China e-Wallet Payment Group Limited
中國錢包支付集團有限公司*
(a company incorporated in Bermuda with limited liability)
(Stock Code: 802)

ANNUAL REPORT
2023

** For purpose of identification only*

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Five-Year Financial Summary

	For the year ended 31 December				
	2023	2022	2021	2020	2019
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Results					
Revenue	**70,959**	89,094	101,924	60,324	93,904
Loss for the year	**(31,212)**	(68,703)	(32,701)	(51,128)	(75,729)
Loss attributable to:					
Owners of the Company	**(32,118)**	(67,462)	(32,370)	(41,800)	(74,635)
Non-controlling interests	**906**	(1,241)	(331)	(9,328)	(1,094)
	(31,212)	(68,703)	(32,701)	(51,128)	(75,729)
Basic loss per share (HK cents) (Note)	**(5.32)**	(11.18)	(5.77)	(1.52)	(2.72)
Dividends per share	**–**	–	–	–	–

	As at 31 December				
	2023	2022	2021	2020	2019
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Assets and liabilities					
Total assets	**381,547**	399,732	467,006	453,698	540,106
Total liabilities	**(48,672)**	(35,687)	(41,000)	(29,510)	(70,537)
	332,875	364,045	426,006	424,188	469,569
Equity attributable to owners of the Company	**331,992**	364,068	424,688	422,539	458,592
Non-controlling interests	**883**	(23)	1,318	1,649	10,977
	332,875	364,045	426,006	424,188	469,569

Note: The calculation of basic loss per share is based on the loss attributable to owners of the Company and on the weighted average number of shares in issue during the relevant years.

Dear shareholders,

On behalf of the board of Directors (the "Board"), I am pleased to present the annual results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2023, which consists of reporting on the activities, results and strategies of the Company.

BUSINESS ENVIRONMENT

China e-Wallet Payment Group Limited ("**the Company**") operates in a challenging environment that is prone to technology innovations and reengineering cycles, changing consumer preferences and trade flows. We continuously scan our business environment and closely watch trends and developments that may affect our business and the way we operate. Our broad technology deployments and core businesses that move in line with different macro trends help us mitigate the primary effects of the external environment. We consider economic, social, legal, technological and political factors and have structured the Company in ways to allow us to adapt and change quickly to respond to market forces.

During the year 2023, the Company had met considerable challenges that were faced by major corporations in the global economy. However, the Company had adapted and continued to improve on its core businesses and delivery, placing innovation in its services and products, and business operations at its fundamental.

THANK YOU

I would like to take this opportunity to express my sincere gratitude to our shareholders, business partners and customers for their continued support, as well as to the Group's management team and staff for their tireless dedication and efforts in developing the long term prospects of the Group.

Lin Chih Chia
Executive Director

Hong Kong, 28 March 2024

Management Discussion and Analysis

BUSINESS REVIEW

"Internet and Mobile's Application and Related Accessories" is one of the Group's main business. The Group specialised in providing programming and advertising solutions in mobile platform with branch office in Hong Kong and the PRC. The programming teams of the Group have extensive experience on developing mobile application and interactive virtual reality technologies for well-known companies in Hong Kong and overseas. The Group is also engaged in the business of distribution of computer-related and mobile-related electronic products and accessories, and provision of project based system solution services.

DIVIDEND

The Board maintains a cautious view and, having regarded to the requirement to retain cash, has decided not to recommend a dividend in respect of the year ended 31 December 2023 (2022: HK$Nil).

FINANCIAL REVIEW

Revenue

The revenue of the Group was mainly attributable to the application development income generated in diversification into settlement application market. For the year ended 31 December 2023, the Group reported a total revenue of approximately HK$71.0 million representing a decrease of 20.3% compared to approximately HK$89.1 million in the same period in 2022.

Gross profit

Gross profit in 2023 was HK$25.2 million which was a decrease, as compared to a gross profit of HK$40.9 million in the same period of 2022. The decrease are in line with the decrease in revenue of the Group.

Selling and administrative expenses

Selling and administrative expenses, representing 53.5% (2022: 89.9%) of the Group's revenues for the year decreased by approximately HK$42.1 million from approximately HK$80.1 million in 2022 to approximately HK$38.0 million in the same period in 2023. The decrease in selling and administrative expenses are in line with the decrease in revenue of the Group.

Loss for the year

The Group's loss for the year was approximately HK$31.2 million compared to loss of approximately HK$68.7 million in the same period in 2022. The decrease of net loss was mainly attributable to the decrease of (i) provision for expected credit losses ("**ECLs**") on trade receivables, bond receivables, deposits and other receivables and (ii) selling and administrative expenses.

Loss attributable to owners of the Company

Loss attributable to owners of the Company decreased from a loss of approximately HK$67.5 million in 2022 to a loss of approximately HK$32.1 million in the same period of 2023.

REVIEW OF THE GROUP'S FINANCIAL POSITION

Liquidity and capital resources

The Group has internal budgeting systems in place to ensure that if and when cash is committed to fund major expenditures there is sufficient cash flow to maintain the Group's daily operations and meet all of its contractual obligations.

The Group funds its operations with revenue from its operating activities. The Group also has cash inflows from interest income and collections. Key drivers in the Group's sources of cash are primarily the Group's sales, and their inflow depends on the Group's ability to collect receivables. There have been no material changes in the Group's underlying drivers during the period under review.

There were no assets charged or pledged as at 31 December 2023 (2022: HK$ Nil).

The Group had cash and cash equivalents of approximately HK$12.8 million as at 31 December 2023 compared to approximately HK$6.7 million as at 31 December 2022.

CAPITAL COMMITMENTS

The Group had no capital commitments as at 31 December 2023 (2022: HK$Nil).

GEARING RATIO

As at 31 December 2023, the Group's gearing ratio was approximately 14.6%, as compared to 9.8% as at 31 December 2022. The gearing ratio was calculated as the Group's total liabilities divided by its total capital. The total liabilities and total capital of the Group were approximately HK$48.7 million (2022: HK$35.7 million) and HK$332.9 million (2022: HK$364.1 million) as at 31 December 2023.

CONTINGENT LIABILITIES

As at 31 December 2023, the Group had no contingent liabilities (2022: HK$Nil). The Company has not been acted as a guarantor of its subsidiaries to secure any interest-bearing borrowings.

FOREIGN EXCHANGE RISK MANAGEMENT

Certain of the Group's bank balances are denominated in United States Dollars and Renminbi, each of which is a currency other than the functional currency of the relevant group entities, which exposes it to foreign currency risk. The Group has not used any financial instruments to hedge against this currency risk. However, the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

HUMAN RESOURCES

As at 31 December 2023, in addition to the Directors, there were approximately 21 employees (2022: 45) of the Group stationed in the Group's offices in Hong Kong and the PRC. The gender ratio of the Group's workforce (including senior management) was approximately 90% male to approximately 10% female. The Group shall continue to take into account diversity perspectives including gender diversity in its hiring of employees from time to time. Total staff costs for the year ended 31 December 2023 were approximately HK$2.2 million, compared with approximately HK$9.0 million in 2022.

The Group offers training and development courses for its employees to enhance the staff's working capabilities. Remuneration packages are linked to individual performance, the Group's business performance, and taking into consideration of the industry practices and market conditions, reviewed on an annual basis. Directors' remuneration is determined with reference to his duties and responsibilities with the Company, the Company's standards for emoluments and market conditions. Share options are also granted to eligible employees based on individual's performance as well as the Group's performance.

MANAGEMENT OUTLOOK

The Group had continued the efforts to consolidate and realign its businesses to enable the Group to achieve improvements in its financial position. The Group will utilise its existing technical knowledge and programmers to diversify its income stream and will continue to work towards, attaining a stable platform for sustainability and basis for any potential growth.

By leveraging the knowledge on its interactive virtual reality programming on different business sectors, such as animation and culture, the Group obtained the license from the largest Japanese animation studio to conduct an interactive animation exhibition in Hong Kong in 2019. The Group will continue to explore the potential of this business opportunities and utilize its resource with prudence in the future.

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

The total number of issued share capital of the Company as at 31 December 2023 was 603,545,948 ordinary shares (2022: 603,545,948 shares).

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2023.

SIGNIFICANT INVESTMENTS

As at 31 December 2023, the Group had financial assets at FVTPL with a market value of approximately HK$42.8 million. Details of the significant investments in the portfolio under financial assets at FVTPL are as follows:

Name of investee	Fair value gain/(loss) HK$'000	Fair value as at 31 December 2023 HK$'000	Percentage to the Group's total assets as at 31 December 2023 %	Fair value as at 31 December 2022 HK$'000
WLS Holdings Limited ("**WLS**")	(6,532)	7,552	2.0%	14,084
China Investment and Finance Group Limited ("**CIF**")	6,106	14,520	3.8%	8,414
Asia Grocery Distribution Limited ("**AGD**")	(4,055)	1,356	0.4%	5,412
Milan Station Holdings Limited ("**MSH**")	–	4,251	1.1%	4,251
Luxxu Group Limited ("**LGL**")	(2,840)	907	0.2%	3,747
Harbour Digital Asset Capital Limited ("**HDA**")	1,098	4,450	1.2%	3,352
Sub-total	(6,223)	33,036	8.7%	39,260
Other listed equity securities	1,166	9,781	2.6%	4,717
Total	(5,057)	42,817	11.2%	43,977

Notes:

(a) WLS is engaged in the provision of scaffolding, fitting out and other auxiliary services for construction and buildings work, money lending business, securities investment business and assets management business. Based on WLS's interim result for the six months ended 31 October 2023, turnover and loss of WLS were approximately HK$46.5 million and HK$11.7 million respectively.

(b) CIF is engaged in securities trading and investment holding. Based on CIF's interim result for the six months ended 30 September 2023, revenue and loss of CIF were approximately HK$2.7 million and HK$27.7 million respectively.

(c) AGD is engaged in trading and distribution of food and beverage grocery products in Hong Kong. Based on AGD's interim result for the six months ended 30 September 2023, turnover and loss of AGD were approximately HK$145.6 million and HK$0.4 million.

(d) MSH is engaged in retailing of handbags, fashion accessories and embellishments and spa and wellness products. Based on MSH's annual result for the year ended 31 December 2023, turnover and loss of MSH were approximately HK$175.5 million and HK$27.9 million respectively.

(e) LGL is engaged in the manufacture and sales of own-branded watches and jewelleries, OEM watches and third-party watches. Based on LGL's annual result for the year ended 31 December 2023, turnover and loss of LGL were approximately RMB31.7 million and RMB39.5 million respectively.

(f) HDA is engaged in securities trading and investment holding. Based on HDA's interim result for the six months ended 30 June 2023, revenue and loss of HDA were approximately HK$5.7 million and HK$33.3 million respectively.

The future performance of the listed securities may be influenced by the Hong Kong stock market. In this regard, the Group will continue to maintain a diversified investment portfolio and closely monitor the performance of its investments and the market trends to adjust its investment strategies.

Except the significant investments disclosed above, as at 31 December 2023, there was no investment held by the Group the value of which was more than 1% of the total assets of the Group.

CHANGE OF DIRECTORSHIP

As at 1 January 2023, the executive Directors were Mr. Li Jinglong, Mr. Zhang Ligong and Mr. Wang Zhongling and the independent non-executive Directors were Mr. Cheng Ruixiong, Mr. Kwan King Wah and Ms. Lo Suet Lai.

Ms. Lo Suet Lai and Mr. Kwan King Wah respectively resigned as the independent non-executive Directors on 18 October 2023 and 31 October 2023. Mr. Wang Zhongling resigned as executive Director on 13 November 2023.

Pursuant to the ordinary resolutions passed by the Shareholders at the special general meeting of the Company held on 31 January 2024 ("**SGM**"), Mr. Li Jinglong and Mr. Zhang Ligong were removed as executive Directors with immediate effect after the conclusion of the SGM, and Mr. Cheng Ruixong was removed as independent non-executive Director with immediate effect after the conclusion of the SGM.

Pursuant to the ordinary resolutions passed by the Shareholders at the SGM, Mr. Poon Chun Yin and Mr. Lin Chih Chia were appointed as executive Directors, and Miss Peng Jing Yi and Mr. Tse Tung Leung, Tony were appointed as independent non-executive Directors.

On 29 February 2024, Mr. Wong Sze Lok was appointed as independent non-executive Director.

As at date of this report, the Board comprises two executive Directors, namely Mr. Poon Chun Yin and Mr. Lin Chih Chia, and three independent non-executive Directors, namely Miss Peng Jing Yi, Mr. Tse Tung Leung, Tony and Mr. Wong Sze Lok (collectively "**Current Board**").

MODIFIED AUDIT OPINION

For the regular annual audit of the Group for the accounting period from 1 January 2023 to 31 December 2023, the Company's auditor requested all relevant documents of certain subsidiaries of the Company ("**Certain Subsidiaries**"), including but not limited to the management accounts, full set of general ledger and subledger, general journal and the supporting documents such as files of invoices, receipts, payslips etc.

Except for the latest management accounts of Certain Subsidiaries were provided to auditors as audit evidence, the Company was unable to satisfy the remaining requests. In addition, as the latest management accounts of Certain Subsidiaries were prepared by the former management of the Group, the Current Board was also unable to confirm their accuracy and completeness. The Company's auditor expressed a disclaimer of opinion ("**Opinion**") on the consolidated financial statements for the year ended 31 December 2023.

Management's position and audit committee's view

The management of the Company (the "**Management**") understood that the circumstances leading to the Opinion were a) the missing of relevant documents and records of Certain Subsidiaries and b) the Current Board could not confirmed the accuracy and completeness of the latest management accounts of Certain Subsidiaries. As the Certain Subsidiaries were within the Group, the Company's auditor were unable to perform the relevant audit procedures to satisfy themselves on the consolidated financial statements of the Group. In view of significant changes in personnel around year-end, the lost contact with several former directors of the Company and the Certain Subsidiaries ("**Responsible Staff**"), and the Management are unable to exercise effective oversight to ensure the accuracy and completeness of the books and records of Certain Subsidiaries, the Management understands and respects the Company's auditor's professional philosophy and spirit and, agreed with the their view.

On 28 March 2024, the audit committee of the Company ("**Audit Committee**") had a meeting with the Company's auditor, at which the Opinion was presented to the members of the audit committee. The audit committee had reviewed the audit issues and understood that the Company's auditor were unable to obtain all the requested audit evidence in relation to the audit works. In addition, the Audit Committee had reviewed and understood the position of the Management and they advised that the Company should come up with a plan to resolve the audit issues in the next financial year. In this regard, the Audit Committee agreed with the view of the management's position described above.

Company's action plan

The Group has currently been seeking legal advice in order to obtain all the documents and records of the Certain Subsidiaries from the Responsible Staff in different ways.

If the Company retrieves the relevant books and records of the Certain Subsidiaries, and the Company's auditor are able to obtain sufficient appropriate audit evidence regarding the transactions and balances of those companies in 2024, it is expected that the audit issues will be resolved and the audit modifications on the consolidated financial statements will be removed for the year ending 31 December 2024.

If the Company cannot retrieve the relevant books and records of Certain Subsidiaries by the end of 2024, the control of Certain Subsidiaries will be considered as lost. The Company will take appropriate measures to protect its interests, including but not limited to take legal actions against the Responsible Staff regarding any losses suffered by the Company.

To resolve the audit issues, the Company will deconsolidate the Certain Subsidiaries (the "**Deconsolidation**") in 2024. Based on the information available, the expected loss on the Deconsolidation will be approximately HK$308 million and will be recognized in the consolidated financial statements for the year ending 31 December 2024. Accordingly, it is expected that the Company's auditor will express a disclaimer of opinion on the Company's consolidated financial statements for the year ending 31 December 2024 because they are unable to obtain sufficient appropriate audit evidence on which to base the opinion in relation to the Deconsolidation ("**2024 Issues**"). It is expected that the audit modification in relation to 2024 Issues will only affect the comparative figures in the Company's 2025 consolidated financial statements (income statement) only, and will not affect the figures of the Group during the year ending 31 December 2025.

As such, it is expected that the audit issues will be resolved in 2024 and the audit modifications will be removed from the consolidated financial statements for the year ending 31 December 2026.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules. The Directors during the year were Mr. Li Jinglong, Mr. Zhang Ligong, Mr. Wang Zhongling, Mr. Cheng Ruixiong, Mr. Kwan King Wah and Ms. Lo Suet Lai. Since they were resigned or removed before the date of this report, the Current Board cannot confirm whether they had complied with the Model Code throughout the year ended 31 December 2023.

Corporate Governance Report

CORPORATE GOVERNANCE CODE

In connection with the listing of the Company on the Stock Exchange in February 2009, the Company adopted the code provisions set out in the Corporate Governance Code and Corporate Governance Report (the "**CG Code**") contained in Appendix C1 to the Listing Rules as its additional code on corporate governance practices on 2 February 2009. The Company has complied with the code provisions set out in the CG Code throughout the year ended 31 December 2023.

BOARD COMPOSITION

The Directors during the year are:

Executive Directors:
Li Jinglong (removed on 31 January 2024)
Zhang Ligong (removed on 31 January 2024)
Wang Zhongling (resigned on 13 November 2023)

Independent Non-executive Directors:
Cheng Ruixiong (removed on 31 January 2024)
Kwan King Wah (resigned on 31 October 2023)
Lo Suet Lai (resigned on 18 October 2023)

Board Diversity Policy

The Nomination Committee adopted the board diversity policy on 29 August 2013.

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Board achieved gender diversity as it currently has one female Director. The Board will maintain one or more female Director to be a member of the Board.

RESPONSIBILITIES OF THE BOARD

The Board is responsible for the overall direction and strategy of the Group, its performance, management and major financial matters. The Board meets regularly to devise and monitor strategies, approve acquisitions and disposals, review managerial performance, examine capital expenditures, approve budgets and handle important financial matters. The Board monitors business risk exposures and reviews performance based on strategies, budgetary goals and development programs. The Board also considers employee issues, key appointments and information for shareholders of the Company (the "**Shareholders**").

The Board meets at least four times a year at approximately quarterly internals and the Directors receive information between meetings about the activities of the Group. All Directors have full and timely access to all relevant information of the Group. In addition to the meetings of the Board, the senior management meets frequently to review and discuss the daily operation of the Group.

Names of the Directors	Directors' Attendance
Executive Directors:	
Li Jinglong (removed on 31 January 2024)	5/5
Zhang Ligong (removed on 31 January 2024)	5/5
Wang Zhongling *(Chief Executive Officer)* (resigned on 13 November 2023)	3/3
Independent Non-executive Directors:	
Cheng Ruixiong (removed on 31 January 2024)	5/5
Kwan King Wah (resigned on 31 October 2023)	2/2
Lo Suet Lai (resigned on 18 October 2023)	2/2

CODE FOR DIRECTORS' DEALINGS

In connection with the listing of the Company on the Stock Exchange in February 2009, the Company adopted the Model Code as its own code of conduct regarding securities transactions by the Directors. Having made specific enquiry, the Company confirmed that all Directors have complied with the required standard set out in the Model Code for the year under review.

GENERAL MEETING

During the year under review, the Company convened general meetings of the Company on 30 June 2023 (the "**2023 GM**"). The attendance record is set out below:

Names of the Directors	Directors' Attendance
Executive Directors:	
Li Jinglong (removed on 31 January 2024)	1/1
Zhang Ligong (removed on 31 January 2024)	1/1
Wang Zhongling *(Chief Executive Officer)* (resigned on 13 November 2023)	1/1
Independent Non-executive Directors:	
Cheng Ruixiong (removed on 31 January 2024)	1/1
Kwan King Wah (resigned on 31 October 2023)	1/1
Lo Suet Lai (resigned on 18 October 2023)	1/1

Since there is no chairman of the Board of the Company following the retirement of chairman of the Company, on 5 June 2017, in accordance with bye-laws of the Company (the "**Bye-laws**"), Mr. Li Jinglong, an executive Director, was elected by the directors to chair the 2023 GM.

DIRECTORS' APPOINTMENT, RE-ELECTION AND REMOVAL

Each of executive Directors has entered into a service agreement with the Company for a term of one year subject to termination by either party giving the other not less than three months' prior written notice.

Each of independent non-executive Directors has entered into a formal appointment letter with the Company for a term of one year subject to termination by either party giving the other not less than three months' prior written notice.

In accordance with bye-law 87(1) of the Bye-laws, all Directors (including executive Directors and independent non-executive Directors) are subject to retirement by rotation at least once every three years. In accordance with bye-law 87(1) of the Bye-laws, Mr. Lin Chih Chia, Mr. Wong Sze Lok and Miss Peng Jing Yi will retire and seek re-election at the forthcoming annual general meeting.

BOARD MEETINGS AND BOARD PRACTICES

The Board meets at least four times a year and also meets on other occasions when a board-level decision on a particular matter is required. The company secretary of the Company (the "**Company Secretary**") will assist the Chairman to prepare the agenda of meetings and each Director may request to include any matters in the agenda. The Company Secretary is responsible for distributing detailed documents to Directors prior to the meetings of the Board to ensure that the Directors are able to make informed decisions regarding the matters to be discussed in the meetings so that they may receive accurate, timely and clear information. All Directors may access the advice and services of the Company Secretary who regularly updates the Board on governance and regulatory matters. All Directors will also be provided with sufficient resources to discharge their duties, and upon reasonable request, the Directors will be able to seek independent professional advice in appropriate circumstances, at the Company's expense. The Company Secretary is also responsible for ensuring the procedures of the Board meetings are observed and providing the Board with opinions on matters in relation to the compliance with the procedures of the Board meetings. All minutes of Board meetings were recorded in sufficient detail the matters considered by the Board and decisions reached.

DELEGATION OF POWERS

The Board delegates day-to-day operations of the Group to executive Directors and management of the Company with department heads responsible for different aspects of the business/functions, while reserving certain key matters in making strategic decision for its approval. When the Board delegates aspects of its management and administration functions to management, it gives clear directions as to the powers of management, in particular, with respect to the circumstances where management need to report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to Rules 3.10(1) and 3.10A of the Listing Rules, there are three independent non-executive directors representing at least one-third of the Board. Among the three independent non-executive directors, one has appropriate professional qualification in accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

The Board evaluates the independence of all independent non-executive Directors on an annual basis and has received written confirmation from each independent non-executive Director regarding his/her independence. As at the date of this report, the Board considers that all independent non-executive Directors are independent and in full compliance with the factors as set out in Rule 3.13 in the Listing Rules.

RELATIONSHIP WITHIN DIRECTORS

None of the Directors and/or members of the senior management are related.

DIRECTORS' TRAINING

According to the code provision C.1.4 of the CG Code, all directors should participate in a programme of 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 training, placing an appropriate emphasis on the roles, functions and duties of the Directors.

The Company has provided information related to the changes in the Listing Rules to the Directors to refresh and update the Directors' knowledge on the developments to the Listing Rules. During the year under review, the Company had received from each of the Directors the confirmations on taking continuous professional training.

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

BOARD COMMITTEES

The Board has formally established a number of committees and agreed upon their terms of reference. The committees are:

Remuneration Committee

The Company established a remuneration committee (the "**Remuneration Committee**") on 28 June 2004 with written terms of reference, which was revised from time to time, in compliance with the CG Code. The primary function of the Remuneration Committee is to review the remuneration packages of all the Directors and the senior management and to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules.

During the year under review, the Remuneration Committee constitutes Ms. Lo Suet Lai, an independent non-executive Director, acting as chairman of the Remuneration Committee with Mr. Cheng Ruixiong and Mr. Kwan King Wah, both of them are also independent non-executive directors, as members.

During the year under review, the Remuneration Committee made recommendations to the Board on remuneration of Directors and senior management and determined on behalf of the Board specific remuneration packages and conditions of employment for executive Directors and senior management with reference to their duties and responsibilities in the Company as well as the prevailing market conditions. The Remuneration Committee also determined the terms and conditions of service of the executive Directors, including the remuneration and grant of options to executive Directors and employees under the share option scheme of the Company and any other future share option schemes and arrangements adopted by the Company. Details of the Directors' remuneration and the executive share option scheme are shown in note 10 and 34 to the consolidated financial statements.

Directors Remuneration Policy

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

During the year under review, two meetings were held. The attendance records for the Remuneration Committee meeting are as follows:

Names of the members	Members' Attendance
Lo Suet Lai *(Chairman)* (resigned on 18 October 2023)	2/2
Cheng Ruixiong (removed on 31 January 2024)	2/2
Kwan King Wah (resigned on 31 October 2023)	2/2

Nomination Committee

The Company established a nomination committee (the "**Nomination Committee**") on 28 June 2004 with written terms of reference, which was revised from time to time, in compliance with the CG Code. The primary functions of Nomination Committee are to review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board, assess the independence of independent non-executive Directors, and make recommendations to the Board relating the redesignation and appointment of the Directors.

During the year under review, the Nomination Committee constitutes Mr. Cheng Ruixiong, an independent non-executive Director, as chairman of the Nomination Committee with Mr. Kwan King Wah and Ms. Lo Suet Lai, both of them are also independent non-executive Directors, as members.

During the year under review, the Nomination Committee made recommendation to the Board on re-election of directors at the annual general meeting of the Company. It also reviewed the structure, size, composition and diversity of the Board and kept under review the leadership needs of the Group to ensure the continued ability of the Group to compete effectively in the market place.

Board Nomination Policy

The Company adopted a nomination policy, which establishes written guidelines to the Nomination Committee to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships with reference to the formulated criteria. The Board is ultimately responsible for selection and appointment of new Directors.

The Board, through the delegation of its authority to the Nomination Committee, has used its best efforts to ensure that Directors appointed to the Board possess the relevant background, experience and knowledge in business, finance and management skills critical to the Group's business to enable the Board to make sound and well considered decisions. Collectively, they have competencies in areas which are relevant and valuable to the Group.

Nomination Process

The Nomination Committee shall assess whether any vacancy on the Board has been created or is expected on a regular basis or as required.

The Nomination Committee utilizes various methods for identifying director candidates, including recommendations from Board members, management, and professional search firms. All director candidates, including incumbents and candidates nominated by Shareholders are evaluated by the Nomination Committee based upon the director qualifications. While director candidates will be evaluated on the same criteria through review of resume, personal interview and performance of background checks. The Nomination Committee retains the discretion to establish the relative weighting of such criteria, which may vary based on the composition, skill sets, age, gender and experiences of the collective Board rather than on the individual candidate for the purpose of diversity perspectives appropriate to the requirement of the Company's business.

Selection Criteria

The Nomination Committee will take into account whether a candidate has the qualifications, skills, experience and gender diversity that add to and complement the range of skills, experience and background of existing Directors by considering the highest personal and professional ethics and integrity of the director candidates, proven achievement and competence in the nominee's field and the ability to exercise sound business judgment, skills that are complementary to those of the existing Board, the ability to assist and support management and make significant contributions to the Company's success and such other factors as it may deem are in the best interests of the Company and the Shareholders.

The Company shall review and reassess the nomination policy and its effectiveness on a regular basis or as required.

Board Diversity Policy

The composition of the Board is reviewed on an annual basis by the Nomination Committee to ensure that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competence for informed decision-making and effective functioning. The Company adopted its own board diversity policy and recognises the benefits of having diversity in the composition of the Board.

The Company noted that people from different background and with different professional and life experience are likely to approach problems in different ways and accordingly, members of the Board with diverse background will bring different concerns and questions to the table, and allow the Board to consider a wider range of options and solutions when deciding on corporate issues and formulating policies for the Group. In determining the Board's composition and selection of candidates to the Board, the Nomination Committee will consider factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, industry knowledge and length of service.

All Board appointments will be based on meritocracy, and candidates will be considered against the selection criteria, having regard for the benefits of diversity on the Board, the business model and specific needs of the Group. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

During the year under review, one meeting was held. The attendance record for the Nomination Committee meeting is as follows:

Names of the members	Members' Attendance
Cheng Ruixiong *(Chairman)* (removed on 31 January 2024)	1/1
Kwan King Wah (resigned on 31 October 2023	1/1
Lo Suet Lai (resigned on 18 October 2023)	1/1

Audit Committee

The Company established an audit committee (the "**Audit Committee**") on 28 June 2004 with written terms of reference, which was revised on 18 December 2015, in compliance with the Listing Rules. The primary functions of the Audit Committee are to review and supervise the financial reporting systems, risk management and internal control systems of the Company and meet with the Company's auditors twice a year.

During the year under review, the Audit Committee is comprised of three members, namely Mr. Kwan King Wah as chairman with Mr. Cheng Ruixiong and Ms. Lo Suet Lai, both independent non-executive Directors as members. The arrangement of the Audit Committee complied with the Rule 3.21 of the Listing Rules.

During the year under review, the Audit Committee performed its primary responsibility for monitoring the quality of risk management, internal control and financial reporting systems and ensuring that the performance of the Company's auditors relating to the Company's accounting and auditing matters are of good quality.

The Audit Committee has reviewed with the management and the Company's independent external auditors, McMillan Woods (Hong Kong) CPA Limited ("**McMillan Woods**"), the accounting principles and practices adopted by the Group and discussed auditing, risk management, internal control and financial reporting systems including the review of the consolidated financial statements for the year ended 31 December 2023, which have been audited by McMillan Woods.

During the year under review, two meetings were held. The attendance records for the Audit Committee meetings are as follows:

Names of the members	Members' Attendance
Kwan King Wah *(Chairman)* (resigned on 31 October 2023	2/2
Lo Suet Lai (resigned on 18 October 2023)	2/2
Cheng Ruixiong (removed on 31 January 2024)	2/2

CORPORATE GOVERNANCE FUNCTIONS

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

COMPANY SECRETARY

The Company has engaged in a service contract with an external service provider, which Mr. Chan Kam Fuk ("**Mr. Chan**") is appointed as the Company Secretary, from 25 October 2023. The biography of Mr. Chan has been set out on page 27 under the section of the Directors and Senior Management.

Being the Company Secretary, Mr. Chan plays an important role in supporting the board by ensuring good information flow within the Board and that Board policy and procedures are followed. He reported to the Board directly.

He has taken more than 15 hours of relevant professional training for the year ended 31 December 2023.

AUDITORS' REMUNERATION

For the year ended 31 December 2023, the remuneration in respect of audit services assignment provided by the auditors of the Company, McMillan Woods, amounted to approximately HK$680,000 for auditing services.

The accounts for the year ended 31 December 2023 were audited by McMillan Woods whose term of office will expire upon the forthcoming annual general meeting. The Audit Committee has recommended to the Board that McMillan Woods be nominated for appointment as the auditors of the Company at the forthcoming annual general meeting.

ANTI-CORRUPTION AND WHISTLE-BLOWING

The Group adopts a zero-tolerance approach to bribery, extortion, fraud and money laundering. The directors, management and staff must comply with related national and local government laws and regulations on the prevention of bribery, extortion, fraud and money laundering.

All employees not only have the responsibility to understand and comply with the above regulations, but also have the obligation to report violations. Any person who contravenes the regulations will be subject to disciplinary sanction. The Group will arrange anti-corruption training for the Board and employees if necessary. With the implementation of clear policies and well-structured processes on purchases, sales, operation and finance, and the adoption of a high code of conduct especially in our senior management, the Group recorded zero corrupted cases nor breach of any anti-corruption laws, including but not limited to the Prevention of Bribery Ordinance (Cap.201) and Anti-Money Laundering Law of the PRC, during the Reporting Period, due to our daily anti-corruption methods and internal policies.

DIRECTORS' AND AUDITORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Group's consolidated financial statements for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the consolidated financial statements for the year ended 31 December 2023, the Board has selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements on a going concern basis. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The reporting responsibility of the auditors of the Company on the consolidated financial statements of the Company for the year ended 31 December 2023 are set out in the Independent Auditors' Report.

SHAREHOLDERS' RIGHT

The rights of the Shareholders are set out in the Bye-laws.

Convening a special general meeting

The Shareholders may put forward their proposals or enquiries to the Board by sending their written request to the Company's principal place of business in Hong Kong.

Pursuant to bye-law 58 of the Bye-laws, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in accordance with the provisions of Section 74(3) of the Bermuda Companies Act.

Putting enquiries to the Board

Shareholders may at any time make a request for the Company's information to the extent such information is publicly available. Any such questions shall be first directed to the Company Secretary at the Company's principal place of business in Hong Kong.

Putting forward proposals at Shareholders' meeting

Shareholder(s) can also submit a written requisition to move a resolution at a general meeting pursuant to Section 79 to 80 of the Bermuda Companies Act if they (a) represent not less than one-twentieth of the total voting rights of those shareholders having the right to vote at a general meeting; or (b) are not less than one hundred shareholders. The written requisition must state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with at the general meeting and deposited at the Company's principal place of business in Hong Kong.

The written requisition must be signed by all the Shareholders concerned in one or more documents in like form and deposited at the Company's principal place of business in Hong Kong for the attention of the Company Secretary not less than six weeks before the meeting in the case of a requisition requiring notice of a resolution, and not less than one week before the meeting in the case of any other requisition. A sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement given by the requisitionists to all shareholders in accordance with the requirements under the applicable laws and rules should also be accompanied.

DIVIDEND POLICY

In compliance with code provision F.1.1 of the CG Code, the Company has adopted a dividend policy ("**Dividend Policy**"). Subject to the Bermuda Companies Act and the Bye-laws, the Company may from time to time declare dividends to be paid to the shareholders of the Company but no dividend shall be declared in excess of the amount recommended by the Board. The Board may also from time to time pay to the shareholders of the Company such interim dividends as appear to the Board to be justified by the profits of the Company. Declaration of dividends is subject to the discretion of the Board, taking into consideration of, among others, (i) the Group's financial performance; (ii) the Group's capital requirements and debt level; (iii) the Group's liquidity position; (iv) retained earnings and distributable reserves of the Group; (v) the Group's business operations, business strategies and future development needs; (vi) any contractual, statutory and regulatory restrictions; and (vii) the general economic conditions and other factors that may have an impact on the performance and position of the Group. The Board will review the dividend policy from time to time and may exercise at its sole and absolute discretion to update, amend and/or modify the dividend policy at any time as it deems fit and necessary.

RELATIONS WITH SHAREHOLDERS

The executive Directors and management team meet regularly with institutional investors, fund managers and analysts, as part of an active investor-relations program to discuss long-term issues and receive feedback. The Company has reviewed the implementation and effectiveness of the shareholder communication policy during the year under review and concluded as effective.

During the year under review, there has been no significant change in the Company's constitutional documents.

INVESTOR RELATIONS

Enquiries relating to the Company's strategy or operations may be directed to:

Address: Room 626-629, Corporation Park, 11 On Lai Street, Siu Lek Yuen, Sha Tin, New Territories, Hong Kong

Email: ir@chinaewallet802.com

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 CG 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 unauthorized 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 conducted annually and the systems are considered to be effective and adequate. The Company does not have an internal audit department. However, the Group annually engaged an external consultant for internal control and risk management 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.

Internal control implication on audit modifications

The Company's auditor expressed a disclaimer of opinion ("**Opinion**") on the Company's consolidated financial statements for the year ended 31 December 2023 as they were unable to:

- carry out audit procedures to satisfy themselves as to (a) the completeness of the transactions of the Group; (b) whether the income, expenses, assets, and liabilities of certain subsidiaries of the Group ("**Certain Subsidiaries**") have been accurately recorded and properly accounted for; (c) the accuracy of the consolidated statement of cash flows, revenue and segment information included in the consolidated financial statements for the year ended 31 December 2023; and (d) the accuracy and completeness of the disclosure regarding the contingent liabilities and commitments up to the date of approval of these consolidated financial statements; and

- obtain sufficient appropriate audit evidence to satisfy ourselves as to whether there was non-compliance with applicable laws and regulations by Certain Subsidiaries

The directors of the Company during the year are Mr. Li Jinglong, Mr. Zhang Ligong, Mr. Wang Zhongling, Mr. Cheng Ruixiong, Mr. Kwan King Wah and Ms. Lo Suet Lai (collectively "**Former Directors**"). All of them were resigned or removed on or before 31 January 2024. The current directors of the Company ("**Current Board**") were appointed on 31 January 2024 and 29 February 2024. After their appointments, the Current Board have actively communicated with the Former Directors and the managerial staff of the subsidiaries of the Company in Hong Kong and the PRC to obtain the documents and records of the Group for the year ended 31 December 2023. The Current Board discovered, after the takeover of management, that certain documents and records of Certain Subsidiaries were missing. In addition, the Group has lost contact with several former directors of the Company and the Certain Subsidiaries ("**Responsible Staff**"). As a result, the Current Board was unable to satisfy the auditor's request.

The Board understood that the circumstances leading to the Opinion were a) the missing of relevant documents and records of Certain Subsidiaries and b) the Current Board could not confirmed the accuracy and completeness of the latest management accounts of Certain Subsidiaries.

To avoid re-occurrence of similar Audit Issues, the Company will engage an independent professional adviser (the "**Adviser**") to conduct an internal control review on the Group to identify any material deficiencies, such as record keeping and retention, and to improve the Group's internal control system (the "**System**"). The Company will adopt the recommendations made by the Adviser accordingly to strengthen the System.

WHERE MORE INFORMATION ABOUT THE COMPANY IS AVAILABLE

This annual report 2023, and other information on the Company, may be reviewed on the website: www.hklistco.com/802.

Directors' Report

The Board of the Company is pleased to present this annual report, together with the Group's audited consolidated financial statements for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The Company is an investment holding company incorporated in Bermuda with limited liability. The Group is principally engaged in provision of internet and mobile application, developing interactive virtual reality technologies, and distribution of computer-related and mobile-related electronic products and accessories, and provision of project based system solution services. There were no material changes in the nature of the Group's principal activities during the year. The activities of its principal subsidiaries are set out in Note 20 to the consolidated financial statements.

BUSINESS REVIEW

The business review of the Group's for the year is set out in the sections of Director's Statement, Management Discussion and Analysis, Five-Year Financial Summary and the paragraphs below.

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.

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.

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 realizes 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.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognizes the accomplishment of the employees by providing comprehensive benefit package, 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 are found in the year under review.

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

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.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")

The Group is committed to promoting sustainable development, which is extremely important to create long-term value for the Group's shareholders, clients, employees, other stakeholders, as well as general public. The Company cares about the impact of its daily operation on environment and society, strives to set a good example for the public, while conducting business operation, it makes effort to meet the interests of all stakeholders, economy, environment, society and corporate governance and does its best to achieve a fine balance.

RESULTS AND DIVIDEND

The results of the Group for the year ended 31 December 2023 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on pages 47 to 48.

The Board maintains a cautious view to retain cash for running the business and fund its expansion, thus decided that there will be no dividend paid in respect of the year ended 31 December 2023.

RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the Consolidated Statement of Changes in Equity on page 51 and Note 25 to the consolidated financial statements respectively.

As at 31 December 2023, the Company did not have reserves available for distribution (2022: HK$Nil).

SHARE CAPITAL

The total number of issued share capital of the Company as at 31 December 2023 was 603,545,948 ordinary shares. Details of movements in the share capital during the year ended 31 December 2023 are set out in Note 24 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year ended 31 December 2023 are set out in note 15 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, sales to the Group's five largest customers accounted for approximately 26.3% of the Group's total sales for the year and sales to the Group's largest customer amounted to approximately 8.38%. Purchases from the Group's five largest suppliers accounted for approximately 37.9% to the Group's total purchases for the year and purchases from the Group's largest supplier amounted to approximately 4.4%.

None of the Directors or any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the issue share capital of the Company as at the date of this annual report) had any interest in any of the Group's five largest customers and five largest suppliers.

DIRECTORS

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

Executive Directors:

Poon Chun Yin *(appointed on 31 January 2024)*
Lin Chih Chia *(appointed on 31 January 2024)*
Li Jinglong *(removed on 31 January 2024)*
Zhang Ligong *(removed on 31 January 2024)*
Wang Zhongling *(resigned on 13 November 2023)*

Independent Non-executive Directors:

Peng Jing Yi *(appointed on 31 January 2024)*
Tse Tung Leung, Tony *(appointed on 31 January 2024)*
Wong Sze Lok *(appointed on 29 February 2024)*
Cheng Ruixiong *(removed on 31 January 2024)*
Kwan King Wah *(resigned on 31 October 2023)*
Lo Suet Lai *(resigned on 18 October 2023)*

DIRECTORS' SERVICE CONTRACTS

Each of executive Directors has entered into a service agreement with the Company for a term of one year subject to termination by either party giving the other not less than three months' prior written notice.

Each of independent non-executive Directors has entered into a formal appointment letter with the Company for a term of one year subject to termination by either party giving the other not less than three months' prior written notice.

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation, other than statutory obligations.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a director of the Company or his or her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

SIGNIFICANT CONTRACT

There is no contract of significance (whether or not for provision of service) was entered into between the Company and its any subsidiaries and the controlling shareholders or its subsidiaries.

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.

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

Save as disclosed below, as at 31 December 2023, none of the Directors or chief executives had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept by the Company under Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Name of Directors	Capacity	No. of shares held	No. of underlying shares held in share options of the Company	Total	Approximate percentage of the issued capital of the Company
Li Jinglong (removed on 31 January 2024)	Beneficial owner	5,480,000	6,000,000	11,480,000	1.9%
Zhang Ligong (removed on 31 January 2024)	Beneficial owner	5,480,000	6,000,000	11,480,000	1.9%
Cheng Ruixiong (removed on 31 January 2024)	Beneficial owner	5,480,000	–	5,480,000	0.9%

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Equity-linked agreements" in this report, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouses or minor children, or were such rights exercised by them, or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

Save as disclosed below, as at 31 December 2023, none of the persons or companies had interest or short positions in the shares or underlying shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO and were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote on all circumstances at general meeting of any other members of the Group.

Name	Capacity	No. of issued ordinary shares of the Company	Approximate percentage of the issued capital of the Company
Poon Chun Yin	Beneficial owner	125,940,000	20.9%
Song Qifeng	Beneficial owner	45,318,000	7.5%

EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreements entered into during the year or subsisting at the end of the year are set out below:

Share Option Scheme

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 28 June 2013, a share option scheme (the "**Share Option Scheme**") was adopted. The Share Option Scheme was valid and effective for a period of ten years commencing on 28 June 2013 and expired on 27 June 2023.

The purpose of the Share Option Scheme is to attract and retain personnel, to provide incentives to participants to work towards enhancing the value of the Company and its share for the benefit of the Company and its shareholders as a whole.

The Board may, at its discretion and on such terms as it may think fit, grant any participant a share option as it may determine in accordance with the terms of the Share Option Scheme. Participants of the Share Option Scheme comprise Directors (including executive Directors and non-executive Directors) and full time employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters, or service providers of any member of the Group. The share options granted must be accepted within 21 days from the date of the grant. Upon acceptance of the share options, the grantee shall pay HK$1.00 to the Company by way of consideration for the grant.

Since the Share Option Scheme was expired, total number of shares available for issue under the Share Option Scheme as at the date of this report shall be Nil shares.

The total number of shares issued and to be issued upon exercise of options granted and to be granted to each grantee (including exercised and outstanding options) in any twelve-month period shall not exceed 1 per cent of the shares in issue for the time being.

The Board may grant share options on such terms and subject to such conditions as it thinks fit, including the amount payable on acceptance of the share option and the period within which the option must be exercised. The Board may, in its absolute discretion, determine that share options will be subject to performance targets that must be achieved before vesting.

The subscription price payable on the exercise of a share option shall be a price determined by the Board at its absolute discretion and notified to a participant and shall be no less than the greatest of: (i) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant; (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; or (iii) the nominal value of the shares at the date of grant.

Share Option Schemes

Movements of the share options granted under the Share Option Scheme during the year ended 31 December 2023 are as follows:

	Date of grant	Outstanding as at 1 January 2023	Granted	Exercised	Lapsed	Cancelled	Outstanding as at 31 December 2023	Vesting period	Exercisable period	Exercise price HK$
Category 1: Employees										
	28.07.2017	4,966,000	–	–	–	–	4,966,000	–	28.07.2017 – 27.07.2027	0.995
	18.05.2021	36,820,000	–	–	–	–	36,820,000	–	18.05.2021 – 17.05.2024	0.565
	10.05.2022	60,340,000	–	–	–	–	60,340,000	–	10.05.2022 – 09.05.2025	0.330
Sub-total		102,126,000	–	–	–	–	102,126,000			
Category 2: Directors										
Li Jinglong (removed on 31 January 2024)	18.05.2021	6,000,000	–	–	–	–	6,000,000	–	18.05.2021 – 17.05.2024	0.565
Zhang Ligong (removed on 31 January 2024)	18.05.2021	6,000,000	–	–	–	–	6,000,000	–	18.05.2021 – 17.05.2024	0.565
Wang Zhongling (resigned on 13 November 2023)	18.05.2021	6,000,000	–	–	(6,000,000)	–	–	–	18.05.2021 – 17.05.2024	0.565
Sub-total		18,000,000	–	–	(6,000,000)	–	12,000,000			
Total		120,126,000	–	–	(6,000,000)	–	114,126,000			

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company (other than service contracts with any Director or any person engaged in the full time employment of the Company) were entered into or existed during the year.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2023.

CONNECTED TRANSACTIONS

During the year, there was no connected transaction required to be reported.

EMOLUMENT POLICY AND DIRECTORS' REMUNERATION

The Company has established the Remuneration Committee in June 2004. The emoluments of the directors of the Company are reviewed and approved by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market trends. The Company has adopted a share option scheme as an incentive to directors and eligible employees, details of the scheme is set out in heading of "Equity-linked agreements" in this report.

PRE-EMPTIVE RIGHTS

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

COMPETITION AND CONFLICT OF INTEREST

None of the Directors or substantial shareholders of the Company or any of their representative close associates has engaged in any business that competes or may compete with the businesses of the Group or has any other conflict of interest with the Group.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this annual report, there is sufficient public float as required under the Listing Rules.

CORPORATE GOVERNANCE

Details of the corporate governance practices of the Company are set out in the section of the Corporate Governance Report of this annual report on pages 10 to 19.

CHARITABLE CONTRIBUTIONS

During the year under review, the Group did not make charitable contribution (2022: HK$Nil).

AUDITORS

HLB Hodgson Impey Cheng Limited resigned as the auditor of the Company on 19 January 2021 and McMillan Woods (Hong Kong) CPA Limited was appointed by the board of directors of the Company on 19 January 2021 to fill up the casual vacancy so arising. Save as disclosed above, there were no other changes in auditor of the Company during the past three years.

The accounts for the year ended 31 December 2023 were audited by McMillan Woods (Hong Kong) CPA Limited whose term of office will expire upon the forthcoming annual general meeting. A resolution for the appointment of McMillan Woods (Hong Kong) CPA Limited as the auditors of the Company for the subsequent year is to be proposed at the forthcoming annual general meeting.

By order of the Board
Lin Chih Chia
Executive Director

Hong Kong, 28 March 2024

Directors and Senior Management

EXECUTIVE DIRECTORS

Poon Chun Yin

Mr. Poon Chun Yin ("**Mr. Poon**"), aged 43, was appointed as an executive Director on 31 January 2024. He holds a Bachelor of Science degree in Business from University of London in 2005. Mr. Poon is a founder of a learning centre under the brand name of "Modern Continuing Education Centre（現代持續教育中心)" in Hong Kong.

Mr. Poon Chun Yin was currently a member of HKSAR Sai Kung District Fight Crime Committee. Mr. Poon was awarded the Chief Executive's Commendation for Community Service by the Chief Executive of the Hong Kong Special Administrative Region in recognition of his community service, particularly his contributions to promoting civic education and crime prevention in 2023.

Lin Chih Chia

Mr. Lin Chih Chia ("**Mr. Lin**"), aged 29, was appointed as an executive Director on 31 January 2024. He holds an Associate's Degree in Management from Kang-Ning Junior College of Medical Care and Management（康寧醫護暨管理專科學校）in Taiwan in 2015.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Tse Tung Leung

Mr. Tse Tung Leung ("**Mr. Tse**"), aged 44, was appointed as an independent non-executive Director on 31 January 2024. He holds a BBA in Marketing from Monash University in 2005.

Peng Jing Yi

Miss Peng Jing Yi ("**Miss Peng**"), aged 36, was appointed as an independent non-executive Director on 31 January 2024. She has over 7 years of experience in the banking industry in the PRC. Miss Peng holds a Degree from Hunan Mass Media Vocational and Technical College（湖南大眾傳媒職業技術學院）in 2010.

Wong Sze Lok

Mr. Wong Sze Lok ("**Mr. Wong**"), aged 51, was appointed as an independent non-executive Director on 31 January 2024. He has extensive experience in auditing and corporate governance.

Mr. Wong obtained a bachelor of arts degree in accountancy from The Hong Kong Polytechnic University in November 1996 and a master of management degree from Macquarie University in November 2004 and a certificate of higher education in Law from University of Essex in December 2021. Mr. Wong is a fellow of the Hong Kong Institute of Certified Public Accountants, a fellow of The Institute of Chartered Accountants in England and Wales and a Certified Information Systems Auditor.

Mr. Wong is currently an independent non-executive director of Aowei Holding Limited (Stock code: 1370), Cocoon Holdings Limited (Stock Code: 428), IVD Medical Holding Limited (Stock code: 1931) and TBK & Sons Holdings Limited (Stock code: 1960). Mr. Wong was an independent non-executive director of Grand Field Group Holdings Limited (Stock Code: 115) until 23 July 2021.

COMPANY SECRETARY

Chan Kam Fuk

Mr. Chan Kam Fuk ("**Mr. Chan**"), aged 58, has extensive experience in finance, auditing and accounting. Mr. Chan graduated from The University of Southern Queensland, Australia with a Master of Professional Accounting in 1998 and from the City University of Hong Kong with the degree of Master of Science in Finance in 1995.

Mr. Chan is a non-practicing partner of Dominic K. F. Chan & Co., CPA and Centurion ZD CPA & Co., CPA, and a non-practicing director of Centurion ZD CPA Limited, accounting firms in Hong Kong. He is a qualified accountant in Hong Kong and Australia and therefore he meets the qualification requirements under Rule 3.28 of the Listing Rules.

Environmental, Social and Governance Report

ABOUT THE GROUP

China e-Wallet Payment Group Limited (the "**Company**") and its subsidiaries (collectively referred to as the "**Group**") is principally engaged in the business of "Internet and Mobile's Application and Related Accessories". The Group specialized in providing programming and advertising solutions in mobile platform with branch office in Hong Kong and the People's Republic of China ("**PRC**"). The programming teams of the Group have extensive experience on developing mobile application and interactive virtual reality technologies for well-known companies in Hong Kong and overseas. The Group is also engaged in the business of distribution of computer-related and mobile-related electronic products and accessories.

The business objectives of the Group are to achieve sustainable growth in its business and financial performance, and actively expand and strengthen its market position.

BOARD STATEMENT

The Group envisions to be a successful developer and provider in our business segments, as well as a socially and environmentally responsible corporation. We are committed to promoting sustainable development, which is extremely important for creating long-term value for the Group's shareholders, clients, supporters, employees, other stakeholders, the general public as well as the natural environment.

The board (the "**Board**") of directors (the "**Directors**") aims at establishing an effective Environmental, Social and Governance ("**ESG**") risk management mechanism and shoulders the ultimate responsibility of supervising the Group's ESG governance by determining the Group's ESG strategies and reviewing the content and quality of the ESG report annually.

The Group firmly believes that the ESG areas and aspects listed in the Environmental, Social and Governance Reporting Guide ("**ESG Reporting Guide**") are significant considerations for the long-term operations of its business. We strive to operate our business with the objectives to lessen the impact on the environment, provide a safe, pleasant and growing working environment to the employees, comply with legal and regulatory requirements, adhere to high ethical standards, and repay the community.

As part of its business strategies, the Group communicates with the stakeholders in an open, honest and proactive way. To achieve this objective and improve transparency, we take active measures to promote investor relations and communication. In addition, we have developed the investor relations policy to ensure that investors have fair and timely access to the information of the Group.

The Group values the opinions and views of its stakeholders. The Group has assigned Board members and senior management to constantly review and communicate with its stakeholders including but not limited to its employees, investors, suppliers, and business partners to gain insights on ESG material aspects for the year ended 31 December 2023 (the "**Reporting Period**").

During the Reporting Period, the Group identified the following material aspects and has managed them strictly in accordance with the Group's policies and guidelines and in compliance with the relevant legal and regulatory standards:

Aspects	Material ESG Issues
B. Social Aspect	
B1. Employment	• Employee welfare • Talent attraction and retention
B2. Health and Safety	• Working conditions and environment
B3. Development and Training	• Employee development and growth
B6. Product Responsibility	• Quality of products and services • Protection of privacy information
B7. Anti-corruption	• Corporate governance • Anti-corruption

The Group is committed to conducting its business in a transparent, equitable, legal and socially responsible manner, and continues to care about the impact of its daily operation on the environment and society, making efforts to meet the interests of all stakeholders, economy, environment, society and corporate governance, and do its best to achieve a fine balance.

ABOUT THIS REPORT

The Group is pleased to present its Environmental, Social and Governance Report (the "**ESG Report**") for the Reporting Period. This Report provides an annual update of the Group's sustainability performance, achievements and challenges over the year in our Hong Kong and China offices. There were no major changes in the reporting scope of the ESG Reporting compared to the previous year. Unless otherwise indicated, the ESG Report covers the Group and its subsidiaries.

Reporting Principles

The preparation and presentation of related information in this ESG Report has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (the "**ESG Reporting Guide**") as set out in Appendix C2 to the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. According to the ESG Reporting Guide, the following principles are underpinned:

1. Materiality: We apply the concept of materiality in planning and developing the ESG Report by conducting the materiality assessment. ESG issues that have major impacts on investors and other stakeholders must be set out in this ESG Report.

2. Quantitative: If the key performance indicators (KPIs) have been established, they must be measurable and applicable to valid comparisons under appropriate conditions. They must also be able to describe the purpose and impacts of quantitative information.

3. Balance: The ESG Report must provide an unbiased picture of the ESG performances of the Group. It should avoid selecting, omitting, or presenting formats that may inappropriately influence a decision or judgment by the reader.

4. Consistency: The ESG Report should use consistent and statistical methodologies to allow meaningful comparisons of related data over time. Any changes to the methods used must be specified in the ESG Report.

Confirmation

The information documented in this report is sourced from official documents, statistical data, and management and operation information and collected by the Group in accordance with relevant internal policies. The Group has established internal controls and a formal review process to ensure that any information presented in this report is as accurate and reliable as possible.

Feedback

The Group discloses the latest business information regularly to investors and the public. We also welcome investors and shareholders to share their views with the Board of Directors of the Company by contacting us at the address below:

China e-Wallet Payment Group Limited
Room 626-629 Corporation Park,
11 On Lai Street, Siu Lek Yuen,
Sha Tin, New Territories,
Hong Kong
Email: ir@chinaewallet802.com

ENVIRONMENTAL ASPECTS

As the Group's business activities mainly include research, design and integration of hardware and software under a green office environment, the Group does not have any manufacturing plants which could result in polluted air emissions or hazardous wastes/discharges. However, as a responsible corporation, the Group abides by the local environmental laws and regulations and is committed to environmental protection. The Group has implemented policies and taken measures to ensure our operation is energy-efficient, water-efficient and resource-efficient, and to minimize adverse impact on the environment.

During the Reporting Period, the Group did not violate any environmental protection laws and regulations that had a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous wastes, including but not limited to Air Pollution Control Ordinance (Cap. 311), Waste Disposal Ordinance (Cap. 354), Water Pollution Control Ordinance (Cap. 358), Noise Control Ordinance (Cap. 400), Environmental Protection Law, Prevention and Control of Atmospheric Pollution, Prevention and Control of Water Pollution, Prevention and Control of Environmental Pollution by Solid Waste and National Environmental Emergency Response Plan of the PRC.

Emissions

Air and Greenhouse Gas Emissions

During the Reporting Period, the Group did not have any operating vehicles or machinery that would lead to the emissions of air pollutants. The air emissions were insignificant during its operation.

Given the nature of our business operation, the Group only generates indirect greenhouse gas emissions ("**Scope 2 emissions**") through daily electricity power consumption from office activities. The electricity consumption of the Group is insignificant and was included in the management fee. Therefore, the figures were not available for our greenhouse gas emission calculation. Since the operation of the Group's business is not carbon-intensive, no reduction target for carbon emission has been developed.

Waste Management

As a responsible corporation, we integrate eco-friendly measures to reduce the environmental impact of our daily operations. We encourage the effective and efficient use of resources while enhancing our recycling efforts to prevent the waste of resources. We have taken the following measures to reduce the generation of hazardous and non-hazardous waste:

- Encourage the establishment of a waste-classification system and the practice of recycling used papers and double-sided printing in the workplace.

Due to the business nature of the Group, the hazardous and non-hazardous wastes produced by the Group were immaterial during the Reporting Period. As such, for the target setting on waste reduction, we have not been able to set a target in this ESG Report. However, we do realise the importance of waste reduction. We will continue to review and disclose further information as appropriate in the future.

Use of Resources

Energy Consumption

The Group recognises the responsibility of energy management and the need to minimise our environmental impact during operations. Although the data of energy consumption is not available, the Group still targets to implement its energy-saving measures and educate the employee to utilize energy.

Water Consumption

Water is supplied from the city central water system and the Group has no water supply problem. The use of fresh water in the offices is for staff general purposes. The consumption record was not available as it was managed by the central management office of the buildings for our virtual office. While the Group has not set any targets for water consumption reduction due to its minimal impacts, the Group nonetheless promotes reasonable water use initiatives and water saving measures among its employees.

Use of Paper and Packaging Materials

Given the business nature, the Group does not use much paper and packaging materials. Paper is used only for printing and writing purposes only and the usage amount is quite small. However, the Group still promotes and implements measures to reduce paper usage including using papers from sustainable sources, encouraging the recycling of paper, replacing paper records with electronic records, and reducing the use of paper by writing on whiteboards during presentations and meetings.

The Environment and Natural Resources

As discussed above and in our previous ESG Reports, the Group's activities and operation do not cause any environmental hazards nor use significant amounts of natural resources, but as a responsible corporation, we have introduced and implemented eco-friendly practices to reduce and conserve energy, fresh water and other natural resources, and to minimize the impact on the environment directly or indirectly. We have not contributed to any air, water and land pollution, and have complied with all the environmental laws and regulations of the regions which we have operations in. We cooperate with the local government agencies and support environmental organizations' activities to build a "green" society.

Climate Change

Since the major business nature of the Group is providing programming and advertising solutions, climate change will not have significant impacts on our business operation except the acute physical risks. Physical risks result from extreme weather events and rising global average temperature which include acute risks (typhoons and rainstorms) and chronic risks (global temperature rise and sea-level rise).

Extreme weather events have become more frequent, which may negatively affect economic activities through damage to electrical appliances, suspension of operation and disruption of electricity supply. The extreme weather may also pose danger to our employees while daily commuting. Besides, the continuous rise of the global temperature may increase the expenses for equipment cooling. The Group will strive to reduce energy consumption by replacing the existing equipment with higher energy efficiency.

SOCIAL ASPECTS

Employment and Labour Practices

Employment

The Group recognizes its success depends highly on the skills, passion and commitment of its employees. We ensure employment and labour practices are implemented according to labour laws and the employment ordinance in the operating regions. We provide equal employment opportunities for all without discrimination in hiring, promotion, dismissal, remuneration, benefits, training and development.

Our recruitment process is standard as per normal practices in our industry. We specify the requirements of the vacancies and advertise as well as head-hunt through employment agencies. The selection process is standard and positions will be decided after background checks, tests and interviews by our human resources manager as well as the related department head. The hiring of the senior managers is decided by the CEO.

In Hong Kong, the Group complied with the Labour Law of Hong Kong and relevant employment laws and regulations throughout the Reporting Period, including the Mandatory Provident Fund Schemes Ordinance (Cap. 485) by participating in the Mandatory Provident Fund retirement benefit scheme for our eligible employees, Minimum Wage Ordinance (Cap. 608), Employment Ordinance (Cap. 57) and Employees' Compensation Ordinance (Cap. 282). In China, the Group complied with the Labour law of the PRC, the Production Safety Law of the People's Republic of China and Prevention and the Control of Occupational Diseases of the People's Republic of China. During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in respect of employment.

As at 31 December 2023, the Group employed a total of 21 employees (2022: 45) working in our Hong Kong and China offices. The employment characteristics are summarized below:

Total workforce:

Employment		2023	Unit
Total number of employees		21	Employee
By Gender	Male	19	Employee
	Female	2	Employee
By employment type	Permanent	21	Employee
	Contractual	0	Employee
By age group	<=30	6	Employee
	31-40	8	Employee
	41-50	2	Employee
	>50	5	Employee
By employment category	Managerial	5	Employee
	Senior	7	Employee
	Middle	5	Employee
	Junior	4	Employee
By geographical region	Hong Kong	5	Employee
	China	16	Employee

Employee turnover rate:

Employment		2023	Unit
Total employee turnover rate		72.73	%
By Gender	Male	73.33	%
	Female	66.67	%
By employment type	Permanent	72.73	%
	Contractual	0.00	%
By age group	<=30	120.00	%
	31-40	54.55	%
	41-50	0.00	%
	>50	0.00	%
By employment category	Managerial	66.67	%
	Senior	0.00	%
	Middle	0.00	%
	Junior	140.74	%
By geographical region	Hong Kong	0.00	%
	China	85.71	%

Health and Safety

The Group is committed to providing a safe, healthy and pleasant working environment to the employees. We have equipped the offices with adequate equipment and facilities to ensure safety and convenience for employees. All permanent staff have been covered with social, medical and accidental insurance as required by laws. All employees are also requested to strictly observe the health and safety policies, follow safety rules at work and place safety as their priority during work at all times.

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

Health and Safety:

Health and Safety	2023	Unit
Number of work-related fatalities	0	No.
Rate of work-related fatalities	0	%
Lost days due to work injury	0	No.

Development and Training

The Group does not have published policies regarding development and training. However, the Group is aware of the value and contribution of its employees and is willing to invest and offer training and development courses for them to enhance their capabilities. Training needs are identified through regular appraisal conversations to ensure training and guidance provided are catered to employees' needs. The Group frequently arranges senior staff to provide directional advice, guidance, and short-term training to junior staff and sponsors employees to attend external training programs relevant to their work to improve their skills and knowledge which will be beneficial to their career development.

Records on the training and development programs organized and sponsored have been maintained to monitor that the training offered and sponsored have been productive and objectives have been achieved.

To maintain the competitiveness of the Group and our employees, training courses are also organised by our human resource team, aiming at employees' individual growth and sustainable development. All directors, company secretaries and senior management attend training courses and receive up-to-date information on corporate governance and listing regulations.

During the Reporting Period, apart from on-the-job training, the Group sponsored and organized a total of 442 hours of training for 21 staff (5 managerial grade, 7 senior grade, 5 middle grade and 4 junior grade).

Percentage of trained employees:

Development and Training		2023	Unit
Percentage of trained employees		100	%
By Gender	Male	100	%
	Female	100	%
By employment category	Managerial	100	%
	Senior	100	%
	Middle	100	%
	Junior	100	%

Average training hours completed:

Development and Training		2023	Unit
Average training hours per employee		21.05	Hour/employee
By Gender	Male	23.26	Hour/employee
	Female	221.00	Hour/employee
By employment category	Managerial	88.40	Hour/employee
	Senior	63.14	Hour/employee
	Middle	88.40	Hour/employee
	Junior	110.5	Hour/employee

Labour Standards

The Group has applied and not violated any provisions of the local labour laws and employment ordinances in our operations in Hong Kong and China. The Group has honoured all of its obligations towards its employees and has built a safe, healthy and pleasant working environment for the employees. No child or forced labour has been employed by the Group.

Equal opportunities have been given to employees in respect of recruitment, training and development, job advancement, and compensation and benefits. The employees have not been discriminated against or deprived of opportunities based on gender, ethnic background, religion, colour, sexual orientation, age, marital status, family status, retirement, disability, pregnancy or any other discrimination prohibited by applicable laws.

In order to prevent the use of child and forced labour, the Human Resources Department is responsible for checking the applicant's identification documents and other supporting documents, such as academic certificates and letters of recommendation from previous employers.

If there is any case of child labour and forced labour, the employees should discuss with their supervisors and report to the management. The management shall immediately investigate the suspected case and take prompt follow-up actions.

During the Reporting Period, no material non-compliance with the laws and regulations related to the prevention of child labour or forced labour has been found by the Group, such as Employment Ordinance (Cap. 57), Immigration Ordinance (Cap. 115), Prohibition of Child Labour Provisions, Underage Workers Special Protection Provisions, Prohibition of Forced Labour and Prisoners Labour Policy and Procedures of the PRC.

Operating Practices and Social Investment

Supply Chain Management

Supply chain management in the ESG Reporting Guide mainly refers to the management of sourcing and procurement. The Group procures computer-related and mobile-related electronic products and accessories from the suppliers and integrates them with our technologies and sells the integrated products to the clients.

We maintain a list of suppliers who have track records in dealing with us or in the market. Regular assessments on the suppliers including requests to provide basic certifications, licenses and product catalogues will be conducted to ensure that the suppliers are not only committed to the cost and quality of the products supplied but also have not violated any laws and practices.

The Group attaches importance to developing and maintaining long-term relationships with our suppliers, looking forward to forming long-term partnerships with them. We take a fair and open principle on the procurement of materials and services. We co-operate only with the suppliers that share common moral values and standards with us. The Group supports and encourages the suppliers to promote efficient use of resources, environmental protection and fulfilling corporate social responsibility.

The Group gives priority to local suppliers when developing businesses all over the country in order to create employment opportunities for local communities and fulfil corporate social responsibility. Preference is also given to environmentally and socially responsible suppliers, such as contractors who prioritise the purchase of reusable and renewable products or adopt low-emission production processes, etc.

In the social aspect, suppliers are required to comply with the relevant national labour policies and legislation, which include the prevention of slavery, forced and bonded labour, child labour and abusive employment practices. Suppliers are also obliged to safeguard the human rights of the employees and take due considerations of public welfare.

The Group's materials are purchased from qualified suppliers whose products meet the requirements of applicable environmental and social laws and regulations in the operating regions. During the Reporting Period, our operation bases being mainly in China procured all hardware, accessories and services from 8 Hong Kong suppliers and 34 China suppliers, who ensured us efficient and timely supplies at competitive prices.

Supply Chain Management:

Supply Chain Management		2023	Unit
Number of suppliers by geographical region			
Total number of suppliers		42	Supplier
By geographical region	Hong Kong	8	Supplier
	China	34	Supplier

Product Responsibility

Product and Service Quality

The sales of the Group's products depend on their sophistication, safety, reliability and quality. The Group has to invest substantially in new technology research, development and innovation to continuously improve and enhance our products and services to meet the needs and satisfaction of our customers. The Group has strict product tests prior to any sales. The Group guarantees the quality, safety and reliability of delivered products and services under contracts. The Group also makes sure that the products and services comply with related laws, guidelines and standards. The sales department will provide after-sale services to ensure product performance and quality.

There were no cases of product recall nor complaints received against our services or products due to health and safety issues during the Reporting Period.

Intellectual Property Rights

During the research and development of our software programs and products, the Group insists on respecting and constantly reminds our software engineers not to infringe on the intellectual property rights of other parties. There was no product returned or intellectual property right infringement filed against us during 2023.

Protection of Customer Privacy

From cooperation with its business partners, the Group's business operation has generated large volumes of private, confidential and sensitive information of its suppliers and customers, including the operation status, financial positions, commercial terms of contracts, etc. These types of information are extremely sensitive and important, and can only be used for our business purposes and not for other unrelated purposes.

By law, we have to cautiously safeguard and protect such information. The Group fully understands its obligation and has taken measures to ensure the strictest protection of the information. Our employees' employment contracts specifically contain confidential provisions and employees are prohibited from accessing information without approval and/or leaking private and confidential information. All employees are trained to handle and use customer information with extreme caution, protect customer information, and comply with statutory requirements in privacy law. Legal action will be taken against any violation. No complaints from regulatory bodies were received regarding customer privacy were recorded in 2023.

No material non-compliance with laws and regulations regarding product and service-related health and safety, advertising, labelling and privacy matters that have a significant impact on the Group was noted in the reporting period. These laws include but not limited to the Personal Data (Privacy) Ordinance (Cap. 486), Trade Marks Ordinance (Cap. 559), Patents Ordinance (Cap. 514), Copyright Ordinance (Cap. 528), Patent Law, Trademark Law and Product Quality Law of the PRC.

Anti-Corruption

The prevention of bribery, extortion, fraud, and money laundering under this anti-corruption section is a material aspect to all the stakeholders. The Group adopts a zero-tolerance approach to bribery, extortion, fraud and money laundering. The directors, management and staff must comply with related national and local government laws and regulations on the prevention of bribery, extortion, fraud and money laundering.

Anti-Corruption:

Anti-Corruption	2023	Unit
Number of concluded legal cases regarding corruption	0	Case

All employees not only have the responsibility to understand and comply with the above regulations, but also have the obligation to report violations. Any person who contravenes the regulations will be subject to disciplinary sanction. The Group will arrange anti-corruption training for the Board and employees if necessary.

With the implementation of clear policies and well-structured processes on purchases, sales, operation and finance, and the adoption of a high code of conduct especially in our senior management, the Group recorded zero corrupted cases nor breach of any anti-corruption laws, including but not limited to the Prevention of Bribery Ordinance (Cap. 201) and Anti-Money Laundering Law of the PRC, during the Reporting Period, due to our daily anti-corruption methods and internal policies.

Community Investment

The Group understands that community participation is important for its long-term development. The Group organizes, facilitates and supports its staff to take part in volunteer services, such as regularly visiting the poor who need help and arranging outdoor activities for disadvantaged groups. Internally, the Group focuses on providing job opportunities to new employees and improving the working environment and skills of employees by investing in facilities and training. The Group also endeavours to provide employment opportunities for the disadvantaged, to hire the disabled who have completed retraining courses, and give priority to purchasing from suppliers who hire disabled persons.

HKEX ESG REPORTING GUIDE CONTENT INDEX

KPIs		Disclosure Requirements	Sections
1	Governance Structure	disclosure of the board's oversight of ESG issues;	ESG Governance
		board's ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues)(including risks to the issuer's businesses	ESG Governance
		how the board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's businesses.	ESG Governance
	Reporting Principles	Description of, or an explanation on, the application of the following Reporting Principles (Materiality, Quantitative, Consistency) in the preparation of the ESG report	About This Report
	Reporting Boundary	A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report. If there is a change in the scope, the issuer should explain the difference and reason for the change	About This Report
Environmental			
Aspect A1: Emissions			
A1	**General Disclosure**	Policies	Emissions
		compliance with relevant laws and regulations that have a significant impact on the issuer; relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emissions
A1.1		The types of emissions and respective emissions data.	Emissions
A1.2		Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions
A1.3		Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Waste Management
A1.4		Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Waste Management
A1.5		Description of emission target(s) set and steps taken to achieve them.	Emissions
A1.6		Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Waste Management

KPIs		Disclosure Requirements	Sections
A2 Use of Resource			
A2	General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Energy Consumption
A2.1		Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Energy Consumption
A2.2		Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Water Consumption
A2.3		Description of energy use efficiency target(s) set and steps taken to achieve them.	Energy Consumption
A2.4		Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Water Consumption
A2.5		Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Packaging Materials
A3 The Environment and Natural Resources			
A3	General Disclosure	Policies on minimising the issuer's significant impacts on the environment and natural resources.	Environment and Natural Resources
A3.1		Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Environment and Natural Resources
A4	Climate Change		
A4	General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Climate Change
A4.1		Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate Change
Social			
B1 Employment			
B1	General Disclosure	Policies	Employment and Labour Practices
		compliance with relevant laws and regulations that have a significant impact on the issuer; relating to compensation and dismissal, recruitment, and promotion, working hours, rest periods, equal opportunity, diversity, antidiscrimination, and other benefits and welfare.	Employment and Labour Practices
B1.1		Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	Employment and Labour Practices
B1.2		Employee turnover rate by gender, age group and geographical region.	Employment and Labour Practices

KPIs		Disclosure Requirements	Sections
B2 Health and Safety			
B2	General Disclosure	Policies	Health and Safety
		compliance with relevant laws and regulations that have a significant impact on the issuer	Health and Safety
B2.1		Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Health and Safety
B2.2		Lost days due to work injury.	Health and Safety
B2.3		Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Health and Safety
B3 Development and Training			
B3	General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training
B3.1		The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Development and Training
B3.2		The average training hours completed per employee by gender and employee category.	Development and Training
B4 Labour standards			
B4	General Disclosure	Policies	Labour standards
		compliance with relevant laws and regulations that have a significant impact on the issuer	Labour standards
B4.1		Description of measures to review employment practices to avoid child and forced labour.	Labour standards
B4.2		Description of steps taken to eliminate such practices when discovered.	Labour standards
B5 Supply chain management			
B5	General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply chain management
B5.1		Number of suppliers by geographical region.	Supply chain management
B5.2		Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	Supply chain management
B5.3		Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply chain management
B5.4		Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply chain management

KPIs		Disclosure Requirements	Sections
B6 Product Responsibility			
B6	General Disclosure	Policies	Product Responsibility
		compliance with relevant laws and regulations that have a significant impact on the issuer	Product Responsibility
B6.1		Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Product Responsibility
B6.2		Number of products and service related complaints received and how they are dealt with.	Product Responsibility
B6.3		Description of practices relating to observing and protecting intellectual property rights.	Product Responsibility
B6.4		Description of quality assurance process and recall procedures.	Product Responsibility
B6.5		Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Product Responsibility
B7 Anti-corruption			
B7	General Disclosure	Policies	Anti-corruption
		compliance with relevant laws and regulations that have a significant impact on the issuer	Anti-corruption
B7.1		Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Anti-corruption
B7.2		Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Anti-corruption
B7.3		Description of anti-corruption training provided to directors and staff.	Anti-corruption
B8 Community investment			
B8	General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community investment
B8.1		Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Community investment
B8.2		Resources contributed (e.g. money or time) to the focus area.	Community investment

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TO THE SHAREHOLDERS OF
CHINA E-WALLET PAYMENT GROUP LIMITED
(Incorporated in Bermuda with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of China e-Wallet Payment Group Limited (the "**Company**") and its subsidiaries (the "**Group**") set out on pages 47 to 103, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss, 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 material accounting policy information.

We do not express an opinion on the consolidated financial statements of the Group and as to whether the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

BASIS FOR DISCLAIMER OF OPINION

Following the resignations of two independent non-executive directors on 18 October 2023 and 31 October 2023, and a director who also resigned as executive director and chief executive officer on 13 November 2023, the remaining two executive directors and one independent nonexecutive director were all removed from the board of directors at a special general meeting held on 31 January 2024. Moreover, the chief financial personnel of the Group's certain subsidiaries ("**Certain Subsidiaries**") also resigned. On the same date, the incoming directors who replaced those outgoing directors were appointed. Due to significant changes in the senior management and finance personnel around year-end, the incoming management and financial personnel are unable to exercise effective oversight to ensure the integrity of the books and records of Certain Subsidiaries within the Group. This was further compounded by the lack of time to hand over the books records of Certain Subsidiaries from the outgoing management.

During our audit, we identified that the accounting records and financial statements of Certain Subsidiaries left behind by the outgoing management and accounting personnel were incomplete. Moreover, more specific business records and the supporting explanations of Certain Subsidiaries, including but not limited to, (a) certain supporting documents of certain business transactions; and (b) detailed explanation on the accounting entries made, were not provided to us. We were unable to obtain sufficient appropriate audit evidence regarding the transactions and balances of Certain Subsidiaries of the Group. As a result, we were unable to carry out audit procedures to satisfy ourselves as to (a) the completeness of the transactions of the Group; (b) whether the income, expenses, assets, and liabilities of Certain Subsidiaries as set out below which formed part of the consolidated financial statements of the Group for the year ended 31 December 2023 have been accurately recorded and properly accounted for; (c) the accuracy of the consolidated statement of cash flows, revenue and segment information included in the consolidated financial statements for the year ended 31 December 2023; and (d) the accuracy and completeness of the disclosure regarding the contingent liabilities and commitments up to the date of approval of these consolidated financial statements.

BASIS FOR DISCLAIMER OF OPINION (CONTINUED)

The income and expenses of Certain Subsidiaries for the year ended 31 December 2023 and its assets and liabilities as at 31 December 2023 are set out as follows:

Income and expenses of Certain Subsidiaries for the year ended 31 December 2023

	HK$'000
Revenue	43,280
Cost of sales	(23,258)
Gross profit	20,022
Provision for expected credit losses on trade receivables and deposits and other receivables	(6,664)
Selling and administrative expenses	(33,659)
Loss before tax	(20,301)
Income tax credit	310
Loss for the year	(19,991)
Other comprehensive income for the year, net of tax:	
Items that may be subsequently reclassified to profit or loss:	
Exchange differences on translating foreign operations	42
Total comprehensive loss for the year	(19,949)
Loss for the year attributable to:	
Owners of the Company	(19,976)
Non-controlling interests	(15)
	(19,991)
Total comprehensive loss for the year attributable to:	
Owners of the Company	(19,934)
Non-controlling interests	(15)
	(19,949)

BASIS FOR DISCLAIMER OF OPINION (CONTINUED)

Assets and liabilities of Certain Subsidiaries at 31 December 2023

	HK$'000
Non-current assets	
Property, plant and equipment	534
Goodwill	4,686
Intangible assets	–
	5,220
Current assets	
Trade receivables	43,103
Deposits, prepayments and other receivables	271,647
Cash and bank balances	743
	315,493
Total assets	320,713
Current liabilities	
Trade payables	2,055
Accruals and other payables	4,312
Income tax payables	6,308
Total liabilities	12,675
Net assets	308,038

Any adjustments to the figures as described above might have consequential effects on the consolidated financial performance and consolidated cash flows for the year ended 31 December 2023 and the consolidated financial positions of the Group as at 31 December 2023, and the related disclosures thereof in the consolidated financial statements.

Further, due to lack of access to complete accounting books and records and management personnel of Certain Subsidiaries, we have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether there was non-compliance with applicable laws and regulations by Certain Subsidiaries.

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with International financial reporting standards ("**IFRSs**") issued by the International Accounting Standards Board ("**IASB**") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors of the Company are assisted by Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

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.

McMillan Woods (Hong Kong) CPA Limited
Certified Public Accountants

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

28 March 2024

Consolidated Statement of Profit or Loss

For the year ended 31 December 2023

	Note	2023 HK$'000	2022 HK$'000
Revenue	7	**70,959**	89,094
Cost of sales		**(45,757)**	(48,236)
Gross profit		**25,202**	40,858
Other income and gains	8	**852**	788
Unrealised loss on financial assets at fair value through profit or loss ("**FVTPL**"), net		**(5,057)**	(5,704)
Realised loss on financial assets at FVTPL, net		**–**	(63)
Provision for expected credit losses ("**ECLs**") on trade receivables, bond receivables, deposits and other receivables		**(13,515)**	(23,068)
Selling and administrative expenses		**(37,963)**	(80,127)
Loss from operations	9	**(30,481)**	(67,316)
Finance costs	11	**(1,667)**	(1,716)
Loss before tax		**(32,148)**	(69,032)
Income tax credit	12	**936**	329
Loss for the year		**(31,212)**	(68,703)
Loss for the year attributable to:			
Owners of the Company		**(32,118)**	(67,462)
Non-controlling interests	31	**906**	(1,241)
		(32,212)	(68,703)
		HK cents	HK cents
Loss per share	13		
– Basic and diluted		**(5.32)**	(11.18)

Consolidated Statement of Profit or loss and Other Comprehensive Income

For the year ended 31 December 2023

	2023 HK$'000	2022 HK$'000
Loss for the year	**(31,212)**	(68,703)
Other comprehensive income/(loss) for the year, net of tax:		
Items that may be subsequently reclassified to profit or loss:		
Exchange differences on translating foreign operations	**42**	(56)
Total comprehensive loss for the year	**(31,170)**	(68,759)
Total comprehensive loss for the year attributable to:		
Owners of the Company	**(32,076)**	(67,518)
Non-controlling interests	**906**	(1,241)
	(31,170)	(68,759)

Consolidated Statement of Financial Position

As at 31 December 2023

	Note	2023 HK$'000	2022 HK$'000
ASSETS			
Non-current assets			
Property, plant and equipment	15	**534**	813
Bond receivables	16	**–**	2,963
Goodwill	17	**4,686**	4,686
Intangible assets	18	**–**	5,817
		5,220	14,279
Current assets			
Financial assets at fair value through profit or loss	19	**42,817**	43,977
Bond receivables	16	**2,855**	5,141
Trade receivables	21	**46,119**	40,031
Deposits, prepayments and other receivables	22	**271,723**	289,648
Cash and bank balances	23	**12,813**	6,656
		376,327	385,453
Total assets		**381,547**	399,732
CAPITAL AND RESERVES			
Share capital	24	**6,035**	6,035
Reserves	25	**325,957**	358,033
Equity attributable to owners of the Company		**331,992**	364,068
Non-controlling interests	31	**883**	(23)
Total equity		**332,875**	364,045

Consolidated Statement of Financial Position

As at 31 December 2023

	Note	2023 HK$'000	2022 HK$'000
LIABILITIES			
Non-current liabilities			
Bond payables	29	**14,515**	14,515
Deferred tax liabilities	26	**–**	1,456
		14,515	15,971
Current liabilities			
Trade payables	27	**13,062**	2,215
Accruals and other payables	28	**11,620**	11,713
Other borrowings	30	**3,167**	–
Income tax payables		**6,308**	5,788
		34,157	19,716
Total liabilities		**48,672**	35,687
Total equity and liabilities		**381,547**	399,732
Net current assets		**342,170**	365,737
Total assets less current liabilities		**347,390**	380,016
Net assets		**332,875**	364,045

The consolidated financial statements on pages 47 to 103 were approved and authorised for issue by the board of directors of the Company on 28 March 2024 and signed on its behalf by:

Poon Chun Yin
Executive Director

Lin Chih Chia
Executive Director

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2023

	Attributable to owners of the Company									
	Share capital	Share premium (Note 25(a))	Share-based payment reserve (Note 25(b))	Capital reserve (Note 25(c))	Translation reserve (Note 25(d))	Statutory reserve (Note 25(e))	Accumulated losses	Sub-total	Non-controlling interests	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 1 January 2022	120,709	2,851,018	35,064	(902)	(38,933)	48	(2,542,316)	424,688	1,318	426,006
Loss for the year	–	–	–	–	–	–	(67,462)	(67,462)	(1,241)	(68,703)
Other comprehensive loss for the year	–	–	–	–	(56)	–	–	(56)	–	(56)
Total comprehensive loss for the year	–	–	–	–	(56)	–	(67,462)	(67,518)	(1,241)	(68,759)
Capital reorganisation (Note 24)	(114,674)	114,674	–	–	–	–	–	–	–	–
Acquisition of remaining interest in a subsidiary (Note 20)	–	–	–	–	–	–	–	–	(100)	(100)
Lapse of share option (Note 34)	–	–	(21,162)	–	–	–	21,162	–	–	–
Grant of share options (Note 34)	–	–	6,898	–	–	–	–	6,898	–	6,898
	(114,674)	114,674	(14,264)	–	–	–	21,162	6,898	(100)	6,798
At 31 December 2022 and 1 January 2023	6,035	2,965,692	20,800	(902)	(38,989)	48	(2,588,616)	364,068	(23)	364,045
Loss for the year	**–**	**–**	**–**	**–**	**–**	**–**	**(32,118)**	**(32,118)**	**906**	**(31,212)**
Other comprehensive income for the year	**–**	**–**	**–**	**–**	**42**	**–**	**–**	**42**	**–**	**42**
Total comprehensive loss for the year	**–**	**–**	**–**	**–**	**42**	**–**	**(32,118)**	**(32,076)**	**906**	**(31,170)**
Lapse of share option (Note 34)	**–**	**–**	**(1,125)**	**–**	**–**	**–**	**1,125**	**–**	**–**	**–**
At 31 December 2023	**6,035**	**2,965,692**	**19,675**	**(902)**	**(38,947)**	**48**	**(2,619,609)**	**331,992**	**883**	**332,875**

Consolidated Statement of Cash Flows

For the year ended 31 December 2023

	Note	2023 HK$'000	2022 HK$'000
Cash flows from operating activities			
Loss before tax		**(32,148)**	(69,032)
Adjustments for:			
Amortisation of intangible assets		**5,817**	6,646
Depreciation of property, plant and equipment		**279**	278
Allowance for ECLs recognised in respect of trade receivables		**6,776**	14,257
Allowance for ECLs recognised in respect of bond receivables		**6,739**	40
Allowance for ECLs recognised in respect of deposits and other receivables		**–**	8,771
Unrealised loss on fair value of financial asset at financial assets at fair value through profit or loss ("**FVTPL**"), net		**5,057**	5,704
Realised loss on financial assets at FVTPL, net		**–**	63
Gain on disposal of property, plant and equipment		**–**	(9)
Bond interest income		**(745)**	(745)
Bank interest income		**(2)**	(1)
Dividend income		**(5)**	(5)
Share-based payment expenses		**–**	6,898
Finance costs		**1,667**	1,716
Operating loss before working capital changes		**(6,565)**	(25,419)
Increase in trade receivables		**(12,860)**	(21,510)
Decrease in deposits, prepayments and other receivables		**17,180**	55,181
Increase/(decrease) in trade payables		**10,847**	(148)
Decrease in accruals and other payables		**(1,516)**	(1,067)
(Increase)/decrease in financial assets at FVTPL		**(3,897)**	1,157
Net cash generated from operating activities		**3,189**	8,194
Cash flows from investing activities			
Payment for bond subscribed		**–**	(2,448)
Bank interest income received		**2**	1
Dividend income received		**5**	5
Net cash generated from/(used in) investing activities		**7**	(2,442)
Cash flows from financing activities			
Repayment of bond payables		**–**	(5,485)
Payment of purchase the remaining equity of a subsidiary		**–**	(100)
Proceeds from other borrowings	36	**3,000**	–
Net cash generated from/(used in) financing activities		**3,000**	(5,585)
Net increase in cash and cash equivalents		**6,196**	167
Cash and cash equivalents at the beginning of the year		**6,656**	6,545
Effect of exchange rate change		**(39)**	(56)
Cash and cash equivalent at the end of the year	23	**12,813**	6,656

1. GENERAL INFORMATION

China e-Wallet Payment Group Limited (the "**Company**") was incorporated in Bermuda as an exempted company with limited liability under Companies Act of Bermuda. The addresses of the registered office and principal place of business of the Company are Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Room 626-629, Corporation Park, 11 On Lai Street, Siu Lek Yuen, Shatin, New Territories, Hong Kong respectively. The Company's shares are listed on the Main board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in Note 20 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is also the functional currency of the Company and all values are rounded to nearest thousand except otherwise indicated.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable International Financial Reporting Standards ("**IFRSs**") issued by the International Accounting Standards Board ("**IASB**"). IFRSs comprise International Financial Reporting Standards, International Accounting Standards ("**IASs**"); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap.622). Material accounting policy information adopted by the Group are disclosed below.

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

3. ADOPTION OF NEW AND REVISED IFRSs

(a) New and amendments to IFRSs that are mandatorily effective for the current year

The Group has applied the following amendments to IFRSs issued by the IASB for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2023 for the preparation of the consolidated financial statements:

IFRS 17 (including the October 2020 and February 2020 Amendments to IFRS 17)	Insurance Contracts
Amendments to IAS 8	Definition of Accounting Estimates
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to IAS 12	International Tax Reform – Pillar Two Model Rules
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies

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

3. ADOPTION OF NEW AND REVISED IFRSs (CONTINUED)

(b) Amendments to IFRSs in issue but not yet effective

The Group has not early applied any amendments to standards and interpretation that have been issued but are not yet effective for the financial year beginning 1 January 2023. The amendments to standards and interpretation include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendment to IFRS 16 – Lease Liability in a Sale and Leaseback	1 January 2024
Amendment to IAS 1 – Classification of Liabilities as Current or Non-current	1 January 2024
Amendment to IAS 1 – Non-current Liabilities with Covenants	1 January 2024
Amendment to IAS 7 and IFRS 7 – Supplier Finance Arrangements	1 January 2024
Amendment to IAS 21 – Lack of Exchangeability	1 January 2025
Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

The directors of the Company anticipate that the application of the above amendments to HKFRSs will not have material impact on the consolidated financial statements in the foreseeable future.

(c) Impacts on application of Amendments to IAS 1 and IFRS Practice Statement 2 "Disclosure of Accounting Policies"

The Group has adopted Amendments to IAS 1 and IFRS Practice Statement 2 "Disclosure of Accounting Policies" for the first time in the current year. IAS 1 "Presentation of Financial Statements" is amended to replace all instances of the term "significant accounting policies" with "material accounting policy information". Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

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

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

The application of the amendments has had no material impact on the Group's financial positions and performance but has affected the disclosure of the Group's accounting policies set out in Note 4 to the consolidated financial statements.

4. MATERIAL ACCOUNTING POLICY INFORMATION

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the material accounting policy information below (e.g. financial assets at FVTPL carried at fair value).

The preparation of consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 5.

The material accounting policies applied in the preparation of these consolidated financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Consolidation

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

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

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

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

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(a) Consolidation (Continued)

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

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

(b) Goodwill

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

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

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("**CGUs**") or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually, or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to its recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(c) Foreign currency translation

(i) Functional and presentation currency

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

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

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

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

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

(iii) Translation on consolidation

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

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

– Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and

– All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

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

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(d) Property, plant and equipment

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

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

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the consolidated statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of items of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

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

Leasehold improvements	20%
Furniture, fixtures and equipment	20%
Motor vehicles	20%

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

(e) Lease

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group as a lessee

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(e) Lease (Continued)

The Group as a lessee (Continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method.

Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

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

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(f) Intangible Assets

Intangible assets acquired separately and with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the income statement when the asset is derecognised.

(g) Recognition and derecognition of financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at 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 Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(h) Financial assets

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

Debt Investments

Debt Investments held by the Group are classified into amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.

Equity Investments

An investment in equity securities classified as FVTPL are recognised in profit or loss as other income.

(i) Trade and other receivables

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

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

(j) Financial liabilities and equity instruments

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

(k) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(l) Trade and other payables

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(m) Equity instruments

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

(n) Revenue recognition

Revenue from contracts with customers

Under IFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

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

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

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

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

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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. A contract asset and a contract liability relating to a contract are accounted for an presented on a net basis.

For contracts that contain more than one performance obligation, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

Sale of goods and service

Revenue from sale of good and service from internet and mobile's application and related accessories is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the products. The normal credit term is 30 to 180 days upon delivery. Payment in advance is required for some contracts.

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(n) Revenue recognition (Continued)

Distribution of computer and mobile related electronic products and accessories

Revenue from the distribution of computer-related and mobile-related electronic products and accessories included mobile payment platform and gaming industry and in particular in application development for merchants, online gaming, interactive virtual reality experience utilities application for mobile platform and mass advertising are recognised when control of the products has transferred, being at the point the products are delivered to the customer and the customer has accepted the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Interest income

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

Dividend income

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

(o) Employee benefit

(i) Employee leave entitlements

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

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

(ii) Pension obligations

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

(iii) Termination benefits

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(p) Share-based payments

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

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

(q) Taxation

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

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

Deferred tax is recognised on 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 difference to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of transaction does not given rise of equal taxable and deductible differences.

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

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

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

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(r) Impairment of non-financial assets

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

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

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

(s) Impairment of financial assets

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

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

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

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

Significant increase in credit risk

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(s) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

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

– an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

– significant deterioration in external market indicators of credit risk for a particular financial instrument;

– existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

– an actual or expected significant deterioration in the operating results of the debtor;

– significant increases in credit risk on other financial instruments of the same debtor;

– an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

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

(i) the financial instrument has a low risk of default,

(ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and

(iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

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

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(s) Impairment of financial assets (Continued)

Definition of default

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

– when there is a breach of financial covenants by the counterparty; or

– information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

Credit-impaired financial assets

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

– significant financial difficulty of the issuer or the counterparty;

– a breach of contract, such as a default or past due event;

– the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;

– it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or

– the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two 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. Any recoveries made are recognised in profit or loss.

4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(s) Impairment of financial assets (Continued)

Measurement and recognition of ECL

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

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

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

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

(t) Provisions and contingent liabilities

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

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

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

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

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

(a) Critical judgements in applying accounting policies

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

Significant increase in credit risk

As explained in Note 4(s), ECL under general approach are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

(b) Key sources of estimation uncertainty

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

(i) Impairment of goodwill, intangible assets, property, plant and equipment

Determining whether goodwill, intangible assets, property, plant and equipment are impaired requires an estimation of the value in use of the CGU to which goodwill, intangible assets, property, plant and equipment have been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than the expected, or change in facts and circumstances which results in downward revision future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise.

The carrying amounts of goodwill, intangible assets, property, plant and equipment were approximately HK$4,686,000, HK$Nil and HK$534,000 (2022: HK$4,686,000, HK$5,817,000 and HK$813,000) respectively as at 31 December 2023. Details of the impairment assessment of the goodwill and intangible assets are provided in Notes 17, 18 and 15 respectively to the consolidated financial statements.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (CONTINUED)

(b) Key sources of estimation uncertainty (Continued)

(ii) Impairment of (i) trade receivables, (ii) bond receivable and (iii) deposits and other receivables

The management of the Group estimates the amount of impairment loss for ECL on (i) trade receivables, (ii) bond receivable and (iii) deposits and other receivables based on the credit risk of (i) trade receivables and (ii) deposits and other receivables. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

The information about the ECL and the Group's (i) trade receivables, (ii) bond receivables and (iii) deposits and other receivables are disclosed in Note 32(b) to these consolidation financial statements.

As at 31 December 2023, the carrying amounts of (i) trade receivables, (ii) bond receivables and (iii) deposits and other receivables are approximately (i) HK$46,119,000 (net of allowance of ECL of approximately HK$32,327,000) (2022: HK$40,031,000 (net of allowance of ECL of approximately HK$25,551,000), (ii) HK$2,855,000 (net of allowance of ECL of approximately HK$6,836,000) (2022: HK$8,104,000 (net of allowance of ECL of approximately HK$97,000) and (iii) HK$271,210,000 (net of allowance of ECL of approximately HK$18,845,000) (2022: HK$278,593,000 (net of allowance of ECL of approximately HK$18,845,000) respectively.

6. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

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

6. FAIR VALUE MEASUREMENTS (CONTINUED)

Fair value estimation

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

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values as at 31 December 2023 and 2022.

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value:

	2023 Level 1 HK$'000	2022 Level 1 HK$'000
As at 31 December 2023		
Financial assets at fair value through profit or loss:		
Listed equity securities in Hong Kong – quoted bid in an active market	**42,817**	43,977

During the years ended 31 December 2023 and 2022, there were no transfers in the fair value hierarchy between Level 1 and Level 2, or transfers into or out of Level 3.

7. REVENUE AND SEGMENT INFORMATION

The directors of the Company, chief operating decision-maker (the "**CODM**") has been identified as the key management of the Group. The CODM reviews the Group's internal reporting process in order to assess performance and allocate resources.

The CODM considers the business from both a business and geographic perspective for the purposes of resource allocation and assessment focuses on revenue analysis. From business perspective, CODM determines that the Group has only one operating and reportable segment, being the mobile's application development and related accessories operating segments. No other discrete financial information is provided other than the Group's result and financial position as a whole.

7. REVENUE AND SEGMENT INFORMATION (CONTINUED)

The Group's revenue from its major products and services were as follow:

Disaggregation of revenue from contracts with customers

	2023 HK$'000	2022 HK$'000
Revenue from contracts with customers within the scope of IFRS 15:		
Mobile's application development and settlement application services	**49,380**	89,094
Computer and mobile related electronic products and services	**21,579**	–
	70,959	89,094
Timing of revenue recognition:		
At a point in time	**67,839**	89,094
Transferred over time	**3,120**	–
	70,959	89,094

Geographical information

The Group operates in two principal geographical areas – Hong Kong and the People's Republic of China ("**PRC**") (excluding Hong Kong). The Group's revenue from end customers is divided into following geographical area and the Group's non-current assets by geographical location:

	Revenue		Non-current assets	
	2023 HK$'000	2022 HK$'000	2023 HK$'000	2022 HK$'000
Hong Kong	**27,679**	4,306	**5,220**	13,580
The PRC	**43,280**	84,788	**–**	–
Others	**–**	–	**–**	699
	70,959	89,094	**5,220**	14,279

Information about major customers

For both years, no single customer accounted for 10% or more of the Group's total revenue and no information about major customers is presented accordingly.

8. OTHER INCOME AND GAINS

	2023 HK$'000	2022 HK$'000
Other Income		
Bank interest income	2	1
Bond interest income	745	745
Dividend income	5	5
Sundry income	100	27
	852	778
Other gains		
Gain on disposal of property, plant and equipment	–	9
Net foreign exchange gains	–	1
	–	10
Total	852	788

9. LOSS FROM OPERATIONS

Loss from operations is stated after charging:

	2023 HK$'000	2022 HK$'000
Depreciation of property, plant and equipment	279	278
Amortisation of intangible assets*	5,817	6,646
Auditor's remuneration		
– Audit services	680	630
Expenses relating to short term leases	729	751
Provision for ECL on trade receivables, bond receivables, deposits and other receivables	13,515	23,068
Staff costs, including directors' emoluments (Note 10)		
– Salaries and allowances	2,153	2,063
– Retirement benefit schemes contribution	50	31
– Share-based payment expenses	–	6,898
	2,203	8,992

* Included in selling and administrative expenses.

10. BENEFITS AND INTERESTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' remuneration

Benefits and interests of directors (disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) and Hong Kong Listing Rules):

	Fees		Salaries and allowances		Retirement scheme contributions		Share-based payment expenses		Total	
	2023 HK$'000	2022 HK$'000	2023 HK$'000	2022 HK$'000	2023 HK$'000	2022 HK$'000	2023 HK$'000	2022 HK$'000	2023 HK$'000	2022 HK$'000
Chief executive officer and executive director:										
Wang Zhongling (Note i)	115	240	–	–	–	–	–	–	115	240
Executive directors:										
Li Jinglong (Note ii)	180	180	–	–	–	–	–	–	180	180
Zhang Ligong (Note ii)	180	180	–	–	–	–	–	–	180	180
	360	360	–	–	–	–	–	–	360	360
Independent non-executive directors:										
Kwan King Wah (Note iii)	150	180	–	–	–	–	–	–	150	180
Lo Suet Lai (Note iv)	96	130	–	–	–	–	–	–	96	130
Cheng Ruixiong (Note v)	120	130	–	–	–	–	–	–	120	130
	366	440	–	–	–	–	–	–	366	440
	841	1,040	–	–	–	–	–	–	841	1,040

Note:

(i) Mr. Wang Zhongling was resigned as executive director of the Company on 13 November 2023.

(ii) Mr. Li Jinglong and Mr. Zhang Ligong were removed as executive director of the Company on 31 January 2024.

(iii) Mr. Kwan King Wah was resigned as an independent non-executive director of the Company on 31 October 2023.

(iv) Ms. Lo Suet Lai was resigned as an independent non-executive director of the Company on 18 October 2023.

(v) Mr. Cheng Ruixiong was removed as an independent non-executive director of the Company on 31 January 2024.

10. BENEFITS AND INTERESTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(b) Five highest paid individuals

The five highest paid individuals of the Group include three (2022: four) directors of the Company whose emoluments are disclosed in note 10(a) to the consolidated financial statements.

The aggregate of the emoluments in respect of the other two (2022: one) individuals is as follows:

	2023 HK$'000	2022 HK$'000
Salaries and allowances	**729**	600

	2023	2022
Nil to HK$1,000,000	**2**	1

During the years ended 31 December 2023 and 2022, no emoluments were paid by the Group to any of the directors, or any of the highest paid individuals as the discretionary bonus or an inducement to join or upon joining the Group or as compensation for loss of office.

No director waived or agreed to waive any emoluments.

During the year ended 31 December 2023, no share options were granted to employees in respect of their services to the Group). The Group had granted share options to certain employees, further details of which were included in Note 34 to the consolidated financial statements.

(c) Directors' material interest in transactions, arrangements or contracts

Save for disclosed in Note 35 to these consolidated financial statements, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

11. FINANCE COSTS

	2023 HK$'000	2022 HK$'000
Interest expense on other borrowings	**167**	–
Interest expense on bond payables	**1,500**	1,716
	1,667	1,716

12. INCOME TAX CREDIT

	2023 HK$'000	2022 HK$'000
Current tax:		
– The PRC	**520**	1,332
Deferred tax:		
– Credited during the year (Note 26)	**(1,456)**	(1,661)
	(936)	(329)

Hong Kong

Under the two-tiered profits tax rates regime, the first HK$2,000,000 of assessable profits of qualifying corporations will be taxed at 8.25%, and assessable profits above HK$2,000,000 will be subject to tax rate of 16.5%. The assessable profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

No provision for Hong Kong Profits Tax has been made as the Group had no assessable profit or had sufficient tax losses brought forward to offset against current year's assessable profit for the years ended 31 December 2023 and 2022.

The PRC

The PRC Enterprise Income Tax ("**PRC EIT**") is calculated at the applicable tax rates of 25% (2022: 25%) in accordance with the relevant laws and regulations in the PRC.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the respective jurisdictions. Income tax credit for the years ended 31 December 2023 and 2022 can be reconciled to the loss before tax per the consolidated statement of profit or loss multiplied by PRC EIT rate as follows:

	2023 HK$'000	2022 HK$'000
Loss before tax	**(32,148)**	(69,032)
Tax calculated at 25% (2022: 25%)	**(8,037)**	(17,258)
Tax effect of income not taxable for tax purposes	**(853)**	(3,294)
Tax effect of expenses not deductible for tax purposes	**5,436**	9,234
Tax effect of temporary difference not recognised	**(91)**	820
Effect of different tax rates of subsidiaries operating in other jurisdictions	**560**	1,020
Effect of estimated tax losses not recognised	**2,049**	9,792
Tax effect of utilisation of tax losses not previously recognised	**–**	(643)
Income tax credit	**(936)**	(329)

13. LOSS PER SHARE

The calculation of basic loss per share for the year is based on the Group's loss attributable to owners of the Company of approximately HK$32,118,000 (2022: HK$67,462,000) and weighted average number of ordinary shares in issue during the year ended 31 December 2023 of 603,545,948 (2022: 603,545,948).

The basic and diluted loss per share are the same for the years ended 31 December 2023 and 2022 as the effect of the share options does not have any dilutive effect.

14. DIVIDENDS

The directors of the Company do not recommend the payment of any dividend for the year ended 31 December 2023 (2022: Nil).

15. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK$'000	Furniture, fixtures and equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
Cost				
As at 1 January 2022	833	5,800	932	7,565
Write-off	–	(9)	–	(9)
As at 31 December 2022, 1 January 2023 and 31 December 2023	833	5,791	932	7,556
Accumulated depreciation and impairment				
As at 1 January 2022	772	4,798	904	6,474
Charged for the year	30	220	28	278
Write-off	–	(9)	–	(9)
As at 31 December 2022 and 1 January 2023	802	5,009	932	6,743
Charged for the year	30	249	–	279
As at 31 December 2023	**832**	**5,258**	**932**	**7,022**
Carrying amount				
As at 31 December 2023	**1**	**533**	**–**	**534**
As at 31 December 2022	31	782	–	813

15. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The Group carried out reviews of the recoverable amount of its property, plant and equipment as at 31 December 2023 and 2022 as the Group incurred operating losses for these years and the management of the Group considered there was indication for impairment. These assets were mainly allocated to the Group's CGU of settlement application services (the "**Settlement CGU**").

As at 31 December 2023, the recoverable amounts of the Settlement CGU have been determined on the basis of their value in use using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates of 14.8% (2022: 15.3%), growth rates and budgeted gross margin and turnover during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on long-term average economic growth rate of the geographical area in which the businesses of the Settlement CGUs operate. Budgeted gross margin and turnover are based on past practices and expectations on market development.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with the residual period. As at 31 December 2023 and 2022, the Group assessed and concluded no impairment losses were required to make as the recoverable amount of the Settlement CGU was higher than the carrying value of property, plant and equipment.

16. BOND RECEIVABLES

On 23 March 2022, the Group subscribed an unconvertible bond with a principal amount of HK$3,000,000. The bond is unsecured and interest-bearing at fixed rates of 6.5% per annum. The bond will mature on 22 March 2024.

On 19 August 2021, the Group subscribed an unconvertible bond with a principal amount of HK$5,000,000. The bond is unsecured, interest-bearing at fixed rates of 11% per annum and repayable on demand. The bond interest is receivable per annum from the issue date. The effective interest rate is 9.02%.

	2023 HK$'000	2022 HK$'000
Unlisted debt instrument, at amortised cost	**9,691**	8,201
Less: Allowance for ECLs	**(6,836)**	(97)
	2,855	8,104
Represented by:		
– Non-current	**–**	2,963
– Current	**2,855**	5,141
	2,855	8,104

Details of assessment of ECLs and the movement of allowance for ECLs is set out in Note 32(b)(ii).

17. GOODWILL

	HK$'000
Cost	
As at 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	**187,566**
Accumulated impairment losses	
As at 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	**182,880**
Carrying amount	
As at 31 December 2022 and 2023	**4,686**

For the years ended 31 December 2023 and 2022, goodwill has been allocated for impairment testing purposes to the CGU of mobile's application development internet (the "**Mobile CGU**") by the Group.

Particular of impairment assessment on goodwill are disclosed below:

The carrying amount of goodwill was allocated to CGU as follows:

	2023 HK$'000	2022 HK$'000
The Mobile CGU	**4,686**	4,686

At the end of each reporting periods, the goodwill and brand name and distribution network included in intangible assets were allocated to the Mobile CGU for impairment assessment and based on which, no additional impairment loss on goodwill and brand name and distribution network included in intangible assets recognised for the year ended 31 December 2023 (2022: Nil). Details of impairment assessment is set out in Note 18 to the consolidated financial statements.

18. INTANGIBLE ASSETS

	Logo HK$'000	Product development and design HK$'000	Contract rights HK$'000	Mobile application software and technology HK$'000	Brand name and distribution network HK$'000	Total HK$'000
Cost						
As at 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	**148**	**629,637**	**1,199,321**	**98,000**	**89,932**	**2,017,038**
Accumulated amortisation and impairment						
As at 1 January 2022	148	629,637	1,199,321	98,000	77,469	2,004,575
Amortisation for the year	–	–	–	–	6,646	6,646
As at 31 December 2022 and 1 January 2023	148	629,637	1,199,321	98,000	84,115	2,011,221
Amortisation for the year	**–**	**–**	**–**	**–**	**5,817**	**5,817**
As at 31 December 2023	**148**	**629,637**	**1,199,321**	**98,000**	**89,932**	**2,017,038**
Carrying amount						
As at 31 December 2023	**–**	**–**	**–**	**–**	**–**	**–**
As at 31 December 2022	–	–	–	–	5,817	5,817

The intangible assets "logo", "product development and design", "contract rights", "mobile application software and technology" and "brand name and distribution network" as disclosed above are amortised over its estimated useful lives, which are 5, 5, 10, 5 and 5 years respectively.

Impairment of intangible assets (brand name and distribution network) and goodwill

During the year ended 31 December 2023, the directors of the Company assessed the recoverable amount of the Mobile CGU to which the intangible assets of approximately HK$nil (2022: HK$5,817,000) and goodwill of approximately HK$4,686,000 (2022: HK$4,686,000) (Note 17) were allocated. The recoverable amount of the Mobile CGU has been determined on the basis of value in use calculation and is based on certain key assumptions. The value in use calculation is based on cash flow projections prepared from financial budgets approved by the directors of the Company and valued by the independent professional valuer covering a 5 year period and pre-tax discount rate of 14.8% (2022: 15.3%). Cash flows beyond the 5th year period are extrapolated using the estimated growth rate stated below and this growth rate does not exceed the average long-term growth rate for the industry.

18. INTANGIBLE ASSETS (CONTINUED)

Impairment of intangible assets (brand name and distribution network) and goodwill (Continued)

Particular of impairment assessment on intangible assets and goodwill are disclosed below:

The net carrying amount of intangible assets and goodwill were allocated to CGU as follows:

	2023 HK$'000	2022 HK$'000
The Mobile CGU		
– Intangible assets	–	5,817
– Goodwill	4,686	4,686
	4,686	10,503

The key assumptions used in value in use calculation at 31 December 2023 and 2022 are as follows:

	2023	2022
EBITDA margin (average of next five years)	79.68%	60.51%
Long term growth rate	2.22%	2%
Discount rate	14.80%	15.30%

Management determined the earning before income tax, finance costs, depreciation and amortisation ("**EBITDA**") margin based on past performance and its expectations regarding market development. The long-term growth rate does not exceed the long-term average growth rate for the industry and the country in which the Mobile CGU currently operates. The discount rate used is pre-tax and reflects specific risks relating to the Mobile CGU.

Based on the above assessment, the management of the Group have assessed the recoverable amount of the Mobile CGU is higher than its carrying value as at 31 December 2023. Accordingly, no impairment loss was recognised on the goodwill and intangible assets relating to the Mobile CGU for the year ended 31 December 2023 (2022: Nil).

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 HK$'000	2022 HK$'000
Listed investments		
Listed equity securities in Hong Kong	42,817	43,977

Financial assets at fair value through profit or loss are held for trading purpose and stated at fair value. The fair value of listed securities in Hong Kong is determined based on quoted market bid price available on the Stock Exchange.

20. INVESTMENTS IN SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 December 2023 and 2022 are set out below:

Name	Principal place of business/incorporation and date of incorporation or establishment	Ordinary share/ registered capital	Percentage of equity attributable to the Company	Principal activities
Directly held by the Company				
RCG Hong Kong Holdings Limited	Hong Kong/BVI 20 October 1999	US$200	100% (2022: 100%)	Investment holding
Sharp Asia International Limited	Hong Kong/BVI 18 April 2005	US$1,000	100% (2022: 100%)	Investment holding
Goodwill Alliance International Limited	Hong Kong/BVI 5 September 2018	US$50,000	100% (2022: 100%)	Investment holdings
Indirectly held by the Company				
RCG Corporation Limited	Hong Kong 26 November 1999	HK$2	100% (2022: 100%)	Development of Internet and web software mobile application business
Most Ideas Limited	Hong Kong/BVI 3 January 2012	US$50,000	55% (2022: 55%)	Investment holding
MG Interactive Limited ("MGI")	Hong Kong 21 June 2016	HK$1,000	55% (2022: 55%)	Development of Internet and web software mobile application business
MG Interactive Entertainment Limited (Note)	Hong Kong 6 March 2007	HK$1,960,000	100% (2022: 55%)	Development of Internet and web software
Easy Ideas Limited	Hong Kong/BVI 3 January 2012	US$2	100% (2022: 100%)	Investment holdings
Techno Vision Limited	Hong Kong 14 February 2012	HK$10,000	100% (2022: 100%)	Computer system developments
Han Technology Company Limited	Hong Kong 9 April 2005	HK$10	60% (2022: 60%)	Trading of computer and mobile related electronic products
盈科創見科技(深圳)有限公司*	PRC 9 August 2012	RMB1,000,000	100% (2022: 100%)	Computer system developments
華付通聯科技(深圳)有限公司*	PRC 15 May 2018	RMB1,000,000	100% (2022: 100%)	Settlement application service

* Wholly foreign-owned enterprises in the PRC, which registered as limited liability company under PRC Law.

The above table lists the subsidiaries of the Company which, in the opinion of directors of the Company, principally affected the results or assets of the Group. To give the details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

Note: During the year ended 31 December 2023, the Group acquired remaining interest for a non-wholly owned subsidiary, MG Interactive Entertainment Limited, with a consideration of HK$980,000. After the completion of the acquisition, the MG Interactive Entertainment Limited become a wholly owned subsidiary of the Group with effective from 1 November 2023.

21. TRADE RECEIVABLES

An ageing analysis of the trade receivables, arising from contracts with customers within the scope of IFRS 15 as at the end of the reporting period, based on the invoice date is as follows:

	2023 HK$'000	2022 HK$'000
0 to 30 days	**5,632**	16,538
31 to 60 days	**–**	5,532
61 to 90 days	**–**	4,574
91 to 180 days	**–**	3,935
Over 180 days	**72,814**	35,003
	78,446	65,582
Less: Allowance for ECLs	**(32,327)**	(25,551)
	46,119	40,031

The credit terms of trade receivables are generally on 30-180 days (2022: 30-180 days) during the year ended 31 December 2023.

Movement in lifetime ECL has been recognised for trade receivables for the years ended 31 December 2023 and 2022 as follows.

	Total HK$000
At 1 January 2022	13,326
Written off	(2,032)
Allowance for ECLs	14,257
At 31 December 2022 and 1 January 2023	25,551
Allowance for ECLs	**6,776**
At 31 December 2023	**32,327**

Details of assessment of ECLs are set out in Note 32(b)(ii).

22. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	2023 HK$'000	2022 HK$'000
Prepayments	**513**	11,055
Other deposits	**284,553**	293,603
Other receivables	**5,502**	3,090
Interest receivables	**–**	745
	290,568	308,493
Less: Allowance for ECLs	**(18,845)**	(18,845)
	271,723	289,648

As at 31 December 2023, included in other deposits of approximately HK$284,553,000 (2022: HK$293,470,000) was deposit paid to induce merchants for the use of settlement application services.

Details of assessment of ECLs and movement of allowance for ECLs are set out in Note 32(b)(ii).

23. CASH AND BANK BALANCES

	2023 HK$'000	2022 HK$'000
Cash at banks and on hand	**12,813**	6,656

Included in cash at bank and on hand are the following amounts denominated in a currency other than the functional currency of the Company to which they relate:

	2023 HK$'000	2022 HK$'000
Japanese Yen	**284**	284
Renminbi	**668**	672
United States Dollars	**17**	13

As at 31 December 2023 and 2022, cash and bank balances carry interest at floating rates based on daily bank deposit rate. Included in cash at bank and on hand of the Group, Renminbi is not a freely convertible currency. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange Renminbi for other currencies through banks authorised to conduct foreign exchange business.

24. SHARE CAPITAL

	Number of shares	Par value HK$	Share capital HK$
Authorised:			
Ordinary share			
As at 1 January 2022	50,000,000,000	0.04	2,000,000,000
Capital reorganisation on 15 August 2022	150,000,000,000		–
As at 31 December 2022, 1 January 2023 and 31 December 2023	200,000,000,000	0.01	2,000,000,000
Issued and fully paid:			
Ordinary share			
As at 1 January 2022	3,017,729,744	0.04	120,709,190
Capital reorganisation on 15 August 2022	(2,414,183,796)		(114,674,730)
As at 31 December 2022, 1 January 2023 and 31 December 2023	603,545,948	0.01	6,035,460

On 15 August 2022, every five issued and unissued shares were consolidated into one share ("**consolidated shares**") of HK$0.2 each ("**share consolidation**"). Immediately upon the share consolidation, the issued share capital would be reduced whereby:

i) where applicable, any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation shall be cancelled;

ii) the issued share capital of the Company of HK$120,709,189.60 divided into 603,545,948 Consolidated Shares shall be reduced to HK$6,035,459.48 divided into 603,545,948 New Shares by cancelling the paid-up capital of the Company to the extent of HK$0.19 on each of the issued Consolidated Shares such that the par value of each issued Consolidated Share would be reduced from HK$0.20 to HK$0.01; and

iii) the credit arising from the Capital Reduction in the approximately HK$114,673,730 was be credited to the Contributed Surplus account up to the Effective Date by the Directors in any manner permitted by the Companies Act and Bye-laws.

Details were disclosed in the announcements dated 19 July 2022 and 11 August 2022.

25. RESERVES

Group

The amounts of the Group's reserve and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

Nature and purpose of reserve

(a) Share premium

Under the Company's Bye-Laws or the laws of Bermuda, the share premium account of the Company may be applied for payment of distributions or dividends to shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

(b) Share-based payment reserve

It represents value of employee services in respect of share options granted to directors, employees and eligible participants of the Group recognised.

(c) Capital reserve

It represents the difference between the paid-in capital/share capital and share premium of the subsidiaries acquired and the nominal value of the Company's shares issued for the acquisition at the time of group reorganisation prior to its listing on the Stock Exchange.

(d) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 4(c) to the consolidated financial statements.

(e) Statutory reserve

In accordance with the PRC Company Law and the Group's PRC subsidiaries' articles of association, the Group's PRC subsidiaries are required to allocate 10% of its profit after tax as determined in accordance with the relevant accounting principles and financial regulations applicable to PRC companies to the statutory reserve until such reserve reaches 50% of the registered capital. The appropriation to the reserve must be made before any distribution of dividends to equity holders. The statutory reserve can be used to offset previous years' losses, if any, and part of the legal reserve can be capitalised as paid-in capital provided that the amount of such reserve remaining after the capitalisation shall not be less than 25% of the paid-in capital of the Group's subsidiaries.

26. DEFERRED TAX LIABILITIES

The following is the deferred tax liabilities of the Group and movements thereon:

	Intangible assets HK$'000
As at 1 January 2022	3,117
Credited to consolidated statement of profit or loss (Note 12)	(1,661)
As at 31 December 2022 and 1 January 2023	1,456
Credited to consolidated statement of profit or loss (Note 12)	(1,456)
As at 31 December 2023	**–**

Under the Law of the PRC on EIT, a withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards.

As at 31 December 2023 and 2022, deferred taxation has not been provided in the financial statements in respect of temporary difference attributable to profits earned by the Group's PRC subsidiaries since 1 January 2008 as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future.

27. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date is as follows:

	2023 HK$'000	2022 HK$'000
0 to 30 days	**10,847**	196
31 to 60 days	**–**	–
61 to 90 days	**–**	13
Over 90 days	**2,215**	2,006
	13,062	2,215

The credit terms of trade payables are generally 0-60 days (2022: 0-60 days).

28. ACCRUALS AND OTHER PAYABLES

	2023 HK$'000	2022 HK$'000
Accruals	**3,877**	3,813
Other payables	**4,287**	5,944
Interest payables	**3,456**	1,956
	11,620	11,713

29. BOND PAYABLES

On 8 January 2021, the Company issued an unconvertible bond with the principal amount of HK$20,000,000 to an independent third-party of the Group, giving rise to a total proceed of HK$20,000,000, to provide working capital of the Group. The interest rate of the bond is 10% and payable per annum from the issue date. The bond will mature on 7 January 2026. During the year ended 2022, the Company early repaid HK$5,000,000.

	2023 HK$'000	2022 HK$'000
Bond payables		
– Non-current	**14,515**	14,515
The bond payables are repayable as follow:		
Two to five years	**14,515**	14,515

30. OTHER BORROWINGS

	2023 HK$'000	2022 HK$'000
Other borrowings	**3,167**	–

As at 31 December 2023, the unsecured other borrowings of amount HK$3,167,000 (2022: Nil) are payable within one year. The effective interest rate of the other borrowings is 8% (2022: Nil)

31. DETAILS OF NON-WHOLLY-OWNED SUBSIDIARIES THAT HAVE NON-CONTROLLING INTERESTS

The table below show the details of non-wholly-owned subsidiaries of the Group that have non-controlling interests:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Profit/(loss) attributable to non-controlling interests		Accumulated non-controlling interests	
		As at 31 December 2023	As at 31 December 2022	For the year ended 31 December 2023 HK$'000	For the year ended 31 December 2022 HK$'000	For the year ended 31 December 2023 HK$'000	For the year ended 31 December 2022 HK$'000
MGI	Hong Kong	**45%**	45%	**(17)**	(1,216)	**279**	296
Han Technology	Hong Kong	**40%**	40%	**1,094**	7	**1,402**	308
Othe individual immaterial subsidiaries with non-controlling interests				**(171)**	(32)	**(798)**	(627)
				906	(1,241)	**883**	(23)

32. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

	2023 HK$'000	2022 HK$'000
Financial assets		
Financial assets at fair value through profit or loss	**42,817**	43,977
Financial assets at amortised cost (including cash and bank balances)	**332,997**	330,421
Financial liabilities		
Financial liabilities at amortised cost	**42,364**	28,443

(b) Financial risk management objective and policies

(i) Market Risk

The Group's major financial instruments include financial assets at FVTPL, trade and other receivables, deposits, bond receivables, bond payables trade and other payables. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Price Risk

The Group is exposed to equity price risk mainly through its investment in listed equity securities. The directors of the Company manage this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's equity price risk is mainly concentrated in equity securities listed in the Stock of Exchange for the years ended 31 December 2023 and 2022. The directors of the Company will monitor the risks and consider hedging the risk exposure should the need arise.

32. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objective and policies (Continued)

(i) Market Risk (Continued)

Equity price sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risk at the end of the reporting period.

If the equity prices had been 15% higher/lower (2022: 15% higher/lower):

- loss before tax for the year ended 31 December 2023 would decrease/increase by approximately HK$6,423,000 (2022: approximately HK$6,597,000) as a result of gain/loss in fair value of financial assets at fair value through profit or loss.

Foreign currency risk

The Group mainly operates in Hong Kong and the PRC and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Renminbi ("**RMB**") and Hong Kong dollars ("**HKD**"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Company's management do not expect the net foreign currency risk from these activities to be significant and hence, the Group do not presently hedge the foreign exchange risks. The Group periodically review liquid assets and liabilities held in currencies other than the functional currencies of the respective subsidiaries to evaluate its foreign exchange risk exposure and will consider hedging significant foreign currency exposure should the need arise.

Interest rate risk

The Group's bond receivables, bond payables and other borrowings bear interests at fixed interest rates which expose the Group to fair value interest rate risks.

The Group's exposure to cash flow interest rate risk mainly arises from its bank deposits. These bank deposits bear interests at floating rates varied with the prevailing market condition.

Except as stated above, the Group does not have other significant interest-bearing assets and liabilities at the end of reporting period, and its income and operating cash flows are substantially independent of changes in market interest rates.

(ii) Credit risk

The Group's credit risk is primarily attributable to trade receivables, bond receivables, deposits and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

32. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objective and policies (Continued)

(ii) Credit risk (Continued)

It is the risk that a counterparty is unable to pay amount in full when due. It arises primarily from the Group's receivables. The Group limits its exposure to credit risk by rigorously selecting counterparties. The Group mitigates its exposure to risk relating to receivables by dealing with customers with sound financial standing. The Group seeks to maintain strict control over its outstanding receivables and has a credit control policy to minimise credit risk. In addition, all receivables balances are monitored on an ongoing basis and overdue balances are followed up by management of the Group. The amounts presented in the consolidated statement of financial position are net of allowances for doubtful receivables, if any, estimated by the management of the Group based on prior experience and the current economic environment. The Group reviews the recoverable amount of each individual debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company believe that the credit risk is significantly reduced. The Group has a concentration of credit risk in certain individual customers. At the end of reporting period, the five largest receivable balances accounted for 29.2% as at 31 December 2023 (2022: 33.1%) of the trade receivables and the largest trade receivable was 13.6% (2022: 16.2%) of the Group's total trade receivables. The Group seeks to minimise its risk by dealing with counterparties which have a good credit history. Majority of the trade receivables that are neither past due nor impaired have no default payment history.

In assessing whether the credit risk of financial assets have increased significantly since initial recognition, the Group compares the risk of default occurring on the financial assets assessed at the end of the reporting period with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is past due for more than 90 days. 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.

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

- an actual or expected significant deterioration in a financial assets' external or internal credit rating (if available);

- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group; and

- the financial asset is past due.

32. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objective and policies (Continued)

(ii) Credit risk (Continued)

Trade receivables

The Group applies the simplified approach to provide for expected credit losses, as required by IFRS 9, which permits the use of the lifetime ECL provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed a historical analysis and identified the economic variable credit risk and expected credit loss. This considers available reasonable and supportive forwarding-looking information.

As at 31 December 2023	0 to 30 days	31 to 60 days	61 to 90 days	91 to 180 days	Over 180 days	Total
Expected credit loss rate	**2%**	**N/A**	**N/A**	**N/A**	**44%**	
Gross carrying amount (HK$'000)	**5,632**	**–**	**–**	**–**	**72,814**	**78,446**
Lifetime ECL (HK$'000)	**(111)**	**–**	**–**	**–**	**(32,216)**	**(32,327)**
	5,521	**–**	**–**	**–**	**40,598**	**46,119**

As at 31 December 2022	0 to 30 days	31 to 60 days	61 to 90 days	91 to 180 days	Over 180 days	Total
Expected credit loss rate	1%	4%	7%	12%	69%	
Gross carrying amount (HK$'000)	16,538	5,532	4,574	3,935	35,003	65,582
Lifetime ECL (HK$'000)	(232)	(228)	(313)	(483)	(24,295)	(25,551)
	16,306	5,304	4,261	3,452	10,708	40,031

Bond receivables, deposits and other receivables

The Group applies the general approach and uses three categories for ECL on bond receivable, deposits and other receivables. These categories reflect their credit risk and how the loss provision is determined for the category. In calculating the ECL rates, the Group considers historical loss rates for each category, the prevailing economic conditions, value of collateral and adjusts for forward looking data.

32. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objective and policies (Continued)

(ii) Credit risk (Continued)

Bond receivables, deposits and other receivables (Continued)

The movement of loss allowance for bond receivables during the years ended 31 December 2023 and 2022 are as follows:

	Bond receivables		
	(Stage 1 12-months ECL)	(Stage 3 12-months ECL)	Total
	HK$'000	HK$'000	HK$'000
At 1 January 2022	57	–	57
Allowance for ECLs	40	–	40
At 31 December 2022 and 1 January 2023	97	–	97
Transfer for the year			
Stage 1 to Stage 3	(62)	62	–
Allowance for ECLs	500	6,239	6,739
At 31 December 2023	535	6,301	6,836

The movement of loss allowances for deposits and other receivables during the years ended 31 December 2023 and 2022 are as follows:

	Deposits and other receivables		
	(Stage 1 12-months ECL)	(Stage 2 12-months ECL)	Total
	HK$'000	HK$'000	HK$'000
At 1 January 2022	39,177	–	39,177
Written off	(29,103)	–	(29,103)
Allowance of ECLs	8,771	–	8,771
At 31 December 2022 and 1 January 2023	18,845	–	18,845
Transfer for the year			
Stage 1 to Stage 2	(18,845)	18,845	–
At 31 December 2023	–	18,845	18,845

The Group deposited bank balances with approved and reputable banks. Bankruptcy or insolvency of the banks may cause the Group's right with respect to bank balances held to be delayed or limited. The directors of the Company monitor the credit rating of these banks on an ongoing basis, and consider that the Group's exposure to credit risk at 31 December 2023 and 2022 were minimal.

32. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objective and policies (Continued)

(ii) Credit risk (Continued)

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December.

Maximum exposure as at 31 December 2023

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
Trade receivables*	**–**	**–**	**–**	**78,446**	**78,446**
Other receivables	**–**	**5,502**	**–**	**–**	**5,502**
Other deposits	**–**	**284,553**	**–**	**–**	**284,553**
Bond receivables	**3,390**	**–**	**6,301**	**–**	**9,691**
	3,390	**290,055**	**6,301**	**78,446**	**378,192**

Maximum exposure as at 31 December 2022

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
Trade receivables*	–	–	–	65,582	65,582
Other receivables	3,090	–	–	–	3,090
Other deposits	293,603	–	–	–	293,603
Interest receivables	745	–	–	–	745
Bond receivables	8,201	–	–	–	8,201
	305,639	–	–	65,582	371,221

* For trade receivables to which the Group applies the simplified approach for impairment, information on the expected credit losses is disclosed in Note 36(b)(i) and Note 26. There is no significant concentration of credit risk.

32. FINANCIAL INSTRUMENTS (CONTINUED)

(b) Financial risk management objective and policies (Continued)

(iii) Liquidity risk

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

The following tables detail the Group's remaining contractual maturity for its non-derivate financial liabilities based on the agreed repayment terms as at 31 December 2023 and 2022. The tables have 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. The maturity dates for non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows.

	Contractual undiscounted cash flow				
	On demand and within 1 year HK$'000	Between 1 and 2 years HK$'000	Between 2 and 5 years HK$'000	Total HK$'000	Total carrying amount HK$'000
As at 31 December 2023					
Non-derivative financial liabilities					
Trade payables	**13,062**	**–**	**–**	**13,062**	**13,062**
Accruals and other payables	**11,620**	**–**	**–**	**11,620**	**11,620**
Other borrowings	**3,240**	**–**	**–**	**3,240**	**3,167**
Bond payables	**–**	**–**	**19,500**	**19,500**	**14,515**
	27,922	**–**	**19,500**	**47,422**	**42,364**
As at 31 December 2022					
Non-derivative financial liabilities					
Trade payables	2,215	–	–	2,215	2,215
Accruals and other payables	11,783	–	–	11,783	11,713
Bond payables	–	–	21,000	21,000	14,515
	13,998	–	21,000	34,998	28,443

32. FINANCIAL INSTRUMENTS (CONTINUED)

(c) 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 stakeholders through the optimisation of debt and equity balance.

The Group's overall strategy remains unchanged from 2022 to 2023.

The capital structure of the Group consists of net debts and equity of the Group (comprising issued capital and all reserves as stated in consolidated statement of changes in equity).

The gearing ratio at end of the reporting period was as follows.

	2023 HK$'000	2022 HK$'000
Debt	**17,682**	14,515
Less: cash and bank balances (Note 23)	**(12,813)**	(6,656)
Net debt	**4,869**	7,859
Equity	**332,875**	364,045
Net debt to equity ratio	**1.46%**	2.16%

The only externally imposed capital requirement for the Group is to maintain a public float of at least 25% of the shares for its listing on the Stock Exchange. As at 31 December 2023 and 2022, the Group has maintained a public float of at least 25% of the shares.

(d) Fair value of financial instruments

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values as at 31 December 2023 and 2022.

33. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

	Note	2023 HK$'000	2022 HK$'000
ASSETS			
Non-current assets			
Bond receivables		–	2,963
Investments in subsidiaries		30,928	60,928
		30,928	63,891
Current assets			
Amounts due from subsidiaries		1,860	404
Bond receivables		2,855	5,141
Other receivables		–	748
Cash and bank balances		217	3,110
		4,932	9,403
Total assets		35,860	73,294
CAPITAL AND RESERVES			
Share capital	24	6,035	6,035
Reserves	33(b)	(24,830)	14,535
(Capital deficiency)/Total equity		(18,795)	20,570
Current liabilities			
Amounts due to subsidiaries		36,804	35,327
Accruals and other payables		3,336	2,882
		40,140	38,209
Non-current liabilities			
Bond payables		14,515	14,515
Total liabilities		54,655	52,724
Total equity and liabilities		35,860	73,294
Net current liabilities		(35,208)	(28,806)
Total assets less current liabilities		(4,280)	35,085
Net (liabilities)/assets		(18,795)	20,570

The financial statements were approved and authorised for issue by the board of directors of the Company on 28 March 2023 and signed on its behalf by:

Poon Chun Yin
Executive Director

Lin Chih Chia
Executive Director

33. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

(b) Reserves movement of the Company:

	Share premium (Note 25(a)) HK$'000	Share-based payment reserve (Note 25(b)) HK$'000	Capital reserve (Note 25(c)) HK$'000	Accumulated losses HK$'000	Total HK$'000
As 1 January 2022	2,851,018	35,064	8,877	(2,991,253)	(96,294)
Loss and total comprehensive loss for the year	–	–	–	(10,743)	(10,743)
Grant of share options (Note 34)	–	6,898	–	–	6,898
Lapse of share options (Note 34)	–	(21,162)	–	21,162	–
Capital reorganisation (Note 24)	114,674	–	–	–	114,674
As at 31 December 2022 and 1 January 2023	2,965,692	20,800	8,877	(2,980,834)	14,535
Loss and total comprehensive loss for the year	–	–	–	(39,365)	(39,365)
Lapse of share options (Note 34)	–	(1,125)	–	1,125	–
As at 31 December 2023	**2,965,692**	**19,675**	**8,877**	**(3,019,074)**	**(24,830)**

34. SHARE-BASED PAYMENT RESERVE

	2023 HK$'000	2022 HK$'000
As at the beginning of the year	**20,800**	35,064
Cancellation of share options	**–**	(21,162)
Lapse of share options	**(1,125)**	–
Grant of share options	**–**	6,898
As at the end of the year	**19,675**	20,800

(a) The Company has adopted the option scheme on 28 June 2013 (the "**Option Scheme**") whereby the directors of the Company are authorised, at their discretion, to invite eligible participants of the Group, including the employees and directors of any company in the Group, to take up options at HK$1 consideration to subscribe for shares of the Company. The Option Scheme will remain in force for a period of 10 years commencing from 28 June 2013. Options granted must be accepted within 21 days from the date of the grant. The exercise period of the share options granted is determined by the directors of the Company but not later than 10 years from the date of grant. Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares of the Company.

34. SHARE-BASED PAYMENT RESERVE (CONTINUED)

(a) (Continued)

The purpose of the Option Scheme is to provide incentives and/or rewards to eligible participants for their contributions to, and continuing efforts to promote the interests of the Company.

The maximum number of shares in respect of which share options may be granted under the Option Scheme and any other share option scheme of the Company shall be 10% of the shares in issue as at 28 June 2013.

The number of option available for grant under the scheme mandate was Nil (2022: 60,354,594), respectively approximately 0% (2022: 0%) of total number of shares in issue of the Company as the share option scheme was expired on 27 June 2023.

The exercise price must be at least the higher of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of offer of grant, which must be a trading day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares on the date of the grant.

During the year ended 31 December 2023, the Company did not grant any share options to eligible participants and no share options exercised under the share option scheme of the Company.

All options are to be settled in cash. Staff who had resigned from the Group would forfeit their respective granted share options.

(b) Movements in the number of share options outstanding and the related weighted average exercise prices are as follows:

	2023		2022	
	Weighted average exercise price per share	**Number of options**	Weighted average exercise price per share	Number of options
Outstanding as at the beginning of the year	**HK$0.465**	**120,126,000**	HK$0.601	545,863,000
Lapse of share options	**HK$0.465**	**(6,000,000)**	HK$1.067	(246,933,000)
Grant of share options	**–**	**–**	HK$0.330	301,700,000
Consolidation of share options upon capital reorganisation	**–**	**–**	HK$0.465	(480,504,000)
Outstanding as at the end of the year	**HK$0.465**	**114,126,000**	HK$0.465	120,126,000

34. SHARE-BASED PAYMENT RESERVE (CONTINUED)

(b) (Continued)

	Date of grant	Exercise price HK$	Outstanding as at 1 January 2023	Granted	Exercised	Lapsed	Cancelled upon capital reorganisation	Outstanding as at 31 December 2023	Exercisable period
Employees									
	28.07.2017	0.995	4,966,000	–	–	–	–	4,966,000	28.07.2017 – 27.07.2027
	18.05.2021	0.565	36,820,000	–	–	–	–	36,820,000	18.05.2021 – 17.05.2024
	10.05.2022	0.330	60,340,000	–	–	–	–	60,340,000	10.05.2022 – 09.05.2025
Sub-total			102,126,000	–	–	–	–	102,126,000	
Directors									
Li Jinglong	18.05.2021	0.565	6,000,000	–	–	–	–	6,000,000	18.05.2021 – 17.05.2024
Zhang Ligong	18.05.2021	0.565	6,000,000	–	–	–	–	6,000,000	18.05.2021 – 17.05.2024
Wang Zhongling	18.05.2021	0.565	6,000,000	–	–	(6,000,000)	–	–	18.05.2021 – 17.05.2024
Sub-total			18,000,000	–	–	(6,000,000)	–	12,000,000	
Total			120,126,000	–	–	(6,000,000)	–	114,126,000	
Weighted average exercise price (HK$)			0.465	–	–	0.465	–	0.465	

	Date of grant	Exercise price HK$	Outstanding as at 1 January 2022	Granted	Exercised	Lapsed	Cancelled upon capital reorganisation	Outstanding as at 31 December 2022	Exercisable period
Employees									
	28.07.2017	0.995	24,830,000	–	–	–	(19,864,000)	4,966,000	28.07.2017 – 27.07.2027
	15.04.2019	1.067	246,933,000	–	–	(246,933,000)	–	–	15.04.2019 – 14.04.2029
	18.05.2021	0.565	184,100,000	–	–	–	(147,280,000)	36,820,000	18.05.2021 – 17.05.2024
	10.05.2022	0.330	–	301,700,000	–	–	(241,360,000)	60,340,000	10.05.2022 – 09.05.2025
Sub-total			455,863,000	301,700,000	–	(246,933,000)	(408,504,000))	102,126,000	
Directors									
Li Jinglong	18.05.2021	0.565	30,000,000	–	–	–	(24,000,000)	6,000,000	18.05.2021 – 17.05.2024
Zhang Ligong	18.05.2021	0.565	30,000,000	–	–	–	(24,000,000)	6,000,000	18.05.2021 – 17.05.2024
Wang Zhongling	18.05.2021	0.565	30,000,000	–	–	–	(24,000,000)	6,000,000	18.05.2021 – 17.05.2024
Sub-total			90,000,000	–	–	–	(72,000,000)	18,000,000	
Total			545,863,000	301,700,000	–	(246,933,000)	(480,504,000)	120,126,000	
Weighted average exercise price (HK$)			0.601	0.330	–	1.067	0.465	0.465	

34. SHARE-BASED PAYMENT RESERVE (CONTINUED)

(c) As at 31 December 2023 and 2022, outstanding share options have the following remaining contractual lives and exercise prices:

Share Options granted on	2023 Remaining contractual life	2023 Number of options	2022 Remaining contractual life	2022 Number of options
28 July 2017	**3.6 years**	**4,966,000**	4.6 years	4,966,000
18 May 2021	**0.4 year**	**48,820,000**	1.4 years	53,020,000
10 May 2022	**1.4 year**	**60,340,000**	2.4 years	60,340,000

(d) According to the Binomial option pricing model, the values and adjusted values of the options granted are as follows:

Fair value of share options granted during the years ended 31 December 2022 and assumptions

	2022
Fair value of each share option at grant date	HK$0.020
Share price of each share at grant date	HK$0.066
Exercise price of each share option	HK$0.330
Expected volatility	75%
Option life	3 years
Expected dividend yield	–
Risk-free interest rate	2.546%

The expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Based on the fair values derived from the above pricing model, the fair value of the share options granted on 10 May 2022 was approximately HK$6,898,000, of which approximately HK$6,898,000 have been charged as share-based compensation payment to profit or loss for the year ended 31 December 2022.

There was no market vesting condition or non-market performance condition associated with the options granted.

At 31 December 2023, the Company had 114,126,000 (2022: 120,126,000) share options outstanding under the Option Schemes, which represented approximately 19.9% (2022: 19.9%) of the Company's shares in issue at that date.

35. SIGNIFICANT RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these consolidated financial statements, the Group had the following significant related party transactions:

Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in Note 10, is as follows:

	2023 HK$'000	2022 HK$'000
Salaries and allowances	**841**	1,040

36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flow were, or future cashflows will be classified in the Group's consolidated statement of cash flows from financing activities.

	Other borrowings HK$'000	Bond payables HK$'000	Total HK$'000
At 1 January 2022	–	20,000	20,000
Cash items:			
Early settlement of bond payables	–	(5,485)	(5,485)
Non-cash items:			
Interest expenses	–	1,716	1,716
Transfer to interest payables	–	(1,716)	(1,716)
At 31 December 2022 and 1 January 2023	–	14,515	14,515
Cash items:			
Proceeds from other borrowings	3,000	–	3,000
Non-cash items:			
Interest expenses	167	1,500	1,667
Transfer to interest payables	–	(1,500)	(1,500)
At 31 December 2023	**3,167**	**14,515**	**17,682**

37. NON-CASH TRANSACTIONS

During the year ended 31 December 2022, the equity-settled share-based payment were approximately HK$6,898,000.

38. RETIREMENT BENEFITS SCHEME

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

Under the above 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.

The employees in the PRC are members of state-managed retirement benefit scheme operated by the PRC government. The Company's subsidiaries operating in the PRC is required to contribute a certain percentage of payroll to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the scheme is to make the required contribution under the scheme.

During the years ended 31 December 2023 and 2022, the Group had no forfeited contributions under the MPF Scheme and the retirement benefit scheme in the PRC that might be used by the Group to reduce the existing level of contributions.

For the year ended 31 December 2023, the aggregate amount of the Group's contributions to the aforementioned schemes was approximately HK$50,000 (2022: approximately HK$31,000) which was included in the staff costs.

Corporate Information

DIRECTORS

Executive Directors:

Mr. Poon Chun Yin *(appointed on 31 January 2024)*
Mr. Lin Chih Chia *(appointed on 31 January 2024)*
Mr. Li Jinglong *(removed on 31 January 2024)*
Mr. Zhang Ligong *(removed on 31 January 2024)*
Mr. Wang Zhongling *(resigned on 13 November 2023)*

Independent Non-executive Directors:

Ms. Peng Jing Yi *(appointed on 31 January 2024)*
Mr. Tse Tung Leung, Tony *(appointed on 31 January 2024)*
Mr. Wong Sze Lok *(appointed on 29 February 2024)*
Mr. Cheng Ruixiong *(removed on 31 January 2024)*
Mr. Kwan King Wah *(resigned on 31 October 2023)*
Ms. Lo Suet Lai *(resigned on 18 October 2023)*

COMPANY SECRETARY

Mr. Tang Man Hin *(resigned on 25 October 2023)*
Mr. Chan Kam Fuk *(appointed on 25 October 2023)*

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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WEBSITE

www.hklistco.com/802

PRINCIPAL SHARE REGISTRAR

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

BERMUDA LEGAL ADVISER

Conyers Dill & Pearman
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8 Connaught Place
Central
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AUDITORS

McMillan Woods (Hong Kong) CPA Limited
24/F., Siu On Centre
188 Lockhart Road
Wan Chai, Hong Kong

PRINCIPAL BANKERS

Chong Hing Bank Limited

China e-Wallet Payment Group Limited

中 國 錢 包 支 付 集 團 有 限 公 司 *

* For purpose of identification only