tsuen Wan
New Territories
Hong Kong

HEAD OFFICE IN THE PRC

Fushan Industrial District
Zhangping, Fujian, the PRC

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

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

核數師

中主環球會計師事務所有限公司
執業會計師
註冊公共利益實體審計師

法律顧問

溫斯頓律師事務所

主要往來銀行

中國農業銀行漳平支行
中國建設銀行漳平支行
中國銀行漳平支行

註冊辦事處

Cricket Square
Hutchins Drive
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Cayman Islands

香港主要營業地點

香港
新界
荃灣
德士古道212號
19樓1909室

中國總部

中國福建省漳平市
富山工業區

開曼群島主要股份過戶登記處

Codan Trust Company (Cayman) Limited
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Cayman Islands

Corporate Information (Continued)

公司資料(續)

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor
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WEBSITE

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STOCK CODE

1237

香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
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網站

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股份代號

1237

Financial Summary

財務概要

(In RMB'000 unless otherwise stated) (除另有指示外，以人民幣千元列示)

RESULTS

業績

For the year ended 31 December

截至十二月三十一日止年度

		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Continuing operations	持續經營業務					
Revenue	收入	465,037	608,074	492,589	694,023	633,432
Cost of sales	銷售成本	(411,164)	(486,390)	(485,241)	(685,401)	(565,082)
Gross profit	毛利	53,873	121,684	7,348	8,622	68,350
Other revenue	其他收入	15,826	15,783	17,626	19,855	9,479
Other net gain/(loss)	其他收入／(虧損)淨額	1,980	8,435	(39,416)	(4,692)	(179,887)
Selling and distribution expenses	銷售及分銷開支	(35,533)	(46,860)	(21,721)	(25,556)	(22,166)
Administrative expenses	行政開支	(48,028)	(62,155)	(57,269)	(47,614)	(47,695)
Reversal of / (Provision of) expected credit loss on financial assets	金融資產的預期信貸虧損之回撥／(撥備)	5,752	2,529	(3,933)	(12,774)	(642)
Finance costs	融資成本	(1,013)	(1,245)	(162)	401	(8,895)
Share of profits and losses of associates	分佔聯營公司之溢利及虧損	-	-	(287)	(1,815)	282
(Loss)/Profit before tax from continuing operations	來自持續經營業務的除稅前(虧損)／溢利	(7,143)	38,171	(97,814)	(63,573)	(181,174)
Income tax credit/(expenses)	所得稅抵免／(開支)	359	10,153	4,119	(168)	(2,135)
(Loss)/Profit for the year from continuing operations	來自持續經營業務的年內(虧損)／溢利	(6,784)	48,324	(93,695)	(63,741)	(183,309)

Financial Summary (Continued)

財務概要 (續)

(In RMB'000 unless otherwise stated) (除另有指示外，以人民幣千元列示)

		For the year ended 31 December 截至十二月三十一日止年度				
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元	2018 二零一八年 RMB'000 人民幣千元
Discontinued operation	終止業務					
Loss for the year from a discontinued operation	來自終止業務的年內虧損	-	(612)	(587)	(730)	(1,622)
Gain on de-registered of a subsidiary, net	附屬公司撤銷登記的收益淨額	-	-	1,183	-	-
(Loss)/Profit for the year from a discontinued operation	來自終止業務的年內(虧損)/溢利	-	(612)	596	(730)	(1,622)
(Loss)/Profit for the year	本年度(虧損)/溢利	(6,784)	47,712	(93,099)	(64,471)	(184,931)
		RMB 人民幣	RMB 人民幣	RMB 人民幣	RMB 人民幣	RMB 人民幣
(Loss)/Earnings per share attributable to ordinary equity holders of the Company (note)	本公司普通股權益持有人應佔之每股(虧損)/溢利(附註)					
Basic:	基本:					
(Loss)/Profit for the year	本年度(虧損)/溢利	(0.008)	0.057	(0.128)	(0.104)	(0.299)
(Loss)/Profit from continuing operations	持續經營業務的本年度(虧損)/溢利	(0.008)	0.058	(0.129)	(0.103)	(0.296)
Diluted:	攤薄:					
(Loss)/Profit for the year	本年度(虧損)/溢利	(0.008)	0.057	(0.128)	(0.104)	(0.299)
(Loss)/Profit from continuing operations	持續經營業務的本年度(虧損)/溢利	(0.008)	0.058	(0.129)	(0.103)	(0.296)

Note: On 22 October 2019, the Company has effected a share consolidation of every five shares into one consolidated share. Earnings per share for the comparative periods have been adjusted on a basis of five shares into one consolidated share accordingly.

附註: 於二零一九年十月二十二日，本公司已將每五股股份合併為一股合併股份。比較期間的每股盈利已根據五股為一股合併股份的基準進行調整。

Financial Summary (Continued)

財務概要 (續)

(In RMB'000 unless otherwise stated) (除另有指示外，以人民幣千元列示)

ASSETS, LIABILITIES AND EQUITY

資產、負債及權益

		As at 31 December 於十二月三十一日				
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Total Assets	資產總額	1,016,591	989,375	878,878	981,445	1,167,881
Total Liabilities	負債總額	136,214	113,983	66,276	95,812	217,333
Total Non-Controlling Interest	非控股權益總額	884	5,520	-	-	-
Total Equity	權益總額	879,493	869,872	812,602	885,633	950,548

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Segment review

The Group's core business segments are comprised of manufacturing and sales of wooden products; retail sales of outdoor wooden products; and manufacturing and sales of renewable energy products. During the Year, the Group discontinued its operation of retail sales of outdoor wooden products. The performance of our business segments are as follows:

業務回顧

分部回顧

本集團核心業務為以下分部：生產及銷售木製品、零售戶外木製品、以與戶外木製品有關之項目生產及銷售再生能源產品。於本年度，本集團終止了零售戶外木製品之營運。我們各經營分部之表現如下：

		Segment revenue derived from external customers		Change	% to total segment revenue derived from external customers		Reportable segment (loss)/profit	
		源自外部客戶之分部收入			變動	佔源自外部客戶之總分部收入百分比		可呈報分部(虧損)/溢利(附註1)
		2022	2021		2022	2021	2022	2021
		二零二二年	二零二一年		二零二二年	二零二一年	二零二二年	二零二一年
		RMB'000	RMB'000	%	%	%	RMB'000	RMB'000
		人民幣千元	人民幣千元	百分比	百分比	百分比	人民幣千元	人民幣千元
Continuing operations	持續經營業務							
Manufacturing and sales of wooden products	生產及銷售木製品	460,742	601,968	(23.4)	99.1	99.0	(11,548)	57,104
Manufacturing and sales of renewable energy products	生產及銷售再生能源產品	4,295	6,106	(29.7)	0.9	1.0	970	(2,209)
		465,037	608,074	(23.5)	100.0	100.0	(10,578)	54,895
Discontinued operation	終止業務							
Retail sales of outdoor wooden products	零售戶外木製品	-	-	N/A 不適用	N/A 不適用	N/A 不適用	-	(612)
		465,037	608,074	(23.5)	100.0	100.0	(10,578)	54,283

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

During the Year, the distribution of revenue from our global markets are as follows:

於本期間，我們來自全球市場之收益分佈如下：

		Revenue		Change	% to total Revenue	
		收入	變動		佔總收益百分比	
		2022	2021		2022	2021
		二零二二年	二零二一年		二零二二年	二零二一年
		RMB'000	RMB'000	%	%	%
		人民幣千元	人民幣千元	百分比	百分比	百分比
The PRC	中國	85,487	87,938	-2.8%	18%	14%
Australasia	澳大利西亞	328,919	438,912	-25.1%	71%	72%
North America	北美洲	12,756	40,953	-68.9%	3%	7%
Europe	歐洲	34,037	29,777	14.3%	7%	5%
Asia Pacific exclusive of the (PRC)	亞太區(不包括中國)	3,838	10,494	-63.4%	1%	2%
		465,037	608,074	-23.5%	100%	100%

Manufacturing and sales of wooden products remains to be the Group's largest business segment, contributing 99.1% of the Group's revenue. The revenue derived from such business decreased by 23.4%.

生產及銷售木製品仍是本集團最大的業務分部，佔本集團收入的99.1%。此類業務所得收入上升23.4%。

Manufacturing and sales of wooden products is the principal segment of the Group. Since 2020, the Group has taken a progressive approach towards the Australasian markets and have successfully expanded its market reach to Australia. However, market demand from the Australasian markets for the Group's products has shown significant decline in the second half of 2022. As a result, revenue from manufacturing and sales of wooden products to decrease 23.4% to RMB460.7 million (2021: RMB602.0 million). Aggressive pricing strategy has also led to a reportable segment loss of RMB11.5 million (2021: a reportable segment profit of RMB57.1 million).

木製品製造及銷售為本集團之主要業務。自二零二零年起，集團積極進軍澳大拉西亞市場，並成功將市場觸角擴展至澳洲。然而，澳大拉西亞市場對集團產品的市場需求在二零二二年下半年出現顯著下滑。因此，木製品製造及銷售收入減少23.4%至人民幣460.7百萬元（二零二一年：人民幣602.0百萬元）。激進的定價策略還導致分部虧損人民幣11.5百萬元（二零二一年：分部利潤人民幣57.1百萬元）。

The Group's renewable energy business focuses on the recycling of leftover sawdust from the production of our wooden products into biomass pellet fuel. Revenue from the renewable energy business decreased 29.7% to RMB4.3 million during the reporting year, with a profit of approximately RMB1.0 million (2021: revenue of RMB6.1 million and loss of RMB2.2 million).

本集團再生能源業務專注於回收木製品生產過程中產生的廢屑，然後將其轉化為生物質顆粒燃料。本期間本集團的再生能源業務錄得收益下降29.7%至約人民幣4.3百萬元，而其溢利為人民幣1.0百萬元（二零二一年：收益為人民幣6.1百萬元及虧損為人民幣2.2百萬元）。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

FINANCIAL REVIEW

Revenue by product category

財務回顧

按產品類別劃分的收益

		Revenue	
		收入	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Timber houses and their related parts and structures	木屋及其相關部件及構件	412,893	535,761
Leisure household products	休閒傢俱產品		
Outdoor and indoor furniture	室內外傢俱產品	17,145	19,079
Recreational products	遊戲類產品	12,877	28,939
Landscape garden products	園藝類產品	17,456	17,343
Pet-home designs	寵物屋產品	371	846
		47,849	66,207
Renewable energy products	再生能源產品	4,295	6,106
Total	總計	465,037	608,074

Revenue from timber houses and their related parts and structures remained the largest income stream of the Group during the Period. Revenue from such category decreased by 22.9% to RMB412.9 million (2021: RMB535.8 million), representing 89% of total sales for the reporting year (2021: 88%), mainly attributable to the decrease in sales to the Australasian markets.

於報告年內，木屋及其相關部件及構件收入仍為本集團的最大收益來源。該分類的收益下跌22.9%至人民幣412.9百萬元（二零二一年：人民幣535.8百萬元），佔報告年內總銷售額的89%（二零二一年：88%），主要由於澳大利西亞的銷售下跌所致。

Overall revenue from the leisure household products decreased by 27.7% to RMB47.8 million (2021: RMB66.2 million) mainly because of the decreases in the sales in recreational products and outdoor and indoor products.

休閒傢俱產品的總收入下降27.7%至人民幣47.8百萬元（二零二一年：人民幣66.2百萬元），主要由於期內遊戲類及室內外傢俱產品之銷售下跌所致。

During the Period, the Group's revenue from the renewable energy business decreased by 29.7% to approximately RMB4.3 million (2021: RMB6.1 million), due to the decrease in demand from the domestic renewable energy market.

報告年內，本集團來自再生能源業務的收入由於國內再生能源市場的需求增加而下跌29.7%至約人民幣4.3百萬元（二零二一年：人民幣6.1百萬元）。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Gross profit and gross margin

Gross profit dropped to approximately RMB53.9 million (2021: RMB121.7 million) as a result of the decrease of gross profit margin in the reporting year to 11.6% (2021: 20.0%), mainly because of the unfavorable pricing condition of construction materials.

Other income

During the Year, other income was RMB15.8 million (2021: RMB15.8 million) mainly represented by bank interest income and government subsidies received during the Year.

Other gains, net

The Group recorded other gains, net of RMB2.0 million for the Year (2021: RMB8.4 million), which was mainly derived from net foreign exchange gain and write-off of other payables during the Year.

Selling and distribution expenses

Our selling and distribution expenses incurred during the Year were RMB35.5 million (2021: RMB46.9 million) which was a result of the decrease in turnover and number of shipments during the reporting year.

Administrative expenses

Our administrative expenses incurred during the reporting year amounted to RMB48.0 million (2021: RMB62.2 million). The decrease was mainly due to the decrease in research and development costs during the Year.

Finance costs

Our finance costs was approximately RMB1.0 million (2021: RMB1.2 million), which mainly represented by interest on bank borrowings during the Year.

Income tax credit

The Group recorded an income tax credit of RMB0.3 million (2021: RMB10.2 million).

毛利及毛利率

報告年內本集團毛利率下跌至11.6% (二零二一年20.0%)，帶動毛利下跌至大約人民幣53.9百萬元 (二零二一年：人民幣121.7百萬元)，主要由於建築材料定價條件利淡所致。

其他收入

報告年內，其他收入上升至人民幣15.8百萬元 (二零二一年：人民幣15.8百萬元)，主要代表年內以收取之銀行利息收入及政府補貼。

其他收益淨額

本集團於期內錄得其他收益淨額人民幣2.0百萬元 (二零二一年：人民幣8.4百萬元)。有關收益乃由於匯兌淨收益及其他應付款撇賬所致。

銷售及分銷開支

於本期間產生的銷售及分銷開支為人民幣35.5百萬元 (二零二一年：人民幣46.9百萬元)，主要銷售量及出貨次數下跌所致。

行政開支

本年度我們的行政開支為人民幣48.0百萬元 (二零二一年：人民幣62.2百萬元)。下跌主要由於年內研發開支減少所致。

融資成本

我們的融資成本約人民幣1.0百萬元 (二零二一年：人民幣1.3百萬元)，主要代表銀行借款年內借款利息。

所得稅抵免

我們的所得稅抵免為人民幣0.3百萬元 (二零二一年：人民幣10.2百萬元)。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

Liquidity and capital resources

The Group principally meets its working capital and other liquidity requirements through operating cash flows and proceeds from bank borrowings. The Group anticipates that it can sufficiently meet funding needs for working capital and capital expenditure. As at 31 December 2022, the Group had current assets of RMB562.6 million (31 December 2021: RMB524.3 million), of which cash and cash equivalents were RMB113.8 million (31 December 2021: RMB61.7 million).

The Group's cash is generally deposited with banks and denominated mostly in RMB. As at 31 December 2022, total banking facilities utilised as at 31 December 2022 amounted to RMB100 million (31 December 2021: RMB74 million) and these were mainly denominated in RMB and USD. All of the Group's banking facilities were subject to the fulfilment of certain covenants, as are commonly found in lending arrangements with financial institutions.

As at 31 December 2022, the current ratio and quick ratio were 4.3:1 and 3.6:1 respectively (31 December 2021: 4.9:1 and 3.7:1 respectively).

Pledge of assets

As detailed in note 17 to this announcement, the Group pledged its land use rights, buildings, other financial assets at fair value through profit or loss and pledged deposits to secure for certain banking facilities.

Capital expenditure

During the Year, the Group's total expenditure in respect of property, plant and equipment and non-current deposit for acquisitions of property, plant and equipment amounted to RMB7.2 million (2021: RMB17.8 million).

流動資金及資本來源

本集團主要透過營運現金流及銀行借款的所得款項滿足營運資金及其他資金需求。本集團預計其可充分滿足營運資金及資本開支之資金需求。於二零二二年十二月三十一日，本集團擁有流動資產人民幣562.6萬元（二零二一年十二月三十一日：人民幣524.3百萬元），其中銀行及現金等價物為人民幣113.8百萬元（二零二一年十二月三十一日：人民幣61.7百萬元）。

本集團的現金一般存置於銀行並大部分以人民幣計值。於二零二二年十二月三十一日，於二零二二年十二月三十一日，本集團已動用銀行融資額度為人民幣100百萬元（二零二一年十二月三十一日：人民幣74百萬元）並主要以人民幣及美元計值。本集團所有銀行融資須達成與金融機構所訂借貸安排中常見之契諾。

於二零二二年十二月三十一日，流動比率及速動比率分別為4.3:1及3.6:1（二零二一年十二月三十一日：分別為4.9:1及3.7:1）。

資產抵押

誠如本公告附註17所詳述，本集團已抵押其土地使用權、樓宇、按公平值計入損益之其他金融資產及已抵押存款以保證若干銀行融資額度。

資本開支

於本年度，本集團有關物業、廠房及設備的總開支及有關收購物業、廠房及設備的非即期押金為人民幣7.2百萬元（二零二一年：人民幣17.8百萬元）。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

FOREIGN CURRENCY RISKS

The Group's sales are mainly denominated in AUD, USD and RMB while our cost of sales and operating expenses are mainly denominated in RMB. Therefore, the Group's profit margin would be affected if RMB appreciates against AUD and USD as the Group may not be able to reflect the appreciation in selling prices to overseas customers that were determined in AUD and USD. In response to this, the Group manages fluctuations in the exchange rate of RMB against AUD and USD by entering into foreign currency forward contracts mainly denominated in AUD, USD and RMB with banks when sales contracts were entered with overseas customers.

At 31 December 2022, the Group had foreign currency forward contracts with their fair values recognised as derivative financial instruments (assets) of RMB42,000 (2021: RMB5,077,000) and derivative financial instruments (liabilities) of RMB18,000 (2021: RMB896,000). The changes in fair value of the foreign currency forward contracts were recognised in the consolidated statement of profit or loss. All of the foreign currency forward contracts are to be settled within one year.

HUMAN RESOURCES

As at 31 December 2022, we employed a total of 149 (2021: 383) full-time employees, mainly in the PRC and Hong Kong which included management staff, product designers, technicians, salespersons and workers. The Group has been consistently increasing production process automation, strengthening the training of staff with an emphasis on high-technique processing with a mission on the continuous development and enhancing of competitiveness. The Group offered highly competitive salary packages, as well as discretionary bonuses and contribution to social insurance to its employees.

貨幣風險

本集團的銷售主要以澳元、美元及人民幣計值，而銷售成本及經營開支則主要以人民幣計值。由於本集團可能無法在向海外客戶銷售時，將人民幣兌澳元及美元的升值反映於以澳元及美元釐定的售價中，故如人民幣升值，溢利率將受影響。為此，本集團在與海外客戶訂立銷售合約的同時透過與銀行訂立主要以澳元及美元及人民幣計值的遠期外幣合約以管理人民幣兌澳元及美元的匯率波動。

於二零二二年十二月三十一日，本集團外幣遠期合約的公平值按衍生金融工具(資產)人民幣42,000元(二零二一年：人民幣5,077,000元)及衍生金融工具(負債)人民幣18,000元(二零二一年：人民幣896,000元)確認。外幣遠期合約的公平值變動乃於綜合損益表中確認。所有外幣遠期合約均在一年內結算。

人力資源

於二零二二年十二月三十一日，本集團於中國及香港共聘用149名(二零二一年：383名)全職員工，當中包括管理人員、產品設計人員、技術人員、銷售人員及工人。本集團一直透過提高工序自動化，加強員工培訓以及專注高技術加工，維持員工的持續發展及提高員工競爭力。本集團為僱員提供具競爭力的薪酬組合，並有酌情花紅以及會為僱員繳納社會保險供款。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The Group's emolument policies are formulated based on the performance of individual employee which will be reviewed periodically. Apart from the provident fund scheme (operation in accordance with the provisions of the Mandatory Provident Fund Schemes Ordinance for Hong Kong employees) or social insurance (including retirement pension insurance, medical insurance, unemployment insurance, injury insurance and maternity insurance for the PRC employees), discretionary bonuses are also awarded to employees and directors according to the assessment of individual performance. Since the adoption of the share option scheme on 15 June 2012 and up to 31 December 2022, no options have been granted.

EVENTS AFTER THE REPORTING PERIOD

The Group has no material events after the reporting year.

本集團的薪酬政策乃按個別僱員的表現而制訂，並將定期檢討。除公積金計劃（根據強制性公積金計劃條例的條文為香港僱員執行）或社會保險（包括中國僱員的退休養老保險、醫療保險、失業保險、工傷保險及生育保險）外，本集團亦將根據對個別僱員表現的評估向僱員及董事發放酌情花紅。自購股權計劃於二零一二年六月十五日獲採納以來至二零二二年十二月三十一日止，本集團概無授出任何購股權。

報告期後事項

於報告年後，本集團概無重大事件發生。

Corporate Governance Report

企業管治報告

The Board is committed to maintaining a high standard of corporate governance. The Board believes that a high standard of corporate governance will provide a framework for the Company to formulate its business strategies and policies, and manage and lower the associated risks through effective internal control procedures. It will also enhance the transparency of the Company and strengthen the accountability to its shareholders and creditors.

The Company has adopted the code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and certain recommended best practices. The Company has complied with all the applicable code provisions in the Code throughout the Year except for the deviations disclosed under the sections headed “The Board” and “Accountability and Audit” in this report.

THE BOARD

The Board oversees the management of the business and affairs of the Company. The Directors are accountable for making decisions objectively in the best interest of the shareholders as a whole.

The Board is responsible for making decisions on all major aspects of the Company’s affairs, including the approval and monitoring of key policy matters, overall strategies, business plans and annual budgets, internal control and risk management systems, material transactions, major capital expenditure, appointment of Directors and other significant financial and operational matters.

The Board may delegate aspects of its management and administration functions to the management. In particular, the day-to-day management of the Company is delegated to the chief executive officer of the Group, Mr. Wu Zheyuan, and his management team.

The Company has throughout the Year met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, accounting or related financial management expertise. At all times during the Year, the independent non-executive Directors represent at least one-third of the Board.

董事會承諾維持高水平的企業管治。董事會相信，高水平的企業管治將為本公司提供框架，以制定其業務策略及政策。以有效的內部監控程序管理及降低相關風險，提高本公司的透明度，並增強對其股東及債權人的問責。

本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載的企業管治守則（「守則」）所載的守則條文及若干建議最佳常規。於本年度，本公司一直遵守守則中的所有適用守則條文，惟於本報告「董事會」及「問責及審核」一節披露的偏離者除外。

董事會

董事會監督本公司業務及事務的管理。董事負責作出客觀決定以符合股東整體最佳利益。

董事會負責就本公司所有重大事務作出決策，包括批准及監察主要政策事宜、整體策略、業務計劃及年度預算、內部監控及風險管理系統、重大交易、重大資本支出、委任董事及其他重大財務及營運事宜。

董事會可向管理層轉授其管理及行政職能。尤其本公司的日常管理已轉授予本集團的行政總裁吳哲彥先生及其管理團隊。

本公司於本年度內一直符合上市規則的規定，委任最少三名獨立非執行董事，而其中最少一名獨立非執行董事具備適當專業資格、會計或相關財務管理的專業知識。於本年度內任何時間，獨立非執行董事均佔董事會至少三分之一。

Corporate Governance Report (continued)

企業管治報告(續)

The Board is expected to meet regularly and at least four times a year. The Directors have full access to the information of the Group and independent professional advice at all times whenever deemed necessary by the Directors.

董事會須定期舉行會議，並每年至少舉行四次。董事可在彼等認為必要的情況下隨時全面獲得本集團資料及獨立專業意見。

With respect to regular meetings of the Board, the Directors will be given written notice of the meeting at least 14 days in advance and an agenda with supporting Board papers no less than three days prior to the meeting. For other meetings, the Directors are given as much notice as is reasonable and practicable in the circumstances.

就董事會的定期會議而言，董事將於會議前至少14日收到會議的書面通知，並於會議前不少於三日獲得議程及補充董事會文件。就其他會議而言，董事獲得該等情況下屬合理及切實可行的通知。

Details of directors' attendance at Board meetings, Committee meetings and 2022 Annual General Meeting held during the year are set out in the following table:

下表列示各董事於本年度出席董事會會議、各董事委員會會議及二零二二年股東週年大會的詳情：

Name of Directors	董事名稱	Meeting attendance/number of meetings					Risk Management Committee Meeting
		2022 Annual General Meeting 二零二二年股東週年大會	Board Meeting 董事會會議	Audit Committee Meeting 審計委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	
Executive Directors		執行董事					
Ms. Xie Qingmei (Chairlady)	謝清美女士(主席)	1/1	2/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Wu Zheyuan (Chief Executive Officer)	吳哲彥先生(行政總裁)	0/1	2/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Independent non-executive Directors		獨立非執行董事					
Mr. Lam Hin Chi	藍顯賜先生	0/1	2/2	2/2	2/2	2/2	2/2
Prof. Jin Zhongwei	金重為教授	0/1	2/2	2/2	2/2	2/2	2/2
Prof. Su Wenqiang	蘇文強教授	0/1	2/2	2/2	2/2	2/2	2/2
Mr. Tse Kwok Hing, Henry	謝國興先生	0/1	0/2	0/2	0/2	0/2	0/2

Pursuant to code provision A.1.1 of the Code, the Board meetings should be held at least four times a year at approximately quarterly intervals. The Board only held two regular meetings during the Year to approve the interim results of 2022 and annual results of 2021 whilst other matters of the Board were dealt with by written resolutions or ad hoc Board meetings.

根據守則之守則條文第A.1.1條，董事會會議應每年召開至少四次，大約每季一次。本年度，董事會僅召開兩次定期會議以批准二零二二年中期業績及二零二一年年度業績，而董事會其他事宜則以書面決議案或臨時董事會會議處理。

Corporate Governance Report (continued)

企業管治報告(續)

CORPORATE GOVERNANCE

The Board has carried out its duties and responsibilities as set out in code provision D.3 in the Code, including the development of policies and practices on corporate governance, monitoring the training and continuous professional development of Directors and senior management, reviewing the compliance with the Code, disclosure in this report and legal and regulatory requirements of the Group.

THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER

Ms. Xie Qingmei, an executive Director of the Company, is the chairlady of the Board.

Mr. Wu Zheyang is the chief executive officer of the Company.

Further details are disclosed in the section headed “The Board” of this report.

DIRECTORS AND COMPOSITION OF THE BOARD

As at the date of this report, the Board consists of two executive Directors and three non-executive Directors. Further details of the composition of the Board are disclosed in the section headed “The Board” of this report.

企業管治

董事會已履行其於守則的守則條文第D.3條所載的職責及責任，包括制定企業管治政策及常規、監察董事及高級管理層的培訓及持續專業發展、檢討本集團對守則、本報告內的披露事項以及法律及監管規定的合規情況。

主席及行政總裁

本公司執行董事謝清美女士獲委任為董事會主席。

吳哲彥先生為本公司的行政總裁。

有關進一步詳情於本報告「董事會」一節內披露。

董事及董事會的組成

於本報告日期，董事會由二名執行董事及三名獨立非執行董事。董事會組成的進一步詳情於本報告「董事會」一節內披露。

Corporate Governance Report (continued)

企業管治報告(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors are highly skilled professionals with a broad range of expertise and experience in the fields of accounting, finance and business. Their skills, expertise and number in the Board ensure that strong independent views and judgement are brought in the Board's deliberations and that such views and judgement carry weight in the Board's decision-making process. Their presence and participation also enable the Board to maintain high standards of compliance in financial and other mandatory reporting requirements, and provide adequate checks and balances to safeguard the interests of shareholders of the Company and the Company.

Each independent non-executive Director gives the Company an annual confirmation of his independence. The Company considers such Directors to be independent under the guidelines set out in Rule 3.13 of the Listing Rules.

Each Director, upon reasonable request, is given access to independent professional advice in circumstances he may deem appropriate and necessary for the discharge of his duties to the Company, at the expense of the Company.

APPOINTMENTS, RE-ELECTION AND ROTATION OF DIRECTORS

Each of the executive Directors has entered into a service contract with the Company for a term of three years commencing from 15 June 2021, which may be terminated by not less than three months' notice in writing served by either party on the other. Each of the non-executive Directors and the independent non-executive Directors have been appointed for a term of three years commencing from 15 June 2021. None of the Directors has entered into a service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

Pursuant to the Articles, at each annual general meeting one-third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election.

獨立非執行董事

獨立非執行董事均為優秀專業人士，在會計、財務、商業領域擁有廣泛的專業知識及經驗。彼等之技術、專業知識及董事會人數確保給予董事會有力的獨立意見及判斷作細心考慮，而有關意見及判斷在董事會的決策過程中乃舉足輕重。彼等之出席及參與亦有助董事會維持高度遵守財務及其他強制性呈報規定，並提供足夠審查及平衡，以保障本公司股東及本公司的利益。

各獨立非執行董事向本公司發出其獨立性的年度確認書。根據上市規則第3.13條所載之指引，本公司認為有關董事均屬獨立。

各董事於合理要求時可就彼可能認為屬合適及必要的情況取得獨立專業意見，以履行彼於本公司的職責，費用由本公司承擔。

董事的委任、重選及輪值退任

執行董事已各自與本公司訂立服務合約，自二零二一年六月十五日起計，為期三年，可由一方發給另一方不少於三個月的書面通知予以終止。非執行董事及獨立非執行董事各自的任期由二零二一年六月十五日起計，為期三年。董事概無與本集團任何成員公司訂立服務合約，惟不包括於一年內屆滿或可由僱主於一年內免付賠償（法定賠償除外）予以終止的合約。

根據細則，於各股東週年大會上，其當時的三分之一董事須輪值退任，惟每名董事須至少每三年於股東週年大會上輪值退任一次。退任董事符合資格膺選連任。

Corporate Governance Report (continued)

企業管治報告(續)

NOMINATION POLICY

The Company has adopted a Nomination Policy for the Nomination Committee to consider and make recommendations to Shareholders for election as Directors at general meetings or appoint as Directors to fill casual vacancies.

Selection Criteria

The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate:

- (1) reputation for integrity;
- (2) accomplishment and experience in the business in which the Group is engaged in;
- (3) commitment in respect of available time and relevant interest;
- (4) diversity in all its aspects, including but not limited to race, gender, age (18 years or above), educational background, professional experience, skills and length of service;
- (5) qualifications which include professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- (6) the number of existing directorships and other commitments that may demand the attention of the candidate;
- (7) requirement for the Board to have Independent Non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in Rules 3.13 of the Listing Rules;
- (8) Board Diversity Policy of the Company and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and
- (9) such other perspectives appropriate to the Company's business.

提名政策

本公司已為提名委員會採納提名政策，以考慮及推薦股東於股東大會上選舉董事或委任填補臨時空缺的董事。

甄選標準

於評估建議候選人適合與否時，提名委員會將使用下列因素作為參考：

- (1) 誠信聲譽；
- (2) 本集團所從事業務方面的成就及經驗；
- (3) 可投入的時間及對相關利益的承擔；
- (4) 各方面的多元化，包括但不限於種族、性別、年齡（18歲或以上）、教育背景、專業經驗、技能及服務任期；
- (5) 資歷，包括與本公司業務及企業策略相關的專業資格、技能、知識及經驗；
- (6) 現有董事人數以及其他可能需要候選人關注的承擔；
- (7) 董事會根據上市規則有關委任獨立非執行董事的規定，以及候選人參照上市規則第3.13條所載的獨立指引是否被視為獨立；
- (8) 本公司的董事會成員多元化政策以及董事會為實現董事會成員多元化而採納的任何可計量目標；及
- (9) 其他適用於本公司業務的有關因素。

Corporate Governance Report (continued)

企業管治報告(續)

Director Nomination Procedure

Subject to the provisions in the Articles of Association of the Company and the Listing Rules, if the Board recognises the need for an additional Director or a member of senior management, the following procedure will be followed:

- (1) The Nomination Committee and/or Board will identify potential candidates based on the criteria as set out in the selection criteria, possibly with assistance from external agencies and/or advisors;
- (2) The Nomination Committee and/or the Company Secretary of the Company will then provide the Board with the biographical details and details of the relationship between the candidate and the Company and/or Directors, directorships held, skills and experience, other positions which involve significant time commitment and any other particulars required by the Listing Rules, the Companies Law of the Cayman Islands and other regulatory requirements for any candidate for appointment to the Board;
- (3) The Nomination Committee would then make recommendation to the Board on the proposed candidate(s) and the terms and conditions of the appointment;
- (4) The Nomination Committee should ensure that the proposed candidate(s) will enhance the diversity of the Board, being particularly mindful of gender balance;
- (5) In the case of the appointment of an Independent Non-executive Director, the Nomination Committee and/or the Board should obtain all information in relation to the proposed Director to allow the Board to adequately assess the independence of the Director in accordance with the factors set out in Rules 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time; and
- (6) The Board will then deliberate and decide on the appointment based upon the recommendation of the Nomination Committee.

董事提名程序

根據本公司組織章程細則及上市規則的規定，如董事會認為有需要新增一名董事或一名高級管理人員，則會遵循下列程序：

- (1) 提名委員會及／或董事會將根據甄選標準所載標準確定潛在候選人，並可能需要外部機構及／或顧問的協助；
- (2) 本公司提名委員會及／或公司秘書隨後將向董事會提供候選人的履歷詳情、候選人與本公司及／或董事之間關係詳情、所擔任董事職務、技能與經驗、需要大量時間投入的其他職位以及上市規則、開曼群島公司法及其他監管規定就董事會任命候選人要求的其他詳情；
- (3) 提名委員會隨後將建議候選人以及任職的條款及條件向董事會提出建議；
- (4) 提名委員會應確保建議候選人將增強董事會成員的多元化，尤其需關注性別平衡；
- (5) 如任命一名獨立非執行董事，提名委員會及／或董事會應獲取與擬任董事有關的所有資料，使董事會可根據上市規則第3.13條（經聯交所可能不時作出修訂）所載因素充分評估董事的獨立性；及
- (6) 董事會隨後將根據提名委員會之推薦建議審議及決定任命。

Corporate Governance Report (continued)

企業管治報告(續)

According to the Articles and in the opinion of the Board, Ms. Xie Qingmei and Mr. Tse Kwok Hing, Henry and Prof. Jin Zhongwei shall retire at the forthcoming annual general meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

Where vacancies arise at the Board, candidates will be proposed and put forward to the Board by the Nomination Committee (as defined below) as set out below under the section headed "Nomination Committee" of this report.

REMUNERATION POLICY FOR DIRECTORS AND SENIOR MANAGEMENT

Remuneration for executive Directors and senior management is determined in accordance with performance, professional experiences and the prevailing market practices. The remuneration of non-executive Directors is subject to regular assessment by the Remuneration Committee (as defined below).

TRAINING, INDUCTION AND CONTINUING DEVELOPMENT OF DIRECTORS

Each newly appointed Director receives comprehensive, formal and tailored induction on the first occasion of his/her appointment so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

According to the code provision A.6.5 of the Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of the Directors.

The Directors confirm that they have complied with the relevant code provision. The Company had received from each of the Directors the record of training the Directors received.

根據細則及董事會的意見謝清美女士、謝國興先生及金重為教授將於應屆股東週年大會上退任。上述全體退任董事均符合資格且願意在該大會上膺選連任。

倘董事會出現空缺，提名委員會（定義見下文）將如本報告下文「提名委員會」一節所載向董事會提呈建議的候選人。

董事及高級管理層的薪酬政策

執行董事及高級管理層的薪酬乃根據表現、專業經驗及現行市場慣例釐定。非執行董事的薪酬須由薪酬委員會（定義見下文）定期檢討。

董事的培訓、就任及持續發展

各新委任董事於首次獲委任時均會獲全面、正式及為其度身訂做的就任指引，以確保彼適當了解本公司的業務及運作，並全面知悉彼根據上市規則及相關監管規定的職責及責任。

根據守則的守則條文第A.6.5條，全體董事均須參加持續專業發展，以發展及更新彼等的知識及技能，以確保彼等向董事會作出知情及恰當的貢獻。本公司須負責安排及資助合適培訓，適當重申董事的角色、職能及職責。

董事確認彼等已遵守相關守則條文。本公司已接獲各董事參加培訓的記錄。

Corporate Governance Report (continued)

企業管治報告(續)

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. After making specific enquiry to all the Directors, the Company confirms that all the Directors have complied with the standards as stipulated in the Model Code throughout the Year.

BOARD COMMITTEES

The Board has set up four Board committees, namely, the audit committee, the remuneration committee, the nomination committee and the risk management committee (collectively the "Board Committees"), for overseeing particular aspects of the Company's affairs.

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

Audit Committee

The Audit Committee comprises all independent non-executive Directors, namely, Mr. Lam Hin Chi, Prof. Jin Zhongwei and Prof. Su Wenqiang. Mr. Tse Kwok Hing, Henry is the chairman of the Audit Committee.

Under its terms of reference, the Audit Committee shall assist the Board in fulfilling its corporate governance and overseeing responsibilities in relation to financial reporting, risk management and internal control systems and internal and external audit functions. The Audit Committee is further authorised by the Board to investigate any activity within its terms of reference, and is tasked with recommending to the Board appropriate actions emanating from such investigations. The Audit Committee has unrestricted access to personnel, records, internal and external auditors, risk assessment and assurance and senior management, as may be appropriate in the discharge of its functions.

董事進行證券交易

本公司已採納上市規則附錄10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」)為本公司董事進行證券交易的行為守則。經向全體董事作出具體查詢後,本公司確認,全體董事於本年度一直遵守標準守則所載的標準。

董事會委員會

董事會已成立四個董事會委員會,分別為審計委員會、薪酬委員會、提名委員會及風險管理委員會(統稱「董事會委員會」),以監督本公司特定範疇的事宜。

董事會委員會獲提供充足資源以履行其職責及可於適當情況下尋求獨立專業意見,費用由本公司支付。

審計委員會

審計委員會由全體獨立非執行董事組成,包括藍顯賜先生、金重為教授及蘇文強教授。謝國興先生為審計委員會主席。

根據其職權範圍,審計委員會將協助董事會履行其企業管治及監督有關財務申報、風險管理及內部監控制度以及內部及外聘核數職能。董事會進一步授權審計委員會按其職權範圍調查任何活動,並負責從有關調查向董事會建議合適行動。審計委員會在履行其職能時可於適當情況下不受限制地接觸員工、記錄、內部及外聘核數師、風險評估及保證及高級管理人員。

Corporate Governance Report (continued)

企業管治報告(續)

During the Year, the Audit Committee discharged its responsibilities by:

- (1) making recommendations to the Board on the reappointment of the external auditor and approval of the remuneration and terms of engagement of the external auditor;
- (2) monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard, and discussing with the external auditor the nature and scope of the audit and reporting obligations;
- (3) implementing the Company's policy on the engagement of an external auditor to supply non-audit services;
- (4) reviewing, and monitoring the integrity of, the financial statements of the Company and the Company's interim report to ensure that the information presents a true and balanced assessment of the Company's financial position;
- (5) reviewing the Company's financial controls, internal control and risk management systems to ensure that management has discharged its duty to have effective systems;
- (6) reviewing the Company's financial and accounting policies and practices;
- (7) reviewing the external auditor's management letter, material queries raised by the external auditor to the management, if any, in respect of the accounting records, financial accounts or systems of control and the management's response to such queries; and
- (8) reporting to the Board on the matters set out in the Code on the Audit Committee.

The Audit Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary in the performance of its functions. The Audit Committee is provided with sufficient resources by the Company to discharge its duties. The Audit Committee's specific terms of reference are available on request to any shareholder of the Company and are posted on the Stock Exchange's website and the Company's website, www.merrygardenholdings.com.

於本年度內，審計委員會履行其職責如下：

- (1) 就外聘核數師的重新委任向董事會提供建議，以及批准外聘核數師的薪酬及聘用條款；
- (2) 按適用標準監察外聘核數師是否獨立客觀及核數程序是否有效；與外聘核數師討論核數性質、範疇及有關申報責任；
- (3) 執行本公司委聘外聘核數師提供非核數服務的政策；
- (4) 審閱本公司的財務報表及本公司的中期報告，並監察其完整性，以確保有關資料真實而平衡地評估本公司的財務狀況；
- (5) 檢討本公司的財務監控、內部監控及風險管理制度，以確保管理層已履行職責建立有效的系統；
- (6) 檢討本公司的財務、會計政策及實務；
- (7) 審閱外聘核數師給予管理層的函件、外聘核數師就會計記錄、財務賬目或監控系統向管理層提出的任何重大疑問（如有）及管理層作出的回應；及
- (8) 就守則所載有關審計委員會的事宜向董事會匯報。

審計委員會獲董事會授權，若其認為在履行其職能時有需要，可徵詢外部法律或其他獨立專業意見，並邀請具有相關經驗及專業知識的外部人士出席。審計委員會獲本公司供給充足資源以履行其職責。本公司任何股東均可要求查閱審計委員會的特定職權範圍，而職權範圍已載於聯交所網站及本公司網站，網址為www.merrygardenholdings.com。

Corporate Governance Report (continued)

企業管治報告(續)

During the Year, the Audit Committee together with management has reviewed the Code, the accounting principles and practices adopted by the Group and discussed the Group's internal control and financial reporting matters, including a review of the annual results for the year ended 31 December 2021 and the interim results for the six months ended 30 June 2022, with recommendation to the Board for approval. The Audit Committee has also recommended to the Board that CWK CPA Limited ("CWK") be appointed as the external auditors of the Company.

Remuneration Committee

The Remuneration Committee comprises all independent non-executive Directors, namely, Mr. Tse Kwok Hing, Henry, Prof. Jin Zhongwei and Prof. Su Wenqiang. Prof. Jin Zhongwei is the chairman of the Remuneration Committee.

The major duties of the Remuneration Committee are as follows:

- (a) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- (c) to make recommendations to the Board of the remuneration of non-executive Directors;
- (d) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (e) to review and approve management's remuneration proposals by reference to the Board's corporate goals and objectives;

於本年度內，審計委員會已連同管理層檢討本集團採納的守則、會計原則及慣例，以及討論本集團的內部監控及財務申報事宜，包括審閱截至二零二一年十二月三十一日止年度的年度業績及截至二零二二年六月三十日止六個月的中期業績，並已建議董事會批准。審計委員會亦已建議董事會聘請中主環球會計師事務所有限公司（「中主環球」）為本公司外聘核數師。

薪酬委員會

薪酬委員會由全體獨立非執行董事組成，包括謝國興先生、金重為教授及蘇文強教授。金重為教授為薪酬委員會主席。

薪酬委員會的主要職責如下：

- (a) 就本公司全體董事及高級管理層的薪酬政策及架構，以及為制定薪酬政策設立正式及具透明度的程序向董事會提出建議；
- (b) 獲授權負責釐定個別執行董事及高級管理層的薪酬待遇，包括實物利益、退休金權利及補償款項（包括因喪失或終止職務或委任應付的任何補償）；
- (c) 就非執行董事的薪酬向董事會提出建議；
- (d) 考慮同類公司支付的薪金、付出的時間及承擔的責任以及本集團內其他職位的僱用條件；
- (e) 參考董事會的企業目標及宗旨，以檢討及批准管理層的薪酬建議；

Corporate Governance Report (continued)

企業管治報告(續)

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| <p>(f) to review and approve compensation payable to the executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;</p> <p>(g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and</p> <p>(h) to ensure that no Director or any of his associates is involved in deciding his own remuneration.</p> | <p>(f) 檢討及批准向執行董事及高級管理層就任何喪失或終止職務或委任支付的補償，以確保其與合約條款一致，且為公平及不會過量；</p> <p>(g) 檢討及批准因董事行為不當而解除或罷免有關董事職務所涉及的補償安排，以確保其與合約條款一致，且為合理及適當；及</p> <p>(h) 確保任何董事或其任何聯繫人概無參與釐定彼等本身的薪酬。</p> |
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The Remuneration Committee's specific terms of reference are available on request to any shareholder of the Company and are posted on the Stock Exchange's website and the Company's website, www.merrygardenholdings.com.

本公司任何股東均可要求查閱薪酬委員會的特定職權範圍，而職權範圍已載於聯交所網站及本公司網站，網址為www.merrygardenholdings.com。

During the Year, the Remuneration Committee has reviewed the remuneration policy and structure of the executive Directors and senior management of the Company, and offered advice on the same to the Board. The Remuneration Committee also resolved to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

於本年度內，薪酬委員會已檢討本公司執行董事及高級管理層的薪酬政策及架構，並就此向董事會提出建議。薪酬委員會亦議決向董事會建議個別執行董事及高級管理人員的薪酬待遇。

Nomination Committee

The Nomination Committee comprises all independent non-executive Directors, namely, Mr. Tse Kwok Hing, Henry, Prof. Jin Zhongwei and Prof. Su Wenqiang. Prof. Jin Zhongwei is the chairman of the Nomination Committee.

提名委員會

提名委員會由全體獨立非執行董事組成，包括謝國興先生、金重為教授及蘇文強教授。金重為教授為提名委員會主席。

The major duties of the Nomination Committee are as follows:

提名委員會的主要職責如下：

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| <p>(a) to review the structure, size and composition of the Board (including the skills, knowledge and experience) at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;</p> <p>(b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;</p> | <p>(a) 最少每年檢討董事會的架構、規模及組成（包括技能、知識及經驗），並就任何建議變動向董事會提出建議以配合本公司的企業策略；</p> <p>(b) 物色合適資格的人選出任董事會成員，並挑選提名出任董事的人選或就挑選提名出任董事的人選向董事會提出建議；</p> |
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Corporate Governance Report (continued)

企業管治報告(續)

- (c) to assess the independence of independent non-executive Directors; and
 - (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer of the Group.
- (c) 評估獨立非執行董事的獨立性；及
 - (d) 就委任或重新委任董事及董事(尤其是本集團主席及行政總裁)的繼任計劃向董事會提出建議。

Where vacancy on the Board exists, the Nomination Committee will carry out a selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations, and select or make recommendations to the Board on the selection of candidates for directorship.

The Nomination Committee's specific terms of reference are available on request to any shareholder of the Company and are posted on the Stock Exchange's website and the Company's website, www.merrygardenholdings.com.

During the Year, the Nomination Committee has reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board, conducted performance evaluations to assess whether the non-executive Directors have spent enough time in fulfilling their duties, assessed the independence of independent non-executive Directors, and had been keeping under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.

倘董事會出現空缺，提名委員會將進行遴選程序，參考建議候選人的技能、經驗、專業知識、人格及付出的時間、本公司的需求及其他相關法定規定及規例，並挑選董事候選人或就挑選董事候選人向董事會提出建議。

本公司任何股東均可要求查閱提名委員會的特定職權範圍，而職權範圍已載於聯交所網站及本公司網站，網址為www.merrygardenholdings.com。

於本年度內，提名委員會已檢討董事會的架構、人數及組成(包括技能、知識和經驗方面)，進行表現評估以評核非執行董事是否有投放足夠時間履行其職責，評核獨立非執行董事的獨立性，以及不斷檢討組織機構的領導能力需求(包括執行及非執行)，以確保組織機構能夠持續在市場有效競爭。

Corporate Governance Report (continued)

企業管治報告(續)

Board Diversity Policy

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

Measurable Objectives and Selection

In designing the Board’s composition, a number of perspectives which include race, gender, age, cultural and educational background, industry experience, technical and professional experience, knowledge, skills, length of service, personal integrity and time commitments of the proposed candidates will be taken into consideration. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the candidates will bring to the Board. Candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

The Board currently consists of one female member. The Board will take opportunity to increase the proportion of female members over time when selecting and making recommendation on suitable candidates for Board appointments. The Board would ensure that appropriate balance of gender diversity is achieved with reference to stakeholders’ expectation and international and local recommended best practices, with the ultimate goal of bringing the Board to gender parity. The Board also aspires to having an appropriate proportion of Directors who have direct experience in the Group’s core markets, with different ethnic backgrounds, and reflecting the Group’s strategy.

Implementation and Monitoring

The Nomination Committee will monitor the implementation of the board diversity policy and report to the Board annually.

董事會成員多元化政策

董事會已採納董事會成員多元化政策(「政策」)，而政策載列本公司取得持續平衡發展及本公司提升表現素質的方針。政策旨在於董事會上實現成員多元化。

可計量目標及甄選

於制定董事會成員之組合時，本公司將從多方角度考慮，包括建議候選人的種族、性別、年齡、文化及教育背景、行業經驗、技術及專業經驗、知識、技能、服務任期、個人誠信和時間投入。本公司亦將不時計及與其本身業務模式及具體需要有關的因素。最終決定乃基於候選人將為董事會帶來的價值及所作的貢獻。本公司將以客觀條件考慮人選時並充分顧及董事會成員多元化的裨益。

董事會目前僅包括一名女性成員。董事會將在選擇合適的董事會成員候選人並提出建議時，把握機會提高女性成員的比例。董事會將確保經參照持份者的期望以及國際及當地推薦的最佳做法後取得適當的多元性別平衡，從而實現帶領董事會走向性別均等的最終目標。董事會亦期望於本集團核心市場擁有直接經驗並來自不同種族背景的董事佔有適當的比例，從而反映本集團的策略。

實施及監控

提名委員會將監控董事會成員多元化政策的實施情況及每年向董事會作出匯報。

Corporate Governance Report (continued)

企業管治報告(續)

Risk Management Committee

The Risk Management Committee comprises all independent non-executive Directors, namely Mr. Tse Kwok Hing, Henry, Prof. Jin Zhongwei and Prof. Su Wenqiang. Mr. Tse Kwok Hing, Henry is the chairman of the Risk Management Committee.

The major duties of the Risk Management Committee are as follows:

- (a) to review the Group risk, capital and liquidity management framework, the Group's risk appetite, its risk policies and standards, and supporting risk limits, including the parameters used and the methodology adopted, and the processes used for identifying and assessing risks;
- (b) to review material risk exposures of the Group, including market, credit, insurance, operational, liquidity, and economic and regulatory capital risks against the Group's risk measurement methodologies and management actions to monitor and control such exposures;
- (c) to review the standard for accurate and timely monitoring of large exposures and certain risk types of critical importance, and the Group's capability to identify and manage new risk types;
- (d) to receive reports and recommendations from management on the Group's attitude to and tolerance of risk, including financial and non-financial risks;
- (e) to oversee the Group's processes and policies for determining risk tolerance and review management's measurement and effectiveness of, and compliance with, approved Group risk tolerance levels and policies and standards, and the resultant action in respect of policy breaches;
- (f) to review the risks inherent in strategic transactions and business plans and provide the Board with input on the risk/reward trade offs implicit within those plans; and
- (g) to review the Group's capability to identify and manage new risk types, and the Group's stress tests to ensure they are rigorous and the Group responds adequately to the results.

風險管理委員會

風險管理委員會由全體獨立非執行董事謝國興先生、金重為教授及蘇文強教授組成。謝國興先生為風險管理委員會主席。

風險管理委員會的主要職責如下：

- (a) 檢討本集團風險、資金及流動資金管理架構、本集團的風險承受能力、風險政策及標準和相關的風險限制，包括採用的參數及方法以及用於識別及評估風險的程式；
- (b) 根據本集團風險計量方法及管理層行動檢討本集團的重大風險狀況，包括市場、信貸、保險、營運、流動資金及經濟及監管資本風險，以監督及控制該等風險；
- (c) 檢討準確及時監控重大風險及特定關鍵風險類型的標準及本集團識別及管理新風險類型的能力；
- (d) 接收管理層就本集團對風險（包括財務及非財務風險）的態度及承受能力提交的報告及建議；
- (e) 監督本集團釐定風險承受能力的程式及政策，檢討本集團核准的風險承受能力水平、政策及標準的管理層指標及成效和遵守情況，以及就違反政策事項採取的相關行動；
- (f) 檢討策略性交易及業務計劃固有的風險，並向董事會提供該等計劃所隱含的風險／回報權衡的意見；及
- (g) 檢討本集團識別及管理新風險類型的能力及本集團的壓力測試，以確保測試是嚴謹的及對測試結果作出充分回應。

Corporate Governance Report (continued)

企業管治報告(續)

The Risk Management Committee's specific terms of reference are available on request to any shareholder of the Company and are posted on the Stock Exchange's website and the Company's website, www.merrygardenholdings.com.

During the Year, the Risk Management Committee has evaluated and assessed the effectiveness and adequacy of the Terms of Reference of the Risk Management Committee.

ACCOUNTABILITY AND AUDIT

Financial reporting

The Directors acknowledge their responsibility for the preparation of the financial statements of the Company to ensure that these financial statements give a true and fair presentation in accordance with the International Financial Reporting Standards.

The statement by the auditor about their reporting responsibilities is set out in the independent auditor's report on pages 53 to 60.

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

Pursuant to Code provision C.1.2, the Management should provide all members of the Board with monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties under Rule 3.08 and Chapter 13 of the Listing Rules.

The Company has deviated from C.1.2 in that while the management has updated most of the Directors on a monthly basis about the business operation and performance of the Company, not all the Directors received such updates as the monthly updates were conducted on-site at the Group's factory in China. Members of the Board who did not attend such on-site meetings did not receive the updates. However, the management would provide detailed updates to all the Directors on a half-yearly and yearly basis. In the event there are any significant updates to be provided, the management will update all the Directors as early as practicable for discussion and resolution. The Company also has in place a system for every Director to make enquiries with the senior management about the business operation of the Group and to give suggestions or feedback in the event such Director is not able attend the monthly on-site updates session.

風險管理委員會的特定職權範圍可應本公司股東要求查閱及刊載於聯交所網站及本公司網站 (www.merrygardenholdings.com)。

於年內，風險管理委員會已評估風險管理委員會職權範圍的有效性及充足性。

問責及審核

財務報告

董事承認彼等須負責編製本公司的財務報表，以確保此等財務報表已按照國際財務報告準則的規定真實公平地呈列。

核數師的報告責任聲明載於第53至60頁的獨立核數師報告。

董事概不知悉任何與可能導致本公司持續經營能力嚴重存疑的事件或情況有關的重大不明朗因素。

根據守則條文第C.1.2條，管理層每月須向董事會全體成員提供最新資料，列載有關發行人表現、狀況及前景的公正及易明的詳細評估，讓董事會全體及各董事可根據上市規則第3.08條及第13章履行職務。

雖然管理層每月向大多數董事提供有關本公司業務營運及表現的更新資料，但由於每月的更新乃於本集團中國的工廠現場進行，因此並非全體董事收到相關更新資料，本公司偏離第C.1.2條。未出席現場會議的董事會成員並無收到更新資料。然而，管理層會每半年及按年向全體董事提供詳細的更新資料。倘需提供任何重要的更新資料，管理層會於可行情況下盡早向全體董事提供更新資料以便進行討論及決議。本公司亦制定制度，如各董事未能出席每月現場更新會議，則須向高級管理層查詢本集團業務營運相關事項並提出建議或反饋。

Corporate Governance Report (continued)

企業管治報告(續)

INDEPENDENT AUDITOR

The Audit Committee reviews and monitors the independent auditor's independence, objectivity and effectiveness of the audit process. It receives a letter from CWK the independent auditor, confirming their independence and objectivity and holds meetings with representatives of CWK to consider the scope of its audit, approve its fees, and the scope and appropriateness of non-audit services, if any, to be provided by it. The Audit Committee also makes recommendations to the Board on the appointment and retention of CWK.

The remuneration paid or payable to CWK of the Company for audit services for the Year was approximately HKD898,000.

The remuneration paid or payable to Ascenda Cachet of the Company for non-audit services for the Year was nil.

COMPANY SECRETARY

The Company has engaged Modern Assurance And Business Services Limited, an external service provider, and Mr. Wong Wai Lun has been appointed as the Company's company secretary. Its primary contact person at the Company is Mr. Wu Zheyang, an executive director of the Company.

INVESTOR RELATIONS

There are no significant changes in the Articles and the memorandum of association of the Company during the Year.

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

獨立核數師

審計委員會檢討及監察獨立核數師的獨立性、客觀性及審核過程的效率。接獲獨立核數師中主環球的函件，確認彼等的獨立性及客觀性，並會與中主環球的代表開會，審議審核範圍、批准費用，以及將由彼提供的非審核服務（如有）的範圍及適當性。審計委員會亦就中主環球的委任及留任向董事會提出建議。

就本公司於本年度所獲的審計服務已付或應付本公司中主環球的薪酬約為港幣898,000元。

就本年度非核數服務已付或應付予本公司天健德揚之薪酬為零。

公司秘書

本公司已委聘Modern Assurance And Business Services Limited（外部服務提供商），而黃偉倫先生已獲委任為本公司的公司秘書。其於本公司的主要聯絡人為本公司執行董事吳哲彥先生。

投資者關係

本公司的細則及組織章程大綱於本年度並無重大變動。

根據細則第58條，股東於任何時間內均有權向董事會或本公司的公司秘書遞交請求書，要求董事會就處理請求書所述任何事宜召開股東特別大會，惟股東於遞交請求書之日須持有不少於本公司已繳足資本之十分之一（於本公司股東大會上具表決權者），而該大會須於請求書遞交日期後兩個月內舉行。如董事會於請求書遞交日期起計21日內未有召開該大會，則該等請求者可按相同方式自行召開大會，而本公司須向請求者償付因董事會未能召開大會令請求者須支付的所有合理開支。

Corporate Governance Report (continued)

企業管治報告(續)

RISK MANAGEMENT AND INTERNAL CONTROL

During the Year, the Board complied with the Code provisions on risk management and internal control as set out in the Code. The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining appropriate and effective risk management and internal control systems for the Group. The systems are designed to manage the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The management of the Company has established a set of comprehensive policies, standards and procedures in areas of operational, financial and risk controls for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for ensuring the reliability of financial information to achieve a satisfactory level of assurance against the likelihood of the occurrence of fraud and errors.

The Board has overseen the Company's risk management and internal control systems on an ongoing basis. A year end review of the effectiveness of the Company's and its subsidiaries' risk management and internal control systems has been conducted annually and the systems are considered to be effective and adequate. The Company also has an internal audit function to carry out the analysis and independent appraisal of the adequacy and effectiveness of the systems, and has procedures in place to keep information confidential and manage actual or potential conflicts of interest. Stringent internal structures have been designed to prevent the misuse of inside information and avoid conflicts of interest.

風險管理及內部監控

於本年度，董事會已遵守守則所載有關風險管理及內部控制的守則條文。董事會有整體責任評估及釐定為達致本集團戰略目標所願承擔的風險性質及程度，並維持本集團合適及有效的風險管理及內部監控制度。該等制度乃為管理未能達致業務目標的風險而設，並僅可就不會有重大的失實陳述或損失作出合理而非絕對的保證。

本公司管理層已於營運、財務及風險監控領域設立一套全面政策、準則及程序，以保障資產不會在未經授權的情況下被使用或處置；妥善保存會計記錄；及確保財務資料的可靠性，從而達致滿意程度的保證，防止發生欺詐及錯誤事宜。

董事會一直持續監察本公司的風險管理及內部監控制度，每年對本公司及其附屬公司的風險管理及內部監控制度是否有效進行年末審閱，並認為該等制度有效運作及足夠。本公司亦具備內部審核職能，以分析及獨立評估該等制度是否足夠及有效，並設有程序以確保資料保密及管理實質或潛在的利益衝突。本公司已設計嚴密的內部架構，防止不當使用內幕資料及避免利益衝突。

Corporate Governance Report (continued)

企業管治報告(續)

The Company has established and maintained procedures and internal controls for the handling and dissemination of inside information. The Company has adopted a code of conduct for dealing in the securities of the Company by the Directors in accordance with Appendix 10 of the Listing Rules. Other employees of the Group who are likely to be in possession of inside information of the Company are also subject to dealing restrictions. Any inside information and any information which may potentially constitute inside information is promptly identified, assessed and escalated to the Board and for the Board to decide on the need for disclosure. Inside information and other information which is required to be disclosed pursuant to the Listing Rules will be announced on the respective websites of the Stock Exchange and the Company in due course.

本公司已建立並維持處理及傳播內幕消息的程序及內部控制。本公司已根據上市規則附錄十採納董事買賣本公司證券之行為守則。本集團其他可能擁有本公司內幕消息的僱員亦須遵守有關交易限制。任何可能構成內幕消息的內幕消息及任何資料將即時識別、評估並上報董事會，以供董事會決定是否須予披露。內幕消息及其他根據上市規則須予披露的資料將於適當時在聯交所及本公司各自的網站上公佈。

SENDING ENQUIRIES TO THE BOARD AND PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

向董事會查詢及於股東大會上提呈動議之程序

Shareholders or investors can contact the Company in the following ways to make enquiry or to provide suggestions:

股東或投資者如欲提出查詢或建議，可透過下列方式聯絡本公司：

Tel: (852) 3904 1867
Postal Address: Unit 1909, 19/F, 212 Texaco Road, Tsuen Wan,
New Territories, Hong Kong
(For the attention of the Board of Directors)

電話：(852) 3904 1867
郵寄地址：香港新界荃灣德士古道
212號19樓1909室
(註明收件人為董事會)

To put forward proposals at a general meeting, the shareholders should submit a written notice of those proposals with detailed contact information to the Company's principal place of business stated above.

股東如欲於股東大會上提呈動議，須將有關動議的書面通知連同詳細聯絡資料遞交本公司上述主要營業地點。

Directors' Report

董事會報告

The Directors have pleasure in submitting their annual report together with the audited financial statements for the Year.

PRINCIPAL ACTIVITIES

The principal activity of Company is investment holding and the principal activities of its subsidiaries are set out in note 43 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the Group's business and its outlook are set out in the sections of Chairlady's Statement and Management Discussion and Analysis. Certain financial key performance indicators are provided in the section of Financial Summary. The Group has no material event affecting the Group that have occurred since the end of the Year.

The Group complies with the requirements under the Companies Ordinance, the Listing Rules and the Securities and Futures Ordinance (the "SFO") for the disclosure of information and corporate governance. The Group also complies with the requirements of Employment Ordinance and ordinances relating to occupational safety for the interest of employees of the Group.

The Group respects the environment and is committed to minimising its carbon footprint as a socially responsible enterprise. Carbon footprint is defined as the total amount of direct and indirect emissions of Green House Gases (GHGs) expressed in terms of the equivalent amount of Carbon Dioxide of (CO₂) emission. Non-hazardous wastes produced from the Group mainly consist of used paper such as office papers and marketing materials. To minimise the impact on carbon footprint and the environment, the Group implements the following practices to use paper efficiently:

- Duplex printing is set as the default mode for most network printers;
- Employees are reminded to practice photocopying wisely;
- Employees are encouraged to use both sides of paper;
- Paper is separated from other waste for easier recycling; and
- Boxes and trays are placed beside photocopiers as containers to collect single-sided paper for reuse purpose.
- 將大部分網絡印表機預設為雙面列印模式；
- 提醒員工影印時採取明智措施；
- 鼓勵員工使用紙張的兩面；
- 將紙張與其他廢棄物分隔以方便回收；及
- 於影印機旁放置紙箱及紙盤收集單面紙張以供循環再用。

董事欣然提呈年報連同本年度的經審核財務報表。

主要業務

本公司的主要業務為投資控股，而其附屬公司的主要業務則載於綜合財務報表附註43。

業務回顧

本集團業務及其前景的公平回顧載於主席報告及管理層討論與分析一節。若干財務主要表現指標載於財務概要一節。自年末起本集團並無重大已發生影響本集團的重要事件。

本集團遵守公司條例、上市規則及證券及期貨條例（「證券及期貨條例」）下有關資料披露及企業管治的規定。本集團亦遵守僱傭條例及有關基於本集團僱員利益的職業安全條例。

作為香港一間社會責任企業，本集團尊重環境並致力減低碳足跡。碳足跡的定義為直接及間接排放的溫室氣體(GHGs)總量，以二氧化碳(CO₂)排放等量為單位表示。本集團所產生的無害廢棄物主要包括廢紙，如辦公室用紙及營銷物料。為減低對碳足跡及環境的影響，本集團實施以下行動以提升用紙效益：

Directors' Report (continued)

董事會報告(續)

Electricity consumption is identified as having an adverse impact on the environment and natural resources. A typical commercial building uses more energy for lighting than for other electric equipment. The Group is determined to reduce energy consumption and implement conservation practices to reduce the effect of carbon footprint. Air conditioning and light zone arrangements reduce unnecessary electricity usage; employees enforce good practices in maintenance of lighting and electric equipment to ensure they are kept in good and proper condition to maximise efficiency.

Key Risk Factors

The following lists out the key risks and uncertainties facing the Group.

Impact of Local and International Regulations

The business operation of the Group is also subject to government policy, relevant regulations and guidelines established by the regulatory authorities. Failure to comply with the rules and requirements may lead to penalties, amendments or suspension of the business operation by the authorities. The Group closely monitors changes in government policies, regulations and markets as well as conducting studies to assess the impact of such changes. As far as the Board and management are aware, the Group has complied with all related laws and regulations in all material aspects which may have significant impact on the Group during the Year.

Third-Party Risks

The Group has been relying on third-party service providers in parts of business to improve performance and efficiency of the Group. While gaining the benefits from external service providers, the management realises that such operational dependency may pose a threat of vulnerability to unexpected poor or lapses in service including reputation damage, business disruption and monetary losses. To address such uncertainties, the Group engages only reputed third-party providers and closely monitors their performance.

電力消耗被視為可對環境及天然資源造成負面影響。一般商業樓宇的照明耗電量較其他電力設備為高。本集團致力減少能源消耗及推行保護為本的行動，從而減低對碳足跡的影響。空調及照明區安排可減少不必要的耗電量；僱員遵循良好做法維修照明及電力設備以確保設備維持良好正常狀態，繼而發揮最大效能。

主要風險因素

本集團面臨的主要風險及不確定因素載列如下。

本地及海外法規的影響

本集團的業務營運亦須遵守政府政策規定、監管機構所制訂的相關法規及指引。倘本集團未能遵守有關規則及規定，則可能引致監管機構懲處、修訂或暫停業務營運。本集團密切監察政府政策、法規及市場的變動以及就評估該等變動的影響進行研究。據董事會及管理層知悉，本集團於本年度已於所有重大方面遵守所有可能對本集團產生重大影響的相關法律法規。

第三方風險

本集團部分業務一直倚賴第三方服務供應商，從而改善本集團的表現及提升效率。儘管本集團受惠於外聘服務供應商，惟管理層認為，該營運上的倚賴或會令本集團易受突如其來的劣質服務或服務出現失誤所影響，包括聲譽受損、業務中斷及蒙受金錢損失。為解決該等不明朗因素，本集團僅聘用聲譽良好的第三方服務供應商，並密切監察其表現。

Directors' Report (Continued)

董事會報告(續)

Key Relationships with Employees, Customers and Suppliers

The Group recognises the accomplishment of the employees by providing comprehensive benefit packages career development opportunities and internal training appropriate to individual needs. The Group provides a healthy and safe workplace for all employees. No strikes and cases of fatality due to workplace accidents occurred during the Year.

The Group encompasses working relationships with suppliers to meet our customers' needs in an effective and efficient manner. The departments work closely to make sure the tendering and procurement process is conducted in an open, fair and just manner. The Group's requirements and standards are also well-communicated to suppliers before the commencement of a project.

The Group values the views and opinions of all customers through various means and channels, including usage of market research to understand customer trends and needs and regular analyse on customer feedback. The Group also conducts comprehensive tests and checks to ensure that only quality products and services are offered to the customers.

RESULTS & DIVIDENDS

Results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 61 to 63. Other movements in reserves are set out in the consolidated statement of changes in equity on page 66.

The Board does not recommend the payment of a final dividend for the Year (2021: Nil).

與僱員、客戶及供應商的主要關係

本集團為僱員提供全面優厚福利、事業發展機會及就個別需要提供適當的內部培訓，以表揚僱員的貢獻。本集團為所有僱員提供一個健康而安全的工作環境。於本年度，概無出現罷工或因職場意外而導致的個案。

本集團與供應商建立合作關係，有效及高效地滿足我們客戶的需要。雙方部門緊密合作，確保招標及採購過程公開、公平及公正。本集團於開展項目已向供應商清楚說明本集團的規定及標準。

本集團重視所有客戶的觀點及意見，並通過不同方法及渠道（包括運用市場研究）了解客戶趨勢及需要，並定期分析客戶反饋。本集團亦進行全面測試及檢驗，以確保向客戶提供優質產品及服務。

業績及股息

本集團本年度的業績載於第61頁至第63頁的綜合損益及其他收益表。其他儲備變動則載於第66頁的綜合權益變動表。

董事會不建議派發本年度的末期股息（二零二一年：無）。

Directors' Report (continued)

董事會報告(續)

DIVIDEND POLICY

The Company has adopted a dividend policy ("Dividend Policy"), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company (the "Shareholders") to allow Shareholders to share the Company's profits and for the Company to retain adequate reserves for future growth.

The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the Shareholders. In proposing any dividend payout, the Board shall also take into account, inter alia, the Group's financial results, the general financial condition of the Group, the Group's current and future operations, the level of the Group's debts to equity ratio, return on equity and the relevant financial covenants, liquidity position and capital requirement of the Group, surplus received from the Company's subsidiaries and any other factors that the Board deem appropriate. The Company's ability to pay dividends is also subject to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all relevant applicable laws, rules and regulations in the Cayman Islands, Hong Kong and the Memorandum and Articles of Association of the Company. The Company does not have any pre-determined distribution ratio. The Group's dividend distribution record in the past may not be used as a reference or basis to determine the amount of dividends that may be declared or paid by the Company in the future.

The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 5 to 7 of this annual report.

股息政策

本公司已採納股息政策(「股息政策」)，據此，本公司可向本公司股東(「股東」)宣派及派發股息，使股東能分享本公司之溢利成果，同時使本公司能為未來增長保留充足儲備。

董事會擁有絕對酌情權決定派付任何股息的建議，而任何末期股息之宣派均須經股東批准，方可作實。在建議派發任何股息時，董事會亦將考慮(其中包括)本集團財務業績、本集團整體財政狀況、本集團目前及未來營運、本集團之債務權益比率、資本回報率及相關財務契諾水平、本集團流動資金狀況及資本需求、本公司附屬公司所帶來之盈餘及董事會認為屬適當之任何其他因素。本公司能否派付股息亦須受香港聯合交易所有限公司證券上市規則之規定及所有相關開曼群島、香港及本公司組織章程細則之適用法律、規則及規例。本公司並無制定任何預定分派比率。本公司過去的股息分派記錄不得用作釐定本公司日後可能宣派或派付的股息金額的參考或依據。

董事會將持續檢討股息政策，並保留其唯一及絕對酌情權利隨時更新、修訂及／或修改股息政策。股息政策絕不會構成本公司須派付任何特定金額的股息之具法律約束力承諾，並／或令本公司有義務隨時或不時宣派股息。

財務概要

本集團過往五個財政年度的業績及資產與負債概要載於本年報第5至7頁。

Directors' Report (continued)

董事會報告(續)

SHARE CAPITAL

Details of the movements in the share capital of the Company during the Year are set out in note 33(b) to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company's aggregate amounts of reserves available for distribution were approximately RMB213,842,000 (2021: RMB219,939,000), of which nil (2021: Nil) has been proposed as a final dividend for the year.

PRE-EMPTIVE RIGHTS

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

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment are set out in note 15 to the consolidated financial statements.

DEBENTURES

Details of the Group's debentures are set out in note 31 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the Group's five largest customers accounted for approximately 49.6% (2021: 52.9%) of the Group's total revenue and the Group's largest customer for the year accounted for approximately 15.0% (2021: 14.0%) of the Group's total revenue. The Group's five largest suppliers accounted for approximately 68.6% (2021: 52.5%) of the Group's total purchases, while the largest supplier for the year accounted for approximately 23.9% (2021: 52.5%) of the Group's total purchases.

To the knowledge of the Directors, none of the Directors or their respective close associates or any of the shareholders of the Company who owns more than 5% of the Company's issued share capital has any interest in any of the Group's five largest customers or suppliers.

股本

本公司於本年度的股本變動詳情載於綜合財務報表附註33(b)。

可供分派儲備

於二零二二年十二月三十一日，本公司可供分派儲備合共約為人民幣213,842,000元（二零二一年：人民幣219,939,000元），其中並無金額（二零二一年：無）已獲建議作為年內末期股息。

優先購買權

細則或開曼群島（本公司註冊成立所在地）的適用法例內概無載列任何有關優先購買權的條文。

物業、廠房及設備

物業、廠房及設備的變動載於綜合財務報表附註15。

債券

本集團的債券詳情載於綜合財務報表附註31。

主要客戶及供應商

本年度，本集團五大客戶佔本集團總收入約49.6%（二零二一年：52.9%），而本年度最大客戶佔本集團總收入約15.0%（二零二一年：14.0%）。本集團五大供應商佔本集團總採購額約68.6%（二零二一年：52.5%），而本年度最大供應商佔本集團總採購額約23.9%（二零二一年：52.5%）。

就各董事所知，概無任何董事或彼等各自的緊密聯繫人或任何擁有5%以上本公司已發行股本的本公司股東於本集團五大客戶或供應商中擁有任何權益。

Directors' Report (Continued)

董事會報告(續)

DIRECTORS

Throughout the Year, the composition of the Board was as follows:

Executive Directors:

Ms. Xie Qingmei
Mr. Wu Zheyang

Independent Non-executive Directors:

Mr. Lam Hin Chi (*resigned on 1 September 2022*)
Prof. Jin Zhongwei
Prof. Su Wenqiang
Mr. Tse Kwok Hing, Henry (*appointed on 1 September 2022*)

A description of the Directors is set out in the section headed "Board of Directors and Senior Management" in this annual report.

Indemnity of Directors

The Company has maintained appropriate directors and officers liability insurance and such permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year.

董事

於本年度內，董事會的成員如下：

執行董事：

謝清美女士
吳哲彥先生

獨立非執行董事：

藍顯賜先生 (於二零二二年九月一日辭任)
金重為教授
蘇文強教授
謝國興先生 (於二零二二年九月一日獲委任)

董事的詳情載於本年報「董事會及高級管理層」一節。

董事彌償

本公司有為董事及職員安排適當的董事及職員責任保險及基於董事利益的獲准許彌償條文目前生效及於年內生效。

Directors' Report (Continued)

董事會報告(續)

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

As at 31 December 2022, the interests and short positions of the Directors or the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to divisions 7 and 8 of part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules, will be as follows:

Interest in shares

Name of Director	Capacity/Nature of interest	Number of shares	Approximate percentage of shareholding interest (%)
董事姓名	身份／權益性質	股份數目	持股概約百分比(%)
Mr. Wu Zheyang 吳哲彥先生	Interest in controlled corporation/ Long position (<i>Note</i>) 受控制法團的權益／好倉 (<i>附註</i>)	89,929,482	9.76%
	Beneficial owner/Long position 實益擁有人／好倉	17,024,596	1.85%
Ms. Xie Qingmei 謝清美女士	Beneficial owner/Long position 實益擁有人／好倉	16,750,684	1.82%

Note: Mr. Wu Zheyang is deemed to be interested in the shares held by Green Seas Capital Limited, his wholly-owned company.

董事及高級行政人員於股份、相關股份及債券的權益及淡倉

於二零二二年十二月三十一日，董事或本公司高級行政人員在本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文其將被當作或視為擁有的權益及淡倉），或根據證券及期貨條例第352條須記入該條所述登記冊或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益及淡倉如下：

股份權益

Name of Director	Capacity/Nature of interest	Number of shares	Approximate percentage of shareholding interest (%)
董事姓名	身份／權益性質	股份數目	持股概約百分比(%)
Mr. Wu Zheyang 吳哲彥先生	Interest in controlled corporation/ Long position (<i>Note</i>) 受控制法團的權益／好倉 (<i>附註</i>)	89,929,482	9.76%
	Beneficial owner/Long position 實益擁有人／好倉	17,024,596	1.85%
Ms. Xie Qingmei 謝清美女士	Beneficial owner/Long position 實益擁有人／好倉	16,750,684	1.82%

附註： 吳哲彥先生被視為於其全資擁有的公司Green Seas Capital Limited持有的股份中擁有權益。

Directors' Report (continued)

董事會報告(續)

Save as disclosed above, none of the Directors and chief executive of the Company had interests or in short positions in the shares, underlying shares of equity derivatives or debentures of the Company or any associated corporation defined under the SFO which would have to be notified to the Company and the Stock Exchange pursuant to divisions 7 and 8 of part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules as at 31 December 2022.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company, its holding company, or any of its subsidiaries was a party and in which a Director or the Controlling Shareholders (as defined below) of the Company had a material interest, whether directly or indirectly, subsisted during or at the end of the Year.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

None of the Directors or their respective close associates has any competing interests which need to be disclosed pursuant to Rule 8.10 of the Listing Rules.

除上述披露者外，於二零二二年十二月三十一日，董事及本公司高級行政人員概無於本公司或任何相聯法團（定義見證券及期貨條例）的股份、股本衍生工具相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例的有關條文其將被當作或視為擁有的權益及淡倉），或根據證券及期貨條例第352條須記入該條所述登記冊或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則須知會本公司及聯交所的權益或淡倉。

董事及控股股東於重大合約的權益

於本年度或年末，概不存在由本公司、其控股公司或其任何附屬公司作為訂約方，而本公司董事或控股股東（定義見下文）直接或間接擁有重大權益的重大合約。

董事於競爭業務的權益

概無董事或彼等各自的緊密聯繫人擁有任何根據上市規則第8.10條須予披露的競爭權益。

Directors' Report (Continued)

董事會報告(續)

INTERESTS AND SHORT POSITIONS OF THE SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2022, the following persons (other than a director or chief executive of the Company), who had interests or short positions in the shares or the underlying shares of the Company which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

Interest in shares

Name	Capacity/Nature of interest	Number of shares	Approximate percentage of shareholding interest (%)
名稱/姓名	身份/權益性質	股份數目	持股概約百分比(%)
Green Seas Capital Limited	Beneficial owner/Long position (Note 1) 實益擁有人/好倉(附註1)	89,929,482	9.76%
Hong Kong Cheng Kun Holdings Limited 香港成坤控股有限公司	Beneficial owner/Long position (Note 2) 實益擁有人/好倉(附註2)	84,720,000	9.19%
Ms. Wong Shun Yi 王信懿女士	Interest in controlled corporation/ Long position (Note 2) 受控制法團的權益/好倉(附註2)	84,720,000	9.19%
Hong Kong Guoyuan Group Capital Holdings Limited 香港國元集團金融控股有限公司	Beneficial owner/Long position (Note 3) 實益擁有人/好倉(附註3)	140,350,000	15.23%

主要股東於本公司股份及相關股份的權益及淡倉

於二零二二年十二月三十一日，下列人士（並非董事或本公司高級行政人員）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須予披露的權益或淡倉，或根據證券及期貨條例第336條須記入該條所述登記冊的權益或淡倉：

股份權益

Approximate percentage of shareholding interest (%)
持股概約百分比(%)

Number of shares
股份數目

Capacity/Nature of interest
身份/權益性質

Name
名稱/姓名

Approximate percentage of shareholding interest (%)
持股概約百分比(%)

Number of shares
股份數目

Capacity/Nature of interest
身份/權益性質

Name
名稱/姓名

Directors' Report (continued)

董事會報告(續)

Name	Capacity/Nature of interest	Number of shares	Approximate percentage of shareholding interest (%)
名稱/姓名	身份/權益性質	股份數目	持股概約百分比(%)
上海荊勳工業設備控股有限公司	Interest in controlled corporation/ Long position (Note 3) 受控制法團的權益/好倉(附註3)	140,350,000	15.23%
Mr. Wang Xin 汪新先生	Interest in controlled corporation/ Long position (Note 3) 受控制法團的權益/好倉(附註3)	140,350,000	15.23%
Mr. Han Jin 韓金先生	Beneficial owner/Long position 實益擁有人/好倉	97,384,908	10.57%
Ms. Han Hong 韓宏女士	Beneficial owner/Long position 實益擁有人/好倉	99,653,908	10.82%

Notes:

- The entire issued share capital of Green Seas Capital Limited is legally and beneficially owned by Mr. Wu Zheyuan, who is deemed to be interested in the Shares held by Green Seas Capital Limited.
- The entire issued share capital of Hong Kong Cheng Kun Holdings Limited is legally and beneficially owned by Ms. Wong Shun Yi, who is deemed to be interested in the shares held by Hong Kong Run De Holdings Limited.
- The entire issued share capital of Hong Kong Guoyuan Group Capital Holdings Limited is legally and beneficially owned by 上海荊勳工業設備控股有限公司. The 98% issued share capital of 上海荊勳工業設備控股有限公司 is legally and beneficially owned by Mr. Wang Xin, who is deemed to be interested in the shares held by Hong Kong Guoyuan Group Capital Holdings Limited.

附註:

- Green Seas Capital Limited的全部已發行股本由吳哲彥先生合法及實益擁有，吳哲彥先生被視為為Green Seas Capital Limited持有的股份中擁有權益。
- 香港成坤控股有限公司的全部已發行股本由王信懿女士合法及實益擁有，王信懿女士被視為為香港潤得控股有限公司持有的股份中擁有權益。
- 香港國元集團金融控股有限公司的全部已發行股本由上海荊勳工業設備控股有限公司合法及實益擁有，上海荊勳工業設備控股有限公司的98%已發行股本由汪新先生合法及實益擁有，汪新先生被視為為香港國元集團金融控股有限公司持有的股份中擁有權益。

Save as disclosed above, the Directors are not aware of any person, other than the Directors whose interests are set out in the section "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above, who had an interest or short positions in the shares or underlying shares that were required to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or recorded pursuant to Section 336 of Part XV of the SFO as of 31 December 2022.

除上文披露者外，於二零二二年十二月三十一日，董事概不知悉任何人士（權益已於上文「董事及高級行政人員於股份、相關股份及債券的權益及淡倉」一節載列的董事除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須予披露，或須根據證券及期貨條例第XV部第336條登記的權益或淡倉。

Directors' Report (continued)

董事會報告(續)

SHARE OPTION SCHEME

Pursuant to a resolution passed by all the shareholders on 15 June 2012, the Company has conditionally adopted the share option scheme (the "Share Option Scheme") for the purpose of recognising and acknowledging the contributions the eligible participants had or may have made to the Group. The Board may, at its discretion, grant options pursuant to the Share Option Scheme to the Directors (including executive Directors, non-executive Directors and independent non-executive Directors), the directors of the Company's subsidiaries and employees of the Group and any other persons (including consultants or advisers) whom the Board considers, in its absolute discretion, have contributed or will contribute to the Group. The Directors were authorised to grant options to subscribe for shares of the Company and to allot, issue and deal with the ordinary shares pursuant to the exercise of options granted under the Share Option Scheme and to take all such steps as may be necessary and/or desirable to implement and give effect to the Share Option Scheme. The maximum number of shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue immediately following completion of the Global Offering (as defined in the Company's prospectus dated 25 June 2012), being 100,000,000 shares, excluding any shares that may be issued under the options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company), unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time.

購股權計劃

根據全體股東於二零一二年六月十五日通過的決議案，本公司已有條件採納一項購股權計劃（「購股權計劃」），以肯定及嘉許曾經或可能對本集團作出貢獻的合資格參與人士。根據購股權計劃，董事會可酌情向董事（包括執行董事、非執行董事及獨立非執行董事）、本公司附屬公司之董事、本集團僱員及董事會全權酌情認為曾經或將對本集團作出貢獻的任何其他人士（包括專家顧問或顧問）授出購股權。董事獲授權授出購股權以認購本公司股份，及配發、發行及處置根據購股權計劃所授出購股權獲行使而發行的普通股，以及採取對實行購股權計劃及使之生效而言為必需及／或合宜的一切步驟。根據購股權計劃及任何其他本公司購股權計劃而可授予的購股權的最高股份數目，合共不得超過緊隨全球發售（定義見本公司日期為二零一二年六月二十五日的招股章程）完成後已發行股份總數的10%，即100,000,000股股份，不包括任何根據購股權計劃（或本公司任何其他購股權計劃）的條款已失效的購股權而可發行的股份，惟獲本公司股東在股東大會上另行批准及／或上市規則不時另有其他規定者除外。

Directors' Report (continued)

董事會報告(續)

Unless otherwise approved by the shareholders of the Company in general meeting, the number of shares that may be granted to an eligible participant under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 1% of the shares in issue of the Company within any 12-month period. Any grant of options to a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by our independent non-executive Directors. Unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules, the number of shares that may be granted to a substantial shareholder or any independent non-executive Director or their respective associates under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 0.1% of the shares in issue, having an aggregate value in excess of HK\$5 million, within any 12-month period.

There is no minimum period for which an option must be held before it can be exercised, and the period during which an option may be exercised will be determined by the Board in its absolute discretion, however, no options shall be exercised 10 years after they have been granted. The subscription price of a share in respect of a particular option shall be not less than the highest of (a) the official closing price of the shares on the daily quotation sheet of the Stock Exchange; (b) the average official closing price of the shares on the daily quotation sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share. The Share Option Scheme shall take effect from the date it is adopted and shall remain effective within a period of 10 years from that date.

From the date that the Share Option Scheme became effective and unconditional and up to the date of this annual report, no share options were granted under the Share Option Scheme.

As at the date of this annual report, the total number of ordinary shares available for issue under the Share Option Scheme is 92,137,051, representing 10% of the issued shares of the Company.

除非獲本公司股東於股東大會上另行批准，否則可基於購股權計劃及任何其他本公司購股權計劃向一名合資格參與者授出的股份數目（包括已行使及未行使購股權），不得超過本公司在任何一個12個月期間的已發行股份的1%。任何向董事、本公司高級行政人員或主要股東（定義見上市規則）或其任何各自的聯繫人（定義見上市規則）授予的購股權須獲獨立非執行董事的批准。除非本公司股東在股東大會上另行批准及／或上市規則另有規定，否則根據購股權計劃及任何其他本公司購股權計劃可授予主要股東或任何獨立非執行董事或其各自的聯繫人的股份數目（包括已行使及未行使購股權），不得超過任何一個12個月期間已發行股份的0.1%或合共價值超過5百萬港元。

概無訂有購股權在行使前必須持有的最短期限，而購股權可行使的期間將由董事會全權酌情決定，然而，購股權於授出10年後便不得行使。有關特定購股權的認購價不得低於下列最高者：(a) 於聯交所每日報價表所報的官方股份收市價；(b) 緊接授出日期前五個營業日聯交所每日報價表所報的官方股份平均收市價；及(c) 股份面值。購股權計劃將自其獲採納日期起生效並將自該日起10年期間內一直有效。

自購股權計劃生效及成為無條件起直至本年報日期，概無根據購股權計劃授出購股權。

於本年報日期，購股權計劃項下可供發行的普通股份總數為92,137,051股，佔本公司已發行股份的10%。

Directors' Report (continued)

董事會報告(續)

Save as the Share Option Scheme and share award scheme as disclosed in this report, at no time during the Year was the Company, its subsidiaries, holding companies or fellow subsidiaries a party to any arrangement to enable Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Other than the Share Option Scheme and share award scheme as disclosed in this report, no equity-linked agreements that will or may result in the Company issuing shares, or that require the Company to enter into any agreement that will or may result in the Company issuing shares, have entered into by the Company during the Year or subsisted at the end of the Year.

SHARE AWARD SCHEME

The Company, pursuant to a resolution passed on 14 December 2020, adopted a share award scheme (the "Share Award Scheme") for the purpose of (i) to align interests of eligible persons, being the employees, directors, officers, consultants or advisors of any member of the Group, with those of the Group through ownership of ordinary shares of the Company (the "Shares"), dividends and other distribution paid on Shares and/or increase in value of the Shares; and (ii) to encourage and retain eligible persons to make contributions to the long-term growth and profits of the Group.

The aggregate number of shares to be made pursuant to the Share Award Scheme (the "Award Shares") will not exceed 20% of the total number of issued shares capital as at the adoption date of the Share Award Scheme (i.e. 20% of 741,200,400 Shares). The aggregate number of Award Shares which may be awarded to a selected person under the Share Award Scheme shall not exceed 2% of the total number of issued Shares as at the adoption date of the Share Award Scheme.

Subject to any early termination as may be determined by the board of directors, the Share Award Scheme shall be valid and effective for a term of 10 years commencing from the adoption date.

The Award Shares, once issued, will rank equal to all other issued Shares at that time and are not subject to any vesting condition. The selected persons will therefore have the right to receive dividends, dispose of and/or exercise the rights of the Award Shares as per his/her own wishes once the Award Shares were issued.

除本報告所披露的購股權計劃及股份獎勵計劃外，本公司、其附屬公司、控股公司或同系附屬公司均於本年度內任何時間，概無參與任何安排使董事可透過購買本公司或其他法人團體股份或債權證而獲取利益。

除本報告所披露的購股權計劃及股份獎勵計劃外，本公司於本年度並無訂立且於年度結束時並無存在任何股本掛鈎協議將或可能導致本公司發行股份，或需要本公司訂立任何將會或可能導致本公司發行股份的協議。

股份獎勵計劃

本公司根據二零二零年十二月十四日通過的決議案，已採納股份獎勵計劃（「股份獎勵計劃」），目的是(i)透過本公司普通股（「股份」）擁有權、股息及有關股份之其他已付分派及／或股份增值，令合資格人士（即本集團任何成員的僱員、董事、高級人員、顧問或諮詢人）之利益與本集團利益一致；及(ii)鼓勵及挽留合資格人士協力對本集團作出貢獻，並促進本集團之長遠增長及溢利。

根據股份獎勵計劃授出之所有股份（「獎勵股份」）數目合共不得超過採納股份獎勵計劃當日已發行股份總數之20%（即741,200,400股股份的20%）。根據股份獎勵計劃授予一名選定人士之獎勵股份總數不得超過於採納日期已發行股份總數之2%。

除非本公司董事會決定提前終止，否則股份獎勵計劃將自採納日期起計十年期間有效。

獎勵股份一經發行，將與當時所有其他已發行股份具有相同地位，亦不受任何歸屬條件所限。選定人士將因此有權於獎勵股份發行後，按彼等的意願，收取股息、出售及／或行使獎勵股份的相關權利。

Directors' Report (continued)

董事會報告(續)

On 14 December 2020, a total of 42,550,000 Award Shares were issued to 12 eligible persons (the "2020 Selected Persons"). The Award Shares were settled by way of issue and allotment of new Shares on 30 December 2020 pursuant to the general mandate. The 42,550,000 Award Shares represented approximately 5.74% of the total number of issued Shares and approximately 5.43% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The 2020 Selected Persons are (i) senior and middle management of the Group and (ii) staffs who served the Group for a long period of time.

The 42,550,000 Award Shares had neither any vesting period nor condition, accordingly, the fair value of 42,550,000 Award Shares was determined by the closing market price of the Company on 30 December 2020, of which, expenses of HK\$6,808,000 (equivalent to RMB5,777,000) were recognised as expenses in the consolidated statement of profit or loss.

On 10 May 2021, a total of 36,970,000 Award Shares were issued to 11 eligible persons (the "2021 Selected Persons"). The Award Shares were settled by way of issue and allotment of new Shares on 10 May 2021 pursuant to the general mandate. The 36,970,000 Award Shares represented approximately 4.72% of the total number of issued Shares and approximately 4.50% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The 2021 Selected Persons are (i) senior and middle management of the Group and (ii) staffs who served the Group for a long period of time.

The 36,970,000 Award Shares had neither any vesting period nor condition, accordingly, the fair value of 36,970,000 Award Shares was determined by the closing market price of the Company on 10 May 2021, of which, expenses of HK\$4,990,950 (equivalent to RMB4,108,000) were recognised as expenses in the consolidated statement of profit or loss.

於二零二零年十二月十四日，已向12名合資格人士（「2020選定人士」）授出合共42,550,000股獎勵股份。獎勵股份將根據一般授權於二零二零年十二月三十日發行及配發。42,550,000股獎勵股份相當於已發行股份總數約5.74%及經發行及配發獎勵股份擴大後之已發行股份總數約5.43%。2020選定人士主要是(i)本集團的中高層管理人員；及(ii)為本集團服務長時間的員工。

42,550,000股獎勵股份並無任何歸屬期或條件，因此，42,550,000股獎勵股份之公平值乃按本公司於二零二零年十二月三十日之收市價釐定，其中，6,808,000港元（相當於人民幣5,777,000元）的開支於綜合損益表確認為開支。

於二零二一年五月十日，已向11名合資格人士（「2021選定人士」）授出合共36,970,000股獎勵股份。獎勵股份將根據一般授權於二零二一年五月十日發行及配發。36,970,000股獎勵股份相當於已發行股份總數約4.72%及經發行及配發獎勵股份擴大後之已發行股份總數約4.50%。2021選定人士主要是(i)本集團的中高層管理人員；及(ii)為本集團服務長時間的員工。

36,970,000股獎勵股份並無任何歸屬期或條件，因此，36,970,000股獎勵股份之公平值乃按本公司於二零二零年十二月三十日之收市價釐定，其中，4,990,950港元（相當於人民幣4,108,000元）的開支於綜合損益表確認為開支。

Directors' Report (Continued)

董事會報告 (續)

On 4 June 2021, a total of 29,648,016 Award Shares were issued to Mr. Wu Zheyuan and Ms. Xie Qingmei (the "Connected Selected Persons"). The Award Shares were settled by way of issue and allotment of new Shares on 4 June 2021 pursuant to the general mandate. The 29,648,016 Award Shares represented approximately 3.61% of the total number of issued Shares and approximately 3.49% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The Connected Selected Persons are the Directors of the Company.

The 29,648,016 Award Shares had neither any vesting period nor condition, accordingly, the fair value of 29,648,016 Award Shares were determined by the closing market price of the Company on 4 June 2021, of which, expenses of HK\$4,328,610 (equivalent to RMB3,598,000) were recognised as expenses in the consolidated statement of profit or loss.

As at 31 December 2022 and the date of approval of these financial statements, the Company had 39,072,064 Award Shares available for awarding to eligible persons under the Share Award Scheme, which represented approximately 4.59% of the issued Shares as at the respective dates.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

PUBLIC FLOAT

Rule 8.08(1)(a) of the Listing Rules requires that at least 25% of an issuer's total issued share capital must at all times be held by the public. Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficiency of public float at all times during the Year.

於二零二一年六月四日，已向吳哲彥先生及謝清美女士（「關聯選定人士」）授出合共29,648,016股獎勵股份。獎勵股份將根據一般授權於二零二一年六月四日發行及配發。29,648,016股獎勵股份相當於已發行股份總數約3.61%及經發行及配發獎勵股份擴大後之已發行股份總數約3.49%。關聯選定人士是本公司的董事。

29,648,016股獎勵股份並無任何歸屬期或條件，因此，29,648,016股獎勵股份之公平值乃按本公司於二零二一年六月四日之收市價釐定，其中，4,328,610港元（相當於人民幣3,598,000元）的開支於綜合損益表確認為開支。

於二零二二年十二月三十一日及此等綜合財務報表批准之日，本公司有39,072,064股獎勵股份可根據股份獎勵計劃授予合資格人士，佔於有關日期已發行股份約4.59%。

購買、出售或贖回已上市證券

於本年度，本公司及其任何附屬公司概無購買、出售或贖回任何本公司已上市證券。

公眾持股量

上市規則第8.08(1)(a)條規定，公眾必須在任何時間內持有發行人的已發行股本總額至少25%。基於本公司可公開取得的資料及就董事所知，本公司於本年度內一直維持足夠的公眾持股量。

Directors' Report (continued)

董事會報告(續)

CONTINUING CONNECTED TRANSACTIONS

During the Year, there was no transaction of the Group constituted non-exempt continuing connected transaction for the Company under the Listing Rules (2021: Nil).

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are provided under note 40 to the consolidated financial statements, and none of which constitutes a non-exempt connected transaction as defined under the Listing Rules.

DEED OF NON-COMPETITION

The Company entered into a deed of non-competition (the "Deed of Non-Competition") with Mr. Wu Zheyang and Green Seas Capital Limited (collectively referred to as the "Controlling Shareholders") on 15 June 2012 so as to better safeguard the Group from any potential competition and to formalise the principles for the management of potential conflicts between them and to enhance our corporate governance in connection with the listing of the Company's shares on the Stock Exchange.

The independent non-executive Directors have reviewed compliance by the Controlling Shareholders and confirm that based on confirmations and information provided by each of the Controlling Shareholders, they were in compliance with the Deed of Non-Competition during the Year.

The independent non-executive Directors were not required to review any matter in relation to compliance and enforcement of the Deed of Non-Competition during the Year.

MANAGEMENT CONTRACTS

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

持續關連交易

根據上市規則，於本年度，本集團概無交易構成本公司不獲豁免的持續關連交易（二零二一年：無）。

關聯方交易

在日常業務過程中進行重大關聯方交易的詳情載於綜合財務報表附註40，當中概無交易構成上市規則所界定的不獲豁免關連交易。

不競爭契據

本公司已於二零一二年六月十五日與吳哲彥先生及Green Seas Capital Limited（統稱「控股股東」）訂立不競爭契據（「不競爭契據」），以更好地保障本集團免受任何潛在競爭，並規範針對彼等之間潛在衝突的管理原則，以及就本公司股份於聯交所上市加強本集團的企業管治。

獨立非執行董事已審閱控股股東的合規情況，並確認基於各控股股東所提供的確認書及資料，彼等於本年度內已遵守不競爭契據。

獨立非執行董事毋須在本年度內審閱有關遵守及執行不競爭契據的任何事宜。

管理合約

本年度，本集團概無就全部或任何主要部分業務的管理訂立管理合約。

Directors' Report (continued)

董事會報告(續)

DONATIONS

During the Year, the Group supported a wide variety of charitable activities in Hong Kong and the PRC. Donations of approximately RMB60,000 (2021: RMB5,202,000) were made by the Group to various charitable organisations.

TAX RELIEF AND EXEMPTION

The Company is not aware that any holders of securities of the Company are entitled to any tax relief or exemption by reason of their holding of such securities.

AUDITOR

BDO Limited resigned as auditor of the Company on 5 November 2021 and Ascenda Cachet CPA Limited has been appointed as the auditor of the Company on 5 November 2021. Ascenda Cachet CPA Limited resigned as auditor of the Company on 4 November 2022 and CWK CPA Limited has been appointed as the auditor of the Company on 4 November 2022. There have been no other changes in auditor during the preceding three years.

CWK CPA Limited will retire and, being eligible, offer themselves for re-appointment. A resolution for the reappointment of CWK CPA Limited as auditor of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Xie Qingmei

Chairlady

Hong Kong, 31 March 2023

捐贈

本年度，本集團為中港兩地的多項慈善活動提供資助，向各慈善組織捐贈約人民幣60,000元（二零二一年：人民幣5,202,000元）。

稅務減免

本公司並不知悉本公司證券之任何持有人因其持有有關證券而享有任何稅務減免。

核數師

香港立信德豪會計師事務所有限公司已於二零二一年十一月五日辭任本公司核數師以及天健德揚會計師事務所有限公司已於二零二一年十一月五日獲委任本公司核數師。天健德揚會計師事務所有限公司已於二零二二年十一月四日辭任本公司核數師以及中主環球會計師事務所有限公司已於二零二二年十一月四日獲委任本公司核數師。核數師於過往三年中並無其他變化。

中主環球會計師事務所有限公司將會退任，並符合資格且願意應聘連任。續聘中主環球會計師事務所有限公司為本公司核數師的決議案將於應屆股東週年大會上提呈。

代表董事會

謝清美

主席

香港，二零二三年三月三十一日

Board of Directors and Senior Management

董事會及高級管理層

Biographies of each member of the board of directors and senior management team of the Company during the Year and/or as at the date of this report are set out below:

EXECUTIVE DIRECTORS

Wu Zheyang (Mr. Wu), aged 43, is an executive Director and chief executive officer of the Company. Mr. Wu was appointed as a Director on 17 October 2011. He joined Fujian Zhangping Kimura Forestry Products Co. Ltd (“Zhangping Kimura”) as a workshop director since 1997 and obtained knowledge and experiences in the timber products industry including the production process, research and development works and the invention process of new timber products. Mr. Wu became the general manager in May 2000 and the director and legal representative of Zhangping Kimura in January 2006.

Mr. Wu graduated from Sichuan University in June 2009 with a Diploma in business administration (Distance education). Mr. Wu is the visiting professor of Central South University of Forestry and Technology and Fujian Agriculture and Forestry University.

Xie Qingmei (Ms. Xie), aged 55, was appointed as an executive Director on 15 June 2012 and as the Chairlady on 23 May 2016. Ms. Xie is primarily responsible for procurement matters in respect of the Group. She has over 20 years of experience in corporate management and procurement. Ms. Xie joined the Group in 1999, and she has been a deputy general manager of Zhangping Kimura since 2001 and a director of Zhangping Kimura since 2006. Ms. Xie was in charge of the sales department of Zhangping Kimura as well as supervising procurement from June 1999 to December 2000, and has been running the procurement department of Zhangping Kimura since 2003.

於本年度內及／或本報告日期本公司各董事會及高級管理層成員的履歷如下：

執行董事

吳哲彥(吳先生)，43歲，本公司執行董事兼行政總裁。吳先生於二零一一年十月十七日獲委任為董事。彼自一九九七年起加入福建省漳平木村林產有限公司(「漳平木村」)擔任車間主任，並獲得木材產品行業(包括生產流程、研發工程及新木材產品的開發流程)的知識及經驗。吳先生於二零零零年五月擔任總經理，並於二零零六年一月擔任漳平木村的董事兼法人代表。

吳先生於二零零九年六月畢業於四川大學，獲得工商管理文憑(遠距教育)。吳先生為中南林業科技大學及福建農林大學客座教授。

謝清美(謝女士)，55歲，於二零一二年六月十五日獲委任為執行董事及於二零一六年五月二十三日獲委任為主席。謝女士主要負責本集團的採購事宜，彼在企業管理及採購方面擁有逾20年的豐富經驗。謝女士於一九九九年加入本集團，分別自二零零一年及二零零六年起一直擔任漳平木村副總經理及漳平木村董事。謝女士自一九九九年六月起至二零零零年十二月止負責漳平木村銷售部並兼管採購事宜，且自二零零三年開始負責管理漳平木村的採購部門。

Board of Directors and Senior Management (Continued)

董事會及高級管理層(續)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tse Kwok Hing Henry (“Mr. Tse”), aged 37, was appointed as an independent non-executive director of the Company since 1 September 2022. Mr. Tse has extensive experience in accounting, auditing and finance fields. Mr. Tse was the chief financial officer and company secretary of China Yuanbang Property Holdings Limited, a company listed on the main board of the Singapore Exchange Securities Trading Limited (Stock Code: BCD.SI) from April 2016 to May 2018. Mr. Tse obtained a bachelor’s degree of Business Administration in Accounting and Finance from the University of Hong Kong in 2007. He is currently the company secretary of Moody Technology Holdings Limited (stock code: 1400), a company listed on the main board of The Stock Exchange of Hong Kong Limited, a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales.

Professor Jin Zhongwei (Professor Jin), aged 85, was appointed as an independent non-executive Director of the Company since 15 June 2012. He is an expert in wood preservation with over 40 years of experience in wood preservation. Professor Jin graduated from Nanjing Forestry College in 1961 and majored in forestry products chemical processing. He studied wood preservation and modification technologies in the United States as a government-appointed scholar from 1981 to 1983, and was a visiting scholar at Oregon State University and Mississippi State University from 1994 to 1995 respectively.

獨立非執行董事

謝國興先生(「謝先生」)，37歲，自二零二二年六月十五日起獲委任為本公司獨立非執行董事。謝先生於會計、審計及財務方面擁有豐富經驗。謝先生曾於二零一六年四月至二零一八年五月為中國元邦房地產控股有限公司(新加坡證券交易所有限公司主板上市公司，股份代號：BCD.SI)的財務總監及公司秘書。謝先生於二零零七年獲香港大學頒授工商管理(會計及財務)學士學位。彼現為滿地科技股份有限公司(一家於香港交易所主板上市之公司(股份代號：1400)之公司秘書，香港會計師公會會員及英格蘭與威爾斯特許會計師協會會員。

金重為教授(金教授)，85歲，自二零一二年六月十五日起獲委任為本公司獨立非執行董事。彼為木材保護領域專家，在木材保護研究領域擁有逾40年的經驗。金教授於一九六一年畢業於南京林業學院，主修林業產品化學加工。彼曾於一九八一年至一九八三年期間以公派學者身份赴美國進修學習木材保護與改性技術，於一九九四年至一九九五年分別擔任美國俄勒岡州立大學和密西西比州立大學訪問學者。

Board of Directors and Senior Management (continued)

董事會及高級管理層 (續)

Professor Su Wenqiang (Professor Su), aged 67, was appointed as an independent non-executive Director of the Company since 15 June 2012. Professor Su has more than 30 years of experience in the research of forestry and timber products. Professor Su was awarded as Model Member of the Communist Party (優秀共產黨員) from 2006 to 2007, and was appointed as various positions in timber industry, e.g. council member of Standing Committee of the Heilongjiang Province Chemistry Society (黑龍江省化工學會理事會) (in December 2004), committee member of Wood Science Institute of the Chinese Society of Forestry (中國林學會木材科學分會) (in April 2010), member of Board of Experts of Standardisation Committee of China Timber and Wood Products Distribution Association Wood Preservation Committee (中國木材與木製品流通協會木材防腐專業委員會專家指導委員會) (in December 2009), member of Board of Experts Committee of Standardisation Committee of China Wood Preservation Industry Association (中國木材保護工業協會專家委員會) (in October 2011), committee member of the Wood Preservation Research Committee of the Wood Science Institute of the Chinese Society of Forestry (中國林學會木材科學分會木材保護研究會委員會) (in April 2007) and editor of editorial committee of Biomass Chemical Engineering published by Institute of Chemical Industry of Forest Products (中國林業科學研究院林產化學工業研究所《生物質化學工程》) (in December 2010). Professor Su graduated from Northeast Forestry University in July 1982, major in professional chemical processing of forestry products (林產化學加工工程專業), and obtained a Doctorate Degree in December 2008.

SENIOR MANAGEMENT

Chen Tianfu (Mr. Chen), aged 56, is the chief financial officer of our Group. Since joining our Group in 2009, Mr. Chen has been responsible for our Group's accounting and financial management affairs. Prior to joining our Group, Mr. Chen was in charge of the financial departments of Jiangxi Sanhua Real Estate Co. Ltd. (江西三華置業有限公司) and Fujian Dufeng Sugar Factory (福建省度峰糖廠) respectively. Mr. Chen has over 20 years of experience in corporate financial management and possesses the qualifications of an accountant in the PRC. Mr. Chen graduated from Fujian Quanzhou Supply and Sales School (福建省泉州供銷學校) in 1986 majoring in financial accounting with a secondary vocational school diploma.

COMPANY SECRETARY

Mr. Wong Wai Lun (黃偉倫), aged 39. He was appointed as the Company Secretary on 1 July 2021. Mr. Wong Wai Lun obtained a bachelor degree of commerce from the University of Queensland in December 2004. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and has over 15 years of experience in the field of accounting, auditing, corporate finance, financial management and corporate governance. Mr. Wong Wai Lun is currently the director of Modern Assurance And Business Services Limited.

蘇文強教授 (蘇教授), 67歲, 於二零一二年六月十五日起獲委任為本公司的獨立非執行董事。蘇教授於林學及木製產品研究領域有超過30年資歷。蘇教授於二零零六年至二零零七年期間, 榮獲優秀共產黨員的稱號, 並獲委任木材行業的多個職位, 例如黑龍江省化工學會理事會理事 (於二零零四年十二月)、中國林學會木材科學分會委員會委員 (於二零一零年四月)、中國木材與木製品流通協會木材防腐專業委員會專家指導委員會委員 (於二零零九年十二月)、中國木材保護工業協會專家委員會委員 (於二零一一年十月)、中國林學會木材科學分會木材保護研究會委員會委員 (於二零零七年四月) 及中國林業科學研究院林產化學工業研究所《生物質化學工程》編輯委員會編委 (於二零一零年十二月)。蘇教授於一九八二年七月畢業於東北林業大學, 主修林產化學加工工程專業, 並於二零零八年十二月獲得博士學位。

高級管理層

陳天福 (陳先生), 56歲, 為本集團首席財務官。陳先生自二零零九年起加入本集團至今, 一直負責本集團的會計及財務管理事務。陳先生在加入本集團前, 曾於江西三華置業有限公司及福建省度峰糖廠擔任財務部門負責人職務。陳先生在企業財務管理方面擁有逾20年經驗, 擁有中國會計師資格。陳先生於一九八六年畢業於福建省泉州供銷學校主修財務會計, 並取得中專文憑。

公司秘書

黃偉倫先生, 39歲。彼於二零二一年七月一日獲委任為公司秘書。黃偉倫先生於二零零四年十二月獲得昆士蘭大學商學學士學位。彼為香港會計師公會資深會員並於會計、審計、企業融資、財務管理及企業管治領域擁有逾15年經驗。黃偉倫先生先為Modern Assurance And Business Services Limited之董事。

Independent Auditor's Report

獨立核數師報告



**TO THE MEMBERS OF CHINA ENVIRONMENTAL
TECHNOLOGY AND BIOENERGY HOLDINGS LIMITED**

(incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Environmental Technology and Bioenergy Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 61 to 204, 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, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致中科生物控股有限公司股東

(於開曼群島註冊成立的有限公司)

意見

吾等已審核載列於第61至204頁中科生物控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,該等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與截至該日止年度的綜合損益表及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表的附註,包括主要會計政策概要。

吾等認為,綜合財務報表已根據國際會計準則理事會(「國際會計準則理事會」)所頒佈之國際財務報告準則(「國際財務報告準則」)真實而公平地反映 貴集團於二零二二年十二月三十一日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司條例的披露要求妥為編製。

Independent Auditor's Report (continued)

獨立核數師報告(續)

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). Our responsibilities under those standards are further described in the Auditors’ 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.

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgement, were of most significant in our audit of the consolidated financial statements of the current period. This matter is 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 the matter.

意見的基礎

吾等根據香港會計師公會（「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。在該等準則下，吾等的責任在吾等的報告內核數師就審核綜合財務報表須承擔的責任一節進一步闡述。根據香港會計師公會的「國際職業會計師道德守則」（「守則」）吾等獨立於貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等所獲得的審核憑證能充足及適當地為吾等的審核意見提供基礎。

關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等審核於本期間的綜合財務報表中最重要的事項。吾等在審核綜合財務報表及就此達致意見時處理此等事項，及不會就此等事項單獨發表意見。吾等對下述每一事項在審計中是如何應對的描述也以此為背景。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Key Audit Matter

關鍵審核事項

Allowance for expected credit loss of the trade receivables

貿易應收款項之預期信貸虧損撥備

We identified the recognition of expected credit losses (“ECL”) on trade receivables as a key audit matter as they are quantitatively significant to the consolidated financial statements as a whole and there is involvement of management judgement and estimates in evaluating the ECL allowance of the Group’s trade receivables at the end of the reporting period.

我們將確認貿易應收賬款的預期信貸虧損(「預期信貸虧損」)作為關鍵審計事項，此乃由於該等貿易應收賬款對合併財務報表整體而言在數額上重大，而在評估貴集團於報告期末的貿易應收款項之預期信貸虧損時涉及到管理層之判斷及估計。

The carrying amount of the Group’s trade receivables was approximately RMB52,479,000 (net of loss allowance of approximately RMB12,186,000) as at 31 December 2022.

於二零二二年十二月三十一日，貴集團的貿易應收款項的賬面值約為人民幣52,479,000元(扣除虧損撥備約人民幣12,186,000元)。

During the year, the Group has reversed allowance on ECL of trade receivables at approximately RMB5,752,000.

年內，貴集團就貿易應收款項的預期信貸虧損計提回撥約人民幣5,752,000元。

How our audit addressed the Key Audit Matter

吾等的審核如何處理該事項

- discussing the Group’s policies and procedures on credit periods given to customers with the management;
與管理層討論本集團有關給予客戶信貸期的政策及程序；
- testing the aging of the trade receivables as at 31 December 2022 to the underlying financial records, on a sample basis;
抽樣測試截至二零二二年十二月三十一日貿易應收賬款與基礎財務記錄的賬齡；
- evaluating the competence, capabilities and objectivity of the external valuer;
評估外部估值師的資格、能力和客觀性；
- inquiring management for the status of each of the material trade receivables past due as at 31 December 2022 and corroborating explanations from management with supporting evidence, such as understanding on-going business relationship with the customers based on trading records, checking historical settlement records;
向管理層詢問截至二零二二年十二月三十一日每項重大貿易應收賬款的狀態，並以支持證據證實管理層的解釋，例如根據交易記錄了解與客戶的持續業務關係，檢查歷史結算記錄；
- assessing the appropriateness of the ECL calculation methodology, adopted by external valuer by 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 allowance.
評估外部估值師採用的預期信貸虧損計算方法的適當性，通過抽樣檢查關鍵數據輸入以評估其準確性和完整性，並對用於確定預期信貸虧損準備的假設(包括歷史和前瞻性信息)提出質疑。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Key Audit Matter

關鍵審核事項

How our audit addressed the Key Audit Matter

吾等的審核如何處理該事項

Allowance for expected credit loss of the trade receivables (Continued)

貿易應收款項之預期信貸虧損撥備(續)

For the purpose of performing the assessment of the ECL, the Directors of the Company engaged an independent professional valuer to perform a valuation regarding ECL on trade receivables. The determination of ECL required significant management judgement to determine the key assumptions including (i) expected credit loss rates for each category of trade receivables; (ii) aging and overdue analysis of the trade receivables; (iii) information regarding the ability and intent of the customers to pay and historical data on default rates; and (iv) shared credit risk characteristics of trade receivables groups and market conditions. The Group calibrates the matrix to adjust the historical credit loss experience with forward-looking information.

就評估預期信貸虧損而言，貴公司董事委聘獨立專業估值師根據董事的假設對應收貿易款項的預期信貸虧損進行估值（「估值應收貿易款項的預期信貸虧損」）決定預期信貸虧損需要作出重大判斷才能釐定此應收賬款評估預期信貸虧損的主要假設，包括(i)各類貿易應收款項估計信貸虧損率（「信貸虧損率」）；(ii)貿易應收款項的賬齡及逾期結餘分析；(iii)有關債務人支付能力及意圖的資料以及違約率的過往記錄；及(iv)貿易應收款項組別的共同信貸風險特點。貴集團會校正矩陣以按前瞻性資料調整過往信貸虧損經驗。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

OTHER INFORMATION

The Directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon.

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

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

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

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

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

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

其他資料

貴公司董事須對其他資料承擔責任。其他資料包括載於 貴集團年報的資料，但不包括綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表作出的意見並無涵蓋其他資料，而吾等不會對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。倘若吾等基於已進行的工作認為其他資料出現重大錯誤陳述，吾等須報告有關事實。就此，吾等毋須作出報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則理事會所頒佈之國際財務報告準則及香港公司條例的披露要求，編製真實而公平地反映情況的綜合財務報表，及董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，貴公司董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非 貴公司董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

治理層亦負責監督 貴集團財務報告流程。審計委員會協助 貴公司董事履行彼等職責。

Independent Auditor's Report (continued)

獨立核數師報告(續)

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審核綜合財務報表須承擔的責任

吾等的目標為合理確定此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告，僅根據香港公司條例第405條向整體股東報告，不作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔任何責任。合理確定屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審計的過程中，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及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該等風險以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，惟並非旨在對貴集團內部監控的有效性發表意見。
- 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。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

- 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.
- 對董事採用持續經營會計基礎的恰當性作出結論，並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。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂吾等意見。吾等結論乃基於截至核數師報告日期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無法持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團中實體或業務活動的財務資料獲取充分、適當的審計證據，以對綜合財務報表發表意見。吾等負責集團審計的方向、監督和執行。吾等僅為審計意見承擔責任。

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

吾等與審計委員會溝通了(其中包括)計劃的審計範圍、時間安排、重大審計發現等事項，包括吾等在審計期間識別出內部控制的任何重大缺陷。

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

吾等還向審計委員會提交聲明，說明吾等已符合有關獨立性的相關職業道德要求，並與他們溝通所有可能合理地被認為會影響吾等獨立性的關係和其他事項，以及在適用的情況下，消除威脅的行動或採取的防範措施。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

The engagement partner on the audit resulting in the independent auditor's report is Chan Lok Hei.

從與董事溝通的事項中，吾等決定那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。吾等會在核數師報告中描述這些事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期在吾等報告中溝通某事項而造成的負面後果將會超過其產生的公眾利益，吾等將不會在此等情況下在報告中溝通該事項。

出具獨立核數師報告之審計項目董事為陳樂禧。

CWK CPA Limited

Certified Public Accountants

Chan Lok Hei

Practising Certificate Number: P06654

Hong Kong

31 March 2023

中主環球會計師事務所有限公司

執業會計師

陳樂禧

執業證書號碼：P06654

香港，

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
(Expressed in Renminbi) (以人民幣列示)

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Continuing operations Revenue	持續經營業務收入	5	465,037	608,074
Cost of sales	銷售成本		(411,164)	(486,390)
Gross profit	毛利		53,873	121,684
Other income	其他收入	6	15,826	15,783
Other gains, net	其他收益淨額	7	1,980	8,435
Selling and distribution expenses	銷售及分銷開支		(35,533)	(46,860)
Administrative expenses	行政開支		(48,028)	(62,155)
Reversal of expected credit loss on trade receivables	金融資產的預期信貸虧損之回撥	23	5,752	2,529
Finance costs	融資成本	8	(1,013)	(1,245)
(Loss)/profit before tax	來自持續經營業務的除稅前(虧損)/溢利	9	(7,143)	38,171
Income tax credit	所得稅抵免	10	359	10,153
(Loss)/profit for the year from continuing operations	來自持續經營業務的年內(虧損)/溢利		(6,784)	48,324
Discontinued operation	終止業務			
Loss for the year from a discontinued operation	來自終止業務的年內虧損	14	-	(612)
Loss for the year from a discontinued operation	來自終止業務的年內虧損		-	(612)
(Loss)/profit for the year	本年度(虧損)/溢利		(6,784)	47,712

Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

綜合損益及其他全面收益表(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列示)

	Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Other comprehensive income (expense), net of tax	其他全面收益(扣除稅項)		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益的項目:</i>		
Exchange differences on translation of financial statements of foreign operations	換算海外業務財務報表產生的匯兌差額	12,148	2,521
<i>Item that will not be reclassified subsequently to profit or loss:</i>	<i>其後不會重新分類至損益的項目:</i>		
Equity investment designated at fair value through other comprehensive income:	指定為按公平值計入其他全面收益的股本投資:		
– Changes in fair value	– 公平值變動	(897)	(58)
– Income tax effect	– 所得稅影響	135	9
Other comprehensive income for the year, net of tax	年內其他全面收益(扣除稅項)	11,386	2,472
Total comprehensive income for the year	年內全面收益總額	4,602	50,184
(Loss)/profit for the year attributable to:	以下各方應佔之本年度(虧損)/溢利:		
Owners of the Company	本公司持有人	(6,558)	47,092
Non-controlling interest	非控股權益	(226)	620
		(6,784)	47,712
(Loss)/profit for the year attributable to owners of the Company	由本公司持有人應佔之本年度(虧損)/溢利		
– from continuing operations	– 來自持續經營業務	(6,558)	47,704
– from discontinued operation	– 來自已終止業務	–	(612)
(Loss)/profit for the year attributable to owners of the Company	由本公司持有人應佔之本年度(虧損)/溢利	(6,558)	47,092

Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

綜合損益及其他全面收益表(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列示)

	Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
(Loss)/profit for the year attributable to non-controlling interest	由非控股權益應佔之本年度(虧損)/溢利		
– from continuing operations	– 來自持續經營業務	(226)	620
– from discontinued operation	– 來自已終止業務	–	–
(Loss)/profit for the year attributable to non-controlling interest	由非控股權益應佔之本年度(虧損)/溢利	(226)	620
Total comprehensive income/(expense) for the year attributable to:	由以下各方應佔之本年度全面收益/(支出)總額:		
Owners of the Company	本公司持有人	4,828	49,564
Non-controlling interest	非控股權益	(226)	620
		4,602	50,184
Total comprehensive income/(expense) attributable to owners of the Company	由本公司持有人應佔之本年度全面收益/(支出)總額		
– from continuing operations	– 來自持續經營業務	4,828	50,176
– from discontinued operation	– 來自已終止業務	–	(612)
Total comprehensive income attributable to owners of the Company	由本公司持有人應佔之本年度全面收益/(支出)總額	4,828	49,564
(Loss)/earnings per share attributable to ordinary equity holders of the Company	本公司普通股權益持有人應佔之每股(虧損)/溢利		
Basic	基本		
– (Loss)/profit for the year	– 本年度(虧損)/溢利	(0.008)	0.057
– (Loss)/profit from continuing operations	– 持續經營業務的本年度(虧損)/溢利	(0.008)	0.058
Diluted	攤薄		
– (Loss)/profit for the year	– 本年度(虧損)/溢利	(0.008)	0.057
– (Loss)/profit from continuing operations	– 持續經營業務的本年度(虧損)/溢利	(0.008)	0.058

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
(Expressed in Renminbi) (以人民幣列示)

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	368,519	399,500
Investment properties	投資物業	16	32,936	30,358
Non-current deposits for acquisitions of property, plant and equipment	收購物業、廠房及設備的非即期按金	17	220	1,698
Other financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的其他金融資產	18	1,445	2,342
Non-current deposit for acquisition of other financial assets	收購其他金融資產之非即期按金	19	2,500	–
Time deposit	定期存款	26	47,000	30,000
Deferred tax assets	遞延稅項資產	21	1,378	1,213
Total non-current assets	非流動資產總額		453,998	465,111
Current assets	流動資產			
Inventories	存貨	22	89,874	133,547
Trade and other receivables	貿易及其他應收款項	23	122,955	226,926
Amount due from a related company	應收關聯公司款項		69	61
Amount due from a non-controlling interest	應收非控股權益款項		–	2,500
Other financial assets at fair value through profit or loss	按公平值計入損益之其他金融資產	18	20,122	92,842
Derivatives financial instruments	衍生金融工具	24	42	5,077
Pledged deposits	已抵押存款	25	53,578	1,640
Time deposit	定期存款	26	161,332	–
Cash and cash equivalents	現金及現金等價物	26	113,765	61,671
			561,737	524,264
Assets classified as held-for-sale	分類為持有待售之資產	20	856	–
Total current assets	流動資產總額		562,593	524,264
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	27	45,226	26,083
Contract liabilities	合約負債	29	13,586	9,477
Derivatives financial instruments	衍生金融工具	24	18	896
Interest-bearing bank borrowings, secured	計息銀行借款，有抵押	28	53,950	54,000
Lease liabilities	租賃負債	30	69	51
Debentures	債券	31	–	4,376
Amount due to a director	應付董事款項	32	4,783	11
Tax payables	應付稅項		11,619	11,649
			129,251	106,543
Liabilities associated with assets classified as held-for-sale	與持有待售資產相關的負債	20	269	–
Total current liabilities	流動負債總額		129,520	106,543

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

At 31 December 2022 於二零二二年十二月三十一日
(Expressed in Renminbi) (以人民幣列示)

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Net current assets	流動資產淨值		433,073	417,721
Total assets less current liabilities	總資產減流動負債		887,071	882,832
Non-current liabilities	非流動負債			
Other payables	其他應付款項	27	4,290	4,680
Deferred tax liabilities	遞延稅項負債	21	2,404	2,760
Total non-current liabilities	非流動負債總額		6,694	7,440
NET ASSETS	資產淨值		880,377	875,392
EQUITY	權益			
Share capital	股本	33(a)	38,462	35,345
Reserves	儲備		841,031	834,527
Non-controlling interest	非控股權益		879,493 884	869,872 5,520
TOTAL EQUITY	權益總額		880,377	875,392

These consolidated financial statements on pages 61 to 204 were approved and authorised for issue by the Board of Directors on 31 March 2023 and are signed on its behalf by:

本第61至204頁之綜合財務報表由董事會於二零二三年三月三十一日批准並授權發布，並由以下人士代表簽署：

Wu Zheyang
吳哲彥
Director
董事

Xie Qingmei
謝清美
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
(Expressed in Renminbi) (以人民幣列示)

		Share capital	Share premium	Exchange reserve	Statutory reserve	Fair value reserve (non-recycling) (不可劃轉) 公平價值儲備	Retained profits	Total	Non-controlling interest	Total equity
		股本 RMB'000 人民幣千元 (note 33(a)) (附註33(a))	股份溢價 RMB'000 人民幣千元 (note 33(b)(i)) (附註33(b)(i))	匯兌儲備 RMB'000 人民幣千元 (note 33(b)(ii)) (附註33(b)(ii))	法定儲備 RMB'000 人民幣千元 (note 33(b)(iii)) (附註33(b)(iii))	(不可劃轉) 公平價值儲備 RMB'000 人民幣千元 (note 33(b)(iv)) (附註33(b)(iv))	保留溢利 RMB'000 人民幣千元	總額 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	權益總額 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	32,591	688,615	16,481	55,107	(81)	19,889	812,602	-	812,602
Changes in equity for 2021:	二零二一年權益變動:									
Profit for the year	年內溢利	-	-	-	-	-	47,092	47,092	620	47,712
Other comprehensive income/(expense) for the year, net of tax	年內其他全面收益/(支出) (扣除稅項)	-	-	2,521	-	(49)	-	2,472	-	2,472
Total comprehensive income/(expense) for the year	年內全面收益/(支出)總額	-	-	2,521	-	(49)	47,092	49,564	620	50,184
Contribution from non-controlling interest	非控股權益的注資	-	-	-	-	-	-	-	4,900	4,900
Shares issued under share award scheme (note 34(b))	根據股份獎勵計劃發行股份 (附註34(b))	2,754	4,952	-	-	-	-	7,706	-	7,706
		2,754	4,952	-	-	-	-	7,706	4,900	12,606
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 於二零二二年一月一日	35,345	693,567	19,002	55,107	(130)	66,981	869,872	5,520	875,392
Changes in equity for 2022:	二零二二年權益變動:									
Loss for the year	年內虧損	-	-	-	-	-	(6,558)	(6,558)	(226)	(6,784)
Other comprehensive income/(expense) for the year, net of tax	年內其他全面收益/(支出) (扣除稅項)	-	-	12,148	-	(762)	-	11,386	-	11,386
Total comprehensive income/(expense) for the year	年內全面收益/(支出)總額	-	-	12,148	-	(762)	(6,558)	4,828	(226)	4,602
Capital reduction in a subsidiary (note 43(v))	一家附屬公司之資本削減 (附註43(v))	-	-	-	-	-	-	-	(4,410)	(4,410)
Shares issued upon loan capitalisation (note 33)	於貸款資本化發行之股份 (附註33)	3,117	1,676	-	-	-	-	4,793	-	4,793
		3,117	1,676	-	-	-	-	4,793	(4,410)	383
At 31 December 2022	於二零二二年十二月三十一日	38,462	695,243	31,150	55,107	(892)	60,423	879,493	884	880,377

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
(Expressed in Renminbi) (以人民幣列示)

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Operating activities	經營活動			
Cash generated from/(used in) operations	經營業務所得/(所用)現金	37	205,049	(35,884)
Income tax (paid)/refunded	(已付)/已退所得稅		(59)	7
Net cash from/(used in) operating activities	經營活動所得/(所用)現金 流量淨額		204,990	(35,877)
Investing activities	投資活動			
Purchase of property, plant and equipment	就購買物業、廠房及設備付款		(6,975)	(13,203)
Deposit paid for acquisition of property, plant and equipment	收購物業、廠房及設備之按金		(220)	–
Payment for the additions of investment properties	就新增投資物業付款	16	–	(4,611)
Purchases of other financial assets at fair value through profit or loss	新增按公平值計入其他全面收益之其他金融資產之付款		(20,000)	(62,443)
Deposit paid for acquisition of other financial assets	收購其他金融資產之按金		(2,500)	–
Interest received	已收利息		2,938	2,953
Placement of pledged deposits	存入抵押存款		(53,578)	(1,640)
Withdrawal of pledged deposits	提取抵押存款		1,640	4,590
Dividend income received	已收股息收入		177	195
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		2,385	439
Proceeds from disposal of other financial assets at fair value through profit or loss	出售按公平值計入其他全面收益之其他金融資產之所得		92,250	–
Gross cash outflow from derivative financial instruments	衍生金融工具產生的現金流出總額		(9,340)	–
Gross cash inflow from derivative financial instruments	衍生金融工具產生的現金流入總額		9,322	–
Repayment from non-controlling interest	來自非控股權益之還款		1,790	–
Advance to non-controlling interest	支付給非控股權益		–	(2,500)
Placement of time deposits	定期存款的增加		(178,332)	(30,000)
Net cash flows used in investing activities	投資活動所用現金流量淨額		(160,443)	(106,220)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度
(Expressed in Renminbi) (以人民幣列示)

			2022	2021
		<i>Notes</i>	二零二二年	二零二一年
		<i>附註</i>	RMB'000	RMB'000
			人民幣千元	人民幣千元
Financing activities	融資活動			
Proceeds from new bank borrowings	取得銀行借款	38	53,950	74,407
Repayments of bank borrowings	償還銀行貸款	38	(54,000)	(20,129)
Interest paid	已付利息	38	(918)	(1,235)
Repayments of lease liabilities	償還租賃負債	38	(105)	(27)
Contribution from non-controlling interest	非控股權益的注資		-	4,900
Capital reduction in a subsidiary	一家附屬公司之資本削減		(4,410)	-
Advance from/(to) a director	來自/(向)董事預支		4,936	(2)
Net cash (used in)/from financing activities	融資活動所用現金流量淨額		(547)	57,914
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額		44,000	(84,183)
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物		61,671	137,969
Effect of foreign exchange rate changes	匯率變動的影響		8,243	7,885
Cash and cash equivalents at 31 December	於十二月三十一日的現金及現金等價物		113,914	61,671
Represented by:	代表:			
Bank balance and cash	銀行結餘及現金		113,765	61,671
Cash and cash equivalents included in assets classified as held-for-sale	持有待售資產中的現金及現金等價物		149	-
			113,914	61,671

Notes to the Consolidated Financial Statements

綜合財務報表附註

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

1. GENERAL INFORMATION

China Environmental Technology and Bioenergy Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 17 October 2011 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 6 July 2012. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and the principal place of business in Hong Kong is located at Unit 1909, 19/F, 212 Texaco Road, Tsuen Wan, Hong Kong.

During the year ended 31 December 2022, the Company and its subsidiaries (the “Group”) are principally in (i) manufacturing and sales of wooden products; and (ii) manufacturing and sales of renewable energy products. As detailed in note 14 to the consolidated financial statements, the Group discontinued its operation of retail sales of outdoor wooden products during the year ended 31 December 2021.

The consolidated financial statements are presented in Renminbi (“RMB”), which is different from the Company’s functional currency of Hong Kong Dollars (“HK\$”).

1. 一般資料

中科生物控股有限公司(「本公司」)於二零一一年十月十七日根據開曼群島法例第22章公司法(一九六一年法例第3號，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司於二零一二年七月六日在香港聯合交易所有限公司(「聯交所」)的主板上市。本公司註冊辦事處為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。香港主要營業地點為香港荃灣德士古道212號19樓1909室。

於二零二二年十二月三十一日，本公司及其附屬公司(「本集團」)之主要業務是(i)生產及銷售木製品及(iii)生產及銷售再生能源產品。詳情於綜合財務報表附註14中載列，本集團於二零二一年十二月三十一日止年度內終止了零售戶外木製品之營運。

綜合財務報表以人民幣(「人民幣」)呈列，與本公司的功能貨幣港元(「港元」)不同。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board (“IASB”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to IFRS 3	Reference to the Conceptual Framework
Amendments to IAS 16	Property, Plant and Equipment — Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to IFRS Standards	Annual Improvements to IFRS Standards 2018–2020

In addition, the Group applied the agenda decision(s) of the Committee of the International Accounting Standards Board, including “Lessor Forgiveness of Lease Payments” (IFRS 9 *Financial Instruments* and IFRS 16 *Leases*), which is relevant to the Group.

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

2. 國際財務報告準則(「國際財務報告準則」)之修訂之應用

於本年度強制生效之國際財務報告準則修訂

本年度，本集團首次應用了國際會計準則委員會(「國際會計準則委員會」)發布之以下國際財務報告準則修訂，該等修訂對本集團自二零二二年一月一日始年度期間強制生效，以編制綜合財務報表：

國際財務報告準則 第3號之修訂	參考概念框架
國際會計準則 第16號之修訂	物業、廠房及 設備—預期 用途前之收益
國際會計準則 第17號之修訂	重大合同—履行 合同的成本
國際財務報告準則 之修訂	國際財務報告準則 2018–2020 之年度改進

此外，本集團應用了國際會計準則理事會委員會的議程決定，包括與本集團相關的「出租人免除租賃付款」(國際財務報告準則第9號金融工具和國際財務報告準則第16號租賃)。

本年度應用國際財務報告準則的修訂和委員會的議程決定對本集團本年度的財務狀況和業績和/或這些合併財務報表中的披露並無重大影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

New and amendments to IFRSs in issue but not yet effective

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

IFRS 17 (including the June 2020 and December 2021 Amendments to IFRS 17)	Insurance Contracts ¹
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendment to IFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ³
Amendments to IAS 1	Non-current Liabilities with Covenants ³
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to IAS 8	Definition of Accounting Estimates ¹
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

¹ Effective for annual years beginning on or after 1 January 2023.

² Effective for annual years beginning on or after a date to be determined.

³ Effective for annual years beginning on or 1 January 2024

The directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 國際財務報告準則(「國際財務報告準則」)之修訂之應用(續)

已發布但尚未生效之新國際財務報告準則和修訂

本集團未提前應用下列已頒布但尚未生效的國際財務報告準則的新訂及修訂：

國際財務報告準則第17號(包括二零二零年六月及二零二一年十二月對國際財務報告準則第17號之修訂)	保險合同 ¹
國際財務報告準則第10號及國際會計準則第28號之修訂	投資者與其聯營企業或合資企業之間的資產出售或出資 ²
國際財務報告準則第16號之修訂	售後租回交易中的租賃負債 ³
國際會計準則第1號之修訂	負債分類為流動或非流動 ³
國際會計準則第1號之修訂	附帶契諾的非流動負債 ³
國際會計準則第1號之修訂及國際財務報告準則實務報告第2號	會計政策披露 ¹
國際會計準則第8號之修訂	會計估計的定義 ¹
國際會計準則第12號之修訂	與單一交易產生的資產及負債相關的遞延稅項 ¹

¹ 於二零二三年一月一日開始或之後之年度生效

² 於待定之日開始或之後之年度生效

³ 於二零二四年一月一日開始或之後之年度生效

本公司董事預計，在可預見的未來，應用所有其他新國際財務報告準則及修訂將不會對綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation of the consolidated financial statements

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

3. 綜合財務報表之編制基礎和重要會計政策

(a) 綜合財務報表編製基準

綜合財務報表是根據國際會計準則理事會頒布的國際財務報告準則編制的。就編制綜合財務報表而言，如果合理預期此類信息會影響主要用戶的決策，則該信息被視為重要信息。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）和香港公司條例要求的適用披露。

綜合財務報表乃按歷史成本基準編制，惟若干金融工具於各報告期末按公平值計量，如下文所載會計政策所解釋。

歷史成本通常基於為交換商品和服務而給予的代價的公允價值。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Basis of preparation of the consolidated financial statements (Continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with IFRS 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(a) 綜合財務報表編製基準(續)

公平值為於計量日市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格，而不論該價格是否可使用其他估值方法直接可觀察或估計。於估計資產或負債之公平值時，倘市場參與者為資產或負債定價時會考慮該等特點，則本集團於計量日會考慮該資產或負債特點。綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟國際財務報告準則第2號範疇內之以股份為基礎之付款、根據國際財務報告準則第16號入賬之租賃交易以及與公平值相似但並非公平值之項目之計量（如國際會計準則第2號中之可變現淨值或國際會計準則第36號資產減值中之使用價值）除外。

就按公平值交易的金融工具及於後續期間用於計量公平值的不可觀察輸入數據的估值技術而言。估值技術應予校正，以致估值技術的結果於初始確認時相等於交易價格。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Basis of preparation of the consolidated financial statements (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

(b) Significant accounting policies

Basis of consolidation

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

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(a) 綜合財務報表編製基準(續)

此外，就財務報告而言，公平值計量根據公平值計量之輸入數據可觀察程度及輸入數據對公平值計量之整體重要性分類為第一級、第二級及第三級，載述如下：

- 第一級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場之報價（未經調整）；
- 第二級輸入數據是就資產或負債直接或間接地可觀察之輸入數據（第一級內包括的報價除外）；及
- 第三級輸入數據是資產或負債的不可觀察輸入數據。

(b) 重大會計政策

綜合基準

綜合財務報表包括本公司及本公司和其附屬公司控制之實體之財務報表。本公司於以下情況擁有控制權：

- 對投資對象擁有權力；
- 因參與投資對象營運而承受可變回報之風險或有權獲得可變回報；及
- 有能力運用權力影響回報。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Basis of consolidation (Continued)

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

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

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

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

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

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

綜合基準(續)

倘事實及狀況顯示，上文所列三個控制權部分其中一項或多項有所變動，則本集團重新評估其是否控制投資對象。

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，於年內所收購或出售附屬公司之收入及支出乃自本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司之日為止。

損益及各項其他全面收益組成部分歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使這將導致非控股權益出現虧絀結餘。

倘有需要，將對附屬公司之財務報表作出調整，以使其會計政策與本集團之會計政策一致。

所有與本集團成員公司間之交易有關之集團內資產及負債、權益、收入、開支及現金流量均於綜合賬目時悉數對銷。

於附屬公司之非控股權益與本集團於當中的權益分開呈列，指現時擁有之權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Non-current assets held for sale

Non-current assets (and disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in the relevant subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

持作出售的非流動資產

倘非流動資產之賬面值將主要透過出售交易而非持續使用而收回，該資產將分類為持作出售。只有當資產可按現狀即時出售，並只受出售資產之一般及慣常條款所限，而且達成出售的機會極高時，方會被視為已符合上述條件。管理層必須對出售作出承擔，而出售預期應可於分類日期起計一年內符合確認為已完成出售之資格。

倘本集團承諾進行涉及失去一間附屬公司控制權之出售計劃時，不論本集團是否將於出售後保留該附屬公司之非控股權益，該附屬公司的所有資產及負債於符合上述有關分類為持作出售之條件時會分類為持作出售。

分類為持作出售非流動資產(及出售組別)按其先前賬面值與公平值減出售成本之較低者計量。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and 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, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the consolidated statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

非金融資產減值

倘有跡象顯示出現減值，或需要進行每年資產（不包括存貨、遞延稅項資產及金融資產）減值測試，則會估計資產之可收回數額。獨立資產可收回數額之計算方法以資產或現金產生單位之使用價值與其公平值減出售成本兩者之較高者為準。倘資產未能產生很大程度上獨立於其他資產或資產組合之現金流入，在此情況下則釐定資產所屬現金產生單位之可收回數額。在測試現金產生單位的減值時，公司資產（例如總部大樓）的部分賬面價值會分配給個別現金產生單位（如果可以分配的話）在合理和一致的基礎上，或者，以其他方式，分配給最小的現金產生單位組。

減值虧損僅可在資產賬面值超過其可收回數額時方獲確認。在評估使用價值時，會以可反映現時市場對金錢時間值及該資產特有風險評估之稅前折現率折現至現值。減值虧損於產生期間內在綜合損益表內與已減值資產功能一致之支出類別內扣除。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Impairment of non-financial assets (Continued)

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the consolidated statement of profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Company if:

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Company;
 - (ii) has significant influence over the Company;
or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company;

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

非金融資產減值(續)

於各報告期末，將評估是否有跡象顯示早前確認之減值虧損或不再存在或可能減少。倘出現有關跡象，則會估計可收回數額。早前就商譽以外資產確認之減值虧損，僅在用以釐定該資產可收回數額之估計數字出現變動時方會撥回，然而，有關數額將不會高於倘過往年度並無就資產確認減值虧損而應釐定之賬面值（扣除任何折舊／攤銷）。撥回之減值虧損於產生期間計入綜合損益表。

關聯方

在下列情況下，另一方被視為與本公司有關連：

- (a) 個人或該個人的近親與本公司有關連：
 - (i) 對本公司控制或共同控制；
 - (ii) 對本公司具有重大影響；
或
 - (iii) 為本公司或本公司母公司的主要管理層人員；

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外,以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Related parties (Continued)

or

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; (if the Group is itself such a plan) and the sponsoring employers of the post-employment benefit plan;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

關聯方(續)

或

(b) 對方為符合以下任何情況的實體:

- (i) 該實體與本集團為同一集團的成員;
- (ii) 該實體系另一實體(或該另一實體的母公司、附屬公司或同系附屬公司)的聯營企業或合營企業;
- (iii) 該實體與本集團為同一第三方的合營企業;
- (iv) 某實體為第三方的合營企業而另一實體為第三方的聯營企業;
- (v) 該實體為離職後福利計劃,該計劃的受益人為本集團或與本集團有關的實體的僱員;(倘本集團本身為該計劃)及離職後福利計劃的贊助僱主;
- (vi) 該實體由(a)中所示的個人控制或共同控制;
- (vii) (a)(i)中所示的個人對該實體具有重大影響,或其為該實體(或該實體的母公司)主要管理層人員;及
- (viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Revenue from contracts with customers

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

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

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

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

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

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

客戶合約收益

本集團於(或當)履約責任達成，即當特定履約責任相關貨品的「控制權」轉移至客戶時確認收益。

履約責任指一項特定貨品或服務(或一批貨品或服務)或一系列大致相同的特定貨品或服務。

控制權隨時間轉移，而倘符合以下其中一項準則，則收益乃參照完成相關履約責任的進展情況而隨時間確認：

- 隨著本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團的履約創建或強化一項於本集團履約時即由客戶控制的資產；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的款項具有可執行的權利。

否則，收益於客戶取得特定貨品或服務之控制權的時間點確認。

合約負債指本集團因已向客戶收取代價(或已到期收取代價)，而須向客戶轉讓貨品之責任。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Revenue from contracts with customers

(Continued)

(i) Sale of goods

The principal activities of the Group are manufacturing and sales of outdoor wooden products, retail sales of outdoor wooden products (discontinued during the year) and manufacturing and sales of renewable energy products.

The Group's revenue is derived from selling goods with revenue recognised at a point in time when control of the goods has transferred to the customer. This is generally when the goods are delivered to the customer. There is limited judgement needed in identifying the point control passes: once physical delivery of the products to the agreed location has occurred, the Group no longer has physical possession, usually will have a present right to payment (as a single payment on delivery) and retains none of the significant risks and rewards of the goods in question. There is generally only one performance obligation. Invoices are usually payable within 90 –180 days.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

客戶合約收益(續)

(i) 銷售產品

本集團的主要業務為生產及銷售戶外木製品、零售戶外木製品(在本年內終止)及生產及銷售再生能源產品。

本集團的收入來自銷售貨品，其收入於貨品控制權轉移至客戶時確認。這通常是將貨物交付給客戶之時。識別點控制轉移所需的判斷有限：一旦將產品實際交付至協定地點，本集團不再實質上擁有此產品，一般將擁有現時收取款項的權利(交付時一次性付款)，但不保留有關貨品的重大風險及回報。通常僅會有一項履約責任。賬單通常於90–180日內支付。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Revenue from other sources

(ii) Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Leases

Definition of a lease

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

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

其他來源的收入

(ii) 其他收入

利息收入按應計基準使用實際利率法(通過應用將估計未來現金流入於金融工具的預計年期或較短期間(如適用)準確折現至該金融資產的賬面淨值的折現率)確認。

股息收入於股東收取付款的權利確立、與股息相關的經濟利益可能將流入本集團且股息金額能夠可靠計量時確認。

租賃

租賃的定義

如果合同賦予在一段時期內控制一項已識別資產的使用的權利以換取對價，則該合同是一項租賃或包含一項租賃。

對於因業務合併而訂立或修訂或業務合併產生的合同，本集團根據香港財務報告準則第16號項下的定義，於開始日、修訂日或收購日(如適用)評估合同是否是一項租賃或包含一項租賃。除非合同條款和條件在後續發生變更，否則不會對此類合同進行重新評估。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies practical expedient not to separate non-lease components from lease components, and accounts for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

租賃(續)

本集團作為承租人

將對價分攤至合同的各組成部分

倘合同包含一個租賃成分以及一個或多個額外的租賃或非租賃成分，則本集團應基於租賃成分的相關單獨價格及非租賃成分的單獨價格總和，將合同中的對價在各租賃成分之間進行分攤。

本集團應用實際權宜法，不將非租賃部分和租賃部分分開，反而將租賃部分及任何相關非租賃部分入賬作為單一租賃部分。

短期租賃和低價值資產租賃

本集團對從租賃日開始日租賃期為12個月或更短的租賃及不包含購買選擇權的租賃應用短期租賃的確認豁免。本集團亦對低價值資產租賃應用該項豁免。短期租賃和低價值資產租賃的付款額在租賃期內採用直線法或另一種有系統基準確認為費用。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

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

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term 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.

The Group presents right-of-use assets in “property, plant and equipment”, the same line item within which the corresponding underlying assets would be presented if they were owned.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 在租賃期開始日或之前支付的任何租賃付款額，減去所取得任何租賃激勵金額；
- 本集團發生的任何初始直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在地或將相關資產恢復至租賃條款和條件所規定的狀態所發生的預計成本。

使用權資產按成本減去任何累計折舊和減值損失進行計量，並對租賃負債的任何重新計量作出調整。

倘本集團可合理確定於租期結束時獲得使用權資產項下相關租賃資產之擁有權，使用權資產將使用權資產將自開始日期起至可使用年期結束為止計提折舊。否則，使用權資產按直線基準於估計可使用年期與租期之間之較短者計提折舊。

本集團於「物業、廠房及設備」項下呈列使用權資產，而相應的有關資產（如擁有）亦呈列於同一項目內。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債

在租賃期開始日，本集團應當按該日尚未支付的租賃付款額現值確認及計量租賃負債。在計算租賃付款額的現值時，如果不易於確定租賃的內含利率，本集團則使用租賃期開始日的增量借款利率。

租賃付款包括：

- 固定付款(包括實質性固定付款)減任何應收租賃優惠；
- 取決於一項指數或比率之可變租賃付款；
- 根據剩餘價值擔保預期應付之款項；
- 購買選擇權行使價(倘本集團合理確定行使該選擇權)；及
- 終止租賃之罰款付款(倘租賃期反映本集團行使終止租賃之選擇權)。

於開始日期後，租賃負債乃透過增計利息及租賃付款進行調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

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

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

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

倘出現以下情況，本集團重新計量租賃負債（並就相關使用權資產作出相應調整）：

- 租賃期有所變動或行使購買選擇權的評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金調查後市場租金變動而出現變動，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表中將租賃負債呈列為單獨項目。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

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

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

租賃(續)

本集團作為出租人

租賃分類及計量

本集團為出租人的租賃分類為融資或經營租賃。倘租賃條款將相關資產擁有權附帶的絕大部分風險及回報轉讓予承租人，則合約分類為融資租賃。所有其他租賃均分類為經營租賃。

來自經營租賃的租金收入按直線法於相關租賃的租期內於損益確認。磋商及安排經營租賃所產生的初始直接成本計入租賃資產賬面值，而有關成本按直線法於租期內確認為開支。

外幣

於編製各個別集團實體的財務報表時，倘交易的貨幣（外幣）與該實體的功能貨幣不同，則按交易日期適用的匯率換算入賬。於各報告期末，以外幣列值的貨幣項目按該日適用的匯率重新換算。以外幣列值按公允值入賬的非貨幣項目按公允值評定之日以當日的匯率重新換算入賬。以外幣列值按歷史成本入賬的非貨幣項目則不予重新換算。

因結算貨幣項目及因重新換算貨幣項目而產生的匯兌差額乃於產生期間於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Foreign currencies (Continued)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve.

Exchange differences relating to the retranslation of the Group's net assets in HK\$ to the Group's presentation currency (i.e. RMB) are recognised directly in other comprehensive income and accumulated in exchange reserve. Such exchange differences accumulated in the exchange reserve are not reclassified to profit or loss subsequently.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

外幣(續)

就呈列綜合財務報表而言，本集團海外業務的資產及負債均使用各報告期末匯率換算為本集團的呈列貨幣（即人民幣）。收支項目按期間平均匯率換算，除非該期間內匯率大幅波動；在此情況下，則採用交易日期通行的匯率換算。所產生匯兌差額（如有）均於其他全面收益表內確認並於匯兌儲備標題下的權益累計。

有關將本集團按港幣計值之資產淨值重新換算為本集團呈列貨幣（即港幣）之匯兌差額直接於其他全面收入確認，並於匯兌儲備累計。於匯兌儲備累計之有關匯兌差額不會於其後重新分類至損益。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation

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

Government grants

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

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

借款成本

收購、建築或生產認可資產(指需要用上大量時間準備就緒以供擬定用途或銷售之資產)直接應佔之借款成本乃計入該等資產之成本，直至該等資產大致上已準備就緒以供擬定用途或銷售為止。就收益隨時間確認的發展中物業，本集團於物業可供本集團按計劃作銷售用途時立即終止變現借貸成本。

在相關資產準備用於其預期用途或出售之仍未償還的任何特定借款，均計入一般借款池以計算一般借款的資本化率。在特定借貸撥作合資格資產之支出前暫時用作投資所賺取之投資收入，須自可予資本化之借貸成本中扣除。

其他借款成本按其產生年度之損益中確認。

政府補助

政府補助不予確認，直至有合理保證本集團將遵守政府補助附帶條件以及將會獲得補助。

政府補助於其擬定補償之相關成本獲本集團確認為開支的期間有系統地確認於損益。具體而言，以購建或以其他方式取得非流動資產為主要條件的政府補助在綜合財務狀況表中確認為遞延收益，並在相關資產使用壽命內按照系統合理的基礎轉入損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Government grants (Continued)

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

Employee benefits

Retirement benefit costs

Payments to a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees and a central pension scheme operated by the local municipal government for the employees of the Group’s subsidiary which operates in Mainland China are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

政府補助(續)

作為與收入有關的已產生支出或虧損的補償，或目的為向本集團提供即時財務資助（並無日後相關成本）的應收政府補助，乃於其成為應收賬款期間在損益內確認。該補助於「其他收入」項下呈列。

員工福利

退休金成本

根據強制性公積金計劃條例為其所有僱員支付定額供款強制性公積金退休福利計劃（「強積金計劃」），以及為本集團在中國大陸營運的附屬公司的僱員支付由地方市政府運作的中央退休金計劃，當員工提供服務使其有權獲得供款時確認為費用。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Share-based payments

Equity-settled share-based payment transactions

Shares/Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve.

When share options are exercised, the amount previously recognised in share-based payments reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payments reserve will be transferred to retained profits.

When shares granted are vested, the amount previously recognised in share-based payments reserve will be transferred to share capital/share premium.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

股份支付

以權益結算的股份支付交易

授予員工的股份／購股權

授予職工和其他提供類似服務的以權益結算的股份支付，按照權益工具在授予日的公允價值計量。

在授予日確定的以權益結算的股份支付的公允價值，在不考慮所有非市場可行權條件的情況下，根據本集團對權益工具最終歸屬的估計，在歸屬期內按直線法計入費用，權益相應增加(股份支付儲備)。在每個報告期末，本集團根據對所有相關非市場可行權條件的評估，修訂其對預期可行權權益工具數量的估計。原估計修訂的影響(如有)計入損益，使累計開支反映修訂估計，並對股份支付儲備作出相應調整。

於購股權獲行使時，先前於股份支付儲備確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日期仍未獲行使時，先前於股份支付儲備確認的金額將轉撥至保留溢利。

當授予的股份歸屬時，先前在股份支付儲備中確認的金額將轉撥至股本／股本溢價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit/(loss) before tax because 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 temporary 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. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

稅項

所得稅開支指當期應付稅項與遞延稅項的總和。

當期應付稅項乃根據年內應課稅溢利而計算。基於其他年內課稅或可減稅額的收入或開支項目以及毋須課稅或可減稅額的項目，故應課稅溢利與除稅前溢利不同。本集團的即期稅項負債乃以報告期末已生效或實際上已生效的稅率計算。

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採用相應稅基之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認入賬。遞延稅項資產一般僅於可能有應課稅溢利用於對銷可扣稅暫時差額時就所有可扣稅暫時差額確認入賬。

遞延稅項負債乃就於附屬公司之投資所產生應課稅暫時差額進行確認，惟倘本集團能控制暫時差額之撥回，且暫時差額不可能於可見將來撥回之情況則除外。因有關該等投資的可扣減暫時差額而產生的遞延稅項資產僅在可能產生足夠應課稅溢利以使用暫時差額利益並預期能夠在可見將來撥回時確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Taxation (Continued)

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 assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 Income Taxes requirements to right-of-use assets and lease liabilities separately. Temporary differences on initial recognition of the relevant right-of-use assets and lease liabilities are not recognised due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modifications, that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

稅項(續)

遞延稅項資產的賬面值於各報告期末均會予以審查，並削減至不可能再有足夠應課稅溢利以收回全部或部份資產為止。

遞延稅項資產及負債按償還負債或變現資產的期間內預期適用之稅率，根據報告期末已生效或實際已生效的稅率（及稅法）計算。

遞延稅項負債及資產之計量反映按照本集團所預期方式於報告期末收回或結算其資產及負債賬面值將出現之稅務後果。

就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，本集團首先釐定稅務扣減是否源自有關使用權資產或租賃負債。

就稅務扣減源自租賃負債的租賃交易，本集團對使用權資產及租賃負債分別應用國際會計準則第12號所得稅規定。由於應用初次確認豁免，使用權資產及租賃負債的相關臨時差額不會於初次確認時及按租期確認。使用權資產及租賃的賬面金額因重新計量租賃負債及租賃修訂，以致隨後修訂所產生的暫時性差異不獲初步確認豁免時，會於重新計量或修訂當日確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Taxation (Continued)

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 to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the consolidated financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the Directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

稅項(續)

倘有可依法執行權利動用即期稅項資產以抵銷即期稅項負債，而遞延稅項與由同一稅務機構對相同應課稅實體徵收之所得稅相關，則遞延稅項資產及遞延稅項負債可相互抵銷。

即期及遞延稅項於損益確認。

股息

倘於股東大會上獲股東批准，則末期股息確認為一項負債。建議末期股息於綜合財務報表附註中披露。

中期股息同時建議派付並宣派，原因為本公司的組織章程大綱及細則賦予董事權力宣派中期股息。因此，中期股息於建議派付並宣派時即時確認為負債。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. 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.

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

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

廠房及設備

廠房及設備為有形資產，彼等持有用作貨品生產或服務提供，或作行政用途。的廠房及設備按成本減其後累計折舊及累計減值虧損（如有）於綜合財務狀況表列賬。

當本集團就包括租賃土地及建築元素在內的物業的所有權權益作出付款時，全部代價於初始確認時按相對公平值的比例分配至租賃土地及建築元素。在能夠可靠地分配相關付款的範圍內，租賃土地權益在綜合財務狀況表中列示為「使用權資產」。當對價不能在非租賃建築元素和相關租賃土地的未分割權益之間可靠地分配時，全部物業分類為物業、廠房及設備。

折舊乃以直線法撇銷估計可使用年期內的資產項目成本確認。估計可使用年期及折舊方法於各報告期末檢討，而估計任何變動之影響以預先計提之基準列賬。

廠房及設備項目於出售時或預期日後將不會自持續使用資產獲得經濟利益時終止確認。廠房及設備項目出售或報廢時產生之任何收益或虧損按資產出售所得款項與賬面值的差額釐定，並於損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes).

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over the shorter of (i) the unexpired term of lease; and (ii) their estimated useful lives, being no more than 20 years after the date of completion and after taking into account of their estimated residual value, using the straight-line method.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. A leased property which is recognised as a right-of-use asset is derecognised if the Group as intermediate lessor classifies the sublease as a finance lease. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

投資物業

投資物業指持有作賺取租金收入及包／或或資本增值之物業(包括用於此目的的在建物業)。

投資物業初步按成本計量，包括任何直接應佔開支。於初步確認後，投資物業按成本減其後累計折舊及任何累計減值虧損列賬。折舊之確認以在以下較短者內撇銷投資物業的成本：(i)未屆滿的租期；(ii)其估計可使用年期，自完工日期起計不超過20年，並在考慮其估計剩餘價值後，採用直線法計算。

投資物業產生之建造成本，資本化形成建造中投資物業之賬面值部分。

當投資物業出售、永久停止使用或出售該資產預期不會帶來未來經濟利益，該項投資物業不再確認。因不再確認物業而產生的收益或虧損(按該項資產的淨出售收入及其賬面值的差額計算)於該年度的損益賬入賬。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the consolidated statement of financial position.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

存貨

存貨按成本與可變現淨值兩者中之較低者列賬，存貨之成本以加權平均法計算。可變現淨值指存貨之估計售價減完成之全部估計成本及進行銷售之必需成本。銷售所需成本包括直接歸屬於銷售的增量成本及本集團進行銷售所必須產生的非增量成本。

現金及現金等價物

在綜合財務狀況表中列示的現金及現金等價物包括：

- (a) 現金，包括手頭現金和活期存款，不包括受監管限制導致此類餘額不再符合現金定義的銀行餘額；和
- (b) 現金等價物，包括期限短（原到期日一般為三個月或以下）、流動性強、易於轉換為已知金額現金、價值變動風險很小的投資。持有現金等價物是為了滿足短期現金承諾，而不是為了投資或其他目的。

就綜合現金流量表而言，現金及現金等價物包括上文所定義的現金及現金等價物，扣除須按要求償還並構成本集團現金管理不可分割部分的未償還銀行透支。此類透支在綜合財務狀況表中呈列為短期借款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Cash and cash equivalents (Continued)

Bank balances for which use by the Group is subject to third party contractual restrictions are included as part of cash unless the restrictions result in a bank balance no longer meeting the definition of cash. Contractual restrictions affecting use of bank balances are disclosed in note 26.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

現金及現金等價物(續)

本集團使用受第三方合約限制的銀行結餘計為現金的一部分，除非該限制導致銀行結餘不再符合現金的定義。影響銀行餘額使用的合同限制在附註26中披露。

撥備

撥備乃當本集團因過去事件而承擔現時義務(法定或推定的)，很可能需要履行該義務，並且能夠對該義務的金額做出可靠估計時確認。

確認為撥備之金額是對報告期末履行現時義務所需對價的最佳估計，並考慮到義務的風險和不確定性。當使用估計的現金流量來計量撥備以履行現時義務時，其賬面金額為這些現金流量的現值(如果貨幣時間價值的影響重大)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. 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 market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("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 effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具

倘集團實體成為工具合約條文的訂約方，則金融資產及金融負債予以確認。所有以常規方式購入或出售之金融資產均按結算日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。

金融資產及金融負債初步以公平價值計量，惟源自客戶合約的應收賬項除外，其初步根據國際財務報告準則第15號計量。直接歸屬於金融資產和金融負債的收購或發行的交易費用（除以公允價值計量且其變動計入當期損益的金融資產或金融負債（「以公允價值計量」）外）在初始確認時計入或扣除金融資產或金融負債的公允價值（視情況而定）。直接歸屬於以公允價值計量且其變動計入當期損益的金融資產或金融負債的交易成本立即計入損益。

實際利率法為計算於相關期間金融資產及金融負債攤銷成本及分配利息收入和利息開支之方法。實際利率為將於金融資產及金融負債預期使用期或較短年期（倘適用）之估計未來現金收入及付款（包括構成實際利率、交易成本及其他溢價或折讓整體之已付或收取所有費用和利率差價）之實際折讓至初始確認時之賬面淨值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial asset

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

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

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

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 *Business Combinations* applies.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產

金融資產的分類及期後計量

滿足以下條件其後按攤銷成本計量的金融資產：

- 以收取合約現金流量為目的而持有資產之經營模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

符合以下條件之金融資產其後按透過其他全面收益按公平值計量（「按透過其他全面收益按公平值計量」）：

- 以銷售及收取合約現金流量為目的之業務模式下持有之金融資產；及
- 合約條款於指定日期產生之現金流量僅用作支付本金及未付本金之利息。

所有其他金融資產其後按公平值計入損益（「按公平值計入損益」）計量。惟於首次確認金融資產當日，本集團可以不可撤銷地選擇於其他全面收益呈列股權投資公平值之其後變動，倘該等股權投資並非持作買賣，亦非收購方於國際財務報告準則第3號「業務合併」所應用之業務合併中確認之或然代價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial asset (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及期後計量(續)

倘若出現下列情況，則某項金融資產為持作買賣：

- 購入的主要目的為於不久將來出售；或
- 於初始確認時構成本集團一併管理且具有近期實際短期獲利模式之已識別金融工具組合之一部分；或
- 其為非指定及有效作為對沖工具的衍生工具。

此外，倘可消除或大幅減少會計錯配，本集團或會不可撤銷地指定須按攤銷成本或透過其他全面收益按公平值計量的金融資產改為經損益按公平值計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial asset (Continued)

(i) Amortised cost and interest income

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及期後計量(續)

(i) 攤銷成本及利息收入

利息收入乃使用實際利息法就其後按攤銷成本計量的金融資產予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期間起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期間開始起，利息收入乃對金融資產賬面總值應用實際利率予以確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial asset (Continued)

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the fair value reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the fair value reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other revenue" line item in profit or loss.

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the "other net gain/(loss)" line item.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及期後計量(續)

(ii) 經其他全面收益按公平值計算之金融資產

以公允價值計量且其變動計入其他綜合收益的權益工具投資，採用公允價值進行後續計量，公允價值變動產生的利得或損失計入其他綜合收益，計入公允價值儲備；且不進行減值評估。處置股權投資時累計利得或損失不重分類進損益，繼續在公允價值儲備中持有。

該等權益工具投資產生的股息，在本集團收取股息的權利確定時確認為損益，除非該股息明確代表投資成本收回了一部分。股息包含在損益中「其他收入」項目。

(iii) 經損益按公平值計算之金融資產

金融資產如不符合按攤銷成本或透過其他全面收益按公平值計量或指定為透過其他全面收益按公平值計量的條件計量，則經損益按公平值計算。

於各報告期末，經損益按公平值計算之金融資產按公平值計量，而任何公平值收益或虧損於損益中確認。於損益確認的收益或虧損淨額不包括計入「其他收益及虧損」項目內的任何股息或金融資產所賺取之利息。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, other financial assets at fair value through other comprehensive income, other financial assets at fair value through profit or loss, derivatives financial instruments, time deposits, pledged deposits and cash and cash equivalents), which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號項下減值評估的金融資產

本集團就根據國際財務報告準則第9號確認減值的金融資產根據預期信貸虧損模式進行減值評估(包括貿易應收賬項及其他應收款項，透過其他全面收益按公平值列賬之其他金融資產，透過損益按公平值列賬之其他金融資產，衍生金融工具，定期存款，已抵押存款及現金及現金等價物)。預期信貸虧損的金額於各報告日期更新，以反映自初始確認起的信貸風險變動。

整個週期的預期信貸虧損指相關工具於預計年期內所有可能的違約事件將產生的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指於報告日期後12個月內可能發生的違約事件預計產生的該部分整個週期的預期信貸虧損。評估乃以本集團過往信貸虧損經驗為基礎，並就債務人特定因素、整體經濟環境及報告日期當前及未來情況預測的評估作出調整。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

The Group always recognises lifetime ECL for trade receivables.

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

- (i) Significant increase in credit risk
- In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as 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.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號項下減值評估的金融資產(續)

本集團一直就貿易應收款項確認整個週期的預期信貸虧損。

對於所有其他工具，本集團按12個月預期信貸虧損的相同金額計量虧損撥備，除非當自初始確認以來信貸風險顯著上升，在此情況下，則本集團確認整個週期的預期信貸虧損。評估整個週期的預期信貸虧損是否應確認乃基於自初始確認以來發生違約的可能性或風險顯著上升。

- (i) 信貸風險顯著上升
- 評估信貸風險自初始確認以來是否顯著上升時，本集團會比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險。作出評估時，本集團會考慮合理及具理據的定量及定性資料，包括過往經驗及可以合理成本或努力獲取的前瞻性資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(i) Significant increase in credit risk (Continued)

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

- 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, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- 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;
- 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.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號項下減值評估的金融資產(續)

(i) 信貸風險顯著上升(續)

具體而言，評估信貸風險是否顯著上升時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差，信用違約掉期價格顯著上升；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致債務人償還債項的能力顯著下降；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預期的重大不利變動，導致債務人償還債項的能力顯著下降。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

- (i) Significant increase in credit risk (Continued)
- Irrespective of the outcome of the above assessment, the Group presumes that the credit risk 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.

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.

- (ii) Definition of default
- For internal credit risk management, the Group considers an event of default occurs when 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, 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.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號項下減值評估的金融資產(續)

- (i) 信貸風險顯著上升(續)
- 不論上述評估的結果如何，本集團推斷當合約付款逾期超過30日，金融資產的信貸風險已自初始確認起大幅增加，除非本集團另有合理及具理據資料盡示相反情況。

本集團定期監控用於識別信貸風險是否顯著上升的標準是否有效及適時修訂該等標準，以確保有關標準能於款項逾期前識別信貸風險的顯著上升。

- (ii) 違約的定義
- 就內部信貸風險管理而言，倘內部編製或從外部來源獲取之資料表明債務人難以向包括本集團在內之債權人悉數還款(不計及本集團所持有之任何抵押品)，則本集團認為發生違約事件。

本集團認為，除非本集團有合理及具理據資料證明較滯後的違約標準更適用，否則金融工具逾期超過90日即屬違約。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(iii) Credit-impaired financial assets

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

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號項下減值評估的金融資產(續)

(iii) 信貸減值之金融資產

金融資產在一件或多件事件(對該金融資產估計未來現金流量構成不利影響)發生時出現信貸減值。金融資產出現信貸減值的證據包括有關以下事件的可觀察數據:

- (a) 發行人或借款人出現重大財務困難;
- (b) 違約，如拖欠或逾期事件;
- (c) 借款人的貸款人因有關借款人出現財務困難的經濟或合約理由而向借款人批出貸款人在其他情況下不會考慮的優惠;
- (d) 借款人可能破產或進行其他財務重組;或
- (e) 由於財務困難，該金融資產的活躍市場消失。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) 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 and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience and forward looking information that is available without undue cost or effort.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號項下減值評估的金融資產(續)

(iv) 撇銷政策

當有資訊表明交易對手處於嚴重財務困難時，及並無合理預期收回時(例如交易對手已被清盤或已進入破產程序，或對於貿易應收賬款，當金額逾期三年以上時(以較早發生者為準))，本集團將撇銷其金融資產。撇銷的金融資產可能仍需根據本集團的收回程序採取行動，當適當時，應聽取法律建議。撇銷構成取消確認事件。之後收回的任何資產將於損益內確認。

(v) 預期信貸虧損之計量及確認
預期信貸虧損的計量為違約概率，違約損失率(即違約時的損失程度)及違約風險的函數。評估違約概率及違約損失率的依據是過往數據及前瞻性資料。預期信貸虧損的預估乃無偏概率加權平均金額，以各自發生違約的風險為權重確定。本集團經考慮過往信貸虧損經驗後使用撥備矩陣並採用可行權宜方法估計貿易應收款項的預期信貸虧損，並按毋需花費不必要成本或精力即可獲得的前瞻性資料作出調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(v) Measurement and recognition of ECL (Continued)

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

Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號項下減值評估的金融資產(續)

(v) 預期信貸虧損之計量及確認(續)

一般而言，預期信貸虧損為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(按初始確認時釐定的實際利率折現)之間的差額。

貿易應收款項及應收消費金融服務客戶款項之整個週期的預期信貸虧損乃經考慮過往逾期資料及前瞻性宏觀經濟資料等相關信貸資料後按整體基準考慮。

倘使用撥備矩陣估計預期信貸虧損，則本集團於制定組別時考慮以下特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘可獲得)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

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

(v) Measurement and recognition of ECL (Continued)

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產(續)

須根據國際財務報告準則第9號項下減值評估的金融資產(續)

(v) 預期信貸虧損之計量及確認(續)

管理層定期檢討分組，以確保各組別的組成部分繼續具有類似的信貸風險特徵。

利息收入根據金融資產之賬面總值計算，除非金融資產出現信貸減值，在該情況下利息收入根據金融資產之攤銷成本計算。

本集團透過調整所有金融工具之賬面值於損益中確認減值收益或虧損，惟貿易應收款項之相應調整確認於虧損撥備賬除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

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

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the fair value reserve is not reclassified to profit or loss, and will continue to be held in the fair value reserve.

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融資產(續)

終止確認金融資產

本集團僅於收取資產現金流量的合約權利屆滿時，或向另一實體轉讓金融資產及金融資產擁有權絕大部分風險及回報時終止確認金融資產。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總和的差額於損益中確認。

於終止確認股本工具投資(本集團已選擇於初始透過其他全面收益按公平值計量)時，先前透過其他全面收益按公平值計量之儲備累計之累計收益或虧損不會重新分類至損益，惟會繼續於公允值儲備中持有。

金融負債及權益

分類為債務或權益

債務及股本工具按合約安排性質以及金融負債及股本工具的定義分類為金融負債或權益。

股本工具

股本工具為可證明於實體資產經扣除其所有負債後之剩餘權益的任何合約。本公司發行的股本工具以已收取的所得款項扣除直接發行成本後的金額確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities

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

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which IFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融負債及權益(續)

金融負債

所有金融負債其後採用實際利率法按攤銷成本或按透過損益按公平值計量。

按公平值計入損益之金融負債

當金融負債為(i)國際財務報告準則第3號適用的業務合併項下收購方的或然代價；(ii)持作買賣；或(iii)指定為按公平值計入損益，則金融負債分類為按公平值計入損益。

如果出現以下情況，則金融負債視為持作買賣：

- 收購其之主因乃為於短期內將其回購；或
- 初始確認時屬於本集團共同管理的可識別金融工具組合的一部分，且近期實際存在短期獲利模式；或
- 屬於衍生工具，但作為財務擔保合同或指定有效套期工具的衍生工具除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融負債及權益(續)

按公平值計入損益之金融負債(續)

除企業合併中收購方為交易或或有對價而持有的金融負債以外的金融負債可在初始確認時指定為按公允價值計量且其變動計入當期損益的金融負債，如果：

- 此類指定消除或顯著減少否則會出現的計量或確認不一致；或
- 該金融負債構成一組金融資產或金融負債或兩者的一部分，按照本集團既有的風險管理或投資策略以公允價值為基礎進行管理和評價其業績，有關該組合的信息是在此基礎上內部提供；或
- 其構成包含一項或多項嵌入衍生工具的合同的一部分，而國際財務報告準則第9號允許將整個合併合同指定為按按公平值計入損益計量。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at FVTPL (Continued)

For financial liabilities that are designated as at FVTPL, the amount of changes in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits upon derecognition of the financial liability.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, debentures, bank borrowings and lease liabilities are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

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

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

金融負債及權益(續)

按公平值計入損益之金融負債(續)

對於指定為以公允價值計量且其變動計入損益的金融負債，將該負債的信用風險變動引起的金融負債公允價值變動金額確認為其他綜合收益，除非確認該金融負債變動的影響負債在其他綜合收益中的信用風險會造成或擴大損益中的會計錯配。對於包含嵌入衍生工具的金融負債，在確定計入其他綜合收益的金額時，不考慮嵌入衍生工具的公允價值變動。因金融負債的信用風險而產生的公允價值變動計入其他綜合收益的，以後不再重分類進損益；金融負債終止確認時轉入留存收益。

按攤銷成本計算的金融負債

金融負債包括貿易及其他應付款項、債券、銀行貸款及租賃負債其後以實際利率法按攤銷成本計算。

終止確認金融負債

本集團只有在其責任獲免除、取消或終止時，方會終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價的差額於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Significant accounting policies (Continued)

Financial instruments (Continued)

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

3. 綜合財務報表之編制基礎和重要會計政策(續)

(b) 重大會計政策(續)

金融工具(續)

衍生金融工具

衍生工具初始按衍生工具合同簽訂日的公允價值進行確認，並在報告期末按其公允價值進行後續計量。由此產生的收益或損失在損益中確認，除非衍生工具被指定為有效的對沖工具，在這種情況下，在損益中確認的時間取決於對沖關係的性質。

抵銷金融資產和金融負債

當且僅當本集團當前具有合法可強制執行的權利來抵銷已確認金額時，金融資產和金融負債相互抵銷，其淨額在合併財務狀況表中列報；並打算以淨額結算，或同時變現資產和結算負債。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

4. KEY SOURCE OF ESTIMATION UNCERTAINTY

Key source of estimation uncertainty

The following is the key assumption concerning the future, and other key source of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Provision of ECL for trade receivables

The impairment loss on trade receivables are measured using ECL model on collective and individual basis which requires the Group to use judgement and estimates in making assumptions and selecting the inputs to the ECL model, based on the number of days that an individual receivable is outstanding as well as their current repayment ability, and taking into account information obtained from external valuer specific to respective customer as well as pertaining to the economic environment in which the debtors operate at the end of the reporting period. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional loss allowance for impairment loss on trade receivables.

At 31 December 2022, the carrying amount of the trade receivable was approximately RMB52,479,000 (2021: RMB97,242,000). During the year ended 31 December 2022, a reversal of impairment loss on trade receivables of approximately RMB5,752,000 (2021: RMB2,529,000) has been recognised.

The information about the ECL and the Group's trade receivables are disclosed in note 23 and 42(b)(a), respectively.

4. 關鍵估計不明朗因素來源

關鍵估計不明朗因素來源

下列為於報告期末有關未來的主要假設及估計不明朗因素的其他主要來源，當中涉及須於下一個財政年度對資產及負債賬面值作出重大調整的重大風險。

就應收賬款計提預期信用損失

貿易應收賬款減值虧損按集體及個別基準使用預期信用損失模型計量，這要求本集團根據個別應收款項的未償還天數作出假設及選擇預期信用損失模型的輸入值時作出判斷及估計以及他們當前的還款能力，並考慮從外部估值師獲得的特定於各個客戶的信息以及與債務人在報告期末經營所在的經濟環境有關的信息。這些假設和估計的變化可能對評估結果產生重大影響，可能需要就貿易應收款項的減值損失計提額外損失準備。

於二零二二年十二月三十一日，應收賬款的賬面價值約為人民幣52,479,000元（二零二一年：人民幣97,242,000元）。截至二零二二年十二月三十一日止年度，已確認貿易應收款項減值虧損撥回約人民幣5,752,000元（二零二一年：人民幣2,529,000元）。

有關預期信用損失和本集團貿易應收款項的信息分別在附註23和42(b)(a)中披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(a) Revenue from contracts with customers

The principal activities of the Group are (i) the manufacturing and sales of outdoor wooden products; and (ii) manufacturing and sales of renewable energy products. During the year ended 31 December 2021, the Group discontinued its operation of retail sales of outdoor wooden products (note 14).

Revenue from contracts with customers within the scope of IFRS 15 is as follows:

5. 收入及分部呈報

(a) 客戶合約收益

本集團的主要業務為(i)生產及銷售戶外木製品及(ii)生產及銷售再生能源產品。於二零二一年十二月三十一日止年度，本集團終止了零售戶外木製品之營運(附註14)。

於國際財務報告準則第15號範圍內的客戶合約收益如下：

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
Continuing operations	持續經營業務	人民幣千元	人民幣千元
Sales of outdoor wooden products	銷售戶外木製品	460,742	601,968
Sales of renewable energy products	銷售再生能源產品	4,295	6,106
		465,037	608,074

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue from contracts with customers

(Continued)

- (i) *Disaggregation of revenue from contracts with customers*

In the following table, revenue is disaggregated by primary geographical markets, major products and timing of revenue recognition.

5. 收入及分部呈報(續)

(a) 客戶合約收益(續)

- (i) 來自客戶合約收益之分類資料

下表按主要地理市場、主要產品及收入確認時間分類收入。

		2022 二零二二年		
		Manufacturing and sales of wooden products 生產及銷售木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable Energy products 生產及銷售再生能源產品 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Continuing operations 持續經營業務				
Primary geographical markets*	主要地理市場*			
The People's Republic of China (the "PRC") (place of domicile)	中華人民共和國(「中國」) (住所地)	81,192	4,295	85,487
Australasia	澳大利西亞	328,919	-	328,919
North America	北美洲	12,756	-	12,756
Europe	歐洲	34,037	-	34,037
Asia Pacific (exclusive of the PRC)	亞太區(不包括中國)	3,838	-	3,838
		460,742	4,295	465,037
Major products	主要產品			
Wooden products	木製品	460,742	-	460,742
Renewable energy products	再生能源產品	-	4,295	4,295
		460,742	4,295	465,037
Timing of revenue recognition	收入確認時間			
At a point in time	產品轉移時的某個時間點	460,742	4,295	465,037

* The geographical location of customers is based on the location at which the goods were delivered.

* 客戶的地理位置乃基於交付貨物的位置而定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue from contracts with customers

(Continued)

(i) Disaggregation of revenue from contracts with customers (Continued)

	2021 二零二一年		
	Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable Energy products 生產及銷售 再生能源產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Continuing operations 持續經營業務			
Primary geographical markets* 主要地理市場*			
The People's Republic of China (the "PRC") (place of domicile)	81,832	6,106	87,938
Australasia	438,912	-	438,912
North America	40,953	-	40,953
Europe	29,777	-	29,777
Asia Pacific (exclusive of the PRC)	10,494	-	10,494
	601,968	6,106	608,074
Major products 主要產品			
Wooden products	601,968	-	601,968
Renewable energy products	-	6,106	6,106
	601,968	6,106	608,074
Timing of revenue recognition 收入確認時間			
Product transferred at a point in time	601,968	6,106	608,074

* The geographical location of customers is based on the location at which the goods were delivered.

* 客戶之地理位置根據交付貨品所在位置而定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue from contracts with customers

(ii) *Performance obligations for contract with customers*

Information about the Group's performance obligations is summarised below:

Sales of outdoor wooden products and sales of renewable energy products

The performance obligation is satisfied upon delivery of the outdoor wooden products and renewable energy products. The payment is generally due within 90–180 days from delivery. Payment in advance is normally required from its customers.

(iii) *Transaction price allocated to the remaining performance obligation for contracts with customers*

The contract liabilities from manufacturing and sales of wooden products mainly relate to receipt in advance from customers for goods that have not yet been transferred to the customers. Included in the contract liabilities as at 31 December 2021 of RMB5,940,000 has been recognised as revenue for the year ended 31 December 2022 due to the fulfilment of orders received before 31 December 2021.

5. 收入及分部呈報(續)

(a) 客戶合約收益

(ii) *履約義務*

有關本集團履約責任的資料概述如下：

銷售戶外木製品、零售戶外木製品及銷售再生能源產品

履約責任於交付戶外木製品及再生能源產品時已履行。除零售是以現金交收時結算外，款項一般於交付起計90–180天內到期，客戶一般須預先付款。

(iii) *分攤至客戶合同剩餘履約義務的交易價格*

來自製造及銷售木製品之合同負債主要為收取客戶就尚未轉移給客戶的貨物之預收款。由於履行於二零二一年十二月三十一日之前收到的訂單，於二零二一年十二月三十一日包含在合約負債中的人民幣5,940,000元已確認為截至二零二二年十二月三十一日止年度的收入。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue from contracts with customers

(Continued)

(iii) *Transaction price allocated to the remaining performance obligation for contracts with customers (Continued)*

As at 31 December 2022, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts is RMB13,586,000. This amount represents revenue expected to be recognised in the future from completed purchase orders from customers. The Group will recognise the expected revenue in future when or as the goods is transferred to customers, which is expected to occur in the next 12 months.

(b) Segment reporting

In a manner consistent with how the Group managed its business and the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified two reportable segments, namely (i) manufacturing and sales of wooden products and (ii) manufacturing and sales of renewable energy products. During the year ended 31 December 2021, the Group discontinued the operation of retail sales of outdoor wooden products. No operating segments have been aggregated to form the above reportable segments.

- Manufacturing and sales of wooden products: manufacturing and sales of outdoor wooden products to both domestic and overseas customers, and trading of timber.
- Manufacturing and sales of renewable energy products: manufacturing and sales of biomass pellet fuel to both domestic and overseas customers.

5. 收入及分部呈報(續)

(a) 客戶合約收益(續)

(iii) *分攤至客戶合同剩餘履約義務的交易價格(續)*

於二零二二年十二月三十一日，分配至本集團現有合同餘下的履約義務的交易價格總額為人民幣13,586,000元。此金額代表預計將來從完成確認的收入客戶的採購訂單。本集團將在日後或當貨物轉移給客戶時確認預期的收入，該收入預期在未來12個月內發生。

(b) 分部呈報

按照與本集團管理其業務一致的方式，及與就資源分配及表現評估向本集團最高管理層內部呈報資料一致的方式，本集團已確定三個可呈報分部，即(i)生產及銷售木製品、及(ii)生產及銷售再生能源產品。於二零二一年十二月三十一日止年度，本集團終止了零售戶外木製品之營運。本集團並無聚合經營分部以構成上述可呈報分部。

- 生產及銷售木製品：向國內外客戶生產及銷售戶外木製品及木材貿易。
- 生產及銷售再生能源產品：生產及銷售生物質顆粒燃料予國內外客戶。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(i) Segment revenue and results

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results attributable to each reportable segment on the following bases:

Reportable segment revenue represents the revenue derived from the Group's external customers by manufacturing and sales of wooden products and manufacturing and sales of renewable energy products, respectively.

The measure used for reportable segment (loss)/profit is "(loss)/profit for the year (excluding the after tax effect of government subsidies)" of manufacturing and sales of wooden products and manufacturing and sales of renewable energy products, respectively.

Segment assets exclude other financial assets, deferred tax assets, derivative financial instruments, pledged deposits, time deposit, cash and cash equivalents, and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude derivative financial instruments, interest-bearing bank borrowings, debentures, tax payables, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

5. 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部收入及業績

為評估分部表現及於各分部間分配資源，本集團高級管理層按下列基準監察來自各可呈報分部的業績：

可呈報分部收入分別指生產及銷售木製品、零售戶外木製品以及生產及銷售再生能源產品而自本集團外部客戶所得的收入。

就可呈報分部(虧損)／溢利採用的計量單位為生產及銷售木製品、零售戶外木製品以及生產及銷售再生能源產品的「年內(虧損)／溢利(不包括政府補貼之稅後影響)」。

分部資產不包括其他金融資產、遞延稅項資產、衍生金融工具、已抵押存款、定期存款、現金及現金等價物、及其他未分配總辦事處及企業資產，因為該等資產作為整體資產管理。

分部負債不包括衍生金融工具、計息銀行借款、債券、應付稅項、遞延稅項負債及其他未分配總辦事處及企業負債，因為該等負債作為整體負債管理。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(i) Segment revenue and results (Continued)

The following is an analysis of the Group's revenue and results from continuing operations by reportable segments:

		2022 二零二二年		
		Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable energy products 生產及 銷售再生 能源產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Continuing operations: 持續經營業務				
Revenue derived from the Group's external customers	源自本集團外部客戶的收入	460,742	4,295	465,037
Inter-segment revenue	分部間收入	5,149	2,900	8,049
Reportable segment revenue	可呈報分部收入	465,891	7,195	473,086
Reportable segment (loss)/profit (loss)/profit for the year (excluding government subsidies, net of tax)	可呈報分部溢利/(虧損) (年內溢利/(虧損) (不包括政府補貼之稅後影響))	(11,548)	970	(10,578)
Government subsidies, net of tax	政府補貼(稅後)			5,111
Depreciation charge on leased properties	租賃物業之折舊			(112)
Unallocated other income	未分配其他收入			1
Unallocated finance cost	未分配財務成本			(147)
Unallocated corporate expenses	未分配企業開支			(1,059)
Loss for the year from continuing operations	來自持續經營業務之年內虧損			(6,784)

5. 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部收入及業績(續)

以下為按報告分部對本集團持續經營業務收入及業績的分析：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(i) Segment revenue and results (Continued)

		2021 二零二一年		
		Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable energy products 生產及 銷售再生 能源產品 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Continuing operations: 持續經營業務				
Revenue derived from the Group's external customers	源自本集團外部客戶 的收入	601,968	6,106	608,074
Inter-segment revenue	分部間收入	5,843	3,482	9,325
Reportable segment revenue	可呈報分部收入	607,811	9,588	617,399
Reportable segment profit/(loss) (profit/(loss) for the year (excluding government subsidies, net of tax))	可呈報分部溢利/(虧損) (年內溢利/(虧損) (不包括政府補貼之稅後影響))	57,104	(2,209)	54,895
Government subsidies, net of tax	政府補貼(稅後)			5,280
Depreciation charge on leased properties	租賃物業之折舊			(77)
Unallocated other income	未分配其他收入			3,601
Unallocated finance cost	未分配財務成本			(1,245)
Unallocated corporate expenses	未分配企業開支			(14,130)
Profit for the year from continuing operations	來自持續經營業務之年內溢利			48,324

5. 收入及分部呈報(續)

(b) 分部呈報(續)

(i) 分部業績(續)

2021
二零二一年

		Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable energy products 生產及 銷售再生 能源產品 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Continuing operations: 持續經營業務				
Revenue derived from the Group's external customers	源自本集團外部客戶 的收入	601,968	6,106	608,074
Inter-segment revenue	分部間收入	5,843	3,482	9,325
Reportable segment revenue	可呈報分部收入	607,811	9,588	617,399
Reportable segment profit/(loss) (profit/(loss) for the year (excluding government subsidies, net of tax))	可呈報分部溢利/(虧損) (年內溢利/(虧損) (不包括政府補貼之稅後影響))	57,104	(2,209)	54,895
Government subsidies, net of tax	政府補貼(稅後)			5,280
Depreciation charge on leased properties	租賃物業之折舊			(77)
Unallocated other income	未分配其他收入			3,601
Unallocated finance cost	未分配財務成本			(1,245)
Unallocated corporate expenses	未分配企業開支			(14,130)
Profit for the year from continuing operations	來自持續經營業務之年內溢利			48,324

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(i) Segment revenue and results (Continued)

		2022 二零二二年		
		Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable energy products 生產及 銷售再生 能源產品 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Continuing operations: 持續經營業				
Depreciation charge on property, plant and equipment	物業、廠房及設備之折舊	(31,430)	(507)	(31,937)
Depreciation charge on land use rights included in right-of-use assets	包含於使用權資產之 土地使用權之折舊	(1,919)	-	(1,919)
Depreciation charge on investment properties	投資物業之折舊	(1,526)	-	(1,526)
Fair value gain on derivative financial instruments	衍生金融工具公平值收益	430	-	430
Fair value loss on other financial assets	其他金融資產公平值收益	(470)	-	(470)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	568	-	568
		2021 二零二一年		
		Manufacturing and sales of wooden products 生產及 銷售木製品 RMB'000 人民幣千元	Manufacturing and sales of renewable energy products 生產及 銷售再生 能源產品 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Continuing operations: 持續經營業				
Depreciation charge on property, plant and equipment	物業、廠房及設備之折舊	(32,112)	(507)	(32,619)
Depreciation charge on land use rights included in right-of-use assets	包含於使用權資產之 土地使用權之折舊	(1,476)	-	(1,476)
Depreciation charge on investment properties	投資物業之折舊	(3,444)	-	(3,444)
Fair value gain on derivative financial instruments	衍生金融工具公平值收益	4,637	-	4,637
Fair value gain on other financial assets	其他金融資產公平值收益	1,225	-	1,225
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	103	-	103
Impairment of non-current deposits for acquisitions of property, plant and equipment	收購物業、廠房及設備的 非即期按金減值	(1,907)	-	(1,907)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(ii) Segment assets and liabilities

Continuing operations

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Segment assets	分部資產		
Manufacturing and sales of wooden products	生產及銷售木製品	613,640	792,363
Manufacturing and sales of renewable energy products	生產及銷售再生能源產品	1,129	1,564
Total reportable segment assets	總分部資產	614,769	793,927
Assets classified as held-for-sale	分類為持有代售資產	856	-
Corporate and other unallocated assets	企業及其他未分配資產	400,966	195,448
Total assets	總資產	1,016,591	989,375
Segment liabilities	分部負債		
Manufacturing and sales of wooden products	生產及銷售木製品	64,898	27,256
Manufacturing and sales of renewable energy products	生產及銷售再生能源產品	598	622
Total reportable segment liabilities	總分部負債	65,496	27,878
Liabilities relating to assets classified as held-for-sale	與分類為持有代售資產相關之負債	269	-
Corporate and other unallocated assets	企業及其他未分配負債	70,449	86,105
Total liabilities	總負債	136,214	113,983

(iii) Geographical information

Non-current assets

Over 90% of the Group's non-current assets are located in the PRC. Accordingly, no further geographical information of non-current assets were disclosed.

5. 收入及分部呈報(續)

(b) 分部呈報(續)

(ii) 分部資產及負債對賬

持續經營業務

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
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(iii) 地域資料

非流動資產

超過90%的非流動資產位於中國，所以沒有再把有關非流動資產的地域資料作出披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

5. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment reporting (Continued)

(iv) Information about major customers

Revenue from customers contributing over 10% of the total revenue who are from the manufacturing and sales of outdoor wooden products, are as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Customer A	客戶甲	57,490	85,238
Customer B	客戶乙	N/A 不適用*	66,575
Customer C	客戶丙	98,204	65,776
Customer D	客戶丁	94,953	N/A 不適用*
		250,647	217,589

* The corresponding customer did not contribute more than 10% of the total revenue of the Group in previous year.

5. 收入及分部呈報(續)

(b) 分部呈報(續)

(iv) 有關主要客戶的資料

客戶收入貢獻超過收入總額10%，來自生產及銷售戶外木製品，如下：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
客戶甲	57,490	85,238
客戶乙	N/A 不適用*	66,575
客戶丙	98,204	65,776
客戶丁	94,953	N/A 不適用*
	250,647	217,589

* 相應客戶於上年內並無貢獻超過本集團收入總額10%。

6. OTHER INCOME

Continuing operations

持續經營業務

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Interest income on bank deposits	銀行存款利息收入	7,817	3,601
Government subsidies (Note)	政府補貼(附註)	5,111	6,212
Dividend income from the equity investment designated as fair value through other comprehensive income (note 18)	指定為按公平值計入其他全面收益之股本投資股息收入(附註18)	177	195
Rental income	租金收入	1,499	1,046
Others	其他	1,222	4,729
		15,826	15,783

Note The Group received unconditional government subsidies of RMB5,111,000 (2021: RMB6,212,000) during the year ended 31 December 2022 in respect of its normal operating activities. There were no unfulfilled conditions or contingencies attaching to these government grants.

6. 其他收入

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
銀行存款利息收入	7,817	3,601
政府補貼(附註)	5,111	6,212
指定為按公平值計入其他全面收益之股本投資股息收入(附註18)	177	195
租金收入	1,499	1,046
其他	1,222	4,729
	15,826	15,783

附註 於截至二零二二年十二月三十一日止年度，本集團就其正常營運活動收取無條件政府補貼人民幣5,111,000元(二零二零年：人民幣6,212,000元)。該等政府補貼並無未滿足的條件或或有事項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

7. OTHER GAINS, NET

7. 其他收益淨額

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Continuing operations 持續經營業務			
Net foreign exchange (loss)/gain	匯兌(虧損)/收益淨額	(1,628)	4,635
Fair value gain on derivative financial instruments	衍生金融工具公平值收益	430	4,637
Fair value (loss)/gain on other financial assets	其他金融資產公平值(虧損)/收益	(470)	1,225
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	568	103
Impairment of non-current deposits for acquisition of property, plant and equipment	收購物業、廠房及設備的非即期按金減值	-	(1,907)
Written off of other payables	其他應付款撇賬	4,910	-
Written off of other receivables	其他應收款撇賬	(1,315)	-
Others	其他	(515)	(258)
		1,980	8,435

8. FINANCE COSTS

8. 財務成本

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Continuing operations 持續經營業務			
Interest expense on bank borrowings	銀行借款的利息開支	865	1,103
Interest expense on debentures (note 31)	債券的利息開支(附註31)	95	138
Interest expense on lease liabilities (note 30)	租賃負債的利息開支(附註30)	53	4
		1,013	1,245

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

9. (LOSS)/PROFIT BEFORE TAX

(Loss)/profit before taxation from continuing operations has been arrived at after charging (crediting):

(a) Staff costs (exclude directors' remuneration)

Continuing operations 持續經營業務

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	22,454	23,158
Contributions to defined contribution retirement schemes	定額供款退休計劃供款	2,902	6,936
Equity-settled share award scheme expenses (note 34(b))	以股權結算的股份獎勵計劃開支(附註34(b))	-	4,108
		25,356	34,202

Pursuant to the relevant labour rules and regulations in the PRC, the Group's entities in the PRC participate in defined contribution retirement benefit schemes (the "Schemes") organised by the local authorities whereby the entities are required to make contributions to the Schemes based on a percentage of the eligible employees' salaries during the years ended 31 December 2022 and 2021. Contributions to the Schemes vest immediately. Under the Schemes, retirement benefits of existing and retired employees are payable by the relevant scheme administrators and the Group has no further obligations beyond the annual contributions.

During the years ended 31 December 2022 and 2021, the Group had no forfeited contributions under its retirement benefit scheme in the PRC and under the MPF Scheme in Hong Kong which may be used to reduce the existing level of contributions as described in paragraph 26(2) of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange.

9. 除稅前(虧損)/溢利

持續經營的(虧損)/稅前利潤在計費(貸記)後得出:

(a) 員工成本(不包括董事薪酬)

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries, wages and other benefits	22,454	23,158
Contributions to defined contribution retirement schemes	2,902	6,936
Equity-settled share award scheme expenses (note 34(b))	-	4,108
	25,356	34,202

根據中國的有關勞動法則及法規，本集團位於中國的實體參加地方當局籌辦的定額供款退休福利計劃(「該計劃」)，據此，有關實體須於截至二零二二年及二零二一年十二月三十一日止年度按合資格僱員薪酬的一定百分比向該計劃作出供款。對該計劃作出的供款即時歸屬。根據有關計劃，現有及退休僱員的退休福利由相關計劃管理機構支付，除年度供款外，本集團無進一步責任。

截至二零二二年及二零二一年十二月三十一日止年度，本集團在中國的退休福利計劃和香港的強積金計劃下並無被沒收的供款，可用於減少於聯交所證券上市規則附錄16第26(2)段所述的現有供款水平。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

9. (LOSS)/PROFIT BEFORE TAX (Continued)

(b) Other items

9. 除稅前(虧損)/溢利(續)

(b) 其他項目

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Depreciation charge – continuing operations (note 15)	折舊—持續經營業務 (附註15)		
– Owned property, plant and equipment	– 自有物業、廠房及設備 折舊設備	31,937	32,619
– Right-of-use assets:	– 使用權資產：		
– Land use rights	– 土地使用權	1,807	1,476
– Leased properties	– 租賃物業	112	77
– Investment properties (note 16)	– 投資物業(附註16)	1,526	3,444
Depreciation charge – discontinued operation (note 14)	折舊—終止業務 (附註14)		
– Owned property, plant and equipment	– 自有物業、廠房及設備	–	260
Total depreciation charge	總折舊	35,382	37,876
Cost of inventories recognised as expenses (note)	確認為存貨成本之費用 (附註)	418,041	486,390
Research and development costs	研發成本	14,671	19,517
Auditors' remuneration	核數師酬金	777	815

Note: Cost of inventories includes RMB37,632,000 (2021: RMB52,143,000) for the year ended 31 December 2022 relating to staff costs and depreciation, which amount is also included in the respective total amounts disclosed separately above or in note 9(a) for each of these types of expenses.

附註：截至二零二二年十二月三十一日止年度，存貨成本包括人民幣37,632,000元(二零二一年：人民幣52,143,000元)涉及員工成本及折舊，有關金額亦已計入於上文或附註9(a)就每類該等開支單獨披露的總金額內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

10. INCOME TAX CREDIT

(a) Taxation represents:

10. 所得稅抵免

(a) 稅項指：

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Continuing operations			
持續經營業務			
Current tax – PRC corporate income tax	即期稅項 – 中國企業所得稅		
Charged for the year	年內撥備	27	65
Over-provision in previous years	過往年度超額撥備	–	(10,874)
Deferred tax expense	遞延稅項開支		
(Credited)/charged for the year (note 21(a))	年內(撥回)/撥備 (附註21(a))	(386)	656
Income tax credit	所得稅抵免	(359)	(10,153)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

10. INCOME TAX CREDIT (Continued)

(b) Reconciliation between income tax credit and (loss)/profit before tax at applicable tax rates:

10. 所得稅抵免(續)

(b) 按適用稅率計算的稅項抵免與除稅前(虧損)/溢利的對賬:

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
(Loss)/profit before tax from continuing operations	來自持續經營業務除稅前(虧損)/溢利	(7,143)	38,171
Tax at the statutory rate of 25%	按法定稅率25%計算之稅項	(1,786)	9,543
Tax concession (notes (iv) & (v))	稅務優惠(附註(iv)及(v))	(872)	(5,450)
Tax effect of income non-taxable for tax purpose	毋須課稅收入的稅務影響	(161)	(333)
Tax effect of expenses non-deductible for tax purpose	非扣減支出的稅務影響	307	2,489
Tax effect of bonus deduction for research and development expenses	研發開支優惠扣減的稅務影響	(3,668)	(2,791)
Tax effect of deductible temporary difference	可抵扣暫時性差異的稅務影響	(3,922)	-
Tax effect of tax losses not recognised	未確認之稅項虧損的稅務影響	9,863	-
Utilisation of tax losses previously not recognised	以前未確認之稅項虧損的利用	-	(3,164)
Over-provision in previous years	過往年度超額撥備	-	(10,874)
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法管轄區經營的子公司不同稅率的影響	76	784
Others	其他	(196)	(357)
Income tax credit for the year (relating to continuing operations)	與持續經營業務有關之年內所得稅項抵免	(359)	(10,153)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

10. INCOME TAX CREDIT (Continued)

(b) Reconciliation between income tax credit and (loss)/profit before tax at applicable tax rates: (Continued)

Notes:

- i. No provision was made for Hong Kong Profits Tax as the Group did not generate any assessable profits arising in Hong Kong during the years ended 31 December 2022 and 2021.
- ii. The Group's PRC subsidiaries are subject to PRC corporate income tax at the statutory rate of 25% unless otherwise specified.
- iii. Fujian Zhangping Kimura Forestry Products Co., Ltd ("Zhangping Kimura") applied and was approved for the renewal of High and New Technology Entities ("HNTE") qualification under the PRC Corporate Income Tax Law and its relevant regulations during 2019, and therefore is entitled to the preferential income tax rate of 15% for a period of four years from 2019 to 2022.
- iv. Under the PRC Corporate Income Tax Law, the CIT rate applicable to small-scale enterprises with law profitability that meet certain conditions including the assessable profits not more than RMB3,000,000, shall be reduced to 20%. Two of the Company's subsidiaries (2021: six of the Company's subsidiaries) have been designated as small-scale enterprises, pursuant to which, (i) the first RMB1,000,000 of assessable profits (the "1st Assessable Profits") of these subsidiaries are effectively taxable at 2.5% (i.e. 20% on 12.5% of the 1st Assessable Profits); and (ii) the remaining assessable profits not over RMB3,000,000 (the "Remaining Assessable Profits") are effectively taxable at 10% (i.e. 20% on 50% of the Remaining Assessable Profits).
- v. According to the PRC Corporate Income Tax Law and its relevant regulations, dividends receivable by non-PRC resident corporate investors from PRC resident enterprises are subject to withholding income tax at 10% unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008.

Since the Group can control the quantum and timing of distribution of profits of the Group's subsidiaries in the PRC, deferred tax liabilities are only recognised to the extent that such profits are expected to be distributed through dividend payment by the Group's PRC subsidiaries in the foreseeable future. As at 31 December 2022, temporary differences relating to the undistributed profits of the Group's PRC subsidiaries to overseas holding company amounted to RMB277,171,000 (2021: RMB206,584,000) and the corresponding deferred tax liabilities of RMB27,717,000 (2021: RMB20,658,000) have not been recognised.

10. 所得稅抵免(續)

(b) 按適用稅率計算的稅項抵免與除稅前(虧損)/溢利的對賬:(續)

附註:

- i. 截至二零二二年及二零二一年十二月三十一日止年度，本集團並無賺取須繳納香港利得稅的任何應課稅溢利，故並無就香港利得稅計提撥備。
- ii. 本集團的中國附屬公司須按25%法定稅率繳納中國企業所得稅，另有指明者除外。
- iii. 福建省漳平木村林產有限公司(「漳平木村」)已於二零一九年根據中國企業所得稅法及其相關法規申請並獲得高新技術企業(「高新技術企業」)的認證資格，故於二零一九年至二零二二年四個年度期間有權享有15%的優惠所得稅稅率。
- iv. 根據企業所得稅法，符合若干條件(包括應課稅溢利不超過人民幣3,000,000元)之盈利能力較低之小型企業適用之企業所得稅(「企業所得稅」)稅率將降至20%。本公司其中二間附屬公司(二零二一年：六間附屬公司)已獲指定為小型企業，據此，(i)該等附屬公司首項人民幣1,000,000元之應課稅溢利(「首批應課稅溢利」)按實際稅率2.5%(即按12.5%首批應課稅溢利之20%)繳稅；及(ii)餘下不多於人民幣3,000,000元之應課稅溢利(「餘下應課稅溢利」)則按實際稅率10%(即按50%餘下應課稅溢利之20%)繳稅。
- v. 根據中國企業所得稅法及其相關法規，非中國居民投資者從中國居民企業源自二零零八年一月一日起賺取的溢利的應收股息須按10%的稅率繳納預扣稅，惟稅務條約或安排作出減免則另作別論。

由於本集團可以控制本集團在中國的子公司利潤分配的金額和時間，因此僅在預期本集團的中國子公司在可預見的未來通過股息支付分配利潤的前提下確認遞延所得稅負債。於二零二二年十二月三十一日，與本集團中國附屬公司未分配利潤至海外控股公司有關的暫時差額為人民幣277,171,000元(二零二一年：人民幣206,584,000元)及相應遞延稅項負債人民幣27,717,000元(二零二一年：人民幣20,658,000元)未被確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

11. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to Section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation is as follows:

11. 董事薪酬

根據香港公司條例第383(1)節及公司(披露董事利益資料)規例第2部披露規定，董事薪酬如下：

		2022 二零二二年					
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Share award scheme	Total
		董事袍金	薪金、津貼及實物利益	酌情花紅	退休計劃供款	股份獎勵計劃	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Executive directors	執行董事						
Wu Zheyuan	吳哲彥	360	1,141	-	4	-	1,505
Xie Qingmei	謝清美	60	5	-	-	-	65
		420	1,146	-	4	-	1,570
Independent non-executive directors	獨立非執行董事						
Lam Hin Chi (note a)	藍顯賜(附註a)	69	-	-	-	-	69
Prof. Jin Zhongwei	金重為教授	98	-	-	-	-	98
Prof. Su Wenqiang	蘇文強教授	98	-	-	-	-	98
Tse Kwok Hing Henry (note b)	謝國興(附註b)	28	-	-	-	-	28
		293	-	-	-	-	293
		713	1,146	-	4	-	1,863

Note (a): Resigned on 1 September 2022

附註(a)：於二零二二年九月一日辭任

Note (b): Appointed on 1 September 2022

附註(b)：於二零二二年九月一日獲委任

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

11. DIRECTORS' REMUNERATION (Continued)

11. 董事薪酬(續)

		2021 二零二一年					
		Salaries, allowances and benefits in kind 薪金、津貼及 實物利益	Discretionary bonuses 酌情花紅	Retirement scheme contributions 退休計劃供款	Share award scheme 股份獎勵計劃	Total 總計	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Executive directors	執行董事						
Wu Zheyang	吳哲彥	360	974	-	8	1,799	3,141
Xie Qingmei	謝清美	53	-	-	1	1,799	1,853
		413	974	-	9	3,598	4,994
Independent non-executive directors	獨立非執行董事						
Lam Hin Chi	藍顯賜	100	-	-	-	-	100
Prof. Jin Zhongwei	金重為教授	100	-	-	-	-	100
Prof. Su Wenqiang	蘇文強教授	100	-	-	-	-	100
		300	-	-	-	-	300
		713	974	-	9	3,598	5,294

During the years ended 31 December 2022 and 2021, there were no amounts paid or payable by the Group to the Directors or any of the highest paid individuals set out in note 12 below as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 December 2022 and 2021.

於截至二零二二年及二零二一年十二月三十一日止年度，本集團概無向董事或下文附註12所載的任何最高薪酬人士支付或應付任何款項，作為吸引彼等加盟本集團或於加盟本集團後的獎金，或作為離職補償。於截至二零二二年及二零二一年十二月三十一日止年度，董事概無根據任何安排放棄或同意放棄任何薪酬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

12. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, there were one (2021: two) directors for the year ended 31 December 2022, whose emoluments are disclosed in note 11. The aggregate of emoluments in respect of the other four (2021: three) individuals are as follows:

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries and other emoluments	薪金及其他薪酬	1,231	363
Discretionary bonuses	酌情花紅	-	-
Equity-settled share award scheme expenses	以股權結算的股份獎勵計劃開支	-	1,808
Retirement scheme contributions	退休計劃供款	-	16
		1,231	2,187

The emoluments of the four individuals (2021: three individuals) with the highest emoluments are within the following bands:

		2022	2021
		二零二二年	二零二一年
		Number of	Number of
		individuals	individuals
		人數	人數
Nil to RMB1,000,000	零至人民幣1,000,000元	4	2
RMB1,000,001 to RMB1,500,000	人民幣1,000,001元至 人民幣1,500,000元	-	1
		4	3

12. 最高薪酬人士

截至二零二二年十二月三十一日止年度，五名最高薪酬人士中，一名（二零二一年：二名）為董事，彼等的薪酬於附註11披露。餘下四名（二零二一年：三名）人士的薪酬總額如下：

四名（二零二一年：三名）最高薪酬人士的薪酬介乎下列範圍：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

13. (LOSS)/EARNINGS PER SHARE

From continuing operations:

The calculations of basic and diluted (loss)/earnings per share from continuing operations attributable to owners of the Company is based on the following data:

13. 本公司普通股權益持有人應佔之每股(虧損)/溢利

來自持續經營業務：

本公司擁有人應佔持續經營業務每股基本及攤薄(虧損)/溢利的計算基於以下數據：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
(Loss)/profit	(虧損)/溢利		
(Loss)/profit for the year attributable to owners of the Company	由本公司持有人應佔之本年度(虧損)/溢利	(6,558)	47,092
Less: loss for the year from a discontinued operation	減：來自已終止業務之年內虧損	-	612
(Loss)/earnings for the purpose of basic (loss)/earnings per share from continuing operations	來自持續經營業務用作計算每股基本(虧損)/溢利之(虧損)/溢利	(6,558)	47,704

		Number of shares 股份數目	
		2022 二零二二年	2021 二零二一年
Number of shares	股份		
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	用以計算每股基本(虧損)/溢利之年內已發行普通股加權平均數	872,349,887	824,549,598

The weighted average of 872,349,887 shares for the year ended 31 December 2022 are derived from 850,368,416 ordinary shares in issue as at 1 January 2022 after taking into account the effect of the share issuance of 71,002,000 shares issued upon loan capitalisation during the year ended 31 December 2022 (note 33(a)).

截至二零二二年十二月三十一日止年度的加權平均數872,349,887股來自於二零二二年一月一日已發行的850,368,416股普通股，並計及截至二零二二年十二月三十一日止年度借貸資本化發行的71,002,000股股份的影響(附註33(a))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

13. (LOSS)/EARNINGS PER SHARE (Continued)

From continuing operations (Continued):

The weighted average of 824,549,598 shares for the year ended 31 December 2021 are derived from 783,750,400 ordinary shares in issue as at 1 January 2021 after taking into account the effect of the issuance of 66,618,016 award shares under the share award scheme (note 34(b)) during the year ended 31 December 2021.

From continuing and discontinued operations:

The calculation of the basic and diluted (loss)/earnings per share from continuing and discontinued operations attributable to owners of the Company is based on the following data:

(Loss)/earnings figures are calculated as follows:

(Loss)/profit for the year attributable to owners of the Company for the purpose of basic and diluted (loss)/earnings per share	就基本和攤薄(虧損)／每股收益而言歸屬於本公司擁有人之年度(虧損)／利潤
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2022	2021
二零二二年	二零二一年
RMB'000	RMB'000
人民幣千元	人民幣千元

(6,558)	47,092
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The denominators used are the same as those detailed above for both basic and diluted (loss)/earnings per share.

From discontinued operation:

Basic and diluted loss per share for the discontinued operation is RMB0.001 per share based on the loss for the year ended 31 December 2021 from the discontinued operation of approximately RMB612,000 and the denominators detailed above for both basic and diluted loss per share.

The basic and diluted (loss)/earnings per share are the same as the Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2022 and 2021.

13. 本公司普通股權益持有人應佔之每股溢利／(虧損)(續)

來自持續經營(續):

截至二零二一年十二月三十一日止年度的加權平均數為824,549,598股是根據二零二一年一月一日已發行的783,750,400股普通股，並計及二零二一年十二月三十一日止年度根據股份獎勵計劃發行66,618,016股獎勵股份的影響(附註34(b))。

來自持續經營和終止經營的業務:

本公司擁有人應佔持續及終止經營業務的每股基本及攤薄(虧損)／盈利的計算基於以下數據:

(虧損)／收益數字計算如下

所用的分母與上文詳述的基本和稀釋每股(虧損)／收益的分母相同。

來自已終止業務:

根據終止經營業務截至二零二一年十二月三十一日止年度的虧損約人民幣612,000元及上述每股基本及攤薄虧損的分母，終止經營業務的每股基本及攤薄虧損為每股人民幣0.001元。

本集團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之已發行普通股作出任何攤薄調整，因此每股基本及攤薄(虧損)／收益相同。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

14. DISCONTINUED OPERATION

During the year ended 31 December 2021, the Group planned to focus resources on its manufacturing and sales of wooden products and renewable energy products business. Accordingly, the Group ceased its retail sales of outdoor wooden products. The retail sales of outdoor wooden products were classified as a discontinued operation and were no longer included in the note for segment information of the continuing operations.

The results of the discontinued operation for the year ended 31 December 2021 which have been included in the consolidated profit or loss and other comprehensive income were presented below:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	收入	-	-
Cost of sales	銷售成本	-	-
Gross profit	毛利	-	-
Other income	其他收入	-	1
Staff costs	員工成本	-	(309)
Depreciation charge	折舊	-	(260)
Other administrative expenses	其他行政開支	-	(44)
Loss before tax	除稅前虧損	-	(612)
Loss for the year	年內虧損	-	(612)
Loss for the year from a discontinued operation	來自終止業務的年內虧損	-	(612)

The net cash flows incurred by the discontinued operation are as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Operating activities	經營活動	-	(39)
Investing activities	投資活動	-	-
Financing activities	融資活動	-	-
Net cash flows used in	現金流量所用淨額	-	(39)

14. 終止業務

於截至二零二一年十二月三十一日止年度，本集團計劃將資源集中於木製品及可再生能源產品的製造及銷售業務。因此，本集團已停止其戶外木製品的零售。戶外木製品的零售業務分類為已終止經營業務，不再包括在持續經營業務分部信息附註中。

已計入綜合損益及其他綜合收益的終止經營業務截至二零二一年十二月三十一日止年度的業績如下：

終止經營業務產生的現金流量淨額如下：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Buildings	Plant and machinery	Furniture, fittings and equipment 傢俬、裝置及設備	Motor vehicles	Subtotal	Right-of-use assets	Total
		樓宇	廠房及機器		汽車	小計	使用權資產	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
COST		成本						
At 1 January 2021	於二零二一年一月一日	572,861	148,564	6,086	9,344	736,855	83,359	820,214
Additions	添置	1,060	11,349	140	654	13,203	-	13,203
Disposals	出售	-	(579)	-	(83)	(662)	-	(662)
Transfer to investment properties (note 16)	轉撥至投資物業(附註16)	(48,315)	-	-	-	(48,315)	-	(48,315)
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	525,606	159,334	6,226	9,915	701,081	83,359	784,440
Additions	添置	4,104	1,658	55	2,857	8,674	117	8,791
Disposals	出售	-	(2,048)	(122)	-	(2,170)	(923)	(3,093)
Transfer to investment properties (note 16)	轉撥至投資物業(附註16)	(4,104)	-	-	-	(4,104)	-	(4,104)
Exchange realignment	匯兌調整	-	-	-	-	-	11	11
At 31 December 2022	於二零二二年十二月三十一日	525,606	158,944	6,159	12,772	703,481	82,564	786,045
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES		累計折舊及減值虧損						
At 1 January 2021	於二零二一年一月一日	241,152	76,555	5,300	5,961	328,968	40,986	369,954
Charge for the year	年內支出	18,843	12,879	91	1,066	32,879	1,553	34,432
Elimination on disposals	於出售時抵銷	-	(247)	-	(79)	(326)	-	(326)
Transfer to investment properties (note 16)	轉撥至投資物業(附註16)	(19,124)	-	-	-	(19,124)	-	(19,124)
Exchange realignment	匯兌調整	-	-	-	-	-	4	4
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	240,871	89,187	5,391	6,948	342,397	42,543	384,940
Charge for the year	年內支出	17,269	13,584	99	985	31,937	1,919	33,856
Elimination on disposals	於出售時抵銷	-	(318)	(35)	-	(353)	(923)	(1,276)
Exchange realignment	匯兌調整	-	-	-	-	-	6	6
At 31 December 2022	於二零二二年十二月三十一日	258,140	102,453	5,455	7,933	373,981	43,545	417,526
NET CARRYING AMOUNT		賬面淨值						
At 31 December 2022	於二零二二年十二月三十一日	267,466	56,491	704	4,839	329,500	39,019	368,519
At 31 December 2021	於二零二一年十二月三十一日	284,735	70,147	835	2,967	358,684	40,816	399,500

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Buildings are held for own use and are situated in the PRC. At 31 December 2022, buildings with net carrying amount of RMB108,225,000 (2021: RMB128,427,000) were pledged to banks for certain banking facilities granted to the Group (note 28).

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

- Buildings	The shorter of the unexpired term of lease and their estimated useful lives, being no more than 20 years after the date of completion
- Plant and machinery	10 years
- Furniture, fittings and equipment	5 years
- Motor vehicles	5 years

Both the useful life of an asset and its residual value, if any, are reviewed annually.

15. 物業、廠房及設備(續)

位於中國的樓宇持有作自用。於二零二二年十二月三十一日，賬面淨值為人民幣108,225,000元(二零二一年：人民幣128,427,000元)之樓宇已抵押予銀行，作為本集團獲授的若干銀行授信額度之抵押(附註28)。

折舊乃以直線法按其估計可使用年期將物業、廠房及設備各個項目之成本撇銷至其餘值計算。就此所用主要年率如下：

- 樓宇	以未滿租約期與估計可使用年期較短者計算(即於竣工日期後不超過20年)
- 廠房及機器	10年
- 傢俬、裝置及設備	5年
- 汽車	5年

資產的可使用年期及其剩餘價值(如有)每年均被檢討一次。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Group as lessee

Right-of-use assets (included in property, plant and equipment)

15. 物業、廠房及設備(續)

本集團作為承租人

使用權資產(已包含在物業、廠房及設備內)

		Leased properties 租賃物業 RMB'000 人民幣千元	Land use rights 土地使用權 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2022 於二零二二年十二月三十一日				
Carrying amount	賬面淨值	60	38,959	39,019
As at 31 December 2021 於二零二一年十二月三十一日				
Carrying amount	賬面淨值：	50	40,766	40,816
For the year ended 31 December 2022 於二零二二年十二月三十一日止年度				
Depreciation charge	折舊	112	1,807	1,919
Exchange realignment	匯兌調整	(5)	-	(5)
		107	1,807	1,914
For the year ended 31 December 2021 於二零二一年十二月三十一日止年度				
Depreciation charge	折舊	77	1,476	1,553
Exchange realignment	匯兌調整	4	-	4
		81	1,476	1,557
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	
Total cash outflow for leases	租賃之總現金流出	158	27	
Additions to right-of-use assets	使用權資產之增加	117	-	

At 31 December 2022, land use rights with an aggregate carrying amount of RMB7,257,000 (2021: RMB29,632,000) were pledged as securities for certain banking facilities granted to the Group (note 28).

於二零二二年十二月三十一日，賬面總值為人民幣7,257,000元(二零二一年：人民幣29,632,000元)的土地使用權已作為授予本集團的若干銀行授信額度抵押品(附註28)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Group as lessee (Continued)

Right-of-use assets (included in property, plant and equipment) (Continued)

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Land use rights	Over the lease term
Leased properties	Over the lease term

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Impairment assessment of property, plant and equipment

The Group estimates the recoverable amounts of the buildings, plant and land use rights based on higher of fair value less costs of disposal and value in use. The carrying amount of the relevant assets does not exceed the recoverable amount based on fair value less costs of disposal and no impairment has been recognised for the years ended 31 December 2022 and 2021.

15. 物業、廠房及設備(續)

本集團作為承租人(續)

使用權資產(已包含在物業、廠房及設備)(續)

使用權資產於其租期及估計可使用年期(以較短者為準)按直線法折舊，如下：

土地使用權	於租期內
租賃物業	於租期內

倘於租期結束時租賃資產的擁有權轉讓至本集團或成本反映購買權的行使，折舊則根據資產的估計可使用年期計算。

物業、廠房及設備(除在建工程外)減值評估

本集團根據公允價值減處置成本與使用價值中較高者估計建築物、廠房及土地使用權的可收回金額。截至二零二二年十二月三十一日和二零二一年十二月三十一日止年度，相關資產的賬面價值不超過按公允價值減去處置費用後的可收回金額，未確認減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

16. INVESTMENT PROPERTIES

16. 投資物業

		Buildings 樓宇 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
COST	成本			
At 1 January 2021	於二零二一年一月一日	-	-	-
Transfer from owner-occupied property (note 15)	由自用物業轉入(附註15)	48,315	-	48,315
Additions	添置	-	4,611	4,611
At 31 December 2021	於二零二一年十二月三十一日	48,315	4,611	52,926
Transfer from owner-occupied property (note 15)	由自用物業轉入(附註15)	4,104	-	4,104
Transfer from construction in progress	由在建工程轉入	4,611	(4,611)	-
At 31 December 2022	於二零二二年十二月三十一日	57,030	-	57,030
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES	累計折舊及減值虧損			
At 1 January 2021	於二零二一年一月一日	-	-	-
Transfer from owner-occupied properties (note 15)	由自用物業轉入(附註15)	19,124	-	19,124
Charge for the year	年內支出	3,444	-	3,444
At 31 December 2021	於二零二一年十二月三十一日	22,568	-	22,568
Charge for the year	年內支出	1,526	-	1,526
At 31 December 2022	於二零二二年十二月三十一日	24,094	-	24,094
NET CARRYING AMOUNT	賬面淨值			
At 31 December 2022	於二零二二年十二月三十一日	32,936	-	32,936
At 31 December 2021	於二零二一年十二月三十一日	25,747	4,611	30,358

The above investment properties are depreciated on a straight-line basis at the following rates per annum:

Buildings Over the term of lease

The Directors considered that certain owner-occupied properties were leased out for earning rental income, therefore, the properties were reclassified from property, plant and equipment to investment properties during the years ended 31 December 2022 and 2021. The Group's investment properties were stated at cost less accumulated depreciation and impairment, if any.

In addition, the Group incurred a construction cost of approximately RMB4,611,000 for its investment properties during the year ended 31 December 2021, which are transferred to investment properties during the year ended 31 December 2022.

上述投資物業按直線法按以下年率折舊：

建築物 在租賃期限內

董事認為，若干自用物業已出租以賺取租金收入，因此，於截至二零二二年及二零二一年十二月三十一日止年度，該等物業由物業、廠房及設備重新分類為投資物業。本集團的投資物業乃按成本減累計折舊及減值（如有）列賬。

此外，本集團於截至二零二一年十二月三十一日止年度為其投資物業產生建設成本約人民幣4,611,000元，已於截至二零二二年十二月三十一日止年度轉入投資物業。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

16. INVESTMENT PROPERTIES (Continued)

Impairment assessment

The recoverable amount is determined based on the fair value less cost of disposal (i.e. the higher of fair value less cost of disposal (by using the cost approach) and value in use). As at 31 December 2022 and 2021, the carrying amount of investment properties does not exceed the recoverable amount based on fair value less cost of disposal and therefore, no impairment has been recognised for both years.

17. NON-CURRENT DEPOSITS FOR ACQUISITIONS OF PROPERTY, PLANT AND EQUIPMENT

The amount mainly represented the prepaid construction cost for plant and machinery. An analysis of non-current deposits of construction cost is as follows:

16. 投資物業(續)

減值評估

可收回金額以按公平值減出售成本釐定(即按公平值減出售成本(以成本法編制)與使用價值兩者中的較高者釐定。於二零二二年十二月三十一日及二零二一年十二月三十一日，投資性房地產的賬面價值不超過按公允價值減去處置費用後的可收回金額，因此兩年度均未確認減值。

17. 收購物業、廠房及設備的非即期按金

該金額主要指廠房及機器工程的預付工程成本。非即期工程成本按金分析如下：

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Deposit for other constructions and property, plant and equipment	其他建築以及物業、廠房及設備的按金	220	1,698
		220	1,698

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

18. OTHER FINANCIAL ASSETS

18. 其他金融資產

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Equity investment at fair value through other comprehensive income ("FVOCI") (note a)	按公平值計入其他全面收益(「按公平值計入其他全面收益」)的股本投資(附註a)	1,445	2,342
Other financial assets at fair value through profit or loss ("FVTPL") (note b)	按公平值計入損益(「按公平值計入損益」)的其他金融資產(附註b)	20,122	92,842
		21,567	95,184
Less: Current portion	減：即期部分	(20,122)	(92,842)
Non-current portion	非即期部分	1,445	2,342

Notes:

- (a) The equity investment represents unlisted investment in 5% equity interests of a PRC local bank in Zhangping City, Fujian Province, the PRC. The equity investment was irrevocably designated at fair value through other comprehensive income as the Group considered these investments to be strategic in nature.

The dividend income received related to the equity investment for the year ended 31 December 2022 was RMB177,000 (2021: RMB195,000) (note 6).

- (b) As at 31 December 2022, other financial assets represent investment products of PRC banks of RMB20,122,000.

As at 31 December 2021, other financial assets represent (i) investment products of PRC banks of RMB10,592,000; and (ii) certain debts instruments with an aggregate principal amount of RMB80,000,000, in which, the interest payments are linked to the relevant exchange rate between Euro and United States Dollar. The Debts Instruments were pledged to secure the Group's interest-bearing bank borrowings. Details are set out in note 28.

附註：

- (a) 該股本投資佔於中國福建省漳平市一間本地銀行中的非上市股本投資5%。股本投資乃不可撤回地指定為按公平值計入其他全面收益列賬，原因為本集團認為該等資產屬策略性質。

截至二零二二年十二月三十一日止年度，已收到與股本投資相關股息收入為人民幣177,000元（二零二一年：人民幣195,000元）（附註6）。

- (b) 於二零二二年十二月三十一日，其他金融資產為人民幣20,122,000元的中國銀行投資產品。

於二零二一年十二月三十一日，其他金融資產包括：(i)中國銀行投資產品人民幣10,592,000元；(ii)本金總額為人民幣80,000,000元的若干債務工具，其中利息支付與歐元和美元之間的相關匯率掛鉤。債務工具被抵押以擔保本集團的計息銀行借款。詳情載於附註28。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

19. NON-CURRENT DEPOSIT FOR ACQUISITION OF OTHER FINANCIAL ASSETS

On 30 November 2022, the Group entered into share transfer agreement with Zhangping Hong Sheng Minerals Co., Ltd., a third party to the Group, to acquire 1.3% equity interest in Fujian Zhangping Rural Commercial Bank Co., Ltd. The consideration is RMB8,750,000 of which RMB2,500,000 were paid 10 days after signing of share transfer agreement.

20. ASSETS CLASSIFIED AS HELD-FOR-SALE

During the year, the Group realigned its business strategies to close the business of Zhangzhou Xingruixiang Supply Chain Management Co., Ltd. ("Xingruixiang"), a non-wholly owned subsidiary of the Company. The principal activity of Xingruixiang is to sell the wooden products to Kimura ("Zhangping Kimura"), a wholly-owned subsidiary of the Company.

The Group entered into a disposal agreement to close its business upon the completion of existing sales orders, which are expected to be sold within twelve months. Certain assets and liabilities have been classified as assets and liabilities held-for-sale and are presented separately in the consolidated statement of financial position (see below).

The major classes of assets and liabilities of Xingruixiang as at 31 December 2022, which have been presented separately in the consolidated statement of financial position, are as follows:

19. 收購其他金融資產之非即期按金

於二零二二年十一月三十日，本集團與第三方漳平宏生礦業有限公司簽訂股權轉讓協議，受讓福建漳平農村商業銀行股份有限公司1.3%股權，對價為人民幣8,750,000元，其中人民幣2,500,000元於股權轉讓協議簽訂後10日支付。

20. 分類為持有待售之資產

年內，本集團調整業務策略，關閉本公司非全資附屬公司漳州興瑞祥供應鏈管理有限公司（「興瑞祥」）的業務。興瑞祥的主要業務為向本公司全資附屬公司木村（「漳平木村」）銷售木製品。

本集團訂立一項出售協議，以在現有銷售訂單完成後關閉其業務，預計將在十二個月內出售。若干資產和負債已分類為持有待售的資產和負債，並在綜合財務狀況表中單獨列報（見下文）。

截至二零二二年十二月三十一日，在綜合財務狀況表中單獨列示的興瑞祥資產和負債的主要類別如下：

		2022 二零二二年 RMB'000 人民幣千元
Amount due from non-controlling interest	應收非控股權益款項	711
Cash and cash equivalents	現金及現金等價物	145
Total assets classified as held-for-sale	分類為持有待售之總資產	856
Other payables and total liabilities associated with assets classified as held-for-sale	與分類為持有待售資產相關之其他應付款項及總負債	(269)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

21. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Deferred tax assets	遞延所得稅資產	1,378	1,213
Deferred tax liabilities	遞延所得稅負債	(2,404)	(2,760)
		(1,026)	(1,547)

The following are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior years:

21. 遞延稅項

為在綜合財務狀況表中呈列，若干遞延稅項資產及負債已被抵銷。以下是為財務報告目的對遞延所得稅餘額的分析：

以下是本年度和以前年度確認的主要遞延所得稅負債和資產及其變動：

		Unrealised gain/(loss) on other financial assets	Unrealised (loss)/gain on derivative financial instruments	PRC dividend withholding tax	Impairment under ECL model	Fair value adjustments of equity investment through other comprehensive income	Others	Total
		其他金融資產的 未變現收益/ (虧損) RMB'000 人民幣千元	衍生金融工具的 未變現收益/ (虧損) RMB'000 人民幣千元	中國股息 預扣稅 RMB'000 人民幣千元	預期信貸 虧損模式 減值 RMB'000 人民幣千元	計入其他全面 收入的股本投資 的公平值調整 RMB'000 人民幣千元	其他 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2021 (Charged)/Credited to profit or loss (note 10)	於二零二一年一月一日 計入損益之(撥備)/抵免 (附註10)	180	(218)	(1,707)	831	14	-	(900)
Credited to other comprehensive income	計入其他全面收入	-	-	-	-	9	-	9
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	(426)	(627)	(1,707)	1,190	23	-	(1,547)
Credited/(Charged) to profit or loss (note 10)	計入損益之抵免/(撥備) (附註10)	(564)	961	-	-	-	(11)	386
Credited to other comprehensive income	計入其他全面收入	-	-	-	-	135	-	135
At 31 December 2022	於二零二二年十二月三十一日	(990)	334	(1,707)	1,190	158	(11)	(1,026)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

21. DEFERRED TAXATION (Continued)

At the end of the reporting period, the Group has unused tax losses of approximately RMB234,698,000 (2021: RMB195,247,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately RMB234,698,000 (2021: RMB195,247,000) with expiry dates as disclosed in the following table.

21. 遞延稅項(續)

於報告期末，本集團有約人民幣234,698,000元(二零二一年：人民幣195,247,000元)未動用稅項虧損可抵銷未來溢利。由於未來利潤流的不可預測性，並無就未動用稅項虧損確認遞延稅項資產。未確認稅項虧損包括約人民幣234,698,000元(二零二一年：人民幣195,247,000元)的虧損，其到期日如下表所示。

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
2023	二零二三	20,520	20,520
2024	二零二四	81,827	81,827
2025	二零二五	92,900	92,900
2026	二零二六	-	-
2027	二零二七	39,451	-

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

22. INVENTORIES

22. 存貨

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Raw materials	原材料	61,536	79,809
Work in progress	在製品	18,334	20,340
Finished goods	製成品	10,004	33,398
		89,874	133,547

23. TRADE AND OTHER RECEIVABLES

23. 貿易及其他應收款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	64,665	115,180
Less: Allowance for credit losses	減：信貸虧損撥備	(12,186)	(17,938)
		52,479	97,242
Prepayment for raw materials	原材料預付款	61,887	104,756
Interest receivables	應收利息	4,878	648
Other prepayments and receivables	其他預付款項及應收款項	4,959	25,528
Less: Allowance for credit losses	減：信貸虧損撥備	(1,248)	(1,248)
		70,476	129,684
Total trade and other receivables	貿易及其他應收款項總額	122,955	226,926

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

23. TRADE AND OTHER RECEIVABLES (Continued)

The ageing analysis of trade receivables (net of loss allowances) as of the end of reporting period, based on invoice date, is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within 1 month	1個月內	28,047	41,536
1 to 2 months	1至2個月	13,746	38,667
2 to 3 months	2至3個月	5,841	13,566
Over 3 months	3個月以上	4,845	3,473
		52,479	97,242

As at 1 January 2021, trade receivables from contracts with customers amounted to RMB55,489,000.

Trade receivables are normally due within 90 days to 180 days (2021: 90 days to 180 days) from the date of billing.

As at 31 December 2022, included in the Group's trade receivables balance are debtors with aggregate carrying amount of RMB29,947,000 which are past due as at the reporting date. Out of the past due balances, RMB8,133,000 has been past due 90 days or more and is not considered as in default.

Details of impairment assessment of trade and other receivables are set out in note 42(b)(a).

23. 貿易及其他應收款項(續)

於報告期末，貿易應收款項(扣除虧損撥備)的賬齡分析(按發票日期列示)如下：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within 1 month	28,047	41,536
1 to 2 months	13,746	38,667
2 to 3 months	5,841	13,566
Over 3 months	4,845	3,473
	52,479	97,242

於二零二一年一月一日，應收客戶合約貿易款項為人民幣55,489,000元。

貿易應收款項一般於出具發票日期起計90日至180日(二零二一年：90日至180日)內到期。

於二零二二年十二月三十一日，本集團應收賬款餘額中包括賬面總額為人民幣29,947,000元且於報告日逾期的應收賬款。在逾期餘額中，人民幣8,133,000元逾期90天以上不視為違約。

貿易及其他應收款項減值評估詳情載於附註42(b)(a)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

24. DERIVATIVES FINANCIAL INSTRUMENTS

24. 衍生金融工具

		2022 二零二二年	
		Assets 資產 RMB'000 人民幣千元	Liabilities 負債 RMB'000 人民幣千元
Foreign currency contracts (notes 42(b) & 42(c))	外幣合約 (附註42(b)及42(c))	42	(18)

		2021 二零二一年	
		Assets 資產 RMB'000 人民幣千元	Liabilities 負債 RMB'000 人民幣千元
Foreign currency contracts (notes 42(b) & 42(c))	外幣合約 (附註42(b)及42(c))	5,077	(896)

The derivative financial instruments represented certain foreign currency forward contracts entered with the financial institutions, which are not designated for hedge purposes and are measured at fair value through profit or loss. Changes in the fair value of non-hedging foreign currency forward contracts were credited to the consolidated statement of profit or loss as at end of reporting period. All of the foreign currency forward contracts are settled within one year.

衍生金融工具代表與金融機構訂立的若干外幣遠期合約，該等合約未指定用於對沖目的，並按公平值計入損益計量。非對沖外幣遠期合約的公平值變動於報告期末計入綜合損益表。所有外幣遠期合約均在一年內計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

25. PLEDGED DEPOSITS

Pledged bank deposits carry fixed interest rates range from 1.25% to 4.80% and represent deposits pledged to banks to secure banking facilities granted to the Group.

Details of impairment assessment of pledged bank deposits are set out in note 42(b)(a).

26. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include short term deposits amounted to RMB161,332,000 for the purpose of meeting the Group's short term cash commitments, which carry interest at market rates range from 2.25% to 5.63%. The remaining time deposits amounted to RMB47,000,000 (2021: RMB30,000,000) carry fixed interest rates range from 3.55% to 4% (2021: 4%) per annum with maturity over one year and therefore classified as non-current assets.

Details of impairment assessment of bank balances are set out in note 42(b)(a).

25. 已抵押存款

已抵押銀行存款按介乎1.25%至4.80%的固定利率計息，指抵押給銀行以確保本集團獲授銀行融資的存款。

已抵押銀行存款減值評估詳情載於附註42(b)(a)。

26. 現金及現金等價物

現金及現金等價物包括為滿足本集團短期現金承諾而計息的短期存款人民幣161,332,000元，按市場利率介乎2.25%至5.63%計息。餘下定期存款人民幣47,000,000元（二零二一年：人民幣30,000,000元）按固定年利率介乎3.55%至4%（2021年：4%）計息，期限超過一年，因此分類為非流動資產。

銀行結餘減值評估詳情載在附註42(b)(a)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

27. TRADE AND OTHER PAYABLES

27. 貿易及其他應付款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Trade and bills payables (note i)	貿易應付款項及應付票據 (附註i)	18,531	7,425
Accrued staff costs	計提員工成本	9,037	8,389
Payables for acquisition of property, plant and equipment	收購物業、廠房及設備之 應付款項	1,538	1,174
Payables for transportation fee	應付運輸費用	3,003	1,484
Other payables and accruals	其他應付款項及應計費用	12,727	7,221
Provision for medical compensation (note ii)	醫療補償之撥備(附註ii)	4,680	5,070
		49,516	30,763
Less: Provision for medical compensation classified as non-current portion	減：非即期部份之 醫療補償之撥備	4,290	4,680
Current portion	即期部份	45,226	26,083

Notes:

- i. The balance comprises bills payables of RMBNil (2021: RMB102,000), the related banking facilities were set out in note 28 to the consolidated financial statements.
- ii. The provision for medical compensation is mainly estimated based on the assumption including past experience of the medical expenses.

The ageing analysis of trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

附註：

- i. 貿易應付款項及應付票據包括應付票據人民幣零元(二零二一：人民幣102,000)，相關銀行授信額度載於綜合財務報表附註28。
- ii. 醫療補償準備金主要的假設是根據以往的醫療費用經驗估算的。

於報告期末，按發票日期列示，貿易應付款項及應付票據的賬齡分析如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within 1 month	1個月內	14,486	4,811
1 to 2 months	1至2個月	1,432	30
2 to 3 months	2至3個月	543	-
Over 3 months	超個3個月	2,070	2,584
		18,531	7,425

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

28. INTEREST-BEARING BANK BORROWINGS, SECURED

28. 計息銀行借款，有抵押

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Fixed-rate bank borrowings, secured	定息銀行貸款，已抵押	53,950	54,000
The carrying amounts of the above borrowings are repayable:	以上應付貸款之賬面值：		
Within one year	一年內	53,950	54,000

The Group entered into certain banking facilities with certain PRC banks with an aggregate amount of RMB195,050,000 (2021: RMB236,700,000), of which, as to RMB100,295,000 (2021: RMB73,989,000) (including the bank borrowings of RMB53,950,000 (2021: RMB54,000,000) (note 28)) have been utilised at the end of reporting dates).

本集團與若干中國的銀行訂立若干銀行授信額度，總金額為人民幣195,050,000元（二零二一年：人民幣236,700,000），其中人民幣100,295,000元（二零二一年：73,989,000）（已包括於本年度結算日已使用銀行借款為人民幣53,950,000（二零二一年：54,000,000）（附註28））。

The secured banking facilities are secured by certain of the Group's land use rights, buildings, other financial assets at fair value through profit or loss and pledge deposits amounting to approximately RMB7,257,000 (2021: RMB29,632,000) (note 15), RMB108,225,000 (2021: RMB128,427,000) (note 15), RMBNil (2021: RMB80,000,000) (note 18(b)) and RMB53,578,000 (2021: RMB1,640,000) (note 25), respectively.

有抵押銀行授信額度以本集團若干土地使用權、樓宇、按公平值計入損益之其他金融資產及已抵押存款分別擔保約人民幣7,257,000元（二零二一年：人民幣29,632,000元）（附註15）、人民幣108,225,000元（二零二一年：人民幣128,427,000元）（附註15）、人民幣零元（二零二一年：人民幣80,000,000）（附註18(b)）及人民幣53,578,000元（二零二一年：人民幣1,640,000元）（附註25）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

29. CONTRACT LIABILITIES

29. 合約負債

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contract liabilities	合約負債	13,586	9,477

As at 1 January 2021, contract liabilities amounted to RMB5,698,000.

於二零二一年一月一日，合約負債為人民幣5,698,000元。

As at 31 December 2022 and 2021, the contract liabilities mainly included the receipt in advance from sales of wooden products. The Group expects that the unsatisfied performance obligations will be recognised within one year from the end of the reporting date.

於二零二二年十二月三十一日及二零二一年十二月三十一日，合約負債主要為預收木製品銷售款。本集團預計未履行的履約義務將在報告日結束後的一年內得到確認。

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

對經確認合約資產金額構成影響的一般支付條款如下：

When the Group receives a deposit before the delivery of goods, this will give rise to contract liabilities at the start of a contract, until the revenue recognised exceeds the amount of the deposit. The amount of the advance from customers, if any, was negotiated on a case by case basis with customers.

當本集團在交付貨物之前收到按金時，按金將於合約開始時產生合約負債，直到確認的收入超過按金金額。預收客戶款項的金額（如有）乃根據具體情況與客戶協商而定。

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January	於一月一日	9,477	5,698
Amounts included in contract liabilities that was recognised as revenue during the year	於年內確認為收入的合約負債內列賬的款項	(5,940)	(2,505)
Cash received from sales of wonder products not previously recognized as revenue due to unsatisfied performance	因以前年度未履行的履約責任而未確認為收入之來自銷售木製品收到之現金	10,037	6,284
Exchange difference	匯兌差異	12	-
At 31 December	於十二月三十一日	13,586	9,477

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

30. LEASE LIABILITIES

The Group leases an office premise in Hong Kong and the movement in lease liabilities during the year is as follows:

30. 租賃負債

本集團在香港租賃一間辦公室，本年度之租賃負債變動情況如下：

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年	69	51
Amount due for settlement within 12 months show under current liabilities	於十二個月內清付之金額 (於流動負債示列)	69	51

The incremental borrowing rate applied to lease liabilities is 5%.

適用於租賃負債的增量借款利率為5%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

31. DEBENTURES

31. 債券

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Balance at 1 January	於一月一日的結餘	4,376	4,535
Interest expenses (note 8)	利息開支(附註8)	95	138
Interest paid	已支付利息	-	(132)
Exchange difference	匯兌差異	322	(165)
Settlement by share subscription (note 33(a))	結算(附註33(a))	(4,793)	-
Balance at 31 December	於十二月三十一日的結餘	-	4,376
Current portion	即期部分	-	4,376

The Group entered into agreements with two independent third parties for issuing unsecured debentures with principal amounting to HK\$20,000,000 in previous year. Its outstanding amount was approximately at HK\$5,350,000 (equivalent to approximately RMB4,376,000) as at 31 December 2021. The debentures bear interest at 3% per annum, unsecured and repayable on 29 August 2022.

On 22 August 2022, the Group entered into subscription agreements with two debenture holders which each of the holders agreed to subscribe for an aggregate of 35,501,048 new shares at the subscription price of HK\$0.0768 (approximately RMB0.0674 per share). The completion of each of the share subscription took place on 9 September 2022 and the outstanding debentures and related interest expense have been fully settled.

於以前年度，本集團與兩名獨立第三方訂立協議，以發行本金總額為20,000,000港元的無抵押債券。於二零二一年十二月三十一日，其尚欠之面值分別約為5,350,000港元（折合約人民幣4,376,000）。債券按年息3%計息，無抵押，須於二零二二年八月二十九日償還。

於二零二二年八月二十二日，本集團與兩名債券持有人訂立認購協議，各持有人同意以認購價0.0768港元認購合共35,501,048股新股（約合每股人民幣0.0674元）。每份股份認購均於二零二二年九月九日完成，未償還債券及相關利息支出已全數清償。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

32. AMOUNTS DUE FROM/(TO) A RELATED PARTY/A NON-CONTROLLING INTEREST/A DIRECTOR

Amount due from a related company

Name of party	對方名稱	Relationship 關係	2022	2021
			二零二二年	二零二一年
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Green Seas Capital Limited	Green Seas Capital Limited	A private company controlled by Wu Zheyang, a director of the Company	71	63
Less: allowance for credit losses	減：信貸虧損撥備	一家由吳哲彥(本公司一名董事)控制之私人公司	(2)	(2)
			69	61

Amount due from a non-controlling interest

Name of party	對方名稱	Relationship 關係	2022	2021
			二零二二年	二零二一年
			RMB'000	RMB'000
			人民幣千元	人民幣千元
ZhangZhou Senyun International Trade Co., Limited*	漳州森蘊國際貿易有限公司	A non-controlling interest 非控股權益	-	2,500

The amounts due from a related company and a non-controlling interest were unsecured, interest-free and repayable on demand.

* The English translation of the name is for reference only. The official name of the related party is in Chinese.

32. 應收／(應付)關聯方／非控股權益／董事款項

應收關聯公司

應收非控股權益款項

應收關聯公司及非控股權益款項為無抵押、免息及按要求償還。

* 名稱的英文翻譯僅供參考。該等關聯方的法定名稱為中文。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

32. AMOUNTS DUE FROM/(TO) A RELATED PARTY/A NON-CONTROLLING INTEREST/A DIRECTOR (Continued)

Amount due to a director

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Due to a director	應付一名董事款項	4,783	11

The amount due to a director is unsecured, interest-free, and repayable on demand.

應付董事款項

應付一名董事款項為無抵押、免息且應要求償還。

33. CAPITAL, RESERVES AND DIVIDENDS

(a) Share capital

Authorised and issued share capital

		2022 二零二二年			2021 二零二一年		
		Par Value 股份面值	Number of shares 股份數目	Amount 金額	Par Value 股份面值	Number of shares 股份數目	Amount 金額
		HK\$ 港元	('000) 千股	HK\$'000 千港元	HK\$ 港元	('000) 千股	HK\$'000 千港元
Authorised:	法定：						
Ordinary share	普通股	0.05	2,000,000	100,000	0.05	2,000,000	100,000

33. 資本、儲備及股息

(a) 股本

法定及已發行股本

		2022 二零二二年		2021 二零二一年	
		Number of shares 股份數目	Amount 金額	Number of shares 股份數目	Amount 金額
		('000) 千股	RMB'000 人民幣千元	('000) 千股	RMB'000 人民幣千元
Ordinary shares of HK\$0.05 each, issued and fully paid:	普通股(每股0.05港元)、 發行及繳足：				
At 1 January	於一月一日	850,368	35,345	783,750	32,591
Shares issued upon loan capitalisation (note 31)	於貸款資本化發行之股份 (附註31)	71,002	3,117	-	-
Shares issued under share award scheme (note 34(b))	根據股份獎勵計劃發行 新股份(附註34(b))	-	-	66,618	2,754
At 31 December	於十二月三十一日	921,370	38,462	850,368	35,345

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

33. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(b) Nature and purpose of reserves

(i) Share premium

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

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of business.

During the year ended 31 December 2022, 71,002,000 shares were issued upon the loan capitalisation at the subscription price HK\$0.0768 (approximately RMB0.0674). The difference between the par value of the share and the proceeds were amounted to RMB1,676,000.

(ii) Exchange reserve

The exchange reserve comprises all foreign currency differences arising from the translation of the financial statements of the entities with functional currency other than Renminbi. The reserve is dealt with in accordance with the accounting policy set out in note 3(b).

(iii) Statutory reserve

Transfers from retained profits to PRC statutory reserve are made in accordance with the relevant PRC rules and regulations and the articles of association of the Company's subsidiaries established in the PRC and were approved by the respective boards of directors.

33. 資本、儲備及股息(續)

(b) 儲備性質及目的

(i) 股份溢價

股份溢價指本公司的股份面值與發行本公司股份所收取所得款項之間的差額。

根據開曼群島公司法，本公司股份溢價賬內的基金可供分派予本公司的股東，惟緊隨建議分派股息日期後，本公司須能夠償付一般業務過程中到期的債務。

截至二零二二年十二月三十一日止年度，按認購價0.0768港元（約合人民幣0.0674元）借貸資本化發行71,002,000股股份。股份面值與募集資金的差額為人民幣1,676,000元。

(ii) 匯兌儲備

匯兌儲備包括以人民幣以外的功能貨幣換算各間實體財務報表所產生的所有外幣差額。該儲備乃根據附註3(b)所載的會計政策處理。

(iii) 法定儲備

自保留盈利轉撥至中國法定儲備乃根據相關中國規則及規例以及本公司在中國成立的附屬公司的組織章程細則進行，並已獲相關董事會批准。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

33. CAPITAL, RESERVES AND DIVIDENDS

(Continued)

(b) Nature and purpose of reserves (Continued)

(iii) Statutory reserve (Continued)

The subsidiaries in the PRC are required to appropriate 10% of its after-tax profit, as determined in accordance with the PRC accounting rules and regulations, to statutory general reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of a dividend to shareholders.

Statutory general reserve can be used to make good prior years' losses, if any, and may be converted into paid-up capital provided that the balance after such conversion is not less than 25% of the registered capital.

(iv) Fair value reserve (non-recycling)

The fair value reserve (non-recycling) comprises the cumulative net changes in the fair value of equity instruments designated as measured at fair value through other comprehensive income in accordance with the accounting policy adopted for equity instruments designated at fair value through other comprehensive income.

(c) Distributable reserves

The aggregate amounts of reserves available for distribution to equity shareholders of the Company were RMB213,842,000 (2021: RMB219,939,000).

After the end of the reporting period, the Directors proposed no final dividend (2021: proposed no final dividend).

33. 資本、儲備及股息(續)

(b) 儲備性質及目的(續)

(iii) 法定儲備(續)

中國的附屬公司須撥出10%的除稅後溢利(其乃根據中國會計規則及規例釐定)至一般法定儲備，直至儲備結餘達註冊資本的50%為止。轉撥至儲備須在向股東分派股息前進行。

一般法定儲備可用於補償過往年度虧損(如有)，並可轉換至繳足股本，惟有關轉換後的結餘不得低於註冊資本的25%。

(iv) 公平值儲備(不可劃轉)

公平值儲備(不可劃轉)包括於根據就指定為按公平值計入其他全面收益之股本工具所採納會計政策指定為按公平值計入其他全面收益之股本工具之公平值累計淨變動。

(c) 可分派儲備

可向本公司權益持有人分派之儲備總額為人民幣213,842,000元(二零二一年：人民幣219,939,000元)。

於報告期間結束後，董事並無建議派發末期股息(二零二一年：不建議派發末期股息)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. SHARE OPTION SCHEME AND SHARE AWARD SCHEME

(a) Share option scheme

Pursuant to a resolution passed by all the shareholders on 15 June 2012, the Company has conditionally adopted the share option scheme (the "Share Option Scheme") for the purpose of recognising and acknowledging the contributions the eligible participants had or may have made to the Group. The Board may, at its discretion, grant options pursuant to the Share Option Scheme to the Directors (including executive Directors, non-executive Directors and independent non-executive Directors), the directors of the Company's subsidiaries and employees of the Group and any other persons (including consultants or advisers) whom the Board considers, in its absolute discretion, have contributed or will contribute to the Group. The Directors were authorised to grant options to subscribe for shares of the Company and to allot, issue and deal with the ordinary shares pursuant to the exercise of options granted under the Share Option Scheme and to take all such steps as may be necessary and/or desirable to implement and give effect to the Share Option Scheme. The maximum number of shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue immediately following completion of the Global Offering (as defined in the Company's prospectus dated 25 June 2012), being 100,000,000 shares, excluding any shares that may be issued under the options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company), unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time.

34. 購股權計劃及股份獎勵計劃

(a) 購股權計劃

根據全體股東於二零一二年六月十五日通過的決議案，本公司已有條件採納一項購股權計劃（「購股權計劃」），以肯定及嘉許曾經或可能對本集團作出貢獻的合資格參與人士。根據購股權計劃，董事會可酌情向董事（包括執行董事、非執行董事及獨立非執行董事）、本公司附屬公司之董事、本集團僱員及董事會全權酌情認為曾經或將對本集團作出貢獻的任何其他人士（包括專家顧問或顧問）授出購股權。董事獲授權授出購股權以認購本公司股份，及配發、發行及處置根據購股權計劃所授出購股權獲行使而發行的普通股，以及採取對實行購股權計劃及使之生效而言為必需及／或合宜的一切步驟。根據購股權計劃及任何其他本公司購股權計劃而可授予的購股權的最高股份數目，合共不得超過緊隨全球發售（定義見本公司日期為二零一二年六月二十五日的招股章程）完成後已發行股份總數的10%，即100,000,000股股份，不包括任何根據購股權計劃（或本公司任何其他購股權計劃）的條款已失效的購股權而可發行的股份，惟獲本公司股東在股東大會上另行批准及／或上市規則不時另有其他規定者除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(a) Share option scheme (Continued)

Unless otherwise approved by the shareholders of the Company in general meeting, the number of shares that may be granted to an eligible participant under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 1% of the shares in issue of the Company within any 12-month period. Any grant of options to a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by our independent non-executive Directors. Unless otherwise approved by the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules, the number of shares that may be granted to a substantial shareholder or any independent non-executive Director or their respective associates under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) shall not exceed 0.1% of the shares in issue, having an aggregate value in excess of HK\$5 million, within any 12-month period.

34. 購股權計劃及股份獎勵計劃(續)

(a) 購股權計劃(續)

除非獲本公司股東於股東大會上另行批准，否則可基於購股權計劃及任何其他本公司購股權計劃向一名合資格參與者授出的股份數目(包括已行使及未行使購股權)，不得超過本公司在任何一個12個月期間的已發行股份的1%。任何向董事、本公司高級行政人員或主要股東(定義見上市規則)或其任何各自的聯繫人(定義見上市規則)授予的購股權須獲獨立非執行董事的批准。除非本公司股東在股東大會上另行批准及/或上市規則另有規定，否則根據購股權計劃及任何其他本公司購股權計劃可授予主要股東或任何獨立非執行董事或其各自的聯繫人的股份數目(包括已行使及未行使購股權)，不得超過任何一個12個月期間已發行股份的0.1%或合共價值超過5百萬港元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(a) Share option scheme (Continued)

There is no minimum period for which an option must be held before it can be exercised, and the period during which an option may be exercised will be determined by the Board in its absolute discretion, however, no options shall be exercised 10 years after they have been granted. The subscription price of a share in respect of a particular option shall be not less than the highest of (a) the official closing price of the shares on the daily quotation sheet of the Stock Exchange; (b) the average official closing price of the shares on the daily quotation sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) the nominal value of a share. The Share Option Scheme shall take effect from the date it is adopted and shall remain effective within a period of 10 years from that date.

From the date that the Share Option Scheme became effective and unconditional and up to the date of this annual report, no share options were granted under the Share Option Scheme.

As at the date of this annual report, the total number of ordinary shares available for issue under the Share Option Scheme is 92,137,051 (2021: 85,036,842), representing 10% of the issued shares of the Company.

34. 購股權計劃及股份獎勵計劃(續)

(a) 購股權計劃(續)

概無訂有購股權在行使前必須持有的最短期限，而購股權可行使的期間將由董事會全權酌情決定，然而，購股權於授出10年後便不得行使。有關特定購股權的認購價不得低於下列最高者：(a)於聯交所每日報價表所報的官方股份收市價；(b)緊接授出日期前五個營業日聯交所每日報價表所報的官方股份平均收市價；及(c)股份面值。購股權計劃將自其獲採納日期起生效並將自該日起10年期間內一直有效。

自購股權計劃生效及成為無條件起直至本年報日期，概無根據購股權計劃授出購股權。

於本年報日期，購股權計劃項下可供發行的普通股份總數為92,137,051股(二零二一年：85,036,842)，佔本公司已發行股份的10%。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(b) Share award scheme

The Company, pursuant to a resolution passed on 14 December 2020, adopted a share award scheme (the "Share Award Scheme") for the purpose of (i) to align interests of eligible persons, being the employees, directors, officers, consultants or advisors of any member of the Group, with those of the Group through ownership of ordinary shares of the Company (the "Shares"), dividends and other distribution paid on Shares and/or increase in value of the Shares; and (ii) to encourage and retain eligible persons to make contributions to the long-term growth and profits of the Group.

The aggregate number of shares to be made pursuant to the Share Award Scheme (the "Award Shares") will not exceed 20% of the total number of issued shares capital as at the adoption date of the Share Award Scheme (i.e. of 20% of 741,200,400 Shares). The aggregate number of Award Shares which may be awarded to a selected person under the Share Award Scheme shall not exceed 2% of the total number of issued Shares as at the adoption date of the Share Award Scheme.

Subject to any early termination as may be determined by the board of directors, the Share Award Scheme shall be valid and effective for a term of 10 years commencing from the adoption date.

The Award Shares, once issued, will rank equal to all other issued Shares at that time and are not subject to any vesting condition. The selected persons will therefore have the right to receive dividends, dispose of and/or exercise the rights of the Award Shares as per his/her own wishes once the Award Shares were issued.

34. 購股權計劃及股份獎勵計劃(續)

(b) 股份獎勵計劃

本公司根據二零二零年十二月十四日通過的決議案，已採納股份獎勵計劃(「股份獎勵計劃」)，目的是(i)透過本公司普通股(「股份」)擁有權、股息及有關股份之其他已付分派及／或股份增值，令合資格人士(即本集團任何成員的僱員、董事、高級人員、顧問或諮詢人)之利益與本集團利益一致；及(ii)鼓勵及挽留合資格人士協力對本集團作出貢獻，並促進本集團之長遠增長及溢利。

根據股份獎勵計劃授出之所有股份(「獎勵股份」)數目合共不得超過採納股份獎勵計劃書當日已發行股份總數之20%，(即741,200,400股股份的20%)。根據股份獎勵計劃授予一名選定人士之獎勵股份總數不得超過於採納日期已發行股份總數之2%。

除非董事會決定提前終止，否則股份獎勵計劃將自採納日期起計十年期間有效。

獎勵股份一經發行，將與當時所有其他已發行股份具有相同地位，亦不受任何歸屬條件所限。選定人士將因此有權於獎勵股份發行後，按彼等的意願，收取股息、出售及／或行使獎勵股份的相關權利。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

34. SHARE OPTION SCHEME AND SHARE AWARD SCHEME (Continued)

(b) Share award scheme (Continued)

31 December 2022

No Award Share was granted during the year.

31 December 2021

On 10 May 2021, a total of 66,618,016 Award Shares were issued to 13 eligible persons (the "2021 Selected Persons"), in which, as to (i) 36,970,000 Award Shares were issued on 10 May 2021 to the Company's employees pursuant to the general mandate; and (ii) the remaining 29,648,016 Award shares were issued to certain directors pursuant to the general mandate and as further approved in the Extraordinary General Meeting on 31 May 2021 and issued on 7 June 2021. The 66,618,016 Award Shares represented approximately 8.50% of the total number of issued Shares and approximately 7.83% of the total number of Shares in issue as enlarged by the issue and allotment of the Award Shares. The 2021 Selected Persons are (i) senior and middle management of the Group; (ii) staffs who served the Group for a long period of time and (iii) connected persons.

The 66,618,016 Award Shares had neither any vesting period nor condition, accordingly, the fair value of (i) 36,970,000 Award Shares were determined by the closing market price of the Company on 10 May 2021, of which, expenses of approximately HK\$4,991,000 (equivalent to approximately RMB4,108,000) and (ii) 29,648,016 Award Shares were determined by the closing market price of the Company on 7 June 2021, of which, expenses of approximately HK\$4,329,000 (equivalent to approximately RMB3,598,000) were recognised as expenses in the consolidated statement of profit or loss.

As at 31 December 2022 and the date of approval of these consolidated financial statements, the Company had 39,072,064 (2021: 39,072,064) Award Shares available for awarding to eligible persons under the Share Award Scheme, which represented approximately 4.24% (2021: 5.00%) of the issued shares as at the end of respective reporting dates.

34. 購股權計劃及股份獎勵計劃(續)

(b) 股份獎勵計劃(續)

二零二二年十二月三十一日

年內並無授出獎勵股份。

二零二一年十二月三十一日

於二零二一年五月十日，已向13名合資格人士（「2021選定人士」）授予合共66,618,016股獎勵股份，其中(i) 36,970,000股獎勵股份根據二零二一年五月十日一般授權而發行給與公司員工；(ii)餘下的29,648,016股獎勵股份根據二零二一年五月三十一日舉行的股東特別大會批准的特別授權，於二零二一年六月七日向本公司若干董事發行。66,618,016股獎勵股份相當於已發行股份總數約8.50%及經發行及配發獎勵股份擴大後之已發行股份總數約7.83%。2021選定人士包括(i)本集團的高級及中層管理人員；(ii)長期為本集團服務的員工及(iii)本公司董事。

66,618,016股獎勵股份並無任何歸屬期或條件，因此，(i) 36,970,000股獎勵股份之公平值乃按本公司於二零二二年五月十日之收市價釐定，其中，開支為約4,991,000港元（相當於人民幣約4,108,000元）；及(ii) 29,648,016股獎勵股份之公平價值，乃按本公司於二零二一年六月七日之收市價釐定，其中開支為約4,329,000港元（相當於人民幣約3,598,000元）並於綜合損益表內確認為開支。

於二零二二年十二月三十一日及此等綜合財務報表批准之日，本公司有39,072,064（二零二一年：39,072,064）股獎勵股份可根據股份獎勵計劃授予合資格人士，佔於有關日期已發行股份約4.24%（二零二一年：5.00%）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

35. OPERATING LEASE ARRANGEMENTS

The Group leases, as lessor, certain of the Group's investment properties, (note 16) in the PRC were leased out under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits. Rental income recognised by the Group during the year was RMB1,499,000 (2021: RMB1,046,000). Details of rental income are set out in note 6 to the consolidated financial statements.

At 31 December 2022, the undiscounted lease rental receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

35. 經營租賃安排

本集團(作為出租人)根據經營租賃安排出租位於中國的若干投資物業(附註16)。租約條款一般要求租戶繳納保證金。本集團於年內確認之租金收入為人民幣1,499,000元(二零二一年:人民幣1,046,000元)，租金收入詳情載於財務報表附註6。

於二零二二年十二月三十一日，本集團根據與租戶訂立的不可撤銷經營租約於未來期間應收的未折現租金如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within one year	一年內	1,620	1,132
After one year but within two years	一年後但兩年內	1,281	1,143
After two years but within three years	兩年後但三年內	1,280	1,626
		4,181	3,901

36. CAPITAL COMMITMENTS

Capital expenditure in respect of the acquisition of other financial assets contracted for but not provided in the consolidated financial statements (note 19)

綜合財務報表中就收購其他金融資產已約定但未計提之資本性支出(附註19)

36. 資本承擔

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
	6,250	6,571

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

37. RECONCILIATION OF (LOSS)/PROFIT BEFORE TAX TO CASH GENERATED FROM (USED IN) OPERATIONS

37. 綜合現金流量表附註

	Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
(Loss)/profit before tax:	除稅前(虧損)/溢利:		
From continuing operations	來自持續經營業務	(7,143)	38,171
From a discontinued operation	來自終止業務	-	(612)
Adjustments for:	就以下各項作出調整:		
Interest expense on bank borrowings and debentures	銀行借款及債券利息	960	1,241
Interest expense on lease liabilities	租賃負債的利息開支	53	4
Depreciation on property, plant and equipment	物業、廠房及設備的折舊	31,937	32,879
Depreciation on land use right included within right-of-use assets	包括在使用權資產的土地使用權之折舊	1,807	1,476
Depreciation on leased properties included within right-of-use assets	包括在使用權資產的租賃物業之折舊	112	77
Depreciation of investment properties	投資物業的折舊	1,526	3,444
Fair value gain on derivative financial instruments, net	衍生金融工具公平值淨收益	(430)	(4,181)
Fair value loss/(gain) on other financial assets	其他金融資產的公平值虧損/(收益)	470	(1,225)
Interest income	利息收入	(7,817)	(3,601)
Dividend income	股息收入	(177)	(195)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	(568)	(103)
Equity-settled share award scheme expenses (including director's remuneration)	以股權結算的股份獎勵計劃開支(包括董事薪酬)	-	7,706
Written off of other payables	其他應付款項撇賬	(4,910)	-
Written off of other receivables	其他應收款項撇賬	1,315	-
Bad debts written off		2,863	-
Reversal of allowance for credit losses on trade and other receivables	金融資產的預期信貸虧損之回撥	(5,752)	(2,529)
Impairment of non-current deposits for acquisition of property, plant and equipment	收購物業、廠房及設備的非期按金減值	-	1,907
Exchange difference	匯兌差異	4,605	-
Operating cashflow before movements in working capital	營運資金變動前的營運現金流量	18,851	74,459
Decrease/(increase) in inventories	存貨減少/(增加)	43,673	(18,413)
Decrease/(increase) in trade and other receivables	貿易及其他應收款項減少/(增加)	115,659	(94,878)
Increase in amount due from a related company	應收關聯公司款項增加	(12)	-
Increase/(decrease) in trade and other payables	貿易及其他應付款項增加/(減少)	22,756	(831)
Increase in contract liabilities	合約負債增加	4,122	3,779
Cash generated from/(used in) operations	經營業務所得/(所用)現金	205,049	(35,884)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

38. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in Group's liabilities arising from financing activities.

38. 融資活動所產生負債的對賬

下表詳述本集團融資活動產生的負債之變化。

		Interest-bearing bank borrowings, secured 計息銀行借款，有抵押	Debentures 債券	Lease liabilities 租賃負債	Amount due to a director 應付董事款項	Total 總計
		RMB'000 人民幣千元 (note 28) (附註28)	RMB'000 人民幣千元 (note 31) (附註31)	RMB'000 人民幣千元 (note 30) (附註30)	RMB'000 人民幣千元 (note 32) (附註32)	RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	-	4,535	76	13	4,624
Cash flow:	現金流量：					
- Repayment of lease liabilities	- 償還租賃負債	-	-	(27)	-	(27)
- Interest paid	- 已付利息	(1,103)	(132)	-	-	(1,235)
- Obtained new bank borrowings	- 取得新銀行借款	74,407	-	-	-	74,407
- Repayment of bank borrowings	- 償還銀行借款	(20,129)	-	-	-	(20,129)
- Repayment to a director	- 向董事償還	-	-	-	(2)	(2)
Non-cash flows:	非現金流量：					
- New lease	- 新租賃	-	-	-	-	-
- Interest expenses	- 利息開支	1,103	138	4	-	1,245
- Effects of foreign exchange	- 匯兌影響	(278)	(165)	(2)	-	(445)
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	54,000	4,376	51	11	58,438
Cash flow:	現金流量：					
- Repayment of lease liabilities	- 償還租賃負債	-	-	(158)	-	(158)
- Interest paid	- 已付利息	(865)	-	-	-	(865)
- Obtained new bank borrowings	- 取得新銀行借款	53,950	-	-	-	53,950
- Repayment of bank borrowings	- 償還銀行借款	(54,000)	-	-	-	(54,000)
- Advance from a director	- 來自董事的預支	-	-	-	4,936	4,936
Non-cash flows:	非現金流量：					
- New lease	- 新租賃	-	-	117	-	117
- Interest expenses	- 利息開支	865	95	53	-	1,013
- Settlement by share subscription	- 以股份支付	-	(4,793)	-	-	(4,793)
- Effects of foreign exchange	- 匯兌影響	-	322	6	(164)	164
At 31 December 2022	於二零二二年十二月三十一日	53,950	-	69	4,783	58,802

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

39. MAJOR NON-CASH TRANSACTIONS

31 December 2022

On 22 August 2022, the Group has settled all the outstanding debentures and related interest expenses via issuance of 71,002,096 Shares. Details are set out in note 31.

31 December 2021

During the year ended 31 December 2021, new shares were issued under the equity-settled share award schemes. Details are set out in note 34(b).

40. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 11 and certain of the highest paid employees as disclosed in note 12, is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	2,344	1,886
Equity-settled share award scheme expenses	以股權結算的股份獎勵計劃開支	-	3,598
Retirement scheme contributions	退休計劃供款	4	21
		2,348	5,505

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

40. 主要非現金交易

二零二二年十二月三十一日

於二零二二年八月二十二日，本集團已通過發行71,002,096股股份清償所有未償還債券及相關利息費用。詳情載於附註31。

二零二一年十二月三十一日

截至二零二一年十二月三十一日止年度，有關若干以股本結算的股份獎勵計劃而發行的新股份的主要非現金交易分別載於附註34(b)。

40. 重大關聯方交易及餘額

主要管理層人員薪酬

本集團主要管理層人員薪酬（包括附註11及附註12分別披露的已付本公司董事及若干最高薪僱員的款項）如下：

董事及主要行政人員的薪酬由薪酬委員會參考個人表現及市場趨勢釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

41. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the borrowings, lease liabilities and amount due to a director disclosed in notes 28, 30 and 32, respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, share premium, retained profits and other reserves.

41. 資本風險管理

本集團管理其資本以確保本集團的實體將可繼續持續經營，同時亦透過優化債務與權益的平衡而為股東爭取最高回報。本集團的整體策略與去年並無改變。

本集團的資本架構包括淨債務，當中包括分別於附註28、30及32披露之貸款、租賃負債及應付董事款項，減去現金及現金等值項目以及本公司擁有人應佔權益（包括已發行股本、股份溢價、保留溢利及其他儲備）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

42. 金融工具

(a) 金融工具類別

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Financial assets	金融資產		
Amortised costs:	攤銷成本：		
Trade and other receivables	貿易及其他應收款項	66,263	115,413
Amount due from a related company	應收關聯公司款項	69	61
Amount due from a non-controlling interest	應收非控股權益款項	-	2,500
Time deposits	定期存款	208,332	30,000
Pledged deposits	已抵押存款	53,578	1,640
Cash and cash equivalents	現金及現金等價物	113,765	61,671
Financial assets at fair value through other comprehensive income:	指定為按公平值計入其他全面收益之金融資產：		
Equity investments	股本投資	1,445	2,342
Financial assets at fair value through profit or loss:	按公平值計入損益的金融資產：		
Derivative financial instruments	衍生金融工具	42	5,077
Other financial assets	其他金融資產	20,122	92,842
Financial liabilities	金融負債		
Amortised costs:	攤銷成本：		
Trade and other payables	貿易及其他應付款項	35,133	34,067
Amount due to a director	應付董事款項	4,783	11
Debentures	債券	-	4,376
Interest-bearing bank borrowings, secured	計息銀行借款，有抵押	53,950	54,000
Financial liabilities at fair value through profit or loss:	按公平值計入損益的金融負債：		
Derivative financial instruments	衍生金融工具	18	896

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, amount due from a related company, amount due from a non-controlling interest, time deposits, pledged deposits, cash and cash equivalents, equity investments at fair value through other comprehensive income, derivative financial instruments at fair value through profit or loss, other financial assets at fair value through profit or loss, trade and other payables, amount due to a director, borrowings and lease liabilities. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk, liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Market risk

(a) Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group.

The Group's credit risk exposures are primarily attributable to trade and other receivables, amount due from a related party, amount due from a non-controlling interest, time deposit, pledged deposit and bank balance. The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets. Management has a credit policy in place and the exposure to these credit risks is monitored on an ongoing basis.

42. 金融工具(續)

(b) 金融風險管理目標及政策

本集團的主要金融工具包括貿易及其他應收款、應收關聯公司款項、應收非控股權益款項、定期存款、現金及現金等價物、通過其他全面收入按公允值之股權投資、通過損益按公允值之衍生金融工具、通過損益按公允值之其他金融資產、貿易及其他應付款、應付董事款項、貸款及租賃負債。該等金融工具詳情於相應附註披露。與該等金融工具有關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。下文載列如何降低該等風險的政策。管理層管理及監察該等風險，以確保及時和有效地採取適當措施。

市場風險

(a) 信貸風險及減值評估

信貸風險指因本集團之交易對手未能履行責任而令本集團蒙受財務損失的最高信貸風險。

集團的信貸風險主要歸因於貿易及其他應收賬款、應收關聯公司款項、應收非控股權益款項、定期存款、已抵押存款及銀行餘額。本集團不持有任何抵押品或其他信貸產品來對沖或彌補與其金融資產相關的信貸風險。管理層制定了信貸政策，並持續監控這些信貸風險的敞口。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

Time deposits/Pledged deposits/bank balances

Credit risk on time deposits, pledged deposits and bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for time deposits, pledged deposits and bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on time deposits, pledged deposits and bank balances is considered to be insignificant and therefore no loss allowance was recognised.

Other receivables and deposits

For other receivables and deposits, the management makes periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the year ended 31 December 2022 and 2021, the Group assessed the ECL for deposits are insignificant and thus no loss allowance is recognised. In respect of other receivables, impairment loss amounted to RMB1,248,000 was made for the years ended 31 December 2022 and 2021.

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

定期存款/已抵押存款/銀行結餘

定期存款、已抵押存款和銀行結餘的信用風險有限，因為交易對手是國際信用機構授予的高信用評級的信譽良好的銀行。本集團參考外部信用評級機構公佈的相應信用評級等級的違約概率和違約損失率信息，對定期存款、質押存款和銀行結餘評估了12個月預期信用損失。根據平均損失率，定期存款、質押存款和銀行結餘的12個月預期信用損失被認為是微不足道的，因此沒有確認損失準備。

其他應收款及按金

對於其他應收款和訂金，管理層根據歷史結算記錄、過往經驗以及合理且支持前瞻性信息的定量和定性信息，對其他應收款和保證金的可收回性進行定期單獨評估。管理層認為這些金額自初始確認後信用風險沒有顯著增加，本集團根據12個月預期信用損失計提了減值準備。截至二零二二年十二月三十一日止年度及二零二一年十二月三十一日止年度，本集團評估存款預期信用損失不重大，因此不確認損失準備。就其他應收款項而言，截至二零二二年十二月三十一日止年度及二零二一年十二月三十一日止年度已計提減值虧損人民幣1,248,000元。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

Amounts due from a related party and a non-controlling interest

The Group assessed the loss allowance for amount due from a related party and non-controlling shareholder on 12-month ECL basis. In determining the ECL, the Group has taken into account the historical default experience and forward-looking information as appropriate. There had been no significant increase in credit risk since initial recognition. The Group has considered the consistently low historical default rate in connection with payments. For the years ended 31 December 2022 and 2021, ECL for amount due from a related party, amounted to RMB2,000 was made.

Trade receivables

In respect of trade receivables, the Group usually requires upfront payment for sales of goods to new customers. For export sales, the Group generally requests settlement by letters of credit issued by financial institutions or by wire transfer for certain customers with good trading history. Individual credit evaluations are performed on all new customers requiring credit over a certain amount and are also performed on existing customers on a periodic basis. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and may take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The Group offers 90 days of credit to export sales customers with good trading history and offers 180 days of credit to the existing domestic sales customers. Generally, debtors with significant overdue balances are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

應收關聯方及非控股權益款項

本集團按12個月預期信用損失基準評估應收關聯方及非控股權益款項的損失準備。於釐定預期信用損失時，本集團已適當考慮歷史違約經驗及前瞻性資料。自初始確認後信用風險未顯著增加。本集團已考慮與付款有關的一貫低歷史違約率。截至二零二二年十二月三十一日止年度及二零二一年十二月三十一日止年度，已就應收關聯方款項計提預期信用損失人民幣2,000元。

應收賬款

就貿易應收款項而言，本集團通常要求新客戶就銷售貨物支付預付款。就出口銷售而言，本集團通常要求以金融機構開具的信用證或電匯(就若干經營歷史良好的客戶而言)結算。本集團對所有要求若干信貸額度的新客戶均會進行個別信用評估，亦定期對現有客戶進行個別信用評估。此等評估專注於客戶過往的到期支付記錄以及當前的支付能力，或會考慮客戶特定資料以及客戶經營所在地的經濟環境。本集團向具良好貿易記錄的出口銷售客戶授出90日的信貸期及對現有國內銷售客戶授出180日的信貸期。一般而言，結餘嚴重逾期者，須首先結清應收款項的所有未償還結餘，才會獲授進一步的信貸。一般而言，本集團並無自客戶處取得抵押品。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At 31 December 2022, 26.0% (2021: 13.0%), of the total trade receivables was due from the Group's largest trade receivable balance and 68.7% (2021: 53.5%), was due from the five largest trade receivable balances.

The Group applies the simplified and general approach to provide for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for trade receivables.

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

應收賬款(續)

本集團所面對的信貸風險，主要受各客戶的個別特徵所影響，而並非來自客戶所經營的行業或所在的國家，因此當本集團面對個別客戶的重大風險時，將產生高度集中的信貸風險。於二零二二年十二月三十一日，貿易應收款項總額中有26.0%（二零二一年：13.0%）為應收本集團最大客戶的應收款項，而68.7%（二零二一年：53.5%）則為應收五大客戶的應收款項。

本集團應用簡化及一般方法就國際財務報告準則第9號所規定的預期信貸虧損計提撥備，其允許使用貿易應收款項的全期預期虧損撥備。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables, other receivables, amounts due from a related company and a non-controlling interest:

(a)(i) Trade receivables

As part of the Group's credit risk management, the Group uses debtors' aging to assess the impairment for its customers because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed on a collective basis by using provision matrix within lifetime ECL (not credit-impaired). Debtors with significant increase in credit risk with gross carrying amounts of RMB756,000 as at 31 December 2022 (2021: RMB11,107,000) were assessed individually.

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

下表載列有關本集團的貿易應收款項、其他應收款項、現金及現金等價物、應收關聯公司款項及應收非控股權益款項的信貸風險及預期信貸虧損之資料：

(a)(i) 應收賬款

作為本集團信用風險管理的一部分，本集團使用債務人賬齡來評估其客戶的減值，因為這些客戶包括大量具有共同風險特徵的小客戶，這些特徵代表了客戶支付所有到期款項的能力根據合同條款。下表提供有關貿易應收款項信用風險敞口的信息，這些應收款項是在整個存續期預期信用損失（未發生信用減值）內使用撥備矩陣集體評估的。對二零二二年十二月三十一日賬面總額為人民幣756,000元（二零二一年：人民幣11,107,000元）的信用風險顯著增加的債務人進行單獨評估。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

(a)(i) Trade receivables (Continued)

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

(a)(i) 應收賬款(續)

As at 31 December 2022

於二零二二年十二月三十一日

		Expected loss rate (%)	Gross carrying amount	Loss allowance
		預期虧損率 (%)	賬面值總額	虧損撥備
			RMB'000	RMB'000
			人民幣千元	人民幣千元
Trade receivables (not credit impaired)	貿易應收款項 (非信用減值)			
Current	即期	1.88%	32,025	(601)
Less than 1 month past due	逾期少於1個月	23.14%	20,966	(4,852)
1 to 3 months past due	逾期1至3個月	20.18%	848	(172)
More than 3 months but less than 12 months past due	逾期3個月以上 但少於12個月	54.44%	9,361	(5,096)
More than 12 months past due	逾期12個月以上	100%	709	(709)
			63,909	(11,430)
Trade receivables with significant increase in credit risk	信用風險顯著增加的 應收賬款	-	756	(756)
			64,665	(12,186)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

(a)(i) Trade receivables (Continued)

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

(a)(i) 應收賬款(續)

As at 31 December 2021

於二零二一年十二月三十一日

		Expected loss rate (%) 預期虧損率 (%)	Gross carrying amount 賬面值總額 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Trade receivables (not credit impaired)	貿易應收款項 (非信用減值)			
Current	即期	3.04%	100,136	(3,047)
Less than 1 month past due	逾期少於1個月	40.55%	191	(78)
1 to 3 months past due	逾期1至3個月	-	-	-
More than 3 months but less than 12 months past due	逾期3個月以上 但少於12個月	-	-	-
More than 12 months past due	逾期12個月以上	98.94%	3,746	(3,706)
			104,073	(6,831)
Trade receivables with significant increase in credit risk	信用風險顯著增加的 應收賬款	-	11,107	(11,107)
			115,180	(17,938)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

(a)(ii) Other receivables, amounts due from a related company and non-controlling interest

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

(a)(ii) 其他應收賬款·應收關聯公司及應收非控股權益款項

As at 31 December 2022

於二零二二年十二月三十一日

		Expected loss rate (%) 預期虧損率 (%)	Gross carrying amount RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Other receivables	其他應收款項			
12m ECL	12個月	12.38%	10,079	(1,248)
Amount due from a related company	應收關聯公司款項			
12m ECL	12個月	2.82%	71	(2)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

(a)(ii) Other receivables, amounts due from a related company and a non-controlling interest (Continued)

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

(a)(ii) 其他應收賬款、應收關聯公司及應收非控股權益款項(續)

As at 31 December 2021

於二零二一年十二月三十一日

		Expected loss rate (%) 預期虧損率 (%)	Gross carrying amount 賬面值總額 RMB'000 人民幣千元	Loss allowance 虧損撥備 RMB'000 人民幣千元
Other receivables	其他應收款項			
12m ECL	12個月	6.43%	19,419	(1,248)
Amount due from a related company	應收關聯公司款項			
12m ECL	12個月	3.17%	63	(2)
Amount due from non-controlling interest	應收非控股權益款項			
12m ECL (note)	12個月(附註)	-	2,500	-

Note: The balance was fully settled subsequent to the end of reporting period in January 2022, accordingly, the ECL is immaterial to the consolidated financial statements.

附註：該餘額於二零二二年一月報告期末後全部結清，因此預期信用損失對綜合財務報表不重大。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

Expected loss rates are based on historical debts recovery rates over the past 3 years. The 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 receivables.

In measuring the expected credit losses, the trade receivables have been assessed on a collective basis as they possess shared credit risk characteristics. They have been grouped based on the days past due.

Trade receivables are written off (i.e. derecognised) when there is no reasonable expectation of recovery. Failure to make payments within 180 days from the invoice date and failure to engage with the Group on alternative payment arrangement amongst other are considered indicators of no reasonable expectation of recovery.

Receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default.

Debt financial assets other than trade receivables determine the ECL based on the 12-months ECLs. The expected loss rates are simply based on the historical debts recovery rate and adjusted by forward looking factors including future economy conditions.

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

預期虧損率基於過去三年中的歷史債務回收率。該回收率經調整以反映歷史數據收集期間的經濟狀況，當前狀況以及本集團對應收款預期壽命的經濟狀況的看法。

於計量預期信貸虧損時，貿易應收款項因具有共同信貸風險特徵而已按綜合基準進行評估，並已按逾期天數進行分類。

貿易應收款項於無法合理預期可收回時予以撇銷(即取消確認)。未能自發票日期起180日內付款及未向本集團承諾以替代付款安排付款即被視為無法合理預期收回款項的指標。

既無逾期亦無減值的應收款項涉及近期並無違約記錄的大量客戶。

除貿易應收款項以外的債務金融資產根據12個月的預期信用損失確定了預期信用損失。預期損失率僅基於歷史債務回收率，並通過包括未來經濟狀況在內的前瞻性因素進行調整。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance. The Group does not provide any guarantees which would expose it to credit risk.

The following tables show reconciliation of loss allowances that has been recognised for trade receivables/other receivables/amounts due from a related party and a non-controlling interest.

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

最高信貸風險指綜合財務狀況表內扣除任何減值撥備後的各項金融資產的賬面值。本集團並未就其面臨的信貸風險提供任何擔保。

年內貿易應收款項、其他應收款項、應收關聯公司及非控股權益款項減值虧損對賬如下：

		Lifetime ECL (not credit impaired) 全期預期 虧損(非 信用減值)	12m ECL 12個月		
		Trade receivables 貿易應收款項 RMB'000 人民幣千元	Due from a related company 應收關聯公司 RMB'000 人民幣千元	Other receivables 其他應收款項 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	20,467	2	1,248	21,717
Reversal of impairment losses during the year, net	年內已減值虧損之回撥，淨額	(2,529)	-	-	(2,529)
At 31 December 2021	於二零二一年十二月三十一日	17,938	2	1,248	19,188
Reversal of impairment losses during the year, net	年內已減值虧損之回撥，淨額	(5,752)	-	-	(5,752)
At 31 December 2022	於二零二二年十二月三十一日	12,186	2	1,248	13,436

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Credit risk and impairment assessment (Continued)

In determining the impairment losses for trade receivable, amount due from a related company and other receivables, the Group has made individual assessment on the recoverability of trade receivable, amount due from a related company and other receivables based on historical settlement records, past experience and forward-looking information.

(b) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the Group's remaining contractual maturity for its financial liabilities and derivative instruments. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(a) 信貸風險及減值評估(續)

在確定貿易應收款、應收關聯公司及其他應收款的減值虧損時，本集團根據歷史結算記錄，以往經驗和前瞻性資訊對貿易應收款、應收關聯公司及其他應收款的可收回性進行了單獨評估。

(b) 流動資金風險

本集團的政策為定期監察其流動資金需求，確保符合貸款契約的規定，以確保本集團維持足夠的現金儲備及從主要金融機構取得充足的承諾貸款額，進而滿足其短期及長期流動資金所需。

下表詳述本集團金融負債及衍生工具的剩餘合約期限。本表根據本集團可能被要求支付的最早日期的金融負債未折現現金流量編制。具體而言，無論銀行選擇行使其權利的可能性如何，具有按需還款條款的銀行貸款都包含在最早的時間段內。其他非衍生金融負債的到期日以約定的還款日為準。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(b) Liquidity risk (Continued)

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(b) 流動資金風險(續)

		2022 二零二二年					
		Weighted average interest rate	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flow	Carrying amount at 31 December 於十二月 三十一日的 賬面值
		加權平均利率 %	一年內或 按要求 RMB'000 人民幣千元	超過一年但 少於二年 RMB'000 人民幣千元	超過二年 但少於五年 RMB'000 人民幣千元	訂約未貼現 現金流量總額 RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and other payables	貿易及其他應付款項	-	35,133	-	-	35,133	35,133
Amount due to a director	應付董事款項	-	4,783	-	-	4,783	4,783
Lease liabilities	租賃負債	5%	72	-	-	72	69
Interest-bearing bank borrowings	計息銀行借款·有抵押	1.46%	54,342	-	-	54,342	53,950
			94,330	-	-	94,330	93,935

		2021 二零二一年					
		Weighted average interest rate	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total contractual undiscounted cash flow	Carrying amount at 31 December 於十二月 三十一日的 賬面值
		加權平均利率 %	一年內或 按要求 RMB'000 人民幣千元	超過一年 但少於二年 RMB'000 人民幣千元	超過二年 但少於五年 RMB'000 人民幣千元	訂約未貼現 現金流量總額 RMB'000 人民幣千元	RMB'000 人民幣千元
Debentures	債券	3%	4,464	-	-	4,464	4,376
Trade and other payables	貿易及其他應付款項	-	34,067	-	-	34,067	34,067
Amount due to a director	應付董事款項	-	11	-	-	11	11
Lease liabilities	租賃負債	5%	52	-	-	52	51
Interest-bearing bank borrowings	計息銀行借款·有抵押	2.8%	54,563	-	-	54,563	54,000
			93,157	-	-	93,157	92,505

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(c) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to pledged deposits, and time deposits (see note 26), fixed-rate bank borrowings (see note 28) and lease liabilities (see note 30). The Group's interest rate profile as monitored by management is set out in (a) below.

a. Interest rate profile

The following table details the interest rate profile of the Group's total borrowings at 31 December 2022 and 2021:

		2022 二零二二年		2021 二零二一年	
		Effective interest rate 實際利率 %	Amount 金額 RMB'000 人民幣千元	Effective interest rate 實際利率 %	Amount 金額 RMB'000 人民幣千元
Fixed rate borrowings:	定息借款：				
Unsecured debentures	無抵押債券	-	-	3.13%	4,376
Lease liabilities	租賃負債	5%	69	5%	51
Interest-bearing bank borrowings, secured	計息銀行借款，有抵押	1.46%	53,950	2.8%	54,000
Total borrowings	總借款淨額		54,019		58,427

b. Sensitivity analysis

At 31 December 2022 and 2021 the Group's total borrowings are fixed rate borrowings therefore sensitivity analysis is considered not necessary.

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(c) 利率風險

本集團面臨有關已抵押存款、定期存款(見附註26)、定息銀行借貸(見附註28)及租賃負債(見附註30)的公平值利率風險。管理層監測的本集團利率概況載於下文(a)。

a. 利率狀況

下表詳列於二零二二年及二零二一年十二月三十一日本集團借款總額的利率狀況：

b. 敏感度分析

於二零二二及二零二一年十二月三十一日，本集團的借款總為固定利率借款，因此無需進行敏感度分析。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in USD, AUD and NZD, currencies other than the functional currency of the entity to which they relate.

During the years presented, the Group entered into foreign currency forward contracts with major state-owned banks in the PRC mainly to acquire RMB to mitigate against currency risk on receivables, payables and cash balances denominated in USD, AUD and NZD. All of the forward exchange contracts have maturities of less than one year.

The aggregate contract sums of the foreign currency forward contracts outstanding as at 31 December 2022, denominated in foreign currency, were US\$1,000,000 (2021: US\$3,480,000), AUD2,000,000 (2021: AUD49,930,000) and NZD Nil (2021: NZD1,690,000). At 31 December 2022, these foreign currency forward contracts with their fair values were recognised as derivative financial instruments (assets) of RMB42,000 (2021: RMB5,077,000) and derivative financial instruments (liabilities) of RMB18,000 (2021: RMB896,000) (note 24). The changes in fair value of the foreign currency forward contracts of approximately RMB24,000 (2021: gain of RMB4,181,000) were recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2022.

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(d) 貨幣風險

本集團面對的貨幣風險，主要為以實體功能貨幣以外與其相關的貨幣(美元、澳元及新西蘭元)計值的銷售及採購(產生應收款項、應付款項及現金結餘)而衍生的貨幣風險。

所示年度內，本集團與中國的大型國有銀行訂立外幣遠期合約買入人民幣以降低以美元、澳元及新西蘭元計值的應收款項、應付款項及現金結餘的貨幣風險。所有遠期外匯合約的到期時間均為一年以內。

於二零二二年十二月三十一日，未到期的外幣遠期合約以外幣計價的合約總額為1,000,000美元(二零二一年：3,480,000美元)、2,000,000澳元(二零二一年：49,930,000澳元)及零新西蘭元(二零二一年：1,690,000新西蘭元)。於二零二二年十二月三十一日，該等外幣遠期合約的公平值按衍生金融工具(資產)人民幣42,000元(二零二一年：人民幣5,077,000元)及衍生金融工具(負債)人民幣18,000元(二零二一年：人民幣896,000元)確認(附註24)。截至二零二二年十二月三十一日止年度，外幣遠期合約的公平值變動約人民幣24,000元(二零二一年：收益人民幣4,181,000元)乃於綜合損益及其他全面收益表中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(d) Currency risk (Continued)

The realised fair value gain on settlement of the foreign currency forward contracts during the year amounted to approximately RMB406,000 (2021: gain RMB456,000).

(i) Exposure to currency risk

Except for the foreign currency forward contracts as mentioned above, the following table details the Group's exposure at 31 December 2022 to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the end of reporting period. Differences resulting from the translation of the financial statements of the entities with functional currency other than RMB into the Group's presentation currency are excluded.

		2022 二零二二年		
		USD 美元 RMB'000 人民幣千元	AUD 澳元 RMB'000 人民幣千元	NZD 新西蘭元 RMB'000 人民幣千元
Assets	資產	81,265	121,217	30,451
Liabilities	負債	(1,228)	(14,676)	-
Gross exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險總額	80,037	106,541	30,451

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(d) 貨幣風險(續)

年內外幣遠期合約結算時已變現公平值收益約為人民幣406,000元(二零二一年:虧損人民幣456,000元)。

(i) 貨幣風險

除了以上提及的未到期的外幣遠期合約，下表詳列本集團於二零二二年十二月三十一日因實體以功能貨幣以外的貨幣計值相對應的已確認資產或負債而產生的貨幣風險。為方便呈列，風險額以人民幣列示，使用報告期間結束時的利率換算，惟將以人民幣以外的功能貨幣列賬的實體財務報表換算成本集團的呈列貨幣產生的差額則除外。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(d) Currency risk (Continued)

(i) Exposure to currency risk (Continued)

		2021 二零二一年		
		USD 美元 RMB'000 人民幣千元	AUD 澳元 RMB'000 人民幣千元	NZD 新西蘭元 RMB'000 人民幣千元
Assets	資產	4,302	80,432	8,892
Liabilities	負債	(1,106)	-	-
Gross exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險總額	3,196	80,432	8,892

(ii) Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2021: 5%) increase and decrease in RMB against the relevant foreign currencies. 5% (2021: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2021: 5%) change in foreign currency rates. The sensitivity analysis also includes intra-group balances where the denomination of the intra-group balances is in a currency other than the functional currency of the lender or the borrower. A positive number below indicates an increase in post-tax loss and other equity where RMB strengthen 5% (2021: 5%) against the relevant currency. For a 5% (2021: 5%) weakening of RMB against the relevant currency, there would be an equal and opposite impact on the loss and other comprehensive income and the amounts below would be negative.

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(d) 貨幣風險(續)

(i) 貨幣風險(續)

		2021 二零二一年		
		USD 美元 RMB'000 人民幣千元	AUD 澳元 RMB'000 人民幣千元	NZD 新西蘭元 RMB'000 人民幣千元
Assets	資產	4,302	80,432	8,892
Liabilities	負債	(1,106)	-	-
Gross exposure arising from recognised assets and liabilities	已確認資產及負債產生的風險總額	3,196	80,432	8,892

(ii) 敏感度分析

下表詳述了本集團對人民幣兌相關外幣5% (二零二一年: 5%) 增減的敏感度。5% (二零二一年: 5%) 是在向主要管理人員內部報告外匯風險時使用的敏感度，代表管理層對外匯匯率合理可能變化的評估。敏感性分析僅包括未償付的外幣計價貨幣項目，並在報告期末調整其換算以實現5% (二零二一年: 5%) 的外幣匯率變化。敏感度分析亦包括集團內結餘，而集團內結餘以貸方或借款人的功能貨幣以外的貨幣計值。以下正數表示人民幣兌相關貨幣升值5% (二零二一年: 5%) 時稅後虧損和其他權益增加。如果人民幣兌相關貨幣貶值5% (二零二一年: 5%)，將對虧損和其他綜合收益產生同等且相反的影響，以下金額將為負數。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(d) Currency risk (Continued)

(ii) Sensitivity analysis (Continued)

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(d) 貨幣風險(續)

(ii) 敏感度分析(續)

		2022 二零二二年		2021 二零二一年	
		Increase/ (Decrease) in foreign exchange rates	Decrease/ (increase) in loss after tax and increase (decrease) retained profits	Increase/ (Decrease) in foreign exchange rates	Increase/ (Decrease) in profit after tax and retained profits
		外幣匯率 上升/(下降)	除稅後虧損 下降/(上升) 及保留溢利 上升/(下降)	外幣匯率 上升/(下降)	除稅後溢利及 保留溢利 上升/(下降)
			RMB'000 人民幣千元		RMB'000 人民幣千元
USD	美元	5% (5)%	3,001 (3,001)	5% (5)%	120 (120)
AUD	澳元	5% (5)%	3,995 (3,995)	5% (5)%	3,016 (3,016)
NZD	新西蘭元	5% (5)%	1,142 (1,142)	5% (5)%	333 (333)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(e) Commodity price risk

- (i) The major raw materials used in the production of the Group's products include fir and pinewood. The Group is exposed to fluctuations in the prices of these raw materials which are influenced by the global market as well as regional supply and demand conditions. Fluctuations in the prices of raw materials could adversely affect the Group's financial performance. The Group historically has not entered into any commodity derivative instruments to hedge the potential commodity price changes. The Group monitors its commodity price risk by widening its supply base and performs bulk purchase when the price of raw materials is low.
- (ii) The Group invested in commodity during the year and is exposed to fluctuations in the prices of commodity which are influenced by the gold market. Prices of gold are affected by a wide range of global and domestic political and economic factors which are beyond the control of the Group. A decrease in such prices could adversely affect the Group's financial performance. The Group will keep monitor to its commodity investment.

42. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(e) 商品價格風險

- (i) 用於生產本集團產品所用主要原材料包括杉木及松木。本集團面臨該等原材料價格波動的風險，而該等原材料的價格受全球市場及區域性供求狀況的影響。原材料價格的波動可能對本集團的財務表現產生不利影響。本集團不曾訂立任何商品衍生工具對沖潛在商品價格變動。本集團透過拓寬供應基礎及在原材料價格較低時進行批量採購的方式監管商品價格風險。
- (ii) 本集團於年內投資於商品，並受到被黃金市場影響的商品價格波動影響。黃金價格受全球及國內政治及經濟因素影響，本集團無法控制。該等價格下跌可能對本集團的財務表現造成不理影響。本集團將持續監控商品投資。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes. In estimating the fair value, the Group uses market-observable data to the extent it is available. For instruments with significant unobservable inputs under Level 3, the Group engages third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

(i) Financial instruments measured at fair value

Fair value hierarchy

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 IFRS 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 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. 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

42. 金融工具(續)

(c) 金融工具公允價值之計量

出於財務報告的目的，本集團的部分金融工具按公允價值計量。在估計公允價值時，本集團在可獲得的範圍內使用市場可觀察數據。對於具有第三層次下重大不可觀察輸入值的工具，本集團聘請第三方合資格估值師進行估值。管理層與合資格外部估值師緊密合作，以建立適當的估值技術和模型的輸入數據。

(i) 按公平值列賬的金融工具

公平值等級制度

下表呈列本集團金融工具於報告期間結束時按經常性基準計量的公平值，並分類為國際財務報告準則第13號：公平值計量定義的三級公平值架構。將公平值計量分類的等級乃經參考如下估值方法所用輸入數據的可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據（即於計量日同類資產或負債於活躍市場之未經調整報價）計量的公平值
- 第二級估值：使用第二級輸入數據（即未能達到第一級的可觀察輸入數據）且並未使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據為無市場數據的輸入數據

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments (Continued)

(i) Financial instruments measured at fair value (Continued)

Fair value hierarchy (Continued)

- Level 3 valuations: Fair value measured using significant unobservable inputs

42. 金融工具(續)

(c) 金融工具公允價值之計量(續)

(i) 按公平值列賬的金融工具(續)

公平值等級制度(續)

- 第三級估值：採用重大不可觀察數據計量的公平值

		31 December 2022 二零二二年十二月三十一日			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產				
- Derivative financial instruments (note 24)	- 衍生金融工具(附註24)	-	42	-	42
- Other financial assets (note 18)	- 其他金融資產(附註18)	-	20,122	-	20,122
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產				
- Unlisted equity investments (note 18)	- 非上市股本投資(附註18)	-	-	1,445	1,445
		-	20,164	1,445	21,609
Financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債				
- Derivative financial instruments (note 24)	- 衍生金融工具(附註24)	-	18	-	18

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments (Continued)

(i) Financial instruments measured at fair value (Continued)

Fair value hierarchy (Continued)

		31 December 2021 二零二一年十二月三十一日			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產				
- Derivative financial instruments (note 24)	- 衍生金融工具 (附註24)	-	5,077	-	5,077
- Other financial assets (note 18(b))	- 其他金融資產 (附註18)	-	92,842	-	92,842
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產				
- Unlisted equity investments (note 18(a))	- 非上市股本投資 (附註18)	-	-	2,342	2,342
		-	97,919	2,342	100,261
Financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債				
- Derivative financial instruments (note 24)	- 衍生金融工具 (附註24)	-	896	-	896

During the years ended 31 December 2022 and 2021, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy at the end of the reporting period in which they occur.

42. 金融工具(續)

(c) 金融工具公允價值之計量(續)

(i) 按公平值列賬的金融工具(續)

公平值等級制度(續)

		31 December 2021 二零二一年十二月三十一日			
		Level 1 第一級	Level 2 第二級	Level 3 第三級	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產				
- Derivative financial instruments (note 24)	- 衍生金融工具 (附註24)	-	5,077	-	5,077
- Other financial assets (note 18(b))	- 其他金融資產 (附註18)	-	92,842	-	92,842
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產				
- Unlisted equity investments (note 18(a))	- 非上市股本投資 (附註18)	-	-	2,342	2,342
		-	97,919	2,342	100,261
Financial liabilities at fair value through profit or loss	按公平值計入損益之金融負債				
- Derivative financial instruments (note 24)	- 衍生金融工具 (附註24)	-	896	-	896

截至二零二二年及二零二一年十二月三十一日止年度，第一級與第二級工具間並無轉移，亦無轉入第三級或自第三級轉出。本集團的政策為於公平值等級的各級在報告期間結束時發生轉移時確認有關轉移。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments (Continued)

(i) Financial instruments measured at fair value (Continued)

Valuation techniques and inputs used in Level 2 fair value measurements

Financial assets/financial liabilities 金融資產/金融負債	Fair value as at 31 December Assets/(liabilities) 於十二月三十一日之公允 價值/(負債)		Fair value hierarchy 公平值等級 制度	Valuation technique(s) and key input(s) 評估方法及主要輸入
	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元		
Derivative financial instruments 衍生金融工具	42/(18)	5,077/(896)	Level 2 第二級	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties. 現金流折現。未來現金流量根據遠期匯率(根據報告期末的可觀察遠期匯率)和合約遠期匯率估計，並按反映不同交易對手信用風險的匯率進行貼現。
Other financial assets 其他金融資產				
(i) Investment products in PRC bank (i) 於中國銀行之投資產品	20,122	10,592	Level 2 第二級	With reference to the net assets value of such investment products as at 31 December 2022 announced by the PRC bank. 參考中國銀行公佈的該等投資產品截至二零二二年十二月三十一日的資產淨值。
(ii) Debt instrument (ii) 債務工具	-	80,000	Level 2 第二級	discounting future cash flow of the principal amount and the expected value of the interest payments arising from the Debts Instruments. The expected value of the interest payments are calculated with reference to the forward exchange rate at the maturity date and the contract exchange rate between Euro and United States Dollar. The discount rate used is derived from the relevant government yield curve as at the end of reporting period. 貼現本金的未來現金流量和債務工具產生的利息支付的預期價值。預計支付利息的金額參考到期日的遠期匯率和歐元與美元的合約匯率計算。所使用的貼現率源自於報告期末的相關政府收益率曲線。

42. 金融工具(續)

(c) 金融工具公允價值之計量(續)

(i) 按公平值列賬的金融工具(續)

第二級公平值計量使用的估值技術及輸入數據

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments (Continued)

(i) Financial instruments measured at fair value (Continued)

Valuation techniques and inputs used in Level 3 fair value measurements

Unlisted equity investments

The fair value of the Group's unlisted equity securities at 31 December 2022 and 2021 has been arrived at on the basis of valuation carried out by an independent professional valuer not connected with the Group. The unlisted equity securities are categorised into level 3 of fair value measurement.

42. 金融工具(續)

(c) 金融工具公允價值之計量(續)

(i) 按公平值列賬的金融工具(續)

第三級公平值計量使用的估值技術及輸入數據

非上市股本投資

本集團非上市股本證券於二零二二年及二零二一年十二月三十一日的公平值乃根據與本集團並無關連的獨立專業估值師進行的估值。非上市股本證券分類為公平值計量第三級。

Financial assets/financial liabilities 金融資產/金融負債	Fair value as at 31 December Assets/(liabilities) 於十二月三十一日之公允價值 資產/(負債)		Fair value hierarchy 公平值等級 制度	Valuation technique(s) and key input(s) 評估方法及主要輸入	Significant unobservable input(s) 主要無法觀察輸入
	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元			
Financial assets at fair value through other comprehensive income 通過其他全面收益按公允價值之金融資產 – Unlisted equity investment – 非上市股權投資	1,445	2,342	Level 3 第三級	Using the price/book ratios of comparable listed companies adjusted for lack of marketability discount. 使用可比上市公司的市淨率就 缺乏適銷性折扣進行調整。	Discount for lack of marketability of 30% (2021: 30%). 缺乏適銷性之折讓30% (二零二一年: 30%)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

42. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurement of financial instruments (Continued)

(i) Financial instruments measured at fair value (Continued)

Valuation techniques and inputs used in Level 3 fair value measurements (Continued)

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows:

		Financial assets at FVOCI	
		按公平值計入其他	
		全面收益之金融資產	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unlisted equity securities:	非上市股本證券：		
At 1 January	於一月一日	2,342	2,400
Total losses:	收益或虧損總額：		
– in other comprehensive income, net of tax	– 於除稅前其他全面收益	(897)	(58)
At 31 December	於十二月三十一日	1,445	2,342

(ii) Fair value of financial assets and liabilities not carried at fair value

The carrying values of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2022 and 2021.

42. 金融工具(續)

(c) 金融工具公允價值之計量(續)

(i) 按公平值列賬的金融工具(續)

第三級公平值計量使用的估值技術及輸入數據(續)

基於重大不可觀察輸入數據(第三級)按公平值列賬的金融工具的對賬如下：

Financial assets at FVOCI

按公平值計入其他

全面收益之金融資產

2022

2021

二零二二年

二零二一年

RMB'000

RMB'000

人民幣千元

人民幣千元

(ii) 未按公平值列賬的金融資產及負債的公平值

本集團按成本或攤銷成本列賬的金融工具賬面值與彼等於二零二二年及二零二一年十二月三十一日的公平值並無重大差異。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the subsidiaries are set out below. The class of shares held is ordinary unless otherwise stated.

43. 主要附屬公司之資料

有關附屬公司的詳情載列如下。除另有註明外，所持有的股份均為普通股。

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Particulars of issued and paid up/ registered capital 已發行及繳足資本/ 註冊資本的詳情	Attributable equity interest held by the Company 本公司所持應佔股權			Principal activities 主要業務
			Direct 直接	Indirect 間接		
Green Oceans Investment Holdings Limited	The British Virgin Islands (the "BVI")	10 shares of USD1 each	100%	-	Investment holding	
Green Oceans Investment Holdings Limited	英屬處女群島 (「英屬處女群島」)	10股每股1美元的股份	100%	-	投資控股	
King Wood (Hong Kong) Holding Limited	Hong Kong	10,000 shares of HKD1 each	-	100%	Sales of outdoor wooden products	
木村(香港)控股有限公司	香港	10,000股每股1港元的股份	-	100%	銷售戶外木製品	
Fujian Zhangping Kimura Forestry Products Co., Ltd. ("Zhangping Kimura") (notes (i) and (iii))	The PRC	Registered capital of RMB660,000,000	-	100%	Manufacturing and sales of outdoor wooden products	
福建省漳平木村林產有限公司 (「漳平木村」) (附註(i)及(iii))	中國	註冊資本人民幣660,000,000元	-	100%	生產及銷售戶外木製品	
Merry Garden (Xiamen) Household Co., Ltd. (notes (ii) and (iii))	The PRC	Registered capital of RMB5,000,000	-	100%	Dormant	
美麗家園(廈門)家居有限公司 (附註(ii)及(iii))	中國	註冊資本人民幣5,000,000元	-	100%	暫無業務	

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

43. 主要附屬公司之資料(續)

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Particulars of issued and paid up/ registered capital 已發行及繳足資本/ 註冊資本的詳情	Attributable equity interest held by the Company 本公司所持應佔股權		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Zhangping Merry Garden Import and Export Co. Ltd. ("MG Import and Export") (notes (i) and (iii)) 漳平市美麗家園進出口有限公司 (「美麗家園進出口」)(附註(i)及(iii))	The PRC 中國	Registered capital of RMB30,000,000 註冊資本人民幣30,000,000元	-	100%	Sales of outdoor wooden products 銷售戶外木製品
Merry Garden Holdings Limited (note (iv)) 美麗家園控股有限公司(附註(iv))	Hong Kong 香港	1 share of HKD1 each 1股每股1港元的股份	-	100%	Investment holding 投資控股
Zhangping Merry Garden Biomass Energy Development Ltd. (notes (ii) and (iii)) 漳平市美麗家園生物質能源開發有限公司(附註(ii)及(iii))	The PRC 中國	Registered capital of RMB20,000,000 註冊資本人民幣20,000,000元	-	100%	Manufacturing and sales of renewable energy products 生產及銷售再生能源產品
Zhangping Ruisheng Wood Structure Materials Co., Ltd (notes (ii) and (iii)) 漳平瑞昇木結構材料有限公司 (附註(ii)及(iii))	The PRC 中國	Registered capital of RMB3,000,000 註冊資本人民幣3,000,000元	-	100%	Manufacturing and sales of wooden products 生產及銷售木製品
Unicreed Holdings Limited 揚帆同創集團有限公司	Hong Kong 香港	10,000 shares of HKD5,653.39 each 10,000股每股5,653.39港元的股份	-	100%	Investment holding 投資控股
Unicreed Industry & Trade Co., Ltd. (notes (i) and (iii)) 揚帆同創工貿有限公司(附註(i)及(iii))	The PRC 中國	Registered capital of USD7,850,000 註冊資本7,850,000美元	-	100%	Manufacturing and sales of outdoor wooden products 生產及銷售戶外木製品
Xingruixiang (notes (iii) & (iv)) 漳州市興瑞祥供應鏈管理有限公司 (附註(iii)及(iv))	The PRC 中國	Registered capital of RMB1,000,000 (2021: RMB30,000,000) 註冊資本人民幣1,000,000元 (二零二一年: 人民幣30,000,000元)	-	51%	Manufacturing and sales of wooden products 生產及銷售木製品

All the percentages of equity attributable to the Company remain unchanged with the previous year except when otherwise indicated.

除另有指明外，所有本公司應佔權益百分比均與往年一致，維持不變。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

Notes:

- (i) These entities are wholly foreign-owned enterprises established in the PRC.
- (ii) These entities are limited liability companies established in the PRC and are wholly-owned subsidiaries of Zhangping Kimura.
- (iii) The English translation of the company names is for reference only. The official names of these companies are in Chinese.
- (iv) This entity is a limited liability company established in Hong Kong and is a wholly-owned subsidiary of King Wood (Hong Kong) Holding Limited.
- (v) This entity was established in the PRC with limited liability during the year ended 31 December 2021, in which, 51% of equity interest was held by the Group. On 16 March 2022, the authorised share capital of Xingruixiang has reduced from RMB30,000,000 to RMB1,000,000. The total issued and share capital has reduced from RMB10,000,000 to RMB1,000,000.

43. 主要附屬公司之資料(續)

附註：

- (i) 該等實體為於中國成立的外商獨資企業。
- (ii) 該等實體為於中國成立的有限公司及漳平木村的全資附屬公司。
- (iii) 該等公司的英譯名稱僅供參考，其正式名稱以中文為準。
- (iv) 該實體為於香港成立的有限公司及木村(香港)控股有限公司的全資附屬公司。
- (v) 該實體於截至二零二一年十二月三十一日止年度於中國成立，為有限責任公司，本集團持有其中51%的股權。二零二二年三月十六日，興瑞祥法定股本由人民幣30,000,000元減少至人民幣1,000,000元。已發行股本總額由人民幣10,000,000元減少至人民幣1,000,000元。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

44. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

44. 公司層面財務狀況表及儲備

			2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
		Notes 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		61	50
Interests in subsidiaries	於附屬公司的權益	43	40,488	40,488
			40,549	40,538
Current assets	流動資產			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		72	85
Amounts due from subsidiaries	應收附屬公司款項		702,180	642,326
Amount due from a related company	應收關聯公司款項		18	17
Cash and cash equivalents	現金及現金等價物		548	577
			702,818	643,005
Current liabilities	流動負債			
Other payables	其他應付款項		654	850
Lease liability	租賃負債		69	51
Amounts due to subsidiaries	應付附屬公司款項		5,303	3,329
Amount due to a director	應付董事款項		4	3
Debentures	債券		-	4,376
			6,030	8,609
Net current assets	流動資產淨值		696,788	634,396
Net assets	資產淨值		737,337	674,934
Equity	權益			
Share capital	股本	33(a)	38,462	35,345
Reserves	儲備	33(b)	698,875	639,589
Total equity	權益總額		737,337	674,934

Approved and authorised for issue by the board of directors on 31 March 2023.

於二零二三年三月三十一日獲董事會批准及授權刊發。

Wu Zheyang
吳哲彥
Director
董事

Xie Qingmei
謝清美
Director
董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

(Expressed in Renminbi unless otherwise indicated) (除另有指示外，以人民幣列示)

44. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

44. 公司層面財務狀況表及儲備(續)

		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	32,591	690,042	32,375	(87,585)	667,423
Profit for the year	年內溢利	-	-	-	24,466	24,466
Other comprehensive expense for the year	年內其他支出總額	-	-	(24,661)	-	(24,661)
Total comprehensive (expense) income for the year	年內全面(支出)收益總額	-	-	(24,661)	24,466	(195)
Shares issued under share award scheme (note 33(a))	根據股份獎勵計劃發行股份(附註33(a))	2,754	4,952	-	-	7,706
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	35,345	694,994	7,714	(63,119)	674,934
Loss for the year	年內虧損	-	-	-	(882)	(882)
Other comprehensive income for the year	年內其他收益總額	-	-	58,492	-	58,492
Total comprehensive income (expense) for the year	年內全面收益(支出)總額	-	-	58,492	(882)	57,610
Shares issued upon loan capitalisation (note 31)	於貸款資本化發行之股份(附註31)	3,117	1,676	-	-	4,793
At 31 December 2022	於二零二二年十二月三十一日	38,462	696,670	66,206	(64,001)	737,337

45. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform with the current year's presentation.

45. 比較金額

若干比較金額已重新分類，以符合本年度的呈現方式。



**CHINA ENVIRONMENTAL TECHNOLOGY AND
BIOENERGY HOLDINGS LIMITED**
中科生物控股有限公司

