



Loco Hong Kong Holdings Limited
港銀控股有限公司

(incorporated in Hong Kong with limited liability 於香港註冊成立的有限公司)

(Stock Code 股份代號 : 8162)

Annual Report 年報
2022

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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Mr. Wang Wendong
(Chairman and Chief Executive Officer)
Mr. Fung Chi Kin

Independent Non-Executive Directors

Mr. Zhou Tianshu
Ms. Wu Liyan
Ms. Wong Susan Chui San

AUDIT COMMITTEE

Mr. Zhou Tianshu *(Chairman)*
Ms. Wu Liyan
Ms. Wong Susan Chui San

EXECUTIVE COMMITTEE

Mr. Wang Wendong *(Chairman)*
Mr. Fung Chi Kin
Mr. Zhou Tianshu

REMUNERATION COMMITTEE

Ms. Wu Liyan *(Chairlady)*
Mr. Wang Wendong
Mr. Zhou Tianshu
Ms. Wong Susan Chui San

NOMINATION COMMITTEE

Mr. Wang Wendong *(Chairman)*
Mr. Zhou Tianshu
Ms. Wu Liyan

COMPANY SECRETARY

Mr. Chiu Ming King

董事

執行董事

王文東先生
(主席兼行政總裁)
馮志堅先生

獨立非執行董事

周天舒先生
吳勵妍女士
黃翠珊女士

審核委員會

周天舒先生 *(主席)*
吳勵妍女士
黃翠珊女士

執行委員會

王文東先生 *(主席)*
馮志堅先生
周天舒先生

薪酬委員會

吳勵妍女士 *(主席)*
王文東先生
周天舒先生
黃翠珊女士

提名委員會

王文東先生 *(主席)*
周天舒先生
吳勵妍女士

公司秘書

趙明環先生

CORPORATE INFORMATION

公司資料

COMPLIANCE OFFICER

Mr. Fung Chi Kin

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

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STOCK CODE

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馮志堅先生

核數師

國衛會計師事務所有限公司
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股份代號

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CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Loco Hong Kong Holdings Limited (the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”), I would like to present the annual report of the Group for the year ended 31 December 2022 (the “**Current Year**”).

2022 was an extremely difficult year full of challenges. The geopolitical conflict between Russia and Ukraine, the mutation and resurgence of the pandemic and the game between major powers were among the turbulent factors in the world order that pushed up global inflation and put heavy pressure and negative expectations on the world economy. In the mainland of the People's Republic of China (the “**PRC Mainland**”), the pandemic kept resurging with sporadic and frequent outbreaks in 2022. Many regions such as the Pearl River Delta, Yangtze River Delta and Sichuan and Chongqing suffered from the impact of the pandemic, which had a significant impact on economic operations and disrupted supply chains and logistics. 2022 was also a challenging year for the Group, with many unpredictable and uncontrollable factors (pandemic lockdown, high temperature and electricity restrictions, earthquakes, etc.) affecting the Group's business. Against the backdrop of a difficult business environment, the Group's unremitting efforts, refinement of its business strategy and various proactive measures have resulted in an upward trend in the Group's operations and a significant improvement in the Group's revenue throughout 2022, particularly in the fourth quarter, showing a positive recovery.

各位股東：

本人謹代表港銀控股有限公司（「**本公司**」，連同其附屬公司統稱「**本集團**」）董事（「**董事**」）會（「**董事會**」），提呈本集團截至二零二二年十二月三十一日止年度（「**本年度**」）之年報。

二零二二年是充滿挑戰的一年，也是極其困難的一年。俄烏地緣政治衝突、疫情變異反覆和大國博弈等世界秩序中的動盪因素推高全球通脹，給世界經濟帶來沉重壓力及負面預期。而中華人民共和國內地（「**中國內地**」），二零二二年疫情反覆、多點頻發，珠三角、長三角及川渝等多區域均遭受到疫情衝擊，經濟運行受到較大影響，供應鏈及物流一度中斷。二零二二年於本集團而言亦極具挑戰，面臨諸多超預期及不可控因素（疫情封鎖、高溫限電、地震等）影響，在業務環境艱難的背景下，本集團堅持不懈努力、優化業務策略及採取多種積極措施，使得集團經營呈現向好趨勢，二零二二全年（特別在第四季度）集團收入得到較大改善，復甦態勢良好。

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In terms of the metal business, in the three years since the outbreak of the pandemic in 2020, the Group's metal business has been severely impacted by rising logistics costs and uncertainty risks due to the "border closure" between the international and domestic markets and between Hong Kong and the PRC Mainland, as well as the shortage of supply and shrinking demand for our products. Despite this, we have not relented in our efforts to respond proactively and in a comprehensive manner. While maintaining our existing trading of metal business, the Group took advantage of the "Sichuan-Hong Kong Summit" in September 2021 to further expand the domestic metal industry supply chain and other businesses, and successfully signed a strategic cooperation agreement with a customer in the PRC Mainland in March 2022. 2022 saw the Group start to provide metal supply chain services to several new customers in the PRC Mainland. As a metal supply chain integrator, the Group provides customers with one-stop integrated services covering procurement, insurance, logistics, trade, customs declaration and market information on the most favourable terms. Our business model can create maximum value and effectively reduce procurement costs for customers, and has good potential for sustainable development.

於金屬業務，自二零二零年疫情爆發三年以來，由於國際與國內及香港與內地的「封關」，物流成本及不確定性風險不斷攀升，產品的供給不足與需求萎縮，均對本集團的金屬業務造成嚴重衝擊。儘管如此，我們從未懈怠，堅持積極應對和全面佈局。本集團在保持現有金屬貿易業務的同時，借助二零二一年九月「川港峰會」的良好契機，進一步拓展國內金屬產業供應鏈等業務，並在二零二二年三月成功與國內客戶簽署了戰略合作協議。二零二二年，本集團已經開始為國內數家新客戶提供金屬供應鏈服務。作為金屬供應鏈集成商，本集團以最優惠的條件為客戶提供涵蓋採購、保險、物流、貿易、海關申報和市場資訊等方面的一站式綜合服務，我們的業務模式可為客戶最大化的創造價值，有效降低客戶採購成本，具備良好的可持續發展潛力。

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In terms of the education management services business, the Group made a good start in 2019 with the introduction of the education management services business, which was profitable in the same year. 2020 saw a severe impact on the education management services business due to the outbreak of the pandemic, followed by the government's new policies on the rectification and reform of education and the "Double Reduction Opinions" issued by the General Office of the CPC Central Committee and the General Office of the State Council in 2021, which brought about significant changes to the domestic education industry. In response to the new policy of national education reform, the Group adjusted its business strategy in a timely manner and shifted its business focus to the areas of arts and physical education, humanistic and well-rounded education encouraged by the national education policy. In 2022, we also developed a new customer engaged in nature experience well-rounded education and a new customer who was a distributor of educational textbooks and books. At present, the Group's diversification of customers include kindergartens, education institutions engaged in art, music, sports, science and technology, outdoor and other aspects, as well as education institutions focusing on humanistic well-rounded education and textbooks and books distributors. The combination of the business development direction encouraged by the policies, rich education management resources, diversified customer base and good cooperation with customers enable us to have unique and sustainable competitive advantages, which will help us to develop more potential customers. During the Current Year, we continued to adopt a prudent assessment and lending policy for credit facilities due to the uncertain economic environment.

In 2022, despite the difficult situation faced by the Group, we never slacked off and have taken various measures to expand our trading of metal business and education management services business in a risk-controlled manner, with a view to optimising our business opportunities and improving our financial performance. At the same time, the Group remained committed to its strategy of prudence and continuous enhancement of risk control, and was determined to pursue a sound, high quality and sustainable business model.

於教育管理服務業務，自二零一九年本集團引入教育管理服務產業，即實現了當年引進、當年盈利的良好開端。二零二零年教育管理服務業務遭受到疫情爆發的嚴重衝擊，而後二零二一年國家教育整頓改革新政及中共中央辦公廳、國務院辦公廳出臺「雙減意見」，對於國內教育產業產生重大變化。本集團因應國家教育改革新政，及時調整業務策略，將業務重心轉向受國家教育政策鼓勵的藝體教育、人文及素質教育等領域，二零二二年我們還新拓展了自然體驗素質教育客戶和教育教材及圖書發行商客戶，目前本集團的客戶多元化涵蓋了包括幼兒園、從事藝術、音樂、體育、科技、戶外等方面的教育機構，以及專注於人文素質教育的教育機構和教育教材及圖書發行商。集受政策鼓勵的業務發展方向、豐富的教育管理資源、多元化的客戶群及與客戶的良好合作等因素，使我們具備了獨特的持續競爭優勢，有助於持續發展更多的潛在客戶。而於本年度內，放債業務因不確定的經濟環境影響，對於信貸項目我們依然採取了審慎的評估及放貸政策。

在二零二二年度，儘管本集團面臨艱難局面，但我們從未懈怠，並積極採取多種措施，在風險可控前提下，拓展金屬貿易業務和教育管理服務業務，希望以此優化商機及改善財務表現。與此同時，本集團依然恪守謹慎行事、持續加強風控之策略，堅定謀求穩健、高質、可持續發展的運營模式。

CHAIRMAN'S STATEMENT

主席報告

As the global society and economy are still facing complex and severe situations such as the escalation of the Russia-Ukraine conflict and high inflation, the world economy has become more uncertain. In the PRC Mainland, the economic environment is changing in a positive direction with the relaxation of national pandemic prevention and control, the focus on economic development and the resumption of normal travel between Hong Kong and the PRC Mainland after a three-year hiatus. We will keep abreast of the changes and opportunities in the general environment, and continue to adhere to the strategy of actively restoring and continuously expanding our core businesses to further develop our metal business and education management services business.

All in all, the Group will strive to seek development in the balance of risk control in its existing business model.

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our shareholders, customers and business partners for their continuous support and to our staff members for their diligence, dedication and contribution to the growth of the Group.

Wang Wendong

Chairman and Chief Executive Officer

Hong Kong, 24 March 2023

鑒於現時全球社會及經濟依然面臨俄烏衝突升級、通脹高位運行等複雜嚴峻局面，為世界經濟帶來更高的不確定性。而中國內地，隨著國家疫情防控放開、專注經濟發展，香港與內地時隔三年恢復通關，國內經濟環境正在不斷向積極的方向轉變。我們將跟從大環境的變化和機遇，繼續秉持積極恢復和不斷拓展核心業務的策略，進一步發展金屬業務和教育管理服務業務。

總之，本集團將在現有商業模式風控平衡中努力尋求發展。

本人謹代表董事會藉此機會對股東、客戶及業務合作夥伴的不懈支持致以衷心感謝，以及對各員工的勤奮、奉獻及對本集團發展作出的貢獻，表示由衷的感謝。

王文東

主席兼行政總裁

香港，二零二三年三月二十四日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

CORPORATE STRATEGY AND BUSINESS MODEL

Metal Business

The Group has been engaged in metal business in Hong Kong since 2010 which has been the Group's principal business since then. The Group used to derive revenue from the sales of metals, comprising silver, gold and tin, of which processed silver product was the Group's then principal product. However, since 2017, the metal business has been operating under challenging business environment caused by various external factors such as rigorous fluctuations in silver prices, Sino-US trade disputes, international economic downturn and tightening up of export of silver scraps from the mainland of the People's Republic of China (the "PRC Mainland") to Hong Kong. The COVID-19 pandemic in Hong Kong and the PRC Mainland seriously affected the import and export industry as well as logistic business in general, which enhanced the settlement risks significantly. In view of the challenging business environment of the metal business, the Company has taken immediate steps to radially switch its business focus from processing and sales of processed silver to becoming a supply chain integrator within the metal industry. The Group also taps into the business of gold trading in Hong Kong. Nevertheless, the Group has maintained its silver melting and processing facilities in Hong Kong and retained three core technicians such that the Group would be able to resume its silver processing operations as and when opportunities arise.

Being a supply chain integrator, the Group connects metal manufacturing enterprises in the PRC Mainland with downstream wholesalers and retailers of metal products whereby the Group provides its customers with one-stop integrated services to its customers by selecting suppliers with the best available terms (including product specification, pricing, payment, delivery terms, etc.). Benefiting from the Group's one-stop services cover procurement, insurance, logistics, trade and customs declaration and market intelligence etc. aspects, the Group's customers are able to simplify their procurement procedures, lower their overall procurement costs and focus on the sales activities. During the year ended 31 December 2022 (the "Current Year" or "2022"), the Group mainly derives revenue from acting as a supply chain integrator within the metal industry and provides supply-chain support for its customers which are based in the PRC Mainland.

企業策略及業務模式

金屬業務

本集團自二零一零年起於香港從事金屬業務，且自此該業務一直為本集團的主要業務。本集團通常自銷售金屬（包括白銀、黃金及錫）產生收入，其中加工白銀產品為本集團當時的主要產品。然而，自二零一七年以來，金屬業務一直在各種外部因素（如白銀價格劇烈波動、中美貿易糾紛、國際經濟下滑及白銀廢料由中華人民共和國內地（「中國內地」）出口至香港更為嚴格）導致的嚴峻業務環境下經營。香港及中國內地的新冠疫情嚴重影響進出口行業及綜合物流業務，令結算風險大幅增加。鑒於金屬業務的業務環境嚴峻，本公司已即時採取措施迅速將其業務重心由加工及銷售加工白銀轉為成為金屬行業的供應鏈集成商。本集團亦涉足香港的黃金貿易業務。然而，本集團維持其於香港的白銀冶煉及加工設施，並保留三個核心技術人員，令本集團可於時機合適時恢復其白銀加工業務。

作為供應鏈集成商，本集團連接中國內地金屬製造企業與金屬產品下游批發商及零售商，據此，本集團向其客戶提供一站式綜合服務，以最佳條款（包括產品規格、定價、支付、交付條款等）選擇供應商。受益於本集團的一站式服務涵蓋採購、保險、物流、貿易及報關以及市場資訊等方面，本集團客戶可簡化其採購流程、降低其整體採購成本及專注於銷售活動。截至二零二二年十二月三十一日止年度（「本年度」或「二零二二年」），本集團主要作為金屬行業的供應鏈集成商獲得收入，並為中國內地的客戶提供供應鏈支持。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Education Management Services Business

To further diversify the income stream of the Group, the Group successfully introduced the education management services business in the PRC Mainland in 2019. The Group's education management services business mainly involves the provision of comprehensive education management services (including but not limited to, recommend of experienced teachers/instructors, help recruitment of students, designing structure and content of course curriculum, formulation of promotional and marketing activities, designing course promotion materials, recommending teaching materials and textbooks for its customers) to various education institutions (including kindergartens, arts and physical education or well-rounded education (素質教育) providers, nature experience education (自然體驗教育) provider and distributor of educational text books and books) in Chengdu, Sichuan Province, the PRC Mainland so as to enhance the service quality and operation effectiveness of its customers. In return, the Group receives a management fee calculated with reference to the total revenue of the respective education institution.

教育管理服務業務

為進一步多元化本集團的收入流，本集團於二零一九年成功在中國內地推出教育管理服務業務。本集團的教育管理服務業務主要涉及向中國內地四川省成都市的各類教育機構（包括幼兒園、藝術與體育教育或素質教育供應商、自然體驗教育供應商及教育教材及圖書發行商）提供綜合教育管理服務（包括但不限於推薦資深教師／講師、幫助招募學生、為其客戶設計課程結構及內容、制定推廣及營銷活動、設計課程推廣材料、推薦教學材料及課本）以加強其客戶的服務質量及經營效率。作為回報，本集團收取管理費，管理費參考相關教育機構的總收益計算。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW

For the Current Year, the Group's principal activities were broadly divided into the trading of metal and metal supply chain business in Hong Kong and the PRC Mainland, provision of education management services in the PRC Mainland and provision of money lending services in Hong Kong.

Trading of metal

In the Current Year, global economy development was still subject to complex and grim negative expectations due to the combined impact of continued inflation and interest rate hikes in major economies, geopolitical conflicts and the ongoing pandemic.

Since the outbreak of the pandemic in 2020, international logistics costs and uncertainty risks have been escalating due to the pandemic prevention and control measures in various countries, together with the three-year "border closure" between Hong Kong and the PRC Mainland. At the same time, factors such as insufficient supply, shrinking demand and decline in business gross profit margin have severely impacted the Group's trading of metal business.

Nevertheless, the Group insisted on active response and comprehensive layout. In September 2021, the Group took the opportunity of the "Sichuan-Hong Kong Summit" to further expand the domestic metal industry supply chain and other businesses. In March 2022, the Group successfully entered into a strategic cooperation agreement with Chengdu Zhonghuan Fulin Trading Co., Ltd.* (成都中環福霖商貿有限公司) ("**Zhonghuan Fulin**"), an independent third party headquartered in Sichuan Province, China, and further entered into a supplemental agreement (the "**Supplemental Agreement**") in May 2022. Pursuant to the Supplemental Agreement, Sichuan Loco Metal Technology Limited ("**Sichuan Loco**") agreed to sell, and Zhonghuan Fulin agreed to purchase, metal products within the business scope of Sichuan Loco, including but not limited to steel, metal components and steel fastener materials. Zhonghuan Fulin is one of the largest supply chain units of hardware and electromechanical standard parts in Sichuan Province, and also a national hardware and electromechanical information collection unit in China. It has over 1,000 end customers, mainly including many large state-owned transportation infrastructure central enterprises, state-owned enterprises and manufacturing enterprises such as Sichuan Deyang Erzhong Heavy Equipment Company* (四川德陽二重重型裝備公司), Deyang Dongdian Group* (德陽東電集團), Chengdu Railway Bureau* (成都鐵路局), Chengdu Tianma Railway Bearing Co., Ltd.* (成都天馬鐵路軸承有限公司), FAW-Volkswagen Chengdu Factory* (一汽大眾成都工廠), Hunan Hongtai Power Construction Co., Ltd.* (湖南鴻泰電力建設有限公司), etc.

* English name for identification propose only

業務回顧

本年度，本集團之主要業務大致分為於香港及中國內地從事金屬貿易及金屬供應鏈業務，在中國內地提供教育管理服務及於香港提供放債服務。

金屬貿易

本年度，世界主要經濟體持續通脹及加息、地緣政治衝突以及尚未消除的疫情，在此三重影響疊加下，環球經濟發展依然面臨複雜嚴峻的負面預期。

自二零二零年疫情爆發以來，由於各國的疫情防控阻斷措施，連同香港與中國內地「封關」的這三年，造成國際物流成本及不確定性風險不斷攀升。與此同時，供給不足與需求萎縮、業務毛利率下降等因素，均對本集團的金屬貿易業務造成嚴重衝擊。

儘管如此，本集團堅持積極應對和全面佈局，在二零二一年九月，利用「川港峰會」的契機，進一步拓展國內金屬產業供應鏈等業務，並在二零二二年三月成功與總部位於中國四川省的獨立第三方成都中環福霖商貿有限公司（「**中環福霖**」）簽訂《戰略合作協議》，並且在二零二二年五月雙方進一步簽訂了補充協議（「**補充協議**」）。根據補充協議，四川港銀同意銷售、中環福霖同意採購四川港銀金屬科技有限公司（「**四川港銀**」）業務範圍內的金屬產品（包括但不限於鋼材、金屬零部件及鋼緊固件材料等）。中環福霖是四川省最大的五金機電標準件供應鏈單位之一，也是中國國家五金機電信息採集單位，其終端客戶超過一千家以上，主要包括有：四川德陽二重重型裝備公司、德陽東電集團、成都鐵路局，成都天馬鐵路軸承有限公司，一汽大眾成都工廠、湖南鴻泰電力建設有限公司等多家大型國有交通基建央企、國企及生產製造企業。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

During the Current Year, the pandemic in the PRC Mainland continued to be characterized by sporadic, widespread and frequent outbreaks. In March 2022, the outbreak of the pandemic in Shanghai caused temporary suspension or interruption of the logistics, production and supply chain of Shanghai and its surrounding core areas in the Yangtze River Delta. Until the pandemic was initially under control in June and July 2022, the production of factories gradually resumed, and the supply chain and industry chain also gradually recovered. The Group seized the opportunity to successfully complete the delivery and performance of several orders and contracts with Zhonghuan Fulin, laying a good foundation of mutual trust for subsequent business development. While the Group was planning to accelerate the development of its metal business in the PRC Mainland, in August 2022, Sichuan Province, the principal location of the Group's metal business in the PRC Mainland, experienced power blackouts caused by rare and continuous high temperature and drought, forcing many production and manufacturing industries to shut down. Earthquakes of great magnitude struck near Chengdu, Sichuan in September 2022, and local production and logistics in Chengdu were again interrupted due to the ongoing "city-wide static management" ("**lockdown management**") triggered by the pandemic, until the gradual discharge of the lockdown management in Chengdu in the end of September 2022. The unexpected and extreme environmental climate and the resurgence of COVID-19 had a significant impact on the normal operation of this business segment.

而本年度間，中國內地疫情持續呈現「點多、面廣、頻發」的特點。二零二二年三月，上海爆發疫情，致使上海及其周邊長三角核心區域的物流、生產及供應鏈一度暫停或中斷，直至二零二二年六、七月疫情初步受控，工廠生產逐步恢復，供應鏈及產業鏈也逐漸恢復，本集團抓緊時機順利完成了與中環福霖幾筆訂單合同的交付履行，為後續業務開展奠定了良好的互信基礎。正當本集團計劃加快發展中國內地金屬業務時，二零二二年八月，本集團國內金屬業務的重點地區四川省則經歷了罕見的連續高溫、乾旱導致的電力限電，很多生產及製造業被迫停工；二零二二年九月四川成都周邊出現較大級別地震，而成都本地則因疫情引發了持續的「全城全域靜態管理」（「**封控管理**」），生產及物流再次被中斷，直至二零二二年九月底成都的封控管理才逐步解除。突發的極端環境氣候及新冠疫情反覆，對此分部業務的正常營運造成很大的影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Despite the impact of many of the above uncontrollable factors, the Group has actively taken various measures to respond. In the Current Year, the Group has sold nearly 1,481 tonnes of metal products to Zhonghuan Fulin under the agreement. In addition to Zhonghuan Fulin, in the fourth quarter of 2022, the Group further expanded its customer base and started to provide metal supply chain services to three new Chinese customers. These three new customers have contributed revenue of approximately RMB10.79 million (approximately HK\$12.58 million) in the fourth quarter of 2022. These three new customers include two in Sichuan and one in Yunnan, who have been serving metal parts manufacturers and suppliers of the provincial-owned and state-owned enterprises such as China Railway Construction Group Corporation* (中國鐵道建築集團有限公司), China Telecommunications Corporation* (中國電信集團有限公司) and Kunming Rail Transit* (昆明軌道交通). The products involved in the trade are widely used in infrastructure projects such as high-speed rail, subway and large-scale transmission lines, which are products with rigid demand in the infrastructure industry.

In the Current Year, the Group continued to expand the metal industry supply chain business in the PRC Mainland market. As a metal supply chain integrator, the Group provides customers with one-stop integrated services covering procurement, insurance, logistics, trade, customs declaration and market information. The Group business model can create maximum value and effectively reduce costs for customers, and has good potential for sustainable development.

As of 2022, the overall revenue of the Group's trading of metal business improved significantly year-on-year, showing a good recovery trend. Revenue from this business segment was approximately HK\$34.55 million for the Current Year (2021: HK\$9.39 million) and, in particular, the revenue of the metal business in the fourth quarter of 2022 amounted to approximately HK\$18.32 million. The significant increase in revenue from the metal business underlined the Group's efforts to further develop the metal business and the sustainability of the business model. The Group is confident to further improve and expand its metal business in line with the general environment of the resumption of normal travel between the PRC Mainland and Hong Kong, optimisation of pandemic control and focus on economic development in the PRC Mainland.

* English name for identification propose only

儘管面臨上述諸多不可控因素影響，本集團積極採取多種措施予以應對，於本年度，本集團已根據協議向中環福霖銷售近1,481噸金屬產品。除中環福霖外，在二零二二年第四季，本集團進一步擴大了客戶群，並開始為三家新的中國客戶提供金屬供應鏈服務。此三家新客戶已於二零二二年第四季貢獻約人民幣10.79百萬元（約12.58百萬港元）的收入。這三家新客戶，有兩家在四川，一家在雲南，我們的客戶主要服務於中國鐵道建築集團有限公司、中國電信集團有限公司、昆明軌道交通等央企國企的金屬部件製造商及供貨商，貿易所涉及的产品均廣泛應用於高鐵、地鐵、大型輸電線路等基建項目，屬於基建行業內的剛性需求產品。

於本年度，本集團持續拓展中國內地市場金屬產業供應鏈業務，作為金屬供應鏈集成商，本集團為客戶提供涵蓋採購、保險、物流、貿易、海關申報和市場資訊等方面的一站式綜合服務，本集團的業務模式可為客戶最大化創造價值，有效降低客戶自身的成本，具有良好的持續發展潛力。

截至二零二二年度，本集團金屬貿易業務整體營收同比有較大改善，復甦態勢良好。於本年度，此業務分部收入為約34.55百萬港元（二零二一年：9.39百萬港元），特別是於二零二二年第四季，金屬業務收入為約18.32百萬港元。金屬業務營收的大幅增長表明了本集團進一步發展金屬業務的努力，及業務模式的可持續發展能力。本集團有信心緊跟中國內地與香港恢復通關、國內優化疫情管控並專注經濟發展的大環境，進一步改善和擴大金屬業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Education management services

As of 2022, our wholly-owned subsidiary, Sichuan Loco Yahui Education Management Limited* (四川港銀雅匯教育管理有限公司) (“**Loco Yahui**”), was principally engaged in the provision of education management services to different schools and education institutions in the PRC Mainland.

Since the introduction of the education management services business by the Group in 2019, it has achieved profit in the year of introduction. In 2020, the education management services business was also severely affected by the outbreak of the pandemic. In 2021, the government’s new policies on the rectification and reform of education and the “Double Reduction Opinions” issued by the General Office of the CPC Central Committee and the General Office of the State Council have a huge impact on the domestic education industry. In response to the new policy of national education reform, the Group timely adjusted its business strategy and shifted its business focus to the fields of art and sports education, humanities education and well-rounded education encouraged by the national education policy. The latest business strategy has achieved initial results in 2022. The Group has signed up a number of customers in the above-mentioned education fields and achieved good performance returns. According to the notice in relation to the orderly resumption of primary and secondary schools (kindergartens) was issued by the Education Bureau in Chengdu on 19 September 2022, the education management services business started to recover in the fourth quarter of 2022 and achieved revenue of approximately HK\$8.51 million during the fourth quarter of the year.

In the Current Year, Loco Yahui engaged by a new customer in Chengdu providing well-rounded education and entered into an education management service agreement with the customer. The customer is a humanistic well-rounded education institution providing natural experience education for primary and secondary school students. (For details, please refer to the voluntary announcement of the Company dated 7 June 2022). In the Current Year, Loco Yahui also entered into a management service agreement with a distributor of educational textbooks and books in the PRC Mainland to assist the customer in effectively improving the resource utilisation and maintenance of the educational books market and exploring educational books distribution market. Recently, the number of customers of the Group’s education management services business has reached 8, covering kindergartens, education institutions engaged in art, music, sports, science and technology, outdoor and other aspects, as well as education institutions focusing on humanistic well-rounded education and educational textbooks and books distributors.

* English name for identification purpose only

教育管理服務

截至二零二二年度，我們的全資子公司四川港銀雅匯教育管理有限公司（「**港銀雅匯**」）主要在中國內地向不同學校及教育機構提供教育管理服務。

自本集團二零一九年引入教育管理服務產業，即實現了當年引進、當年盈利的良好局面。二零二零年教育管理服務業務亦遭受到疫情爆發的嚴重衝擊，而後二零二一年國家教育整頓改革，中共中央辦公廳、國務院辦公廳出臺「雙減意見」，對國內教育產業產生巨大影響。本集團因應國家教育改革新政，及時調整業務策略，將業務重心轉向受國家教育政策鼓勵的藝體教育、人文教育及素質教育等領域。最新業務策略在二零二二年已近初顯成效，本集團已簽約了多家上述教育領域的客戶，並取得了良好的業績回報。隨著成都市教育局於二零二二年九月十九日印發關於普通中小學（幼兒園）有序返校復學之通知，二零二二年第四季，教育管理服務業務開始復甦，於本年度第四季度期間，實現收入約8.51百萬港元。

於本年度，港銀雅匯新拓展了成都一家提供素質教育的客戶，並簽訂教育管理服務協議，該客戶是一家為中小學生提供自然體驗教育等方面的人文素質教育機構。（詳情參見本公司於二零二二年六月七日之自願性公告）。於本年度，港銀雅匯還與中國內地一間教育教材及圖書發行商簽訂了管理服務協議，以協助該客戶有效提升教育圖書市場的資源利用維護及開拓教育圖書發行市場。目前本集團教育管理服務業務的客戶數量已達到8家，涵蓋了包括幼兒園、從事藝術、音樂、體育、科技、戶外等方面的教育機構，以及專注於人文素質教育的教育機構和教育教材及圖書發行商。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The business development direction encouraged by the policies, rich education management resources, diversified customer portfolio and good cooperation with customers enable the Group to have unique and sustainable competitive advantages, which will help to continuously attract more potential customers. At the same time, given that the PRC Mainland has gradually lifted the pandemic control, schools and various educational institutions are not expected to be required to suspend classes again, and extracurricular activities and humanities and well-rounded and after-school training for students not affected by policies will also return to normal. The customer base of the Group's education management services will increase enrolment and types of courses, thereby increasing tuition income, which will increase the revenue of the Group's education management services business.

This will effectively contribute to the development and revenue of the Group's education management services business. The Group will continue to pay close attention to policy trends and regulatory environment, and further optimise and adjust its business model and related arrangements in response to changes in national education policies.

This business segment contributed revenue of approximately HK\$13.79 million (2021: approximately HK\$4.55 million) to the Group during the Current Year.

Provision of money lending services

As of 2022, global economic and social development continued to face complex and severe challenges due to a range of uncertainties, including the geopolitical conflict between Russia and Ukraine, high global inflation and continued interest rate hikes. Similarly, the market conditions in the PRC Mainland were also affected. Therefore, the Group believed that the credit risk in its money lending services remains high. Due to the uncertain economic situation and business outlook, the Group strictly adheres to a prudent credit assessment and review policy and assesses the creditworthiness of existing and potential customers in a timely manner based on the prevailing market conditions and the respective background of the customers. As the prevailing uncertain economic conditions would affect asset valuation projections, business forecasts and individual repayment capacity projections, the Group still adopted further enhanced risk control measures and prudent evaluation and lending policies in selecting qualified credit applicants for potential business opportunities. However, the Group will conduct related business accordingly when the time comes.

Therefore, no revenue was recorded in this business segment during the Current Year (2021: Nil).

受政策鼓勵的業務發展方向、豐富的教育管理資源、多元化的客戶組合及與客戶的良好合作，使本集團具有獨特的持續競爭優勢，有助於持續吸引更多潛在客戶。同時，鑒於中國內地現已逐步放開疫情管控，學校及各教育機構預計將不會再被要求停課，而不受政策影響的學生課外活動及人文素質等課外培訓亦將重新回歸正常，本集團教育管理服務的客戶群將會增加招生名額及增加各類課程，從而提高學費收入，可增加本集團教育管理服務業務的收入。

這都將有力促進本集團教育管理服務業務的發展與收益。本集團仍將密切關注政策動向及監管環境，對其業務模式與相關安排，將應國家教育政策變化而進一步優化調整。

此業務分部於本年度，為本集團貢獻收入約13.79百萬港元（截至二零二一年：約4.55百萬港元）。

提供放債服務

截至二零二二度，由於俄烏地緣衝突、全球通脹高企與持續加息等一系列不確定性，環球經濟社會發展仍面臨複雜嚴峻挑戰。同樣地，中國內地市場情況亦受影響，因此本集團認為放債服務中的信貸風險仍處於高位。基於不確定的經濟形勢及商業展望，本集團嚴格遵守審慎的信貸評估及審閱政策，並根據當時的市況及客戶各自的背景及時評估現有及潛在客戶的信貸狀況。由於當前不確定的經濟狀況影響資產估值預測、商業預測及個人的還貸能力預測，本集團在選擇合資格信貸申請人以尋求潛在商機時，依然採取了進一步加強風控及審慎評估與放貸政策，但視時機成熟，本集團也會相應開展相關業務。

故此，該業務分部於本年度並未錄得收入（截至二零二一年：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

OUTLOOK

The current complex and severe situations such as the escalation of the Russia-Ukraine conflict and high inflation brought more uncertainties to the world economy. In the PRC Mainland, some important positive changes in the domestic economic environment are emerging such as the easing of national pandemic prevention and control policies, the focus on economic development, and the resumption of normal travel between Hong Kong and the PRC Mainland.

The Group expects that the metal business will benefit from the orderly resumption of domestic economic production, and the demand for commodity orders in the domestic metal market is expected to further increase, and the Group are endeavoring to discuss cooperation plan(s) with potential customers, so as to further expand the customer base of its metal business. In respect of the education management services business, with the optimisation of domestic pandemic prevention policies, education teaching and students' extracurricular courses will also return to normal, which will help the Group's education management services business to continue to recover and develop steadily. At the same time, the Group will continue to pay close attention to policy trends and regulatory environment, and further optimise and adjust in response to changes in national education policies in a timely manner. In addition, the Group has gained publicity in the education markets in Chengdu, and its team is actively expanding customer bases of education management services business. The Group will keep abreast of the changes and opportunities in the international and domestic environment, continue to adhere to the strategy of actively restoring and continuously expanding its core businesses, and further develop our metal business and education management services business. All in all, the Group will strive to seek development in the balance of risk control in its existing business model.

FINANCIAL REVIEW

For the year ended 31 December 2022, the Group had a total revenue of approximately HK\$48.3 million (2021: approximately HK\$13.9 million), representing an increase of approximately 247% as compared with 2021. The Group recorded loss of approximately HK\$23.2 million (2021: approximately HK\$31.4 million) for the year ended 31 December 2022, representing a decrease of approximately 26% as compared to 2021. The decrease in loss was mainly attributable to net effect of:

- (a) an increase in the Group's total revenue of approximately HK\$34.4 million as discussed in above;

展望

鑒於現時俄烏衝突升級、通脹高位運行等複雜嚴峻局面，為世界經濟帶來更高的不確定性。而中國內地，隨著國家疫情防控政策放開、專注經濟發展，香港與內地恢復通關，國內經濟環境的一些重要積極變化正在不斷發生。

本集團預期金屬業務將受益於國內經濟生產的有序重啟，國內金屬市場商品訂單需求將有望進一步攀升，本集團正努力跟潛在客戶探討合作計劃，進一步拓展本集團金屬業務的客戶群。對於教育管理服務業務，隨著國內防疫政策優化，教育教學及學生課外課程亦將重新回歸正常，將有助於集團教育管理服務業務持續恢復及穩步發展。同時，本集團還將繼續密切關注政策動向及監管環境，及時應國家教育政策變化而進一步優化調整。此外，本集團於成都的教育市場已建立一定知名度，本集團的團隊積極拓展教育管理服務業務的客戶群。本集團將緊跟國際、國內大環境的變化和機遇，繼續秉持積極恢復和不斷拓展核心業務的策略，進一步發展金屬業務和教育管理服務業務。總之，本集團將在現有商業模式風控平衡中努力尋求發展。

財務回顧

截至二零二二年十二月三十一日止年度，本集團錄得總收入約48.3百萬港元（二零二一年：約13.9百萬港元），較二零二一年增加約247%。截至二零二二年十二月三十一日止年度，本集團錄得虧損約23.2百萬港元（二零二一年：約31.4百萬港元），較二零二一年減少約26%。虧損減少主要歸因於下列各項的淨影響：

- (a) 誠如以上討論，本集團總收入增加約34.4百萬港元；

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- | | |
|--|---|
| (b) the carrying value of inventories sold was recognized approximately HK\$34.1 million (2021: approximately HK\$9.4 million); | (b) 已售存貨之賬面值確認約34.1百萬港元 (二零二一年：約9.4百萬港元)； |
| (c) fair value changes on investment in unlisted equity securities was recognized approximately HK\$0.17 million (2021: no fair value changes on investment in unlisted equity securities was recognized); | (c) 未上市股本證券投資的公平值變化確認約0.17百萬港元 (二零二一年：未上市股本證券投資的公平值未有錄得變化)； |
| (d) an increase in share of loss of an associate of approximately HK\$4.4 million; | (d) 分佔一間聯營公司虧損增加約4.4百萬港元； |
| (e) a decrease in employee costs of approximately HK\$5.3 million; and | (e) 僱員成本減少約5.3百萬港元；及 |
| (f) an increase in other operating expenses of approximately HK\$2.6 million. | (f) 其他營運開支增加約2.6百萬港元。 |

For the year ended 31 December 2022, the Group's loss attributable to owners of the Company was approximately HK\$22.1 million, as compared to the loss attributable to owners of the Company of approximately HK\$29.2 million for 2021.

截至二零二二年十二月三十一日止年度，本公司擁有人應佔的本集團虧損約22.1百萬港元，而於二零二一年，本公司擁有人應佔的虧損約29.2百萬港元。

The key performance indicators of the Group include those provided above and in the sections "Environmental, Social and Governance Report", "Business Review", "Capital Structure, Liquidity and Financial Resources" and "Financial Summary" of this annual report. They help the management to set, evaluate, implement and control strategies so as to improve the performance of the Group.

本集團的關鍵績效指標包括上文及本年報「環境、社會及管治報告」、「業務回顧」、「資本結構、流動資金及財務資源」及「財務概要」章節所述者。該等指標幫助管理層制定、評估、實施及管控其策略以提升本集團的表現。

CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2022, the Group had cash and bank balances of approximately HK\$4.2 million (2021: approximately HK\$20.9 million) and net current assets of approximately HK\$13.3 million (2021: approximately HK\$29.4 million). As at 31 December 2022, the current ratio stood at 1.65 times (2021: 7.24 times).

資本結構、流動資金及財務資源

於二零二二年十二月三十一日，本集團之現金及銀行結餘約4.2百萬港元 (二零二一年：約20.9百萬港元)，流動資產淨值約13.3百萬港元 (二零二一年：約29.4百萬港元)。於二零二二年十二月三十一日，流動比率為1.65倍 (二零二一年：7.24倍)。

The Group generally finances its operations primarily with internally generated cash and borrowings. The decrease in cash and bank balances of approximately HK\$16.7 million is mainly attributable to the loss for the year and the increase in the trade and other receivables, netting off by the proceeds from borrowings.

本集團一般主要透過內部產生的現金及貸款為其營運提供資金。現金及銀行結餘減少約16.7百萬港元主要歸因於本年度虧損及貿易及其他應收款項之增加 (扣除貸款所得款項)。

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As at 31 December 2022, the Group had outstanding borrowings of approximately HK\$12.1 million (2021: Nil). The borrowings represent loans denominated in HK\$ from shareholders bearing interest at 2.5% per annum which are unsecured and are repayable within one year.

As at 31 December 2022, no banking facilities were granted to the Group (2021: Nil). The Directors believed that the Group has adequate financial resources to fulfill its commitments and working capital requirements.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES, AND PLAN FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

On 31 May 2022, the Company (the “**Purchaser**”) (as the purchaser) and Mr. Hon Hang (“**Mr. Hon**”) (as the vendor) entered into the sale and purchase agreement, pursuant to which Mr. Hon agreed to sell, and the Company agreed to purchase, 4,300 shares of True Time International Investments Limited (“**True Time**”) (representing 43% equity interests in True Time), at the consideration of USD1 in cash (the “**Acquisition**”). Upon completion of the Acquisition, True Time becomes a wholly-owned subsidiary of the Company. For the details of the Acquisition, please refer to the announcement of the Company dated 31 May 2022.

As at 31 December 2022, the Group recorded financial assets measured at fair value through profit or loss of approximately HK\$4.28 million (2021: approximately HK\$5.5 million). Details of such financial assets are disclosed in Note 16 to the Consolidated Financial Statements.

Save as disclosed herein, there was no other significant investment held, material acquisition and disposal of subsidiaries and affiliated companies by the Company during the year ended 31 December 2022. There was no other plan for material investments or capital assets as at 31 December 2022.

於二零二二年十二月三十一日，本集團未償還的貸款約12.1百萬港元（二零二一年：無）。貸款指股東以港元計值提供的貸款，按年息2.5%計息，為無抵押及於一年內償還。

於二零二二年十二月三十一日，本集團並無獲授銀行融資（二零二一年：無）。董事認為本集團具備充足的財務資源滿足其承擔及營運資金需求。

持有重大投資、重大收購及出售附屬公司及聯屬公司，以及重大投資或資本資產的計劃

於二零二二年五月三十一日，本公司（「**買方**」）（作為買方）和韓珩先生（「**韓先生**」）（作為賣方）簽訂了買賣協議，據此，韓先生同意出售，及本公司同意購買True Time International Investments Limited (“**True Time**”)的4,300股股份（佔True Time 43%的股權），對價為1美元現金（「**收購**」）。收購完成後，True Time成為本公司的全資附屬公司。有關收購事項的詳情，請參閱本公司日期為二零二二年五月三十一日的公告。

於二零二二年十二月三十一日，本集團錄得約4.28百萬港元之按公平值計入損益的金融資產（二零二一年：約5.5百萬港元）。該金融資產的詳細披露於綜合財務報表附註16。

除本報告所披露者外，截至二零二二年十二月三十一日止年度，本公司概無持有其他重大投資、重大收購及出售附屬公司及聯屬公司。於二零二二年十二月三十一日，概無重大投資或資本資產的其他計劃。

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PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing of new shares in 2021

As disclosed in the Company's announcements dated 12 August 2021 and 20 August 2021, the Company had completed placing of 138,234,000 ordinary shares of the Company at a placing price of HK\$0.2 per placing share on 19 August 2021.

The placing price of HK\$0.2 per placing share under the placing represents: (i) a discount of approximately 15.97% to the closing price of HK\$0.238 per ordinary share as quoted on the Stock Exchange on 12 August 2021, being the date of the placing agreement; and (ii) a discount of approximately 6.02% to the average closing price of approximately HK\$0.2128 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the placing agreement.

The net proceeds (after deducting the placing commission and other related expenses and professional fees) from the 138,234,000 placing shares amounted to approximately HK\$27.24 million. The Company intends to apply such net proceeds from the placing for its metal business and for general working capital.

As at 31 December 2022, the aforesaid net proceeds use which are consistent with the intended use of proceeds has been applied as follows:

根據一般授權配售新股份

二零二一年之新股配售

誠如本公司日期為二零二一年八月十二日及二零二一年八月二十日的公告所披露，本公司已於二零二一年八月十九日完成以每股配售股份0.2港元之配售價配售本公司138,234,000股普通股。

配售事項項下每股配售股份0.2港元之配售價較(i)股份於二零二一年八月十二日(即配售協議日期)在聯交所所報收市價每股普通股0.238港元折讓約15.97%；及(ii)股份於緊接配售協議日期前最後連續五個交易日在聯交所所報之平均收市價每股約0.2128港元折讓約6.02%。

138,234,000股配售股份之所得款項淨額(經扣除配售佣金及其他相關開支及專業費用後)約為27.24百萬港元。本公司擬將該配售事項所得款項淨額用於其金屬業務及用作一般營運資金。

於二零二二年十二月三十一日，上述與所得款項擬定用途一致的所得款項淨額用途已應用如下：

		HK\$'000 千港元
Unutilized amount of proceeds as at 1 January 2022	於二零二二年一月一日未動用的所得款項	12,918
Utilized amount of proceeds during the year:	年內已動用的所得款項金額：	
– General working capital	— 一般營運資金	(11,784)
– Metal business	— 金屬業務	(1,134)
Unutilized amount of proceeds as at 31 December 2022	於二零二二年十二月三十一日未動用的所得款項	—

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2022, the Group employed a total of 24 staff (2021: 30 staff). The total employee costs, including remuneration of the Directors, for the year ended 31 December 2022 amounted to approximately HK\$13.2 million (2021: approximately HK\$18.5 million).

僱員及薪酬政策

於二零二二年十二月三十一日，本集團共僱用24名僱員(二零二一年：30名僱員)。截至二零二二年十二月三十一日止年度，總僱員成本(包括董事薪酬)約13.2百萬港元(二零二一年：約18.5百萬港元)。

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The remuneration policy and package of the Group's employees are periodically reviewed. In addition to salaries, the Group provides staff benefits including medical and provident fund. Share options and bonuses are also available to employees of the Group at the discretion of the Directors and depending on the financial performance of the Group.

CHARGE ON THE GROUP'S ASSETS

As at 31 December 2022, no Group's asset was pledged as security (2021: Nil).

GEARING RATIO

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital.

As at 31 December 2022, the gearing ratio was 38.4% (2021: no gearing ratio was presented as the Group has net cash surplus).

CONTINGENT LIABILITIES

As at 31 December 2022, the Group did not have any material contingent liabilities, guarantees or any litigation or claims of material importance pending or threatened against any member of the Group (2021: Nil) and there has not been any material change in the contingent liabilities of the Group since 31 December 2022.

TREASURY POLICY

The Directors will continue to follow a prudent policy in managing the Group's bank balances and maintain strong and healthy liquidity to ensure that the Group is well placed to take advantage of future growth opportunities.

FOREIGN EXCHANGE EXPOSURE

The Group's sales, purchase and borrowings are predominantly denominated in HK\$, United States dollars and Renminbi. The Directors considered that the Group had no significant exposure to foreign exchange fluctuations and believed it was not necessary to hedge against any exchange risk. Nevertheless, the Company's management will continue to monitor the foreign exchange exposure position and will take any future measures if appropriate.

CAPITAL COMMITMENT AND CAPITAL EXPENDITURE

As at 31 December 2022, the Group did not have any significant capital commitment and capital expenditure (2021: Nil).

本集團會定期審閱僱員的薪酬政策及待遇。除薪金外，本集團亦為員工提供醫療及公積金等福利。董事會經考慮本集團的財務表現後，亦可酌情向本集團僱員授予購股權及花紅。

本集團的資產抵押

於二零二二年十二月三十一日，本集團並無抵押任何資產作為擔保（二零二一年：無）。

資本負債比率

本集團按資本負債比率監察資本。該比率乃按債務淨額除以資本總額計算得出。

於二零二二年十二月三十一日，資本負債比率為38.4%（二零二一年：並無呈列資本負債比率，原因是本集團有現金淨盈餘）。

或然負債

於二零二二年十二月三十一日，本集團並無任何重大或然負債、擔保或任何待決或令本集團任何成員公司面臨威脅的重大訴訟或申索（二零二一年：無），且本集團或然負債自二零二二年十二月三十一日以來並無任何重大變動。

庫務政策

董事將繼續依循審慎的政策管理本集團的銀行結餘及維持穩健的流動資金，以確保本集團作好準備把握未來的增長機遇從而受益。

外匯風險

本集團的銷售、採購及貸款主要以港元、美元及人民幣計值。董事認為本集團並無面臨重大外匯波動風險，相信無需對沖任何匯兌風險。然而，本公司管理層將繼續監察外匯風險狀況並將於日後採取有關措施（倘適當）。

資本承擔及資本開支

於二零二二年十二月三十一日，本集團並無任何重大資本承擔及資本開支（二零二一年：無）。

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DIVIDENDS

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

EVENTS AFTER THE REPORTING PERIOD

The Company has received a letter from the Stock Exchange notifying the Company that the Listing Division of the Stock Exchange has decided that the Company has failed to maintain a sufficient level of operations and assets required under Rule 17.26 of the GEM Listing Rules to warrant the continued listing of its shares, and that trading in the Company's shares shall be suspended on 9 November 2022 under Rule 9.04(3) of the GEM Listing Rules (the "**Decision**") unless the Company applies for a review of the Decision. The Company has submitted a written request to the Stock Exchange for the Decision to be referred to the GEM Listing Committee for review pursuant to Chapter 4 of the GEM Listing Rules. Accordingly, trading in the shares of the Company has continued. Please refer to the Company's announcements dated 31 October 2022 and 8 November 2022 for details.

The review hearing of the Decision by the GEM Listing Committee was held on 31 January 2023. On 10 February 2023, the Company received a letter dated 10 February 2023 from the GEM Listing Committee, notifying the Company that, having considered all the submissions (both written and oral) made by the Company and the Listing Division of the Stock Exchange, the GEM Listing Committee was of the view that the Company failed to maintain a sufficient level of operations and assets to meet Rule 17.26 of the GEM Listing Rules to warrant the continued listing of its shares. The GEM Listing Committee therefore decided to uphold the Decision to suspend trading in the Company's shares under Rule 9.04(3) of the GEM Listing Rules (the "**LC's Decision**").

The Company has submitted a written request to the Stock Exchange on 21 February 2023 for the LC's Decision to be referred to the GEM Listing Review Committee for a further and final review under Chapter 4 of the GEM Listing Rules. Accordingly, trading in the shares of the Company has continued. Please refer to the Company's announcements dated 12 February 2023 and 21 February 2023 for details.

Save as disclosed above, there were no significant events after the reporting period of the Group.

股息

董事會並不建議就截至二零二二年十二月三十一日止年度派付末期股息(二零二一年：無)。

報告期後事項

本公司收到聯交所發出之函件，通知本公司，聯交所上市科已決定，本公司未能維持GEM上市規則第17.26條規定的足夠的運營和資產水平，以保證其股票繼續上市。根據GEM上市規則第9.04(3)條，本公司股票的交易於二零二二年十一月九日暫停(「**該決定**」)，除非本公司申請覆核該決定。本公司已向聯交所提交書面要求，要求根據GEM上市規則第4章將該決定提交GEM上市委員會覆核。因此，本公司股票的交易仍繼續進行。詳情請參閱本公司日期為二零二二年十月三十一日及二零二二年十一月八日的公告。

GEM上市委員會對該決定的覆核聆訊於二零二三年一月三十一日舉行。二零二三年二月十日，本公司接獲GEM上市委員會日期為二零二三年二月十日的函件，通知本公司經考慮所有由本公司及聯交所上市科作出的呈件(包括書面及口頭)後，GEM上市委員會認為本公司未能維持足夠水平的營運及資產以符合GEM上市規則第17.26條，以保證其股票繼續上市。因此，GEM上市委員會決定維持根據GEM上市規則第9.04(3)條暫停本公司股份買賣的決定(「**上市委員會決定**」)。

本公司已於二零二三年二月二十一日向聯交所提交書面申請，要求根據GEM上市規則第4章將上市委員會決定轉交GEM上市覆核委員會作進一步及最終覆核。因此，股票交易仍將繼續進行。詳情請參閱本公司日期為二零二三年二月十二日及二零二三年二月二十一日之公告。

除上述所披露者外，本集團於報告期後概無任何重大事項。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之履歷詳情

EXECUTIVE DIRECTORS

Mr. Wang Wendong (“**Mr. Wang**”), aged 55, has been appointed as an executive Director in May 2018 and re-designated as chief executive officer of the Company in October 2018. Mr. Wang was also appointed as the chairman of the board of the Company since January 2019. Mr. Wang has more than 28 years of extensive experience in real economy investment. Since the 1990s, Mr. Wang has served as a group vice president in an international group of companies. Such group has significant footprint in the PRC Mainland and Hong Kong including international trade, farming, education, culture industry, real estate and consumer goods.

Since his appointment as the chairman of the Board at the beginning of 2019, Mr. Wang is responsible for the overall oversight of the metal trading and education management services business as well as strategic development, and helping to expand the customer bases. Mr. Wang has continuously adjusted and enhanced the composition of the Board and management members of the Company to ensure the healthy development of the precious metal industry, and successfully introduced a new industry (the educational management service industry) to obtain returns and profits in the year of investment. Positive and favourable responses have been received given the healthy market capitalisation of the Company. With the continuous efforts of Mr. Wang in improving and strengthening the management and internal control, the Company is in a more sound financial position.

執行董事

王文東先生（「**王先生**」），55歲，於二零一八年五月獲委任為執行董事及於二零一八年十月調任為本公司行政總裁。王先生亦自二零一九年一月起獲委任為本公司董事會主席。王先生在實體經濟投資領域有超過28年的豐富經驗。從九十年代開始，王先生就在一家國際公司集團擔任集團副總裁。該集團在中國內地和香港於國際貿易、農業、教育、文化產業、地產和消費品等領域都有著重要的足跡。

王先生於二零一九年初就任董事會主席以來，王先生負責金屬貿易及教育管理服務業務的全面監督及策略發展，並協助拓展客戶群。王先生不斷調整和加強公司董事會以及管理層成員，確保了貴金屬產業的健康發展，並成功引入新產業（教育管理服務產業），實現當年投入、當年回報、當年盈利。公司市值健康，獲得正面良好的反應。王先生不斷完善和加強公司管制及內控，財務更加穩健。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之履歷詳情

Mr. Fung Chi Kin (“**Mr. Fung**”), aged 73, has been appointed as an executive Director since June 2019 and also appointed as the compliance officer of the Company in August 2019. Mr. Fung is the honorary permanent president of the Chinese Gold & Silver Exchange Society and director of Fung Chi Kin Consulting Limited. Mr. Fung has over 35 years of experience in banking and finance. Prior to his retirement, he was the director and deputy general manager of Po Sang Bank Limited (merged into Bank of China (Hong Kong) Limited in 2001), managing director of BOCI Securities Limited and chief administration officer of BOC International Holdings Limited. From October 1998 to June 2000, Mr. Fung served as a council member of the first Legislative Council of the HKSAR. He also held offices in various public organizations and was the vice chairman of the Stock Exchange, director of the Hong Kong Futures Exchange Limited, director of Hong Kong Securities Clearing Company Limited and Hong Kong Affairs Advisor. Mr. Fung is appointed as an independent non-executive director of Poly Property Group Co., Limited (Stock Code: 119) since May 2021, the shares of which are listed on the Main Board of the Stock Exchange, and is appointed as a non-executive director of Sang Hing Holdings (International) Limited (Stock Code: 1472) since July 2018, the shares of which are recently listed on the Main Board of the Stock Exchange from 17 March 2020. Mr. Fung also served as an executive director and compliance officer of China Trustful Group Limited (formerly known as Powerwell Pacific Holdings Limited) (Stock Code: 8265) from March 2019 to October 2019 and from September 2014 to May 2017, the shares of which are listed on GEM of the Stock Exchange. Mr. Fung has been an independent non-executive director of Chaoda Modern Agriculture (Holdings) Limited (Stock Code: 682) since September 2003 and Geotech Holdings Ltd. (Stock Code: 1707) from September 2017 to August 2020 respectively. Mr. Fung has also been an independent non-executive director of China Overseas Nuoxin International Holdings Limited (formerly known as Kenford Group Holding Limited) (Stock Code: 464) from August 2017 to April 2019. Each of the shares of Chaoda Modern Agriculture (Holdings) Limited, Geotech Holdings Ltd. and China Overseas Nuoxin International Holdings Limited are listed on the Main Board of the Stock Exchange.

馮志堅先生（「馮先生」），73歲，自二零一九年六月起獲委任為執行董事及亦於二零一九年八月獲委任為本公司合規主任。馮先生為金銀業貿易場永遠名譽會長及馮志堅顧問有限公司董事。馮先生從事銀行金融業務超過35年。彼於退休之前，曾任寶生銀行有限公司（於二零零一年與中國銀行（香港）有限公司合併）董事兼副總經理、中銀國際證券有限公司董事總經理及中銀國際控股有限公司行政總監。自一九九八年十月至二零零零年六月，馮先生擔任香港特別行政區第一屆立法會議員。彼亦曾先後擔任多項重要公職，包括聯交所副主席、香港期貨交易所有限公司董事、香港中央結算有限公司董事及香港事務顧問等等。馮先生自二零二一年五月起獲委任為保利置業集團有限公司（股份代號：119，其股份於聯交所主板上市）之獨立非執行董事，並自二零一八年七月起獲委任為生興控股（國際）有限公司（股份代號：1472，其股份最近自二零二零年三月十七日起於聯交所主板上市）之非執行董事。馮先生亦自二零一九年三月至二零一九年十月及自二零一四年九月至二零一七年五月擔任中國之信集團有限公司（前稱宏峰太平洋集團有限公司，股份代號：8265，其股份於聯交所GEM上市）之執行董事及合規主任。馮先生分別自二零零三年九月起擔任超大現代農業（控股）有限公司（股份代號：682）及自二零一七年九月至二零二零年八月擔任致浩達控股有限公司（股份代號：1707）之獨立非執行董事。馮先生亦自二零一七年八月至二零一九年四月擔任中國海外諾信國際控股有限公司（前稱建福集團控股有限公司）（股份代號：464）之獨立非執行董事。超大現代農業（控股）有限公司、致浩達控股有限公司及中國海外諾信國際控股有限公司各自的股份於聯交所主板上市。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhou Tianshu (“Mr. Zhou”), aged 47, has been appointed as an independent non-executive Director since September 2018. Mr. Zhou is currently the senior vice president of 深圳雲怡通航科技有限公司(Shenzhen Yunyi General Aviation Technology Limited*) and was the executive CEO of Skyho Aviation Technology Co., Ltd.. Mr. Zhou received a bachelor’s degree in engineering from Civil Aviation University of China and a master’s degree in law from Wuhan University. Mr. Zhou has over 23 years of experience in enterprise planning, business investment and risk control. Mr. Zhou has worked in a major state-owned aviation enterprise in the PRC Mainland for over 18 years, mainly in enterprise planning and management positions. Mr. Zhou also held management positions in China Aircraft Leasing Group Holdings Limited (Stock Code: 1848) in Hong Kong, which is listed on the Main Board of the Hong Kong Stock Exchange and its subsidiary, Aircraft Recycling International Limited.

Ms. Wu Liyan (“Ms. Wu”), aged 37, has been appointed as an independent non-executive Director since September 2018. Ms. Wu is currently the marketing director of Pacific International Securities Limited. Ms. Wu received a bachelor’s degree in science from University of Minnesota and a master’s degree in science from New York University. Ms. Wu has more than 13 years of marketing and business development experiences in renowned investment management companies.

獨立非執行董事

周天舒先生(「周先生」)，47歲，自二零一八年九月起獲委任為獨立非執行董事。周先生目前為深圳雲怡通航科技有限公司的高級副總裁，且曾經為天弘航空科技有限公司執行總裁。周先生於中國民航大學取得工學學士學位，於武漢大學取得法學碩士學位。周先生在企業規劃、商業投資及風險控制等領域有超過23年經驗。周先生曾於中國內地大型國有航空企業工作超過18年，主要擔任企業規劃及企業管理等職務。周先生亦曾於香港中國飛機租賃集團控股有限公司（一家於香港聯交所主板上市公司，股份代號：1848）及其附屬公司國際飛機再循環有限公司擔任管理職位。

吳勵妍女士(「吳女士」)，37歲，自二零一八年九月起獲委任為獨立非執行董事。吳女士目前為太平洋國際證券有限公司的市場總監。吳女士於明尼蘇達大學取得理學學士學位，於紐約大學取得理學碩士學位。吳女士曾任職於知名投資管理公司，在市場營銷及業務發展等領域擁有超過13年的經驗。

* English name for identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之履歷詳情

Ms. Wong Susan Chui San (“**Ms. Wong**”), aged 49, has been appointed as an independent non-executive Director since February 2019. Ms. Wong has been a certified practising accountant of the Australian Society of Certified Practising Accountants and a certified public accountant of the Hong Kong Institute of Certified Public Accountants since May 1999 and May 2000, respectively. She is also a member of The Society of Chinese Accountants and Auditors, a fellow and a certified tax adviser of the Taxation Institute of Hong Kong. Ms. Wong has more than 23 years of experience in auditing, accounting and taxation. She is the founder of Messrs. C.S. Wong & Co. and a director of Pan-China (H.K.) CPA Limited. Ms. Wong has been an independent non-executive director of Ban Loong Holdings Limited (Stock Code: 30) which is listed on the Main Board of the Stock Exchange since October 2014. From January 2015 to September 2019, Ms. Wong was the chief financial officer and company secretary of Astrum Financial Holdings Limited (Stock Code: 8333) which is listed on GEM of the Stock Exchange. From April 2012 to August 2015, Ms. Wong was as the company secretary of Yin He Holdings Limited (formerly known as Zebra Strategic Holdings Limited) (Stock Code: 8260) which is listed on GEM of the Stock Exchange. From November 2014 to June 2017, Ms. Wong was also the company secretary of Youth Champ Financial Group Holdings Limited (formerly known as Grand Investment International Limited) (Stock Code: 1160) which is listed on the Main Board of the Stock Exchange.

黃翠珊女士（「**黃女士**」），49歲，自二零一九年二月起獲委任為獨立非執行董事。黃女士自一九九九年五月及二零零零年五月起分別為澳洲執業會計師公會執業會計師及香港會計師公會註冊會計師。彼亦為香港華人會計師公會會員、香港稅務學會資深會員及註冊稅務師。黃女士擁有逾23年之審核、會計及稅務經驗。彼為黃翠珊會計師事務所之創辦人及天健（香港）會計師事務所有限公司之董事。自二零一四年十月起，黃女士擔任聯交所主板上市公司萬隆控股集團有限公司（股份代號：30）的獨立非執行董事。自二零一五年一月至二零一九年九月，黃女士曾為聯交所GEM上市公司阿仕特朗金融控股有限公司（股份代號：8333）之財務總監兼公司秘書。自二零一二年四月至二零一五年八月，黃女士曾擔任聯交所GEM上市公司銀合控股有限公司（前稱施伯樂策略控股有限公司）（股份代號：8260）之公司秘書。自二零一四年十一月至二零一七年六月，黃女士亦曾擔任聯交所主板上市公司優創金融集團控股有限公司（前稱大唐投資國際有限公司）（股份代號：1160）之公司秘書。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之履歷詳情

SENIOR MANAGEMENT

Ms. Gao Xinna (“Ms. Gao”), aged 39, joined Loco Yahui in June 2020 and was appointed as the general manager of Loco Yahui on 1 June 2020. Ms. Gao is primarily responsible for the overall management of Loco Yahui’s education management services business and overseeing the business operation, mainly including soliciting new clients, introducing new projects, client management, project planning and so on.

Prior to joining Loco Yahui, Ms. Gao had gained extensive experience in the education industry. From October 2015 to June 2020, Ms. Gao was the co-founder and first principal of an art training school in Chengdu. Currently, she is also a certified senior instructor of ICE International Study Center, and a guest instructor for the Women and Children Channel of Sichuan Radio and Television and Golden Panda Children’s Art Troupe, among other unofficial positions. Ms. Gao was awarded the bachelor’s degree in Performance Education from the Dance College of Sichuan Conservatory of Music in July 2007 and the master’s degree in Financial Assets and Management from Brest Business School in France in October 2022.

Mr. Wang Neng (“Mr. Wang”), aged 50, joined Loco Yahui in November 2022 and was appointed as the deputy general manager of Loco Yahui on 17 November 2022. Mr. Wang is mainly responsible for providing assistance to the general manager and developing marketing plans to promote the educational management services provided by Loco Yahui. Prior to joining Loco Yahui, Mr. Wang held senior positions in various companies, including deputy general manager and general manager, focusing on marketing strategy and business relationship development. He has accumulated more than 20 years of marketing experience in PRC Mainland. Mr. Wang holds a bachelor degree from Yunnan University.

高級管理層

高新娜女士（「高女士」），39歲，於二零二零年六月加入港銀雅匯，並於二零二零年六月一日獲委任為港銀雅匯總經理。高女士主要負責港銀雅匯教育管理服務業務的全面管理，並監督業務的運營，主要包括招攬新客戶、推介新項目、客戶管理、項目策劃等。

在加入港銀雅匯之前，高女士已於教育行業積累豐富經驗。高女士曾於二零一五年十月至二零二零年六月期間，成為成都一間藝術培訓學校的聯合創始人及首任校長。目前還兼任ICE國際研學中心認證高級講師、四川廣播電視臺婦兒頻道、金熊貓少兒藝術團特邀講師等非官方職務。高女士於二零零七年七月獲得四川音樂學院舞蹈學院表演教育專業學士學位，並於二零二二年十月獲得法國布雷斯商學院金融資產與管理專業碩士學位。

王能先生（「王先生」），50歲，於二零二二年十一月加入港銀雅匯，並於二零二二年十一月十七日獲委任為港銀雅匯副總經理，王先生主要負責為總經理提供協助，並制定營銷計劃，以推廣港銀雅匯提供的教育管理服務。加入港銀雅匯之前，王先生曾在多家企業擔任副總經理、總經理等高級職務，專注於制定營銷策略和業務關係發展，在中國內地積累了二十多年的營銷經驗。王先生擁有雲南大學本科學士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之履歷詳情

Mr. Chen Ming (“Mr. Chen”), aged 36, joined Loco Yahui in January 2020 and was appointed as the executive manager of Loco Yahui on 13 January 2020. Mr. Chen is primarily responsible for the overall management of the Company's operation. He is also responsible for the business development of quality education management services business. Prior to joining Loco Yahui, Mr. Chen had extensive experience in the education industry.

From October 2015 to January 2020, Mr. Chen acted as an assistant to the chairman, and the center's director of the Chengdu College of Arts and Sciences. Mr. Chen was awarded the bachelor's degree from Sichuan Normal University in June 2011.

Ms. Gao Huajin (“Ms. Gao”), aged 59, joined Loco Yahui in July 2020 and was appointed as the director of human resources of Loco Yahui on 1 July 2020. Ms. Gao is primarily responsible for directing the human resources department of Loco Yahui to recruit and identify the best possible talents for high quality education management services, and improving the team's business quality to provide better education management services to existing or prospective clients. Currently, Ms. Gao also acts as the Party Secretary of Chengdu College of Arts and Sciences, commissioner of Chengdu College of Arts and Sciences, senior economist, vice chairperson of the Party Building Committee of Private Schools under China Private Education Association, vice president of Sichuan Private Education Association, and expert of Sichuan Social Organization Assessment, among others. Ms. Gao holds a master's degree in business administration issued by Business School of Sichuan University.

陳銘先生（「陳先生」），36歲，於二零二零年一月加入港銀雅匯，並於二零二零年一月十三日獲委任為港銀雅匯執行經理。陳先生主要負責公司全面經營事務管理，並負責素質教育管理服務業務拓展。在加入港銀雅匯之前，陳先生已具有教育行業豐富經驗。

陳先生曾與二零一五年十月至二零二零年一月，擔任成都文理學院董事長助理兼中心主任職務。陳先生於二零一一年六月獲得四川師範大學學士學位。

高華錦女士（「高女士」），59歲，於二零二零年七月加入港銀雅匯，並於二零二零年七月一日獲委任為港銀雅匯人力資源總監。高女士主要負責指導港銀雅匯人力資源部延攬和識別盡可能好的高素質教育管理服務人才，以提高團隊的業務素質，可更好地為現有或潛在客戶提供教育管理服務。高女士目前還擔任成都文理學院黨委書記、成都文理學院督導專員、高級經濟師、中國民辦教育協會民辦學校黨建工作委員會副主任委員、四川省民辦教育協會副會長、四川省社會組織評估專家等職務。高女士擁有四川省工商管理學院頒發的工商管理碩士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之履歷詳情

COMPLIANCE OFFICER

Mr. Fung Chi Kin is the compliance officer of the Company.

COMPANY SECRETARY

Mr. Chiu Ming King (“**Mr. Chiu**”) has been appointed as the Company Secretary with effect from 28 August 2020. Mr. Chiu, aged 45, currently serves as Head of Corporate and Fund Services of Vistra Corporate Services (HK) Limited. He has over 18 years of experience in the company secretarial field. He is currently the company secretary and joint company secretary of several companies which listed on the Stock Exchange.

Mr. Chiu has been an associate member of the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators) in United Kingdom and the Hong Kong Chartered Governance Institute (“**HKCGI**”) (formerly known as The Hong Kong Institute of Chartered Secretaries) since 2003 and has become a fellow member of both the HKCGI and the Chartered Governance Institute since September 2015. He is also a holder of the Practitioner’s Endorsement Certificate issued by HKCGI. From 2020, he has been a council member of HKCGI, vice-chairman of the Membership Committee and chairman of Professional Services Panel of HKCGI.

Mr. Chiu obtained a bachelor of arts from University of Toronto in Canada in June 1999 and received a master of arts in professional accounting and information systems from City University of Hong Kong in November 2003.

合規主任

馮志堅先生為本公司合規主任。

公司秘書

趙明璟先生（「**趙先生**」），自二零二零年八月二十八日起獲委任為公司秘書。趙先生，45歲，現時為Vistra Corporate Services (HK) Limited的公司及基金服務部主管，彼於公司秘書行業擁有逾18年經驗，彼現時為數家於香港聯交所上市公司之公司秘書及聯席公司秘書。

趙先生自二零零三年起一直為英國特許公司治理公會（前稱英國特許秘書及行政人員公會）和香港公司治理公會（「**香港公司治理公會**」）（原名為香港特許秘書公會）會員，並自二零一五年九月起均成為香港公司治理公會及英國特許公司治理公會之資深會員。彼亦持有由香港公司治理公會頒發的執業者認可證明書。由二零二零年起，彼為香港公司治理公會的理事會成員。彼同時為香港公司治理公會的會籍委員會副主席，以及專業服務小組的主席。

趙先生於一九九九年六月自加拿大多倫多大學取得文學學士學位，並於二零零三年十一月自香港城市大學取得專業會計與信息系統的文學碩士學位。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Group is committed to attain a high standard of corporate governance practices to safeguard the interests of its shareholders and enhance the shareholder value.

COMPANY'S CULTURE

Operate in accordance with laws and regulations, seek the best return on investment for shareholders, and strive for the sustainable development of the Company.

The Board believes that corporate culture underpins the long-term business, economic success and sustainable growth of the Group. A strong culture enables the Company to deliver long-term sustainable performance and fulfil its role as a responsible corporate citizen.

The Board sets and promotes corporate culture and expects and requires all employees to reinforce and satisfied itself that the Group's culture is aligned. All of our new employees are required to attend orientation and training programs so that they may better understand our corporate culture, structure and policies, learn relevant laws and regulations, and raise their quality awareness. In addition, from time to time, the Company will invite external experts to provide training to our management personnel to improve their relevant knowledge and management skills.

The Board considers that the corporate culture and the purpose, values and strategy of the Group are aligned.

本集團致力達致高水平的企業管治常規，以保障其股東之利益及提升股東價值。

公司文化

依規合法經營，為股東尋求最好的投資回報，為公司的可持續發展而努力。

董事會堅信，企業文化乃本集團長遠的業務發展及取得經濟成就及實現可持續增長的基石。全賴有深厚的企業文化根基，讓本公司實現長期可持續發展業績並履行作為負責企業公民的職責。

董事會制定及推廣企業文化及期待並要求全體僱員進行強化，並信納本集團的文化協調一致。所有新入職僱員須參加入職培訓課程，以更好地了解我們的企業文化、結構及政策、學習相關法律法規及培養其質素意識。此外，本公司將不時邀請外部專家向管理人員提供培訓，以提高其相關知識及管理技能。

董事會認為企業文化與本集團的宗旨、價值及策略一致。

CORPORATE GOVERNANCE REPORT

企業管治報告

CODE ON CORPORATE GOVERNANCE PRACTICES

During the year ended 31 December 2022, to the best knowledge of the Board, the Company has complied with the code provisions set out in the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules (the “**Code Provision(s)**”), save for the deviation from the Code Provision C.2.1 as explained below.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions carried out by Directors, that is not laxer than relevant standards of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries to all Directors, they confirmed they have complied with the standards of dealings and the code of conduct regarding securities transactions carried out by Directors, adopted by the Company throughout the year ended 31 December 2022.

BOARD OF DIRECTORS

(a) Board Composition

The Board currently consists of 5 Directors including 2 executive Directors, namely Mr. Wang Wendong and Mr. Fung Chi Kin; and 3 independent non-executive Directors, namely Mr. Zhou Tianshu, Ms. Wu Liyan and Ms. Wong Susan Chui San.

The biographical details of all Directors and senior management of the Company are set out on pages 22 to 28 of this annual report. To the best knowledge of the Company, save as disclosed under the section “Biographical Details of Directors and Senior Management”, there is no financial, business, family or other material or relevant relationships among members of the Board.

企業管治常規守則

截至二零二二年十二月三十一日止年度，就董事會所深知，除下文所述偏離守則條文第C.2.1條的情況外，本公司已謹遵載於GEM上市規則附錄十五的《企業管治守則》之守則條文（「守則條文」）。

董事進行證券交易的行為守則

本公司已採納一套董事進行證券交易的行為守則，其條款並不較GEM上市規則第5.48條至第5.67條所載之交易相關標準寬鬆。本公司已向全體董事作出具體查詢，而彼等已確認截至二零二二年十二月三十一日止年度一直遵守本公司所採納的交易標準及董事進行證券交易的行為守則。

董事會

(a) 董事會組成

董事會目前由5名董事組成，包括2名執行董事王文東先生及馮志堅先生；及3名獨立非執行董事周天舒先生、吳勵妍女士及黃翠珊女士。

本公司全體董事及高級管理層的履歷詳情載於本年報第22至28頁。據本公司所深知，除「董事及高級管理人員之履歷詳情」一節所披露者外，董事會成員之間概無財務、業務、親屬或其他重大或關聯關係。

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(b) Function of the Board

The Board considers, oversees and approves the overall businesses, strategic direction and financial performance of the Group; develops and performs the corporate governance duties under Code Provision A.2.1 of the Group; monitors the implementation of these policies and strategies and responsible for the management of the Group. The Board is the ultimate decision-making body of the Company except for matters requiring shareholder approval pursuant to the Articles of Association of the Company (the “Articles”), the GEM Listing Rules and other applicable laws and regulations.

Daily operation of the Company is delegated to the management team with substantial experience and expertise to which the Board delegates the authority and responsibility for implementing the policies and strategies of the Group.

(c) Board Meetings

The Directors can attend meetings in person or through other means of electronic communication in accordance with the Articles.

The Board schedules 4 meetings a year at approximately quarterly intervals and will meet as necessary. The Company Secretary prepares minutes to record matters discussed and decisions resolved at the Board meetings. Minutes are kept by the Company Secretary with copies circulated to all Directors for information and records.

The Board held 4 meetings during the year ended 31 December 2022. The Directors’ attendance to the Board meetings is listed out on page 41.

(d) Appointment, Re-election and Removal of Directors

Under the Code Provision B.2.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Each of the independent non-executive Directors have entered into a service contract with the Company for a term of one year commencing from date of appointment or re-appointment subject to termination, among others, by giving not less than one month’s written notice.

(b) 董事會職能

董事會考慮、監察及批准本集團之整體業務、策略方針及財務表現；根據守則條文第A.2.1條制定及履行本集團企業管治職責；監控該等政策及策略的實施情況，並負責本集團之管理。除根據本公司組織章程細則（「細則」）、GEM上市規則及其他適用法律及法規須取得股東批准之事宜外，董事會為本公司之最終決策機構。

董事會將實施本集團政策及策略之權力及責任交託予具備豐富經驗及專業知識之管理層團隊。管理層團隊負責本公司之日常運營。

(c) 董事會會議

根據細則，董事可親身或通過其他電子通訊方式出席會議。

董事會每年安排4次會議，大約每季度舉行1次，並將於有需要時舉行會議。由公司秘書編撰會議記錄以記載有關董事會會議上所討論之事宜及議決決定。會議記錄由公司秘書保存，副本將向全體董事派發，以供參考及記錄。

截至二零二二年十二月三十一日止年度，董事會舉行4次會議。董事出席董事會會議的情況載列於第41頁。

(d) 董事之委任、重選及罷免

根據守則條文第B.2.2條，每名董事（包括有指定任期的董事）應輪流退任，至少每三年一次。各獨立非執行董事已與本公司訂立自委任或重新委任日期起計為期一年的服務合約，該合約可通過（其中包括）發出不少於一個月的書面通知予以終止。

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Each of the executive Directors has entered into a service contract with the Company for a term of one year commencing from date of appointment or re-appointment to termination in certain circumstances as stipulated in the relevant service contract.

By virtue of article 68 of the Articles, the Board may, at any time, and from time to time, appoint any person to be a Director, either to fill a casual vacancy or by way of addition to their number so long as the number of Directors does not exceed the maximum number determined from time to time (if any) by the shareholders in any general meeting. Any Director so appointed to fill a casual vacancy shall hold office until the first general meeting of members after the appointment and be subject to re-election at such meeting and any Director appointed as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for reappointment, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at each annual general meeting.

In compliance with the Code Provision B.2.2, every director, should be subject to retirement by rotation at least once every three years. Further, pursuant to article 69 of the Articles, at each annual general meeting, one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number of Directors nearest to but not greater than one third of the total number of Directors (or such other number as may be required under applicable legislation), shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who become Directors on the same day, the Directors to retire shall be (unless otherwise agreed amongst themselves) in order by which such Directors were appointed on the day of their last election.

各執行董事已與本公司訂立自委任或重新委任日期起計為期一年的服務合約，該合約可於相關服務合約中訂明的若干情況下予以終止。

根據細則第68條，董事會可隨時及不時委任任何人士為董事，以填補臨時空缺，或是增加董事人數，惟董事人數不得超過股東於任何股東大會上不時釐定的最高數目(如有)。任何以此方式獲委任以填補臨時空缺的董事將僅任職至其獲委任後的首次股東大會為止，並可於該大會上膺選連任，而任何獲委任以增加現有董事會人數的董事將僅任職至本公司下屆股東週年大會為止，並屆時將合資格膺選連任，惟於釐定每屆股東週年大會上輪值退任的董事或董事人數時將不計算在內。

根據守則條文第B.2.2條，各董事應至少每三年輪值退任一次。另外，根據細則第69條，於每屆股東週年大會上，當時在任的三分之一董事或倘董事數目並非三或三的倍數，則為最接近但不超過董事總人數三分之一的數目(或適用法例規定之其他數目)之董事須輪值告退，惟每名董事須至少每三年告退一次。每年退任的董事須為自上次獲選以來在任時間最長的董事，惟若數名人士於同日成為董事，則將告退的董事須按彼等上次獲選之日的委任順序釐定(除非彼等另行協定)。

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(e) Independent Non-Executive Directors

The Company has 3 independent non-executive Directors which complies with Rule 5.05(1) of the GEM Listing Rules. Among the 3 independent non-executive Directors, Ms. Wong Susan Chui San has appropriate professional qualifications or accounting or related financial management expertise as required by Rule 5.05(2) of the GEM Listing Rules. The independent non-executive Directors represent at least one-third of the Board in compliance with Rule 5.05A of the GEM Listing Rules.

The Company has received from each of the independent non-executive Directors a written confirmation or an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers the independent non-executive Directors are or have been remained independent.

(f) Chairman and Chief Executive Officer

Code Provision C.2.1 stipulates that the roles of chairman and chief executive officer should be separated. Currently, Mr. Wang Wendong holds both positions. Since Mr. Wang Wendong joined the Company in May 2018, he has held the key leadership position of the Group and has been involved in the formulation of corporate strategies and management of business and operations of the Group gradually. Taking into account the consistent leadership within the Group and in order to enable more effective and efficient overall strategic planning and continuation of the implementation of such plans, the Directors (including independent non-executive Directors) consider that Mr. Wang Wendong is the best candidate for both positions and the present arrangements are beneficial and in the interests of the Group and the shareholders of the Company as a whole.

(e) 獨立非執行董事

本公司有3名獨立非執行董事，符合GEM上市規則第5.05(1)條。於3名獨立非執行董事中，黃翠珊女士擁有GEM上市規則第5.05(2)條所要求之適當專業資格或會計或相關財務管理專業知識。獨立非執行董事至少佔董事會人數三分之一，符合GEM上市規則第5.05A條。

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出之獨立性書面確認或年度確認書。本公司認為，獨立非執行董事均為或仍為獨立人士。

(f) 主席及行政總裁

守則條文第C.2.1條規定，主席及行政總裁的角色應有區分。目前，該兩個職位均由王文東先生擔任。自王文東先生於二零一八年五月加入本公司以來，彼逐步地擔任本集團的主要領導職務，並參與制定本集團的企業策略及業務管理及運營。考慮到本集團內部的一貫領導，以及為實現更有效及高效的整體戰略規劃以及繼續實施此類計劃，董事（包括獨立非執行董事）認為王文東先生是此兩個職位的最佳人選，目前的安排是有益的且符合本集團及本公司股東的整體利益。

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(g) Directors' Participation in Continuous Professional Trainings

According to Code Provision C.1.4, all directors shall participate in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant. Each newly appointed Director would receive a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his/her responsibilities under the GEM Listing Rules and other relevant regulatory requirements. During the year ended 31 December 2022, the Company has arranged and/or introduced some training courses/relevant reading materials for the Directors to develop and explore their knowledge and skills in relation to the updates on laws, rules and regulations which might be relevant to their roles.

The Directors confirmed that they have complied with Code Provision C.1.4 on the directors' training. During the year ended 31 December 2022, all Directors who were in office as at 31 December 2022 have participated in continuous professional development by attending seminars or reading materials to develop and refresh their knowledge and skills.

(g) 董事參與持續專業培訓

根據守則條文第C.1.4條，全體董事須參與持續專業發展，以培養及更新其知識及技能，確保其對董事會作出知情及有關之貢獻。每位新獲委任之董事均會收到一份全面入職資料，範圍涵蓋本公司之業務營運、政策及程序以及作為董事之一般、法定及監管責任，以確保董事充分知悉其於GEM上市規則及其他相關監管規定下之責任。截至二零二二年十二月三十一日止年度，本公司已就與各董事職位可能相關的法律、規則及規例的最新資料為董事安排及／或引入若干培訓課程／相關閱讀材料，讓董事培養及發展知識及技能。

董事確認，彼等已遵守守則條文第C.1.4條有關董事培訓的規定。截至二零二二年十二月三十一日止年度，並於二零二二年十二月三十一日在任的全體董事均已藉出席研討會或閱讀資料參與持續專業發展，以發展及更新其知識及技能。

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Attending training courses/reading relevant materials in relation to the business, GEM Listing Rules or directors' duties
出席有關業務、GEM上市規則或董事職責之培訓課程／閱讀有關資料

Name of Director	董事姓名	
Executive Directors:	執行董事：	
Mr. Wang Wendong	王文東先生	Yes是
Mr. Fung Chi Kin	馮志堅先生	Yes是
Independent Non-Executive Directors:	獨立非執行董事：	
Mr. Zhou Tianshu	周天舒先生	Yes是
Ms. Wu Liyan	吳勵妍女士	Yes是
Ms. Wong Susan Chui San	黃翠珊女士	Yes是

(h) Directors' and Officers' Liabilities Insurance and Indemnity

The Company has arranged for appropriate liability insurance and indemnity covering the liabilities in respect of the legal action against the Directors that may arise out in the corporate activities which has been complied with the Code Provisions. The insurance coverage is reviewed on an annual basis.

(i) Board Diversity Policy

The Board has adopted a board diversity policy, setting out the approach to achieve diversity within the Board. The Company considered diversity of Board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, culture and education background, professional experience, skills, knowledge and length of service. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

(h) 董事及職員責任保險及彌償

本公司已制定適當的責任保險及彌償安排，以涵蓋可能於企業活動中產生的針對董事的法律行動的有關責任，此符合守則條文。保險涵蓋範圍每年檢討一次。

(i) 董事會成員多元化政策

董事會已採納董事會成員多元化政策，其中載有達致董事會成員多元化之方針。本公司實現董事會成員多元化會考慮多個方面，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年資。為達致可持續的均衡發展，本公司視董事會層面日益多元化為支持其達到戰略目標及維持可持續發展的關鍵元素。董事會所有委任均以用人唯才為原則，並以適當準則考慮人選，充分顧及董事會成員多元化的裨益。

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The nomination committee of the Company (the “**Nomination Committee**”) is responsible for reviewing the board diversity policy and monitor the progress on achieving the objectives set for implementing the said policy from time to time. The Nomination Committee shall review this policy and the measurable objectives at least annually, and as appropriate, to ensure the continued effectiveness of the Board.

The Board currently comprises of 5 Directors, of which 2 are executive Directors and 3 are independent non-executive Directors. Among which, 2 Directors are female and 3 Directors are male and 1 in the age group of 30-40; 2 in the age group of 41-50; 2 in the age group of over 51. With reference to the qualifications and working experience of the Directors, the Board is of the view that the Board has an appropriate mix of skills, experience and diversity that are relevant to the Company’s strategy, governance and business.

The Board targets to maintain at least the current level of female representation, with the ultimate goal of achieving gender parity.

Workforce diversity

The gender ratio in the workforce (including senior management) for the year ended 31 December 2022 is 50:50. The total gender diversity of the Group is balanced and the Group will continue to maintain the gender diversity in workforce. For further details of gender ratio and initiatives taken to improve gender diversity together with the relevant data, please refer to the disclosure in the ESG report.

本公司提名委員會（「**提名委員會**」）負責審閱董事會成員多元化政策並不時監督實現上述政策制定目標的進展情況。提名委員會應至少每年審閱一次該政策及可衡量目標，並酌情確保董事會的持續有效性。

董事會現時由5名董事組成，包括2名執行董事及3名獨立非執行董事。其中，女性董事2名，男性董事3名，1位屬30-40歲年齡組別；2位屬41-50歲年齡組別；2位屬51歲以上年齡組別。經參考董事們的資格及工作經驗，董事會認為董事會擁有與公司戰略、治理和業務相關的適當技能、經驗和多樣性組合。

董事會的目標是保持目前的女性代表水平，最終目標是實現性別均等。

員工多元化

截至二零二二年十二月三十一日止年度，本集團員工（包括高級管理人員）的性別比例為50：50。本集團的整體性別多樣性屬平衡，本集團將繼續保持員工的性別多樣性。有關性別比例的進一步詳情以及為改善性別多樣性而採取的措施和相關數據，請參考環境、社會及管治報告中的披露。

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(j) Nomination Policy and Process for Nominating Directors

The Nomination Committee and the Board have followed the nomination policy and board diversity policy of the Company for the appointment or re-appointment of Directors. In reviewing the structure of the Board, the Nomination Committee and the Board will consider the Board diversity from a number of aspects, including but not limited to gender, age, culture and education background, professional experience, skills, knowledge and length of service. With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

BOARD COMMITTEES

(a) Audit Committee

The Company established the audit committee (the “**Audit Committee**”) on 22 July 2014 with written terms of reference that was amended and adopted with effect from 2 January 2019 in compliance with the Code Provision D.3.3. The duties of the Audit Committee include reviewing, in draft form, the Company’s annual report and accounts, half-yearly report and quarterly report and providing advice and comments to the Board. In this regard, members of the Audit Committee will liaise with the Board, the Company’s senior management and the auditors. The Audit Committee will also consider any significant or usual items that are, or may need to be, reflected in such reports and accounts and give consideration to any matters that have been raised by the Company’s accounting staff, compliance officers or auditors. Members of the Audit Committee are also responsible for reviewing the Company’s financial reporting process, risk management and internal control systems.

(j) 董事之提名政策及程序

提名委員會及董事會已遵循本公司的提名政策及董事會多元化政策委任或重新委任董事。於審核董事會架構時，提名委員會及董事會將從多個方面考慮董事會的多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年資。為了實現可持續及平衡發展，本公司認為董事會層面的日益多元化乃支持實現其戰略目標及可持續發展的重要因素。在充分考慮董事會多元化的益處下，本公司遵循任人唯賢的原則委任所有董事會成員，亦以適當標準考量候選人。

董事委員會

(a) 審核委員會

本公司已於二零一四年七月二十二日成立審核委員會（「**審核委員會**」），並已採納符合守則條文第D.3.3條的自二零一九年一月二日起修訂及採納的書面職權範圍。審核委員會的職責包括審閱本公司的年度報告及賬目、中期報告和季度報告草擬稿，及向董事會提供建議及意見等。就此而言，審核委員會成員將與董事會、本公司高級管理層及核數師聯繫。審核委員會亦將考慮任何於或可能需於該等報告及賬目呈現的重大或一般項目，並考慮任何由本公司的會計人員、合規主任或核數師提出的事項。審核委員會成員亦負責檢討本公司的財務報告程序、風險管理及內部監控制度。

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The Audit Committee currently comprises 3 independent non-executive Directors, namely Mr. Zhou Tianshu, Ms. Wu Liyan and Ms. Wong Susan Chui San and Mr. Zhou Tianshu is the chairman of the Audit Committee.

During the year ended 31 December 2022, the Audit Committee held 4 meetings, at which it has reviewed the annual, interim and quarterly results, evaluated the Group's financial reporting process and made recommendations to improve the Company's risk management and internal control systems, discussed with the external auditors the nature and scope of the audit and reporting obligations before the audit commences, and made recommendation to the Board on re-appointment and change of the external auditors. The members' attendance to the Audit Committee meetings is listed out on page 41.

The Audit Committee has reviewed the consolidated financial statements of the Group for the year ended 31 December 2022 which were audited by HLB Hodgson Impey Cheng Limited, whose term of office will expire upon the coming annual general meeting. The Audit Committee has recommended to the Board that HLB Hodgson Impey Cheng Limited will be re-appointed as the auditors of the Company at the coming annual general meeting. During the year ended 31 December 2022, the Board did not take different view from the Audit Committee on the appointment of external auditors.

(b) Executive Committee

The Company established the executive committee (the "Executive Committee") on 19 December 2016 with written terms of reference. The Executive Committee is mainly responsible for monitoring the formulation, revision and implementation of the Company's strategic plan and monitor the operation of its subsidiaries.

The Executive Committee currently comprises 2 executive Directors, namely Mr. Wang Wendong, Mr. Fung Chi Kin and 1 independent non-executive Director, namely Mr. Zhou Tianshu. Mr. Wang Wendong is the chairman of the Executive Committee.

During the year ended 31 December 2022, no meeting was held by the Executive Committee.

審核委員會目前包括3名獨立非執行董事周天舒先生、吳勵妍女士及黃翠珊女士。周天舒先生為審核委員會主席。

截至二零二二年十二月三十一日止年度，審核委員會舉行4次會議，於會上其已審閱全年、中期及季度業績，並評估本集團的財務報告程序及提出建議以改善本公司的風險管理及內部監控制度，於開始審核前與外聘核數師討論審核性質及範圍以及申報責任，並就外聘核數師的續聘及更改向董事會提供建議。各成員出席審核委員會會議的情況載於第41頁。

審核委員會已審閱本集團截至二零二二年十二月三十一日止年度的綜合財務報表，該等報表已由國衛會計師事務所有限公司審核，而該事務所的任期將於即將舉行的股東週年大會上屆滿。審核委員會已向董事會提出建議，國衛會計師事務所有限公司將於即將舉行的股東週年大會上續聘為本公司的核數師。截至二零二二年十二月三十一日止年度，董事會並無收到審核委員會對委任外聘核數師的不同意見。

(b) 執行委員會

本公司於二零一六年十二月十九日成立執行委員會（「執行委員會」），並訂明書面職權範圍。執行委員會主要負責監察本公司戰略計劃的制定、修訂及執行以及其附屬公司之營運。

執行委員會目前包括2名執行董事王文東先生、馮志堅先生以及1名獨立非執行董事周天舒先生。王文東先生為執行委員會主席。

截至二零二二年十二月三十一日止年度，執行委員會並無舉行會議。

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(c) Remuneration Committee

The Company established the remuneration committee (the “**Remuneration Committee**”) on 22 July 2014 with written terms of reference in compliance with Code Provision E.1.2. Amongst other things, the primary duties of the Remuneration Committee are to make recommendations to the Board on remuneration packages of all of the executive Directors and senior management, including benefits in kind, pension rights and compensation payments, any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on remuneration of independent non-executive Directors.

The Remuneration Committee currently comprises 3 independent non-executive Directors, namely Mr. Zhou Tianshu, Ms. Wu Liyan and Ms. Wong Susan Chui San and 1 executive Director, Mr. Wang Wendong. Ms. Wu Liyan is the chairlady of the Remuneration Committee.

During the year ended 31 December 2022, the Remuneration Committee held one meeting, at which it has reviewed the remuneration of each Director and made recommendations to the Board. The members’ attendance to the Remuneration Committee meetings is listed out on page 41.

Details of the Directors’ emoluments for the year ended 31 December 2022 are set out in note 8 to the consolidated financial statements.

(c) 薪酬委員會

本公司於二零一四年七月二十二日成立薪酬委員會（「**薪酬委員會**」），並已採納符合守則條文第E.1.2條的書面職權範圍。薪酬委員會的主要職責為（其中包括）就全體執行董事及高級管理層的薪酬組合（包括實物福利、退休金權利及補償付款、因失去或終止彼等的職務或委任而應付的任何補償）向董事會提出建議，並就獨立非執行董事的薪酬向董事會提出建議。

薪酬委員會目前包括3名獨立非執行董事周天舒先生、吳勵妍女士及黃翠珊女士以及1名執行董事王文東先生。吳勵妍女士為薪酬委員會主席。

截至二零二二年十二月三十一日止年度，薪酬委員會舉行1次會議，於會上其已審核各董事的薪酬及向董事會提出建議。各成員出席薪酬委員會會議的情況載於第41頁。

截至二零二二年十二月三十一日止年度董事薪酬詳情載於綜合財務報表附註8。

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Pursuant to Code Provision E.1.5, the remuneration of the senior management (excluding the Directors) by band for the year ended 31 December 2022 is set out below:

根據守則條文第E.1.5條，截至二零二二年十二月三十一日止年度按範圍劃分的高級管理層（不包括董事）薪酬載於下文：

Emolument bands	酬金範圍	Number of Individuals 人數
Below HK\$1,000,000	1,000,000港元以下	4

(d) Nomination Committee

The Company established the Nomination Committee on 22 July 2014 with written terms of reference that was strictly adhered to and adopted in compliance with Code Provision B.3.1. The Nomination Committee is mainly responsible for making recommendations to the Board on appointment and succession planning of the Directors. The procedures for Nomination of Directors include the measures taken by the Nomination Committee that it considers appropriate in connection with its identification and evaluation of a candidate after it determines that an additional or replacement director is required. Upon considering a candidate suitable for the position of director, the Nomination Committee will hold a meeting and/or by way of written resolutions to approve the recommendation to the Board and may submit the candidate's personal profile to the Board for consideration. During the year ended 31 December 2022, by considering of a number of aspects, including but not limited to gender, age, culture and education background, professional experience, professional skills, knowledge and length of service of each Director, the Company forms a diversified structure of the Board and embraces the diversified composition of the Board will be beneficial to meet the development needs of the Company. The Nomination Committee has reviewed the board diversity policy to ensure its effectiveness and considered that the Group achieved the objectives of its board diversity policy for the year ended 31 December 2022.

(d) 提名委員會

本公司於二零一四年七月二十二日成立提名委員會，並嚴格遵守和採納符合守則條文第B.3.1條的書面職權範圍。提名委員會主要負責就董事委任及繼任計劃向董事會提出建議。提名董事的程序包括在確定需要額外增加或替換董事後，提名委員會可採取其認為適當的措施物色及評估人選。在考慮某名人選是否適合擔任董事一職之後，提名委員會將舉行會議及／或以書面決議案的方式，以批准向董事會提出推薦建議並向董事會提交人選之個人簡歷以作考慮。截至二零二二年十二月三十一日止年度，通過考慮包括但不限於各董事的性別、年齡、文化及教育背景、專業經驗、專業技能、知識及服務年資，本公司已形成了多元化的董事會結構，並深信董事會多元化組成將有利於滿足本公司的發展需求。提名委員會已審閱董事會多元化政策以確保其有效，並認為本集團已於截至二零二二年十二月三十一日止年度達成董事會成員多元化政策的目標。

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The Nomination Committee currently comprises two independent non-executive Directors, namely Mr. Zhou Tianshu and Ms. Wu Liyan and one executive Director, Mr. Wang Wendong. Mr. Wang Wendong is the chairman of the Nomination Committee.

提名委員會目前包括2名獨立非執行董事周天舒先生及吳勵妍女士以及1名執行董事王文東先生。王文東先生為提名委員會主席。

During the year ended 31 December 2022, the Nomination Committee held one meeting, at which it has reviewed the structure, size and composition of the Board, and made recommendations on proposed changes to the Board to complement the Company's corporate strategy. The members' attendance to the Nomination Committee meetings is listed out on page 41.

截至二零二二年十二月三十一日止年度，提名委員會舉行1次會議，於會上其已審閱董事會的架構、規模及組成，並向董事會提出有關建議變動的意見以執行本公司的企業策略。各成員出席提名委員會會議的情況載於第41頁。

(e) Attendance at Board Meetings, Board Committee Meetings and General Meetings

Details of the attendance of the Directors at the Board meetings, Board committee meetings and general meetings during the year ended 31 December 2022 are as follows:

(e) 董事會會議、董事委員會會議及股東大會的出席情況

截至二零二二年十二月三十一日止年度，董事出席董事會會議、董事委員會會議及股東大會的詳情如下：

Name of Directors 董事姓名	Number of Meetings Attended/Held During the Year Ended 31 December 2022 截至二零二二年十二月三十一日止年度出席/舉行的會議次數					
	Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	Executive Committee Meeting 執行委員會會議	Annual General Meeting 股東週年大會
Executive Directors 執行董事						
Mr. Wang Wendong 王文東先生	4/4	N/A不適用	1/1	1/1	N/A不適用	1/1
Mr. Fung Chi Kin 馮志堅先生	4/4	N/A不適用	N/A不適用	N/A不適用	N/A不適用	1/1
Independent Non-Executive Directors 獨立非執行董事						
Mr. Zhou Tianshu 周天舒先生	4/4	4/4	1/1	1/1	N/A不適用	1/1
Ms. Wu Liyan 吳勵妍女士	4/4	4/4	1/1	1/1	N/A不適用	1/1
Ms. Wong Susan Chui San 黃翠珊女士	4/4	4/4	1/1	N/A不適用	N/A不適用	1/1

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AUDITORS' REMUNERATION

For the year ended 31 December 2022, the fees paid/payable to the Company's external auditors in respect of the audit services were as follows:

Type of services 服務類型		HK\$ 港元
Audit services	審核服務	600,000

No non-audit service was provided by external auditors for the year ended 31 December 2022. There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditors during the year ended 31 December 2022.

ACCOUNTABILITY AND AUDIT

The Directors of the Company are responsible for overseeing the preparation of the consolidated financial statements which give a true and fair view of the state of affairs of the Group and of the results and cash flows during the year ended 31 December 2022. In preparing the consolidated financial statements during the year ended 31 December 2022, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimated that are prudent, fair and reasonable and prepared the consolidated financial statements on a going concern basis.

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

The statement by the auditor regarding its reporting duties on the consolidated financial statements of the Company is set out in the Independent Auditors' Report on pages 97 to 105 of this annual report.

核數師薪酬

截至二零二二年十二月三十一日止年度，就審核服務已付／應付本公司外聘核數師的費用如下：

截至二零二二年十二月三十一日止年度，外聘核數師並無提供非審核服務。董事會與審核委員會就截至二零二二年十二月三十一日止年度外聘核數師的甄選及委任並無分歧。

問責及審核

本公司董事負責監督綜合財務報表的編製工作，以真實公平地反映本集團截至二零二二年十二月三十一日止年度的事務狀況、業績及現金流量。於編製截至二零二二年十二月三十一日止年度的綜合財務報表時，董事已選擇合適的會計政策並貫徹應用，作出審慎、公平及合理的判斷及估計，並按持續經營基準編製綜合財務報表。

董事並不知悉任何可能對本集團持續經營能力產生重大疑問的事件或狀況相關的重大不確定性。

核數師有關其就本公司綜合財務報表的報告職責的陳述，載列於本年報第97至105頁的獨立核數師報告。

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RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the effectiveness of the Group's internal control and risk management systems. The Audit Committee assists the Board in meeting its responsibilities for maintaining an effectiveness of the systems of internal control and risk management of the Group, covering all material controls, including financial and operation. The risk management and internal control systems of the Group are designed to manage rather than eliminate the risk of failures to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group would choose certain material risk events in its field every year and assess and grade the possibility of occurrence and influence of risk events to determine the scope of material risk of the year together with the management of the Group. Procedures have been designed to facilitate the effectiveness and efficiencies of operations, safeguard assets against unauthorized use and disposition, ensuring the maintenance of proper accounting records and the truth and fairness of the financial statements, and ensuring compliance of applicable laws, rules and regulations. Qualified management throughout the Group maintains and monitors the internal control systems on an ongoing basis.

During the process of risk assessment, each risk owner is required to capture and identify the key inherent risks that affect the achievement of its objectives. Each inherent risk is evaluated according to the risk matrix. After taking into consideration the risk response, such as control measures in place to mitigate the risk, the residual risk of each inherent risk is evaluated again. The risk register with the risk responses and residual risks is reported to the Audit Committee. The Audit Committee, evaluates the effectiveness of the systems and report to the Board. The highest category of residual risks is subject to the Board's oversight.

風險管理及內部監控

董事會深明其對本集團內部監控及風險管理制度之有效性所承擔之責任。審核委員會協助董事會履行職責，維持本集團內部監控及風險管理制度的有效性，範圍涵蓋包括財務及營運在內的所有重大監控措施。本集團之風險管理及內部監控制度旨在管理而非消除未能達致業務目標的風險，同時面對重大的錯誤陳述或損失亦僅提供合理而非絕對的保證。

本集團每年就其領域選取若干重大的風險事件，並就風險事件發生的可能性及其影響作出評估及分類，從而與本集團管理層確認該年之重大風險範圍。本公司已制定程序以提升經營效率及效能、防止資產未經授權使用及處置、確保存有正確會計記錄及財務報表的真實性與公平性，以及確保遵守適用法律、規定及法規。本集團的所有合資格管理層持續維持及監控內部監控制度。

於風險評估的程序中，各風險負責人須及時獲取及辨識影響其達到目標的主要固有風險。各固有風險乃根據風險矩陣進行評估。經考慮風險的應對方法後（如採取監控措施以減低風險），將再次評估各固有風險的剩餘風險。風險記錄冊連風險應對方法及剩餘風險將會向審核委員會匯報。審核委員會評估系統的有效程度及向董事會匯報。最高類別的剩餘風險將受到董事會的監督。

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The Group does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. Each year, the Board engaged an independent consultant company to conduct internal audit function in order to review the effectiveness of the Group's risk management and internal control systems. The Board is of the view that the systems of risk management and internal control adopted for the year ended 31 December 2022 were assessed to be satisfactory and were functioning properly, to a large extent, in safeguarding the assets employed by the Group. The Board and the Audit Committee have both reviewed the systems of risk management and internal control on an annual basis.

The Audit Committee reviewed the internal control review report issued by the independent consultancy company on the Company's risk management and internal control systems in respect of the year ended 31 December 2022 and considered that they are effective and adequate. The Board assessed the effectiveness of internal control systems by considering the internal control review report and reviews performed by the Audit Committee and concurred the same. It also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

PROCEDURES AND INTERNAL CONTROLS FOR THE HANDING AND DISSEMINATION OF INSIDE INFORMATION

The Board has already implemented restriction on disseminating non-public information, handling of rumours, unintentional selective disclosure, exemption and waiver to the disclosure of inside information, and also compliance and reporting procedures. Senior management must take all reasonable measures to ensure that proper safeguards exist to prevent any breach of disclosure requirement from time to time. Employees are required to promptly bring any possible leakage or divulgence of inside information to the attention of the Chief Executive Officer, or his delegates, who will notify the Board timely and accordingly for taking the appropriate action promptly. For any material violation of this policy, the Board will decide, or designate appropriate persons to decide the course of actions and strategies for rectifying the problem and avoiding recurrence.

本集團並無內部審核職能及目前認為根據本集團業務之規模、性質及複雜性，毋須即時於本集團內設立內部審核職能。董事會每年委聘獨立顧問公司履行內部審核職能，旨在審閱本集團風險管理及內部監控制度的有效性。截至二零二二年十二月三十一日止年度採納的該等風險管理及內部監控制度經已評估，於保障本集團動用的資產方面在大多數情況下令人滿意及妥善履行職能。董事會及審核委員會均每年檢討風險管理及內部監控系統。

審核委員會審閱獨立顧問公司就本公司截至二零二二年十二月三十一日止年度的風險管理及內部監控制度出具的內部監控審閱報告，並認為該等制度乃有效及充足。透過考慮內部監控審閱報告及審核委員會執行的審閱，董事會評估內部監控制度的有效性，並同意上述意見。其亦認為，相關員工的資源、資歷及經驗乃足夠，且提供的培訓課程及預算乃充足。

處理及發佈內幕消息的程序及內部監控措施

董事會已採取有效措施，防範有關非公開信息的散播、處理謠言、無意選擇性披露、豁免披露內幕消息等方面，以及合規及報告程序。高級管理層均須採取一切合理措施，確保本公司不時設有恰當的防範措施，以防範任何違規披露。僱員須迅速提請高級管理層或其授權人士注意內幕消息的任何潛在洩漏或透露，並需及時通知董事會迅速採取適當的行動。如嚴重違返本政策，董事會將決定或指派適當人士以制定糾正問題的行動方針及策略，並避免再次發生。

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Board Independence

The Company recognizes that Board independence is key to good corporate governance. The Company has in place effective mechanisms that underpin an independent Board and that independent views. The current composition of the Board, comprising more than one third of the of the independent non-executive Directors and the members of the Audit Committee are all independent non-executive Directors. The Remuneration Committee and Audit Committee are chaired by independent non-executive Directors. The remuneration of independent non-executive Directors are subject to a regular review to maintain competitiveness and commensurate with their responsibilities and workload. The independence of each independent non-executive Director is assessed upon his/her appointment and annually.

Directors are requested to declare their direct or indirect interests, if any, in proposals or transactions to be considered by the Board at the Board meetings and abstain from voting, where appropriate. External independent professional advice is available to all Directors, including independent non-executive Directors, whenever deemed necessary. The independent non-executive Directors have consistently demonstrated strong commitment and the ability to devote sufficient time to discharge their responsibilities at the Board.

The Company has also established channels through formal and informal means whereby independent non-executive Directors can express their views in an open manner, and in a confidential manner, should circumstances requires.

COMPANY SECRETARY

The Company has appointed, externally, Mr. Chiu Ming King (“**Mr. Chiu**”) as the Company Secretary. His biographical details are set out in the section “Biographical Details of Directors and Senior Management” of this annual report. During the year ended 31 December 2022, Mr. Chiu has confirmed that he has taken no less than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules. Mr. Chiu’s primary contact with the Company is Mr. Wang Wendong, the executive Director and the Chairman of the Board.

董事會獨立性

本公司深明董事會的獨立性是達致優良公司治理的關鍵。本公司已經建立有效機制，以維持董事會的獨立性和獨立意見。董事會現時成員當中，超過三分之一為獨立非執行董事，以及審核委員會的成員均為獨立非執行董事。薪酬委員會和審核委員會均由獨立非執行董事擔任主席。獨立非執行董事的薪酬將定期審閱，以保持競爭力並與彼等的職責和工作量相稱。本公司會在每位獨立非執行董事獲委任時評估其獨立性，再按年評估。

董事須於董事會會議上申報於將由董事會審議的建議或交易中的直接或間接權益（如有），並在適當時放棄投票。如認為有必要，所有董事（包括獨立非執行董事在）都可以獲得外部獨立專業意見。獨立非執行董事一貫展示承擔，並投入足夠的時間履行董事會的職責。

本公司通過正式及非正式的方式建立渠道，使獨立非執行董事能夠以公開方式表達他們的意見，並於有需要時以保密方式表達意見。

公司秘書

本公司已外聘趙明璟先生（「**趙先生**」）擔任公司秘書。其履歷詳情載於本年報「董事及高級管理人員之履歷詳情」一節。截至二零二二年十二月三十一日止年度，趙先生已確認彼根據GEM上市規則第5.15條規定參加至少15小時的相關專業培訓。趙先生於本公司的主要聯絡人為執行董事兼董事會主席王文東先生。

CORPORATE GOVERNANCE REPORT

企業管治報告

CHANGES IN CONSTITUTIONAL DOCUMENTS

The Company has not made any significant changes to its constitutional documents during the year ended 31 December 2022.

SHAREHOLDERS' RIGHTS

Shareholders holding at the date of deposit of the requisition not less than 5% of the total voting rights of all the members having a right to vote at general meetings of the Company and shall at all times have the right, by written requisition to the Board, to require an extraordinary general meeting ("EGM") to be convened by the Board. Such requisition, signed by the shareholders concerned, must state the general nature of the business to be dealt with at the meeting and may include a text of resolution that is intended to be moved at the meeting. If within 21 days from the date of such deposit, the Board fails to proceed to such meeting the shareholders concerned may themselves convene an EGM, but any EGM so convened shall not be held after the expiration of three months after the date on which the Directors become subject to the requirement to call a meeting.

If a shareholder (other than the candidate) wishes to propose any candidate as director of the Company, the following documents should be duly lodged at the head office of the Company at Unit 401, 4/F., Fairmont House, 8 Cotton Tree Drive, Admiralty, Hong Kong, not earlier than the day after the dispatch of the notice of the general meeting and not later than seven days prior to the date fixed for the meeting:

- (a) a written notice by the shareholder of his intention to propose a resolution for the appointment or reappointment of that candidate, duly signed by the shareholder with his/her name and address stated clearly in an eligible manner, the validity of which is subject to verification and confirmation by the Company's share registrar according to its records;
- (b) a written notice duly executed by the candidate of his willingness to be appointed or re-appointed;
- (c) written consent of the publication of the candidate's information together with the candidate's biographical information as required by Rule 17.50(2) of the GEM Listing Rules; and
- (d) the candidate's written consent to the publication of his/her personal data.

變更組織章程文件

截至二零二二年十二月三十一日止年度，本公司章程文件並無任何重大變更。

股東權利

於提交要求日期持有不少於有權在本公司股東大會上表決的全體成員總表決權的5%的股東，於任何時間均有權透過向董事會提交書面要求而要求董事會召開股東特別大會（「股東特別大會」）。有關要求須經有關股東簽署，並須述明有待在有關大會上處理的事務的一般性質及可包含擬在該大會上動議的決議案的內容。倘董事會自收到該要求的日期起計21日內沒有召開有關大會，則有關股東可自行召開股東特別大會，惟在有關董事受到召開大會的規定所規限的日期後的三個月期限屆滿後，通過此種方式召開的任何股東特別大會不得舉行。

若股東（候選人除外）擬提名任何候選人擔任本公司董事，須於寄發股東大會通告後至大會指定舉行日期前不少於七日將以下文件遞交至本公司總辦事處（地址為香港金鐘紅棉路8號東昌大廈4樓401室）：

- (a) 該名股東有意提呈一項決議案以委任或重新委任該候選人之書面通知，該通知須由該股東以適當之方式正式簽署（須列明其姓名及地址），而其有效性則須由本公司的股份過戶登記處根據其記錄進行核實及確認；
- (b) 由該候選人正式簽署之有關其膺選或重選意願之書面通知；
- (c) 公開候選人資料及GEM上市規則第17.50(2)條所規定之候選人履歷資料之書面同意；及
- (d) 該候選人就公開其個人資料之書面同意。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMMUNICATION WITH SHAREHOLDERS

The Company has adopted Shareholders' communication policy (the "Policy"), which set out means of communication by Shareholders and the investment community. The Company will publish the information (for example announcements, circulars and notices of general meetings and other documents) on the websites of the Company and the Stock Exchange. Shareholders are encouraged to participate in general meetings (including annual general meetings) and to attend Shareholders' activities organized by the Company, where information about the Company, including its latest strategic plan, products and services, etc. will be communicated. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings.

The Board considered the Policy is effective during the Current Year, having considered the communication channels in place provided Shareholders and investment community with information about the latest development of the Group in a timely manner, and the Company has established a range of communication channels between itself and its shareholders, investors and other stakeholders to allow the Company to receive feedback effectively.

The Company recognizes the importance of maintaining an on-going communication with shareholders to ensure that shareholders are kept well informed of the business activities and direction of the Group.

The Company uses a range of communication tools including various notices, announcements, circulars, annual report and annual general meeting to disclose relevant information to shareholders. Separate resolutions are proposed at general meeting on each substantially separate issue, including the re-election of Directors. The Chairman and the chairmen of all board committees, together with the external auditors, shall attend the annual general meeting to answer the enquiries of shareholders.

To further promote the effective communication with shareholders and the public, the corporate website is maintained to disseminate the information of the Group electronically on a timely basis.

與股東溝通

本公司已採納股東溝通政策（「政策」），其中規定了股東和投資者的溝通方式。本公司將在本公司和聯交所的網站上發佈資訊（例如公告、通函和股東大會通知及其他文件）。本公司鼓勵股東參加股東大會（包括年度股東大會）和出席本公司組織的股東活動，在這些活動中，本公司的資訊，包括其最新的戰略計劃、產品和服務等將被傳達。本公司努力與股東保持持續對話，特別是通過年度股東大會和其他股東會議。

董事會認為該政策在本年度內是有效的，乃考慮了目前的溝通渠道為股東和投資者及時提供了有關本集團最新發展的資訊，而且本公司已經在其與股東、投資者和其他利益相關者之間建立了一系列溝通渠道，使本公司能夠有效地接收回饋。

本公司深知與股東維持持續溝通的重要性，確保股東知悉本集團之業務活動及方向。

本公司採用多種通訊工具（包括各類通知、公告、通函、年報及股東週年大會）向股東披露有關資料。就每個個別重要事項（包括重選董事）均於股東大會上以獨立決議案方式提出。主席及所有董事委員會主席以及外聘核數師將出席股東週年大會以回答股東提出之查詢。

為了進一步促進與股東及公眾之有效溝通，本集團將以電子方式及時在公司網站發佈本集團之資料。

CORPORATE GOVERNANCE REPORT

企業管治報告

POLICY ON PAYMENT OF DIVIDENDS

The Company currently does not have a fixed dividend policy and may declare dividends by way of cash or by other means that the Directors consider appropriate. A decision to declare any interim dividend or recommend any final dividend would require the approval of the Board and depend upon the following factors:

- (a) the Group's financial results;
- (b) the shareholders' interests;
- (c) general business conditions, strategies and future expansion needs;
- (d) the Group's capital requirements;
- (e) the payment by its subsidiaries of cash dividends to the Company;
- (f) possible effects on liquidity and financial position of the Group; and
- (g) other factors as the Board may consider relevant.

VOTING BY POLL

All resolutions put to the general meeting will be voted by poll at the meeting in accordance with the requirements of the GEM Listing Rules.

To ensure that shareholders are familiar with the detailed procedures for conducting a poll, the chairman of the meeting will explain the detailed procedures for conducting a poll at the commencement of the meeting and then answer any questions from shareholders regarding voting by way of a poll.

At the conclusion of the general meeting, the poll results will be published on the Stock Exchange's website and the Company's website.

ENQUIRIES TO THE BOARD

Enquiries from shareholders to the Board can be sent in writing to the Company at the registered office in Hong Kong or by email to info@locohkholdings.com as stated on the Company's website.

派付股息政策

本公司目前並無固定股息政策且可透過現金或董事認為適當的其他方式宣派股息。宣派任何中期股息或建議任何末期股息的決定需經董事會的批准並取決於以下因素：

- (a) 本集團之財務業績；
- (b) 股東權益；
- (c) 一般商業條件、戰略及未來擴展需求；
- (d) 本集團之資本需求；
- (e) 其附屬公司向本公司派付現金股息；
- (f) 對本集團的流動資金及財務狀況可能造成的影響；及
- (g) 董事會可能認為相關的其他因素。

以投票方式表決

於股東大會上提呈之所有決議案將根據GEM上市規則之規定於大會上進行投票表決。

為了確保股東熟悉以投票方式進行表決的詳細程序，大會主席將於大會開始時解釋以投票方式進行表決的詳細程序，並回答股東有關以投票方式表決的任何問題。

於股東大會結束後，投票結果將在聯交所網站及本公司網站上公佈。

向董事會提出之查詢

股東可將彼等向董事會提出之查詢以書面形式郵寄至本公司的香港註冊辦事處，或以電郵形式發送至本公司網站所列之電子郵箱 info@locohkholdings.com。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

BOARD STATEMENT

Loco Hong Kong Holdings Limited (the “**Company**” together with its subsidiaries, hereinafter referred to as the “**Group**” or “**we**” or “**us**”) is pleased to present the Environmental, Social and Governance Report for the year end 31 December 2022. The Group puts the sustainable development of its business as the top priority of its long-term development goals, and incorporate climate-related issues and environmental, social and governance elements into its long-term business strategic planning. As the most important leading role of the Group, the board of directors (“**Directors**”) of the Group (“**Board of Directors**”) has the sole responsibility to oversee, directly manage and monitor the Group’s environmental, social and governance issues and progress directly.

The Group has set clear short-term and long-term sustainable development vision and goals to progressively achieve ongoing emission reduction according to governmental requirements of different countries and regions. Relevant emission reduction targets and corresponding strategies are established, and sustainable development factors have been incorporated into the Group’s strategic planning, business model and other decision-making processes. The Board regularly monitors and reviews the effectiveness of management approach, including reviewing the Group’s environmental, social and governance performance and adjusting corresponding action plans. Effective implementation of environmental, social and governance policies relies on the collaboration of different departments. Following the recommendations given by the Stock Exchange, in order to endeavour to achieve the objective of sustainability development, the Group has established an inter-departmental environmental, social and governance working group to coordinate different departments and enhance their mutual co-operation, for ensuring consistent work performance which could be aligned with the stakeholders’ expectations.

The Group strives to ensure the establishment of appropriate and effective risk management and internal control systems for supervision of the identification and assessment of environmental, social and governance and climate-related risks and opportunities, and to response to the challenges and impacts of different times.

Looking ahead, the Board will continue to review and monitor the environmental, social and corporate governance performance of the Group and provide material, reliable, consistent and comparable environmental, social and corporate governance information to its stakeholders for making contributions to create a better environment.

Wang Wendong

Chairman and Chief Executive Officer
Loco Hong Kong Holdings Limited

董事會聲明

港銀控股有限公司（「**本公司**」，連同其附屬公司統稱為「**本集團**」或「**我們**」）欣然提呈截至二零二二年十二月三十一日止年度的「環境、社會及管治報告」。本集團把業務的可持續發展放在其長期發展目標的首位，將氣候相關議題和環境、社會及管治的元素納入業務策略的長期規劃當中，本集團董事（「**董事**」）會（「**董事會**」）作為本集團最為重要的領導角色，全權負責督導、直接管理及監督本集團的環境、社會及管治議題和進度。

本集團已訂立清晰明確的短期及長期可持續發展願景和目標，按照各國及各地政府要求並朝著減排目標不斷邁進。相關減排目標和相應的策略已經設立，並將可持續發展因素納入本集團的策略規劃、業務模式及其他決策過程。董事會定期監察及檢討管理方法的有效性，包括檢討本集團環境、社會及管治表現並調整相應的行動計劃。有效率的環境、社會及管治政策實施有賴於不同部門的合作，為此我們已因應聯交所建議成立跨部門的環境、社會及管治工作小組，負責協調不同部門以促進彼此的合作，務求達到一致並合乎持份者期望的工作表現，為可持續發展目標共同努力。

本集團竭力確保設立合適有效的風險管理及內部控制系統，監督環境、社會及管治和氣候相關風險及機遇的識別和評估，以及應對時代不同的新挑戰及影響。

展望將來，董事會將持續檢討及監察本集團的環境、社會及企業管治表現，繼續為其持份者提供重要、可靠、一致、可作比較的環境、社會及企業管治資料，為營造更美好的環境而作出貢獻。

王文東

主席兼行政總裁
港銀控股有限公司

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT

The Group is pleased to present 2022 Environmental, Social and Governance Report (the “**Report**”), which enables stakeholders to know more about the Group’s progress and direction in sustainability aspects by reporting on its policies, measures and performance in various sustainability issues. The ESG Report is prepared and published in both Chinese and English at the Stock Exchange’s website (www.hkexnews.hk) and the Company’s website (www.locohkholdings.com). In the event of contradiction or inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

Reporting Period

The Report illustrates the overall performance of the Group regarding the environmental and social aspects from 1 January 2022 to 31 December 2022 (the “**reporting period**”).

Reporting Scope

The Group is principally engaged in trading of metal and metal supply chain business in Hong Kong and the mainland of People’s Republic of China (the “**PRC Mainland**”) accompanied with trading of commodity forward contracts for hedging purpose. Besides, the Group is also engaged in the provision of education management services in the PRC Mainland and money lending services in Hong Kong. The Report covers relevant laws and regulations of the Group’s important core businesses in the PRC Mainland and Hong Kong. The relevant environmental key performance indicators (“**KPI(s)**”) mainly cover the operations units including offices and metal processing facilities in the PRC Mainland and Hong Kong. All the Group’s business operated within the reporting period have been covered by the scope of this report.

The Group’s awareness on greenhouse gas emissions and climate change is ever increasing, we focus on improving our data collection system and expanding our disclosure scope. The reporting scope of the reporting period has expanded to cover the metal trading business in the PRC Mainland. To enable comparison of the Group’s yearly performance and progress in sustainability, the reporting methodologies of the two consecutive reports are aligned. If the scope and boundaries of the specific contents vary, they are noted in the relevant section of the Report.

關於本報告

本集團欣然提呈二零二二年度的環境、社會及管治報告（「**本報告**」），透過披露其可持續發展政策、措施及績效，讓持份者更了解本集團於可持續發展方面的進展及方針。環境、社會及管治報告以中英兩種語言編製及刊發，並可在聯交所網站(www.hkexnews.hk)及本公司網站(www.locohkholdings.com)查閱。倘中英文版本有任何抵觸或不符之處，概以中文版本為準。

報告期

本報告闡述本集團於二零二二年一月一日至二零二二年十二月三十一日（「**報告期**」）期間環境及社會層面的整體表現。

報告範圍

本集團主要活動為於香港及中華人民共和國內地（「**中國內地**」）從事金屬貿易及金屬供應鏈業務以及就對沖目的從事遠期商品合約交易。此外，本集團亦於中國內地提供教育管理服務及於香港提供放債服務。本報告披露的資料涵蓋本集團於中國內地及香港的核心重要業務的相關政策及措施，有關環境關鍵績效指標（「**關鍵績效指標**」）的營運單位主要包括中國內地和香港的辦公室及金屬加工工場。本集團報告期內的所有業務範疇，已於本報告範圍中涵蓋。

本集團對溫室氣體排放、氣候變化等議題的關注度日益增加，我們著力提升內部數據收集程序並擴大披露範圍，本年度披露範圍有所擴展，涵蓋本集團於中國內地之金屬貿易業務。為了比較本集團在可持續發展方面的年度績效及進展，兩份連續報告的報告方法一致。若特定內容涵蓋的範圍及界限不同，已在本報告的相關部分特別註明。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Reporting Standards

The Report is prepared in accordance with all applicable provisions set out in the Environmental, Social and Governance Reporting Guide (the “**ESG Reporting Guide**”) under Appendix 20 of the GEM Listing Rules of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), the provision of “comply or explain”, and on the basis of the four reporting principles – materiality, quantitative, balance and consistency.

Review and Approval

The Board of Directors of the Company confirms that they have the responsibility to ensure the integrity of this Report, and to their best knowledge, the Report expounds all relevant important issues and fairly presents the ESG performance of the Group. This Report was reviewed and approved by the Board of Directors on 24 March 2023.

Information and Feedbacks

Stakeholder opinions matter as they facilitate the Group to map out important Environmental, Social and Governance (“**ESG**”) issues and give the Group inspiration on how to improve its ESG performance. If you have any comments about the Report, please contact the Group via the following channels:

Mail: Unit 401, 4/F Fairmont House,
8 Cotton Tree Drive, Admiralty, Hong Kong
Email: info@locohkholdings.com
Phone: 2203 0999
Fax: 2205 0099

報告準則

本報告乃根據香港聯合交易所有限公司（「**聯交所**」）的GEM上市規則附錄二十所載之《環境、社會及管治報告指引》的所有適用條文編製，並以其所載的「不遵守就解釋」規定，並以四項匯報原則—重要性、量化、平衡及一致性為基準編製本報告。

審閱及批准

本公司董事會確認其有責任確保本報告的完整性，且就其所深知，本報告闡述了所有相關重要議題，並公平呈列本集團的環境、社會及管治表現。本報告經董事會於二零二三年三月二十四日審議通過。

信息及反饋

持份者的意見至關重要，因其有助於本集團就重要的環境、社會及管治（「**環境、社會及管治**」）問題制定計劃，並為本集團如何提升環境、社會及管治表現帶來啟發。倘閣下對本報告有任何意見，請透過以下方式聯絡本集團：

郵寄地址：香港金鐘紅棉路8號東昌大廈
4樓401室
電子郵件：info@locohkholdings.com
電話：2203 0999
傳真：2205 0099

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE STRUCTURE

The Group is committed to integrating ESG factors into its operations, creating sustainable value for stakeholders and fulfilling its responsibilities as a corporate citizen.

The Board of Directors is responsible for setting the Group's sustainable development strategy and clear emission reduction targets, assessing the actual and potential ESG and climate-related risks and opportunities that affect the Group's operations, and ensuring that the Group has established appropriate and effective ESG risk management and internal control system. The management reviews these risks and the effectiveness of the internal control system and confirms to the Board of Directors.

The Group has established an Environmental, Social and Governance Working Group (the "**Working Group**"). The working group is composed of core members from different departments of the Group and directly reports to the Board of Directors. It is responsible for reviewing and evaluating the effectiveness of the sustainability structure and managing ESG issues and performance material to the Group. The environmental and social KPIs and the progress of achieving emission reduction targets are monitored by the Working Group, the members are also responsible for communicating and collaborating with external consultants to compile annual ESG report. The Working Group meets at least once every half year, and reports to the Board of Directors on the implementation of ESG measures and performance of the business units.

環境、社會及管治架構

本集團致力將環境、社會與管治因素融入營運之中，為持份者締造可持續價值，實現作為企業公民的責任。

董事會負責訂定本集團的可持續發展方針和明確的減排目標，評估實在及潛在影響集團營運的與環境、社會與管治及氣候相關風險和機遇，並確保本集團設立合適及有效的環境、社會和管治風險管理和內部監控系統。管理層就這幾方面的風險和內部監控系統的成效作檢討，並向董事會作出確認。

本集團的環境、社會及管治工作小組（「**工作小組**」）由本集團不同部門的核心成員組成，並直接向董事會匯報。工作小組負責審視與評估可持續發展架構的有效性，管理對本集團重要的環境、社會及管治的議題及表現，監察環境和社會關鍵績效指標及減排目標的進度，並與外聘顧問溝通和合作編寫年度環境、社會及管治報告。工作小組最少每半年進行一次內部會議，並向董事會匯報業務單位有關環境、社會及管治方面的舉措實施情況及其績效表現。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

STAKEHOLDER ENGAGEMENT

The Group is committed to operating in a socially responsible and transparent manner with regards to all stakeholders. Identified stakeholders include employees, customers, shareholders, suppliers, regulatory authorities and the general community. To maintain and develop good corporate citizenship, we aim to engage fully and openly with all stakeholders through a diverse array of effective communication channels.

Employees 僱員	<ul style="list-style-type: none">Annual performance appraisal system 每年之考績機制Training, seminars and briefing sessions 培訓、講座及簡報會Staff communication 員工交流
Customers 客戶	<ul style="list-style-type: none">Client relationship contacts 促進客戶關係之接觸Company website 公司網站Customer service hotline 客戶服務熱線
Shareholders 股東	<ul style="list-style-type: none">Annual General Meeting and other general meetings 股東週年大會及其他股東大會Investor and press conferences and briefings 投資者及新聞發佈會、簡報會Company website 公司網站Corporate communications including announcements, press releases, circulars, interim and annual reports 企業通訊，包括公告、新聞稿、通函、中期報告及年度報告
Suppliers 供應商	<ul style="list-style-type: none">Regular supplier communications and reviews 定期的供應商交流及檢討
Regulators 監管機構	<ul style="list-style-type: none">Regular meetings and communications 定期會議和交流On-site review 現場審查Compliance reports 合規報告Training, focus groups and other events 培訓、小組焦點座談會及其他活動
Community 社區	<ul style="list-style-type: none">Sponsorships and donations 贊助及捐款

持份者參與

本集團向所有持份者和社會負責，以高透明的方式營運。已識別的持份者包括僱員、客戶、股東、供應商、監管機構及社會大眾。為維持及完善良好企業公民的表現，我們的目標是透過廣泛有效的溝通渠道，使所有持份者均可完全地、開放地參與發表意見。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

MATERIALITY ASSESSMENT

The Group identifies issues for disclosure required in the Report through internal and external materiality assessment. By considering the dependence and influence on the Group of the stakeholders and the availability of the resources for the Group, the management has identified key stakeholders and conducted a survey with them. They have expressed their opinions and recommendations on the sustainability issues related to the Group's operation.

Consolidating the results of internal assessment and the survey, the Group has compiled the Materiality List (refer to the table below).

重要性評估

本集團透過進行內部及外部重要性評估，以釐定本報告需要披露的議題。透過考慮持份者對本集團的依賴性及影響力、以及本集團的資源，管理層識別了關鍵持份者並對其進行問卷調查。他們就本集團營運期間涉及到的議題提出了意見和建議。

綜合了本集團內部的評估及問卷調查結果後，本集團得出重要性列表（見下表）。

Importance 重要性

Highly important
高度重要

Moderately important
中度重要

Issues 議題

Anti-corruption training for management and employees
領導層和員工的反貪培訓

Business ethics
商業道德

Child labour and forced labour
防止僱用童工和強制勞動

Customer satisfaction
顧客滿意程度

Development and training of staff
員工發展與培訓

Diversity and equal opportunities
員工多元化及平等機會

Employment practices
僱傭措施

Occupational health and safety of staff
員工的職業健康與安全

Quality of services and products
服務及產品質素

Safety of services and products
服務及產品安全

Anti-discrimination
反歧視

Compliance with regulations on marketing, product and service labelling
遵守市場推廣及產品和服務標籤的法規

Customers' privacy and confidentiality
顧客私隱及資料保密

Environmental compliance
遵守環境法規

Intellectual property
知識產權

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Importance

重要性

Generally important

一般重要

Issues

議題

Air Emissions

大氣污染物排放

Climate change

氣候變化

Communication and connection with local community

與當地社區的交流 and 聯繫

Contributions to the society

社區貢獻

Effluents management

污水管理

Energy efficiency

能源效益

Environmental friendliness on products or service purchased

採購產品或服務的環境友好性

Greenhouse gas Emissions

溫室氣體排放

Land use, pollution and restoration

土地的使用、污染和恢復

Responsible supply chain management

負責任的供應鏈管理

Use of raw materials and packaging materials

原材料及包裝物料使用

Waste management

廢棄物管理

Water efficiency

用水效益

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ENVIRONMENTAL ASPECTS

Environmental Management Policy

Hong Kong has a very stringent control regime on matters which are covered by the ESG report and especially on pollution and water discharge. The Group, in order to develop a sustainable business and striving for a higher level of product quality and business return, undertakes environmental protection in a very serious and responsible manner. The Group is determined and committed to developing a sustainable business and have taken initiatives to secure a sustainable and environmentally friendly production and operating processes by taking all practicable and possible measures to comply with the relevant applicable statutory provisions. Abiding by the law and complying with regulatory standards are the guiding principle of the Group.

The Group is principally engaged in the trading of metals and metal supply chain business in Hong Kong and the PRC Mainland. Our metal processing facility in Kwai Chung houses the fully integrated metal melting plant. Silver scrap is purchased as raw material for processing into finished silver products in our scrap metal processing facility. Its operation enhances the marketability and facilitates the trading of our silver products. In the effect of global COVID-19 pandemic and economic situation worldwide, although the basic operation of facility continued in the reporting period, no production or processing work was carried out in the reporting period. Emissions and consumption of energy remained at a low level.

In addition, the Group advocates energy saving and carbon reduction, and is committed to achieving sustainable operations. To this end, we have set clear emission reduction targets, aiming to reduce all our emissions (including air pollutants, greenhouse gas, hazardous and non-hazardous wastes, and sewage), energy consumption (including electricity), and consumption of resources (including water and paper) by 3% in terms of intensity (per million Hong Kong dollars revenue), compared to corresponding emissions and consumptions of the base year of 2021, before 2030. The target value will be reviewed and updated by the Board of Directors every year to comply with the latest government policies and plans for energy conservation and emission reduction. Moreover, we are investing more resources in recycling to help the development of circular economy.

The Group's education management services and metal trading business in the PRC Mainland and general business operations and activities in Hong Kong are mainly ordinary office operations. Indirect greenhouse gas emissions, through the use of electricity, can be considered as our major emissions. Electricity consumption has cost implications and is closely monitored.

環境層面

環境管理政策

香港對環境、社會及管治報告涵蓋的事項有非常嚴格的控制制度，尤其對污染物及廢水排放。為發展可持續業務及爭取較高水平的產品質量及業務回報，本集團以極其嚴肅負責的方式進行環境保護。本集團決定並致力於發展可持續業務，並已主動透過採取所有切實可行及可能的措施實施可持續及環保生產及經營過程，以遵守相關適用監管條文。遵守法律及遵守監管標準為本集團的指導原則。

本集團主要於香港及中國內地從事金屬貿易及金屬供應鏈業務。我們的葵涌金屬加工設施包括全套綜合金屬熔化廠房。我們採購白銀廢料，將其於金屬熔化廠房加工成白銀製成品的原材料。其營運提高適銷性及促進白銀產品貿易。受全球經濟情況和COVID-19新冠疫情因素影響，葵涌廠房在報告期內雖繼續維持營運，但報告期內未有生產或加工設施運作，整體能源消耗及排放持續處於低水平。

此外，本集團提倡節能減碳，致力達致永續經營，為此我們已訂定明確減排目標，以二零二一年為基準年，努力在二零三零年前達到所有排放物（包括空氣污染物、溫室氣體、有害及無害廢棄物、污水）、能源使用（包括電力）及資源消耗（包括用水及用紙），以每百萬港元收入計算之密度均減少百分之三，此目標數值將每年由董事會審閱檢討並予以更新，以符合政府最新的節能減排政策及規劃。另外，我們亦會於資源回收方面投入更多資源，促進循環經濟的發展。

本集團位於中國內地的教育管理服務、金屬貿易業務及香港的一般業務營運及活動主要為普通辦公室運作，間接溫室氣體排放（透過使用電力）可被視為我們的主要排放。電力消耗具成本影響，並受到嚴密監控。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group also stays abreast on any technological advancement which can be used for reducing emissions.

Compliance with relevant laws and regulations with significant impact on the Group

Most of the Group's business activities are of a general office nature, which do not generate air emission which has a significant impact or materiality to the environment as far as the Group is concerned, with the exception of the scrap metal processing facility. Silver scrap is melted in our scrap metal processing facility and processed into various sizes, shapes and forms as specified by our customers. In this process, water is used for cooling after which is then discharged as wastewater.

The Group's processing facilities and major business operations are strictly in compliance with relevant laws and regulations in the PRC Mainland and Hong Kong, including but not limited to the Environmental Protection Law of the PRC (《中國環境保護法》), the Law of the PRC on the Prevention and Control of Atmospheric Pollution (《中國大氣污染防治法》), the Law of the PRC on the Prevention and Control of Environment Pollution by Solid Waste (《中國固體廢物污染環境防治法》), the Law of the PRC on the Prevention and Control of Water Pollution (《中國水污染防治法》), Hong Kong's Air Pollution Control Ordinance (Cap. 311), Waste Disposal Ordinance (Cap. 354), Water Pollution Control Ordinance (Cap. 358), Noise Control Ordinance (Cap. 400) and other laws and regulations. We carry out treatments on exhaust gas, wastewater and solid waste to ensure compliance with discharge standards.

The operations and activities of the scrap metal processing facilities are subject to the statutory control regime of pollution control. The Group has obtained all the required statutory registrations and licenses required of the precious metal processing facility: (i) Waste Disposal Ordinance (Cap. 354) – Waste Disposal (Chemical Waste) (General) Regulation and (ii) Registration as a Chemical Waste Producer under Waste Disposal (Chemical Waste) (General) Regulation and (iii) Water Pollution Control Ordinance (Cap. 358) – Victoria Harbour (Phase One) Water Control Zone.

In order to obtain relevant registrations or licenses, the Group must ensure its chemical wastes (e.g. residual acidic solution, if any) has been proper treated before final disposal. This process is under the supervision and monitoring of third-party companies registered with government and subject to the inspection of the law enforcers.

與此同時，本集團積極緊跟任何可用於減少排放的技術發展。

遵守對本集團有重大影響的相關法律及法規

本集團大部分業務活動為一般辦公性質，就本集團所知，除廢金屬加工設施外，不會產生對環境有重大影響的廢氣排放。白銀廢料在我們的金屬廢料加工設施熔化及加工成客戶指定的各種尺寸、形狀及形式。在此過程中，水用於冷卻，此後被作為廢水排放。

本集團生產設施及各主要業務營運均嚴格遵守中國內地及香港的法律及法規，包括但不只限於《中國環境保護法》、《中國大氣污染防治法》、《中國固體廢物污染環境防治法》、《中國水污染防治法》、香港法例第311章《空氣污染管制條例》、香港法例第354章《廢物處置條例》、香港法例第358章《水污染管制條例》、香港法例第400章《噪音管制條例》等法律及法規的要求，並對廢氣、廢水及固體廢物進行處理，確保達標排放。

金屬廢料加工設施的營運及活動受污染控制的法定管制制度所規限。本集團已取得以下金屬加工設施所需的所有規定法定登記及牌照：(i)《廢物處置條例》(香港法例第354章) – 《廢物處置(化學廢物)(一般)規例》及(ii)作為化學廢物產生者的廢物處置(化學廢物)(一般)規例登記及(iii)《水污染管制條例》(香港法例第358章) – 維多利亞港(一期)水管制區域。

為取得相關登記或牌照，本集團須確保其化學廢料(例如殘留的酸性溶液(如有))於最終處置前進行妥善處置。該過程受到向政府登記的第三方公司的監管及監督，並須接受執法人員檢查。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group adopts all appropriate measures to ensure that the quantity, quality and composition of any discharge from our metal processing facility shall not exceed the limits stipulated by the Environmental Protection Department of the Government. The Group strictly complies with all stipulations of the laws, regulations and policies on disposal. Besides non-toxic cooling water, other wastes produced which are of a general office nature are properly disposed of by licensed waste collector after undergoing the required treatment. Our metal processing facility is subject to the unannounced visits and inspection of the government authority.

In the reporting period, the Group did not seriously violate the laws and regulation with regards to any air emissions, greenhouse gas emissions, wastewater discharge, and production of hazardous and non-hazardous waste in all material aspects. No related fine, complaint or warning have been received.

Emissions

The Types of Emission and Emission Data

General business operations and activities of the Group involved general office operations and metal processing in the plant.

Air emissions in the reporting period majorly came from the exhaust of group-owned vehicles used in daily transport service, except that we do not generate complicate emission which is considered of significant impact or materiality to the environment, our operations or the control regime. The emission data¹ of air emissions in the reporting period were as follows:

Air Emissions ² 空氣排放物 ²	Unit 單位	2022 二零二二年	2021 二零二一年
Nitrogen Oxides (NO _x) 氮氧化物 (NO _x)	kg 千克	0.831	1.051
Sulphur Oxides (SO _x) 硫氧化物 (SO _x)	kg 千克	0.033	0.067
Particulate Matter (PM) 顆粒物 (PM)	kg 千克	0.077	0.096

¹ Totals may not be the exact sum of numbers shown here due to rounding.

² The figures covered the emissions from Group-owned vehicles in the PRC Mainland and Hong Kong. The calculation method of the corresponding air emission assessment figures and the emission factors used in the calculation are based on "How to Prepare an ESG Reports" and its annex "Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, "Technical Guidelines for Compiling the Air Pollutant Inventory of Road Mobile Vehicles (Trial)" ("道路機動車大氣污染物排放清單編製技術指南(試行)"), "National Standards of the People's Republic of China-LPG" and the air pollutant emission factors published by the United States Environmental Protection Agency.

本集團採取一切適當的措施以確保金屬加工設施的任何排放物的數量、質量及成分不會超過政府環境保護署訂明的限額。本集團嚴格遵守有關處置的法律、法規及政策的所有規定。除無毒冷卻水外，所產生其他屬一般辦公性質的廢料於進行規定的處置後由持牌廢物處理中心妥善處置。我們的金屬加工設施須接受政府機構的暗訪及檢查。

報告期內，本集團於所有重大方面並無嚴重違反與氣體排放、溫室氣體排放、廢水排放以及生產有害及無害廢棄物有關的法規及規例。亦沒有收到任何有關的罰款、投訴或警告。

排放物

空氣排放物種類及排放數據

本集團一般業務營運及活動主要為普通辦公室運作及工場的金屬加工設施操作。

報告期內的空氣排放物主要來自本集團車輛的道路排放，除用作一般接載活動的車輛外，我們並不會產生被認為對環境、營運或管制制度有重大影響的複雜排放。報告期內，本集團空氣排放物數據¹如下：

¹ 數據基於四捨五入原則披露，總計未必為所示數字的準確總和。

² 數據涵蓋集團於中國內地及香港的接載用車輛所產生的排放。相應的空氣排放物評估數字的計算方法及用於計算的排放因子根據聯交所發佈之《如何編備社會、環境及管治報告》及其附件《附錄二：環境關鍵績效指標匯報指引》、《道路機動車大氣污染物排放清單編製技術指南(試行)》、《中華人民共和國國家標準 — 液化石油氣》，以及美國國家環境保護局公佈的空氣污染物排放因子的估算得出。

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Compare with the previous year, all figures of air emissions in the reporting period decreased, aligned with the current emission reduction target.

Greenhouse Gas Emissions Data

The Group's direct greenhouse gas emissions (Scope 1) were mainly from petrol and Liquefied Petroleum Gas ("LPG") consumed by vehicles. Indirect greenhouse gas emissions (Scope 2) were mainly from electricity consumed in the Group. Due to the business nature of the Group, the greenhouse gas emissions were mainly from Scope 2 emissions.

In the reporting period, the Group's total greenhouse gas emissions and intensity are listed as below:

Greenhouse Gas Emissions ⁴ 溫室氣體排放 ⁴	Unit 單位	2022 二零二二年	2021 二零二一年
Scope 1 ⁵ 範圍一 ⁵	tonnes CO ₂ -equivalent 公噸二氧化碳當量	8.19	13.55
Scope 2 ⁶ 範圍二 ⁶	tonnes CO ₂ -equivalent 公噸二氧化碳當量	17.88	16.92
Total Greenhouse Gas Emission 總溫室氣體排放	tonnes CO ₂ -equivalent 公噸二氧化碳當量	26.07	30.47
Greenhouse Gas Emission Intensity 溫室氣體排放密度	tonnes CO ₂ -equivalent/million HKD revenue ⁷ 公噸二氧化碳當量／百萬港元收入 ⁷	0.54	2.19

與上年度比較，報告期內各項空氣排放物數據均有減少，符合現時減排目標。

溫室氣體排放數據

本集團的直接溫室氣體排放（範疇一）主要產生自車輛使用的汽油及液化石油氣（「液化石油氣」），間接溫室氣體排放（範疇二）主要來自於本集團的電力消耗。鑒於本集團的業務性質，本集團的溫室氣體排放較多來自於範疇二。

報告期內，本集團溫室氣體總排放量和排放密度見下表：

³ Totals may not be the exact sum of numbers shown here due to rounding.

⁴ The figures covered the direct and indirect greenhouse gas emissions from the Group's offices and processing facilities in the PRC Mainland and Hong Kong. The calculation method of the corresponding greenhouse gas emission figures and the emission factors used in the calculation are based on "How to Prepare an ESG Reports" and its annex "Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, "General Guideline of the Greenhouse Gas Emissions Accounting and Reporting for Industrial Enterprises" (《工業企業溫室氣體排放核算與報告通則》), and the "Emission Factors of China's Regional Power Grid Baseline for Emission Reduction Projects" (《減排項目中國區域電網基準線排放因子》).

⁵ Scope 1: The direct emission from the business operations owned or controlled by the Group, including stationary combustion sources and mobile combustion sources, as well as fugitive emissions.

⁶ Scope 2: The "indirect energy" emissions caused by the internal consumption of purchased electricity within the Group.

⁷ The total revenue of the Group in 2021 and 2022 were 13.932 million HKD and 48.341 million HKD respectively.

³ 數據基於四捨五入原則披露，總計未必為所示數字的準確總和。

⁴ 數據涵蓋本集團於中國內地和香港的辦公室及加工廠房的直接和間接溫室氣體排放，相應的排放數字的計算方法及用於計算的排放因子根據聯交所所發佈之《如何編備社會、環境及管治報告》及其附件《附錄二：環境關鍵績效指標匯報指引》、《工業企業溫室氣體排放核算與報告通則》和《減排項目中國區域電網基準線排放因子》估算得出。

⁵ 範圍一：由本集團擁有或控制的業務營運直接產生的排放，包括固定源及移動源燃料中產生的排放，以及釋出的逃逸性氣體。

⁶ 範圍二：由本集團內部消耗外購電力所引致的「間接能源」排放。

⁷ 本集團二零二一年及二零二二年之總收入分別約為13.932百萬港元及48.341百萬港元。

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Compare with previous year, total greenhouse gas emissions data decreased, while the Scope 2 greenhouse gas emissions data slightly increased. It was due to the expansion of reporting scope, which additionally included electricity consumption from the metal trading business in PRC Mainland. The greenhouse gas emission intensity in the reporting period has recorded significant decline, demonstrating the achievements of the Group towards sustainable operations. The scale of metal processing business operation diminished under the continuous effect of global business situation and COVID-19 pandemic and no production or processing work was carried out in the reporting period. Electricity is only used for daily maintenance and checking purposes. Therefore, the greenhouse gas emissions induced by the electricity consumption in the metal processing facilities remained at a low level.

Waste Data and Management

Under normal circumstances, a small amount of chemical waste that has an impact on the environment and our business operation is mainly generated from the scrap metal processing facilities. The waste is mainly chemical in nature and designated waste collectors are responsible for its final disposal under the close supervision and control of the government. The handling of the waste is required to comply with its chemical requirements as specified by the collectors and the law enforcers. Our metal processing facility has to follow all the prescribed steps, standards and measures to properly handle the wastes before disposal. The Group believes that by having complied fully and without deviation from the prescribed norm and standard, our hazardous wastes are properly and duly handled. Our focus is therefore on emphasizing adherence closely to prescribed procedures.

Under the effect of the COVID-19 pandemic, no production or processing work was carried out in the reporting period. There no hazardous waste was produced, and no chemical waste was discharged in wastewater. Our business operation did not involve any material sewage discharge generated in the industrial process. All our domestic wastewater was treated properly before discharging into the municipal pipe network and all the sewage was treated properly according to the requirements of the local regulations. The total amount of sewage generated in the reporting period was around 66 tonnes.

Non-hazardous wastes were mainly office paper, collected by waste collectors and transported to landfills for disposal. The non-hazardous waste data in the reporting period were approximately halved when comparing to that of previous year.

與上年度比較，報告期內的總溫室氣體排放數據有所減少，而溫室氣體（範圍二）之排放數據則稍有上升。這是由於本年度的報告範圍擴大，新增並包括中國內地金屬貿易業務的電力消耗所產生的溫室氣體。報告期內溫室氣體排放密度錄得顯著下降，顯示集團邁向永續經營之成果。金屬加工業務人仍受全球經濟情況及COVID-19新冠疫情影响而導致營運的縮減，報告期內未有生產或加工設施運作，電力消耗只用於日常維修檢查，因而金屬加工工場用電量及其引致的溫室氣體排放持續處於低水平。

廢棄物數據及管理

一般情況下，對環境及我們的業務營運有影響的少量化學廢料，主要來自金屬廢料加工設施產生。該等廢料主要屬化學性質，並在政府的嚴密監督及管制下由指定廢物收集中心收集以進行最終處置。該等廢料須遵守收集中心及執法人員指定的化學要求。我們的金屬加工設施必須遵循所有指定步驟、標準及措施，以於處置前妥善處理。本集團相信，通過完全遵守及並無偏離指定規範及標準，我們的有害廢物得到妥善處置。因此我們的重點為強調嚴格遵循指定程序。

在COVID-19新冠疫情影响下，報告期內未有金屬生產及加工的設施運作，因此並未有產生有害廢棄物，而排出的廢水亦沒有包含任何化學廢料。我們的業務營運不涉及任何重大工業生產污水排放，生活污水經處理後才排入市政管網，所有污水處理都依照當地法規要求處理，報告期內污水總量約為66公噸。

本集團的無害廢棄物主要為辦公室用紙，由廢物收集商收集後運到堆填區堆填處理，報告期內的無害廢棄物數據與去年相比下降約一倍。

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In the reporting period, the Group's waste data⁸ are listed as below:

報告期內，本集團的廢棄物數據⁸見下表：

Types of Waste 廢棄物類別	Unit 單位	2022 二零二二年	2021 二零二一年
Total non-Hazardous Waste ⁹ 無害廢棄物總量 ⁹	tonnes 公噸	0.58	0.69
Non-Hazardous Waste Intensity 無害廢棄物密度	tonnes/million HKD revenue ¹⁰ 公噸／百萬港元收入 ¹⁰	0.01	0.05

Use of Resources

Resources Policies and Relevant Laws and Regulations regarding Energy Conservation

The Group's production facilities and business operation strictly abide by the laws and regulations of the PRC Mainland and Hong Kong, including but not limited to Energy Conservation Law of the PRC (《中國節約能源法》) and other laws and regulations. The Group is committed to improving on energy and resources efficiency, and advocating conservation of resources. Based on the Group's nature of business, under normal operating circumstances, water, electricity, and packaging materials are the three major types of resources which the Group uses. The Group is committed to improving on energy efficiency, conserving resources for our operations and activities and raising the awareness of our employees in these areas.

Driven by electricity conservation and cost-saving incentives, the Group has implemented measures and initiatives to encourage employees to avoid unnecessary energy consumption. The Group have reminded our staff to turn off electrical appliances especially computers when not in use; to set the offices' room temperature to 24°C or above and to use natural ventilation whenever possible. The Group has purchased energy-efficient appliances and has installed LED light in our office. Discrete electric meters are also installed for monitoring the electricity consumption of strategic processes in our metal processing facility.

Energy Consumption and Intensity

Other than the consumption of petrol and LPG by group-owned vehicles, electricity is the major source of energy which the Group uses, it is vital to and has a significant impact on the operation of our metal processing facility.

⁸ Totals may not be the exact sum of numbers shown here due to rounding.

⁹ The figure covered non-hazardous waste generated in offices in the PRC Mainland and Hong Kong.

¹⁰ The total revenue of the Group in 2021 and 2022 were 13.932 million HKD and 48.341 million HKD respectively.

資源使用

資源政策及有關節約能源的法律及法規

本集團生產設施及業務營運嚴格遵守中國內地和香港的法律及法規，包括但不只限於《中國節約能源法》等法律及法規，本集團致力提高能源及資源使用效率，倡導節約資源。基於本集團業務性質，一般營運情況下，水、電力及包裝材料為本集團使用的資源三個主要類別，本集團致力提高能源效益、節省營運及活動所需資源並提高僱員於該等方面的環保意識。

由節約用電及節省成本誘因所驅動，本集團已實施措施及計劃，以鼓勵僱員避免不必要的能源消耗。本集團已提醒員工在不用時關掉不使用的電器（尤其電腦）、將辦公空間溫度調至攝氏二十四度或以上及盡可能利用自然通風。本集團已購置節能電器及於我們的辦公室安裝LED燈。我們亦安裝獨立電錶，以監控金屬加工設施策略性流程的電力消耗。

能源消耗及密度

除本集團車輛使用的汽油及液化石油氣外，電力為本集團營運使用的主要能源來源，對我們的金屬加工設施營運至關重要並產生重大影響。

⁸ 數據基於四捨五入原則披露，總計未必為所示數字的準確總和。

⁹ 數據涵蓋中國內地及香港辦公室的無害廢棄物數據。

¹⁰ 本集團二零二一年及二零二二年之總收入分別約為13.932百萬港元及48.341百萬港元。

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In the reporting period, a total of around 26,635 kilowatt-hour ("kWh") electricity was consumed by our material business units (including metal processing facility, Hong Kong and PRC Mainland office respectively). As the scope of the report expanded which additionally included the electricity consumption of the metal trading business office in the PRC Mainland, the electricity consumption increased by approximately 24% when compared to that of previous year. Our vehicles ran on petrol and LPG, and the corresponding energy consumption is around 31,818 kWh, decreased by around 30% when compared to that of previous year. The energy consumption intensity in the reporting period has recorded significant decline, demonstrating the achievements of the Group towards sustainable operations. Overall, the usage of electricity in various offices and metal processing facility of the Group is considered normal and consistent with our production and turnover levels.

In the reporting period, the data of Group's total energy consumption¹¹ by type are listed as below:

報告期內，我們重要的業務單位（包括金屬加工設施、香港和中國內地辦公室）消耗合共約26,635千瓦時（「千瓦時」）電力。由於報告範圍擴大，新增並涵蓋中國內地金屬貿易業務辦公室的電力消耗，本集團整體電力消耗較去年增加約百分之二十四。本集團車輛的運行仰賴汽油和液化石油氣的使用，該能源消耗約31,818千瓦時，消耗總量較去年減少約百分之三十。報告期內能源消耗密度錄得顯著下降，顯示本集團邁向永續經營之成果。總體而言，本集團若干辦公室及金屬加工設施用電屬正常，並與我們的生產及營業額水平一致。

報告期內，本集團按種類劃分的能源總消耗¹¹概況如下：

		Unit 單位	2022 二零二二年	2021 二零二一年
Energy Consumption ¹² 能源消耗 ¹²	Direct energy consumption 直接能源消耗	MWh 千瓦時	31,818	45,197
	Indirect Energy Consumption 間接能源消耗	MWh 千瓦時	26,635	21,549
	Total Energy Consumption 總能源消耗	MWh 千瓦時	58,453	66,746
	Energy Consumption Intensity 能源消耗密度	MWh/million HKD revenue ¹³ 千瓦時／百萬港 元收入 ¹³	1,209	4,791

¹¹ Totals may not be the exact sum of numbers shown here due to rounding.

¹² The figures covered the direct and indirect energy consumption in the Group's offices and manufacturing plants in the PRC Mainland and Hong Kong. The calculation method of the corresponding energy consumption figures and the emission factors used in the calculation are based on "How to Prepare an ESG Reports" and its annex "Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, "Guideline of the greenhouse gas emissions accounting and reporting for industrial enterprises" (《工業企業溫室氣體排放核算與報告通則》) and Energy Statistic Manual issued by the International Energy Agency.

¹³ The total revenue of the Group in 2021 and 2022 were 13.932 million HKD and 48.341 million HKD respectively.

¹¹ 數據基於四捨五入原則披露，總計未必為所示數字的準確總和。

¹² 數據涵蓋本集團於中國內地和香港的辦公室及製造廠房的直接和間接能源消耗，相應的能源消耗數字的計算方法及用於計算的轉換因子根據聯交所發佈之《如何編備社會、環境及管治報告》及其附件《附錄二：環境關鍵績效指標匯報指引》、《工業企業溫室氣體排放核算與報告通則》及國際能源署發出的《能源數據手冊(Energy Statistics Manual)》估算得出。

¹³ 本集團二零二一年及二零二二年之總收入分別約為13.932百萬港元及48.341百萬港元。

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Water Consumption and intensity

Freshwater the Group used is sourced from the city's central supply network and is mainly used by our metal processing facility for cooling purpose during smelting of the metal. In the reporting period, the aggregate water consumption of the Group was around 66 cubic meters, representing a decrease of around 19% when comparing to that of previous year, as a result of the diminishing scale of metal processing operations. The water consumption intensity in the reporting period has recorded significant decline, demonstrating the achievements of the Group towards sustainable operations.

The Group believes that there are no material issues in seeking suitable water sources. The existing supply of water resources is sufficient to satisfy the Group's needs in all aspects of volume, quality and supply reliability. With the help of new discrete water meters, the Group is able to better monitor water usage to facilitate to identify more effective measures. In the reporting period, the data of the Group's total water consumption are listed as below:

Water Resource ¹⁴ 水資源 ¹⁴	Unit 單位	2022 二零二二年	2021 二零二一年
Water Consumption 用水量	cubic meters 立方米	66	81
Water Consumption Intensity 用水量密度	cubic meters/million HKD revenue ¹⁵ 立方米／百萬港元收入 ¹⁵	1.37	5.81

Paper Consumption

The paper used in the reporting period was mainly from the offices in the PRC Mainland and Hong Kong. The data of the Group's paper consumption are listed as below:

	Unit 單位	2022 二零二二年	2021 二零二一年
Paper Consumption 用紙量	tonnes 公噸	0.34	0.69

The paper consumption data in the reporting period decreased by around 51% when comparing to that of previous year.

水資源消耗及密度

本集團使用的淡水來自城市中央供應網絡，主要由我們的金屬加工設施於金屬熔煉過程中作冷卻之用。報告期內，由於金屬加工設施運行規模持續減少，本集團總耗水量為約66立方米，較去年減少約百分之十九。報告期內用水量密度錄得顯著下降，顯示集團邁向永續經營之成果。

本集團認為於尋求適用水源方面並無重大事項，現有水源供應足以滿足本集團需求（於數量、質量及供應可靠性各方面）。在新型獨立水錶的幫助下，本集團能夠更好監控用水量，以便發現更有效的措施。報告期內，本集團的用水總消耗概況如下：

用紙量

報告期內的用紙主要來自中國內地和香港業務單位的辦公室，本集團的用紙數據如下：

報告期內的用紙數據較去年減少約百分之五十一。

¹⁴ The figures covered the water consumption in processing facility for cooling purpose.

¹⁵ The total revenue of the Group in 2021 and 2022 were 13.932 million HKD and 48.341 million HKD respectively.

¹⁴ 數據涵蓋本集團加工廠房的冷卻用水量。

¹⁵ 本集團二零二一年年及二零二二年之總收入分別約為13.932百萬港元及48.341百萬港元。

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Packaging Materials for Finished Products

Packaging materials do not constitute a major issue to the Group given our product is mainly silver which does not warrant fancy components. Main packaging materials of the Group comprise wooden boxes, paper and plastic bags. In the reporting period, no packaging material was consumed, due to no metal processing operations under the effect of global economic situation and COVID-19 pandemic during the reporting period.

The Environment and Natural Resources

The Group is committed to, on an ongoing pace, minimizing impacts on the environment and natural resources within our limits and abilities. We pay attention to areas in new technology advancement and process efficiency on minimizing the impact on the environment and natural resources from time to time to integrate into our production activities and business goals. General staff education is also measure we considered effective.

The Group is an enterprise engaged in the trading of metals and metal supply chain business in Hong Kong and the PRC Mainland, which operates a metal processing facility in Kwai Chung. Silver scrap which acquired is further processed into finished silver products of various sizes, forms and shapes complying with requirements of the clients.

Our metal processing facility involves usage of water and electricity which may have certain impact on the environment and natural resources where impact from the other offices is immaterial. The Group will endeavour to make all efforts possible and practicable to reduce and minimize the impact on the environment and resources by adopting and implementing measures to recycle, reuse and reduce the consumption of water and electricity.

Climate Change

Climate change is one of the biggest global challenges faced by the society nowadays, and we must act now for our climate and our communities. In recent years, extreme weather, such as strong winds and heavy rainfall, as well as tides and floods, have become the focus of news. Logistics and supply chains are particularly vulnerable. Heavy rainfall, rising tides, and floods can cause serious damage to assets such as buildings, warehouses, and goods in storage, resulting in financial losses. Although such incidents are beyond everyone's control, the Group believes that all stakeholders should work together to address climate change.

製成品包裝材料

鑒於我們的產品主要為白銀，並不使用特殊配件，故包裝材料並不構成本集團的主要問題。本集團的主要包裝材料包括木箱、紙張及塑膠袋。報告期內，受全球經濟情況及 COVID-19 疫情影響而導致未有金屬加工及生產設施運作，因此沒有錄得該等包裝材料消耗量的數據。

環境及天然資源

在能力範圍內本集團致力於將對環境及天然資源的持續影響降至最低。我們不時關注對環境及天然資源的影響降至最低的新技術進步及加工效率領域，以融入本集團的生產活動及業務目標。一般員工教育亦為我們認為有效的措施。

本集團為一間在香港及中國內地從事金屬貿易及金融供應鏈業務的企業，並於葵涌經營金屬加工設施。我們購置的白銀廢料進一步加工成符合客戶要求的各種尺寸、形式及形狀的白銀製成品。

我們的金屬加工設施涉及用水、用電，可能對環境及天然資源有若干影響。其他辦公地點的影響並不重大。本集團將盡可能並切實可行作出一切努力透過採納及實施措施以回收、重新使用及減少水及電力消耗，將對環境及天然資源的影響減少並降至最低。

氣候變化

氣候變化是當今社會所面臨的最大全球挑戰之一，為了我們的氣候和社區，我們現在必須採取行動。近年來，極端天氣如強風和高降雨量以及潮汐和洪災成為新聞的焦點。物流和供應鏈特別容易受到影響。暴雨、潮位上升和洪水災害可能對建築物、倉庫和儲存貨物等資產造成嚴重破壞，從而造成經濟損失。儘管此類事件超出了大家的控制範圍，但本集團認為，各持份者應共同努力應對氣候變化。

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The COVID-19 pandemic has presented many new challenges in recent years, the pace of change has expedited around the world, underscoring the importance for us to accelerate its transition to a low-carbon economy.

The Group essentially plans to respond to local government initiatives and follow local governments' emission reduction requirements. We aim to reduce emissions intensity by around 3% by 2030 and ensure the Group's greenhouse gas emissions will comply with the increasingly stringent regulatory requirements set up by local governments. Our target is to achieve carbon neutrality by 2050 in Hong Kong region and by 2060 in PRC Mainland. We are committed to continuously improving our energy efficiency, applying professional knowledge to improve on-site efficiency and maintain efficient management support, in order to safeguard the Group's reputation.

The Group has identified a series of climate-related risks and opportunities relevant to our assets and services and understand the scenarios in which these risks and opportunities may have a greater impact to us. These transition and physical risks are discussed in the sections below.

這幾年，在全球新冠疫情下帶來了許多新挑戰，世界各地的變革步伐加快，並更使我們明白加快轉型至低碳經濟的重要性。

本集團本質上計劃響應各地政府倡議，並計劃跟隨各地政府的減排要求。我們期望於二零三零年前減少百分之三的排放密度，並確保本集團的溫室氣體排放量符合各地政府愈趨嚴謹的法規要求。我們的目標是到二零五零年在香港地區和到二零六零年在中國內地實現碳中和。我們致力於不斷提高能源效率，利用專業知識和進步，推動現場效率改進，維持高效管理支持，並保障本集團的聲譽。

本集團已識別出一系列與我們的資產及服務有關的氣候相關風險和機遇，以了解這些風險和機遇在哪些情境中可能有較大影響，這些過渡和實體風險將在以下部分中討論。

Risks 風險

Opportunities 機遇

Short term
(0 – 1 year)
短期
(0 – 1年)

- Physical risks from extreme weather events
極端天氣事件引起的實質風險
- Securing the skills and capability required to implement climate strategy
獲取落實氣候策略所需的技能及能力

- Technologies to enhance the performance of operation and energy efficiency
新技術可提升營運和能源效率

Medium term
(5 years)
中期
(5年)

- Transition risks – Implementation of low-carbon policies for the operation
過渡風險 – 為營運落實低碳政策
- Transition risks – Supply and demand for certain commodities, products and services may change as climate related risks and opportunities are increasingly taken into account
過渡風險 – 隨著對與氣候相關風險和機遇的考量越來越多，某些商品、產品和服務的供求可能會發生變化

- Transitioning to low carbon economy market to meet government decarbonization targets
業務所在市場邁向低碳經濟源，以滿足政府的減碳目標
- Opportunities arising from transition enablers
促進轉型因素所產生的機遇

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Risks 風險

Medium to long term
(5+ years)
中長期
(5年以上)

- Transition risks – Potential new regulation and policies
過渡風險－潛在的新法規和政策
- Transition risks – Development and use of emerging technologies may increase the operational costs, and reduce the Groups' competitiveness
過渡風險－新興技術的開發和使用可能會增加營運成本，並降低本集團的競爭力
- Transition risks – the Group reputation may be impacted due to changing customer or community perceptions of said the Group's contribution to or detracting from the transition to a lower-carbon economy
過渡風險－由於客戶或社區對本集團對低碳經濟轉型的貢獻或減損的看法發生變化，本集團聲譽可能會受到影響

Opportunities 機遇

- Transitioning to low carbon economy market to meet government decarbonization targets
走向低碳經濟市場過渡，以實現政府脫碳目標
- Opportunities arising from transition enablers
促進轉型因素所產生的機遇
- To work as a pioneer in the industry and build up the relevant reputations
成為行業的先驅並建立相關聲譽

The Group has experienced super typhoons in southern China and Hong Kong regions in recent years, causing serious damage to the city. Floods have also occurred to some extent in the PRC Mainland and other countries in recent years. These climate and weather events can cause physical damage to our assets or reduce operational efficiency, increase our repair and maintenance costs, and service disruptions for customers or even temporarily halt our operations. The Company's operations may also be directly and indirectly affected by these events, such as damage to assets along the supply chain. Over the years, the Group has taken a series of measures for the supply chain to assist the company in responding to these climate events. To implement targeted measures, taking into account of asset type, location and relevance.

The Group is prepared to address the threat posed by climate change to our business and the community, and with an anticipation of the Group's future carbon intensity trajectory, we are determined to achieve our goal of providing a safe, reliable and affordable service to our customers.

本集團近年在華南及香港地區便經歷了超強颱風，對全市造成嚴重破壞。洪災亦近年在中國內地和其他國家都在一定程度上發生。這些氣候和天氣事件可能對我們的資產造成實體損害，或降低營運效率，並增加我們的維修和維護成本，影響對客戶的服務，甚至暫時停止我們的運作。本公司的營運也可能受到這些事件的直接和間接影響，例如供應鏈的資產受損。多年來，本集團為供應鏈已採取一系列措施，協助公司應對氣候事件。考慮到資產類型、地點及相關性，採取因地制宜的針對性措施。

本集團已準備好應對氣候變化對我們的業務和社區構成的威脅，並預計了集團未來的碳強度軌跡，我們決心實現我們的目標，為客戶提供安全、可靠和價格合理的服務。

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SOCIAL ASPECTS

Employment and Labour Practices

Employment

The Group takes all measures to ensure that our statutory duties and responsibilities as an employer duly comply within our operating locations. The Group adopts a serious view and attaches great importance to complying with all the labour laws on employment, employee compensation, etc., which are applicable to our office operating locations.

In this connection, the Group has formulated policies and regulations on employment and other labour welfare and protection matters which include but not limited to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits. The Group also strives to provide equal opportunity for our staff in recruitment, promotion, compensation and benefits and is dedicated to establish and promote a fair, harmonious and respectful workplace.

The Group strictly abides by the laws and regulations of the PRC Mainland and Hong Kong regarding employment, including but not limited to the Labour Contract Law of the PRC (《中國勞動合同法》), the Social Insurance Law of the PRC (《中國社會保險法》), the Employment Promotion Law of the PRC (《中國就業促進法》), Hong Kong's Employment Ordinance (Cap.57), Disability Discrimination Ordinance (Cap.487), Sex Discrimination Ordinance (Cap.480) and other laws and regulations.

The Group provides and maintains employment welfare and benefits for our staff, including but not limited to mandatory provident fund, medical insurance and work injury insurance. Staff are entitled to paid leave on public holidays and personal occasions like wedding and maternity. Terms and employment conditions of all employees are entered into written contracts signed by the employee and a representative of the Group. Office staff work 8.5 hours on weekdays and staff working in the processing facility work 9 hours on weekdays.

The Group is committed to creating a fair employment environment with equal opportunity. All applications for vacancies, transfers and promotions receive fair consideration with regardless of age, race, colour, religion, gender, sexual orientation, disability or other discriminating basis. The Group seeks to provide a fair playing field for all employees.

社會層面

僱傭及勞工常規

僱傭

本集團採取一切措施，確保我們作為僱主的法定職責及責任，於我們的經營地點妥為遵守。本集團認真嚴肅及極為重視遵守適用於我們辦公經營地點的相關僱傭、僱員薪酬等的所有勞動法。

就此而言，本集團已就僱傭及其他勞工福利及保障事宜（包括但不限於薪酬及解僱、招聘及晉升、工時、假期、平等機會、多元化、反歧視以及其他利益）制定規則。本集團亦努力於招聘、晉升、薪酬及利益方面為員工提供平等機會，並致力於建立及促成公平、和諧及尊重氛圍的工作場所。

本集團的業務營運嚴格遵守中國內地及香港的勞工相關法律及法規，包括但不只限於《中國勞動合同法》、《中國社會保險法》、《中國就業促進法》、香港法例第57章《僱傭條例》、香港法例第487章《殘疾歧視條例》、香港法例第480章《性別歧視條例》等法律及法規。

本集團為我們的員工提供及維持僱傭福利及利益，包括但不限於強制性公積金、醫療保險及工傷保險等。員工有權於公眾假期及個人情況（如婚假及產假）方面享有帶薪休假。所有僱員的條款及僱傭條件由僱員及本集團代表所簽署的書面合約訂立。辦公室員工每個工作日工作八個半小時，於加工設施工作的員工則每個工作日工作九小時。

本集團致力於創造具有平等機會的僱傭環境。有關空缺、調職及晉升的所有申請將一視同仁，不論年齡、種族、膚色、宗教、性別、性取向、殘疾或其他歧視基準。本集團尋求為所有僱員提供公平的競爭環境。

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The Group has established qualifications and requirements for each job. Processing for recruitment or promotion is carried out by the human resources department in an open and transparent manner. To enhance employee cohesion and foster morale and productivity, we have a Group culture of holding gatherings for all employees at various festivals like Mid-Autumn, Winter Solstice and Annual Dinner every year. Under COVID-19 pandemic, we are still maintaining this arrangement in compliance with local epidemic prevention guidelines and regulations. Employee remunerations are determined with reference to the prevailing market level as well as the competency, qualification and experience of the individual employee. Salary payment will be credited to the bank account of the employee within the last working day of the month.

In the reporting period, the Group is strictly in compliance with relevant laws and regulations in this regard and has not found any material non-compliance or violation of relevant laws and regulations. The Group has received no complaints, warnings, litigations or fine from the law enforcing agents or the staff.

本集團已為各職位訂立資歷需要及要求。招聘或晉升程序由人力資源部以開放的方式執行。為提高僱員的凝聚力、士氣及生產力，本集團的文化是讓所有僱員每年於節日（如中秋、冬至及年終晚宴）相聚一堂，在 COVID-19 新冠疫情下，我們仍在遵守各地防疫指引和法規下保持此安排。僱員薪酬乃參考現行市場水平以及個別僱員的能力、資歷及經驗而釐定。薪金將在每月的最後一個工作日存入僱員的銀行賬戶。

報告期內，本集團於僱傭方面堅守相關法律及法規，沒有發現任何重大不合規或違反相關法律及規例的事項，並無收到來自執法人員或員工的投訴、警告、訴訟或罰款。

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As at 31 December 2022, the Group had 24 employees. The data of Group's number of employees and turnover by type in the reporting period are listed as below:

截至二零二二年十二月三十一日止，本集團有24名僱員。報告期內本集團按種類劃分的僱員人數資料及流失數字概況如下：

		2022 二零二二年
Employee Number 僱員人數	Total number 總數	24
	By Gender 按性別	
	Male 男	12
	Female 女	12
	By Age Group 按年齡組別	
	Below 30 30歲以下	2
	30-50 30-50歲	12
	Above 50 50歲以上	10
	By Level 按職級	
	Top management 高級管理層	6
	Middle management 中級管理層	5
	General staff 一般人員	13
	By Employment Type 按僱傭類型	
	Full-time 全職	24
	Part-time 兼職	0
	By Geographical Region 按地理區域	
	PRC Mainland 中國內地	14
	Hong Kong 香港	10

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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		2022 二零二二年
Employee Turnover Rate¹⁶ 僱員流失比率 ¹⁶	Overall number (Turnover rate) 整體流失人數 (流失比率)	7 (29%)
	By Gender 按性別	
	Male (Turnover rate) 男性人數 (男性流失比率)	5 (42%)
	Female (Turnover rate) 女性人數 (女性流失比率)	2 (17%)
	By Age Group 按年齡組別	
	Below 30 (Turnover rate) 30歲以下人數 (流失比率)	0 (0%)
	30-50 (Turnover rate) 30-50歲人數 (流失比率)	2 (17%)
	Above 50 (Turnover rate) 50歲以上人數 (流失比率)	5 (50%)
	By Geographical Region 按地理區域	
	PRC Mainland (Turnover rate) 中國內地人數 (流失比率)	0 (0%)
	Hong Kong (Turnover rate) 香港人數 (流失比率)	7 (70%)

¹⁶ Turnover rate = number of employees in the specified category leaving employment / number of employees in the specified category at the end of the reporting period.

¹⁶ 流失比率 = 全年該類別的離職人數除以年終該類別僱員總數。

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Health and Safety

The Group is committed to complying with all the health and safety statutory requirements applicable to us to safeguard the health and safety of our employees. In accordance with the Hong Kong's Employees' Compensation Ordinance (Cap. 282), the Group has taken out employee compensations insurance for all qualified employees. In case of accidents, employees are required to notify their superior. Regardless of whether the accident is minor or serious, the superior should take appropriate measures to mitigate the impact and avoid any further recurrence or damage.

The Group is strictly in compliance with relevant laws and regulations in the PRC Mainland and Hong Kong regarding occupational health and safety, including but not limited to the Labour Law of the PRC (《中國勞動法》), the Law of the PRC on the Prevention and Treatment of Occupational Diseases (《中國職業病防治法》), the Fire Control Law of the PRC (《中國消防法》), the Hong Kong's Occupational Safety and Health Ordinance (Cap. 509), the Factories and Industrial Undertakings Ordinance (Cap. 59), the Occupiers Liability Ordinance (Cap. 314), the Boilers and Pressure Vessels Ordinance (Cap. 56) and other laws and regulations.

Our metal processing facility is the operation which may give rise to the potential of causing significant impact on health and safety. The Group is always mindful of this risk and has given great attention to the metal processing operation. The Group ensures that the operation is safe and without risk to our property and people as far as practicable by complying with all laws, rules, regulations and standards in Hong Kong. It includes but not limited to on-site medical and emergency facilities, all relevant required medical and safety equipment. In the reporting period, our metal processing facility passed all relevant government inspections with regard to means of escape and fire safety, plants and equipment and there was no accident reported.

健康與安全

本集團致力於遵守適用於我們的所有健康及安全法定規定，以保障僱員的健康及安全。根據香港法例第282章《僱員補償條例》，本集團為所有合資格僱員辦理僱員補償保險。於發生事故時，員工必須通知上級。無論事故是輕微還是嚴重，上級均應該採取適當的措施來減輕影響並避免事故再次發生或損害。

本集團的業務營運嚴格遵守中國內地及香港的勞工健康與安全相關法律及法規，包括但不只限於《中國勞動法》、《中國職業病防治法》、《中國消防法》、香港法例第509章《職業健康及安全條例》、香港法例第59章《工廠及工業經營條例》、香港法例第314章《佔用人法律責任條例》、香港法例第56章《鍋爐及壓力容器條例》等法律及法規。

我們的金屬加工設施操作，被視為會構成對健康及安全產生重大影響的潛在風險。本集團一直牢記該風險及特別重視金屬加工操作。本集團透過遵守香港所有法例及法規、規則及標準盡可能確保該操作安全，且不會給我們的財產及人員帶來風險。其包括但不限於包括現場醫療及應急設施、所有相關所需醫療及安全設備。報告期內，我們的金屬加工設施於逃生方式及消防安全、廠房設備方面已通過所有相關政府檢查，而且無呈報事故。

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The Group has no official record of any fatal accident, major work-related fatalities and work injuries, lost working days due to work injury in the reporting period. The data of the Group's work-related injuries and fatalities of the past three reporting years are listed as below:

本集團於報告期內並無發生任何重大因工傷亡事故及因工傷而損失工作日數，我們過去三個報告年度因工傷亡的數據概況如下：

	2022 二零二二年	2021 二零二一年	2020 二零二零年
Number of work-related fatalities 因工亡故人數	0	0	0
Rate of work-related fatalities 因工亡故比率	0%	0%	0%
Number of work injuries 因工受傷人數	0	0	0
Lost days due to work injury 因工傷損失工作日數	0	0	0

Development and Training

The Group adhere great importance to sustainable development of our employees. Employees are encouraged to formulate their own training objectives that will equip themselves with the skills and knowledge necessary for their jobs. The Group upholds an open and responsible attitude, listens to opinions with an open mind, and improves its work efficiency through continuous discussion and introspection. Looking ahead, we will actively improve employee training policies and rules, and provide more comprehensive training programs for employees on occupational safety, professional knowledge and environmental awareness.

發展及培訓

本集團重視我們僱員的持續發展，我們鼓勵員工規劃自身的培訓目標，以為其工作掌握必要的技能及知識。本集團秉持開放及負責的態度，虛心聆聽意見，並透過持續探討和反省的方式提高其工作效率。展望將來，我們會積極完善員工培訓政策和規則，為員工的職業安全、專業知識及環保意識方面提供更為完備的培訓計劃。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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As at 31 December 2022, the employee training data of the Group are listed as below:

於二零二二年十二月三十一日，本集團有關培訓的數據如下：

		2022 二零二二年
Number of Trained Employee and Percentage¹⁷ 培訓人數及百分比 ¹⁷	Overall 整體	4 (17%)
	By Gender 按性別	
	Male 男	3 (25%)
	Female 女	1 (8%)
	By Level 按職級	
	Top management 高級管理層	4 (67%)
	Middle management 中級管理層	0 (0%)
	General staff 一般人員	0 (0%)
	Other 其他	0 (0%)

¹⁷ Percentage of trained employee = Number of employees received training during the reporting period / Number of employees at the end of the reporting period.

¹⁷ 培訓人數百分比 = 報告期間接受培訓人數 / 報告期完結時員工人數。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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		2022 二零二二年
Average Training Hours (hour/employee)¹⁸ 平均培訓時數 (小時／員工) ¹⁸	Overall 整體	10.67
	By Gender 按性別	
	Male 男	10.29
	Female 女	12
	By Level 按職級	
	Top management 高級管理層	24
	Middle management 中級管理層	0
	General staff 一般人員	0
	Other 其他	0

Due to the impact of the COVID-19 epidemic in the first half of the reporting period, the Group delayed the arrangement of training courses, resulting in a decrease in the percentage of trained employees and the average number of training hours; however, the Group will timely adjust the arrangement of the training courses provided to employees in the future, such as holding online training, to ensure that employees can obtain reasonable training and development opportunities.

Labour Standards

The Group adopts the applicable statutory standard as its minimum standard on labour protection and welfare. The Group is committed to ensuring its stringent compliance. In addition, the Group adopts a serious view and attaches great importance to the compliance of statutory duties and obligations as an employer.

The Group is adamant in banning and prohibiting the employment of child labour, illegal workers and forced labour and it is achieved through the recruitment and employment processes at source by the human resources department. The human resources department has been fully charged with the statutory duties and is being oversighted by the senior levels with constant reviews at periodic intervals.

由於報告期間的上半年受COVID-19新冠疫情影響，本集團延遲了培訓課程的安排，致使受訓僱員比例及平均培訓時數均有所減少；惟將來本集團會適時調整其給予員工之培訓課程安排，如舉行線上培訓，以確保員工能夠獲得合理培訓發展機會的權益。

勞工準則

本集團採納適用法定標準作為其勞工保障及福利的最低標準。本集團致力於確保其嚴格合規。此外，本集團認真嚴肅及極為重視遵守作為僱主的法定職責及責任。

本集團堅決禁止僱用童工、非法工人及強制勞工，及透過人力資源部提供招聘及僱傭程序實現。人力資源部已全面承擔法定職責，並由高級管理層監督及定期檢討。

¹⁸ Average Training Hours = Total training hours during the reporting period / Total number of employees at the end of the reporting period.

¹⁸ 平均培訓時數 = 報告期間培訓總時數／報告期完結時總員工人數。

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Any form of child labour and forced labour is prohibited within the Group. To prevent and deter any form of child labour and forced labour in business, the Group would verify the actual age of the applicants during the recruitment process. All job applicants are required to submit their credentials like academic qualifications, professional skill certificates, references, and identity card for verification and record purpose during recruitment. If any violation is discovered, the Group will handle it in a serious manner. Depending on the actual situation, the cases will be handled in accordance with national and local laws and regulations, and the Group's internal practices.

The Group strictly abides by the government laws in labour protection and welfare to ensure employee health, safety and welfare during their employment. Salaries, benefits, compensation payments and insurances are paid on time strictly laws within the prescribed statutory period.

The Group strictly regulates and supervises the recruitment process, performs the responsibilities of supervision and management and as far as possible to prevent any breach of relevant laws and regulations on the employment of illegal or forced child labour. etc. Measures and steps are established and taken to examine and verify the personal information of the applicants in the recruitment process in accordance with the statutory employment requirements in an effort to eliminate any potential non-compliance. In addition, other technical skills or academic credentials required of a job are also checked and examined. The Group strictly complies with the relevant labour laws and regulations in the PRC Mainland and Hong Kong, including but not limited to those listed in the "Employment" section of the Report, and Law of the PRC on the Protection of Minors (《中國未成年人保護法》), Employment of Children Regulation in Hong Kong's Employment Ordinance (Cap. 57) and other laws and regulations. Various statutory provisions on labour protection, safety and health are closely monitored and duly complied with. Employee remuneration, compensation and welfare are duly paid on time in accordance with the statutory time limit.

The Group is committed to discharging our obligations as a responsible employer. Since the establishment of the Group, we have fully complied with these employment provisions and have honoured all of its obligations towards staff and no labour disputes or litigations were reported for the year. In the reporting period, the Group has no official record of any material non-compliance or breach of relevant laws and regulations regarding child labour and forced labour.

本集團禁止任何使用童工和強迫勞動的情況，為預防及遏止業務中任何形式的童工及強迫勞工問題，本集團在招聘時會審查應徵者的實際年齡，所有工作申請須提交彼等的證明文件（如學術資格、專業技能證書、推薦信及身份證），以於招聘期間核實及記錄。一經發現違規情況，本集團必定以嚴肅態度跟進，視乎實際情況按國家及地方的法律及法規及本集團內部守則處理。

本集團於勞工保障及福利方面嚴格遵守政府法律，以確保僱員於其僱傭期間的健康、安全及福利。薪金、利益、補償及保險於規定的法定期間內嚴格按時支付。

本集團亦嚴格監管及監督招聘程序，履行監督及管理之責任及盡可能防止任何違反有關僱用非法或強制性童工等的相關法律及法規。本集團根據法定僱傭規定成立及採取措施及步驟，以於招聘過程中檢查及核實申請人的人員資料，以消除任何潛在的不合規。此外，我們亦會檢查工作所需的其他技術技能或學歷。本集團嚴格遵守中國內地及香港的勞工法律及法規，包括但不只限於本報告「僱傭」章節內列明之法律及法規，以及《中國未成年人保護法》、附屬於香港法例第57章《僱傭條例》的《僱用兒童規例》等。我們密切監控並妥為遵守有關勞工保障、安全及健康的若干法定條文。僱員薪酬、補償及福利乃根據法定時限準時妥為支付。

本集團致力於履行作為負責任僱主的責任。自本集團成立起，我們已全面遵守該等僱傭條文及履行其針對員工的所有責任，且於年內並無呈報勞工糾紛或訴訟。報告期內，本集團於使用童工和強迫勞工方面並無發現任何重大不合規或違反相關法律及規例的事項。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Operation Practices

Supply Chain Management

In our supply chain management, the Groups primarily looks for factors like fit for purpose, cost-effectiveness, supply reliability and quality assurance. Where necessary and appropriate, considerations on the impact on the environment and social risks are also taken into consideration.

Our purchases include various types of metals, such as steel fastener materials, gold and silver. The Group purchases silver scrap as raw materials for processing into finished silver products. Raw silver is also purchased for processing into different sizes and shapes to meet customer needs.

To ensure a stable, quality assured and cost-efficient and well-managed supply chain, the Group has issued and implemented a clear procurement managements rules and guidelines containing policies and procedures with respect to procurement including quality control, warehousing, payment and documentation approval process, and methods of payment.

The Group's relationships with its suppliers are stable and the Group did not experience any major difficulty in obtaining adequate supplies of raw materials to meet its production requirements in the past.

Suppliers are chosen based on the supplier's continuous ability to guarantee satisfactory product quantity and quality, reasonable price and timely delivery. When selecting suppliers, the Group requires potential suppliers to provide relevant certifications/documents and to arrange for site visits.

In the reporting period, all the suppliers of our metal business were local suppliers in Hong Kong and PRC Mainland. For other business, there was 1 supplier from the PRC Mainland.

Product Responsibility

Recommended by the ESG Reporting Guide, with reference to the Group's business, there are 4 major areas on product responsibility which would have an impact on our businesses. They are product quality and labelling; customer services and complaints handling; intellectual property rights; and data protection and privacy.

營運慣例

供應鏈管理

於我們的供應鏈管理中，本集團主要尋找適用、成本效益、供應可靠性及質量保證等因素亦於必要時及適時考慮對環境的影響及社會風險。

我們的採購包括多類金屬，如鋼緊固件材料、黃金及白銀。本集團採購白銀廢料作為原材料以加工成白銀製成品，此外我們亦採購生銀，以加工成不同尺寸及形狀，滿足客戶需要。

為確保供應鏈的穩定、質量保證及具成本效益並且管理良好，本集團發佈及實施清晰的採購管理規則及程序，當中載有採購方面的政策及程序，包括質量控制、儲存、付款及文件批准程序以及付款方式等。

過往，本集團與其供應商的關係穩定，且本集團在獲取充足原材料供應以滿足其生產需要方面未曾遭遇任何重大困難。

供應商的甄選乃基於彼等能否確保持續提供令人滿意的產品數量及質量、價格是否合理及能否及時交貨。在選擇供應商時，本集團要求潛在供應商提供相關認證／文件，以及進行實地考察。

報告期內，我們金屬業務的所有供應商為中國內地及香港本地供應商。其他業務的1家供應商則來自中國內地。

產品責任

按環境、社會及管治指引建議，並參考本集團業務，有關對我們的業務有影響的產品責任有四個主要領域。其為產品質量及標籤；客戶服務及投訴處理；知識產權；及資料保護及私隱。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Products Quality and Labelling

Our products include various types of metals. In the reporting period, our products comprise mainly steel fastener materials, gold and silver. Due to the nature of metals, our products have a relatively long lifecycle and we do not expect to have any product returns and warranty problems and there is no such requirement for a policy.

Furthermore, in Hong Kong, for silver, apart from the Hong Kong's Trade Description Ordinance (Cap. 362) ("TDO"), there is no law or regulation which specifically governs the purity and fineness of silver. Nevertheless, the Good Delivery Rules of the London Bullion Market Association ("LBMA") provide for a set of specifications for silver, including purity and fineness. The minimum acceptable fineness of good delivery silver bar is 999.0 parts per thousand silver, meaning a purity of 99.90%. Such certification is not obligatory nor a legal requirement in Hong Kong. The purity specified in most of our sale contracts is 99.90% or 99.99%.

For gold, Section 3 of the TDO regulates trade description in relation to fineness of gold. As to certification, similar to silver, LBMA provides for industry benchmark for fineness and purity of gold under its Good Delivery Rules. The minimum acceptable fineness of Good Delivery Gold Bar is 995.0 parts per thousand of fine gold, meaning a purity of 99.5%. Such certification is not compulsory nor is it a legal requirement in Hong Kong. The purity specified in most of our sale contracts is 99.99%, which is higher than such certification.

Customer Service and Complaints handling

Not only the Group ensures the quality of products and services, the Group also requires the return or compensation of products with quality problems in accordance with the terms of the sales contract. The Group provides for product returns, recalls or compensation to all affected customers in a consistent manner and procedure.

As described above, through a strict production control purpose, we guarantee our products have and will meet all the legal and trade standards. In the reporting period, the Group did not have any return or complaints on the quality of our products.

Intellectual Property Rights

Based on the nature of the Group's business, we believe that the Group's assets and services are not affected by intellectual property rights. Besides, the Group ensures that our operations in PRC Mainland and Hong Kong use copyrighted computer software and teaching materials. In the reporting period, the Group did not have any intellectual property rights infringement case against us, same as the year 2021.

產品質量及標籤

我們的產品包括多類金屬。報告期內，我們的產品主要包括鋼緊固件材料、黃金及白銀。由於金屬的性質，我們的產品擁有相對較長的生命週期，我們預期並無任何產品退貨及保修問題，且並無制定政策之要求。

此外，在香港，對於白銀而言，除《商品說明條例》(香港法例第362章) (「商品說明條例」) 外，並無法律或規例明確規管白銀的純度及成色。然而，倫敦金銀市場協會 (「倫敦金銀市場協會」) 可交付規則列明白銀的一系列規格，包括純度及成色。可交付銀條的最低可接受成色為千分之九百九十九白銀，即百分之九十九點九的純度。該認證在香港既非強制，亦非法律規定。我們的大多數銷售合約規定純度為百分之九十九點九或百分之九十九點九九。

對於黃金而言，《商品說明條例》第3條規管與黃金成色有關的商品說明。就認證而言，與白銀類似，倫敦金銀市場協會於可交付規則下規定黃金成色及純度的行業標準。可交付金條的最低可接受成色為千分之九百九十五純金，即百分之九十九點五的純度。於香港，該認證既非強制，亦非法律規定。我們大部分銷售合約所列的純度為百分之九十九點九九，高於該認證要求。

客戶服務及投訴處理

儘管本集團確保產品及服務品質，本集團同時要求按照銷售合約條款退還或補償存在質量問題的產品。本集團規定以一致的方式及程序向所有受影響客戶進行產品退貨、召回或賠償。

如上文所述，通過嚴格的生產控制目的，我們確保我們的產品已並將滿足所有法律及貿易標準。報告期內，本集團並無任何退換或有關產品質量的投訴。

知識產權

基於本集團的業務性質，我們認為本集團的資產和服務並沒有受知識產權的影響。另一方面，本集團確保於中國內地和香港的業務均有採用正版的電腦軟件和教材。報告期內，本集團並無任何針對我們的知識產權侵權案件，與二零二一年相同。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Data Protection and Privacy

The Group maintains internal employee data, supplier data and customer data for its operations. The information is extremely sensitive and important, and by law must be safeguarded. To safeguard the security and confidentiality of the Group's data and information in its database, the Group has implemented the following internal control procedures:

- Access to documents and data: restrict access to information and the database on a strictly need-to-know basis by maintaining policies specifying the access levels and extents of documentation required in its key business activities. Approval from the management shall be obtained before the release of documents;
- Storage of electronic data: there are backup policies for each department in order to safeguard the information in any unexpected situation; and
- Physical security of the environment: the Group implements passcode controls in certain working areas of the offices where access is limited to supervisory employees.

In the reporting period, the Group has no material non-compliance or breach of relevant laws and regulations in respect of data protection and privacy matters.

Anti-corruption

The Group recognises the importance of the value of honesty, integrity and fairness of our employees and in our business activities. Our general internal control system emphasis clearly and explicitly the need for such values and their importance in policies and processes on sales, procurement, operations, database control and finance, and the adoption of a high standard, especially on the senior management. We have a zero-tolerance policy on bribery and corruption in any form or at any level in association with any aspect of the Group's activities. These policies encourage all employees to discharge their duties with integrity and comply with relevant laws and regulations. The internal control department is responsible for counter-checking and following up any remedial actions.

資料保護及私隱

本集團保存其營運所需的內部僱員數據、供應商數據及客戶數據。該等資料極其敏感及重要，必須依法保護。為保護本集團數據庫內的數據及資料的安全和保密，本集團已實施以下內部控制程序：

- 獲取文件及數據：設定重點業務活動所需的文件編製獲取權限，嚴格限制對資料及數據庫的取得。在發佈文件前，須取得管理層的批准；
- 儲存電子數據：為在預料以外情況下保護有關資料，各部門均設有備份政策；及
- 實際環境安全：本集團在辦公室的特定工作區域採取密碼控制，只限於主管級別員工進入。

報告期內，本集團於資料保護及私隱事宜方面並無發現任何重大不合規或違反相關法律及規例的事項。

反貪污

本集團深明僱員及於我們的業務活動中誠實、誠信及公平價值之重要性。我們的一般內部監控系統清晰並明確強調有關銷售、採購、營運、數據庫控制及財務的內部規則及程序中該等價值需要及其重要性，並致力於採納高標準，尤其對於高級管理層而言。我們對涉及本集團活動任何方面的任何形式或任何級別的賄賂和貪污行為採取零容忍政策。該等政策鼓勵全體員工誠信履責，遵守相關法律法規。內部控制部門負責進行反檢查並跟進任何補救行動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group is strictly in compliance with relevant national and local laws and regulations regarding corruption, extortion, fraud and money laundering, including but not limited to the Company Law of the PRC (《中國公司法》), Anti-Money Laundering Law of the PRC (《中國反洗錢法》), Anti-Unfair Competition Law of the PRC 9 (《中國反不正當競爭法》), the Hong Kong's Prevention of Bribery Ordinance (Cap. 201) and other laws and regulations. In order to cultivate employees' awareness of anti-corruption, the Group has provided the "Anti-Corruption Programme – A Guide for Listed Companies" compiled by the Hong Kong Independent Commission Against Corruption for employees to circulate. The Guide covers major provisions of the Prevention of Bribery Ordinance, organizational roles and responsibilities, key components of an anti-corruption programme and policy, essential elements of a code of conduct, corruption risk assessment, monitoring and promulgation of anti-corruption practices.

In order to maintain good corporate governance, emphasizing accountability and high degree of transparency, the Group encourages our employees and other parties who deal with the Group to report any misconduct, malpractice and irregularity within the Group. For the purpose, we have established a Whistleblowing Policy. The policy aims to provide reporting channels and guidance on reporting possible improprieties in matters of financial reporting or other matters, and reassurance to "Whistleblowers" of the protection that the Group will extend to them against unfair disciplinary action or victimization for any genuine reports made. The policy also lists out the principles of ethics regarding potential offences of irregularity, including compliance with laws, rules and regulations. In general, the Whistleblowers can make their reports to the risk control and disciplinary inspection management department in writing by post in a sealed envelope clearly marked "To be opened by addressee only" at the relevant address provided. The Group reserves the right to take appropriate actions against anyone who initiates or threatens to initiate retaliation against the Whistleblowers. In particular, employees who initiate or threaten retaliation will be subject to disciplinary actions, which may include summary dismissal. The Whistleblower will be informed of the final results of the investigation, whenever reasonably practicable.

In the reporting period, there is no material non-compliance or violations regarding corruptions and no concluded legal case regarding corruption practices brought against the Group or its employees during the reporting period.

本集團嚴格遵守國家及地方與賄賂、勒索、欺詐及洗黑錢有關之法律及法規，包括但不只限於《中國公司法》、《中國反洗錢法》、《中國反不正當競爭法》、香港法例第201章《防止賄賂條例》等法律及法規。為培養員工的防貪意識，本集團已提供由香港廉政公署編製的《上市公司防貪系統指南》以供員工傳閱，指南內容涵蓋《防止賄賂條例》的主要條文、不同人員和單位的角色和責任、防貪政策和計劃的關鍵組成部分、紀律守則中的基本要素、貪污風險的評估、監控及推廣防止貪污的執行方法。

為維持良好之企業管治，並強調問責精神及高度透明度，我們期望員工及與本集團有往來者對本集團內的不當行為、舞弊及違規情況作出舉報，為此本集團設有《舉報政策》。該政策旨在就舉報有關財務匯報或其他事宜之擬屬不當行為提供舉報途徑及指引，同時向「舉報者」作出保證，本集團確保舉報者不會因作出任何真實舉報而遭受不公平的紀律處分或受害。該政策列舉一些有機會構成不當行為的道德原則，其中包括員工需遵守有關的法律、規則及法規。一般而言，舉報者可以書面形式向風險控制及紀律檢查管理部提出舉報，並把資料放進密封的信封並清楚註明「只供收件人查閱」，最後郵寄至相關地址。若有任何人士對舉報者進行報復或威脅報復，本集團保留對其採取適當行動的權利。而任何報復或威脅報復的僱員將受到包括可能被即時解僱的紀律處分。在合理可行情況下，舉報者將獲悉調查之最終結果。

報告期內，本集團於貪污方面並無發現任何重大違規事項，以及沒有對本集團或員工提出並已審結的貪污訴訟案件。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Community

Community Investment

We believe that corporates should utilize their influence in the community to promote harmony and strengthen the community connections. The Group encourages and supports employees and their family members to participate in charity, volunteering, cultural, sports and educational services and activities.

Due to the COVID-19 pandemic and its related impacts, there are limitations when participating in community events during the reporting period. In response to and preventing the spread of virus in the community, we have demanded our employees to strictly abide with and follow hygiene measures, and responded to the government's advice to encourage our employees to participate in vaccination programs to reduce the risk of virus transmission in the community. Besides, we distribute masks to our employees to raise their awareness of personal hygiene. We believe that these measures are not only fulfilling the employer's obligation to protect employees, but also contributing to society by breaking any possible chains of infection. We look forward to engaging in more community events when the pandemic is over.

社區

社區投資

我們相信每間公司均應在社區中發揮自身的作用，增進社區的連繫與和諧。本集團鼓勵員工積極參與社區活動及支持僱員及其家屬參與慈善、志願服務、文化、體育及教育服務和活動。

由於COVID-19新冠病毒疫情及其相關影響，我們於報告期內對社區活動的參與進行了限制。為了對應及預防病毒在社區傳播，我們已要求我們的僱員嚴格遵守並執行衛生措施，並響應政府呼籲，鼓勵我們的員工參與疫苗接種計劃以降低病毒在社區中傳播的風險。另一方面，我們為員工派發口罩，提高他們的個人衛生意識。我們認為，這些措施不僅是履行僱主保護員工的義務，也是通過打破任何可能的感染鏈來為社會作出貢獻。我們期望在疫情結束後參與更多社區活動。

REPORT OF THE DIRECTORS

董事會報告

The Board presents its annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Company's principal subsidiaries are engaging in trading of metal and metal supply chain business in Hong Kong and the PRC Mainland, provision of education management services in the PRC Mainland and provision of money lending services in Hong Kong. The principal activities and other particulars of the subsidiaries are set out in note 27 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2022 and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 106 to 239.

The Board does not recommend the payment of dividend in respect of the year ended 31 December 2022.

BUSINESS REVIEW AND PERFORMANCE

Review of business and performance

A review of the business of the Company and a discussion and analysis of the Group's performance during the year and the outlook of Company's business can be found in the Management Discussion and Analysis set out on pages 9 to 21 of this annual report. The discussion forms part of this Directors' Report.

Principal risks and uncertainties

The Group's performance may be directly or indirectly affected by risks and uncertainties relating to the Group's businesses. The followings are the principal risk factors facing the Company as required to be disclosed pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and are those that could result in the Group's business performance, financial condition, operations results or development prospects materially different from expected or historical results.

董事會提呈本年報及本集團截至二零二二年十二月三十一日止年度經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。本集團主要附屬公司的主要業務大致分為於香港及中國內地從事金屬貿易及金屬供應鏈業務，在中國內地提供教育管理服務及於香港提供放債服務。附屬公司的主要業務及其他資料載於綜合財務報表附註27。

業績及撥款

本集團截至二零二二年十二月三十一日止年度的業績及本公司與本集團於該日的事務狀況載於第106頁至第239頁的綜合財務報表。

董事會不建議派付截至二零二二年十二月三十一日止年度的股息。

業務回顧及表現

業務回顧及表現

於本年度本公司之業務回顧及有關本集團表現之討論與分析以及本公司業務展望載於本年報第9頁至第21頁之管理層討論與分析。該討論構成本董事會報告之一部分。

主要風險及不確定性

本集團的表現可能直接或間接受多項與本集團業務有關的風險及不確定性影響。以下為根據公司條例(香港法例第622章)規定須披露的本公司面臨的主要風險因素，該等因素可能導致本集團的業務表現、財務狀況、經營業績或發展前景與預期或過往業績大不相同。

REPORT OF THE DIRECTORS

董事會報告

1. *Competition*

Given that the current international situation and the international economic environment becoming more complex, severe and uncertain, the significant fluctuation in commodity prices and the pessimistic medium-term outlook causing market competition as the Group's foremost risk. The market price declines would lead to a severe drag on the metal supply and so our financial performance. Under a reduction in the global market size and the shrinkage of the Hong Kong market, the Group operates in a competitive environment. The operating result of the Group may be impacted due to the market constraint. The Group aims to mitigate this risk by maintaining close relationships with our customers, seeking to expand our customer base and providing differentiating services.

2. *Supply of metal materials*

We are dependent on the continuous supply of metal products/materials and metal from a few suppliers. Any shortage or delay in the supply of metal materials and metal products from them, any deterioration in our relationships with these suppliers or any change in their existing marketing strategies may affect our ability to fulfill our customers' demand, resulting in adverse impact on our business and results of operations. In order to maintain sufficient supply of inventories, the Group makes great effort to establish good relationship with more suppliers to secure potential alternative sources of metal supply.

3. *Customer base*

Our five largest customers accounted for a significant portion of our revenue. If any of them were to substantially reduce the volume and/or the value of the orders it places with us or were to terminate its business relationship with us entirely, our revenue level may be adversely affected. In management of such risk, the Group continues to implement its strategies to develop and enlarge its customer base, and strives to explore potential customers to reduce its dependency on specific clients.

1. *競爭*

鑒於當前國際形勢和國際經濟環境更趨複雜嚴峻及不確定，商品價格大幅波動及中期前景不容樂觀，導致市場競爭成為本集團最突出的風險。市場價格下跌會嚴重拖延金屬供應，進而影響我們的財務表現。由於全球市場規模縮減及香港市場萎縮，本集團經營環境競爭激烈。市場限制可能影響本集團的經營業績。本集團將透過維持與客戶的緊密關係、積極擴大客戶基礎及提供差異化的服務，致力減低上述風險。

2. *金屬材料供應*

我們倚賴若干供應商持續供應金屬產品／材料及金屬。倘彼等的金屬材料及金屬產品供應出現短缺或延遲、我們與該等供應商的關係惡化或彼等的現行營銷策略有所變動，均可能會影響我們滿足客戶需求之能力，進而對我們的業務及經營業績產生不利影響。為維持充足的貨源供應，本集團致力與更多供應商建立良好關係，以獲得潛在的金屬供應替代來源。

3. *客戶基礎*

我們的五大客戶佔我們收入的重大部分。倘其中任何一名大幅減少其向我們下單的數量及／或價值或完全終止與我們的業務關係，我們的利潤水平或會受到不利影響。為管理此項風險，本集團持續執行其開發及擴大客戶群的策略，積極開發潛在客戶，減少其對特定客戶的倚賴。

REPORT OF THE DIRECTORS

董事會報告

4. **Operational risk**

The Group is exposed to risks of unexpected losses attributable to human error, systems failures, frauds, or inadequate internal controls. Responsibility for managing operational risks basically rests with every function at departmental levels. The staff is guided by procedure manuals, limits of authority and reporting framework to carry out the duties. We identify and assess key operational exposures continuously and regularly so that appropriate response can be taken. We aim to mitigate operational risks through proper policies and procedures, segregation of duties, and timely and accurate management reports. We review and update the policies and procedures from time to time so as to maintain a strong and discipline control environment.

5. **Health and safety**

The Group, especially our processing facilities, may be subject to various risks such as industrial accidents, equipment failure and other catastrophic events, which could have a material adverse effect on our business, financial condition, results of operations and prospects. The Group has developed health and safety procedures to clearly define roles and responsibilities in order to identify and mitigate risk. The Group has no health and safety incidents or reportable accidents during the year. In addition, the Group arranges insurance policies to cover the losses or liabilities of such risks.

4. **營運風險**

本集團面臨因人為錯誤、系統故障、欺詐或內部監控不足而引致意外損失的風險。管理營運風險的責任基本上由各級職能部門負責。員工依循相關程序手冊、授權限制及匯報框架各司其職。我們持續及定期識別及評估主要的營運風險，以便採取適當的應對措施。我們致力透過適當的政策及程序、職責分工和及時準確的管理匯報，減低營運風險。我們會不時檢討及更新相關政策及程序，以維持可靠及有序的監控環境。

5. **健康與安全**

本集團（尤其是我們的加工設施）或會面臨包括工業意外、設備失靈及其他災難性事件等多種風險，可能導致我們的業務、財務狀況、經營業績及前景受到重大不利影響。本集團已制定健康與安全程序，清楚界定角色和職責，以識別和減低風險。年內，本集團並無出現健康與安全事故或須呈報事故。此外，本集團亦就有關風險損失或責任購買保險。

REPORT OF THE DIRECTORS

董事會報告

6. *Certificates and approvals*

The Group requires certain certificates, licences and permits and approvals for the operation, such as registration as a chemical waste producer under the Waste Disposal (Chemical Waste) (General) Regulation (Chapter 354C of the Laws of Hong Kong), licence for discharge of industrial effluent pursuant to section 20 of the Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong), certificate of fitness for a pressure vessel pursuant to Boilers and Pressure Vessels Ordinance (Chapter 56 of the Laws of Hong Kong), lifting appliances certificate of results of thorough examination in the preceding twelve months pursuant to the Factories and Industrial Undertakings (Lifting Appliances and Lifting Gear) Regulations (Chapter 59J of the Laws of Hong Kong) and money lenders license pursuant to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). We must comply with the relevant standards, laws and regulations and as well as restrictions and conditions, imposed by the governmental authorities on application and renewal. The Group must also comply with new standards, laws and regulations that may entail greater or lesser costs and delays. New laws and regulations, amendments to existing laws and regulations, or more stringent enforcement would have adverse impacts on the Group's result of operations and financial position. If we fail to comply with any of the relevant regulations, we may not be able to maintain our certificates and approvals and our operations would be significantly disrupted or even suspended. The Group commits to comply with the laws and regulatory requirements applicable to our operations. We ensure full compliance through close monitoring of legislative requirements and, when needed, engagement with professional advisers.

6. *證書及批准*

本集團的經營須具備若干證書、牌照和許可及批准，包括註冊為廢物處置（化學廢物）（一般）規例（香港法例第354C章）項下之化學廢物生產者、根據水污染管制條例（香港法例第358章）第20條取得排放工業廢水許可、根據鍋爐及壓力容器條例（香港法例第56章）取得壓力容器效能良好證明書及根據工廠及工業經營（起重機械及起重裝置）規例（香港法例第59J章）取得過往十二個月起重機械徹底檢驗結果證明書及根據放債人條例（香港法例第163章）取得放債人牌照。我們必須遵守相關標準、法律及法規，以及有關政府機關的申請及重續限制及條件。本集團亦須遵守各項新出台的標準、法律及法規，而此可能產生或多或少的成本及延遲。新訂法律及法規、對現有法律及法規的修訂或更嚴格的執行可能對本集團經營業績及財務狀況造成不利影響。倘我們未能遵守任何相關法規，我們或不能維持我們的證書及批准，而我們的營運將會受到重大干擾甚至中斷。本集團致力遵守各項適用於我們營運的法律及法規要求。我們持續密切留意法規要求並會於必要時委聘專業顧問，確保達致全面合規。

REPORT OF THE DIRECTORS

董事會報告

Environmental Policies and Performance

The Group is committed to the long-term sustainability of the environment and communities in which it operates. Acting in an environmentally responsible manner, the Group comply with laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources, energy saving and waste reduction.

Green initiatives and measures have been adopted in the Group's office and workshop. Such initiatives include replacement of the new LED lighting for reducing electricity consumption in the office, promoting double-sided printing and copying, and reducing energy consumption by switching off idle lightings and electrical appliance. The Group also encourages using office equipment carrying Energy Label issued by the Electrical and Mechanical Services Department so as to save energy in the office.

The Group will review its environmental practices from time to time and will implement further ecofriendly measures and practices closely adhering to the 3Rs – Reduce, Recycle and Reuse and enhancing environmental sustainability.

Compliance with the Relevant Laws and Regulations

The Group has compliance policies and procedures in place to ensure adherence to applicable laws, rules and regulations, in particular, those have a significant impact on the Group. The Audit Committee is delegated by the Board to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements. During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

環境政策及表現

本集團致力維持經營所在環境及社區之長期可持續性。本集團以對環境負責之方式行事，遵守有關環保法律及法規，並採取有效措施實現資源有效利用、能源節約及減少廢物。

本集團的辦公室及工廠已採納多項綠色倡議及措施。有關倡議包括更換新LED照明以減少辦公室電耗、提倡雙面列印及閒置時關閉照明及電器節省能耗等。本集團亦提倡使用帶有機電工程署節能標籤的辦公設備，以節省辦公室能源。

本集團將不時檢討其環境常規並將推行進一步的環保措施及常規，以符合環保3R—減少使用、循環再造及重複利用的原則，推動環境持續發展。

遵守相關法律及法規之情況

本集團已遵守各項既定的政策及程序，以確保符合各項適用法律、規則及法規，尤其是對本集團有重大影響者。董事會已委派審核委員會檢討及監察本集團各項政策及常規遵守法律及監管規定的情況。年內，本集團並無任何嚴重違反或不符合適用法律及法規的情況。

REPORT OF THE DIRECTORS

董事會報告

RELATIONSHIP WITH EMPLOYEES, SUPPLIERS AND CUSTOMERS

The Group believes that employees are important and valuable assets and thus we provide competitive and attractive remuneration packages to retain the employees. The management reviews annually the remuneration to employees of the Group.

The Group values long standing relationships with its suppliers and customers. The Group aims at delivering high quality services to its customers and developing mutual trust and enhancing communication and commitment between the Group and its suppliers.

SUMMARY FINANCIAL INFORMATION

A summary of the results and assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and reclassified as appropriate, is set out on page 240. This summary does not form part of the audited financial statements.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year ended 31 December 2022 are set out in note 25 to the consolidated financial statements.

DEBENTURE ISSUE

For the year ended 31 December 2022, the Company has not issued any debenture.

EQUITY-LINKED AGREEMENTS

Share option scheme

The Company adopted a share option scheme on 22 July 2014 (the “Scheme”). Under the Scheme, the Directors of the Company may, subject to and in accordance with the provisions of the Scheme and the GEM Listing Rules, at its discretion, grant options to any full-time or part-time employees, consultants or potential employees, consultants, executives or officers (including executive, non-executive and independent non-executive directors) of the Group, and any suppliers, customers, consultants, agents and advisers, who in the absolute discretion of the Board has contributed or will contribute to the Group (collectively “Eligible Participants”).

The purpose of the Scheme is to provide incentive or reward for Eligible Participants for their contribution or potential contribution to the Group.

與僱員、供應商及客戶之關係

本集團相信僱員乃重要及寶貴的資產，故我們提供具競爭力及吸引力之薪酬待遇以挽留僱員。管理層每年檢討本集團僱員之薪酬。

本集團重視與其供應商及客戶之持久關係。本集團旨在為客戶提供優質服務，並與供應商建立互信關係、加強溝通及承諾。

財務資料概要

本集團過往五個財政年度之業績以及資產及負債概要（摘錄自經審核財務報表，並已作出適當重新分類）乃載於第240頁。此概要並不構成經審核財務報表之一部分。

股本

本公司截至二零二二年十二月三十一日止年度股本變動的詳情載於綜合財務報表附註25。

債權證發行

截至二零二二年十二月三十一日止年度內，本公司並無發行任何債權證。

股票掛鈎協議

購股權計劃

本公司於二零一四年七月二十二日採納一項購股權計劃（「該計劃」）。根據該計劃，本公司董事可在該計劃及GEM上市規則的條文規限下及根據該計劃及GEM上市規則的條文，酌情向本集團任何全職或兼職僱員、顧問或潛在僱員、顧問、行政人員或高級職員（包括執行、非執行及獨立非執行董事），以及董事會全權酌情認為曾經或將會對本集團作出貢獻之任何供應商、客戶、顧問、代理及諮詢人（統稱為「合資格參與者」）授出購股權。

該計劃旨在嘉許或酬謝對或可能會對本集團作出貢獻之合資格參與者。

REPORT OF THE DIRECTORS

董事會報告

Up to the date of 2019 Annual report, the Company has granted 39,310,000 shares of the Company under the Scheme. The refreshment of the Scheme Mandate Limit was approved by the shareholders at the annual general meeting held on 26 June 2020. After the refreshment of the Scheme Mandate Limit, the total number of shares (the “Shares”) of the Company available for issue under the Scheme was 57,617,000 Shares, representing approximately 6.95% of total number of Shares in issue as at the date of this report.

The Board shall not grant options to any Eligible Participant if the acceptance of those options would result in the total number of Shares issued and to be issued to that participant on exercise of his options during any 12-month period up to the offer date exceeding 1% of the total number of Shares then in issue.

There is no general requirement that an option must be held for any minimum period before it can be exercised. The period during which an option may be exercised in accordance with the terms of the Scheme shall be the period of time to be notified by the Board to each grantee, which the Board may in its absolute discretion determine, save that such period shall not be more than ten years commencing on the date upon which the vesting period as described in the respective grantee’s offer document commences.

A remittance in favor of the Company of HK\$1.00 by way of consideration for the grant of the option should be submitted to the Company on or before the last day for acceptance. The option will be offered for acceptance for a period of 14 days from the date on which the option is granted.

The exercise price shall be determined by the Board but in any event shall be at least the highest of (i) the official closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date on which the option is offered (the “Offer Date”); and (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange’s daily quotation sheets for the five business days immediately preceding the Offer Date.

截至二零一九年年報日期，本公司已根據該計劃授出39,310,000股本公司股份。股東於二零二零年六月二十六日召開的股東週年大會批准更新計劃授權上限。更新計劃授權上限後，該計劃項下可供發行之本公司股份（「股份」）總數為57,617,000股股份，佔於本報告日期之已發行股份總數之約6.95%。

董事會不得向任何合資格參與者授出購股權使接納該等購股權將導致於截至要約日期止任何12個月期間內因行使其購股權而發行或將發行予該參與者的股份總數超過當時已發行股份總數的1%。

對行使購股權前必須持有的最低期限沒有基本要求。根據該計劃的條款可行使購股權的期間應為董事會按其全權酌情決定向各承授人通知的期間；惟該期間不得超過承授人各自要約文件所述的歸屬期間開始之日起計十年。

作為獲授購股權的代價向本公司作出的匯款1.00港元應於最後接納日期或之前提交予本公司。購股權將於授出日期起14天期間內提呈以供接納。

行使價應由董事會釐定，但在任何情況下不得低於以下最高者：(i)所提呈購股權當日（「要約日期」）聯交所每日報價表所列股份的官方收市價；及(ii)緊接要約日期前五個營業日，聯交所每日報價表所列股份的平均官方收市價。

REPORT OF THE DIRECTORS

董事會報告

The Scheme shall be valid and effective for a period commencing from the date on which the Scheme was conditionally adopted by an ordinary resolution of the shareholder of the Company on 22 July 2014 and ending on the tenth anniversary of the date of listing of the Company's shares on GEM of the Stock Exchange on 4 August 2014 (both dates inclusive), after which no further option will be granted but the provisions of the Scheme shall remain in full force and effect in all other respects to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Scheme and options granted prior thereto but not yet exercised shall continue to be valid and exercisable in accordance with the Scheme. The remaining life of the Scheme as at 31 December 2022 was about 1.6 years.

A summary of the share options granted under the Scheme are as follows:

該計劃將自二零一四年七月二十二日，即該計劃透過本公司股東普通決議案獲有條件採納之日起至本公司股份於聯交所GEM上市日期二零一四年八月四日起計滿十週年期間（包括首尾兩日）有效及生效，其後概不會授出任何額外購股權，惟該計劃的條文在所有其他方面仍有十足效力及生效，以令於該期限前或根據該計劃條文可能規定之其他方式授出之任何購股權可予行使，以及於該期限前授出但未獲行使之購股權將繼續有效及可根據該計劃行使。該計劃於二零二二年十二月三十一日之剩餘期限約1.6年。

該計劃項下授出之購股權概要如下：

Type of participants	Date of grant	Exercise price per share	Exercise period	Outstanding as at 1.1.2022	Number of share options and underlying shares 購股權及相關股份數目				Outstanding as at 31.12.2022
					Granted	Exercised	Cancelled	Lapsed	
Directors 董事	27.8.2019 二零一九年八月二十七日	0.616	27.8.2019 – 26.8.2022 (Note) 二零一九年八月二十七日至 二零二二年八月二十六日 (附註)	13,110,000	-	-	-	(13,110,000)	-
Employees 僱員	10.4.2015 二零一五年四月十日	0.78	10.4.2015 – 9.4.2025 二零一五年四月十日至 二零二五年四月九日	160,000	-	-	-	-	160,000
	27.8.2019 二零一九年八月二十七日	0.616	27.8.2019 – 26.8.2022 (Note) 二零一九年八月二十七日至 二零二二年八月二十六日 (附註)	23,500,000	-	-	-	(23,500,000)	-
Others 其他	10.4.2015 二零一五年四月十日	0.78	10.4.2015 – 9.4.2025 二零一五年四月十日至 二零二五年四月九日	120,000	-	-	-	-	120,000
				36,890,000	-	-	-	(36,610,000)	280,000

Note: The share options granted were vested to the grantees at the date of grant (i.e. 27 August 2019), the first and second anniversary of the date of grant (i.e. 27 August 2020 and 27 August 2021, respectively) at an average amount, the share options once vested shall be exercisable on a cumulative basis.

附註：該等已授出的購股權已於授出日期（即二零一九年八月二十七日）、授出日期的第一週年及第二週年當日（即分別為二零二零年八月二十七日及二零二一年八月二十七日）以平均數量歸屬於承授人，而購股權一經歸屬，則將可累積行使。

REPORT OF THE DIRECTORS

董事會報告

The fair value of equity-settled share options granted during the year ended 31 December 2015 was HK\$0.319 per option, amounted to approximately HK\$520,000 in aggregate. It was estimated as at 10 April 2015, being the date of grant, using the Black-Scholes Option Pricing Model and taking into account the terms and conditions upon which the options were granted. The significant assumptions and inputs used in the estimation of the fair value are as follows:

Share price at date of grant	授出日期之股價	HK\$0.78港元
Exercise price	行使價	HK\$0.78港元
Volatility	波幅	45.90%
Risk-free interest rate	無風險利率	1.09%
Dividend yield	股息收益率	0%
Expected life of option	購股權預期年期	5 years年

The expected life of the options may not be necessarily indicative of the exercise pattern that may occur. The expected volatility reflects the assumption that the historical volatility of comparable companies is indicative of future trends, which may also not necessarily be the actual outcome.

The fair value of equity-settled share options granted during the year ended 31 December 2019 were HK\$0.211, HK\$0.212 and HK\$0.213 per option each for three tranches which were vested on 27 August 2019, 27 August 2020 and 27 August 2021, respectively, amounted to approximately HK\$7,984,000 in aggregate. The fair values were estimated as at 27 August 2019, being the date of grant, using the Binomial Option Pricing Model and taking into account the terms and conditions upon which the options were granted. The significant assumptions and inputs used in the estimation of the fair value are as follows:

Share price at date of grant	授出日期之股價	HK\$0.60港元
Exercise price	行使價	HK\$0.616港元
Volatility	波幅	52.68%
Risk-free interest rate	無風險利率	1.31%
Dividend yield	股息收益率	0%
Early exercise multiplier	提早行使倍數	2.80
Expected option life	購股權預期年期	3 years年

截至二零一五年十二月三十一日止年度，所授出股權結算購股權之公平值為每份購股權0.319港元，合共約520,000港元，乃於二零一五年四月十日（即授出日期）使用柏力克-舒爾斯期權定價模式進行估計，並計及授出購股權之條款及條件。估計公平值所採用之重大假設及輸入數據如下：

購股權預期年期未必為可能出現之行使方式之指標。預期波幅乃反映可比較公司之過往波動性代表未來趨勢之假設，亦未必代表實際結果。

就分別已於二零一九年八月二十七日、二零二零年八月二十七日及二零二一年八月二十七日歸屬的三批購股權而言，截至二零一九年十二月三十一日止年度所授出股權結算購股權之公平值分別為每份購股權0.211港元、0.212港元及0.213港元，合共約7,984,000港元。公平值乃於二零一九年八月二十七日（即授出日期）使用二項式期權定價模式進行估計，並計及授出購股權之條款及條件。估計公平值所採用之重大假設及輸入數據如下：

REPORT OF THE DIRECTORS

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Estimation of the value of the share options is subjective and uncertain as such values are subject to a number of assumptions and with regard to the limitation of the model. The expected volatility is based on the historical volatility reflecting the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. The expected early exercise multiplier is also estimated and is not necessarily indicative of the exercise patterns that may occur.

All significant features necessary to be considered for the measurement of fair values of the share options granted during the year were incorporated into such measurement.

The closing prices of the shares of the Company immediately before the share options granted on 10 April 2015 and 27 August 2019 were HK\$0.78 and HK\$0.60, respectively.

No share options were granted during the year ended 31 December 2022 (2021: Nil).

No share options were exercised during the year ended 31 December 2022 (2021: Nil).

The Group did not recognize employee costs for the year ended 31 December 2022 (2021: approximately HK\$0.8 million) in relation to share options granted by the Company.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company had no reserve available for distribution in accordance with the provision of sections 291, 297 and 299 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

RESERVES

Details of the movements in reserves of the Group during the year are set out in the consolidated statement of changes in equity.

CHARITABLE CONTRIBUTIONS

During the year ended 31 December 2022, no charitable contributions was made (2021: Nil).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 13 to the consolidated financial statements.

購股權的價值估計屬主觀並具有不確定性，原因為其乃視乎多項假設，亦受計算模式的限制。預期波幅基於歷史波幅，反映歷史波幅預示未來發展趨勢的假設，而這也未必是實際結果。預期提早行使倍數亦為估計，並未必能表示可能發生的行使模式。

所有在本年度授出的購股權公平值計量中需要考慮的重要特徵均納入上述計量。

本公司股份緊接購股權於二零一五年四月十日及二零一九年八月二十七日授出前的收市價分別為0.78港元及0.60港元。

截至二零二二年十二月三十一日止年度概無購股權獲授出（二零二一年：無）。

截至二零二二年十二月三十一日止年度內概無購股權獲行使（二零二一年：無）。

截至二零二二年十二月三十一日止年度，本集團並無就本公司授出的購股權確認僱員成本（二零二一年：約0.8百萬港元）。

可供分派儲備

於二零二二年十二月三十一日，根據公司條例（香港法例第622章）第291、297及299條條文，本公司並無可供分派儲備。

儲備

本集團年內儲備變動的詳情載於綜合權益變動表。

慈善捐款

截至二零二二年十二月三十一日止年度，本集團沒有作出慈善捐款（二零二一年：無）。

物業、廠房及設備

本集團年內物業、廠房及設備變動的詳情載於綜合財務報表附註13。

REPORT OF THE DIRECTORS

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate revenues attributable to the Group's five largest customers comprised approximately 77% (2021: approximately 97%) of the Group's total revenues while the revenue attributable to the Group's largest customer was approximately 26% (2021: approximately 67%) of the Group's total revenue.

The aggregate purchases during the year attributable to the Group's five largest suppliers comprised approximately 87% (2021: approximately 100%) of the Group's total purchases while the purchases attributable to the Group's largest supplier was approximately 35% (2021: approximately 95%) of the Group's total purchases.

Save as disclosed above, none of the Directors, their close associates or any shareholder, which to the knowledge of the Directors owned more than 5% of the Company's total number of shares in issue, had any interest in the share capital of any of the five largest customers or suppliers of the Group.

DIRECTORS

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

Executive Directors

Mr. Wang Wendong
Mr. Fung Chi Kin

Independent Non-executive Directors

Mr. Zhou Tianshu
Ms. Wu Liyan
Ms. Wong Susan Chui San

DIRECTORS OF SUBSIDIARIES

The person who has served on the boards of the subsidiaries of the Company during the year and up to the date of this report are Mr. Wang Wendong, Mr. Fung Chi Kin, Ms. Ip Yik Fung, Mr. Man Kin Fan and Mr. Chen Lifan.

主要客戶及供應商

年內，本集團五大客戶應佔的總收入佔本集團收入總額約77%（二零二一年：約97%），本集團最大客戶應佔的收入佔本集團收入總額約26%（二零二一年：約67%）。

年內，本集團五大供應商應佔的總購買額佔本集團購買總額約87%（二零二一年：約100%），本集團最大供應商應佔的購買額佔本集團購買總額約35%（二零二一年：約95%）。

除上文所披露者外，概無董事、彼等之緊密聯繫人或據董事所知擁有本公司已發行股份總數5%以上之任何股東於本集團任何五大客戶或供應商之股本中擁有任何權益。

董事

本公司於年內及直至本報告日期之董事如下：

執行董事

王文東先生
馮志堅先生

獨立非執行董事

周天舒先生
吳勵妍女士
黃翠珊女士

附屬公司之董事

王文東先生、馮志堅先生、葉亦楓女士、文健芬先生及陳力帆先生於年內及直至本報告日期擔任本公司附屬公司之董事會成員。

REPORT OF THE DIRECTORS

董事會報告

PERMITTED INDEMNITY PROVISION

The Company maintains directors' and officers' liability insurance, which gives appropriate cover for any legal actions against its Directors and officers of the Group. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) when this report prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance.

DIRECTORS' SERVICE CONTRACTS

Each of the Directors has entered into a service contract with the Company for a term of one year unless terminated by not less than one month's notice in writing served by either party on the other or otherwise in accordance with the respective service contracts.

The Remuneration Committee will review and determine the remuneration and compensation packages of the Directors with reference to their experience, responsibilities, workload, time devoted to and performance of the Group. The Directors may also receive options to be granted under the share option scheme of the Company.

Save as disclosed above, none of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Details of Directors' interest in contracts of significance in relation to the Group's business are set out in the section headed "Competition and Conflict of Interest" in this report.

Save as disclosed above, there was no contract of significance to which the Company or its subsidiaries, or its holding companies or any of its fellow subsidiaries was a party, and in which a Director was materially interested, whether directly or indirectly, subsisting during the year ended or as at 31 December 2022.

獲准許彌償條文

本公司已就其董事及本集團高級職員可能面對的任何法律行動，為董事及高級職員投保適當的責任保險。基於董事利益的獲准許彌償條文根據公司條例（香港法例第622章）第470條的規定於董事編製之本報告按照公司條例第391(1)(a)條獲批准時生效。

董事服務合約

各董事已與本公司訂立為期一年之服務合約，惟任何一方根據各自的服務合約向另一方或其他方發出不少於一個月的書面通知而終止除外。

薪酬委員會將參考董事之經驗、職責、工作量、貢獻之時間及本集團之表現檢討及釐定有關董事之酬金及薪酬待遇。董事亦或會獲得根據本公司購股權計劃將予授出之購股權。

除上文所披露者外，擬於應屆股東週年大會上膺選連任之董事並無訂立本集團不可於一年內終止且毋須作出補償（法定補償除外）之服務合約。

董事於重大合約之權益

董事於與本集團業務相關的重大合約之權益詳情載於本報告「競爭及利益衝突」一節。

除上文所披露者外，截至二零二二年十二月三十一日止年度或截至該日，本公司或其附屬公司，或其控股公司或其任何同系附屬公司概無訂立亦無存續董事於其中直接或間接擁有重大權益之重大合約。

REPORT OF THE DIRECTORS

董事會報告

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

As at 31 December 2022, no interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (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 Rule 5.46 of the GEM Listing Rules, were as follows:

SHORT POSITIONS

As at 31 December 2022, no short positions of Directors and chief executives in the shares of the Company and its associated corporations were recorded in the register or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於二零二二年十二月三十一日，概無董事及本公司之最高行政人員於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有已記錄於本公司根據證券及期貨條例第352條須存置的登記冊之權益及淡倉，或根據GEM上市規則第5.46條已知會本公司及聯交所之權益及淡倉如下：

淡倉

於二零二二年十二月三十一日，概無董事及最高行政人員於本公司及其相聯法團股份中擁有根據GEM上市規則第5.46條已記錄於登記冊或已另行知會本公司及聯交所之淡倉。

REPORT OF THE DIRECTORS

董事會報告

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2022, the following persons/entities (other than the Directors and chief executives of the Company as disclosed above) have interest or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

主要股東於股份及相關股份之權益及淡倉

於二零二二年十二月三十一日，除上文所披露之本公司董事及最高行政人員外，以下人士／實體於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司作出披露的權益或淡倉，或已記錄於根據證券及期貨條例第336條須存置之登記冊的權益或淡倉如下：

Name	Nature of interests	Number of ordinary shares held	Approximate percentage of shareholding
姓名	權益性質	所持普通股數目	佔股權的概約百分比 (Note) (附註)
Hon Pok 韓博	Beneficial owner 實益擁有人	76,000,000	9.16%
Zhang Bo 張博	Beneficial owner 實益擁有人	45,000,000	5.43%
Fung Ping Tak 馮秉德	Beneficial owner 實益擁有人	45,720,000	5.51%
Poon Kwan Ho 潘均浩	Beneficial owner 實益擁有人	46,000,000	5.55%
So Hing Sang 蘇慶生	Beneficial owner 實益擁有人	41,964,000	5.06%
Liu Chengnan	Beneficial owner 實益擁有人	41,960,000	5.06%
Zhang Siyuan 張思源	Beneficial owner 實益擁有人	158,060,000	19.06%
FIAS (HONG KONG) CO., LIMITED	Beneficial owner 實益擁有人	158,060,000	19.06%

Note: The approximate percentage of shareholding was calculated based on the total number of ordinary shares in issue, being 829,404,000 shares as at 31 December 2022.

附註：佔股權的概約百分比基於已發行的普通股總數（即於二零二二年十二月三十一日的829,404,000股股份）計算。

According to the disclosure of interest form submitted to the Stock Exchange, FIAS (HONG KONG) CO., LIMITED is wholly owned by Zhang Siyuan.

按呈交予聯交所的權益披露表格，FIAS (HONG KONG) CO., LIMITED由張思源全資擁有。

REPORT OF THE DIRECTORS

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Save as disclosed above, no other interests or short positions of any persons/entities (other than the Directors and the chief executives of the Company) in the shares or underlying shares of the Company were recorded in the register or as otherwise notified to the Company and the Stock Exchange as at 31 December 2022.

COMPETITION AND CONFLICT OF INTEREST

For the best knowledge of the Directors, none of the Directors, management, shareholders or substantial shareholders of the Company or any of its respective associates has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group, as defined in the GEM Listing Rules, or has any other conflict of interests with the Group during the year ended 31 December 2022.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of the related party transactions undertaken by the Group during the year ended 31 December 2022 are set out in note 29 to the consolidated financial statements. On 31 May 2022, the Company (the “**Purchaser**”) (as the purchaser) and Mr. Hon Hang (“**Mr. Hon**”) (as the vendor) entered into the sale and purchase agreement, pursuant to which Mr. Hon agreed to sell, and the Company agreed to purchase, 4,300 shares of True Time International Investments Limited (“**True Time**”) (representing 43% equity interests in True Time), at the consideration of USD1 in cash (the “**Acquisition**”). Upon completion of the Acquisition, True Time becomes a wholly-owned subsidiary of the Company.

As Mr. Hon was a substantial shareholder of True Time, which was a direct non-wholly owned subsidiary of the Company immediately prior to the completion of the Acquisition, Mr. Hon was a connected person of the Company at the subsidiary level. Accordingly, the Acquisition constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules and was subject to reporting and announcement requirements, but exempted from the circular and independent Shareholders’ approval under Chapter 20 of the GEM Listing Rules.

For details of the Acquisition, please refer to the announcement of the Company dated 31 May 2022.

Save as disclosed above, none of the related party transactions constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the GEM Listing Rules.

除上文所披露者外，於二零二二年十二月三十一日，概無任何人士／實體（董事及本公司最高行政人員除外）於本公司之股份或相關股份中持有記錄於登記冊內或已另行知會本公司及聯交所之其他權益或淡倉。

競爭及利益衝突

據董事所深知，概無本公司董事、管理層、股東或主要股東或任何其各自的聯繫人截至二零二二年十二月三十一日止年度從事與本集團的業務直接或間接構成或可能構成競爭（定義見GEM上市規則）的任何業務或與本集團有任何其他利益衝突。

關連方交易及關連交易

截至二零二二年十二月三十一日止年度，本集團所進行關連方交易的詳情載於綜合財務報表附註29。於二零二二年五月三十一日，本公司（「**買方**」）（作為買方）和韓珩先生（「**韓先生**」）（作為賣方）簽訂了買賣協議，據此，韓先生同意出售，及本公司同意購買 True Time International Investments Limited (“**True Time**”)的4,300股股份（佔True Time 43%的股權），對價為1美元現金（「**收購**」）。收購完成後，True Time成為本公司的全資附屬公司。

由於緊接收購事項完成前韓先生是True Time的主要股東，而True Time是本公司之直接非全資附屬公司，因此韓先生是本公司附屬公司層面的關連人士。因此，根據GEM上市規則第20章，收購事項構成本公司的關連交易及須遵守申報及公告規定，惟獲豁免遵守通函及股東批准規定。

有關收購事項的詳情，請參閱本公司日期為二零二二年五月三十一日的公告。

除上文所披露者外，概無關連方交易構成GEM上市規則項下的須予披露非獲豁免關連交易或非獲豁免持續關連交易。

REPORT OF THE DIRECTORS

董事會報告

MANAGEMENT CONTRACT

No contract for management and administration of the whole or any substantial part of the Group's business subsisted at the end of the year or at any time during the year.

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

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

CORPORATE GOVERNANCE

Principal corporate governance policies adopted by the Company are set out in the Corporate Governance Report on pages 29 to 48.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group is committed to fulfilling its corporate social responsibility in community affairs, environmental protection and corporate governance during its business operation in order to achieve its sustainable development. The Company's ESG Report is set out on pages 49 to 80 of this annual report.

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, the Company had maintained the public float as required under the GEM Listing Rules.

AUDITORS

HLB Hodgson Impey Cheng Limited, who has been appointed as the auditors of the Company with effect from 6 December 2019 to fill the casual vacancy following the resignation of Crowe (HK) CPA Limited. Save as disclosed above, there has been no change in the Company's auditors in any of the preceding three years. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company.

By order of the directors

Loco Hong Kong Holdings Limited
Wang Wendong

Chairman and Chief Executive Officer
Hong Kong, 24 March 2023

管理合約

於年末或本年度任何時間，概無存在任何有關本集團全部或任何重大部分業務之管理及行政合約。

購買、出售或贖回本公司之上市證券

於回顧年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

企業管治

本公司採納之主要企業管治政策載於第29頁至第48頁之企業管治報告。

環境、社會及管治報告

本集團在業務運營過程中致力履行自身在參與社企活動、環境保護及企業管治的企業社會責任，以達致集團的可持續發展。本公司之環境、社會及管治報告載於本年報第49頁至第80頁內。

足夠公眾持股量

根據本公司公開可得之資料及據董事所知，於本年報日期，本公司已維持GEM上市規則所規定之公眾持股量。

核數師

國衛會計師事務所有限公司已自二零一九年十二月六日起獲委任為本公司核數師，以填補國富浩華(香港)會計師事務所有限公司辭任後之臨時空缺。除上述者外，本公司的核數師於前三個年度均無變動。將於本公司應屆股東週年大會上提呈一項決議案以續聘國衛會計師事務所有限公司為本公司核數師。

承董事會命

港銀控股有限公司

主席兼行政總裁

王文東

香港，二零二三年三月二十四日

INDEPENDENT AUDITORS' REPORT

獨立核數師報告



31/F, Gloucester Tower 香港
The Landmark 中環
11 Pedder Street 畢打街11號
Central 置地廣場
Hong Kong 告羅士打大廈31樓

**TO THE MEMBERS OF
LOCO HONG KONG HOLDINGS LIMITED**
(Incorporated in Hong Kong with limited liability)

致港銀控股有限公司股東

(於香港註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Loco Hong Kong Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 106 to 239, which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and the notes to the consolidated financial statements, which including a summary of significant accounting policies.

意見

我們已審計列載於第106至239頁港銀控股有限公司（「**貴公司**」）及其附屬公司（統稱「**貴集團**」）的綜合財務報表，此綜合財務報表包括於二零二二年十二月三十一日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

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

我們認為，綜合財務報表已根據香港會計師公會（「**香港會計師公會**」）頒佈的香港財務報告準則（「**香港財務報告準則**」）真實而公平地反映 貴集團於二零二二年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及其綜合現金流量，並已按照香港公司條例妥為編製。

BASIS FOR OPINION

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

意見基礎

我們根據香港會計師公會頒佈的香港審計準則（「**香港審計準則**」）進行審計。我們於該等準則項下的責任於本報告「核數師就審計綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會頒佈的「專業會計師道德守則」（「**守則**」），我們乃獨立於 貴集團，並已根據守則履行其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

關鍵審計事項

關鍵審計事項根據我們的專業判斷認為對我們審計本期綜合財務報表中最重要的事項。我們在審計整份綜合財務報表及就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。

Key Audit Matter 關鍵審計事項

How our audit addressed the Key Audit Matter 我們之審計如何處理關鍵審計事項

Expected credit loss of trade and other receivables **貿易及其他應收款項的預期信貸虧損**

Refer to Notes 4 and 18 to the consolidated financial statements.

參閱綜合財務報表附註4及18。

The balances of trade and other receivables as at 31 December 2022 were approximately HK\$29,311,000, which were material to the consolidated financial statements. The Group has applied the simplified approach in calculating the expected credit loss for trade receivables and has applied the general approach in calculating the expected credit loss for other receivables.

於二零二二年十二月三十一日，貿易及其他應收款項的結餘為約29,311,000港元，對綜合財務報表乃重要。貴集團於計算貿易應收款項的預期信貸虧損時已採用簡化方法，而於計算其他應收款項的預期信貸虧損時則已採用一般方法。

Our procedures included:
我們的審核程序包括：

- We have discussed with management on the estimation involved in determining the amount of expected credit loss allowance regarding the trade and other receivables.
- 我們與管理層討論涉及有關貿易及其他應收款項的預期信貸虧損撥備金額的估計。
- We tested the working paper files prepared by the valuation expert engaged by the management to calculate the expected credit loss and checked the information included in the working paper files.
- 我們已測試由管理層委聘的估值專家編製以計算預期信貸虧損的工作報告文件並檢查工作報告文件所載資料。
- We evaluated the competence, capabilities and objectivity of the valuation expert engaged by the management.
- 我們評估了由管理層委聘的估值專家的才幹，能力和客觀性。

INDEPENDENT AUDITORS' REPORT

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Key Audit Matter

關鍵審計事項

Under the simplified approach, the Group measures the loss allowance based on lifetime expected credit loss at each reporting date by individual assessment. Under the general approach, the Group measures the loss allowance equal to 12-month expected credit loss, unless when there has been a significant increase in credit risk since initial recognition then the Group will recognize the loss allowance based on the lifetime expected credit loss at each reporting date by individual assessment. The assessment of the expected credit loss allowance requires significant judgments and estimation by management.

根據簡化方法，貴集團於各報告日期根據全期預期信貸虧損按個別評估計量虧損撥備。根據一般方法，貴集團按12個月預期信貸虧損計量虧損撥備，惟倘自初始確認以來信貸風險大幅增加，貴集團將於各報告日期根據全期預期信貸虧損按個別評估確認虧損撥備。對預期信貸虧損撥備的評估需要管理層作出重要判斷及估計。

How our audit addressed the Key Audit Matter

我們之審計如何處理關鍵審計事項

- We also engaged an independent valuation expert to assist us to assess the appropriateness of the expected credit loss provisioning methodology, examining the key data inputs on a sample basis to assess their accuracy and completeness, and challenging the assumptions, including both historical and forward-looking information, used to determine the expected credit losses by the valuation expert engaged by the management.
- 我們亦委聘獨立估值專家協助我們評估預期信貸虧損撥備法是否合適，抽樣檢驗關鍵數據輸入以評估其準確性及完整性，並質詢管理層委聘的估值專家用於釐定預期信貸虧損所使用的假設，包括過往及前瞻性資料。

We also assessed the adequacy of the Group's disclosures about the expected credit loss allowance regarding trade and other receivables in the consolidated financial statements.

我們亦評估貴集團就綜合財務報表內貿易及其他應收款項的預期信貸虧損撥備作出披露的充足性。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

Key Audit Matter 關鍵審計事項

How our audit addressed the Key Audit Matter 我們之審計如何處理關鍵審計事項

Valuation of investments classified as level 3 in the fair value hierarchy 在公平值層級中分類為第三級的金融資產的估值

Refer to Notes 4 and 16 to the consolidated financial statements

參閱綜合財務報表附註4及16。

The Group's other financial assets are stated at fair value. As at 31 December 2022, the Group's other financial assets amounted to HK\$4,280,000.

貴集團的其他金融資產以公平值列賬。於二零二二年十二月三十一日，貴集團的其他金融資產為4,280,000港元。

Our procedures included:

我們的審核程序包括：

- We obtained an understanding of the management's internal control and assessment process of the valuations of other financial assets and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors, such as complexity, subjectivity, changes and susceptibility to management bias or fraud.
- 我們了解管理層對其他金融資產估值的內部控制和評估過程並且通過考慮估計不確定性的程度及其他固有風險因素的級別（例如複雜性、主觀性、變化和 管理層偏見或不真實行為的敏感度），評估重大錯誤陳述的固有風險。
- We evaluated the competence, capabilities and objectivity of the valuation expert engaged by the management.
- 我們評估了由管理層委聘的估值專家的才幹、能力和客觀性。

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Key Audit Matter

關鍵審計事項

We paid significant attention to this area due to the material balance of the other financial assets to the Group's consolidated financial statements and the estimation of the valuations of other financial assets subject to high degree of estimation uncertainty. The inherent risk in relation to this area is considered significant due to critical judgment involved in determining the critical estimates and assumptions used in the valuations.

由於其他金融資產的結餘對 貴集團綜合財務報表乃重要及估計其他金融資產的估值時存在較高程度的估計不確定性，我們對此範圍給予了重大的關注。由於在測定使用於估值的關鍵估計和假設時涉及批判性的判斷，此範圍的固有風險被認為是重大的。

How our audit addressed the Key Audit Matter

我們之審計如何處理關鍵審計事項

- We also engaged an independent valuation expert to assist us in assessing the appropriateness of methodologies used and the reasonableness of the key estimates and assumptions applied in the valuations. We have also conducted a sensitivity analysis over the key inputs.
- 我們亦委聘了獨立估值專家協助我們評估在估值時所使用方法的適當性以及所採用關鍵估計和假設的合理性。我們還進行了關鍵輸入數據的敏感度分析。
- We checked the accuracy and relevance of the input data used in the valuations.
- 我們檢查了評估中使用的輸入數據的準確性和相關性。

We found the key estimates and assumptions used in the valuation of other financial assets were supported by the available evidences. We also assessed the adequacy of the Group's disclosures about the valuation of investments classified as level 3 in the fair value hierarchy in the consolidated financial statements.

我們發現其他金融資產估值中使用的關鍵估計和假設得到了現有證據的支持。我們還評估了集團綜合財務報表中有關公平值層級中分類為第三級別的投資的披露是否充分。

INDEPENDENT AUDITORS' REPORT

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OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report other than the consolidated financial statements and our auditors' report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and 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 Audit Committee is responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料承擔責任。其他資料包括年報中所包含的資料，但綜合財務報表及我們就此發出的核數師報告除外。

我們對綜合財務報表作出的意見並未考慮其他資料。我們現在不會及將來亦不會對其他資料發表任何形式的核證結論。

就審計綜合財務報表而言，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審計過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

倘若我們基於我們已執行的工作認為此其他資料出現重大錯誤陳述，我們須報告該事實。我們就此並無報告事項。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例編製真實而公平的綜合財務報表，及落實 貴公司董事認為編製綜合財務報表所必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

審核委員會負責監督 貴集團的財務報告流程。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

核數師就審計綜合財務報表須承擔的責任

我們的目標是合理確定整體而言綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出包括我們意見的核數師報告。根據香港公司條例第405條規定本報告僅向閣下（作為整體）報告，除此之外本報告別無其他用途。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理確定屬高層次的核證，但不能擔保根據香港審計準則進行的審核工作總能發現所有存在的重大錯誤陳述。重大錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，被視為重大錯誤陳述。

我們根據香港審計準則進行審計的工作之一，是運用專業判斷，在整個審計過程中抱持職業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，就應對該等風險設計及執行審核程序，獲得充足及適當的審計憑證為我們的意見提供基礎。由於欺詐可能涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部監控，因此未能發現由此造成的重大錯誤陳述風險比未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審計有關的內部監控，以設計恰當的審計程序，但並非旨在對貴集團的內部監控的有效性發表意見。
- 評估所用會計政策是否恰當，以及貴公司董事所作出的會計估算及相關披露是否合理。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審計憑證，總結是否存有可能對貴集團持續經營的能力構成重大疑問的事件或情況有關的重大不確定因素。倘若我們總結認為存有重大不確定因素，我們須在核數師報告中提請注意綜合財務報表內的相關披露，或倘相關披露不足，則修訂我們的意見。我們的結論乃基於直至核數師報告日期所獲得的審計憑證。然而，未來事件或情況可能導致貴集團不再具有持續經營的能力。
- 評估綜合財務報表（包括披露）的整體列報、架構及內容，以及綜合財務報表是否已公平反映及呈列相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲得充足適當的審計憑證，以就綜合財務報表發表意見。我們負責指導、監督及執行集團審計工作。我們為我們的審計意見承擔全部責任。

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

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

我們就（其中包括）審計的計劃範圍和時間及重大審計結果（包括我們於審計過程中發現的內部監控的重大缺失）與審核委員會進行溝通。

我們亦向審核委員會作出聲明，表示我們已遵守有關獨立性的相關道德要求，並就所有被合理認為可能影響我們獨立性的關係及其他事宜以及採取行動來消除威脅或實行的保障措施（如適用），與審核委員會進行溝通。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

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

The engagement director on the audit resulting in this independent auditors' report is Mr. Lo Kin Kei.

我們通過與審核委員會溝通，確定本期間綜合財務報表審計工作的最重要事項，因此有關事項為關鍵審計事項。除非法律或法規不容許公開披露此等事項或在極罕有的情況下，我們認為於核數師報告中傳達有關事項可合理預期的不良後果將超過有關傳達的公眾利益而不應如此行事，否則我們在核數師報告中描述此等事項。

本獨立核數師報告的審計董事為盧健基先生。

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Lo Kin Kei

Practising Certificate Number: P06413
Hong Kong, 24 March 2023

國衛會計師事務所有限公司
執業會計師

盧健基

執業證書編號：P06413
香港，二零二三年三月二十四日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收入			
– Sales of metal	– 銷售金屬		34,548	9,387
– Education management services	– 教育管理服務		13,793	4,545
Total revenue	收入總額	5	48,341	13,932
Trading gains on commodity forward contracts	買賣商品遠期合約的收益		59	43
Other income	其他收益	6	558	79
			48,958	14,054
Carrying value of inventories sold	已售存貨之賬面值		(34,062)	(9,413)
Change in fair value of commodity inventories	商品存貨之公平值變動		5	(21)
Depreciation on property, plant and equipment	物業、廠房及設備折舊	13	(1,212)	(1,193)
Depreciation on right-of-use assets	使用權資產折舊	14	(2,392)	(2,758)
Employee costs	僱員成本	7	(13,169)	(18,507)
Fair value changes on other financial assets	其他金融資產之公平值變動		(170)	–
Other operating expenses	其他經營開支		(14,198)	(11,553)
Provision of loss allowance on trade and other receivables	計提貿易及其他應收款項虧損撥備		(214)	(200)
Rental expenses	租賃開支		(1,435)	(1,399)
Share of loss of an associate	分佔一間聯營公司虧損		(4,787)	(378)
Finance costs	財務成本	9	(219)	(131)
Loss before income tax expense	除所得稅開支前虧損	10	(22,895)	(31,499)
Income tax (expense)/credit	所得稅(開支)/抵免	11	(269)	139
Loss for the year	年度虧損		(23,164)	(31,360)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

	Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Other comprehensive (loss)/income			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translating foreign operations		(1,280)	392
Other comprehensive (loss)/income for the year, net of tax		(1,280)	392
Total comprehensive loss for the year		(24,444)	(30,968)
Loss for the year attributable to:			
– Owners of the Company	12	(22,074)	(29,159)
– Non-controlling interests	31	(1,090)	(2,201)
		(23,164)	(31,360)
Total comprehensive loss for the year attributable to:			
– owners of the Company		(23,153)	(28,954)
– non-controlling interests	31	(1,291)	(2,014)
		(24,444)	(30,968)
Loss per share attributable to owners of the Company during the year (basic and diluted)	12	(2.66)	(3.93)

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

隨附之附註構成該等綜合財務報表之一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	1,249	2,574
Right-of-use assets	使用權資產	14	6,338	5,186
Interest in an associate	於一間聯營公司之權益	15	2,916	7,703
Other financial assets	其他金融資產	16	4,280	5,500
			14,783	20,963
Current assets	流動資產			
Inventories	存貨	17	261	256
Trade and other receivables and prepayments	貿易及其他應收款項及預付款項	18	29,424	12,915
Loan receivable	應收貸款	19	–	–
Cash and cash equivalents	現金及現金等價物	20	4,180	20,880
			33,865	34,051
Current liabilities	流動負債			
Other payables and accruals	其他應付款項及應計費用	21	2,204	2,033
Borrowings	貸款	22	12,050	–
Contract liabilities	合同負債	23	4,215	–
Tax payable	應付稅項		72	–
Lease liabilities	租賃負債	14	2,035	2,667
			20,576	4,700
Net current assets	流動資產淨值		13,289	29,351
Total assets less current liabilities	資產總值減流動負債		28,072	50,314
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債	24	194	–
Lease liabilities	租賃負債	14	4,602	2,594
			4,796	2,594
Net assets	資產淨值		23,276	47,720

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日

		Notes	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		附註		
Equity	權益			
Share capital	股本	25	188,348	188,348
Reserves	儲備		(165,072)	(141,632)
Equity attributable to the owners of the Company	本公司擁有人應佔權益		23,276	46,716
Non-controlling interests	非控股權益	31	-	1,004
Total equity	總權益		23,276	47,720

The consolidated financial statements were approved and authorized for issue by the board of directors on 24 March 2023 and signed on its behalf by:

綜合財務報表於二零二三年三月二十四日獲董事會批准及授權刊發並由下列人士代其簽署：

Wang Wendong
王文東
Director
董事

Fung Chi Kin
馮志堅
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Share capital	Merger reserve ¹	Equity-settled share-based payment reserve ¹ 以股本結算之股份基礎	Statutory reserve ¹	Translation reserve ¹	Accumulated Losses ¹	Equity attributable to owners of the Company 本公司擁有人	Non-controlling interests	Total equity
Notes		股本 HK\$'000 千港元	合併儲備 ¹ HK\$'000 千港元	給付儲備 ¹ HK\$'000 千港元	法定儲備 ¹ HK\$'000 千港元	換算儲備 ¹ HK\$'000 千港元	累計虧損 ¹ HK\$'000 千港元	應佔權益 HK\$'000 千港元	非控股權益 HK\$'000 千港元 (Note 31) (附註31)	總權益 HK\$'000 千港元
	As 1 January 2021	161,112	(1,357)	7,000	1,647	669	(121,503)	47,568	3,655	51,223
	Loss for the year	-	-	-	-	-	(29,159)	(29,159)	(2,201)	(31,360)
	Other comprehensive income for the year:									
	Exchange differences on translating foreign operation	-	-	-	-	205	-	205	187	392
	Total comprehensive loss for the year	-	-	-	-	205	(29,159)	(28,954)	(2,014)	(30,968)
	Capital injection by non-controlling interest	-	-	-	-	-	-	-	466	466
25	Issue of new shares by way of placements	27,647	-	-	-	-	-	27,647	-	27,647
25	Transaction costs attributable to issue of shares	(411)	-	-	-	-	-	(411)	-	(411)
	Acquisition of non-controlling interest of a subsidiary	-	-	-	-	-	20	20	(1,103)	(1,083)
26	Recognition of equity-settled share-based payments	-	-	846	-	-	-	846	-	846
	As at 31 December 2021 and 1 January 2022	188,348	(1,357)	7,846	1,647	874	(150,642)	46,716	1,004	47,720
	Loss for the year	-	-	-	-	-	(22,074)	(22,074)	(1,090)	(23,164)
	Other comprehensive loss for the year:									
	Exchange differences on translating foreign operation	-	-	-	-	(1,079)	-	(1,079)	(201)	(1,280)
	Total comprehensive loss for the year	-	-	-	-	(1,079)	(22,074)	(23,153)	(1,291)	(24,444)
	Acquisition of non-controlling interest of a subsidiary	-	-	-	-	-	(287)	(287)	287	-
	Transfer of statutory reserve	-	-	-	585	-	(585)	-	-	-
	Expired share option	-	-	(7,757)	-	-	7,757	-	-	-
	As at 31 December 2022	188,348	(1,357)	89	2,232	(205)	(165,831)	23,276	-	23,276

¹ These reserve accounts comprise the consolidated reserves of approximately HK\$165,072,000 (2021: approximately HK\$141,632,000) in the consolidated statement of financial position.

* Statutory reserves

In accordance with the "Law of the PRC on Enterprises Operated Exclusively with Foreign Capital" and the Articles of Association of those subsidiaries of the Group, which are wholly foreign owned enterprises in the PRC Mainland, an appropriation to the Statutory Reserve from the statutory net profit after offsetting accumulated losses of previous years should be made prior to profit distribution to the shareholders. The appropriation for the Reserve Fund is no less than 10% of the statutory net profit and it can cease to accrue when the accumulated appropriation exceeds 50% of the registered capital. For the year ended 31 December 2022, the appropriation for the Reserve Fund is 10% (2021: 10%) of the statutory net profits of the year for the subsidiaries in the PRC Mainland.

¹ 該等儲備賬目包括於綜合財務狀況表內的綜合儲備約165,072,000港元(二零二一年:約141,632,000港元)。

* 法定儲備

根據《中國外資企業法》及本集團旗下該等附屬公司(為中國內地的外商獨資企業)的組織章程細則,經抵銷過往年度的累計虧損後,於向股東支付溢利分派前須將法定純利撥至法定儲備。儲備基金的分配不少於法定純利的10%,且可於累計分配超過註冊資本50%時停止累積。截至二零二二年十二月三十一日止年度,在中國內地的附屬公司撥至儲備基金的年度法定純利為10%(二零二一年:10%)。

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

隨附之附註構成該等綜合財務報表之一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

	Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash flows from operating activities	經營活動產生的現金流量		
Loss before income tax	除所得稅前虧損	(22,895)	(31,499)
Adjustments for:	就下列作出調整：		
Change in fair value of commodity inventories	商品存貨之公平值變動	(5)	21
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13	1,193
Depreciation of right-of-use assets	使用權資產折舊	14	2,758
Employee share option expenses	僱員購股權開支	26	846
Fair value changes on other financial assets	其他金融資產之公平值變動	170	-
Interest income	利息收入	(18)	(32)
Interest expenses	利息開支	219	131
Provision of loss allowance on trade and other receivables	計提貿易及其他應收款項虧損撥備	214	200
Share of loss of an associate	分佔一間聯營公司虧損	4,787	378
Gain on lease early termination	提前終止租賃收益	(89)	-
Trading gains on commodity forward contracts	買賣商品遠期合約的收益	(59)	(43)
Operating cash flows before changes in working capital	營運資金變動前的經營現金流量	(14,072)	(26,047)
Increase in trade and other receivables and prepayments	貿易及其他應收款項以及預付款項增加	(18,229)	(4,770)
Increase in other payables and accruals	其他應付款項及應計費用增加	171	132
Increase in contract liabilities	合同負債增加	4,355	-
Cash used in operation	經營活動所用的現金	(27,775)	(30,685)
Income taxes paid	已付所得稅	-	(23)
Net cash used in operating activities	經營活動所用的現金淨額	(27,775)	(30,708)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

	Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash flows from investing activities	投資活動產生的現金流量		
Interest received	已收利息	6	17
Acquisition of non-controlling interest of a subsidiary	收購一間附屬公司非控股權益	-	(1,083)
Proceed from disposal of other financial asset	出售其他金融資產之款項	1,050	-
Purchases of property, plant and equipment	購買物業、廠房及設備	-	(1,186)
	13		
Net cash generated from/ (used in) investing activities	投資活動產生/(所用)的現金淨額	1,056	(2,252)
Cash flows from financing activities	融資活動產生的現金流量		
Capital injected into a subsidiary by non-controlling interest	非控股權益向一間附屬公司注資	-	466
Interest element of lease payment paid	已付租賃付款的利息部分	(152)	(92)
Interest paid	已付利息	(67)	(39)
Issuance cost attributable to issue of placing shares	發行配售股份所產生的發行成本	-	(411)
Proceeds from issue of new shares by way of placements	以配售方式發行新股份所得款項	-	27,647
Repayments of capital element of lease payment	租賃付款資本部分的還款	(2,048)	(2,716)
Proceeds from borrowings	貸款所得款項	13,560	3,000
Repayments of borrowings	貸款的還款	(1,510)	(3,000)
Net cash generated from financing activities	融資活動產生的現金淨額	9,783	24,855

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Notes 附註		
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(16,936)	(8,105)
Cash and cash equivalents at beginning of the year	年初現金及現金等價物		20,880	28,964
Effect of foreign exchange rate changes	外匯匯率變動的影響		236	21
Cash and cash equivalents at end of the year	年末現金及現金等價物		4,180	20,880
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘分析			
Cash at banks and on hand	銀行及手頭現金	20	4,180	20,880

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

隨附之附註構成該等綜合財務報表之一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

1. GENERAL INFORMATION

Loco Hong Kong Holdings Limited (the “**Company**”) is a limited liability company incorporated in Hong Kong and its shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 5 August 2014. The addresses of the registered office and principal place of business are Unit 401, 4/F., Fairmont House, 8 Cotton Tree Drive, Admiralty, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (collectively the “**Group**”) are principally engaged in trading of metal and metal supply chain business in Hong Kong and the mainland of the People’s Republic of China (the “**PRC Mainland**”), provision of education management services in the PRC Mainland and provision of money lending services in Hong Kong.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (“**HK\$’000**”), unless otherwise stated. These consolidated financial statements were approved and authorized for issue by the board of directors on 24 March 2023.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance Cap.622 (“**CO**”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”).

1. 一般資料

港銀控股有限公司（「**本公司**」）為一間於香港註冊成立的有限公司，其股份於二零一四年八月五日於香港聯合交易所有限公司（「**聯交所**」）GEM上市。註冊辦事處及主要營業地點之地址為香港金鐘紅棉路8號東昌大廈4樓401室。

本公司為投資控股公司。本公司及其附屬公司（統稱「**本集團**」）主要於香港及中華人民共和國內地（「**中國內地**」）從事金屬貿易及金屬供應鏈業務，在中國內地提供教育管理服務及於香港提供放債服務。

除非另有指明，否則該等綜合財務報表乃以千港元（「**千港元**」）為單位列示。該等綜合財務報表已於二零二三年三月二十四日獲董事會批准及授權刊發。

2. 重大會計政策概要

編製該等綜合財務報表所應用的主要會計政策載於下文。除非另有指明，該等政策已貫徹應用於所呈列的所有年度。

2.1 編製基準

綜合財務報表乃根據香港會計師公會（「**香港會計師公會**」）頒佈的所有適用香港財務報告準則（「**香港財務報告準則**」）（該總稱包括所有適用的個別香港財務報告準則）、香港會計準則（「**香港會計準則**」）及詮釋、香港公認會計原則及香港法例第622章公司條例（「**公司條例**」）之規定。此外，綜合財務報表包括香港聯合交易所有限公司GEM證券上市規則（「**GEM上市規則**」）要求的適用披露規則。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

The consolidated financial statements have been prepared on the historical cost basis except for certain inventories and financial instruments that are measured at fair values.

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

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

2. 重大會計政策概要 (續)

2.1 編製基準 (續)

綜合財務報表乃按歷史成本基準編製，惟若干存貨及金融工具乃按公平值計量。

歷史成本一般是基於為交換貨品及服務而支付代價之公平值計算。

公平值是於計量日期市場參與者間於有秩序交易中出售資產所收取或轉讓負債須支付之價格，而不論該價格為可直接觀察取得或可使用其他估值方法估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日期對資產或負債定價時所考慮之資產或負債之特點。於該等綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟以下各項除外：屬於香港財務報告準則第2號「股份基礎給付」（「**香港財務報告準則第2號**」）範圍內之以股份為付款基礎之交易、根據香港財務報告準則第16號「租賃」（「**香港財務報告準則第16號**」）入賬之租賃交易，以及其計量與公平值之計量存在某些相似之處但並非公平值，例如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

The preparation of the consolidated financial statements in accordance with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies of the Group. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

2.2 Changes in accounting policies

(i) New and amended standards adopted by the Group

The Group has applied the following new and revised standards and amendments for the first time in the current year:

Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020
Accounting Guideline 5 (revised)	Merger Accounting for Common Control Combinations

2. 重大會計政策概要 (續)

2.1 編製基準 (續)

根據香港財務報告準則編製綜合財務報表需要使用若干重大會計估計。其亦要求管理層於採用本集團會計政策過程中行使判斷。涉及高度判斷或高度複雜性的範疇，或涉及對於綜合財務報表作出重大的假設及估計的範疇，於附註4披露。

2.2 會計政策變動

(i) 本集團採納的新訂及經修訂準則

本集團於本年度首次應用下列新訂及經修訂準則及修訂本：

香港會計準則第16號 (修訂本)	物業、廠房及設備：作擬定用途前之所得款項
香港會計準則第37號 (修訂本)	虧損合約—履行合約的成本
香港財務報告準則第3號 (修訂本)	概念框架引述
香港財務報告準則 (修訂本)	香港財務報告準則二零一八年至二零二零年週期之年度改進
會計指引第5號 (經修訂)	共同控制合併的合併會計處理

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Changes in accounting policies (continued)

(i) **New and amended standards adopted by the Group (continued)**

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

(ii) **The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:**

HKFRS 17 and amendments to HKFRS 17	Insurance Contracts and the Related Amendments ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants ³

2. 重大會計政策概要 (續)

2.2 會計政策變動 (續)

(i) **本集團採納的新訂及經修訂準則 (續)**

於本年度應用之香港財務報告準則之修訂對本集團於本年度及過往年度之綜合財務狀況及綜合表現及／或對該等綜合財務報表所載之披露資料並無重大影響。

(ii) **本集團並無提早應用下列已頒佈但尚未生效的新訂香港財務報告準則及香港財務報告準則修訂本：**

香港財務報告準則第17號及香港財務報告準則第17號 (修訂本)	保險合約及相關修訂 ¹
香港財務報告準則第10號及香港會計準則第28號 (修訂本)	投資者與其聯營公司或合營企業之間的資產銷售或注資 ²
香港財務報告準則第16號 (修訂本)	售後租回中的租賃負債 ³
香港會計準則第1號 (修訂本)	負債分類為流動或非流動及附帶契諾之非流動負債 ³

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綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Changes in accounting policies (continued)

(ii) **The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:**
(continued)

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

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

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

³ Effective for annual periods beginning on or 1 January 2024.

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

2. 重大會計政策概要 (續)

2.2 會計政策變動 (續)

(ii) **本集團並無提早應用下列已頒佈但尚未生效的新訂香港財務報告準則及香港財務報告準則修訂本：**(續)

香港會計準則第1號及香港財務報告準則實務聲明第2號(修訂本)	會計政策之披露 ¹
香港會計準則第8號(修訂本)	會計估計之定義 ¹
香港會計準則第12號(修訂本)	源自單一交易之資產及負債之相關遞延稅項 ¹

¹ 於二零二三年一月一日或之後開始的年度期間生效。

² 於待釐定的日期或之後開始的年度期間生效。

³ 於二零二四年一月一日或之後開始的年度期間生效。

本公司董事預期應用所有其他新訂及經修訂香港財務報告準則於可見將來對綜合財務報表並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Principals of consolidation and equity accounting

(a) Subsidiaries and non-controlling interests

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organized workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort or delay in the ability to continue producing outputs.

The acquisition method of accounting is used to account for business combinations by the Group.

2. 重大會計政策概要 (續)

2.3 綜合及權益會計之原則

(a) 附屬公司及非控股權益

附屬公司是指本集團擁有控制權的所有實體(包括結構化實體)。當本集團承受或有權享有參與實體所得之可變回報，且有能力透過其對實體之權力影響該等回報時，則本集團控制該實體。附屬公司自控制權轉移至本集團之日起悉數合併入賬。附屬公司自控制權終止之日起終止合併入賬。

當一組活動及資產包括一項資源投入及一項實質過程，而兩者對創造產出的能力有重大貢獻，則屬於一項業務。倘收購過程對繼續生產產出的能力至關重要，包括有組織的勞動力(其具有必要技能、知識或經驗來執行相關流程)、或它們對繼續生產產出的能力有重大貢獻，被認為是獨特的或稀有的、或如果不付出巨大的代價、努力或延遲就無法取締它們並繼續生產產出的能力，收購過程將被認為是實質性的。

本集團以購買會計法將業務合併入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Principals of consolidation and equity accounting (continued)

(a) Subsidiaries and non-controlling interests (continued)

For business combinations in which the acquisition date is on or after 1 January 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework for Financial Reporting issued by HKICPA in March 2018 (the “Conceptual Framework”) except for transactions and events within the scope of HKAS 37 or HK(IFRIC) 21, in which the Group applies HKAS 37 or HK(IFRIC) 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

Intra-company transactions, balances, cash flows and unrealized gains on transactions between group companies are eliminated in full. Unrealized losses resulting from Intra-group transactions are eliminated in the same way as unrealized gains but only to the extent that there is no evidence of impairment. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests’ proportionate share of the subsidiary’s net identifiable assets.

2. 重大會計政策概要 (續)

2.3 綜合及權益會計之原則 (續)

(a) 附屬公司及非控股權益 (續)

對於收購日期為二零二二年一月一日或之後的業務合併，收購之可識別資產及承擔之可識別負債必須符合由香港會計師公會於二零一八年六月頒佈的「二零一八年財務報告概念框架」（「概念框架」）中資產及負債的定義，不包括在香港會計準則第37號或香港（國際財務報告詮釋委員會）—詮釋第21號範圍內的交易及事件，本集團對此應用香港會計準則第37號或香港（國際財務報告詮釋委員會）—詮釋第21號而非概念框架識別其於業務合併中承擔的負債，但並不確認或然資產。

公司間交易、結餘、現金流量及集團公司之間交易的未變現收益全數被對銷。集團內公司間交易所產生的未變現虧損僅在沒有出現減值證據的情況下以與未變現收益相同的方法被對銷。於必要時附屬公司的會計政策經已更改，以確保與本集團採納的政策一致。

非控股權益指並非本公司直接或間接應佔而本集團並未就此與該等權益持有人協定任何額外條款而將導致本集團整體具有符合金融負債定義的有關該等權益合約責任之附屬公司股權。就各業務合併而言，本集團可選擇按公平值或按非控股權益按比例分佔附屬公司可識別資產淨值計量任何非控股權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Principals of consolidation and equity accounting (continued)

(a) Subsidiaries and non-controlling interests (continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment losses, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(b) Associate

An associate is an entity in which the Group or Company has significant influence but not control or joint control, over its management, including participation in the financial and operating policy decisions. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investment in an associate is accounted for in the consolidated financial statements under the equity method of accounting (Note 2.3(c)), after initially being recognized at cost.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

2. 重大會計政策概要 (續)

2.3 綜合及權益會計之原則 (續)

(a) 附屬公司及非控股權益 (續)

非控股權益乃於綜合財務狀況表的權益中與本公司權益股東應佔權益分開呈列。於本集團業績內的非控股權益在綜合損益及其他全面收益表內呈列為於非控股權益與本公司權益股東之間分配年度總利潤或虧損及全面收益總額。

於本公司的財務狀況表內，於附屬公司的投資按成本扣除減值虧損列賬，惟該投資分類為持作出售（或列入分類為持作出售的出售組別）除外。

(b) 聯營公司

聯營公司是指本集團或本公司對其有重大影響力但並不控制或共同控制其管理（包括參與財務及經營決策）之實體。通常情況是本集團持有20%至50%表決權。於一間聯營公司的投資於初始按成本確認後於綜合財務報表按權益會計法入賬（附註2.3(c)）。

倘於聯營公司的投資變成於合資企業的投資（反之亦然），則保留權益將不予重新計量，而有關投資將繼續按權益法入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Principals of consolidation and equity accounting

(continued)

(b) Associate (continued)

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognized in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognized at fair value and this amount is regarded at the fair value on initial recognition of a financial asset.

(c) Equity method

Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post-acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. Any acquisition date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognized in the profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognized in the other comprehensive income. Dividends received or receivable from an associate is recognized as a reduction in the carrying amount of the investment.

2. 重大會計政策概要 (續)

2.3 綜合及權益會計之原則 (續)

(b) 聯營公司 (續)

於所有其他情況下，當本集團對聯營公司不再有重大影響力時，按出售於該投資對象的全部權益入賬，由此而產生的收益或虧損於損益內確認。於喪失重大影響力當日於前投資對象所保留的任何權益按公平值確認，而此金額被視為初步確認金融資產之公平值。

(c) 權益法

根據權益法，該項投資初步以成本入賬，並就本集團分佔該投資對象可識別資產淨值的收購日期公平值超出投資成本(如有)的差額作出調整。投資成本包括購買價、收購該投資的直接應佔其他成本及構成本集團權益投資一部分的於該聯營公司的任何直接投資。其後該項投資因應本集團在收購後應佔該投資對象資產淨值的變動及任何投資相關的減值虧損而作出調整。於收購日超出成本的任何差額、本集團應佔該投資對象收購後的除稅後業績及年內任何減值虧損均在損益內確認，而本集團應佔該投資對象收購後的其他全面收益的除稅後項目，則在其他全面收益內確認。自聯營公司之已收或應收股息將確認為該投資賬面值的減少。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Principals of consolidation and equity accounting (continued)

(c) Equity method (continued)

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized profits and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's interest in the investee, except where unrealized losses provide evidence of an impairment of the asset transferred, in which case they are recognized immediately in profit or loss. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.8.

(d) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized in a separate reserve within equity attributable to owners of the Company.

2. 重大會計政策概要 (續)

2.3 綜合及權益會計之原則 (續)

(c) 權益法 (續)

倘本集團分佔按權益入賬的投資的虧損等於或超出其於該實體的權益，包括任何其他未抵押的長期應收款項，則本集團並無確認進一步虧損，惟其已代表其他實體產生責任或作出付款除外。

本集團與其聯營公司間之交易所產生的未變現利潤及虧損，均按本集團於該投資對象所佔的權益比例對銷，惟倘未變現虧損證明已轉讓資產出現減值，則該等未變現虧損會即時在損益中確認。於必要時更改按權益入賬的投資對象的會計政策，確保與本集團採納的政策一致。

按權益入賬的投資賬面值根據附註2.8所述的政策進行減值測試。

(d) 所有權權益變動

本集團將與非控股權益的交易（並不導致喪失控制權）視作與本集團權益擁有人的交易。所有權權益變動導致控股權益與非控股權益賬面值之間的調整以反映彼等於附屬公司的相關權益。非控股權益調整數額與任何已付或已收代價之間的任何差額於本公司擁有人應佔權益中的獨立儲備內確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Principals of consolidation and equity accounting (continued)

(d) Changes in ownership interests (continued)

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

2.4 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2. 重大會計政策概要 (續)

2.3 綜合及權益會計之原則 (續)

(d) 所有權權益變動 (續)

當本集團由於失去控制、共同控制或重大影響而停止合併或按照權益性投資入賬時，該實體的任何保留權益均按其公平值重新計量，其賬面值的變動於損益確認。該公平值成為初始賬面值，以便隨後將保留權益計入聯營公司、合營企業或金融資產。此外，先前就該實體在其他全面收入中確認的任何金額均應視同本集團已直接出售相關資產或負債的方式計量。這可能意味著先前在其他全面收入中確認的金額將被重新分類為損益或轉移至所適用的香港財務報告準則指定或允許的另一類權益中。

2.4 獨立財務報表

於附屬公司的投資按成本扣除減值入賬。成本包括投資的直接歸屬成本。本公司將附屬公司的業績按已收及應收股息基準入賬。

倘自附屬公司投資收取的股息超出該附屬公司於宣派股息期間的全面收益總額，或該項投資於獨立財務報表的賬面值超出綜合財務狀況表所示被投資對象的資產淨值（包括商譽）的賬面值，則須於收取該股息時對於附屬公司的該等投資進行減值測試。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers. The chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments, have been identified as the executive directors of the Company that make strategic decisions.

2.6 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency").

The functional currency of some subsidiaries is United States dollar ("US\$"). The functional currency of the subsidiaries incorporated in the PRC Mainland is Renminbi ("RMB"). However, the financial statements are presented in Hong Kong dollar ("HK\$") instead of its functional currency as the directors of the Company consider that HK\$ is a more appropriate presentation currency in view of its principal place of financing activities.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

2. 重大會計政策概要 (續)

2.5 分部報告

經營分部與呈報予主要營運決策者的內部報告呈報方式一致，主要營運決策者負責資源分配及對經營分部的表現評估，本集團已確定由本公司執行董事作出戰略決策。

2.6 外幣換算

(a) 功能及呈列貨幣

本集團各實體的財務報表所載項目均按該實體經營所在主要經濟環境的貨幣（「功能貨幣」）計量。

若干附屬公司的功能貨幣為美元（「美元」）。於中國內地註冊成立之附屬公司之功能貨幣為人民幣（「人民幣」）。然而，由於本公司董事鑒於其從事融資活動的主要地點，認為港元更適合作為呈列貨幣，故財務報表乃以港元（「港元」）而非其功能貨幣呈列。

(b) 交易及結餘

外幣交易均按交易日的匯率換算為功能貨幣。結算該等交易產生的外匯盈虧及以外幣計量的貨幣資產及負債以年末的匯率換算所產生的外匯盈虧於損益中確認。倘彼等與合資格現金流量對沖及合資格投資淨額對沖有關或歸因於海外業務投資淨額的一部分，則彼等於權益中遞延。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Foreign currency translation (continued)

(b) Transactions and balances (continued)

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statement of profit or loss and other comprehensive income. All other foreign exchange gains and losses are presented in the profit or loss on a net basis.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss (“FVTPL”) are recognized in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income (“FVTOCI”) are recognized in other comprehensive income.

(c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the reporting date;

2. 重大會計政策概要 (續)

2.6 外幣換算 (續)

(b) 交易及結餘 (續)

與貸款有關之外匯收益及虧損於綜合損益及其他全面收益表呈列。所有其他匯兌收益及虧損以淨額基準於損益呈列。

按公平值計量並以外幣計值之非貨幣項目使用釐定公平值當日之匯率換算。按公平值列賬之資產及負債之匯兌差額呈報為公平值損益之一部分。例如，按公平值計入損益（「按公平值計入損益」）之權益等非貨幣資產及負債之匯兌差額於損益內確認為公平值損益的一部分，分類為按公平值計入其他全面收益（「按公平值計入其他全面收益」）之權益等非貨幣資產之匯兌差額於其他全面收益中確認。

(c) 集團公司

功能貨幣與呈列貨幣不同的海外業務（當中沒有惡性通貨膨脹經濟的貨幣）的業績及財務狀況均換算為呈列貨幣，詳情如下：

- 所呈列每項綜合財務狀況表之資產及負債均按照報告日之收盤匯率換算；

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綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Foreign currency translation (continued)

(c) Group companies (continued)

- income and expenses for each consolidated statement of profit or loss and other comprehensive income are translated at average exchange rate (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognized in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognized in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

(d) Partial disposal of foreign operation

On partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences is re-attributed to non-controlling interests and is not recognized in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2. 重大會計政策概要 (續)

2.6 外幣換算 (續)

(c) 集團公司 (續)

- 各項綜合損益及其他全面收益表的收入和支出均按照平均匯率換算，但若此平均匯率未能合理地反映各交易日之匯率所帶來的累積影響，則按照交易日之匯率換算此等收入和支出；及
- 所有產生的匯兌差額均於其他全面收益內確認。

於綜合入賬時，換算海外實體任何投資淨額以及換算被指定為此等投資的對沖項目的借款及其他金融工具產生的匯兌差額均於其他全面收益確認。當出售海外業務或償還構成該投資淨額部分之任何借款，相關的匯兌差額於損益賬重新歸類為出售的部分收益或虧損。

(d) 部分出售海外業務

部分出售並未導致本集團失去對擁有海外業務之附屬公司(包括海外業務)之控制，則按比例將累計外匯差額重新歸類為非控股權益，而並不於損益內確認。就所有其他部分出售(即不會導致本集團喪失重大影響力或共同控制權之本集團聯營公司或合營企業之擁有權權益扣減)而言，按比例將累計外匯差額重新歸類為損益。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses (if any). Historical cost includes its purchase price and the expenditure that is directly attributable to the acquisition of the items.

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

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements, the shorter lease term as follows:

Leasehold improvements	Over the shorter of 3 years and the remaining lease terms
Equipment and computer software	3-4 years
Furniture and fixture	4-5 years
Motor vehicle	4 years

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

2. 重大會計政策概要 (續)

2.7 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及累計減值虧損(如有)列賬。歷史成本包括購買價及項目收購直接應佔的開支。

僅當項目相關的未來經濟利益很可能流入本集團，以及該項目之成本能可靠地計量，後續成本方計入資產的賬面值或確認為獨立資產(如適用)。按獨立資產入賬的任何組成部分的賬面值於被替換時會終止確認。所有其他維修和保養在發生的報告期間扣除自損益。

折舊採用直線法按其估計可使用年期或(倘為租賃物業裝修)較短租賃期分配其成本(扣除其剩餘價值)計算如下：

租賃物業裝修	三年或按剩餘 租期(以較短 者為準)
設備及電腦軟件	三至四年
傢俬及裝置	四至五年
汽車	四年

資產的剩餘價值及可使用年期於各報告期末檢討及調整(如適用)。

倘資產的賬面值高於其估計可收回金額，則有關賬面值會即時撇減至其可收回金額(附註2.8)。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Property, plant and equipment (continued)

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss. When revalued assets are sold, it is the Group's policy to transfer any amounts included in other reserves in respect of those assets to accumulated losses.

2.8 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2. 重大會計政策概要 (續)

2.7 物業、廠房及設備 (續)

出售的收益及虧損透過所得款項與賬面值的比較釐定。其計入損益。倘重估的資產被出售，則本集團政策乃轉讓已計入有關該等資產的其他儲備內的任何金額至累計虧損。

2.8 非金融資產減值

商譽和具無限可使用年期的無形資產毋須攤銷，惟須每年進行減值測試，倘發生事件或情況變化顯示其可能減值，則進行減值測試的頻率更頻繁。就其他資產而言，當發生事件或情況變化顯示其賬面值未必可收回時，會對該資產進行減值測試。減值虧損按資產賬面值超逾其可收回金額的差額確認。可收回金額為資產公平值減出售成本與使用價值的較高者。評估減值時，資產以可獨立識別現金流入（該現金流入在很大程度上獨立於其他資產或資產組別產生的現金流入）的最低層面（現金產生單位）分類。倘商譽以外的非金融資產出現減值，則會於各報告期末檢討可否撥回減值。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognized and derecognized on a trade date or settlement date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 “Revenue from Contracts with Customers” (“**HKFRS 15**”). Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at 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 recognized immediately in profit or loss.

The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

2. 重大會計政策概要 (續)

2.9 金融工具

金融資產及金融負債在集團實體成為有關工具合約條文的一方時確認。所有金融資產之日常買賣乃按交易日或結清日確認及終止確認。日常買賣指須根據市場規則或慣例確立之時限內交付資產之金融資產買賣。

金融資產及金融負債最初按公平值計量，除初始根據香港財務報告準則第15號「客戶合約收入」（「**香港財務報告準則第15號**」）計量的客戶合約產生的貿易應收款項外。應直接計入收購或發行金融資產及金融負債（按公平值計入損益之金融資產及金融負債除外）之交易成本，於初始確認時加入或從金融資產或金融負債之公平值扣減（如適用）。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本，直接計入損益。

實際利息法為計算有關期間內金融資產或金融負債之攤銷成本及利息收入及利息開支分配之方法。實際利率為將金融資產或金融負債預期可使用年期或（如適用）較短期間內收取及支付之未來估計現金（包括所支付或收取能構成整體實際利率的所有費用及利率差價、交易成本及其他溢價或折讓）實際貼現至於初始確認時賬面淨值之利率。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets

Classification and subsequent measurement of financial assets

The Group classifies its financial assets in the following measurement categories, which depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows:

- those to be measured at amortized cost;
- those to be measured at FVTOCI; and
- those to be measured at FVTPL.

The Group determines the classification of debt investments according to its business model and the contractual cash flow characteristics of the financial assets. The debt investments shall be classified as FVTPL if the cash flows characteristics cannot pass the test on solely payments of principal and interest on the principal amount (“SPPI”). Otherwise, the classification of debt investments will depend on the business model provided the fair value option is not elected. Investments in equity instruments are classified as FVTPL in general, except for those designated as at FVTOCI.

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

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產

金融資產分類及其後計量

本集團按以下計量類別對金融資產進行分類，取決於本集團管理金融資產的業務模式及現金流量的合約期限：

- 按攤銷成本計量的金融資產；
- 按公平值計入其他全面收益計量的金融資產；及
- 按公平值計入損益計量的金融資產。

本集團根據其業務模式及金融資產的合約現金流量特徵釐定債務投資的分類。倘現金流量特徵無法通過就僅支付本金及本金額利息（「**僅支付本金及本金額利息**」）的測試，則債務投資分類為按公平值計入損益。另外，債務投資的分類將取決於業務模式，惟並無決定公平值選擇權。股本工具投資一般分類為按公平值計入損益，指定為按公平值計入其他全面收益的有關投資除外。

符合以下條件之金融資產其後按攤銷成本計量：

- 目的為持有金融資產以收取合約現金流量之業務模式內而持有之金融資產；及

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綜合財務報表附註

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

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

All other financial assets are subsequently measured at FVTPL, except for those at the date of initial application of HKFRS 9 “Financial Instruments” (“**HKFRS 9**”). Initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognized by an acquirer in a business combination to which HKFRS 3 “Business Combinations” (“**HKFRS 3**”) applies.

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

金融資產分類及其後計量 (續)

- 合約條款引述於特定日期產生僅為支付本金及未償還本金額利息之現金流量。

符合以下條件之金融資產其後按公平值計入其他全面收益而計量：

- 目的由銷售及收集合約現金流量實現之業務模式內而持有之金融資產；及
- 合約條款引述於特定日期產生僅為支付本金及未償還本金額利息之現金流量。

所有其他金融資產其後按公平值計入損益而計量，惟倘一項股本投資既非持作買賣，亦非香港財務報告準則第3號「業務合併」（「**香港財務報告準則第3號**」）所適用之業務合併收購方確認的或然代價，則於初始應用香港財務報告準則第9號「金融工具」（「**香港財務報告準則第9號**」）當日除外。初始確認金融資產時，本集團可作出不可撤回地選擇將該股本投資的其後公平值變動計入其他全面收益。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

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

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

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

金融資產分類及其後計量 (續)

此外，本集團可不可撤回地指定一項須按攤銷成本或按公平值計入其他全面收益而計量的金融資產按公平值計入損益而計量，前提為有關指定可消除或大幅減少會計錯配。

- (a) 攤銷成本及利息收入
- 利息收入就其後按攤銷成本及債務工具計量的金融資產使用實際利率法確認。利息收入按應用實際利率至金融資產賬面總值計算，惟其後已成為信貸減值的金融資產除外。就其後出現信貸減值之金融資產而言，利息收入乃透過對金融資產於下個報告期之攤銷成本應用實際利率而確認。倘信貸減值金融工具的信貸風險有所改善，以致金融資產不再出現信貸減值，則利息收入在釐定資產不再出現信貸減值後，將實際利率應用於自報告期初起計的金融資產賬面總值確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(b) Financial assets at FVTPL

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

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognized in profit or loss. The net gain or loss is recognized in profit or loss.

(c) Equity instrument

Investments in debt and equity securities are recognized/derecognized on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVTPL for which transaction costs are recognized directly in profit or loss. For an explanation of how the Group determines the fair value of financial instruments is set out in Note 3.3.

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

金融資產分類及其後計量 (續)

(b) 按公平值計入損益的金融資產

不符合按攤銷成本或按公平值計入其他全面收益或指定為按公平值計入其他全面收益而計量的金融資產，均按公平值計入損益而計量。

按公平值計入損益的金融資產按各報告期末的公平值計量，任何公平值收益或虧損於損益中確認。淨收益或虧損於損益中確認。

(c) 股本工具

本集團在承諾購入／出售投資當日確認／終止確認債務及股本證券投資。投資初步按公平值加直接應佔交易成本列賬，惟按公平值計入損益而計量的投資除外，該等投資的交易成本直接於損益內確認。有關本集團釐定金融工具公平值的方法的解釋載於附註3.3。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(c) Equity instrument (continued)

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

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

金融資產分類及其後計量 (續)

(c) 股本工具 (續)

股本證券投資被分類為按公平值計入損益，除非該等股本投資並非以交易為目的持有且於初步確認投資時，本集團作出不可撤銷選擇，指定投資為按公平值計入其他全面收益(不得重新歸入)，以致隨後公平值的變動於其他全面收益內確認。該等選擇按逐項工具作出，惟僅會於發行人認為投資滿足股本之定義的情況下方會作出。作出該選擇後，於其他全面收益內累計的金額仍將保留在公平值儲備(不得重新歸入)內直至出售投資為止。於出售時，於公平值儲備(不得重新歸入)內累計的金額轉入累計盈利，且不會重新歸入損益。股本證券投資產生的股息(不論分類為按公平值計入損益或按公平值計入其他全面收益)均於損益中確認為其他收益。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and other receivables, loan receivable and bank balances which are subject to impairment under HKFRS 9). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Financial assets measured at fair value, including equity securities measured at FVTPL and derivative financial assets, are not subject to the ECL assessment.

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

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

金融資產減值

本集團根據預期信貸虧損（「預期信貸虧損」）模式對金融資產（包括貿易及其他應收款項、應收貸款及銀行結餘，彼等根據香港財務報告準則第9號須受限於減值）進行減值評估。預期信貸虧損金額於各報告日期作出更新，以反映自初步確認以來的信貸風險變動。

按公平值計量的金融資產，包括按公平值計入損益而計量的股本證券及衍生金融資產，不會進行預期信貸虧損評估。

全期預期信貸虧損指於相關工具預計使用年期內所有潛在違約事件將會引起的預期信貸虧損。相反，十二個月預期信貸虧損（「十二個月預期信貸虧損」）指報告日期起計十二個月內可能出現的違約事件預期將會引起的一部分全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗作出，並就債務人特定因素、一般經濟狀況及於報告日期對現況作出的評估以及未來狀況預測而作出調整。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Impairment of financial assets (continued)

For trade receivables from contracts with customers, the Group applies a simplified approach in calculating ECL. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECL without significant financing component at each reporting date. The ECL on these assets are assessed individually for debtors with significant balances.

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

- (a) Significant increase in credit risk
- In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

金融資產減值 (續)

就來自客戶合約的貿易應收款項而言，本集團於計算預期信貸虧損時應用簡化方法。因此，本集團並無追蹤信貸風險變動，但基於全期預期信貸虧損確認虧損撥備，而於各報告日期並無重要的融資組成部分。該等資產的預期信貸虧損就有重大結餘的債務人個別評估。

至於所有其他工具，本集團計量相等於十二個月預期信貸虧損的虧損撥備，除非自初步確認以來信貸風險大幅上升，則本集團會確認全期預期信貸虧損。是否確認全期預期信貸虧損乃根據自初步確認以來出現違約事件的可能性或風險大幅上升進行評估。

- (a) 信貸風險大幅上升
- 於評估信貸風險是否自初步確認以來大幅上升時，本集團將報告日期金融工具出現違約事件的風險與初步確認日期金融工具出現違約事件的風險進行比較。於作出此項評估時，本集團會考慮合理且可證實的定量及定性資料，包括過往經驗及無須過高成本或太多工序便可查閱的前瞻性資料。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Impairment of financial assets (continued)

(a) Significant increase in credit risk (continued)

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk;
- 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; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

金融資產減值 (續)

(a) 信貸風險大幅上升 (續)

特別是，在評估信貸風險是否大幅上升時，本集團會考慮以下資料：

- 金融工具外界（如有）或內部信貸評級實際或預期大幅轉差；
- 信貸風險外部市場指標大幅轉差；
- 業務、財務或經濟狀況現有或預測不利變動預期將導致債務人履行其債務責任的能力遭到大幅削弱；
- 債務人經營業績實際或預期大幅轉差；及
- 債務人的監管、經濟或技術環境實際或預期出現重大不利變動，導致債務人履行其債務責任的能力遭到大幅削弱。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Impairment of financial assets (continued)

(a) Significant increase in credit risk (continued)

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

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower 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 fulfill its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of “investment grade” as per globally understood definitions.

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

金融資產減值 (續)

(a) 信貸風險大幅上升 (續)

不論上述評估結果如何，倘合約付款逾期超過30日，則本集團會假定信貸風險自初步確認以來已大幅上升，除非本集團另有合理且可證實資料可資證明，則作別論。

儘管上文所述，本集團假定倘債務工具釐定為於報告日期具有低信貸風險，則債務工具的信貸風險自初始確認以來並無顯著增加。倘屬以下情況，債務工具釐定為具有低信貸風險：i) 其具有低違約風險，ii) 借款人於短期內具備雄厚實力履行其合約現金流責任及iii) 長期經濟及業務狀況的不利變動可能但不一定削減借款人履行其合約現金流責任的能力。當債務工具的內部或外部信貸評級為「投資級別」（按照全球理解的釋義），則本集團會視該債務工具信貸風險偏低。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Impairment of financial assets (continued)

(a) Significant increase in credit risk (continued)

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.

(b) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

金融資產減值 (續)

(a) 信貸風險大幅上升 (續)

本集團定期監察用以識別信貸風險曾否顯著增加的標準成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

(b) 違約定義

就內部信貸風險管理而言，本集團認為當內部生成或從外部來源所得資料顯示，債務人不大可能向其債權人（包括本集團）支付全數款項（並無計及本集團所持的任何抵押品）時，則出現違約事件。

無論上述如何，倘金融資產逾期超過90日，本集團將視作已發生違約，除非本集團擁有合理及有理據支持的資料證明較寬鬆的違約標準更為適用，則另當別論。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Impairment of financial assets (continued)

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

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

金融資產減值 (續)

(c) 已信貸減值金融資產

當一項或多項對金融資產預計未來現金流造成負面影響的違約事件發生時，即代表金融資產已出現信貸減值。金融資產出現信貸減值的證據包括涉及以下事件的可觀察數據：

- 發行方或借款人遇到嚴重財政困難；
- 違反合約，如拖欠或逾期的情況；
- 向借款人作出貸款之貸款人出於與借款人財政困難有關的經濟或合約考慮，給予借款人在其他情況下不會作出的讓步；
- 借款人有可能破產或進行其他財務重組；或
- 因為出現財務困難而導致金融資產在市場上交易不活躍。

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綜合財務報表附註

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Impairment of financial assets (continued)

(d) Write-off policy

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

(e) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on the historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

金融資產減值 (續)

(d) 撇銷政策

當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時(例如對手方被清盤或進入破產程序)，本集團會撇銷金融資產。經計及在適當情況下的法律意見後，已撇銷的金融資產可能仍可於本集團收回程序下被強制執行。撇銷構成撇除確認事件。其後收回的任何款項於損益內確認。

(e) 計量及確認預期信貸虧損

預期信貸虧損的計量乃違約概率、違約虧損率(即違約造成虧損的幅度)及違約風險的函數。違約概率及違約虧損率乃根據經前瞻性資料調整的歷史數據進行評估。預期信貸虧損的估計反映無偏頗及概率加權數額，其乃根據加權的相應違約風險而釐定。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Impairment of financial assets (continued)

(e) Measurement and recognition of ECL (continued)

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

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments;
- Past-due status;
- Aging of debtors; and
- External credit ratings where available.

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

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

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

金融資產減值 (續)

(e) 計量及確認預期信貸虧損 (續)

一般而言，預期信貸虧損按根據合約應付本集團的所有合約現金流與本集團將收取的所有現金流量之間的差額估計，並按初步確認時釐定的實際利率貼現。

倘預期信貸虧損按整體基準計量或屬於個別工具水平證據未必存在的情況，則金融工具按以下基準分組：

- 金融工具性質；
- 逾期狀況；
- 應收賬款的賬齡；及
- 外部信貸評級 (如有)。

管理層會定期檢討分組情況，以確保各組別繼續擁有類似信貸風險特徵。

利息收入乃根據金融資產的賬面總值計算，除非金融資產發生信貸減值，在此情況，利息收入根據金融資產的攤銷成本計算。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.1 Financial assets (continued)

Derecognition of financial assets

The Group derecognizes a financial asset, if the part being considered for derecognition meets one of the following conditions: (i) the contractual rights to receive the cash flows from the financial asset expire; or (ii) the contractual rights to receive the cash flows of the financial asset have been transferred, the Group transfers substantially all the risks and rewards of ownership of the financial asset; or (iii) the Group retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to the eventual recipient in an agreement that meets all the conditions of derecognition of transfer of cash flows ("pass through" requirements) and transfers substantially all the risks and rewards of ownership of the financial asset.

Where a transfer of a financial asset in its entirety meets the criteria for derecognition, the difference between the two amounts below is recognized in profit or loss:

- the carrying amount of the financial asset transferred; and
- the sum of the consideration received from the transfer and any cumulative gain or loss that has been recognized directly in equity.

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.1 金融資產 (續)

終止確認金融資產

金融資產在滿足下列條件之一時，將被終止確認：(i)收取該金融資產現金流量的合約權利終止；或(ii)收取該金融資產現金流量的合約權利已轉移，並且本集團已轉移與該金融資產所有權上幾乎所有的風險和報酬；或(iii)本集團保留收取該金融資產現金流量的合約權利並承擔將收取的現金流量支付給最終收款方的義務，同時滿足終止確認現金流量轉移的條件（「通過」要求），並且本集團已轉移與該金融資產所有權上幾乎所有的風險和報酬。

倘金融資產轉移整體滿足終止確認條件，本集團將下列兩項金額的差額計入損益：

- 被轉移金融資產的賬面值；及
- 因轉移金融資產而收到的金額及任何累計收益或虧損之和直接於權益確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.2 Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

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

Financial liabilities at FVTPL

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

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.2 金融負債及權益

分類為債務或權益

債務及股本工具乃根據合約安排之實際內容及金融負債與股本工具之釋義分類為金融負債或股本。

股本工具

股本工具為證明實體資產於扣除其所有負債後之剩餘權益之任何合約。本公司所發行之股本工具乃按所得款項減直接發行成本確認。

購回本公司本身股本工具乃直接於權益中予以確認及削減。於購買、出售、發行或註銷本公司之本身股本工具時，任何盈虧概不會於損益中予以確認。

金融負債

所有金融負債隨後按實際利率法以攤銷成本或按公平值計入損益而計量。

按公平值計入損益的金融負債

倘金融負債為(i)收購方在香港財務報告準則第3號適用的業務合併中的或然代價；(ii)持作買賣；或(iii)指定為按公平值計入損益，則分類為按公平值計入損益的金融負債。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.2 Financial liabilities and equity (continued)

Financial liabilities at FVTPL (continued)

A financial liability is held for trading if:

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

Financial liabilities at amortized cost

Financial liabilities at amortized cost, including other payables, accruals and lease liabilities are subsequently measured at amortized cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognizes 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 derecognized and the consideration paid and payable is recognized in profit or loss.

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.2 金融負債及權益 (續)

按公平值計入損益的金融負債 (續)

倘金融負債屬下列情況，則為持作買賣的金融負債：

- 收購之主要目的為於短期作購回用途；或
- 於初步確認時構成本集團合併管理之已識別金融工具組合一部分，並具有近期實際短期獲利模式；或
- 為衍生工具，惟作為財務擔保合約或指定及有效對沖工具之衍生工具除外。

按攤銷成本列賬之金融負債

按攤銷成本列賬之金融負債（包括其他應付款項、應計費用及租賃負債）其後按實際利率法以攤銷成本計量。

終止確認金融負債

當且僅當本集團之責任獲解除、取消或到期時，本集團方會終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價之差額乃於損益中確認。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.3 Derivative financial instruments

Derivatives are initially recognized at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognized in profit or loss unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

2.9.4 Fair value on financial instruments

For financial instruments where there is an active market, the fair value is determined by quoted prices in active markets. For financial instruments where there is no active market, the fair value is determined by using valuation techniques. Such techniques should be appropriate in the circumstances for which sufficient data is available, and the inputs should be consistent with the objective of estimating the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions, and maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.3 衍生金融工具

衍生工具乃於衍生工具合約訂立日期按公平值初步確認，其後於報告期末重新計量至其公平值。所得收益或虧損乃於損益確認，惟衍生工具被指定及有效作為對沖工具除外，在此情況下於損益確認之時間視乎對沖關係性質而定。

2.9.4 金融工具公平值

就有活躍市場的金融工具而言，公平值按活躍市場上所報的價格釐定。就並無活躍市場的金融工具而言，公平值採用估值技術釐定。該等技術在可獲得充足數據情況下適合，且輸入數據應與市場參與者於計量日期在當前市況下出售資產或轉讓負債的有序交易中的價格估計目標相一致，並最大限度使用相關可觀察輸入數據及盡力不使用不可觀察輸入數據。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial instruments (continued)

2.9.4 Fair value on financial instruments (continued)

Such techniques include using recent prices in arm's length transactions, reference to the current market value of another instrument which is substantially the same, discounted cash flow analysis and/or option pricing models. For discounted cash flow techniques, estimated future cash flows are based on management's best estimates and the discount rate used is a market rate for similar instruments. Certain financial instruments, including derivative financial instruments, are valued using pricing models that consider, among other factors, contractual and market prices, correlation, time value of money, credit risk, yield curve volatility factors and/or prepayment rates of the underlying positions. The use of different pricing models and assumptions could produce materially different estimates of fair values.

Determining whether to classify financial instruments into level 3 of the fair value hierarchy is generally based on the significance of the unobservable factors involved in valuation methodologies.

2.9.5 Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognized amounts; and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2. 重大會計政策概要 (續)

2.9 金融工具 (續)

2.9.4 金融工具公平值 (續)

該等技術包括採用最近之公平市場交易、參照大致相同之其他工具之當前市值、貼現現金流量分析及／或期權定價模式。就貼現現金流量技術而言，估計未來現金流量基於管理層的最佳估計，及所用的貼現率乃類似估計的市場利率。若干金融工具（包括衍生金融工具）採用定價模式估值，當中考慮（包括其他因素）合約及市場價格、相關性、貨幣時間價值、信貸風險、收益曲線波動因素及／或相關頭寸的預付比率。不同定價模式及假設的使用或會產生差異重大的公平值估計。

釐定是否將金融工具分類至公平值層級第三級一般基於涉及估值方法的不可觀察因素的重要性。

2.9.5 抵銷金融資產及金融負債

當且僅當本集團目前有合法可強制執行的權利抵銷已確認金額，且擬按淨額結算或同時變現資產及清償負債時，金融資產與金融負債相互抵銷，有關淨額於綜合財務狀況表呈列。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Leases

The Group assesses at contract inception whether 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, it is classified as a lease.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for shorter leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognizes right-of-use assets at the commencement date of the lease (i.e. the date which the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. The right-of-use assets are also subject to impairment. Right-of-use assets are depreciated on a straight-line basis, as follows:

Properties	Over the lease terms plus extension option period
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2. 重大會計政策概要 (續)

2.10 租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約分類為租賃。

本集團作為承租人

本集團對所有租賃（惟短期租賃及低價值資產租賃除外）採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

使用權資產

本集團於租賃開始日期（即相關資產可供使用的日期）確認使用權資產。使用權資產按成本減去任何累計折舊及減值虧損進行計量，並對租賃負債的任何重新計量作出調整。使用權資產的成本包括已確認的租賃負債金額、產生的初步直接成本及於開始日期或之前支付的租賃付款，減去所取得的任何租賃優惠金額。使用權資產亦須受減值所規限。使用權資產按直線基準折舊如下：

物業	按租期加延期選擇權期間
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For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Leases (continued)

Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification (i.e. a change in the lease term (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset).

2. 重大會計政策概要 (續)

2.10 租賃 (續)

租賃負債

於租賃開始日期，本集團確認以租賃期內作出的租賃款項現值計量的租賃負債。租賃款項包括定額付款（含實質定額款項）減任何應收租賃獎勵款項、取決於指數或利率的可變租賃款項以及預期根據剩餘價值擔保支付的金額。租賃款項亦包括本集團合理確定行使的購買選擇權的行使價及租賃期反映本集團正行使終止選擇權時，就終止租賃支付的罰款。不取決於指數或利率的可變租賃款項在出現觸發付款的事件或條件的期間內確認為開支（除非有關款項為生產存貨而產生）。

於計算租賃款項的現值時，由於租賃內所含利率不易釐定，故本集團應用租賃開始日期的增量貸款利率計算。於開始日期後，租賃負債金額的增加反映利息的增加，並因支付租賃款項而減少。此外，倘有任何修改（即租期變更（例如用於釐定相關租賃款項的指數或比率的變更導致未來付款發生變化）或購買相關資產的選擇權評估的變更）則重新計量租賃負債的賬面值。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Leases (continued)

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

2.11 Inventories and other contract costs

(i) Inventories

Inventories mainly represent silver and gold (“**Commodity Inventories**”) purchased for the purpose of selling them in the near future. As a commodity trader, the Group measures its Commodity Inventories at fair value less costs to sell. Commodity Inventories are initially recognized at cost and subsequently measured at fair value less costs to sell. Changes in fair value are recognized in the profit or loss in the period in which they arise.

Inventories other than Commodity Inventories are initially recognized at cost, and subsequently at the lower of cost and net realizable value. Cost comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first-out method. Net realizable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

2. 重大會計政策概要 (續)

2.10 租賃 (續)

短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於短期租賃(即自租賃開始日期起計租期為十二個月或以下,並且不包含購買選擇權的租賃)。低價值資產租賃確認豁免亦應用於被認為低價值的辦公室設備租賃。短期租賃的租賃款項及低價值資產租賃在租期內按直線法確認為開支。

2.11 存貨及其他合約資產

(i) 存貨

存貨主要指購買作短期內出售用途的白銀及黃金(「**商品存貨**」)。作為商品交易商,本集團按公平值減出售成本計量商品存貨。商品存貨初始按成本確認,其後按公平值減出售成本計量。公平值變動於其產生期間於損益內確認。

除商品存貨外的存貨初步按成本確認,其後按成本與可變現淨值兩者的較低者入賬。成本包括所有採購成本及使存貨達至目前地點及狀態而產生的其他成本。成本採用先進先出法計算。可變現淨值指日常業務過程中的估計售價減完成銷售所必需的估計成本。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Inventories and other contract costs (continued)

(ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfill a contract with a customer which are not capitalized as inventory, property, plant and equipment or intangible assets.

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalized when incurred if the costs relate to revenue which will be recognized in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Capitalized contract costs are stated at cost less accumulated amortization and impairment losses. Impairment losses are recognized to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognized as expenses.

Amortization of capitalized contract costs is charged to profit or loss when the revenue to which the asset relates is recognized. The accounting policy for revenue recognition is set out in Note 2.20.

2. 重大會計政策概要 (續)

2.11 存貨及其他合約資產 (續)

(ii) 其他合約成本

其他合約成本為獲得與客戶的合約的增量成本或履行與客戶的合約的成本，有關成本並無作為存貨、物業、廠房及設備或無形資產資本化。

獲得合約的增量成本為本集團獲得與客戶的合約而產生的該等成本（倘尚未獲得合約，則並無產生該等成本），例如增量銷售佣金。倘成本與將於未來報告期間內確認的收入有關且成本預期將收回，則獲得合約的增量成本會於產生時資本化。獲得合約的其他成本於產生時支銷。

資本化的合約成本按成本減累計攤銷及減值虧損列賬。倘合約成本資產的賬面值超過(i)本集團預期收取以交換有關該資產的貨品或服務的餘下代價金額，減(ii)與提供該等貨品或服務直接有關的尚未確認為開支的任何成本之淨額，則會確認減值虧損。

當與資產有關的收入獲確認時，資本化的合約成本攤銷將自損益扣除。收入確認的會計政策載於附註2.20。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.12 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest method. Note 18 for further information about the Group's accounting for trade receivables and Note 3.1 for a description of the Group's impairment policies.

2.13 Loans receivables

Loans receivables are personal loans granted to customers in the ordinary course of business. If collection of loans receivable is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Loans receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

2. 重大會計政策概要 (續)

2.12 貿易應收款項

貿易應收款項指就日常業務過程中銷售的貨品或提供的服務而應向客戶收取的款項。倘預期於一年或以內(或如屬較長時間,則以一般營運業務週期為準)收回貿易及其他應收款項,則貿易及其他應收款項分類為流動資產。否則,貿易及其他應收款項會呈列為非流動資產。

貿易應收款項初始以無條件的代價款額確認,惟倘其包含重大融資組成部分則除外,在此情況下則按公平值確認。本集團持有貿易應收款項,目的為收取合約現金流量,因此其後使用實際利率法以攤銷成本計量。附註18乃有關本集團對貿易應收款項的會計處理的進一步資料,及附註3.1乃有關本集團減值政策的描述。

2.13 應收貸款

應收貸款為在日常業務過程中授予客戶的個人貸款。倘預期應收貸款於一年或以內收回,則分類為流動資產,否則呈列為非流動資產。

應收貸款初始按公平值確認,其後使用實際利率法按攤銷成本扣除減值撥備計量。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.14 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts (if any).

2.15 Other payables

Other payables are classified as current liabilities if the payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Other payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

2.16 Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as finance costs.

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.

2. 重大會計政策概要 (續)

2.14 現金及現金等價物

就於綜合現金流量表的呈列而言，現金及現金等價物包括手頭現金、存於金融機構之活期存款、隨時可轉換為已知金額現金及承受不重大價值變動風險，且原到期日為三個月或以內之其他短期高流通性之投資及銀行透支(如有)。

2.15 其他應付款項

倘其他應付款項乃於一年或以內(或如屬較長時間，則以一般營運業務週期為準)到期，則分類為流動負債，否則呈列為非流動負債。

其他應付款項初步按公平值確認，其後則使用實際利率法按攤銷成本計量。

2.16 貸款

貸款初步按公平值扣除已產生交易成本確認。貸款隨後以攤銷成本列賬。所得款項(扣除交易成本)與贖回價值之間的任何差額，在貸款期內以實際利率法於損益內確認。

當合約中規定之責任解除、取消或屆滿時貸款從綜合財務狀況表中剔除。已消除或轉移給另一方之金融負債之賬面值與已支付代價(包括已轉移之非現金資產或承擔之負債)之間的差額，在損益確認為財務成本。

貸款分類為流動負債，除非本集團有無條件權利將債務結算延遲至報告期後最少12個月，則屬例外。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.17 Borrowing costs

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

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

2.18 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries and associate operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2. 重大會計政策概要 (續)

2.17 貸款成本

與收購、建築或生產需長時間方可作擬定用途或銷售之合資格資產直接相關之一般及特定貸款成本均加入該等資產之成本，直至該等資產大致可用作擬定用途或銷售為止。

運用特定貸款作短期投資以待撥入合資格資產之開支所賺取之投資收入，從可供資本化之貸款成本中扣減。

所有其他貸款成本於產生期間於損益內確認。

2.18 當期及遞延所得稅

期內稅項開支包括當期及遞延稅項。稅項於損益確認，惟倘稅項與其他全面收益中確認或直接在權益中確認之項目有關則除外。在此情況下，稅項亦分別於其他全面收益或直接於權益中確認。

(a) 當期所得稅

當期所得稅支出根據本公司及其附屬公司及聯營公司營運及產生應課稅收入所在國家於報告期末已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例受詮釋所規限的情況定期評估報稅表的狀況。管理層在適用情況下根據預期將向稅務機關支付的稅款設定撥備。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.18 Current and deferred income tax (continued)

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities and assets are not recognized for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not be reversed in the foreseeable future.

2. 重大會計政策概要 (續)

2.18 當期及遞延所得稅 (續)

(b) 遞延所得稅

遞延所得稅採用負債法就資產與負債的稅基與其於綜合財務報表的賬面值之間的暫時差額作出全數撥備。然而，倘遞延稅項負債因初始確認商譽而產生，則不予確認。若遞延所得稅因初步確認交易(不包括業務合併)的資產或負債而產生，且在交易時不影響會計處理或應課稅收入或損失，則有關遞延所得稅不予入賬。遞延所得稅採用在報告期末前已頒佈或實質上已頒佈，並在有關遞延所得稅資產變現或遞延所得稅負債結算時預期將會適用的稅率(及法例)釐定。

遞延稅項資產僅於很可能有未來應課稅款額可供抵扣暫時差額及虧損時予以確認。

倘本公司能控制撥回暫時差額的時間，且該等差額可能不會於可見將來撥回，則不會就海外業務投資賬面值與稅基之間的暫時差額確認遞延稅項負債及資產。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.18 Current and deferred income tax (continued)

(b) Deferred income tax (continued)

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.19 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.20 Revenue recognition

Revenue is recognized to depict the transfer of promised services to customers in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services. Specifically, the Group uses a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

2. 重大會計政策概要 (續)

2.18 當期及遞延所得稅 (續)

(b) 遞延所得稅 (續)

當有法定強制執行權利可抵銷當期稅項資產及負債及遞延稅項結餘涉及同一稅務機關，遞延稅項資產及負債予以抵銷。當實體有法定強制執行權利可抵銷並計劃按淨額基準結算或同時變現資產及清償負債，當期稅項資產及稅項負債予以抵銷。

2.19 股本

普通股分類為權益。

與發行新股或購股權直接有關的增量成本，於權益內列為所得款項扣減項 (扣除稅項)。

2.20 收入確認

收入乃為描述向客戶轉讓承諾服務所確認的金額，該金額應能反映本集團預期就交換該等服務有權獲得的代價。具體而言，本集團使用5個步驟確認收入：

- 步驟1：識別與客戶訂立的合約。
- 步驟2：識別合約內的履約責任。
- 步驟3：釐定交易價。
- 步驟4：將交易價分攤至合約內的履約責任。
- 步驟5：於實體完成履約責任時 (或就此) 確認收入。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Revenue recognition (continued)

The Group recognizes 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 recognized 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; or
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

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

2. 重大會計政策概要 (續)

2.20 收入確認 (續)

本集團於履約責任完成時(或就此)確認收入,即當特定履約責任下的商品或服務「控制權」已轉移至客戶時。

履約責任指一項明確商品或服務(或一批商品或服務)或一系列大致相同的明確貨品或服務。

控制權隨時間轉移,而倘滿足以下其中一項標準,則收入乃參照完全滿足相關履約責任的進展情況而隨時間確認:

- 隨本集團履約,客戶同時取得並耗用本集團履約所提供的利益;或
- 本集團之履約創建或強化一資產,該資產於本集團履約之時即由客戶控制;或
- 本集團之履約並未產生對本集團有替代用途的資產,且本集團對迄今已完成履約之款項具有可執行之權利。

否則,收入於客戶獲得明確商品或服務控制權的時間點確認。

合同負債是指本集團向客戶轉讓商品或服務的義務,而本集團已就此向客戶收取對價(或應收對價金額)。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Revenue recognition (continued)

Financing components

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Revenue from trading of metal and commodity forward contracts

The Group's contracts with customers for the trading of metal generally include a performance obligation and the revenue from it should be recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

Certain revenue from trading of metal is mainly arising from sales of Commodity Inventories (Note 2.11) by the Group. The Group enters into sale and purchase agreements for Commodity Inventories with certain customers and suppliers and under the terms of those agreements, the selling or purchase price of metal is determined based on the market price of gold on the date subsequent to the delivery date as specified by the customer or supplier.

Trading gains or losses from commodity forward contracts mainly comprise the gains or losses arising from the forward contracts which entered into with commodity traders for hedging commodity price risk.

2. 重大會計政策概要 (續)

2.20 收入確認 (續)

融資組成部分

倘承諾貨品或服務轉讓至客戶及客戶作出付款之間的期間超過一年，則本集團預計不會訂立任何合約。因此，本集團並未就貨幣時間價值調整任何交易價格。

金屬貿易及商品遠期合約的收入

本集團就金屬貿易與客戶簽訂的合約一般載有一項履約責任，由履約責任產生的收入應於資產控制權轉移至客戶的時間點確認，一般於交付貨物時確認。

部份金屬貿易收入來自本集團銷售商品存貨(附註2.11)。本集團與若干客戶及供應商訂立商品存貨買賣協議，根據該等協議的條款，金屬的買賣價格乃根據客戶或供應商於交貨日期後指定日期的市場黃金價格釐定。

商品遠期合約的買賣收益或虧損主要包括就對沖商品價格風險而與商品交易商訂立的遠期合約所產生的收益或虧損。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Revenue recognition (continued)

Revenue from provision of education management services

The Group provides several kinds of education related services to other parties. Revenue is measured at the consideration received or receivable for the service provided. The Group recognizes revenue when it transfers services to a customer. The services include providing exclusive management and consulting services (including amongst others student recruitment services, management support services and staff training services), equipment and exclusive technology support services and financing supporting services to the educational institution. The Group receives education management services fees and such fees are recognized as revenue over the period of the relevant education management services provided.

2. 重大會計政策概要 (續)

2.20 收入確認 (續)

提供教育管理服務的收入

本集團向其他方提供多種教育相關服務。收入按所提供服務的已收或應收代價計量。本集團於向客戶轉讓服務時確認收入。服務包括為教育機構提供獨家管理及諮詢服務(包括招生服務、管理支援服務和員工培訓服務)、設備及獨家技術支援服務以及融資支援服務。本集團收取教育管理服務費，且相關費用於提供相關教育管理服務期間確認為收入。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Revenue from provision of money lending services

The Group earned interest income from a loan lent to a borrower. Such interest income is recognized and accrued using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables are recognized using the original effective interest rate applied to the new carrying amount.

2.22 Employee benefits

(a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated statement of financial position.

2. 重大會計政策概要 (續)

2.21 提供放債服務的收入

本集團賺取來自借予借款人之貸款的利息收入。該等利息收入採用實際利率法確認及應計。當貸款及應收款項出現減值時，本集團將賬面值調減至其可收回金額（即按有關工具原實際利率貼現的估計未來現金流量），並持續撥回貼現為利息收入。減值貸款及應收款項的利息收入採用適用於新賬面值的原實際利率確認。

2.22 僱員福利

(a) 短期責任

工資及薪金負債，包括預期可於僱員提供相關服務的期末後12個月內全數結算的非貨幣福利及累計病假，乃於負債結清時就僱員截至報告期末之服務確認，並按預期將支付金額計量。該等負債乃按綜合財務狀況表的當期僱員福利責任呈列。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Employee benefits (continued)

(b) Other long-term employee benefit obligations

The liabilities for long service leave and annual leave that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. These obligations are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period of high-quality corporate bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

2. 重大會計政策概要 (續)

2.22 僱員福利 (續)

(b) 其他長期僱員福利責任

預期將不會於僱員提供相關服務的期末後12個月內結清的長期服務假期及年假的負債，乃按預期將就直至報告期末僱員所提供服務支付的預期未來款項現值使用預計單位貸計法計量。當中考慮預期未來工資和薪金水平、員工離職記錄和服務期間。預期未來付款將於報告期末採用到期日及流通率盡可能與估計日後現金流出一致的優質公司債券收益率貼現。因經驗調整及精算假設變動導致的重新計量於損益確認。

倘實體並無無條件權利將結算遞延於報告期後至少十二個月，無論預期實際結算何時發生，該責任將於資產負債表呈列為流動負債。

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Employee benefits (continued)

(c) Post-employment obligations

Defined contribution retirement plans

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under Mandatory Provident Fund Scheme Ordinance for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employee’s relevant income and are charged to the profit and loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administrated fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, if any, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme. No forfeited contribution under the MPF scheme is available to reduce the contribution payable in future years.

The employees of the Group’s subsidiaries established in the PRC are required to participate in a state-managed retirement benefit scheme operated by the PRC government. The Group is required to contribute a certain percentage of basic payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme. No forfeited contribution under the stated-managed retirement benefit scheme is available to reduce the contribution payable in future years. The contributions are charged to profit or loss as they become payable in accordance with the rules of the state-managed retirement benefit scheme.

2. 重大會計政策概要 (續)

2.22 僱員福利 (續)

(c) 離職後責任

定額供款退休計劃

本集團根據強制性公積金計劃條例設立一項定額供款強制性公積金退休福利計劃(「強積金計劃」)，供所有合資格僱員參加。供款乃按僱員相關收入的某一百分比作出，並於彼等按強積金計劃規定須作出供款時於損益內扣除。強積金計劃之資產與本集團資產分開持有，並由獨立管理基金保管。本集團之僱主供款在向強積金計劃作出供款時悉數歸屬僱員，惟本集團作出之僱主自願供款(如有)，會按照強積金計劃之規則在僱員於有關供款全數歸屬前離職時退回本集團。無強積金計劃的沒收供款可供動用以扣減未來數年供款。

本集團於中國成立的附屬公司的僱員須參與由中國政府運作的國家管理退休福利計劃。本集團須按基本工資成本的一定百分比向退休福利計劃供款以為福利提供資金。本集團就退休福利計劃的唯一責任是根據該計劃作出規定的供款。無國家管理退休福利計劃的沒收供款可供動用以扣減未來數年供款。根據國家管理退休福利計劃的規定，供款於應付時計入損益。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Share-based payments arrangements

Where share options are awarded to employees and others providing similar services, the fair value of the options at the date of grant is recognized in profit or loss over the vesting period with a corresponding increase in the share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognized in profit or loss over the remaining vesting period.

Where share options are granted to parties providing goods or services, the fair value of goods or services received is recognized in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in share option reserve is recognized.

When the option is exercised, the relevant amount recognized in the share option reserve is transferred to share capital. When the option is forfeited, the relevant amount recognized in the share option reserve is released directly to accumulated losses.

2. 重大會計政策概要 (續)

2.23 股份基礎給付安排

凡向僱員及提供類似服務之其他人士授出購股權，購股權於授出日期之公平值於歸屬期間在損益內確認，並於權益內之購股權儲備中作相應增加。非市場歸屬條件透過調整預期將於各報告期末歸屬之股本工具數目而計算，以令最終在歸屬期間確認之累計款項基於最終獲歸屬之購股權數目而計算。市場歸屬條件計入所授購股權之公平值。只要達成所有其他歸屬條件，則不論市場歸屬條件是否獲達成，均會計提開支。累計開支不會就未能達成市場歸屬條件而進行調整。

倘購股權之條款及條件在其獲歸屬前被修改，在緊接作出修改前及緊隨作出修改後計算之購股權公平值增幅亦會按餘下歸屬期間在損益內確認。

倘購股權授予提供貨品或服務之各方，則已收貨品或服務之公平值於損益內確認，除非貨品或服務合資格確認為資產。相應增幅於購股權儲備內確認。

倘行使購股權，則於購股權儲備內確認之相關款項轉撥至股本。倘購股權失效，則於購股權儲備內確認之相關款項直接調撥至累計虧損。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Government grants

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

Government grants are recognized in profit or loss on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grants are intended to compensate.

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

2.25 Provisions and contingent liabilities

Provisions are recognized when the group has a 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 expenditure 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 of economic benefits 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 of economic benefits is remote.

2. 重大會計政策概要 (續)

2.24 政府資助

除非有合理保證本集團將遵守政府資助所附條件且將收到補助，否則不會確認政府資助。

在本集團將資助擬補償的相關成本確認為費用的期間內，政府資助將有系統地在損益中確認。

與應收收入相關並作為已發生的費用或損失的補償或為直接向本集團提供財務支持而沒有未來相關費用的政府資助，應在其應收當期確認為損益。此類資助列在「其他收益」下。

2.25 撥備及或然負債

當本集團須就過往事件承擔法律或推定責任，而履行該責任很有可能導致經濟利益流出，且有關金額能夠可靠地估計時，則須確認撥備。對於貨幣時間價值影響重大的，撥備以預計履行該責任的開支現值列賬。

倘經濟利益需要外流的可能性不大，或不能對金額作出可靠估計，則有關責任會作為或然負債披露，惟若經濟利益外流的可能性極低則作別論。就可能產生的責任而言，如其存在僅能以一項或多項未來事件的發生或不發生而確定，亦披露為或然負債，除非經濟利益外流的可能性極低則作別論。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.26 Loss per share

(a) Basic loss per share

Basic loss per share is calculated by dividing:

- the loss attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares; and
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(b) Diluted loss per share

Diluted loss per share adjusts the figures used in the determination of basic loss per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2. 重大會計政策概要 (續)

2.26 每股虧損

(a) 每股基本虧損

每股基本虧損按：

- 本公司擁有人應佔虧損，不包括除普通股外的服務股權之任何成本；
- 除以於財政年度發行在外的普通股加權平均數（就年內發行的普通股紅利部分作出調整，不包括庫存股份）計算。

(b) 每股攤薄虧損

每股攤薄虧損透過計及下列後調整於釐定每股基本虧損所用的數字而計算：

- 與具潛在攤薄效應之普通股相關的利息及其他融資成本的除所得稅後影響；及
- 假設所有具潛在攤薄效應之普通股經轉換，發行在外的額外普通股之加權平均數。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.27 Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

2. 重大會計政策概要 (續)

2.27 關連方

- (a) 倘適用下列情況，則該名人士或該名人士的近親家屬成員被視為與本集團有關連：
- (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員之一。
- (b) 倘適用下列任何情況，則該實體被視為與本集團有關連：
- (i) 該實體及本集團屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司互相關連）。
 - (ii) 一個實體為另一實體的聯營公司或合營企業（或為某一集團成員公司的聯營公司或合營企業，而該另一實體為此集團的成員公司）。
 - (iii) 兩個實體皆為同一第三方的合營企業。
 - (iv) 一個實體為第三實體的合營企業及另一實體為該第三實體的聯營公司。
 - (v) 該實體為就本集團或與本集團有關連的實體的僱員福利而設的離職後福利計劃。

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.27 Related parties (continued)

(b) An entity is related to the Group if any of the following conditions applies: (continued)

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) Person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The main risks arising from the Group's financial instruments in the normal course of the Group's business are market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. These risks are limited by the Group's financial management policies and practices as described below.

(a) Market risk

(i) Currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The functional currencies of the Group's respective principal subsidiaries are HK\$, US\$ and RMB.

2. 重大會計政策概要 (續)

2.27 關連方 (續)

(b) 倘適用下列任何情況，則該實體被視為與本集團有關連：(續)

(vi) 該實體受(a)所識別的人士控制或共同控制。

(vii) 於(a)(i)所識別的人士對該實體有重大影響力或為該實體(或該實體母公司)的主要管理人員。

(viii) 該實體或該實體所屬集團之任何成員公司為本集團或本集團的母公司提供主要管理人員服務。

某一人士的近親家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響的有關家屬成員。

3. 財務風險管理

3.1 財務風險因素

本集團金融工具於其日常業務中產生的主要風險為市場風險(包括貨幣風險、利率風險及價格風險)、信貸風險及流動資金風險。本集團透過下文所述的財務管理政策及慣例限制該等風險。

(a) 市場風險

(i) 貨幣風險

貨幣風險指金融工具之公平值或未來現金流量因外匯匯率變動而波動之風險。本集團各主要附屬公司之功能貨幣分別為港元、美元及人民幣。

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3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(i) Currency risk (continued)

For subsidiaries with HK\$ and US\$ as their functional currencies, since most of their transactions and financial instruments are denominated in HK\$ and US\$ and HK\$ is pegged to US\$, their exposure to foreign currencies risk is minimal.

For subsidiaries operated in the PRC Mainland, their assets and liabilities are mainly denominated in RMB.

Fluctuations in the exchange rates of HK\$ against RMB will affect the Group's result of operations. The Group does not have a foreign currency hedging policy. However, management of the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

As at 31 December 2021 and 2022, management considers that there is no significant foreign currency risk.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(i) 貨幣風險 (續)

就以港元及美元作為功能貨幣之附屬公司而言，由於其大部分交易及金融工具乃以港元及美元計值，且港元與美元掛鈎，故該等附屬公司承受之外幣風險極低。

就於中國內地經營的附屬公司而言，其資產及負債主要以人民幣計值。

港元兌人民幣的匯率波動將影響本集團的經營業績。本集團並無外幣對沖政策。然而，本集團管理層監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

於二零二一年及二零二二年十二月三十一日，管理層認為不存在重大外幣風險。

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3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(ii) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The loan receivable and borrowings expose to the fair value interest rate risk as it is arranged at fixed interest rate. While bank balances are arranged at variable which exposed the Group to cash flow interest rate risk. The directors of the Company considered the exposure to interest rate risk in relation to bank balances are insignificant due to the low level of bank interest rate. Accordingly, no sensitivity analysis for interest rate risk is presented.

The Group manages interest rate risk by monitoring its interest rate profile. The Group conducts periodical review to determine preferred interest rates mix appropriate for the business profile. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

(iii) Price risk

The Group is exposed to equity price risk through its financial assets measured at FVTPL.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(ii) 利率風險

利率風險乃與金融工具之公平值或現金流量因市場利率變動而波動之風險有關。應收貸款及貸款面臨公平值利率風險，乃因其按固定利率計息。按浮動利率計息的銀行結餘令本集團面臨現金流量利率風險。本公司董事認為面臨有關銀行結餘之利率風險因銀行利率較低而不屬重大。因此，並無呈列利率風險敏感度分析。

本集團透過監察其利率概況管理利率風險。本集團進行定期檢討以釐定適合業務概況之優先利率組合。本集團並無採用任何利率掉期對沖其面臨之利率風險。

(iii) 價格風險

本集團面臨來自其按公平值計入損益而計量的金融資產的股本價格風險。

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3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(iii) Price risk (continued)

Equity price risk

Equity price risk is the risk that the fair value of investments decrease as a result of changes in the levels of equity indices and the value of individual investment. The Group is exposed to equity price risk arising from financial assets measured at FVTPL.

If prices had been 10% higher/lower, the Group's loss before income tax expense for the year would decrease/increase by approximately HK\$428,000 (2021: approximately HK\$550,000). This is mainly due to the changes in fair value of financial assets measured at FVTPL at the end of the reporting period.

The management will monitor the equity price risk and take appropriate actions should the need arise.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(iii) 價格風險 (續)

股本價格風險

股本價格風險指因股本指數水平及個別投資價值變動導致投資公平值下跌的風險。本集團面臨按公平值計入損益而計量的金融資產產生的股本價格風險。

倘價格上升／下降10%，則本集團的年內除所得稅開支前虧損將減少／增加約428,000港元（二零二一年：約550,000港元）。此乃主要由於於報告期末按公平值計入損益而計量的金融資產公平值出現變動所致。

管理層將監控股本價格風險並於需要時採取適當措施。

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3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk

Credit risk arises mainly from other financial assets, trade and other receivables, loan receivable and bank balances. The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at the end of the reporting date in relation to each class of recognized financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

The credit risk of bank balances is limited because the counterparties are banks with sound credit ratings assigned by international credit rating agencies.

The Group's credit risk is primarily attributable to its trade and other receivables and loan receivable. In order to minimize the credit risk, the Group has applied the simplified and general approach under HKFRS 9 to measure the loss allowance at lifetime ECL or 12m ECL. The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險

信貸風險主要來自其他金融資產、貿易及其他應收款項、應收貸款及銀行結餘。倘對手方未能於報告日期末就各類已確認金融資產履行責任，則本集團面臨的最大信貸風險為於綜合財務狀況表列賬的該等資產的賬面值。

銀行結餘的信貸風險有限，原因為對手方均為國際信貸評級機構授予良好信貸評級的銀行。

本集團的信貸風險主要歸因於其貿易及其他應收款項以及應收貸款。為盡力降低信貸風險，本集團已根據香港財務報告準則第9號應用簡化及一般方法，以按全期預期信貸虧損或12個月預期信貸虧損計量虧損撥備。本集團考慮於初始確認資產時違約的可能性，並於整個報告期間持續考慮信貸風險是否大幅上升。為評估信貸風險是否大幅上升，本集團比較於報告日期該資產所產生的違約風險與於初始確認日期的違約風險。其考慮可用的合理及支持性前瞻性資料。

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3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

The Group uses four categories for those receivables which reflect their credit risk and how the loss provision is determined for each of those categories. These internal credit risk ratings are aligned to external credit ratings.

The following table shows the Group's credit risk grading framework:

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

本集團對各應收款項應用四個類別反映其信貸風險，以及如何確定各類別的虧損撥備。該等內部信貸風險評級與外部信貸評級相符。

下表列示本集團的信貸風險評級框架：

Category 類別	Group definition of category 類別的組別定義	Basis for recognition of ECL 預期信貸虧損確認的基準	
		Trade receivables 貿易應收款項	Other financial assets 其他金融資產
Performing 履約	For financial assets where there has low risk of default or has not been a significant increase in credit risk since initial recognition and that are not credit-impaired (refer to as Stage 1) 違約風險低或自初始確認以來信貸風險並無顯著增加且並無信貸減值的金融資產 (稱為第1階段)	Lifetime ECL 全期預期 信貸虧損	12m ECL 12個月預期 信貸虧損
Doubtful 存疑	For financial assets where there has been a significant increase in credit risk since initial recognition but that are not credit-impaired (refer to as Stage 2) 自初始確認以來信貸風險顯著增加，惟並無信貸減值的金融資產 (稱為第2階段)	Lifetime ECL – not credit-impaired 全期預期 信貸虧損 – 無信貸減值	Lifetime ECL – not credit-impaired 全期預期 信貸虧損 – 無信貸減值
Default 違約	Financial assets are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred (refer to as Stage 3) 發生一項或以上對金融資產估計未來現金流量有不利影響的事件時，金融資產評估為出現信貸減值 (稱為第3階段)	Lifetime ECL – credit-impaired 全期預期 信貸虧損 – 信貸減值	Lifetime ECL – credit-impaired 全期預期 信貸虧損 – 信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人正面對嚴重財政困難且本集團並無實際把握收回款項	Amount is written off 撇銷款項	Amount is written off 撇銷款項

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3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

The Group applies individual assessment to measure the expected credit losses prescribed by HKFRS 9 as stated in below:

The expected credit loss rates applied in the individual assessment are estimated based on historical observed default rates over the expected life of the debtors and internal credit rating by reference to a study of other corporates' default and recovery data from international credit-rating agencies, and are adjusted for forward-looking information (for example, the current and forecasted economic growth rates in Hong Kong and/or the PRC Mainland, which reflect the general economic conditions of the industry in which the debtors operate) that is available without undue costs or efforts. Such forward-looking information is used by the management of the Group to assess both the current as well as the forecast direction of conditions at the reporting dates.

Relevant information with regard to the exposure of credit risk and expected credit losses for trade and other receivables and loan receivable as at 31 December 2021 and 2022 are set out in Notes 18 and 19.

The Group made no write-off on trade and other receivables, and loan receivable during the years ended 31 December 2021 and 2022.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

本集團進行個別評估以按下文所述香港財務報告準則第9號的規定計量預期信貸虧損：

個別評估所應用預期信貸虧損率乃基於債務人預計年內過往觀察所得違約率及參考國際信貸評級機構對其他企業違約及收回數據的研究作出的內部信貸評級作出估計，並就毋須付出過多成本或努力即可取得的前瞻性資料（例如香港及／或中國內地的目前及預測經濟增長率，反映債務人經營所在行業的整體經濟狀況）作出調整。本集團管理層使用有關前瞻性資料評估報告日期狀況的當前及預測方向。

有關於二零二一年及二零二二年十二月三十一日貿易及其他應收款項以及應收貸款所承受信貸風險及預期信貸虧損的相關資料載於附註18及19。

截至二零二一年及二零二二年十二月三十一日止年度，本集團並無撇銷貿易及其他應收款項以及應收貸款。

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3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

Concentration of credit risk

The Group has concentration of credit risk in trade and other receivables as there were 4 customers (2021: 4 customers) which individually contributed over 10% of the Group's trade and other receivables. The aggregate amounts of trade and other receivables from these customers amounted to 42.79% of the Group's total trade and other receivables as at 31 December 2022 (2021: 89.98%). The Group has categorized these customers as "Performing" and determined its loss allowance based on lifetime ECL.

(c) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities, borrowings and lease liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of payables and its financing obligations, and also in respect of its cash flow management. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants to ensure that the Group maintains sufficient reserves of cash from business. The liquidity policy has been followed by the Group since prior years and is considered to have been effective in managing liquidity risks.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

集中信貸風險

本集團於貿易及其他應收款項方面有集中信貸風險，因4名客戶（二零二一年：4名客戶）個別佔本集團貿易及其他應收款項超過10%。來自該等客戶的貿易及其他應收款項總額佔本集團於二零二二年十二月三十一日的貿易及其他應收款項總額的42.79%（二零二一年：89.98%）。本集團已將該等客戶分類為「履約」，並根據全期預期信貸虧損釐定其虧損撥備。

(c) 流動資金風險

流動資金風險乃與本集團未能通過交付現金或其他金融資產之方式履行金融負債、貸款及租賃負債相關責任之風險有關。本集團就清償應付款項及其財務責任，以及就其現金流量管理承受流動資金風險。本集團的政策為定期監察當前及預期的流動資金需求及其遵守貸款契約的情況，確保本集團維持來自業務的足夠水平的現金儲備。本集團自過往年度起一直遵循流動資金政策，並認為該等政策可有效管理流動資金風險。

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3. FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The following table below details the remaining contractual maturities at the reporting date of the Group's financial liabilities, borrowings and lease liabilities, which are based on contractual undiscounted cash flows and the earliest date the Group can be required to pay. Balances within 1 year other than borrowings and lease liabilities, equal their carrying balances as impact from discounting is not significant.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表基於合約未貼現現金流量及本集團須償還有關款項的最早日期詳述本集團金融負債、貸款及租賃負債於報告日期的餘下合約到期情況。於一年內到期的結餘（貸款及租賃負債除外）相等於其賬面值結餘，原因為貼現的影響不重大。

	On demand or within 1 year 按要求或 一年內 HK\$'000 千港元	Between 1 to 2 years 一至兩年 HK\$'000 千港元	Between 2 to 5 years 兩年至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2022 於二零二二年十二月三十一日				
Other payables and accruals 其他應付款項及應計費用	2,204	-	-	2,204
Borrowings 貸款	12,199	-	-	12,199
Lease liabilities 租賃負債	2,282	1,976	2,978	7,236
	16,685	1,976	2,978	21,639
As at 31 December 2021 於二零二一年十二月三十一日				
Other payables and accruals 其他應付款項及應計費用	2,033	-	-	2,033
Lease liabilities 租賃負債	2,767	1,787	854	5,408
	4,800	1,787	854	7,441

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3. FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital management

The Group's primary objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide maximize returns for shareholders and benefits for other stakeholders. The Group's capital structure is regularly reviewed and managed by the directors of the Company. Adjustments are made to the capital structure in light of changes in economic conditions affecting the Group.

In order to maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares, obtain new borrowings or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt comprise total interest-bearing liabilities less cash and cash equivalents. Total capital is calculated as equity attributable to the owners of the Company as shown in the consolidated statement of financial position plus net debt. The Group is not subject to externally imposed capital requirements.

As at 31 December 2021 and 2022, the gearing ratios were as follows:

3. 財務風險管理 (續)

3.2 資本管理

本集團管理資本的主要目標為保障本集團持續經營的能力，旨在盡可能提高股東回報並為其他持份者帶來利益。本集團之資本結構由本公司董事定期檢討及管理。董事將就影響本集團之經濟狀況變動對資本結構作出調整。

為維持或調整資本架構，本集團可能會調整派付股東的股息金額、向股東返還資金、發行新股份、取得新貸款或出售資產以減少債務。

本集團利用資本負債比率監察其資本。此比率按照淨債務除以總資本計算。淨債務包括計息負債總額減現金及現金等價物。總資本按本公司擁有人應佔權益(如綜合財務狀況表所列)加淨債務而計算。本集團毋須遵守外部施加的資本規定。

於二零二一及二零二二年十二月三十一日，資本負債比率如下：

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Borrowings	貸款	22	12,050	–
Lease liabilities	租賃負債	14	6,637	5,261
Less: cash and cash equivalents	減：現金及現金等價物	20	(4,180)	(20,880)
Net debt	淨債務		14,507	–
Total equity	總權益		23,276	46,716
Total capital	總資本		37,783	46,716
Gearing ratio	資本負債比率		38.4%	N/A 不適用

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

3. FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation

The Group's financial assets and financial liabilities that are not measured at fair value mainly include trade and other receivables, loan receivable, cash and cash equivalents, other payables and accruals, borrowings and lease liabilities. Due to their short-term nature, the carrying value of these financial instruments approximates its fair value.

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis.

Some of the Group's financial instruments are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial instruments are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value measurement hierarchy into which the fair value measurements are categorized (levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3 (unobservable inputs).

3. 財務風險管理 (續)

3.3 公平值估計

本集團並非按公平值計量的金融資產及金融負債主要包括貿易及其他應收款項、應收貸款、現金及現金等價物、其他應付款項及應計費用、貸款及租賃負債。由於其短期性質，該等金融工具的賬面值與其公平值相若。

按經常基準以公平值計量之本集團金融資產及金融負債之公平值。

本集團部分金融工具於各報告期末按公平值計量。下表提供以下資料：釐定該等金融工具之公平值的方法（特別是所使用之估值技術及輸入數據），以及按公平值計量輸入數據的可觀察程度而將公平值計量歸類入公平值等級制度之級別（第一至三級）。

第一級： 相同資產或負債於活躍市場的報價（未經調整）；

第二級： 第二級公平值計量指直接（即價格）或間接（即價格衍生）地使用第一級中報價以外之可觀察資產或負債輸入數據；及

第三級： 倘一個或以上重要輸入數據並非以可觀察市場數據為依據，則該工具計入第三級（不可觀察輸入數據）。

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

3. FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

3. 財務風險管理 (續)

3.3 公平值估計 (續)

	Notes 附註	Fair value as at 31 December 於十二月三十一日的公平值		Fair value hierarchy 公平值層級	Valuation technique(s) and key input(s) 估值技術及關鍵輸入數據
		2022 二零二二年 HK'\$000 千港元	2021 二零二一年 HK'\$000 千港元		
Financial assets at FVTPL 按公平值計入損益的金融資產					
- Unlisted equity securities - 非上市股本證券	16	4,280	5,500	Level 3 第三級	Market approach 市場法

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3. FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

The following table summarizes the quantitative information about the significant unobservable inputs used in level 3 fair value measurements as at 31 December 2021 and 2022:

2022

二零二二年

Description	Fair value	Valuation technique	Significant unobservable input	Range of inputs (probability-weighted average)	Sensitivity of fair value to the input
描述	公平值 HK\$'000 千港元	估值技術	重大不可觀察 輸入數據	輸入數據範圍 (概率加權平均值)	公平值對輸入數據的 敏感度
Unlisted equity securities A	4,280	Market approach	Price to book ratio	0.78 to 0.96 (+/-10% relative to the input adopted)	Approximately HK\$3.9 million to approximately HK\$4.7 million
非上市股本證券A	4,280	市場法	市賬率	0.78至0.96 (相對於所採納的 輸入數據+/-10%)	約3.9百萬港元至 約4.7百萬港元
			Discount for lack of marketability	14.7% to 18% (+/-10% relative to the input adopted)	Approximately HK\$4.2 million to approximately HK\$4.4 million
			缺乏市場流通性 折讓	14.7%至18% (相對於所採納的 輸入數據+/-10%)	約4.2百萬港元至 約4.4百萬港元

3. 財務風險管理 (續)

3.3 公平值估計 (續)

下表概述於二零二一年及二零二二年十二月三十一日在第三級公平值計量中使用的關於重大不可觀察輸入數據的定量資料：

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

3. FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

2021

二零二一年

3. 財務風險管理 (續)

3.3 公平值估計 (續)

Description 描述	Fair value 公平值 HK\$'000 千港元	Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入數據	Range of inputs (probability-weighted average) 輸入數據範圍 (概率加權平均值)	Sensitivity of fair value to the input 公平值對輸入數據的敏感度
Unlisted equity securities A 非上市股本證券A	4,500	Market approach 市場法	Price to book ratio 市賬率	0.71 to 0.87 (+/-10% relative to the input adopted) 0.71至0.87 (相對於所採納的輸入數據+/-10%)	Approximately HK\$4.1 million to approximately HK\$4.8 million 約4.1百萬港元至約4.8百萬港元
			Discount for lack of marketability 缺乏市場流通性折讓	8.9% to 10.8% (+/-10% relative to the input adopted) 8.9%至10.8% (相對於所採納的輸入數據+/-10%)	Approximately HK\$4.4 million to approximately HK\$4.5 million 約4.4百萬港元至約4.5百萬港元
Unlisted equity securities B 非上市股本證券B	1,000	Market approach 市場法	Enterprise value to sales ratio 企業價值對銷售	6.39 to 7.80 (+/-10% relative to the input adopted) 6.39至7.80 (相對於所採納的輸入數據+/-10%)	Approximately HK\$0.9 million to approximately HK\$1.0 million 約0.9百萬港元至約1.0百萬港元
			Price to sales ratio 市銷率	6.33 to 7.74 (+/-10% relative to the input adopted) 6.33至7.74 (相對於所採納的輸入數據+/-10%)	Approximately HK\$0.9 million to approximately HK\$1.0 million 約0.9百萬港元至約1.0百萬港元
			Discount for lack of marketability 缺乏市場流通性折讓	18.3% to 22.3% (+/-10% relative to the input adopted) 18.3%至22.3% (相對於所採納的輸入數據+/-10%)	Approximately HK\$0.9 million to approximately HK\$1.0 million 約0.9百萬港元至約1.0百萬港元

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

3. FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

Reconciliation of movements in Level 3 financial instruments measured at fair value is as follows:

		Unlisted equity financial assets at FVTPL	
		按公平值計入損益的非上市股本金融資產	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
	Note		
	附註		
As at 1 January	於一月一日	5,500	5,500
Disposal during the year	於年內出售	(1,050)	–
Fair value losses charged in profit or loss	自損益扣除的公平值虧損	(170)	–
As at 31 December	於十二月三十一日	4,280	5,500

There were no transfers between the different levels of the fair value hierarchy for the years ended 31 December 2021 and 2022.

In estimating the fair value of the unlisted equity securities, the Group engaged an independent third-party qualified valuers to perform the valuation. Management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model based on market conditions existing at the end of each reporting period. The management reports the management's findings to the board of directors of the Company to explain the cause of fluctuations in the fair value of the unlisted equity securities.

3. 財務風險管理 (續)

3.3 公平值估計 (續)

按公平值計量的第三級金融工具變動之對賬如下：

		Unlisted equity financial assets at FVTPL	
		按公平值計入損益的非上市股本金融資產	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
	Note		
	附註		
As at 1 January	於一月一日	5,500	5,500
Disposal during the year	於年內出售	(1,050)	–
Fair value losses charged in profit or loss	自損益扣除的公平值虧損	(170)	–
As at 31 December	於十二月三十一日	4,280	5,500

於截至二零二一年及二零二二年十二月三十一日止年度，不同級別的公平值層級之間均無轉撥。

於估計非上市股本證券的公平值時，本集團委聘獨立第三方合資格估值師進行估值。管理層與外聘合資格估值師密切合作，基於於各報告期末已有的市況確定對該模式合適的估值技術及輸入數據。管理層向本公司董事會匯報管理層的調查結果，解釋非上市股本證券公平值的波動原因。

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

4. CRITICAL JUDGMENTS AND KEY SOURCES OF ESTIMATES UNCERTAINTY

In the application of the Group's accounting policies, the directors of the Company are required to make judgment, 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 differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized 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.

In addition to information disclosed elsewhere in these consolidated financial statements, other key sources of estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

Estimation of recoverability of trade and other receivables and loan receivable

The directors of the Company estimate the amount of loss allowance for trade and other receivable and loan receivable based on the credit risk of trade and other receivables and loan receivable. The loss allowance amount is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit losses. The assessment of the credit risk of trade and other receivables and loan receivable involves high degree of estimation and uncertainty as the directors of the Company estimates the loss rates for debtors by using past history, existing market conditions as well as forward-looking information. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise accordingly. For details of impairment assessment are set out in Notes 18 and 19.

4. 重大判斷及估計不確定性的主要來源

於應用本集團會計政策時，本公司董事須就不可基於其他資料來源而顯易得出的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及其他被認為相關的因素作出。實際結果與該等估計有所不同。

估計和相關假設按持續基準檢討。會計估計的修訂若僅影響作出估計修訂的期間，則將會於該期間確認，若修訂影響當期及未來期間，則會於作出修訂的期間及未來期間確認。

除該等綜合財務報表其他地方所披露的資料外，估計不確定性的其他主要來源載列如下，該等因素具有導致對下一財政年度內資產和負債賬面值作出重大調整的重大風險：

貿易及其他應收款項以及應收貸款的可收回性估計

本公司董事基於貿易及其他應收款項以及應收貸款的信貸風險，估計貿易及其他應收款項以及應收貸款的虧損撥備金額。根據資產賬面值與考慮預期信貸虧損後的估計未來現金流量現值之差額，計量虧損準備金額。貿易及其他應收款項以及應收貸款的信貸風險評估涉及高度的估計及不確定性，原因為本公司董事使用過往歷史、現行市況及前瞻性資料估計應收賬款的虧損率。當實際未來現金流小於或大於預期現金流，可能導致產生重大的減值損失，或相應重大的減值損失轉回。有關減值評估的詳情載於附註18及19。

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

4. CRITICAL JUDGMENTS AND KEY SOURCES OF ESTIMATES UNCERTAINTY (continued)

Valuation of investments classified as level 3 in the fair value hierarchy

The Group holds financial instruments that are not traded or quoted in active markets. The Group uses its judgment to select the appropriate methods and make assumptions based on market conditions existing at the end of each reporting period to estimate the fair value of such financial instruments classified as level 3 in the fair value hierarchy. Valuation techniques include the market approach using prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities such as net assets values as provided by an independent third-party qualified valuers or the discounted last transacted price. Although the best estimate is used in estimating fair values, there are inherent limitations in any valuation technique. Estimated fair values may differ from the values that would have been used if a readily available market existed. For details of the fair value estimation are set out in Note 3.3.

5. SEGMENT INFORMATION

The Group determines its operating segments based on the reports reviewed by the executive directors of the Company, who are the chief operating decision-makers that are used to make strategic decision. The Group manages its business by divisions, which are organized by business lines.

The segments are managed separately as each business offers different products and requires different business strategies. The following summary describes the operations in each of the Group's reportable and operating segments:

- (i) Trading of metal – Sales of metal in Hong Kong and the PRC Mainland.
- (ii) Money lending services – Provision of money lending services in Hong Kong.
- (iii) Education management services – Provision of education management services in the PRC Mainland.

4. 重大判斷及估計不確定性的主要來源 (續)

於公平值層級內按第三級分類的投資估值

本集團持有並非於活躍市場買賣或報價的金融工具。本集團使用判斷於各報告期末根據現有市況選用適當方法及作出假設，以估計該等金融工具的公平值，並將其分類為公平值層級的第三級。估值技術包括使用價格及透過涉及相同或可比較資產或負債（例如獨立第三方合資格估值師提供的資產淨值或最後貼現的成交價）的市場交易產生的其他相關資料的市場法。儘管於估計公平值時已使用最佳估計，但任何估值技術均存在固有限制。所估計的公平值可能有別於存在可得市場時應使用的價值。有關公平值估計的詳情載於附註3.3。

5. 分部資料

本集團根據本公司執行董事（主要經營決策者）審閱的用於作出戰略決策的報告確定其經營分部。本集團按部門管理其業務，而部門則按業務線劃分。

由於各項業務提供不同產品及需要不同的業務策略，故各分部單獨管理。本集團各可報告經營分部之業務營運概述如下：

- (i) 金屬貿易－於香港及中國內地銷售金屬。
- (ii) 放債服務－於香港提供放債服務。
- (iii) 教育管理服務－於中國內地提供教育管理服務。

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5. SEGMENT INFORMATION (continued)

(a) Segment results, assets and liabilities

The segment information provided to the directors of the Company for the reportable segments for the years ended 31 December 2021 and 2022 are as follows:

5. 分部資料 (續)

(a) 分部業績、資產及負債

向本公司董事提供的有關截至二零二一年及二零二二年十二月三十一日止年度之可報告分部之分部資料載列如下：

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度			
		Trading of metal 金屬貿易 HK\$'000 千港元	Money lending services 放債服務 HK\$'000 千港元	Education management services 教育管理服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment revenue (Note)	可報告分部收入 (附註)	34,548	-	13,793	48,341
Reportable segment (loss)/profit	可報告分部 (虧損)/溢利	(7,435)	(162)	5,777	(1,820)
Depreciation of property, plant and equipment	物業、廠房及設備折舊				(22)
Depreciation of right-of-use assets	使用權資產折舊				(1,583)
Employee costs	僱員成本				(8,839)
Interest expenses	利息開支				(141)
Fair value changes on other financial asset	其他金融資產之公平值變動				50
Other unallocated corporate expenses	其他未分配企業開支				(10,540)
Loss before income tax expense	除所得稅開支前虧損				(22,895)
Income tax expense	所得稅開支				(269)
Loss for the year	年度虧損				(23,164)
Reportable segment assets	可報告分部資產	15,297	190	27,507	42,994
Cash and cash equivalents	現金及現金等價物				3,385
Property, plant and equipment	物業、廠房及設備				20
Right-of-use assets	使用權資產				1,980
Other unallocated corporate assets	其他未分配企業資產				269
Consolidated total assets	綜合資產總值				48,648
Additions to specified non-current assets	特定非流動資產增加	-	-	-	-
Reportable segment liabilities	可報告分部負債	4,597	191	5,037	9,825
Lease liabilities	租賃負債				2,005
Other unallocated corporate liabilities	其他未分配企業負債				13,542
Consolidated total liabilities	綜合負債總額				25,372

Note: There is no inter-segment revenue for the year.

附註：年內並無分部間收入。

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

5. SEGMENT INFORMATION (continued)

(a) Segment results, assets and liabilities (continued)

The segment information provided to the directors of the Company for the reportable segments for the years ended 31 December 2021 and 2022 are as follows: (continued)

5. 分部資料 (續)

(a) 分部業績、資產及負債 (續)

向本公司董事提供的有關截至二零二一年及二零二二年十二月三十一日止年度之可報告分部之分部資料載列如下：(續)

		For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度			
		Trading of metal 金屬貿易 HK\$'000 千港元	Money lending services 放債服務 HK\$'000 千港元	Education management services 教育管理服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable segment revenue (Note)	可報告分部收入 (附註)	9,387	-	4,545	13,932
Reportable segment loss	可報告分部虧損	(3,718)	(174)	(4,683)	(8,575)
Depreciation of property, plant and equipment	物業、廠房及設備折舊				(144)
Depreciation of right-of-use assets	使用權資產折舊				(2,110)
Employee costs	僱員成本				(12,124)
Interest expenses	利息開支				(103)
Other unallocated corporate expenses	其他未分配企業開支				(8,443)
Loss before income tax expense	除所得稅開支前虧損				(31,499)
Income tax credit	所得稅抵免				139
Loss for the year	年度虧損				(31,360)
Reportable segment assets	可報告分部資產	17,846	283	20,589	38,718
Cash and cash equivalents	現金及現金等價物				6,995
Property, plant and equipment	物業、廠房及設備				38
Right-of-use assets	使用權資產				4,320
Other financial assets	其他金融資產				1,000
Other unallocated corporate assets	其他未分配企業資產				3,943
Consolidated total assets	綜合資產總值				55,014
Additions to specified non-current assets	特定非流動資產增加	-	-	1,180	1,180
Reportable segment liabilities	可報告分部負債	717	282	486	1,485
Lease liabilities	租賃負債				4,393
Other unallocated corporate liabilities	其他未分配企業負債				1,416
Consolidated total liabilities	綜合負債總額				7,294

Note: There is no inter-segment revenue for the year.

附註：年內並無分部間收入。

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綜合財務報表附註

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

5. SEGMENT INFORMATION (continued)

(b) Other segment information

5. 分部資料 (續)

(b) 其他分部資料

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度			
		Trading of metal 金屬貿易 HK\$'000 千港元	Money lending services 放債服務 HK\$'000 千港元	Education management services 教育管理服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Change in fair value of commodity inventories	商品存貨公平值變動	5	-	-	5
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(756)	-	(434)	(1,190)
Depreciation of right-of-use assets	使用權資產折舊	(466)	(123)	(220)	(809)
Provision of loss allowance on trade and other receivables	計提貿易及其他應收款項 虧損撥備	(72)	-	(142)	(214)
Interest expenses	利息開支	(14)	(6)	(58)	(78)
Share of loss of an associate	分佔一間聯營公司虧損	(4,787)	-	-	(4,787)
Fair value changes on other financial asset	其他金融資產之公平值變動	(220)	-	-	(220)

		For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度			
		Trading of metal 金屬貿易 HK\$'000 千港元	Money lending services 放債服務 HK\$'000 千港元	Education management services 教育管理服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Change in fair value of commodity inventories	商品存貨公平值變動	(21)	-	-	(21)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(768)	-	(281)	(1,049)
Depreciation of right-of-use assets	使用權資產折舊	(516)	(132)	-	(648)
Reversal of provision/(provision) of loss allowance on trade and other receivables	撥回計提/(計提)貿易及 其他應收款項 虧損撥備	12	-	(212)	(200)
Interest expenses	利息開支	(24)	(4)	-	(28)
Share of loss of an associate	分佔一間聯營公司虧損	(378)	-	-	(378)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

5. SEGMENT INFORMATION (continued)

(c) Geographical information

The Company is an investment holding company incorporated in Hong Kong and the principal place of the Group's operations is Hong Kong. Accordingly, the management determines that the Group is domiciled in Hong Kong.

The Group's revenue from customers and information about its specified non-current assets, comprising property, plant and equipment, interest in an associate and right-of-use assets, by geographical location are detailed below:

5. 分部資料 (續)

(c) 地域資料

本公司為一間於香港註冊成立的投資控股公司，而本集團的主要經營地點為香港。因此，管理層決定本集團以香港為其基地。

本集團按地域位置劃分來自客戶的收入及有關其特定非流動資產包括物業、廠房及設備、於一間聯營公司之權益及使用權資產的資料詳情如下：

		Revenue from customers*	
		來自客戶的收入*	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	12,386	9,387
PRC Mainland	中國內地	35,955	4,545
		48,341	13,932

* Based on location of customers.

* 按客戶的位置劃分。

		Specified non-current assets	
		特定非流動資產	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	5,348	13,809
PRC Mainland	中國內地	5,155	1,654
		10,503	15,463

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

5. SEGMENT INFORMATION (continued)

(d) Disaggregation of revenue

5. 分部資料 (續)

(d) 收入分拆

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度			
		Trading of metal 金屬貿易 HK\$'000 千港元	Money lending services 放債服務 HK\$'000 千港元	Education management services 教育管理服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Primary geographical markets	主要地區市場				
Hong Kong	香港	12,386	-	-	12,386
PRC Mainland	中國內地	22,162	-	13,793	35,955
		34,548	-	13,793	48,341

		For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度			
		Trading of metal 金屬貿易 HK\$'000 千港元	Money lending services 放債服務 HK\$'000 千港元	Education management services 教育管理服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Primary geographical markets	主要地區市場				
Hong Kong	香港	9,387	-	-	9,387
PRC Mainland	中國內地	-	-	4,545	4,545
		9,387	-	4,545	13,932

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

5. SEGMENT INFORMATION (continued)

(e) Disaggregation of revenue from contracts with customers

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
By timing of revenue recognition:	按收入確認時間劃分：		
Control transferred over time	隨時間過去而轉移的控制權	13,793	4,545
Control transferred at a point in time	於某個時間點轉移的控制權	34,548	9,387
		48,341	13,932

(f) Information about major customers

Revenue from major customers, each of them accounted for 10% or more of the Group's revenue and is reported under the segment of trading of metal and education management services, are set out below:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Customer A ¹	客戶A ¹	12,386	9,387
Customer B ²	客戶B ²	N/A 不適用	1,641
Customer C ¹	客戶C ¹	9,681	N/A 不適用
Customer D ¹	客戶D ¹	9,585	N/A 不適用

¹ Revenue from trading of metal

² Revenue from education management services

N/A: Not applicable as the revenue generated by the customer is less than 10% of the Group's revenue.

5. 分部資料 (續)

(e) 來自客戶合約的收入分拆

(f) 有關主要客戶的資料

來自各佔本集團收入10%或以上的主要客戶及在金屬貿易及教育管理服務分部項下呈報的收入載列如下：

¹ 來自金屬貿易之收入

² 來自教育管理服務之收入

不適用：當客戶產生的收入不足本集團所得收入的10%時不適用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. OTHER INCOME

6. 其他收益

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interest income from rental deposit	來自租金按金的利息收入	12	15
Government grant	政府資助	264	-
Gain on lease early termination	提前終止租賃收益	89	-
Others	其他	193	64
		558	79

During the year ended 31 December 2022, the Group recognized government grants of approximately HK\$264,000 in respect of Covid-19-related subsidies, of which approximately HK\$264,000 relates to Employment Support Scheme provided by the Hong Kong government. All grants are recognized when there is reasonable assurance that the Group is complied with the conditions attaching and that the grants will be received.

截至二零二二年十二月三十一日止年度，本集團就Covid-19相關的補貼確認政府資助約264,000港元，其中約264,000港元與香港政府提供的就業支持計劃有關。當有合理保證本集團符合所附條件且將收到這些資助時，將確認所有資助。

During the year ended 31 December 2022, certain monthly lease payments for the leases of the Group's properties have been waived by the lessors. These rent concessions occurred as a direct consequence of Covid-19 pandemic and met of all of the conditions in HKFRS 16.46B, and the Group applied the practical expedient not to assess whether the changes constitute lease modifications. The effects on changes in lease payments due to forgiveness or waiver by the lessors for the relevant leases of approximately HK\$132,000 were recognised as negative variable lease payments.

截至二零二二年十二月三十一日止年度，出租人已免除集團物業租賃的某些每月租賃付款。這些租金減讓是Covid-19大流行的直接後果，符合HKFRS 16.46B中的所有條件，本集團採用便於實務操作的方法，不評估這些變動是否構成租賃修改。因出租人就相關租賃寬恕或豁免而對租賃付款變動產生的影響約132,000港元被確認為負可變租賃付款。

7. EMPLOYEE COSTS

7. 僱員成本

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Employee costs (including directors' emoluments) comprise:	僱員成本 (包括董事酬金) 包括：		
Salaries and bonus, allowances and benefits	薪金及花紅、津貼及福利	12,968	18,272
Contributions to defined contribution retirement plans	定額供款退休計劃供款	201	235
		13,169	18,507

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綜合財務報表附註

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

8. DIRECTORS' EMOLUMENTS

(a) Directors' and chief executive's emoluments

Directors' emoluments disclosed pursuant to section 383 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Chapter 622G of the laws of Hong Kong) are as follows:

For the year ended 31 December 2022

8. 董事酬金

(a) 董事及最高行政人員酬金

根據公司條例(香港法例第622章)第383條及公司(披露董事利益資料)規例(香港法例第622G章)所披露之董事酬金如下:

截至二零二二年十二月三十一日止年度

	Fee	Salaries, allowances and benefits in kind	Discretionary bonus	Pension scheme contributions	Equity-settled share-based payments	Total
	袍金	薪金、津貼及實物福利	酌情花紅	退休金計劃供款	以股本結算之股份基礎給付	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
	(Note (ii)) (附註(ii))	(Note (iii)) (附註(iii))			(Note (iv)) (附註(iv))	
Executive directors 執行董事						
Mr. Wang Wendong (Note (i)) 王文東先生(附註(i))	144	1,800	-	18	-	1,962
Mr. Fung Chi Kin 馮志堅先生	144	1,200	-	-	-	1,344
Total 總計	288	3,000	-	18	-	3,306
Independent non-executive directors ("INED") 獨立非執行董事(「獨立非執行董事」)						
Mr. Zhou Tianshu 周天舒先生	200	-	-	-	-	200
Ms. Wu Liyan 吳勵妍女士	200	-	-	-	-	200
Ms. Wong Susan Chui San 黃翠珊女士	200	-	-	-	-	200
Total 總計	600	-	-	-	-	600

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

8. DIRECTORS' EMOLUMENTS (continued)

(a) Directors' and chief executive's emoluments

(continued)

Directors' emoluments disclosed pursuant to section 383 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong) and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Chapter 622G of the laws of Hong Kong) are as follows:

(continued)

For the year ended 31 December 2021

8. 董事酬金 (續)

(a) 董事及最高行政人員酬金 (續)

根據公司條例(香港法例第622章)第383條及公司(披露董事利益資料)規例(香港法例第622G章)所披露之董事酬金如下:(續)

截至二零二一年十二月三十一日止年度

	Fee	Salaries, allowances and benefits in kind	Discretionary bonus	Pension scheme contributions	Equity-settled share-based payments	Total
	袍金	薪金、津貼及實物福利	酌情花紅	退休金計劃供款	以股本結算之股份基礎給付	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
	(Note (ii))	(Note (iii))			(Note (iv))	
	(附註(ii))	(附註(iii))			(附註(iv))	
Executive directors						
執行董事						
Mr. Wang Wendong (Note (i))	144	1,950	-	18	132	2,244
王文東先生(附註(i))						
Mr. Fung Chi Kin	144	1,300	-	-	132	1,576
馮志堅先生						
Total	288	3,250	-	18	264	3,820
總計						
Independent non-executive directors ("INED")						
獨立非執行董事(「獨立非執行董事」)						
Mr. Zhou Tianshu	200	-	-	-	13	213
周天舒先生						
Ms. Wu Liyan	200	-	-	-	13	213
吳勵妍女士						
Ms. Wong Susan Chui San	200	-	-	-	13	213
黃翠珊女士						
Total	600	-	-	-	39	639
總計						

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綜合財務報表附註

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

8. DIRECTORS' EMOLUMENTS (continued)

(a) Directors' and chief executive's emoluments

(continued)

Notes:

- (i) Mr. Wang Wendong is also chief executive officer of the Company.
- (ii) Fees included director's fee received from subsidiaries of the Company.
- (iii) Salaries, allowance and benefits in kind paid to or for the executive directors of the Company are generally emoluments paid or receivable in respect of those peoples' other services in connection with the management of the affairs of the Company and its subsidiaries undertakings.
- (iv) Details of the equity-settled share-based payments regarding to the share options granted to directors, eligible employees and other eligible participants are set out in Note 26.

8. 董事酬金 (續)

(a) 董事及最高行政人員酬金 (續)

附註：

- (i) 王文東先生同時為本公司行政總裁。
- (ii) 袍金包括已收本公司附屬公司的董事袍金。
- (iii) 向本公司執行董事支付之薪金、津貼及實物福利乃一般為就該等人士管理本公司之事務及其附屬公司之業務所提供之其他服務而支付或應收之薪酬。
- (iv) 有關向董事、合資格僱員及其他合資格參與者授出的購股權以股本結算之股份基礎給付的詳情載於附註26。

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綜合財務報表附註

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

8. DIRECTORS' EMOLUMENTS (continued)

(a) Directors' and chief executive's emoluments

(continued)

During the year ended 31 December 2022, no emoluments have been paid by the Group to the directors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as a compensation for loss of office (2021: Nil).

During the year ended 31 December 2022, none of the directors of the Company have waived or agreed to waive any emoluments during the year (2021: Nil).

(b) Directors' retirement benefits and termination benefits

None of the directors of the Company received or will receive any retirement benefits or termination benefits during the year (2021: Nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2022, the Company did not pay consideration to any third parties for making available directors' services (2021: Nil).

(d) Information about loans, quasi-loans and other dealings in favor of directors, controlled bodies corporate by and connected entities with such directors

As at 31 December 2022, there is no loans, quasi-loans and other dealing arrangements in favor of directors, controlled bodies corporate by and connected entities with such directors (2021: Nil).

8. 董事酬金 (續)

(a) 董事及最高行政人員酬金 (續)

截至二零二二年十二月三十一日止年度，本集團概無向董事或五名最高薪酬人士支付任何酬金，作為加入本集團或於加入本集團後的獎勵，或作為離職補償（二零二一年：無）。

截至二零二二年十二月三十一日止年度，概無本公司董事於年內已放棄或同意放棄任何酬金（二零二一年：無）。

(b) 董事的退休福利及終止福利

於年內概無本公司董事收取或將收取任何退休福利或終止福利（二零二一年：無）。

(c) 就獲得董事服務向第三方提供的代價

截至二零二二年十二月三十一日止年度，本公司並無就獲得董事服務向任何第三方支付代價（二零二一年：無）。

(d) 有關向董事、受該等董事控制的法人團體及該等董事的關連實體提供的貸款、準貸款及其他交易的資料

於二零二二年十二月三十一日，並無向董事、受該等董事控制的法人團體及該等董事的關連實體提供貸款、準貸款及其他交易安排（二零二一年：無）。

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綜合財務報表附註

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

8. DIRECTORS' EMOLUMENTS (continued)

(e) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, 2 (2021: 2) were directors of the Company whose emoluments are included in the analysis presented above. The emoluments of the remaining individuals were as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries, allowances and benefits	薪金、津貼及福利	2,280	3,328
Contributions to defined contribution retirement plan	定額供款退休計劃供款	54	36
		2,334	3,364

Their emoluments were within the following bands:

		2022 二零二二年 No. of individuals 人數	2021 二零二一年 No. of individuals 人數
Below HK\$1,000,000	1,000,000港元以下	3	2
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	-	1
		3	3

8. 董事酬金 (續)

(e) 五名最高薪酬人士

本集團五名最高薪酬人士中包括二名(二零二一年：二名)本公司董事(彼等的酬金包括於上文呈列之分析中)。其餘人士的酬金如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries, allowances and benefits	薪金、津貼及福利	2,280	3,328
Contributions to defined contribution retirement plan	定額供款退休計劃供款	54	36
		2,334	3,364

彼等之酬金介乎以下範圍：

		2022 二零二二年 No. of individuals 人數	2021 二零二一年 No. of individuals 人數
Below HK\$1,000,000	1,000,000港元以下	3	2
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	-	1
		3	3

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

9. FINANCE COSTS

9. 財務成本

	Note 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interest on borrowings		67	39
Interest on lease liabilities	14	152	92
		219	131

10. LOSS BEFORE INCOME TAX EXPENSE

Loss before income tax expense is arrived at after charging/
(crediting):

10. 除所得稅開支前虧損

除所得稅開支前虧損乃經扣除／(計
入) 以下各項達致：

	Note 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Auditors' remuneration		600	600
Exchange losses/(gains) – net		645	(85)
Lease payments not included in the measurement of lease liabilities	14	1,435	1,399

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11. INCOME TAX EXPENSE/(CREDIT)

11. 所得稅開支／(抵免)

	Note 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current tax: 即期稅項：			
Charge for the year 年度支出		75	4
Deferred tax: 遞延稅項：			
Charge/(credit) for the year 年度支出／(抵免)	24	194	(143)
Income tax expense/(credit) 所得稅開支／(抵免)		269	(139)

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operates.

本集團須按實體基準就本集團成員公司註冊及營運所在的司法權區中產生或取得的溢利繳納所得稅。

Pursuant to the rules and regulations of the British Virgin Islands (“BVI”), the Group is not subject to any income tax in the BVI.

根據英屬處女群島（「英屬處女群島」）規則及規定，本集團無須繳納任何英屬處女群島所得稅。

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit for the year ended 31 December 2022 (2021: 16.5%).

於截至二零二二年十二月三十一日止年度，香港利得稅乃按估計應課稅溢利以16.5%（二零二一年：16.5%）的稅率計算。

Under the law of the PRC Mainland on Enterprise Income Tax (the “EIT Law”) and Interpretation Regulation of the EIT Laws, the tax rate of the PRC Mainland subsidiaries is 25% for the year ended 31 December 2022 (2021: 25%).

根據中國內地企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，於截至二零二二年十二月三十一日止年度，中國內地附屬公司的稅率為25%（二零二一年：25%）。

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11. INCOME TAX EXPENSE/(CREDIT) (continued)

The income tax expense/(credit) can be reconciled to the loss before income tax expense per the consolidated statement of profit or loss and other comprehensive income as follows:

11. 所得稅開支／(抵免) (續)

所得稅開支／(抵免)與綜合損益及其他全面收益表之除所得稅開支前虧損對賬如下：

	Note 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss before income tax expense 除所得稅開支前虧損		(22,895)	(31,499)
Tax calculated at domestic tax rate of 16.5% (2021: 16.5%) 按本地稅率16.5%計算之稅項(二零二一年：16.5%)		(3,778)	(5,197)
Effect of different tax rate of subsidiaries operating in other jurisdictions 於其他司法權區經營之附屬公司使用不同稅率之影響		111	(399)
Tax effect of income not taxable for tax purposes 毋須課稅收入之稅務影響		(49)	(77)
Tax effect of expenses not deductible for tax purposes 不可扣稅開支之稅務影響		4,099	3,556
Tax effect of tax losses not recognized 未確認稅項虧損之稅務影響		621	1,984
Tax effect of other temporary differences not recognized 未確認其他暫時差額之稅務影響		191	137
Utilization of previous unrecognized tax losses 動用之前未確認稅項虧損		(1,120)	-
Accrual/(reversal) of withholding tax liabilities 預扣稅負債計提／(撥回)	24	194	(143)
Income tax expense/(credit) for the year 年內所得稅開支／(抵免)		269	(139)

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11. INCOME TAX EXPENSE/(CREDIT) (continued)

As at 31 December 2022, the Group had estimated unused tax losses of approximately HK\$49,295,000 (2021: approximately HK\$45,786,000) which are available for offset against future profits. No deferred tax asset has been recognized in respect of the estimated tax losses due to unpredictability of future profit streams. Tax losses amounted to approximately HK\$44,526,000 (2021: approximately HK\$40,840,000) may be carried forward indefinitely and approximately RMB253,000 (equivalent to approximately HK\$285,000) (2021: approximately RMB4,095,000 (equivalent to approximately HK\$4,946,000)) will expire in five years.

Under the EIT Law of the PRC Mainland, withholding tax at 10% is imposed on dividends declared to its immediate holding company outside of the PRC Mainland in respect of the profits earned by the PRC Mainland subsidiary from 1 January 2008 and onwards. A lower 5% withholding tax rate may be applied when the immediate holding company is established in Hong Kong according to the tax treaty arrangement between the PRC Mainland and Hong Kong.

11. 所得稅開支／(抵免) (續)

於二零二二年十二月三十一日，本集團有估計未動用稅項虧損約49,295,000港元(二零二一年：約45,786,000港元)，可供抵銷未來溢利。由於無法預計未來溢利來源，概無就估計稅項虧損確認遞延稅項資產。為數約44,526,000港元(二零二一年：約40,840,000港元)之稅項虧損可無限期結轉，而約人民幣253,000元(相等於約285,000港元)(二零二一年：約人民幣4,095,000元(相等於約4,946,000港元))將於五年內到期。

根據中國內地企業所得稅法，自二零零八年一月一日起，中國內地附屬公司就其賺取的溢利向其於中國內地境外的直接控股公司宣派的股息應按10%的稅率繳納預扣稅。根據中國內地與香港之間的稅收協定安排，當直接控股公司於香港成立時，可以適用較低的5%預扣稅率。

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

12. LOSS PER SHARE

12. 每股虧損

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss	虧損		
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(22,074)	(29,159)
		2022 二零二二年	2021 二零二一年
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share (in thousand)	用以計算每股基本虧損之普通股加權平均數目 (千股)	829,404	742,298

Diluted loss per share for loss attributable to owners of the Company for the years ended 31 December 2021 and 2022 was the same as basic loss per share because the impact of the exercise of share options is anti-dilutive.

截至二零二一年及二零二二年十二月三十一日止年度，本公司擁有人之每股攤薄虧損跟每股基本虧損一致。因為行使購股權之影響為反攤薄效應。

The details of the share option are set out in Note 26.

購股權詳情載於附註26。

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13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Equipment and computer software 設備及 電腦軟件 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Furniture and fixture 傢俬及裝置 HK\$'000 千港元	Motor vehicle 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本					
As at 1 January 2021	於二零二一年一月一日	3,320	1,585	3,867	772	9,544
Additions	增加	96	-	601	489	1,186
Exchange alignment	匯兌調整	5	-	26	7	38
As at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	3,421	1,585	4,494	1,268	10,768
Exchange alignment	匯兌調整	(15)	-	(102)	(39)	(156)
As at 31 December 2022	於二零二二年十二月三十一日	3,406	1,585	4,392	1,229	10,612
Accumulated depreciation	累計折舊					
As at 1 January 2021	於二零二二年一月一日	3,151	1,460	1,612	772	6,995
Charge for the year	年度支出	80	125	900	88	1,193
Exchange alignment	匯兌調整	1	-	4	1	6
As at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	3,232	1,585	2,516	861	8,194
Charge for the year	年度支出	85	-	1,012	115	1,212
Exchange alignment	匯兌調整	(4)	-	(31)	(8)	(43)
As at 31 December 2022	於二零二二年十二月三十一日	3,313	1,585	3,497	968	9,363
Net carrying value	賬面淨值					
As at 31 December 2022	於二零二二年十二月三十一日	93	-	895	261	1,249
As at 31 December 2021	於二零二一年十二月三十一日	189	-	1,978	407	2,574

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14. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The consolidated statement of financial position shows the following amounts relating to leases:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Right-of-use assets	使用權資產		
Properties	物業	6,338	5,186

During the year ended 31 December 2022, additions to the right-of-use assets were approximately HK\$4,406,000 (2021: approximately HK\$5,632,000).

For the year ended 31 December 2022, the Group leases properties for its operations. Lease contracts for other assets are entered into for a fixed term of 2 to 5 years (2021: 2-3 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

14. 使用權資產及租賃負債

綜合財務狀況表列示以下與租賃有關的金額：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Right-of-use assets		
Properties	6,338	5,186

截至二零二二年十二月三十一日止年度，使用權資產添置約為4,406,000港元（二零二一年：約5,632,000港元）。

於二零二二年十二月三十一日止年度內，本集團租賃物業用於營運。其他資產的租賃合約乃按2至5年（二零二一年：2至3年）的固定期限訂立。租賃條款乃按個別基準磋商，包括各種不同條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

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

14. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

14. 使用權資產及租賃負債 (續)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	2,282	2,767
Within a period of more than one year but not more than two years	一年以上但不超過兩年的 期間內	1,976	1,787
Within a period of more than two years but not more than five years	兩年以上但不超過五年的 期間內	2,978	854
		7,236	5,408
Less: Total future interest expenses	減：未來利息開支總額	(599)	(147)
Lease liabilities included in the consolidated statement of financial position as at 31 December	計入於十二月三十一日的綜合 財務狀況表的租賃負債	6,637	5,261
Less: Amount due for settlement within 12 months shown under current liabilities	減：列作流動負債的 於12個月內到期 償還的款項	(2,035)	(2,667)
Amount due for settlement after 12 months shown under non-current liabilities	列作非流動負債的 於12個月後到期 償還的款項	4,602	2,594

The lease liabilities of the Group are unguaranteed and secured by rental deposits.

本集團的租賃負債為無擔保，且以租金按金作抵押。

The carrying amount of lease liabilities are denominated in HK\$ and RMB.

租賃負債的賬面值以港元及人民幣計值。

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14. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The following are the amounts recognized in profit or loss:

		Properties 物業	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Notes 附註	
Depreciation expense of right-of-use assets	使用權資產的折舊開支		2,392
Interest expense on lease liabilities	租賃負債的利息開支	9	152
Expense relating to short-term leases	有關短期租賃的開支	10	1,435
			3,979
			4,249

The Group had total cash outflows for leases of approximately HK\$3,635,000 during the year ended 31 December 2022 (2021: approximately HK\$4,207,000). As at 31 December 2021 and 2022, no leases committed but not yet commenced.

Termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The Group assesses at lease commencement date whether it is reasonably certain to be not exercised the termination options. Periods after termination options are only included in the lease term if the lease is reasonably certain to be not terminated.

14. 使用權資產及租賃負債 (續)

以下為於損益確認的款項：

截至二零二二年十二月三十一日止年度，本集團的租賃現金流出總額約為3,635,000港元（二零二一年：約為4,207,000港元）。於二零二一年及二零二二年十二月三十一日，並無已承擔但尚未開始的租賃。

終止選擇權包含在集團的許多物業租賃中。這些選擇權使在管理集團運營中使用的資產方面最大限度地提高運營靈活性。本集團於租賃開始日評估是否合理確定終止選擇權不會被行使。只有在合理確定租賃不會終止的情況下，終止選擇權後的期間才包括在租賃期中。

15. INTEREST IN AN ASSOCIATE

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cost of investment in an associate, unlisted	於一間聯營公司之投資成本，未上市	8,000	8,000
Share of post-acquisition losses and other comprehensive loss	分佔收購後虧損及其他全面虧損	(5,084)	(297)
		2,916	7,703

15. 於一間聯營公司之權益

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15. INTEREST IN AN ASSOCIATE (continued)

Details of the Group's associate as at 31 December 2021 and 2022 are as follows:

Name of entity 實體名稱	Place of business/ country of incorporation 營業地點/ 註冊成立所在地	Particulars of issued shares held 所持已發行 股份詳情	% of equity interest attributable to the Group		Principal activity 主要活動
			2022 二零二二年	2021 二零二一年	
Loco Precious Metal Limited ("LPM") 港銀貴金屬有限公司 ("港銀貴金屬")	Hong Kong 香港	Ordinary shares 普通股	40% (Indirectly) (間接)	40% (Indirectly) (間接)	Trading of metal in Hong Kong 於香港從事金屬貿易

Summarized financial information in respect of the Group's material associate is set out below:

15. 於一間聯營公司之權益 (續)

於二零二一年及二零二二年十二月三十一日，本集團之聯營公司詳情如下：

有關本集團重大聯營公司的財務資料概要載列如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current assets	流動資產	7,339	19,499
Non-current assets	非流動資產	-	-
Current liabilities	流動負債	48	243
Non-current liabilities	非流動負債	-	-
Revenue	收入	(11,259)	220
Loss for the year	年度虧損	(11,965)	(946)
Other comprehensive income	其他全面收益	-	-
Total comprehensive loss	全面虧損總額	(11,965)	(946)

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15. INTEREST IN AN ASSOCIATE (continued)

Reconciliation of the summarized financial information to the carrying amount of the interest in an associate recognized in the consolidated financial statements:

15. 於一間聯營公司之權益 (續)

財務資料概要與綜合財務報表中確認的於聯營公司權益的賬面值的對賬：

		For the year ended 31 December 2022 截至 二零二二年 十二月三十一 止年度 HK\$'000 千港元	For the year ended 31 December 2021 截至 二零二一年 十二月三十一 止年度 HK\$'000 千港元
Loss for the year	年內虧損	(11,965)	(946)
Total comprehensive loss	全面虧損	(11,965)	(946)
Proportion of the Group's ownership interest in associate	本集團於聯營公司的擁有權權益比例	40%	40%
The Group's share of post-acquisition losses and other comprehensive loss of associate	本集團應佔聯營公司收購後虧損及其他全面虧損	(4,787)	(378)
Cost of investment in associate	投資聯營公司的成本	8,000	8,000
Carrying amount of the interest in an associate	於聯營公司的權益的賬面值	2,916	7,703

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16. OTHER FINANCIAL ASSETS

16. 其他金融資產

	Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Financial assets measured at FVTPL	按公平值計入損益計量之金融資產		
Unlisted equity securities A	非上市股本證券A (a) and (c) (a)及(c)	4,280	4,500
Unlisted equity securities B	非上市股本證券B (b) and (c) (b)及(c)	-	1,000
		4,280	5,500

Notes:

- (a) The unlisted equity securities A are shares in Lexus Group (Asia) Limited ("Lexus"), a company incorporated in Hong Kong which is currently trading gold, silver and other precious and base metals. As at 31 December 2022, the Group held 18% equity interest in Lexus (2021: 18%).
- (b) The unlisted equity securities B are shares in Grand Max Enterprises Limited ("Grand Max"), a company incorporated in Hong Kong which is currently investing in some innovative technology projects. At at 31 December 2021, the Group held 16.7% equity interest in Grand Max. During the year, the Group disposed all its equity interests in Grand Max to an independent third party.
- (c) Information about the Group's exposure to equity price risk are set out in Note 3.1. For information about the methods and assumptions used in determining fair value are set out in Note 3.3.

附註：

- (a) 非上市股本證券A為聯達集團(亞洲)有限公司(「聯達」，一間於香港註冊成立之公司，目前買賣黃金、白銀及其他貴金屬及基本金屬)之股份。於二零二二年十二月三十一日，本集團持有聯達的18%股權(二零二一年：18%)。
- (b) 非上市股本證券B為浩明企業有限公司(「浩明」，一間於香港註冊成立之公司，目前投資若干創新技術項目)之股份。於二零二一年十二月三十一日，本集團持有浩明的16.7%股權。於本年度，本集團出售其在浩明的全部股權予一獨立第三方人士。
- (c) 有關本集團面臨的股本價格風險的資料載於附註3.1。有關釐定公平值所用的方法及假設的資料載於附註3.3。

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17. INVENTORIES

17. 存貨

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Silver	白銀	148	143
Low value consumables	低價值之消耗品	113	113
		261	256

The fair values of the Commodity Inventories were determined by the Company by reference to the price available in active market including London Bullion Market Association.

商品存貨的公平值乃由本公司經參考於活躍市場(包括倫敦金銀市場協會)可得的價格釐定。

The fair value of the Commodity Inventories is a level 2 recurring fair value measurement. The fair value measurement is based on the inventories' highest and best use, which does not differ from their actual use.

商品存貨的公平值屬第二級經常性公平值計量。公平值計量乃以存貨之最高及最佳用途為基礎，其與有關存貨之實際用途並無差別。

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

18. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

18. 貿易及其他應收款項及預付款項

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Trade receivables	貿易應收款項	10,618	3,088
Less: provision for loss allowance (Note (c))	減：計提虧損撥備 (附註(c))	(372)	(166)
Trade receivables – net (Note (a))	貿易應收款項－淨額 (附註(a))	10,246	2,922
Loan interest receivable	應收貸款利息	893	893
Less: provision for loss allowance (Note (c))	減：計提虧損撥備 (附註(c))	(893)	(893)
Loan interest receivable – net (Note (b))	應收貸款利息－淨額 (附註(b))	–	–
Other receivables and deposits	其他應收款項及按金	19,273	9,940
Less: provision for loss allowance (Note (c))	減：計提虧損撥備 (附註(c))	(208)	(239)
Other receivables and deposits – net	其他應收款項及按金－淨額	19,065	9,701
Prepayments	預付款項	113	292
		29,424	12,915

(a) Trade receivables

The credit period granted to customers are 1 month – 3 months generally.

The aging analysis of the trade receivables based on the date of demand note is as follows:

(a) 貿易應收款項

授予客戶的信貸期一般為1個月至3個月。

基於即期票據日期作出的貿易應收款項賬齡分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0 – 30 days	0至30日	8,388	578
31 – 90 days	31至90日	922	–
91 – 180 days	91至180日	426	543
Over 180 days	超過180日	510	1,801
		10,246	2,922

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

18. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (continued)

(a) Trade receivables (continued)

As at 31 December 2022, included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately HK\$1,998,000 which are past due at the reporting date. Out of the past due balances, approximately HK\$73,000 has been past due 90 days or more and is not considered as in default. The Group does not hold any collateral over these balances.

During the year ended 31 December 2022, the Group recognized a loss allowance of approximately HK\$227,000 (2021: approximately HK\$36,000), based on individual risk assessment. The movement of the loss allowance is set out in Note (c).

(b) Loan interest receivable

The Group's loan interest receivable arises from the money lending business of providing personal loans in Hong Kong. The loan interest receivable was secured by collateral provided by personal guarantee and a property located in Hong Kong. Further details of the loan are set out in Note 19.

The movement of the loss allowance of loan interest receivable is set out in Note (c).

18. 貿易及其他應收款項及預付款項 (續)

(a) 貿易應收款項 (續)

於二零二二年十二月三十一日，本集團的貿易應收款項結餘包括賬面總額約1,998,000港元的債務人，其債務於報告日逾期。在逾期結餘中，約73,000港元已逾期90天或以上，但並不被視為違約。本集團並無就該等結餘持有任何抵押品。

截至二零二二年十二月三十一日止年度，本集團基於個別風險評估確認虧損撥備約227,000港元（二零二一年：約36,000港元）。虧損撥備變動載於附註(c)。

(b) 應收貸款利息

本集團的應收貸款利息產生自於香港提供個人貸款的放債業務。應收貸款利息以個人擔保提供的抵押品及位於香港的一處物業作抵押。貸款的進一步詳情載於附註19。

有關應收貸款利息的虧損撥備變動載於附註(c)。

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18. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (continued)

(c) Provision for loss allowance

Trade receivables

The Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9 and provide impairment based on lifetime ECL for all the trade receivables. To measure the expected credit losses, trade receivables have been based on individual risk assessment. The expected credit losses below also incorporate forward-looking information.

18. 貿易及其他應收款項及預付款項 (續)

(c) 計提虧損撥備

貿易應收款項

本集團應用簡化方法按香港財務報告準則第9號規定就預期信貸虧損計提撥備及按全期預期信貸虧損為所有貿易應收款項提供減值。為計量預期信貸虧損，貿易應收款項已根據個別風險評估分類。以下預期信貸虧損亦包含前瞻性資料。

		0-30 days	31-90 days	91-180 days	Over 180 days	Trade receivables Total
		0至30日	31至90日	91至180日	超過180日	貿易應收款項總額
As at 31 December 2022	於二零二二年十二月三十一日					
Expected credit loss rate (average)	預期信貸虧損率 (平均)	2.7%	6.0%	6.0%	9.6%	3.5%
Gross carrying amount (HK\$'000)	賬面總值 (千港元)	8,620	981	453	564	10,618
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	232	59	27	54	372

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

18. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (continued)

(c) Provision for loss allowance (continued) Trade receivables (continued)

18. 貿易及其他應收款項及預付款項 (續)

(c) 計提虧損撥備 (續) 貿易應收款項 (續)

		0-30 days 0至30日	91-180 days 91至180日	181 days- 1 year 181日至1年	Trade receivables Total 貿易應收 款項總額
As at 31 December 2021	於二零二一年 十二月三十一日				
Expected credit loss rate (average)	預期信貸虧損率 (平均)	2.5%	6.1%	6.1%	5.4%
Gross carrying amount (HK\$'000)	賬面總值 (千港元)	593	578	1,917	3,088
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	15	35	116	166

The movement in the provision for loss allowance in respect of trade receivables during the years ended 31 December 2021 and 2022 is as follows:

截至二零二一年及二零二二年十二月三十一日止年度，與貿易應收款項有關的虧損撥備變動情況如下：

		Lifetime ECL - (not credit- impaired) 全期預期 信貸虧損 - (非信貸減值)	Lifetime ECL - (credit-impaired) 全期預期 信貸虧損 - (信貸減值)	Total 總計
As at 1 January 2021	於二零二一年一月一日	125	-	125
Provide made for the year	年內計提	36	-	36
Exchange alignment	匯兌調整	5	-	5
As at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	166	-	166
Transfer to credit-impaired	轉撥至信貸減值	(29)	29	-
Provision made for the year	年內計提	341	23	364
Reversal of provision made for the year	年內計提撥回	(137)	-	(137)
Exchange alignment	匯兌調整	(19)	(2)	(21)
As at 31 December 2022	二零二二年十二月三十一日	322	50	372

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18. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (continued)

(c) Provision for loss allowance (continued)

Loan interest receivable

The Group applies the general approach to providing for expected credit losses prescribed by HKFRS 9 and provide impairment based on lifetime ECL. As at 31 December 2022, the total carrying amount of the loan interest receivable is overdue by more than 3 years and the total carrying amount of loan interest receivable is determined to be credit-impaired after considering the overdue aging analysis and other qualitative factors. To measure the expected credit losses, loan interest receivable has been based on individual risk assessment. The expected credit losses below also incorporate forward-looking information.

18. 貿易及其他應收款項及預付款項 (續)

(c) 計提虧損撥備 (續)

應收貸款利息

本集團採用香港財務報告準則第9號規定的一般方法就預期信貸虧損作出撥備及根據全期預期信貸虧損提供減值。於二零二二年十二月三十一日，應收貸款利息的賬面總值逾期超過三年，且應收貸款利息的賬面總值於考慮逾期賬齡分析及其他定性因素後釐定信貸減值。為計量預期信貸虧損，應收貸款利息已根據個別風險評估分類。以下預期信貸虧損亦包含前瞻性資料。

		Loan interest receivable 應收貸款利息
As at 31 December 2022	於二零二二年十二月三十一日	
Expected credit loss rate (average)	預期信貸虧損率 (平均)	100%
Gross carrying amount (HK\$'000)	賬面總值 (千港元)	893
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	893

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

18. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (continued)

(c) Provision for loss allowance (continued) Loan interest receivable (continued)

18. 貿易及其他應收款項及預付款項 (續)

(c) 計提虧損撥備 (續) 應收貸款利息 (續)

		Loan interest receivable 應收貸款利息
<hr/>		
As at 31 December 2021	於二零二一年十二月三十一日	
Expected credit loss rate (average)	預期信貸虧損率 (平均)	100%
Gross carrying amount (HK\$'000)	賬面總值 (千港元)	893
<hr/>		
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	893

The movement in the provision for loss allowance in respect of loan interest receivable during the years ended 31 December 2021 and 2022 is as follows:

截至二零二一年及二零二二年十二月三十一日止年度與應收貸款利息有關的虧損撥備變動情況如下：

		Lifetime ECL – (credit-impaired) 全期預期信貸 虧損 – 信貸減值 HK\$'000 千港元
<hr/>		
As at 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年一月一日、 二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日	893

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

18. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (continued)

(c) Provision for loss allowance (continued)

Other receivables and deposits

The Group applies the general approach to providing for expected credit losses prescribed by HKFRS 9, and provide impairment based on 12m ECL. To measure the expected credit losses, other receivables and deposits have been based on individual risk assessment. The expected credit losses below also incorporate forward-looking information.

18. 貿易及其他應收款項及預付款項 (續)

(c) 計提虧損撥備 (續)

其他應收款項及按金

本集團採用一般方法按香港財務報告準則第9號規定就預期信貸虧損計提撥備及根據12個月預期信貸虧損提供減值。為計量預期信貸虧損，其他應收款項及按金已根據個別風險評估分類。以下預期信貸虧損亦包含前瞻性資料。

		Other receivables and deposits 其他應收款項及按金
As at 31 December 2022		
於二零二二年十二月三十一日		
Expected credit loss rate (average)	預期信貸虧損率 (平均)	1.1%
Gross carrying amount (HK\$'000)	賬面總值 (千港元)	19,273
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	208
		Other receivables and deposits 其他應收款項及按金
As at 31 December 2021		
於二零二一年十二月三十一日		
Expected credit loss rate (average)	預期信貸虧損率 (平均)	2.4%
Gross carrying amount (HK\$'000)	賬面總值 (千港元)	9,940
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	239

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

18. TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (continued)

(c) Provision for loss allowance (continued)

Other receivables and deposits (continued)

The movement in the provision for loss allowance in respect of other receivables and deposits during the years ended 31 December 2021 and 2022 is as follows:

		12m ECL 12個月預期 信貸虧損 HK\$'000 千港元
As at 1 January 2021	於二零二一年一月一日	71
Provision made for the year	年內計提	164
Exchange alignment	匯兌調整	4
As at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	239
Reversal of provision made for the year	年內計提撥回	(239)
Provision made for the year	年內計提	226
Exchange alignment	匯兌調整	(18)
As at 31 December 2022	於二零二二年十二月三十一日	208

(d) Denominated currencies

The carrying amounts of the Group's trade and other receivables and prepayments are denominated in the following currencies:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	港元	754	970
RMB	人民幣	28,670	11,945
		29,424	12,915

18. 貿易及其他應收款項及預付款項 (續)

(c) 計提虧損撥備 (續)

其他應收款項及按金 (續)

截至二零二一年及二零二二年十二月三十一日止年度與其他應收款項及按金有關的虧損撥備變動如下：

(d) 計值貨幣

本集團貿易及其他應收款項以及預付款項的賬面值以下列貨幣計值：

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

19. LOAN RECEIVABLE

19. 應收貸款

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loan receivable	應收貸款	7,589	7,589
Less: provision for loss allowance	減：計提虧損撥備	(7,589)	(7,589)
Loan receivable – net	應收貸款－淨額	–	–

The Group's loan receivable arises from the money lending business of providing personal loans in Hong Kong, with interest bearing at 8% per annum and denominated in HK\$. The loan receivable was secured by personal guarantee and a property located in Hong Kong and the Company is as the third mortgagee of the secured property.

本集團的應收貸款產生自於香港提供個人貸款的放債業務，按年利率8%計息，且以港元計值。應收貸款以個人擔保及位於香港的一處物業作抵押，且本公司為已抵押物業的第三方承押人。

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

19. LOAN RECEIVABLE (continued)

The Group applies the general approach to providing for expected credit losses prescribed by HKFRS 9 and provide impairment based on lifetime ECL. As at 31 December 2022, the total carrying amount of loan receivable is overdue by more than 3 years and the total carrying amount of loan receivable is determined to be credit-impaired after considering the overdue aging analysis and other qualitative factors. To measure the expected credit losses, loan receivable has been based on individual risk assessment. The expected credit losses below also incorporate forward-looking information.

19. 應收貸款 (續)

本集團採用香港財務報告準則第9號規定的一般方法就預期信貸虧損作出撥備及根據全期預期信貸虧損提供減值。於二零二二年十二月三十一日，應收貸款的賬面總值逾期超過三年，且應收貸款的賬面總值於考慮逾期賬齡分析及其他定性因素後釐定信貸減值。為計量預期信貸虧損，應收貸款已根據個別風險評估分類。以下預期信貸虧損亦包含前瞻性資料。

		2022 二零二二年	2021 二零二一年
Expected credit loss rate	預期信貸虧損率	100%	100%
Gross carrying amount (HK\$'000)	賬面總值 (千港元)	7,589	7,589
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	7,589	7,589

The movements on the Group's provision for loss allowance of loan receivable is as follow:

本集團計提應收貸款虧損撥備的變動如下：

		Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (信貸減值) HK\$'000 千港元
As at 1 January 2021,	於二零二一年一月一日、二零二一年	
31 December 2021,	十二月三十一日、二零二二年一月一日	
1 January 2022 and	及二零二二年十二月三十一日	
31 December 2022		7,589

There were no transfer into or out of stage 3 during the year.

於年度間，並無第三階段的轉入或轉出。

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

20. CASH AND CASH EQUIVALENTS

20. 現金及現金等價物

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash on hand	手頭現金	238	207
Cash at banks	銀行現金	3,942	20,673
Cash and cash equivalents	現金及現金等價物	4,180	20,880

Cash at banks earns interest at floating rates based on daily bank deposit rates.

銀行現金按每日銀行存款利率賺取浮動利息。

The carrying amounts of the Group's cash and cash equivalent are denominated in the following currencies:

本集團的現金及現金等價物賬面值以下列貨幣計值：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	港元	3,209	13,407
US\$	美元	4	4
RMB	人民幣	967	7,469
		4,180	20,880

At the end of the reporting period, the cash and cash equivalents of the Group denominated in RMB amounted to approximately HK\$967,000 (2021: approximately HK\$7,469,000). The RMB held in the PRC Mainland is not freely convertible into other currencies. However, under PRC Mainland's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorized to conduct foreign exchange business.

於報告期末，本集團以人民幣計值的現金及現金等價物約為967,000港元（二零二一年：約7,469,000港元）。於中國內地持有的人民幣不能自由兌換成其他貨幣。然而，根據中國內地外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權開展外匯業務的銀行將人民幣兌換成其他貨幣。

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21. OTHER PAYABLES AND ACCRUALS

21. 其他應付款項及應計費用

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Other payables and accruals	其他應付款項及應計費用	2,204	2,033

The carrying amounts of the Group's other payables, accruals and deposits received are denominated in the following currencies:

本集團的其他應付款項、應計費用及已收按金賬面值以下列貨幣計值：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	港元	1,381	1,421
RMB	人民幣	823	612
		2,204	2,033

22. BORROWINGS

The borrowings represent loans denominated in HK\$ from shareholders bearing interest at 2.5% per annum which are unsecured and are repayable within one year.

22. 貸款

貸款指股東以港元計值提供的貸款，按年息2.5%計息，為無抵押及於一年內償還。

23. CONTRACT LIABILITIES

23. 合同負債

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Contract liabilities	合同負債		
Trading of metal (Note (i))	金屬貿易 (附註(i))	4,215	-

Note(i)

No revenue recognised that was included in the contract liability balance at the beginning of the year and no revenue recognised from performance obligation satisfied in prior year.

Typical payment terms which impact on the amount of contract liabilities recognized are as follows:

Trading of metal

The Group receives deposits from customers when they sign the sale and purchase agreement, this will give rise to contract liabilities at the start of a contract. The increase in contract liabilities as at 31 December 2022 was mainly due to the increase in deposits received from customers in relation to the provision of trading of metal at the end of the year.

附註(i)

於年初，未確認包含在合同負債餘額中的收入及於上一年度，沒有因滿足履約責任而確認的收入。

影響確認合同負債金額的典型支付條款如下：

金屬貿易

本集團在客戶簽訂買賣協議時收取客戶訂金，這將導致在合同開始時產生合同負債。於二零二二年十二月三十一日的合同負債增加主要是由於年末收到與提供金屬貿易有關的客戶保證金增加所致。

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24. DEFERRED TAX LIABILITIES

The following is the analysis of the deferred tax balances for financial reporting purposes:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	194	-

The following is the deferred tax liabilities recognized and movements thereon during the years ended 31 December 2021 and 2022:

		Undistributed earnings of the PRC subsidiary 中國附屬公司的 未分派盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2021	於二零二一年一月一日的結餘	143	143
Credited from profit or loss (Note 11)	自損益計入(附註11)	(143)	(143)
Balance at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日 的結餘	-	-
Charged to profit or loss (Note 11)	自損益扣除(附註11)	194	194
Balance at 31 December 2022	於二零二二年十二月三十一日 的結餘	194	194

Under the EIT Law of the PRC Mainland, withholding tax is imposed on dividends declared in respect of profits earned by a PRC subsidiary from 1 January 2008 onwards. As at 31 December 2022, the deferred tax has been provided on the undistributed earnings of the PRC Mainland subsidiary.

24. 遞延稅項負債

以下為以財務報告為目的之遞延稅項結餘分析：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	194	-

以下為於截至二零二一年及二零二二年十二月三十一日止年度確認的遞延稅項負債及變動：

		Undistributed earnings of the PRC subsidiary 中國附屬公司的 未分派盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2021	於二零二一年一月一日的結餘	143	143
Credited from profit or loss (Note 11)	自損益計入(附註11)	(143)	(143)
Balance at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日 的結餘	-	-
Charged to profit or loss (Note 11)	自損益扣除(附註11)	194	194
Balance at 31 December 2022	於二零二二年十二月三十一日 的結餘	194	194

根據中國內地企業所得稅法，自二零零八年一月一日起，就中國附屬公司賺取的溢利宣派股息須繳納預扣稅。於二零二二年十二月三十一日，已就中國內地附屬公司的未分派盈利計提遞延稅項撥備。

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25. SHARE CAPITAL

25. 股本

		Number of ordinary shares 普通股數目	Share capital 股本
	Note 附註		HK\$'000 千港元
Issued and fully paid:			
As at 1 January 2021		691,170,000	161,112
Issue of shares by placements	(b)	138,234,000	27,236
As at 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年 十二月三十一日、 二零二二年一月一日及 二零二二年 十二月三十一日	829,404,000	188,348

Notes:

- (a) In accordance with section 135 of the Hong Kong Companies Ordinance, the ordinary shares of the Company do not have a par value.
- (b) On 19 August 2021, 138,234,000 new ordinary shares were allotted and issued to independent investors at HK\$0.2 per share. The gross proceeds from the issue of shares amounted to approximately HK\$27,647,000 net of transaction costs of approximately HK\$411,000, in aggregate was credited to the Company's share capital.

附註：

- (a) 根據香港公司條例第135條，本公司的普通股並無面值。
- (b) 於二零二一年八月十九日，138,234,000股新普通股按每股0.2港元配發及發行予獨立投資者。發行股份的所得款項總額約為27,647,000港元，扣除交易成本約411,000港元，全部計入本公司的股本。

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26. SHARE OPTION SCHEME

The Company adopted a share option scheme on 22 July 2014 (the “Share Option Scheme”). Under the Share Option Scheme, the directors of the Company may, subject to and in accordance with the provisions of the Share Option Scheme and the GEM Listing Rules, at its discretion, grant options to any full-time or part-time employees, consultants or potential employees, consultants, executives or officers (including executive, non-executive and independent non-executive directors) of the Group, and any suppliers, customers, consultants, agents and advisers, who in the absolute discretion of the board of director has contributed or will contribute to the Group (collectively “Eligible Participants”).

The purpose of the Share Option Scheme is to provide incentive or reward for Eligible Participants for their contribution or potential contribution to the Group.

The Company has granted 1,630,000 shares on 10 April 2015 and 37,680,000 shares on 27 August 2019 of the Company under the Share Option Scheme up to the date of 2019 annual report. The Board proposes to seek approval of the shareholders by the passing of an ordinary resolution for the refreshment of the Scheme Mandate Limit. The refreshment of the Scheme Mandate Limit was approved by the shareholders at the annual general meeting held on 26 June 2020. After the refreshment of the Scheme Mandate Limit, the total number of shares (the “Shares”) of the Company available for issue under the Share Option Scheme was 57,617,000 Shares, representing 6.95% of total number of Shares in issue as at the date of this report.

The directors of the Company shall not grant options to any Eligible Participant if the acceptance of those options would result in the total number of Shares issued and to be issued to that participant on exercise of his options during any 12-month period up to the offer date exceeding 1% of the total number of Shares then in issue.

There is no general requirement that an option must be held for any minimum period before it can be exercised. The period during which an option may be exercised in accordance with the terms of the Share Option Scheme shall be the period of time to be notified by the directors of the Company to each grantee, which the director of the Company may in its absolute discretion determine, save that such period shall not be more than ten years commencing on the date upon which the vesting period as described in the respective grantee’s offer document commences.

26. 購股權計劃

本公司於二零一四年七月二十二日採納一項購股權計劃（「購股權計劃」）。根據該購股權計劃，本公司董事可在該購股權計劃及GEM上市規則的條文規限下及根據該購股權計劃及GEM上市規則的條文，酌情向本集團任何全職或兼職僱員、顧問或潛在僱員、顧問、行政人員或高級職員（包括執行、非執行及獨立非執行董事），以及董事會全權酌情認為曾經或將會對本集團作出貢獻之任何供應商、客戶、顧問、代理及諮詢人（統稱為「合資格參與者」）授出購股權。

購股權計劃旨在嘉許或酬謝曾經或可能會對本集團作出貢獻之合資格參與者。

截至二零一九年年報日期，本公司已於二零一五年四月十日及二零一九年八月二十七日根據購股權計劃授出1,630,000股及37,680,000股本公司股份。董事會擬尋求股東通過普通決議案批准更新計劃授權上限。股東於二零二零年六月二十六日召開的股東週年大會批准更新計劃授權上限。更新計劃授權上限後，購股權計劃項下可供發行之本公司股份（「股份」）總數為57,617,000股股份，佔於本報告日期已發行股份總數之6.95%。

本公司董事不得向任何合資格參與者授出購股權使接納該等購股權將導致於截至要約日期止任何12個月期間內因行使其購股權而發行或將發行予該參與者的股份總數超過當時已發行股份總數的1%。

對行使其購股權前必須持有的最低期限沒有基本要求。根據購股權計劃的條款可行使購股權的期間應為本公司董事按其全權酌情決定向各承授人通知的期間；惟該期間不得超過承授人各自的要求文件所述的歸屬期間開始之日起計十年。

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26. SHARE OPTION SCHEME (continued)

A remittance in favor of the Company of HK\$1.00 by way of consideration for the grant of the option should be submitted to the Company on or before the last day for acceptance. The option will be offered for acceptance for a period of 14 days from the date on which the option is granted.

The exercise price shall be determined by the board of directors but in any event shall be at least the highest of (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date on which the option is offered (the "Offer Date"); and (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the Offer Date.

The Share Option Scheme shall be valid and effective for a period commencing from the date on which the Share Option Scheme was conditionally adopted by an ordinary resolution of the shareholder of the Company on 22 July 2014 and ending on the tenth anniversary of the date of listing of the Company's shares on GEM of the Stock Exchange on 4 August 2014 (both dates inclusive), after which no further option will be granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme and options granted prior thereto but not yet exercised shall continue to be valid and exercisable in accordance with the Share Option Scheme.

The remaining life of the share option granted on 10 April 2015 under the Share Option Scheme as at 31 December 2022 was approximately 2.3 years.

The share options granted on 27 August 2019 under the Share Option Scheme expired during the year ended 31 December 2022.

26. 購股權計劃 (續)

就授出購股權以代價付予本公司1.00港元之匯款於接納的最後日期或之前提交予本公司。購股權將於授出日期起14天期間內提呈以供接納。

行使價應由董事會釐定，但在任何情況下不得低於以下最高者：(i)提呈購股權當日（「要約日期」）聯交所每日報價表所列股份的官方收市價；及(ii)緊接要約日期前五個營業日，聯交所每日報價表所列股份的平均官方收市價。

購股權計劃將自二零一四年七月二十二日，即購股權計劃透過本公司股東普通決議案獲有條件採納之日起至本公司股份於聯交所GEM上市日期二零一四年八月四日起計滿十週年期間（包括首尾兩日）有效及生效，其後概不會授出任何額外購股權，惟該購股權計劃的條文在所有其他方面仍有十足效力及生效，以令於該期限前或根據購股權計劃條文可能規定之其他方式授出之任何購股權可予行使，以及於該期限前授出但未獲行使之購股權將繼續有效及可根據購股權計劃行使。

於二零二二年十二月三十一日，根據購股權計劃於二零一五年四月十日授出之購股權剩餘期限約為2.3年。

截至二零二二年十二月三十一日止年度，根據購股權計劃於二零一九年八月二十七日授出之購股權已到期。

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26. SHARE OPTION SCHEME (continued)

The following table discloses the movements of the share options granted and lapsed under the Share Option Scheme during the year ended 31 December 2022:

26. 購股權計劃 (續)

下表披露於截至二零二二年十二月三十一日止年度根據購股權計劃授出及失效的購股權變動：

Category of grantee	Date of grant	Exercise period	Exercise price per share	Number of share options		
				Outstanding as at 1 January 2022	Expired during the year	Outstanding as at 31 December 2022
承授人類別	授出日期	行使期間	每股行使價	於二零二二年一月一日尚未行使	年內已到期	於二零二二年十二月三十一日尚未行使
Directors	27 August 2019	27 Aug 2019 to 26 Aug 2022 (Note)	HK\$0.616	13,110,000	(13,110,000)	-
董事	二零一九年八月二十七日	二零一九年八月二十七日至二零二二年八月二十六日 (附註)	0.616港元			
Employees	10 April 2015	10 April 2015 to 9 April 2025	HK\$0.78	160,000	-	160,000
僱員	二零一五年四月十日	二零一五年四月十日至二零二五年四月九日	0.78港元			
	27 August 2019	27 Aug 2019 to 26 Aug 2022 (Note)	HK\$0.616	23,500,000	(23,500,000)	-
	二零一九年八月二十七日	二零一九年八月二十七日至二零二二年八月二十六日 (附註)	0.616港元			
Others	10 April 2015	10 April 2015 to 9 April 2025	HK\$0.78	120,000	-	120,000
其他	二零一五年四月十日	二零一五年四月十日至二零二五年四月九日	0.78港元			
Total				36,890,000	(36,610,000)	280,000
總計						
Exercisable at the end of the year						280,000
年末可行使						
Weighted average exercise price				HK\$0.617	HK\$0.616	HK\$0.78
加權平均行使價				0.617港元	0.616港元	0.78港元

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26. SHARE OPTION SCHEME (continued)

The following table discloses the movements of the share options under the Share Option Scheme during the year ended 31 December 2021:

Category of grantee	Date of grant	Exercise period	Exercise price per share	Number of share options		
				Outstanding as at 1 January 2021	Lapsed during the year	Outstanding as at 31 December 2021
承授人類別	授出日期	行使期間	每股行使價	於二零二一年一月一日尚未行使	年內已失效	於二零二一年十二月三十一日尚未行使
Directors	27 August 2019	27 Aug 2019 to 26 Aug 2022 (Note)	HK\$0.616	13,110,000	-	13,110,000
董事	二零一九年八月二十七日	二零一九年八月二十七日至二零二二年八月二十六日(附註)	0.616港元			
Employees	10 April 2015	10 April 2015 to 9 April 2025	HK\$0.78	160,000	-	160,000
僱員	二零一五年四月十日	二零一五年四月十日至二零二五年四月九日	0.78港元			
	27 August 2019	27 Aug 2019 to 26 Aug 2022 (Note)	HK\$0.616	23,500,000	-	23,500,000
	二零一九年八月二十七日	二零一九年八月二十七日至二零二二年八月二十六日(附註)	0.616港元			
Others	10 April 2015	10 April 2015 to 9 April 2025	HK\$0.78	120,000	-	120,000
其他	二零一五年四月十日	二零一五年四月十日至二零二五年四月九日	0.78港元			
Total				36,890,000	-	36,890,000
Total						
Exercisable at the end of the year						36,890,000
年末可行使						
Weighted average exercise price				HK\$0.617	-	HK\$0.617
加權平均行使價				0.617港元	-	0.617港元

Note: The share options granted will vest to the grantees at the date of grant (i.e. 27 August 2019), the first and second anniversary of the date of grant (i.e. 27 August 2020 and 27 August 2021, respectively) at an average amount, the share options once vested shall be exercisable on a cumulative basis.

For the year ended 31 December 2022, the Group did not recognize equity-settled share-based payments expenses in respect of the Share Option Scheme (2021: approximately HK\$846,000).

No share options was granted and exercised during the years ended 31 December 2021 and 2022.

26. 購股權計劃(續)

下表披露於截至二零二一年十二月三十一日止年度購股權計劃項下的購股權變動：

Category of grantee	Date of grant	Exercise period	Exercise price per share	Number of share options		
				Outstanding as at 1 January 2021	Lapsed during the year	Outstanding as at 31 December 2021
承授人類別	授出日期	行使期間	每股行使價	於二零二一年一月一日尚未行使	年內已失效	於二零二一年十二月三十一日尚未行使
Directors	27 August 2019	27 Aug 2019 to 26 Aug 2022 (Note)	HK\$0.616	13,110,000	-	13,110,000
董事	二零一九年八月二十七日	二零一九年八月二十七日至二零二二年八月二十六日(附註)	0.616港元			
Employees	10 April 2015	10 April 2015 to 9 April 2025	HK\$0.78	160,000	-	160,000
僱員	二零一五年四月十日	二零一五年四月十日至二零二五年四月九日	0.78港元			
	27 August 2019	27 Aug 2019 to 26 Aug 2022 (Note)	HK\$0.616	23,500,000	-	23,500,000
	二零一九年八月二十七日	二零一九年八月二十七日至二零二二年八月二十六日(附註)	0.616港元			
Others	10 April 2015	10 April 2015 to 9 April 2025	HK\$0.78	120,000	-	120,000
其他	二零一五年四月十日	二零一五年四月十日至二零二五年四月九日	0.78港元			
Total				36,890,000	-	36,890,000
Total						
Exercisable at the end of the year						36,890,000
年末可行使						
Weighted average exercise price				HK\$0.617	-	HK\$0.617
加權平均行使價				0.617港元	-	0.617港元

附註：該等已授出的購股權將於授出日期(即二零一九年八月二十七日)、授出日期的第一週年及第二週年當日(即分別為二零二零年八月二十七日及二零二一年八月二十七日)以平均數量歸屬於承授人，而購股權一經歸屬，則將可累積行使。

於截至二零二二年十二月三十一日止年度，本集團並無就購股權計劃確認以股本結算之股份基礎給付開支(二零二一年：約846,000港元)。

截至二零二一年及二零二二年十二月三十一日止年度概無購股權獲授出及行使。

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27. PARTICULARS OF SUBSIDIARIES

Details of subsidiaries as at 31 December 2021 and 2022 are as follows:

27. 附屬公司詳情

於二零二一年及二零二二年十二月三十一日的附屬公司詳情乃如下：

Name of subsidiary 附屬公司名稱	Place of incorporation or establishment 註冊成立或成立地點	Particulars of issued and fully paid share capital/ paid up capital 已發行及悉數繳足股本/ 已繳資本詳情	Place of operation and principal activities 營運地點及主要業務	Directly 直接		Indirectly 間接	
				2022 二零二二年	2021 二零二一年	2022 二零二二年	2021 二零二一年
New Eagle International Limited 新揚國際有限公司	Hong Kong 香港	Ordinary shares HK\$10,000 10,000港元的普通股	Investment holding in Hong Kong 於香港投資控股	100%	100%	-	-
Loco HK Limited Loco HK Limited	BVI 英屬處女群島	10 Ordinary shares of US\$1 each 10股每股面值 1美元的普通股	Investment holding in Hong Kong 於香港投資控股	100%	100%	-	-
Gold Convergence Limited 鑫中匯有限公司	Hong Kong 香港	Ordinary shares HK\$10,000 10,000港元的普通股	Investment holding in Hong Kong 於香港投資控股	100%	100%	-	-
Full Time Investment Holdings Limited Full Time Investment Holdings Limited	BVI 英屬處女群島	10,000 Ordinary shares of US\$1 each 10,000股每股面值 1美元的普通股	Investment holding in Hong Kong 於香港投資控股	100%	100%	-	-
Lead The Way Limited 領路有限公司	Hong Kong 香港	Ordinary shares HK\$10,000 10,000港元的普通股	Inactive 暫無營業	100%	100%	-	-
Success Vision International Holdings Limited 成策國際控股有限公司	BVI 英屬處女群島	10,000 Ordinary shares of US\$1 each 10,000股每股面值 1美元的普通股	Investment holding in Hong Kong 於香港投資控股	100%	100%	-	-
China New Era Investment Limited 中國新時代投資有限公司	BVI 英屬處女群島	1 Ordinary share of US\$1 each 1股每股面值 1美元的普通股	Investment holding in Hong Kong 於香港投資控股	100%	100%	-	-
True Time International Investments Limited ("True Time") (Note 2) (Note 5) True Time International Investments Limited ("True Time") (附註2) (附註5)	BVI 英屬處女群島	10,000 Ordinary shares of US\$1 each 10,000股每股面值 1美元的普通股	Investment holding in Hong Kong 於香港投資控股	100%	57%	-	-
Loco Metal International Limited Loco Metal International Limited	BVI 英屬處女群島	1,000 Ordinary shares of US\$1 each 1,000股每股面值 1美元的普通股	Investment holding in Hong Kong 於香港投資控股	100%	100%	-	-
China Precision Material Limited 香江貴金屬電子材料 有限公司	Hong Kong 香港	Ordinary shares HK\$20,000,000 20,000,000港元的 普通股	Metal and commodity forward contracts trading in Hong Kong 於香港進行金屬買賣及 商品遠期合約貿易	-	-	100%	100%

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綜合財務報表附註

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

27. PARTICULARS OF SUBSIDIARIES (continued)

27. 附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation or establishment 註冊成立或成立地點	Particulars of issued and fully paid share capital/ paid up capital 已發行及悉數繳足股本/ 已繳資本詳情	Place of operation and principal activities 營運地點及主要業務	Directly 直接		Indirectly 間接	
				2022 二零二二年	2021 二零二一年	2022 二零二二年	2021 二零二一年
CPM Silver Limited 香江銀業有限公司	Hong Kong 香港	Ordinary shares HK\$10,000 10,000港元的普通股	Silver processing in Hong Kong 於香港進行白銀加工	-	-	100%	100%
United Bridge Limited 匯橋有限公司	Hong Kong 香港	Ordinary shares HK\$10,000 10,000港元的普通股	Investment holding in Hong Kong 於香港投資控股	-	-	100%	100%
World Bridge Limited 世橋有限公司	Hong Kong 香港	Ordinary share HK\$1 1港元的普通股	Inactive 暫無營業	-	-	100%	100%
United Worth Finance Limited 匯銀財務有限公司	Hong Kong 香港	Ordinary shares HK\$10,000 10,000港元的普通股	Provision of money lending services in Hong Kong 於香港提供放債服務	-	-	100%	100%
Gold Prosperous City Limited (Note 2) 鑫城興有限公司(附註2)	Hong Kong 香港	Ordinary shares HK\$10,000 10,000港元的普通股	Investment holding in Hong Kong 於香港投資控股	-	-	100%	57%
Loco Hong Kong Green Energy Limited 港銀新能源有限公司	Hong Kong 香港	Ordinary shares HK\$10,000 10,000港元的普通股	Investment holding in PRC Mainland 於中國內地投資控股	-	-	100%	100%
Loco Hong Kong Green Energy (Shenzhen) Limited* (Note 3) 港銀新能源(深圳)有限公司(附註3)	PRC Mainland 中國內地	Paid up capital RMB500,000 已繳資本人民幣500,000元	Inactive 暫無營業	-	-	100%	100%
Sichuan Loco Yahui Education Management Limited* ("Loco Yahui") (Note 2) (Note 3) (Note 4) 四川港銀雅匯教育管理有限公司("港銀雅匯")(附註2)(附註3)(附註4)	PRC Mainland 中國內地	Paid up capital RMB10,000,000 已繳資本 人民幣10,000,000元	Education management services in PRC Mainland 於中國內地提供 教育管理服務	-	-	100%	57%
Loco (HK) Metal Limited 港銀金屬有限公司	Hong Kong 香港	Ordinary shares HK\$10,000 10,000港元普通股	Investment holding in PRC Mainland 於中國內地投資控股	-	-	100%	100%
Sichuan Loco Metal Technology Limited* (Note 3) 四川港銀金屬科技有限公司(附註3)	PRC Mainland 中國內地	Paid up capital RMB2,000,000 已繳資本 人民幣2,000,000元	Metal trading in PRC Mainland 於中國內地進行金屬貿易	-	-	100%	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

27. PARTICULARS OF SUBSIDIARIES (continued)

Notes:

- (1) Newly incorporated during the year ended 31 December 2022.
- (2) Non-controlling interest for the years ended 31 December 2021, the details are set out in Note 31.
- (3) It is wholly-foreign-owned enterprise under the PRC Mainland Law.
- (4) During the year ended 31 December 2021, the Group entered into a sale and purchase agreement with an independent third party to acquire 9% of the issued share capital of Loco Yahui. After the acquisition, the Group indirectly held 57% equity interest in Loco Yahui. The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group.

Consideration paid

		HK\$'000 千港元
Cash	現金	1,083

Difference between the amount of the adjustment to non-controlling interests and consideration paid is summarized as below:

非控股權益調整數額與已支付代價之間的差異匯總如下：

		HK\$'000 千港元
Consideration paid	已支付代價	1,083
Adjustment to non-controlling interests	非控股權益調整數額	(1,103)
		(20)

27. 附屬公司詳情 (續)

附註：

- (1) 於截至二零二二年十二月三十一日止年度新註冊成立。
- (2) 於截至二零二一年十二月三十一日止年度擁有非控股權益，詳情載於附註31。
- (3) 根據中國內地法律，其為外商獨資企業。
- (4) 於二零二一年十二月三十一日止年度，本集團與獨立第三方就收購於港銀雅匯9%的已發行股本訂立買賣協議。收購完成後，本集團間接持有港銀雅匯57%的股權。本集團將與非控股權益的交易（並不導致喪失控制權）視作與本集團權益擁有人的交易。

已支付代價

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

27. PARTICULARS OF SUBSIDIARIES (continued)

Notes: (continued)

- (5) During the year, the Group entered into a sale and purchase agreement with Mr. Hon Hang to acquire 43% of the issued share capital of True Time at the consideration of USD1 in cash. After the acquisition, the Group directly held 100% equity interest in True Time (2021: 57%) and indirectly held 100% equity interest in Loco Yahui (2021: 57%). The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group.

Consideration paid

	HK\$'000 千港元
Cash	現金
	— [#]

Difference between the amount of the adjustment to non-controlling interests and consideration paid is summarized as below:

非控股權益調整數額與已支付代價之間的差異匯總如下：

	HK\$'000 千港元
Consideration paid	已支付代價
Adjustment to non-controlling interests	非控股權益調整數額
	287
	287

* English name for identification purpose only

[#] Less than HK\$1,000

[#] 少於千港元

27. 附屬公司詳情 (續)

附註：(續)

- (5) 於本年度，本集團與韓珩先生就收購於True Time 43%的已發行股本訂立買賣協議，作價為1美元的現金。收購完成後，本集團直接持有True Time 100%的股權（二零二一年：57%）及間接有港銀雅匯100%的股權（二零二一年：57%）。本集團將與非控股權益的交易（並不導致喪失控制權）視作與本集團權益擁有人的交易。

已支付代價

	HK\$'000 千港元
Cash	現金
	— [#]

非控股權益調整數額與已支付代價之間的差異匯總如下：

	HK\$'000 千港元
Consideration paid	已支付代價
Adjustment to non-controlling interests	非控股權益調整數額
	287
	287

* English name for identification purpose only

[#] Less than HK\$1,000

[#] 少於千港元

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

28. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities:

28. 綜合現金流量表附註

融資活動所產生的負債對賬：

		Borrowings 貸款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2022	於二零二二年一月一日	-	5,261	5,261
Changes from financing cash flows:	融資現金流量變動：			
Interest element of lease payment paid	已付租賃付款的利息部分	-	(152)	(152)
Repayments of capital element of lease payment	租賃付款資本部分的還款	-	(2,048)	(2,048)
Proceeds from borrowings	貸款所得款項	13,560	-	13,560
Repayments of borrowings	貸款的還款	(1,510)	-	(1,510)
		12,050	(2,200)	9,850
Other changes:	其他變動：			
New lease entered	訂立新租賃	-	4,406	4,406
Interest expenses	利息開支	-	152	152
Lease termination	已終止的租賃	-	(839)	(839)
Exchange alignment	匯兌調整	-	(143)	(143)
As at 31 December 2022	於二零二二年十二月三十一日	12,050	6,637	18,687

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

28. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

Reconciliation of liabilities arising from financing activities: (continued)

28. 綜合現金流量表附註 (續)

融資活動所產生的負債對賬：(續)

		Borrowings 貸款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2021	於二零二一年一月一日	-	2,375	2,375
Changes from financing cash flows:	融資現金流量變動：			
Interest element of lease payment paid	已付租賃付款的利息部分	-	(92)	(92)
Repayments of capital element of lease payment	租賃付款資本部分的還款	-	(2,716)	(2,716)
Proceeds from borrowings	貸款所得款項	3,000	-	3,000
Repayments of borrowings	貸款的還款	(3,000)	-	(3,000)
		-	(2,808)	(2,808)
Other changes:	其他變動：			
New lease entered	訂立新租賃	-	5,602	5,602
Interest expenses	利息開支	-	92	92
As at 31 December 2021	於二零二一年十二月三十一日	-	5,261	5,261

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

29. RELATED PARTIES TRANSACTIONS AND CONNECTED TRANSACTIONS

In addition to those disclosed elsewhere in the consolidated financial statements, the Group has not entered into any significant related party transactions during the years ended 31 December 2021 and 2022.

Key management personnel compensation

Key management includes members of the board of directors and other members of key management of the Group. Their emoluments are set out as follows:

29. 關連方交易及關連交易

除此綜合財務報表其他部分所披露者外，本集團於截至二零二一年及二零二二年十二月三十一日止年度並無訂立任何重大關連方交易。

主要管理人員薪酬

主要管理層包括本集團董事會成員及其他主要管理層成員。彼等之薪酬載列如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries and short-term employee benefits	薪金及短期僱員福利	5,568	7,642
Post-employment benefits	離職後福利	72	65
		5,640	7,707

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

30. 本公司財務狀況表及儲備變動

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	8,760	13,960
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	19,406	27,511
Deposits and prepayments	按金及預付款項	53	211
Cash and cash equivalents	現金及現金等價物	6	6,646
		19,465	34,368
Current liabilities	流動負債		
Other payables and accruals	其他應付款項及應計費用	747	711
Amounts due to subsidiaries	應付附屬公司款項	8,149	231
		8,896	942
Net current assets	流動資產淨值	10,569	33,426
Total assets less current liabilities	總資產減流動負債	19,329	47,386
Net assets	資產淨值	19,329	47,386
Capital and reserves	資本及儲備		
Share capital	股本	188,348	188,348
Reserves	儲備	(169,019)	(140,962)
Total equity	總權益	19,329	47,386

Approved and authorized for issue by the board of directors on 24 March 2023.

於二零二三年三月二十四日經由董事會批准及授權刊發。

Wang Wendong
王文東
Director
董事

Fung Chi Kin
馮志堅
Director
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

(continued)

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

30. 本公司財務狀況表及儲備變動 (續)

本集團綜合權益各組成部分的期初及期末結餘之間的對賬載於綜合權益變動表。本公司於年初及年末之間的個別權益組成部分的變動詳情載列如下：

		Share capital	Capital reserve	Equity-settled share-based payment reserves	Accumulated losses	Total equity
	Notes	股本	資本儲備	以股本結算之股份基礎給付儲備	累計虧損	總權益
	附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 January 2021	於二零二一年一月一日	161,112	301	7,000	(119,343)	49,070
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	(29,766)	(29,766)
Issue of new shares by way of placement	以配售方式發行新股份	27,647	-	-	-	27,647
Transaction costs attributable to issue of shares	發行股份應佔的交易成本	(411)	-	-	-	(411)
Recognition of equity-settled share-based payments	確認以股本結算之股份基礎給付	-	-	846	-	846
	26					
As at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	188,348	301	7,846	(149,109)	47,386
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	(28,057)	(28,057)
Expired share option	購股權到期	-	-	(7,757)	7,757	-
As at 31 December 2022	於二零二二年十二月三十一日	188,348	301	89	(169,409)	19,329

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

31. NON-CONTROLLING INTERESTS

The total accumulated non-controlling interest as at the end of the year ended 31 December 2021 was approximately HK\$1,004,000 is related to the non-controlling interests (“NCI”) in True Time and its subsidiaries, which are principally engaged in provision of education management services in PRC Mainland. During the year, the Group entered into a sale and purchase agreement with Mr. Hon Hang to acquire 43% of the issued share capital of True Time at the consideration of USD1 in cash. After the acquisition, the Group held 100% equity interest in True Time and its subsidiaries (2021: 57%).

Set out below is summarized consolidated financial information for True Time and its subsidiaries.

Summarized consolidated statement of financial position

		As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元
Current assets	流動資產	21,005
Current liabilities	流動負債	(20,323)
Current net assets	流動資產淨值	682
Non-current assets	非流動資產	1,653
Non-current liabilities	非流動負債	-
Non-current net assets	非流動資產淨值	1,653
Net assets	資產淨值	2,335
Accumulated NCI	累計非控股權益	1,004

31. 非控股權益

於截至二零二一年十二月三十一日止年度末累計非控股權益總額約1,004,000港元，與True Time及其附屬公司的非控股權益（「非控股權益」）有關，而True Time及其附屬公司主要於中國內地從事提供教育管理服務。於本年度，本集團與韓珩先生就收購於True Time 43%的已發行股本訂立買賣協議，作價為1美元的現金。收購完成後，本集團持有True Time及其附屬公司100%的股權（二零二一年：57%）。

True Time及其附屬公司的綜合財務資料概述如下。

綜合財務狀況表概要

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

31. NON-CONTROLLING INTERESTS (continued) Summarized consolidated statement of profit or loss and other comprehensive income

31. 非控股權益 (續) 綜合損益及其他全面收益表概要

		2021 二零二一年 HK\$'000 千港元
Revenue	收入	4,545
Loss for the year	年內虧損	(4,558)
Other comprehensive income	其他全面收益	387
Total comprehensive loss	全面虧損	(4,171)
Loss allocated to NCI	分配予非控股權益的虧損	(2,201)
Total comprehensive loss allocated to NCI	分配予非控股權益的全面虧損	(2,014)

Summarized consolidated statement of cash flows

綜合現金流量表概要

		2021 二零二一年 HK\$'000 千港元
Cash flows from operating activities	經營活動產生的現金流量	(9,241)
Cash flows from investing activities	投資活動產生的現金流量	(1,180)
Cash flows from financing activities	融資活動產生的現金流量	7,596
Effect of foreign exchange rate changes	外匯匯率變動的影響	(69)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(2,894)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

32. FINANCIAL INSTRUMENT BY CATEGORY

32. 按類別劃分的金融工具

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Financial assets	金融資產		
<i>At amortized cost:</i>	<i>按攤銷成本：</i>		
– Trade and other receivables	– 貿易及其他應收款項	29,311	12,623
– Cash and cash equivalents	– 現金及現金等價物	4,180	20,880
<i>Mandatorily measured at FVTPL:</i>	<i>強制計量按公平值計入損益：</i>		
– Other financial assets	– 其他金融資產	4,280	5,500
		37,771	39,003
Financial liabilities	金融負債		
<i>At amortized cost:</i>	<i>按攤銷成本：</i>		
Other payables and accruals	其他應付款項及應計費用	2,204	2,033
Borrowings	貸款	12,050	–
Lease liabilities	租賃負債	6,637	5,261
		20,891	7,294

33. DIVIDENDS

No dividend was paid or proposed during the year ended 31 December 2022, nor has any dividend been proposed since the end of the reporting period (2021: Nil).

33. 股息

於截至二零二二年十二月三十一日止年度概無派付或建議派發任何股息，且自報告期末以來亦概無建議派發任何股息（二零二一年：無）。

FINANCIAL SUMMARY

財務概要

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out below:

本集團於過往五個財政年度之業績以及資產及負債概要載列如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Results	業績					
Revenue from continuing operations	持續經營業務收入	48,341	13,932	10,464	216,614	1,083,940
Loss before income tax from continuing operations	持續經營業務除所得稅前虧損	(22,895)	(31,499)	(45,952)	(20,403)	(22,572)
Loss for the year (including discontinued operations)	年度虧損 (包括已終止經營業務)	(23,164)	(31,360)	(46,737)	(26,304)	(27,653)
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		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Assets and liabilities	資產及負債					
Current assets	流動資產	33,865	34,051	37,219	61,867	162,865
Current liabilities	流動負債	20,576	4,700	3,779	9,250	86,652
Non-current assets	非流動資產	14,783	20,963	18,442	31,262	6,241
Non-current liabilities	非流動負債	4,796	2,594	659	871	-
Total equity	權益總額	23,276	47,720	51,223	83,008	82,454
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		2022 二零二二年	2021 二零二一年	2020 二零二零年	2019 二零一九年	2018 二零一八年
Key financial ratios	重要財務比率					
Current ratio	流動比率	1.65	7.24	9.85	6.69	1.88
Quick ratio	速動比率	1.63	7.19	9.78	6.66	1.40
Net gearing ratio	淨資本負債比率	38.4%	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Return on total assets	總資產回報率	(47.6%)	(57.0%)	(84.0%)	(28.2%)	(16.4%)
Return on equity	權益回報率	(99.5%)	(65.7%)	(91.2%)	(31.7%)	(33.5%)



Loco Hong Kong Holdings Limited
港銀控股有限公司