

Best Pacific International Holdings Limited 超盈國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 2111



2022

年報
ANNUAL REPORT

*BUILT ON
INNOVATION &
TECHNOLOGY*

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Lu Yuguang (*Chairman*)
Mr. Zhang Haitao (*Chief Executive Officer*)
Mr. Wu Shaolun
Ms. Zheng Tingting (*Chief Operating Officer*)
Mr. Chan Yiu Sing
(*Chief Financial Officer and Company Secretary*)
Mr. Lu Libin (*Chief Strategy Officer*)

Independent non-executive Directors

Mr. Cheung Yat Ming
Mr. Ding Baoshan
Mr. Kuo Dah Chih, Stanford

AUDIT COMMITTEE

Mr. Cheung Yat Ming (*Chairman*)
Mr. Ding Baoshan
Mr. Kuo Dah Chih, Stanford

REMUNERATION COMMITTEE

Mr. Ding Baoshan (*Chairman*)
Mr. Zhang Haitao
Mr. Cheung Yat Ming

NOMINATION COMMITTEE

Mr. Lu Yuguang (*Chairman*)
Mr. Cheung Yat Ming
Mr. Ding Baoshan

AUTHORISED REPRESENTATIVES

Mr. Zhang Haitao
Mr. Chan Yiu Sing

COMPANY SECRETARY

Mr. Chan Yiu Sing

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditors
35/F, One Pacific Place
88 Queensway
Hong Kong

董事會

執行董事

盧煜光先生 (*主席*)
張海濤先生 (*行政總裁*)
吳少倫先生
鄭婷婷女士 (*首席運營官*)
陳耀星先生
(*首席財務官兼公司秘書*)
盧立彬先生 (*首席戰略官*)

獨立非執行董事

張一鳴先生
丁寶山先生
郭大熾先生

審核委員會

張一鳴先生 (*主席*)
丁寶山先生
郭大熾先生

薪酬委員會

丁寶山先生 (*主席*)
張海濤先生
張一鳴先生

提名委員會

盧煜光先生 (*主席*)
張一鳴先生
丁寶山先生

授權代表

張海濤先生
陳耀星先生

公司秘書

陳耀星先生

核數師

德勤 • 關黃陳方會計師行
執業會計師
註冊公眾利益實體核數師
香港
金鐘道88號
太古廣場一座35樓

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

PRINCIPAL BANKS

Bank of China (Hong Kong) Limited
Bank of Communications Co., Ltd., Hong Kong Branch
CTBC Bank Co., Ltd.
Fubon Bank (Hong Kong) Limited
Hang Seng Bank Limited
Standard Chartered Bank (Hong Kong) Limited
Taishin International Bank Co., Ltd., Hong Kong Branch
The Bank of East Asia, Limited
The Hong Kong and Shanghai Banking Corporation Limited
United Overseas Bank Limited, Hong Kong Branch

REGISTERED OFFICE

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Xinsha Port Industrial Park
Machong Town
Dongguan City
The PRC

香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓
1712至1716號舖

開曼群島股份過戶登記總處

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

主要往來銀行

中國銀行(香港)有限公司
交通銀行股份有限公司香港分行
中國信託商業銀行股份有限公司
富邦銀行(香港)有限公司
恒生銀行有限公司
渣打銀行(香港有限公司)
台新國際商業銀行股份有限公司香港分行
東亞銀行有限公司
香港上海滙豐銀行有限公司
大華銀行有限公司香港分行

註冊辦事處

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

總部及中國主要營業地點

中國
東莞市
麻涌鎮
新沙港工業園

CORPORATE INFORMATION

公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

38th Floor
No. 9 Wing Hong Street
Lai Chi Kok
Kowloon
Hong Kong

COMPANY'S WEBSITE

www.bestpacific.com

STOCK CODE

2111

香港主要營業地點

香港
九龍
荔枝角
永康街9號
38樓

公司網站

www.bestpacific.com

股份代號

2111

CHAIRMAN'S STATEMENT

主席報告

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Best Pacific International Holdings Limited (the “**Company**” or “**Best Pacific**”, together with its subsidiaries, collectively, the “**Group**” or “**we**”), I am pleased to present the annual results for the year ended 31 December 2022.

Moving into 2022, the economic growth in both Mainland China and Hong Kong was significantly impacted by the anti-pandemic measures imposed during the outbreaks of the 2019 novel coronavirus disease (“**COVID**”) at different time throughout the year. The international geopolitical tensions and the rising interest rates had amplified the complications and challenges for all businesses and economies. According to the International Monetary Fund (“**IMF**”), global gross domestic product (“**GDP**”) for 2022 was estimated to be 3.4%, down 280 basis points from 6.2% in 2021. Meanwhile, the inflationary pressure persisted and the global inflation was reported to be 8.8% in 2022 by the IMF. Most central banks around the globe had adopted contractionary monetary policies to combat rising inflation and the majority of the international economies had experienced a notable surge in interest rates. The federal funds target rate of the United States of America (“**U.S.**”) had been pulled up 9 times consecutively since March 2022 and hit a fifteen-year high at a range of 4.75%-5.00%.

本人謹代表超盈國際控股有限公司（「**本公司**」或「**超盈國際**」，連同其附屬公司，統稱「**本集團**」或「**我們**」）董事（「**董事**」）會（「**董事會**」），欣然提呈截至二零二二年十二月三十一日止年度的全年業績。

回首二零二二年，在年內多次爆發二零一九年新型冠狀病毒肺炎（「**新冠**」）疫情的情況下，中國內地及香港的經濟發展均因防疫措施受到嚴重衝擊。國際地緣政治緊張局勢及利率上漲增加所有企業及經濟體需面對的困難及挑戰。根據國際貨幣基金組織（「**國際貨幣基金組織**」）的資料，二零二二年全球國內生產總值（「**國內生產總值**」）估計為3.4%，較二零二一年的6.2%下降280個基點。與此同時，通脹壓力持續，據國際貨幣基金組織報告，二零二二年全球通貨膨脹率為8.8%。全球大多數央行已採取貨幣緊縮政策以對抗不斷上升的通脹率，而大多數國際經濟體的利率均顯著上升。美利堅合眾國（「**美國**」）的聯邦基金目標利率自二零二二年三月起已連續九次上調，達到4.75%至5.00%之間，創下十五年新高。

CHAIRMAN'S STATEMENT

主席報告

The above global economic headwinds and the tightened financial conditions had led to a decline in consumer confidence and worsened business sentiment. The textile and garment sector had not been immune to these challenges. In response to the prevailing market uncertainties and noticeable inventory pressure, most international brand customers had opted to reduce their existing inventory levels and they generally turned to be more conservative with respect to their order placements in the second half of 2022. While recent financials showed that certain brand customers were still financially strong, most retailers were expected to continue their inventory optimization exercises throughout the first half of 2023.

On the other hand, due to the Russia-Ukraine war and the adverse economic impacts of COVID, we had continued to observe increased costs pressure throughout most of 2022. The overall upsurge in raw material prices had certainly added weight to our production costs, which had in turn adversely impacted our operating margins. Despite our efforts to manage the upsurge in raw materials costs through a combination of measures, the current economic conditions are not turning in our favour.

The resilience of our business was being tested once again, but we had confidence in our competitive edge and sound financial conditions, which had taken us through the era of black swans over the past few years and had made Best Pacific even stronger. We believe that our talented people, world-class innovation capabilities, international footprint, strong partnerships with customers will continue to win the applause from our esteemed customers. The Group is also dedicated to maintaining healthy cash flows and has implemented various measures, including cost controls and production efficiencies optimization, so as to weather through the current economic storm.

上述全球經濟不利因素及財務緊縮狀況令消費者信心走低及商業情緒惡化。紡織及服裝行業亦未能倖免。為應對當前市場的不確定性及巨大的庫存壓力，大多數國際品牌客戶選擇降低現有庫存水平，且彼等於二零二二年下半年下達訂單時通常更為保守。儘管近期財務數據顯示若干品牌客戶的財務狀況依然穩健，但預計大多數零售商將在整個二零二三年上半年繼續進行庫存優化。

另一方面，由於俄烏戰爭及新冠疫情導致的不利經濟因素影響，我們於二零二二年全年大多數時間均面對著成本上漲的壓力。原材料價格的整體上漲無疑增加了我們的生產成本，從而對我們的經營利潤率產生了不利影響。儘管我們努力通過多種措施控制原材料成本上漲帶來的影響，但當前的經濟狀況並不如我們所願。

我們業務的韌性再次受到考驗，但我們對我們的競爭優勢及穩健的財務狀況充滿信心，過去幾年我們正是藉此度過黑天鵝時期，使超盈國際變得更強盛。我們相信，憑藉我們的人才、世界一流的創新能力、國際業務版圖以及與客戶的穩固夥伴關係，我們將繼續贏得尊敬客戶的青睞。本集團亦致力維持穩健的現金流，並已實施包括成本控制及優化生產效率在內的多項措施，以抵禦當前的經濟風暴。

CHAIRMAN'S STATEMENT

主席報告

Despite ongoing market uncertainties since the second half of 2022, Best Pacific remains strongly committed to the implementation of its long-term strategies. While market conditions in 2023 are expected to be challenging amid the current macroeconomic environment, Best Pacific will continue to work closely with our customers and business partners. By remaining steadily focused and putting our strategies into actions, Best Pacific believes that we can deliver promising returns for our shareholders and stakeholders in the long run. Finally, I will also like to take this opportunity to express my gratitude to our customers, suppliers, business partners, and shareholders for their unwavering support throughout the history of Best Pacific and I would also like to extend our heartfelt appreciation to the Board of Directors and all our dedicated employees around the world for their relentless commitment, loyalty, professionalism, and contributions to the Group.

Lu Yuguang

Chairman

Hong Kong, 27 March 2023

儘管自二零二二年下半年以來市場一直存在不確定性，但超盈國際仍不遺餘力地實施其長期戰略。在當前的宏觀經濟環境下，預計二零二三年的市場行情將充滿挑戰，但超盈國際將繼續與客戶和業務夥伴緊密合作。超盈國際將保持一貫專注，將戰略付諸行動，相信一定能為股東及利益相關者帶來可觀的長期回報。最後，本人亦藉此機會感謝我們尊敬的客戶、供應商、業務夥伴及股東一直以來對超盈國際堅定不移的支持，亦衷心感謝董事會及全球所有恪盡職守的僱員對本集團作出的不懈努力、忠誠、專業及貢獻。

盧煜光

主席

香港，二零二三年三月二十七日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MARKET AND BUSINESS REVIEW

In 2022, the global economy had been impacted by unprecedented challenges including geopolitical tensions, the resurgence of COVID in certain parts of China and the associated control measures as well as the worsening global economic conditions. According to the IMF, a twenty first century record high global inflation was reported to be 8.8% in 2022 and the estimated GDP of 2022 of advanced economies was 2.7%, down from 5.4% in 2021. The GDP of the U.S. decreased from 5.9% in 2021 to 2.0% in 2022 while the GDP of the Euro area decreased from 5.3% in 2021 to 3.5% to 2022.

Alongside growing concerns of impending global recession, major central banks in both developed and emerging markets had been tightening their monetary policies by introducing series of interest rate hikes throughout 2022. The U.S. federal funds target rate had been increased from approximately 0.125% at the beginning of 2022 to approximately 4.375% in December 2022. The European Central Bank interest rate for marginal lending facilities had also been increased from 0.25% at the beginning of 2022 to 2.75% in December 2022.

While other countries began to reopen their borders and economies during the year, COVID related restrictions continued to be imposed in China and consumer confidence was hindered in 2022. Sporadic occurrences of COVID infection had led to more frequent and wider-ranged lockdowns in various regions in China in most time of 2022. In the fourth quarter of 2022, wider outbreaks of COVID occurring in China had led to tightened COVID-related health measures and lockdowns in major cities until the issuance of a series of new COVID response guidelines by the government in December 2022. Production and economic performance of China was inevitably hammered and the GDP of China in 2022 was down to 3.0% according to the National Bureau of Statistics of China, as compared to 8.4% in 2021.

市場及業務回顧

二零二二年，全球經濟因遭遇前所未有的挑戰而受到衝擊，包括地緣政治緊張局勢、中國部分地區的新冠疫情復發及其相關控制措施，以及全球經濟狀況的不斷惡化等。根據國際貨幣基金組織的數據，二零二二年全球通脹水平為8.8%，打破二十一世紀以來最高記錄，二零二二年發達經濟體的估計國內生產總值為2.7%，較二零二一年的5.4%有所下跌。美國國內生產總值由二零二一年的5.9%下跌至二零二二年的2.0%，而歐洲國內生產總值則由二零二一年的5.3%下跌至二零二二年的3.5%。

隨著對全球經濟衰退臨近的擔憂日益加劇，發達國家及新興市場的主要央行於二零二二年全年提出一系列加息來收緊貨幣政策。美國聯邦基金目標利率由二零二二年初的約0.125%上調至二零二二年十二月的約4.375%。歐洲央行的邊際貸款融資利率亦從二零二二年初的0.25%上調至二零二二年十二月的2.75%。

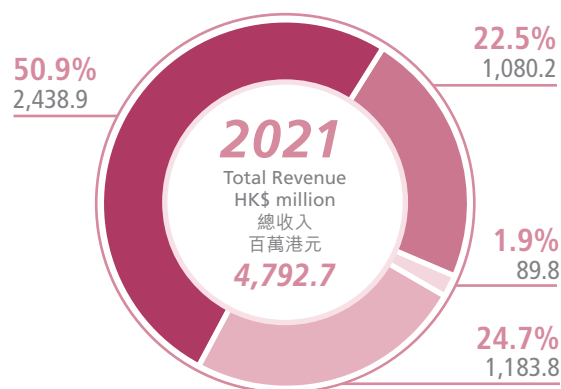
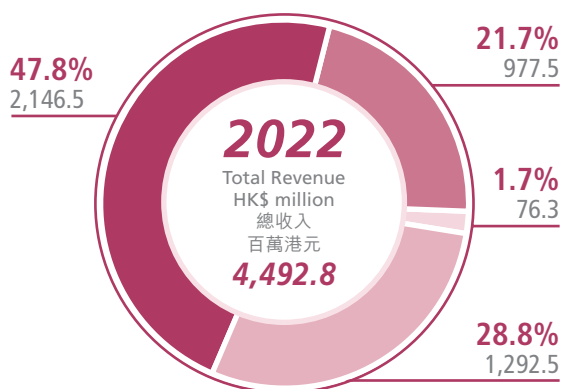
儘管其他國家於年內開始重開邊境和經濟，但中國於二零二二年仍實施新冠相關的限制措施，消費者信心受挫。於二零二二年的大部分時間，新冠感染零星散發導致中國多地的封鎖次數及範圍增加。於二零二二年第四季度，由於新冠在中國大面積爆發，導致主要城市採取更嚴格的新冠相關衛生措施並實施封鎖，直至二零二二年十二月，由於政府發佈一系列新的新冠應對措施。中國的生產及經濟表現不可避免地受到重創，根據中國國家統計局的資料，中國於二零二二年的國內生產總值增幅降至3.0%，而二零二一年為8.4%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the pandemic time, the global logistic problems had made most overseas retailers to increase their inventory levels aggressively. It had recently been reported that inventory levels of most overseas major retailers were still at high levels as sluggish retail sales had delayed the overall destocking process. In general, most brand owners had been conservative to their order placement in 2022, especially towards the second half of the year. According to the customs statistics of China, the export value of textile products in the second half of 2022 was only 71.6 billion U.S. Dollars (“US\$”), representing a notable drop of US\$5 billion in value or a 6.5% in percentage points, as compared to the corresponding period in 2021. In particular, export of textile and apparel products to the U.S. and Europe had experienced a notable decrease by approximately 14% in second half of 2022, as compared to corresponding period in 2021.

於疫情期間，全球物流問題迫使大多數海外零售商積極增加庫存水平。根據近期報導，由於零售銷售疲軟導致整體去庫存進程推遲，大多數海外主要零售商的存貨水平仍處於高位。於二零二二年，尤其是下半年，大多數品牌商下單時普遍持保守態度。根據中國海關統計，二零二二年下半年紡織品出口額僅為716億美元（「美元」），較二零二一年同期大幅減少50億美元或6.5%。其中，二零二二年下半年出口至美國及歐洲的紡織品及服裝產品較二零二一年同期顯著減少約14%。



 Elastic Fabric (Sportswear and apparel)
彈性織物面料 (運動服裝及服裝)

 Elastic Fabric (Lingerie)
彈性織物面料 (內衣)

 Elastic Webbing
彈性織帶

 Lace
蕾絲

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Meanwhile, we faced rising costs pressures in 2022, which undermined our profitability to a certain extent. Since the outbreak of the Russia-Ukraine war, Brent Crude oil price had been surging and peaked at over US\$120 per barrel in mid-2022. Although it gradually decreased to approximately US\$86 per barrel by the end of 2022, the prices of oil and many oil by-products were at a high level in most time of 2022. Coupled with the loosening monetary policies during the pandemic time in the past few years, most major global economies had experienced high inflationary pressure, which added pressure on our overall raw materials procurement prices and utility costs for most time in 2022.

Our business was inevitably affected to a certain extent by the macroeconomic environment in 2022. Our overall sales revenue recorded a year-on-year decrease of 6.3% to approximately HK\$4,492.8 million for the year ended 31 December 2022, as compared to HK\$4,792.7 million for the year ended 31 December 2021. As a result of the overall higher raw materials prices, the drop in the overall sales and the associated diseconomies of scale, our overall Group's gross profit margin was squeezed to approximately 18.9% in for the year ended 31 December 2022, representing a decrease of 4.3 percentage points, as compared to an overall Group's gross profit margin of 23.2% in 2021.

同時，我們於二零二二年面臨成本增加的壓力，這在一定程度上削弱了我們的盈利能力。自俄烏戰爭爆發以來，布倫特原油價格飆升，於二零二二年年中創下每桶逾120美元的高峰值。儘管其價格於二零二二年年末逐步降至每桶約86美元，但總體而言，石油價格及多項石油副產品的價格於二零二二年大部分時間均維持高位。加上過去幾年疫情期間的寬鬆貨幣政策，全球大部分主要經濟體承受著高通脹壓力，這些對我們於二零二二年多數時間的整體原材料採購價格及水電燃料成本產生更大壓力。

於二零二二年，我們的業務在一定程度上不可避免地受到宏觀經濟環境的影響。截至二零二二年十二月三十一日止年度，我們的整體銷售收入同比減少6.3%至約4,492.8百萬港元，而截至二零二一年十二月三十一日止年度為4,792.7百萬港元。由於原材料價格整體上漲、總銷售額下降以及相關規模效應減弱，本集團截至二零二二年十二月三十一日止年度的總毛利率壓縮至約18.9%，較二零二一年本集團的總毛利率23.2%下降4.3個百分點。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Despite these challenges, we remained committed to providing high-quality products and services to our customers, while finding ways to maintain our financial stability in this challenging economic environment. We strived our best to digest these costs pressure through a combination of measures, which included but not limited to further optimization of our production efficiencies, more stringent wastage control and the continuous exploration with our customers and partnering brands on the possibilities of product price adjustments. On the other hand, we also put focus on maintaining a healthy gearing level for risk management purpose and to combat the soaring interest costs. We continuously monitored our operating cash flows and strived to lower our overall debt level whenever possible in 2022. As of 31 December 2022, the net gearing ratio was standing at a healthy level of 30.0% (2021: 28.9%). At the same time, we had net cash generated from operating activities of approximately HK\$773.6 million for the year ended 31 December 2022, an increase of approximately HK\$250.9 million, as compared to approximately HK\$522.7 million for the year ended 31 December 2021.

Our international operations

Our international manufacturing footprint is one of our core competitive advantages, Best Pacific is able to provide sustainable supply-chain solutions to cater for the best interests of our customers – which encompass the reduction in production lead time, and the catering for trade and tariff considerations.

儘管面對著該等挑戰，我們仍然致力於為客戶提供高質量的產品和服務，同時在充滿挑戰的經濟環境中尋求維持集團財務穩定性的方法。我們通過多措並舉的方式盡力化解相關成本壓力，包括但不限於進一步提升我們的生產效率、採取更嚴格的損耗管控，以及不斷地與我們的客戶及合作品牌研究調整產品價格的可能性。另一方面，就風險管理的目的，我們也注重維持健康的資產負債率水平，並以此對抗利率飆升。我們持續監控經營現金流量，並於二零二二年盡可能降低整體債務水平。截至二零二二年十二月三十一日，淨負債比率處於30.0%的健康水平（二零二一年：28.9%）。同時，截至二零二二年十二月三十一日止年度，經營活動所得現金淨額約為773.6百萬港元，較截至二零二一年十二月三十一日止年度約522.7百萬港元增加約250.9百萬港元。

我們的國際業務

我們的國際生產足跡是我們的核心競爭優勢之一，超盈國際能夠提供可持續的供應鏈解決方案，以滿足客戶的最佳利益，包括縮短生產週期及滿足相關貿易及稅務考量。

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VIETNAM

According to the statistics released by the General Department of Customs of the Socialist Republic of Vietnam (“**Vietnam**”), the export of textile and garment products reached approximately US\$37.57 billion in 2022, up by approximately 14.7%, as compared to 2021. On the other hand, Vietnam achieved a GDP growth of 8.02% in 2022, according to General Statistics Office of Vietnam, outperforming a majority of the international economies.

The Group’s production base in Vietnam had attained significant regional and scale advantages subsequent to years of strategic deployment, with the relevant operational efficiencies optimised as originally planned. As a result of the tightened geopolitics, our customers continued to show increased interests in our production capacities in Vietnam and we would expand our production capacities in the existing manufacturing site located in Hai Duong Province of Vietnam, in an orderly manner.

SRI LANKA

The Democratic Socialist Republic of Sri Lanka (“**Sri Lanka**”) had faced a chaotic public debt default and political instability in early 2022 but fortunately its situation had soon been stabilized. In late March 2023, the Executive Board of the IMF approved a 48-month extended arrangement under the Extended Fund Facility of approximately US\$3 billion to support Sri Lanka’s economic policies and reforms. With the support from our local joint venture partners, who were the top global garment manufacturers, we were glad to have maintained normal operations in the facilities in Sri Lanka throughout the year. In order to attain the economies of scale, we would continue our investment in the development of phase two of our production facility located in Pannala, Sri Lanka, as planned.

越南

根據越南社會主義共和國（「**越南**」）海關總署發佈的統計資料，於二零二二年，紡織及服裝產品出口達約375.7億美元，較二零二一年增加約14.7%。另一方面，根據越南統計總局的資料，二零二二年越南國內生產總值增長8.02%，表現優於大多數國際經濟體。

本集團在越南的生產基地經過多年的戰略部署，已取得顯著的區域和規模優勢，相關運營效率按原計劃獲得優化。由於地緣政治等因素，我們的客戶對我們在越南的產能表現出越來越大的興趣，我們將有序地擴大位於越南海陽省的現有生產基地產能。

斯里蘭卡

於二零二二年初，斯里蘭卡民主社會主義共和國（「**斯里蘭卡**」）陷入混亂的公共債務違約及政局不穩危機，所幸情況迅速穩定下來。於二零二三年三月下旬，國際貨幣基金組織的執行董事會批准了自擴展貸款中借出約30億美元，為期48個月，以支持斯里蘭卡的經濟政策及改革。在作為全球頂尖服裝製造商的當地合營夥伴的支持下，我們很欣慰能全年維持斯里蘭卡工廠的正常運營。為實現規模效應，我們會按計劃繼續投資發展我們位於斯里蘭卡潘納拉的生產工廠二期項目。

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FINANCIAL REVIEW

Revenue

The Group's revenue is primarily derived from the sales of its major products, including elastic fabric, elastic webbing and lace.

For the year ended 31 December 2022, revenue amounted to approximately HK\$4,492.8 million, representing a decrease of approximately HK\$299.9 million, or approximately 6.3%, from approximately HK\$4,792.7 million for the year ended 31 December 2021. A comparison of the Group's revenue for the year ended 31 December 2022 and the year ended 31 December 2021 by product categories is as follows:

財務回顧

收入

本集團的收入主要來自銷售其主要產品，包括彈性織物面料、彈性織帶及蕾絲。

截至二零二二年十二月三十一日止年度，收入為約4,492.8百萬港元，較截至二零二一年十二月三十一日止年度約4,792.7百萬港元減少約299.9百萬港元或約6.3%。本集團截至二零二二年十二月三十一日止年度及截至二零二一年十二月三十一日止年度按產品類別劃分的收入比較如下：

		For the year ended 31 December					
		2022		2021		Change	
		二零二二年		二零二一年		變動	
		Revenue (HK\$'000)	% of Revenue	Revenue (HK\$'000)	% of Revenue	Change (HK\$'000)	%
		收入 (千港元)	佔收入的 百分比	收入 (千港元)	佔收入的 百分比	(千港元)	百分比
Elastic fabric	彈性織物面料	3,438,963	76.6	3,622,677	75.6	(183,714)	(5.1)
- Sportswear and apparel	- 運動服裝及服裝	2,146,456	47.8	2,438,897	50.9	(292,441)	(12.0)
- Lingerie	- 內衣	1,292,507	28.8	1,183,780	24.7	108,727	9.2
Elastic webbing	彈性織帶	977,560	21.7	1,080,200	22.5	(102,640)	(9.5)
Lace	蕾絲	76,267	1.7	89,784	1.9	(13,517)	(15.1)
Total	總計	4,492,790	100.0	4,792,661	100.0	(299,871)	(6.3)

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Despite recognition from our customers for our innovation, high product quality and our multi-region production advantage, our sales revenue was inevitably affected by the weakening global economies and the more conservative approach in order placement as taken by most of our brand customers, to control their inventory levels towards the second half of 2022. Revenue from the sales of elastic fabric amounted to approximately HK\$3,439.0 million for the year ended 31 December 2022, representing a decrease of approximately HK\$183.7 million, or approximately 5.1%, as compared to the year ended 31 December 2021. Apart from the general undermined market sentiment, our elastic fabric business was further dragged by a few selected customers as they were still striving to turn around their businesses. Sales revenue of elastic fabric to our sportswear and apparel customers decreased by approximately 12.0% in 2022 due to a relatively challenging macroeconomic environment. However, an approximately 11.2% growth in domestic sales revenue of our sportswear and apparel fabric products was maintained in 2022, although growth in the second half of the year slowed down to a certain extent due to the weakened consumer confidence in light of the more vigilant COVID-related restrictions in China during that period. On the other hand, a steady growth of revenue of elastic fabric to our lingerie customers by approximately 9.2% was recorded in 2022 due to the continuous penetration among our existing lingerie customers.

With the overall lukewarm market condition for the industry in the latter half of the year, revenue from the sales of elastic webbing amounted to approximately HK\$977.5 million for the year ended 31 December 2022, representing a decrease of approximately HK\$102.6 million, or approximately 9.5%, as compared to 2021.

Cost of sales

The Group's cost of sales mainly comprises costs of raw materials, manufacturing overheads, and direct labour costs.

儘管客戶對我們的創新、高質量產品及跨區域生產優勢表示認可，但於二零二二年下半年，我們的銷售收入不可避免地受到全球經濟疲軟及我們的大部分品牌客戶為控制其存貨水平以更保守方式下單的影響。截至二零二二年十二月三十一日止年度，彈性織物面料銷售收入為約3,439.0百萬港元，較截至二零二一年十二月三十一日止年度減少約183.7百萬港元或約5.1%。除市場情緒普遍低迷外，我們的彈性織物面料業務亦受到少數仍在努力改善其業務的個別客戶的拖累。由於相對具有挑戰性的宏觀經濟環境，我們向運動服裝及服裝客戶提供的彈性織物面料的銷售收入於二零二二年減少約12.0%。然而，儘管由於中國加強對新冠相關的限制令消費者信心減弱導致下半年的增長在一定程度上放緩，運動服裝及服裝面料產品的國內銷售收入於二零二二年維持約11.2%的增長。另一方面，由於在我們現有內衣客戶中的持續滲透，我們於二零二二年內衣彈性織物面料收入錄得約9.2%的穩定增長。

由於行業於下半年整體市況冷清，故截至二零二二年十二月三十一日止年度，銷售彈性織帶的收入為約977.5百萬港元，與二零二一年相比減少約102.6百萬港元或約9.5%。

銷售成本

本集團的銷售成本主要包括原材料成本、生產開支及直接人工成本。

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		For the year ended 31 December 截至十二月三十一日止年度					
		2022 二零二二年		2021 二零二一年		Change 變動	
		Cost of sales (HK\$'000) 銷售成本 (千港元)	% of cost of sales 佔銷售成本 百分比	Cost of sales (HK\$'000) 銷售成本 (千港元)	% of cost of sales 佔銷售成本 百分比	(HK\$'000) (千港元)	% 百分比
Raw materials	原材料	1,861,741	51.1	1,841,445	50.0	20,296	1.1
Manufacturing overheads	生產開支	1,369,720	37.6	1,403,762	38.1	(34,042)	(2.4)
Direct labour	直接人工	395,311	10.9	414,603	11.3	(19,292)	(4.7)
Others	其他	16,105	0.4	21,019	0.6	(4,914)	(23.4)
Total	總計	3,642,877	100.0	3,680,829	100.0	(37,952)	(1.0)

The Group's cost of sales for the year ended 31 December 2022 amounted to approximately HK\$3,642.9 million, representing a decrease of approximately HK\$37.9 million or approximately 1.0%, as compared to the year ended 31 December 2021. The overall decrease in cost of sales in 2022 was primarily due to decrease in overall sales revenue. Despite the decrease in overall sales of the Group by approximately 6.3%, the cost of raw materials did not follow a similar trend. In fact, the cost of raw materials increased by 1.1% to HK\$1,861.7 million for the year ending 31 December 2022, with its contribution to the overall cost of sales rising to approximately 51.1%. Our raw materials were mainly synthetic materials or oil by-products and the relevant unit prices were by large correlated to the oil prices, which had generally been at a high level throughout most of 2022. This upward trend in raw material costs added pressure to the overall Group's profitability.

During the year, we continued to strive to streamline our production processes and enhance our efficiencies so as to curb the increasing labour and utility costs across all manufacturing locations.

本集團截至二零二二年十二月三十一日止年度的銷售成本為約3,642.9百萬港元，較截至二零二一年十二月三十一日止年度減少約37.9百萬港元或約1.0%。銷售成本於二零二二年整體減少主要是由於整體銷售收入減少所致。儘管本集團的整體銷售額下降約6.3%，但原材料成本趨勢並非如此。事實上，截至二零二二年十二月三十一日止年度，原材料成本增加1.1%至1,861.7百萬港元，其佔整體銷售成本的比例上升至約51.1%。我們的原材料主要為化纖材料或石油副產品，相關單價與油價相關性較大，而油價於二零二二年普遍處於高位。原材料成本上漲趨勢加大本集團整體盈利壓力。

年內，我們繼續致力於精簡生產流程並提高效率，以遏制所有生產地點不斷增加的人工成本及水電燃料成本。

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Gross profit, gross profit margin and net profit margin

毛利、毛利率及淨利潤率

For the year ended 31 December

截至十二月三十一日止年度

2022

2021

二零二二年

二零二一年

		Gross profit		Gross profit	
		Gross profit	margin	Gross profit	margin
		毛利	毛利率	毛利	毛利率
		(HK\$'000)	(%)	(HK\$'000)	(%)
		(千港元)	(百分比)	(千港元)	(百分比)
Elastic fabric	彈性織物面料	595,629	17.3	727,537	20.1
Elastic webbing	彈性織帶	227,712	23.3	348,089	32.2
Lace	蕾絲	26,572	34.8	36,206	40.3
Total	總計	849,913	18.9	1,111,832	23.2

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The overall gross profit of the Group decreased from approximately HK\$1,111.8 million for the year ended 31 December 2021 to approximately HK\$849.9 million for the year ended 31 December 2022 and the overall gross profit margin of the Group dropped year-on-year by approximately 4.3 percentage points. Such decrease in gross profit and gross profit margin was mainly due to (i) decrease in sales revenue in the second half of 2022 and the associated diseconomies of scale; and (ii) the generally higher unit raw materials prices throughout most of the year.

Net profit of the Group decreased from approximately HK\$401.3 million for the year ended 31 December 2021 to approximately HK\$283.5 million for the year ended 31 December 2022. The Group recorded a net profit margin of approximately 6.3% for the year ended 31 December 2022, which represented a decrease of approximately 2.1 percentage points as compared to approximately 8.4% for the year ended 31 December 2021. The decrease in net profit margin was mainly due to the decrease in gross profit for the year ended 31 December 2022 and the sharp increase in finance costs as a result of the steep ascending interest rates in the second half of the year. Such impact was partly alleviated by (i) the increase in net foreign exchange gain in other gains and losses as a result of the currency depreciation of Renminbi (“RMB”), Vietnam Dong (“VND”) and Sri Lankan Rupee (“LKR”); (ii) better control in selling and distribution and administrative expenses; and (iii) the reversal of remeasurement of credit loss allowance for trade receivables.

本集團整體毛利由截至二零二一年十二月三十一日止年度的約1,111.8百萬港元減少至截至二零二二年十二月三十一日止年度的約849.9百萬港元，而本集團整體毛利率同比下降約4.3個百分點。毛利及毛利率的減少主要是由於(i)銷售收入於二零二二年下半年有所減少及相關規模效應減弱；及(ii)全年大部分時間原材料單價整體偏高。

本集團淨利潤由截至二零二一年十二月三十一日止年度的約401.3百萬港元減少至截至二零二二年十二月三十一日止年度的約283.5百萬港元。本集團於截至二零二二年十二月三十一日止年度錄得淨利潤率約6.3%，較截至二零二一年十二月三十一日止年度的約8.4%下降約2.1個百分點。淨利潤率的下降主要是由於毛利於截至二零二二年十二月三十一日止年度有所減少，並且下半年財務成本因利率居高不下而急劇攀升。有關影響因(i)人民幣(「人民幣」)、越南盾(「越南盾」)及斯里蘭卡盧比(「斯里蘭卡盧比」)貨幣貶值導致其他收益及虧損中匯兌收益淨額增加；(ii)銷售及分銷開支以及行政開支得到更好的控制；及(iii)貿易應收款項信貸虧損撥備重新計量的撥回而得到部分緩解。

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Other income

The Group's other income mainly consisted of bank interest income, government grants, net proceeds from sales of scrap materials and others. The following table sets forth the breakdown of the Group's other income for the years indicated:

其他收入

本集團的其他收入主要包括銀行利息收入、政府補助、銷售廢料所得款項淨額及其他。下表載列本集團於所示年度的其他收入明細：

		For the year ended 31 December 截至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)
Bank interest income	銀行利息收入	16,038	21,850
Government grants	政府補助金	15,308	12,250
Net proceeds from sales of scrap materials	銷售廢料所得款項淨額	8,540	4,404
Compensation income from customers	來自客戶的賠償收入	1,226	1,284
Gain from bargain purchase from acquisition of a business	收購一項業務的議價收購收益	-	3,900
Others	其他	8,313	7,006
Total	總計	49,425	50,694

The other income for the year ended 31 December 2022 of the Group amounted to approximately HK\$49.4 million, which was comparable to approximately HK\$50.7 million recorded for the year ended 31 December 2021. The decrease in bank interest income was mainly due to the generally lower RMB deposit rates during the year as compared to 2021 and such decrease was partially offset by the increase in government grants and net proceeds from sales of scrap materials.

截至二零二二年十二月三十一日止年度，本集團的其他收入約為49.4百萬港元，跟截至二零二一年十二月三十一日止年度的其他收入約為50.7百萬港元相若。銀行利息收入的減少主要是由於年內人民幣存款利率與二零二一年相比整體較低，且該減少被增加的政府補貼及銷售廢料所得款項淨額部分抵銷。

MANAGEMENT DISCUSSION AND ANALYSIS

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Other gains and losses

Other gains and losses in the year ended 31 December 2022 mainly consisted of a net foreign exchange gain of approximately HK\$57.9 million, as a result of the currency depreciation of RMB, VND and LKR during the year.

Selling and distribution expenses

Selling and distribution expenses primarily consisted of employee benefit expenses, transportation, marketing and promotional expenses and other selling and distribution expenses. For the years ended 31 December 2021 and 2022, the Group's selling and distribution expenses represented approximately 4.2% and approximately 4.1% of its total revenue, respectively. With the decrease in the Group's overall revenue, we had made concerted efforts to control various costs in response to the prevailing market conditions. The decrease in the ratio of selling and distribution expenses against total revenue was mainly due to the better management of respective costs during the year.

Administrative expenses

Administrative expenses primarily consist of employee benefit expenses, depreciation, motor vehicle expenses, bank charges and other administrative expenses. For the years ended 31 December 2021 and 2022, the Group's administrative expenses represented approximately 7.0% and approximately 6.4% of its total revenue, respectively. The decrease in the ratio of administrative expenses against total revenue was mainly due to the better management of the respective costs during the year.

Research and development costs

The Group is dedicated to catering to the changing market preferences by introducing innovative lingerie, sportswear and apparel materials. For the years ended 31 December 2021 and 2022, our research and development costs represented approximately 2.1% and approximately 2.3% of our total revenue, respectively.

其他收益及虧損

截至二零二二年十二月三十一日止年度的其他收益及虧損主要包括約為57.9百萬港元的外匯收益淨額，該收益是年內人民幣、越南盾及斯里蘭卡盧比出現貨幣貶值的結果。

銷售及分銷開支

銷售及分銷開支主要包括僱員福利開支、運輸、市場推廣及宣傳開支以及其他銷售及分銷開支。截至二零二一年及二零二二年十二月三十一日止年度，本集團的銷售及分銷開支分別佔總收入的約4.2%及約4.1%。由於本集團的整體收入有所下降，我們齊心協力控制各項成本應對當前市況。銷售及分銷開支佔總收入的比例下降，主要是由於年內的相應成本得到了更好的管理。

行政開支

行政開支主要包括僱員福利開支、折舊、汽車開支、銀行費用及其他行政開支。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的行政開支分別佔總收入的約7.0%及約6.4%。行政開支佔總收入的比例下降，主要是由年內的相應成本得到了更好的管理。

研發費用

本集團致力於引入創新的內衣、運動服裝及服裝物料，藉以迎合不斷變化的市場喜好。截至二零二一年及二零二二年十二月三十一日止年度，我們的研發費用分別佔總收入約2.1%及約2.3%。

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Finance costs

The Group's finance costs mainly represent interest expenses for bank and other borrowings and lease liabilities. The finance costs increased by approximately 22.9% from approximately HK\$61.7 million for the year ended 31 December 2021 to approximately HK\$75.8 million for the year ended 31 December 2022. The increase in finance costs during the year ended 31 December 2022 was primarily due to increase in overall market lending interest rate during the year ended 31 December 2022.

Income tax expense

Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax for the qualifying group entity had been calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

Under the law of the People's Republic of China (the "PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC companies is 25% for both years ended 31 December 2022 and 2021, unless there is any applicable preferential tax treatment.

The Company's subsidiaries, Dongguan Best Pacific Textile Company Limited ("**Dongguan BPT**") and Dongguan New Horizon Elastic Fabric Company Limited ("**Dongguan NHE**"), had obtained the qualification as high and new technology enterprises since 2010 and 2016, respectively, which had been renewed for an additional three years in the year ended 31 December 2022. Hence, Dongguan BPT and Dongguan NHE had been subject to the preferential tax treatment and the applicable tax rate for the years ended 31 December 2022 and 2021 was 15%.

融資成本

本集團的融資成本主要指銀行及其他借款及租賃負債的利息開支。融資成本由截至二零二一年十二月三十一日止年度約61.7百萬港元增加約22.9%至截至二零二二年十二月三十一日止年度約75.8百萬港元。截至二零二二年十二月三十一日止年度的融資成本的增加乃主要由於截至二零二二年十二月三十一日止年度市場借貸利率整體上升所致。

所得稅開支

根據香港的利得稅兩級制，合資格集團實體的首2百萬港元溢利將按8.25%的稅率徵稅，而超過2百萬港元的溢利將按16.5%的稅率徵稅。不符合該利得稅兩級制資格的集團實體之溢利將繼續按16.5%之劃一稅率徵稅。因此，合資格集團實體之香港利得稅已按首2百萬港元之估計應課稅溢利的8.25%及超過2百萬港元之估計應課稅溢利的16.5%計算。

根據中華人民共和國(「中國」)企業所得稅法(「**企業所得稅法**」)及企業所得稅法實施條例，除非有任何適用優惠稅率待遇，否則中國公司於截至二零二二年及二零二一年十二月三十一日止兩個年度的稅率為25%。

本公司的附屬公司東莞超盈紡織有限公司(「**東莞超盈**」)及東莞潤信彈性織物有限公司(「**東莞潤信**」)分別自二零一零年及二零一六年起獲得高新技術企業資格，其有效期已自截至二零二二年十二月三十一日止年度起進一步延長三年。因此，東莞超盈及東莞潤信享有優惠稅率待遇，於截至二零二二年及二零二一年十二月三十一日止兩個年度的適用稅率為15%。

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Withholding tax on dividends was calculated at 5% of the dividends received and estimated dividends to be received from the subsidiaries in the PRC during the years ended 31 December 2022 and 2021.

Pursuant to the relevant Vietnam Enterprises Income Tax rules and regulations, the applicable tax rate for the subsidiary operating in Vietnam is 20%. The subsidiary of the Group in Vietnam is eligible for a tax holiday for two financial years since the first financial year of taxable profits and a tax concession at a tax rate of 10% for the following four financial years. With the new incentive in place during the year ended 31 December 2018 and by fulfilling certain stated requirements as set by the Ministry of Industry and Trade of Vietnam, the subsidiary of the Group in Vietnam has been eligible for a tax holiday for four financial years since 2018, a tax concession at a tax rate of 5% for the following nine financial years and a tax concession at a tax rate of 10% for the next following two financial years.

Withholding tax on shareholder's loans interest was calculated at 5% of the interest paid and estimated interest to be paid by the subsidiary in Vietnam during the years ended 31 December 2022 and 2021.

Pursuant to the Inland Revenue (Amendment) Act, No. 10 of 2021 in Sri Lanka, the applicable tax rate for the subsidiaries of the Group operating in Sri Lanka is 24% for both years ended 31 December 2022 and 2021. By fulfilling certain export requirements as set by the Board of Investment of Sri Lanka, the subsidiaries of the Group in Sri Lanka had enjoyed a preferential tax rate of 14% for the years ended 31 December 2022 and 2021. In terms of the changes to the Inland Revenue Act No. 24 of 2017, as passed in parliament on 9 December 2022, the subsidiaries of the Group in Sri Lanka are liable for income tax rate of 30% from 1 July 2022 onwards. In addition, one of these subsidiaries is currently eligible for a tax holiday till the year ending 31 December 2024.

股息的預扣稅乃按截至二零二二年及二零二一年十二月三十一日止兩個年度自中國附屬公司已收取及預計將收取之股息的5%計算。

根據相關越南企業所得稅規則及規例，於越南營運之附屬公司的適用稅率為20%。本集團的越南附屬公司合資格享有於首個錄得應課稅溢利的財政年度起兩個財政年度的稅項豁免，及於其後四個財政年度享有稅率10%的稅務優惠。於截至二零一八年十二月三十一日止年度獲授新的優惠並滿足越南工貿部設定的若干規定要求後，本集團於越南的附屬公司已自二零一八年起合資格享有四個財政年度的稅項豁免，及於其後九個財政年度享有稅率5%的稅務優惠，以及於接下來的兩個財政年度享有稅率10%的稅務優惠。

股東貸款利息的預扣稅乃按截至二零二二年及二零二一年十二月三十一日止兩個年度越南附屬公司已支付及預計將會支付之利息的5%計算。

根據斯里蘭卡國內稅收法(修訂本)(二零二一年第10號)，本集團於斯里蘭卡營運之附屬公司於截至二零二二年及二零二一年十二月三十一日止兩個年度的適用稅率為24%。本集團於斯里蘭卡的附屬公司藉由滿足斯里蘭卡投資局制定的若干出口要求而於截至二零二二年及二零二一年十二月三十一日止年度享有14%的優惠稅率。對於議會於二零二二年十二月九日通過的國內稅收法(二零一七年第24號)變動而言，本集團於斯里蘭卡營運之附屬公司自二零二二年七月一日起須按30%的所得稅率納稅。此外，其中一家附屬公司現享有稅項豁免直至截至二零二四年十二月三十一日止年度為止。

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Taxation arising in any other jurisdiction is calculated at the rate prevailing in the relevant jurisdiction.

The effective tax rate of the Group remained steady, which was approximately 10.5% for the year ended 31 December 2022 (for the year ended 31 December 2021: approximately 12.1%).

Liquidity, financial resources and bank borrowings

As at 31 December 2022, net working capital (calculated as current assets less current liabilities) was approximately HK\$178.1 million, representing a decrease of approximately HK\$637.1 million as compared to approximately HK\$815.2 million as at 31 December 2021. The current ratio (calculated as current assets/current liabilities) is 1.1 times as at 31 December 2022, as compared to 1.3 times as at 31 December 2021.

For the year ended 31 December 2022, net cash generated from operating activities was approximately HK\$773.6 million, as compared to approximately HK\$522.7 million for the year ended 31 December 2021. The increase was mainly due to better control in collection of trade receivables from customers and inventory levels at year ended 31 December 2022.

Net cash used in investing activities amounted to approximately HK\$174.2 million for the year ended 31 December 2022, as compared to approximately HK\$414.3 million for the year ended 31 December 2021. To achieve our long term development goal and to cater for potential business growth upon market recoveries, we continued to invest approximately HK\$387.2 million to purchase property, plant and equipment during the year.

For the year ended 31 December 2022, net cash used in financing activities amounted to approximately HK\$377.5 million, as compared to approximately HK\$363.9 million for the year ended 31 December 2021. The cash used in financing activities for the year ended 31 December 2022 was mainly used for repayment of borrowings, payment of interests and dividends during the year.

其他司法權區之稅項乃按有關司法權區當時之稅率計算。

截至二零二二年十二月三十一日止年度，實際稅率維持穩定，為約10.5%（截至二零二一年十二月三十一日止年度：約12.1%）。

流動資金、財務資源及銀行借款

於二零二二年十二月三十一日，營運資金淨額（按流動資產減流動負債計算）為約178.1百萬港元，較二零二一年十二月三十一日之約815.2百萬港元減少約637.1百萬港元。流動比率（按流動資產除流動負債計算）於二零二二年十二月三十一日為1.1倍，而於二零二一年十二月三十一日則為1.3倍。

截至二零二二年十二月三十一日止年度，經營活動所得現金淨額為約773.6百萬港元，而截至二零二一年十二月三十一日止年度則為約522.7百萬港元。該增加主要是由於客戶貿易應收款項的回款以及存貨水平於截至二零二二年十二月三十一日止年度得到更好的控制。

截至二零二二年十二月三十一日止年度，投資活動所用現金淨額約為174.2百萬港元，而截至二零二一年十二月三十一日止年度則為約414.3百萬港元。為實現我們的長期發展目標並滿足未來市場復甦後潛在的業務增長，我們繼續於整年間投資約387.2百萬港元用於購買物業、廠房及設備。

截至二零二二年十二月三十一日止年度的融資活動所用現金淨額為約377.5百萬港元，而截至二零二一年十二月三十一日止年度為約363.9百萬港元。於截至二零二二年十二月三十一日止年度的融資活動所用現金主要用於年內償還借款支付利息及派付股息。

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As at 31 December 2022, the Group's net gearing ratio was approximately 30.0% (as at 31 December 2021: approximately 28.9%), which was calculated on the basis of the amount of net debt position (sum of total bank and other borrowings and bank overdrafts, less bank deposits and bank balances and cash) as a percentage of total equity. The Group was in a net debt position of approximately HK\$941.7 million as at 31 December 2022, as compared to approximately HK\$976.1 million as at 31 December 2021.

於二零二二年十二月三十一日，本集團的淨資產負債比率為約30.0%（於二零二一年十二月三十一日：約28.9%），乃按債務淨額（銀行及其他借款及銀行透支總額減銀行存款及銀行結餘及現金的總和）佔權益總額的百分比基準計算。於二零二二年十二月三十一日，本集團錄得債務淨額約941.7百萬港元，而於二零二一年十二月三十一日則錄得約976.1百萬港元。

Working capital management

For the year ended 31 December

		截至十二月三十一日止年度		Change	
		2022	2021	變動	
		二零二二年	二零二一年	(days)	(%)
				(天數)	(百分比)
Trade and bills receivables turnover days	貿易應收款項及應收票據週轉天數	61.1	63.1	(2.0)	(3.2)
Trade and bills payables turnover days	貿易應付款項及應付票據週轉天數	67.3	68.4	(1.1)	(1.6)
Inventory turnover days	存貨週轉天數	129.9	118.0	11.9	10.1

We have maintained stable trade and bills receivables as well as trade and bills payables turnover days for both years ended 31 December 2022 and 2021.

截至二零二二年及二零二一年十二月三十一日止兩個年度，我們的貿易應收款項及應收票據以及貿易應付款項及應付票據週轉天數維持穩定。

The increase in inventory turnover days was primarily due to an increase in overall inventory balances as a result of the elevated unit raw materials prices throughout most time of 2022.

存貨週轉天數的上升乃主要由於二零二二年大部分時間原材料單位價格偏高導致整體存貨結餘增加所致。

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Capital expenditures

For the year ended 31 December 2022, the Group's total additions to property, plant and equipment amounted to approximately HK\$387.2 million (for the year ended 31 December 2021: approximately HK\$230.6 million), in order to achieve our long term development goal.

Pledge of assets

As at 31 December 2022, the Group pledged bank deposits of approximately HK\$68.4 million (as at 31 December 2021: approximately HK\$121.6 million) to secure the bills payables issued by the Group in connection with its trade transactions.

Foreign exchange risk

A substantial portion of the Group's revenue is denominated in US\$ and HK\$ and a portion of its purchases and expenses are denominated in RMB, VND and LKR. The Group manages its foreign exchange risk by performing regular reviews and monitoring its foreign exchange exposure. Our finance department monitors our foreign exchange risk on a continuous basis by analysing our domestic and overseas sales orders on hand, expected domestic and overseas orders from customers and estimated foreign currency payments for our purchases and expenses. We intend to manage our foreign exchange risks by (i) managing our sales, purchases and expenses denominated in HK\$ and RMB through our subsidiaries in Hong Kong and Mainland China, respectively, managing our sales, purchases and expenses denominated in US\$ through our subsidiaries in Hong Kong, Vietnam and Sri Lanka, and managing our purchases and expenses denominated in VND and LKR through our subsidiaries in Vietnam and Sri Lanka, respectively; and (ii) holding cash and bank deposits denominated in HK\$ primarily by the Company and its subsidiaries in Hong Kong, holding cash and bank deposits denominated in US\$ primarily by the Company and its subsidiaries in Hong Kong, Vietnam and Sri Lanka, and holding cash and bank deposits denominated in RMB, VND and LKR primarily by our subsidiaries in Mainland China, Vietnam and Sri Lanka, respectively.

資本開支

截至二零二二年十二月三十一日止年度，本集團物業、廠房及設備的添置總額為約387.2百萬港元（截至二零二一年十二月三十一日止年度：約230.6百萬港元），以實現我們的長期發展目標。

資產抵押

於二零二二年十二月三十一日，本集團已抵押銀行存款約68.4百萬港元（於二零二一年十二月三十一日：約121.6百萬港元），作為本集團就其貿易交易發出的應付票據的抵押。

外匯風險

本集團的收入大部分以美元及港元計值，而我們的一部分採購及開支則以人民幣、越南盾及斯里蘭卡盧比計值。本集團通過定期檢討及監察其外匯風險以管理其外匯風險。我們的財務部門通過分析我們手上來自國內及海外的銷售訂單，以及預期國內及海外客戶的訂單及預期需要以外幣支付的採購及開支款項，持續地監控我們的外匯風險。我們擬通過以下方式管理外匯風險(i)分別透過我們的香港及中國內地附屬公司管理我們以港元及人民幣計值的銷售、採購及開支，透過我們的香港、越南及斯里蘭卡附屬公司管理我們以美元計值的銷售、採購及開支，及分別透過我們的越南及斯里蘭卡附屬公司管理我們以越南盾及斯里蘭卡盧比計值的採購及開支；及(ii)以港元計值的現金及銀行存款主要由本公司及其香港附屬公司持有，以美元計值的現金及銀行存款主要由本公司及其香港、越南及斯里蘭卡附屬公司持有，及以人民幣、越南盾及斯里蘭卡盧比計值的現金及銀行存款主要分別由我們的中國內地、越南及斯里蘭卡附屬公司持有。

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Contingent liabilities

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

Employees and remuneration policies

As at 31 December 2022, the Group employed a total of 9,050 full-time employees (as at 31 December 2021: 8,957). The Group remunerates its staff according to their performance, qualification, experience and industry practices, and conducts regular reviews of its remuneration policy.

The remuneration committee of the Company was set up primarily for reviewing the Group's remuneration policy and structure for all remuneration of the Directors and senior management of the Group, having regard to factors including but not limited to salaries paid by comparable companies, time commitment and responsibilities of the Directors and employees, employment conditions elsewhere in the Group, and whether the remuneration is commensurate with the performance.

There has been no significant change in the Group's remuneration policy, and the Group will continue to provide regular training and competitive remuneration packages to its staff. The Group's remuneration packages include salary, bonuses, allowances and retirement benefits based on employee's performance, skills and knowledge. The Group also provides additional benefits to its employees that include subsidised accommodation, meals, accident and medical insurance and share-based remuneration granted to eligible employees under the share-based incentive plans of the Company from time to time.

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。

僱員及薪酬政策

於二零二二年十二月三十一日，本集團總共僱用9,050名全職僱員（於二零二一年十二月三十一日：8,957名）。本集團按僱員的表現、資格、經驗以及行業慣例釐定其薪酬，並定期審核其薪酬政策。

本公司薪酬委員會的設立主要旨在審核本集團全體董事及高級管理層之薪酬政策及薪酬架構，其中考慮（包括但不限於）同類公司支付的薪酬、董事及僱員須付出的時間及職責、本集團內其他職位的僱傭條件及是否應按表現釐定薪酬等因素。

本集團薪酬政策並無重大變動，而本集團將繼續向其僱員提供定期培訓及具競爭力的薪酬待遇。本集團的薪酬待遇包括薪資、花紅、津貼及退休福利，乃以僱員的表現、技能及知識為基礎。本集團亦不時向其僱員提供額外福利，包括住宿、膳食、意外事故及醫療保險等補貼及根據本公司股份激勵計劃向合資格僱員授出的以股份為基礎的薪酬。

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Dividend policy

The Board intends to maintain a long term, stable dividend payout ratio of not less than 20% of the Group's distributable profit for the year, providing shareholders with an equitable return.

The Board has resolved to declare a final dividend of HK4.22 cents per ordinary share in respect of the year ended 31 December 2022 (the **"Final Dividend"**) (for the year ended 31 December 2021: HK11.8 cents). The Final Dividend is expected to be paid on 14 August 2023 to shareholders whose names appear on the register of members of the Company on 10 July 2023, subject to the approval by the shareholders at the forthcoming annual general meeting of the Company on 27 June 2023 (the **"AGM"**).

An interim dividend of HK7.28 cents per share was paid by the Company on 30 November 2022 (2021: HK\$7.5 cents).

FUTURE STRATEGIES AND PROSPECTS

Global GDP is projected to fall to 2.9 percent in 2023 by the IMF before rising to 3.1 percent in 2024, such projected global GDP for 2023 and 2024 is below the historical annual average of 3.8 percent in the period between 2000 and 2019. Despite the Group's major brand customers' continuing efforts to work closely with their core supply chain partners, we anticipate their inventory optimization exercises will continue throughout the first half of 2023, which in turn may negatively impact our order book during the respective period. Nevertheless, we have noted signs of improvements in inventory level of our core U.S. apparel brand customers recently and we hope to see more proactive replenishment of their inventories in the latter half of 2023, alongside a more stable economic situation.

股息政策

董事會旨在維持長期、穩定的派息率，即不少於本集團年度可供分派溢利20%，為股東提供合理回報。

董事會已議決宣派截至二零二二年十二月三十一日止年度的末期股息（「**末期股息**」）每股普通股4.22港仙（截至二零二一年十二月三十一日止年度：11.8港仙）。預期末期股息將於二零二三年八月十四日向於二零二三年七月十日名列本公司股東名冊的股東派付，惟須待股東於二零二三年六月二十七日舉行之本公司應屆股東週年大會（「**股東週年大會**」）上批准後，方可作實。

於二零二二年十一月三十日已向股東派付中期股息每股7.28港仙（二零二一年：7.5港仙）。

未來策略及展望

據國際貨幣基金組織預測，二零二三年全球國內生產總值增速將放緩至2.9%，隨後於二零二四年上升至3.1%，二零二三年及二零二四年全球國內生產總值增長預期均低於二零零零年至二零一九年間的歷史年度平均水平的3.8%。儘管本集團的主要品牌客戶不斷加強與其核心供應鏈合作夥伴的密切合作，但我們預計其在二零二三年上半年將繼續進行存貨優化，從而或會對我們該時期的訂單量產生負面影響。然而，我們注意到近期美國核心服裝品牌客戶的存貨水平有所改善，我們希望隨著經濟形勢愈發穩定，二零二三年下半年能看到他們更積極的庫存補充。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

International footprint

Despite the mentioned challenges facing by the market, the Group remains dedicated to adapting to the changing market conditions and finding innovative solutions to meet the needs of its customers and partners. Over the past few years, supply chain disruption has been a key issue, driven by a combination of factors such as the Sino-US trade war, the pandemic and the Russia-Ukraine conflict. As a result, customers are seeking to build greater resilience into their supply chains, and to reduce their dependence on any sole supplier or region. Although we are taking a more prudent approach in evaluating our capital investments in the short term, Best Pacific is committed to our multi-location manufacturing strategy and we plan to further enhance the operational efficiencies of our overseas manufacturing sites in Vietnam and Sri Lanka, so as to cater for the best interests of our customers.

Domestic markets

On the other hand, the Group had achieved double-digit growth in its domestic fabric business in 2022, thanks to the tighter partnerships with both domestic garment customers and sportswear and apparel brands. Albeit the impact of COVID, most of the leading sportswear brand owners have recently announced an encouraging set of results in 2022 and growth is expected by the industry leaders to pick up in China subsequent to its full reopening since the beginning of 2023. Looking ahead, there are promising signs in China that retail sentiment will strengthen as the pandemic remains under control and the relevant COVID related restrictions are relaxed. With the growing concern for health consciousness among people, the sportswear and apparel market is expected to pick up notably. As a leading textile player in the field, we will keep abreast of the development trend of the industry and capitalise on the emerging opportunities.

國際化業務版圖

儘管市場面臨上述挑戰，本集團仍積極應對瞬息萬變的市況，並尋求創新解決方案以滿足其客戶及合作夥伴的需求。過往數年，受中美貿易戰、疫情及俄烏衝突等因素的疊加影響，供應鏈中斷成為關鍵痛點。因此，客戶試圖加強其供應鏈的韌性，減少對任何單一供應商或地區的依賴性。儘管我們於短期內將以更審慎的方針評估資本性投資，但超盈國際始終堅持跨地域生產策略，並計劃進一步提高我們在越南及斯里蘭卡的海外生產基地的營運效率，以迎合客戶的最佳利益。

國內市場

另一方面，得益於與國內服裝客戶及運動服裝及服裝品牌的緊密合作關係，本集團的國內面料業務於二零二二年實現兩位數增長。儘管受到新冠疫情的影響，大多數領先的運動服裝品牌商仍於最近發佈了令人鼓舞的二零二二年度業績，且自二零二三年年初全面開放後，行業龍頭預期中國業務增長將會回彈。展望未來，隨著疫情得到控制及有關新冠相關限制的放寬，中國經濟出現回暖跡象，零售情緒將會增強。隨著人們的健康意識日益提高，運動服裝及服裝市場預計將顯著回升。作為業內領先的紡織業者，我們將緊跟行業發展趨勢，把握新興機遇。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Raw material

Raw materials prices have been on a downward trend since the third quarter of 2022 and we expect the relevant prices will remain stabilised given the current weak market demands. This will certainly help alleviate some of the cost pressures faced by the Group in 2023. The Group is committed to maintaining strong relationships with its supply-chain partners and it will continue to focus on delivering high-quality products and services to its customers in this challenging economic environment.

Capital expenditure and cashflows

As at 31 December 2022, the overall annual designed production capacities of elastic fabric, elastic webbing and lace of the Group were approximately 242.4 million meters, 1,923.3 million meters and 45.0 million meters, respectively. Since the start of 2023, our core manufacturing sites have been experiencing a decrease in capacity utilisation of approximately 20% below the normal levels. As a result, the Group will exercise more caution in any new capital investment plans. We will further optimize production efficiencies at the existing production sites while emphasizing risk management and will remain agile and vigilant and to respond swiftly to the ever-changing market conditions. In addition, the Group has implemented various costs control measures and we also put our emphasis on maintaining healthy operating cash flows, aiming to gradually lowering our debt level so as to counter some of the increasing finance costs. Nevertheless, subsequent to the continuous hikes in interest rates, the Group's finance costs may inevitably increase considerably.

原材料

原材料價格自二零二二年第三季度以來一直呈下滑趨勢，鑒於當前市場需求疲軟，我們預計相關價格將保持穩定。這無疑將有助於減輕本集團於二零二三年面臨的部分成本壓力。本集團致力於與其供應鏈合作夥伴保持牢固關係，並將在嚴峻的經濟環境下，繼續專注於為其客戶提供優質產品和服務。

資本開支及現金流

於二零二二年十二月三十一日，本集團彈性織物面料、彈性織帶及蕾絲的整體年設計產能分別為約242.4百萬米、1,923.3百萬米及45.0百萬米。自二零二三年年初以來，我們的核心生產基地的產能利用率低於正常水平約20%。因此，本集團將採取更為審慎的方針對待任何新的資本投資計劃。我們將進一步優化現有生產基地的生產效率，同時重視風險管理，保持靈活警惕，以迅速應對瞬息萬變的市場狀況。此外，本集團已實施多項成本控制措施，並注重維持健康的經營現金流，力圖逐步降低債務水平，以應對部分不斷增加的融資成本。然而，隨著利率持續上調，本集團的融資成本將不可避免地大幅增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Sportswear and apparel markets

Sportswear and apparel business has been the Group's growth drivers for years. Despite a contraction in sales revenue from sales of elastic fabric to our sportswear and apparel customers in 2022, we are confident that the segment has only been affected by the short-term economic headwinds and the fundamentals of the sportswear and apparel industry remain strong. With vast market potentials, we anticipate a positive long-term growth momentum in the industry. Best Pacific believes that innovations and technological advancement are the keys to sustainable future growth, we will continue to deploy resources to strengthen our innovation and research and development capabilities and to satisfy our customers' rising demand for innovative sportswear and apparel products. We are prepared to proactively seize growth opportunities as the market recovers.

The challenges posed by COVID have allowed us to cultivate stronger relationships with our customers, supply-chain partners and staff. We believe that our world-class innovation capabilities, international footprint, strong partnership with customers and our talented people have laid a solid foundation for Best Pacific's sustainable growth and future success.

運動服裝及服裝市場

多年以來，運動服裝及服裝業務一直是集團的增長動力。二零二二年，儘管我們向運動服裝及服裝客戶銷售彈性織物面料產生的銷售收入有所下跌，但我們相信，該分部業務僅為受到短期的不利的經濟因素所影響，而運動服裝及服裝行業的基礎因素依然強勁。憑藉巨大的市場潛力，我們預期該行業將長期保持積極的增長勢頭。超盈國際相信創新和技術進步是未來可持續增長的關鍵所在，我們將繼續部署資源加強我們的創新及研發能力，滿足客戶對創新型運動服裝及服裝產品日益增長的需求。我們會做好準備，積極把握市場復甦帶來的增長機遇。

新冠疫情帶來的挑戰使我們能夠與客戶、供應鏈合作夥伴及員工建立更牢固的關係。我們相信，我們擁有世界一流的創新能力、國際業務版圖、穩固的客戶合作夥伴關係以及豐富的人才資源為超盈國際的可持續發展和未來的成功奠定紮實的基礎。

REPORT OF THE DIRECTORS

董事會報告

The Directors are pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the manufacture and trading of elastic fabric, elastic webbing and lace. Details of the Group's principal subsidiaries as at 31 December 2022 are set out in Note 41 to the consolidated financial statements.

The Group's turnover and results by operating segment are set out in Notes 5 and 6 to the consolidated financial statements and Management Discussion and Analysis of this annual report.

There is no change in the principal activities of the Group during the year ended 31 December 2022.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2022 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on page 97.

The Board recommends the payment of a Final Dividend of HK4.22 cents per ordinary share for the year ended 31 December 2022 (for the year ended 31 December 2021: HK11.8 cents). Subject to approval by shareholders of the Company at the forthcoming AGM, the Final Dividend will be distributed on 14 August 2023 to shareholders whose names appear on the register of members of the Company on 10 July 2023.

An interim dividend of HK7.28 cents per share was paid to shareholders on 30 November 2022 (for the year ended 31 December 2021: HK7.5 cents).

董事欣然提呈其報告連同本集團截至二零二二年十二月三十一日止年度的經審核綜合財務報表。

主要活動

本集團主要從事製造及買賣彈性織物面料、彈性織帶及蕾絲。本集團於二零二二年十二月三十一日的主要附屬公司詳情載於綜合財務報表附註41。

本集團的營業額及經營分部業績載於綜合財務報表附註5及附註6及本年報的管理層討論及分析。

截至二零二二年十二月三十一日止年度本集團的主要活動並無變動。

業績及股息

本集團截至二零二二年十二月三十一日止年度的業績載於第97頁的綜合損益及其他全面收益表。

董事會建議派付截至二零二二年十二月三十一日止年度的末期股息每股普通股4.22港仙（截至二零二一年十二月三十一日止年度：11.8港仙）。經本公司股東於應屆股東週年大會上批准後，將於二零二三年八月十四日向於二零二三年七月十日名列本公司股東名冊的股東分派末期股息。

於二零二二年十一月三十日已向股東派付中期股息每股7.28港仙（截至二零二一年十二月三十一日止年度：7.5港仙）。

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 21 June 2023 to 27 June 2023, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of shareholders who are entitled to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged not later than 4:30 p.m. on 20 June 2023 with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

Subject to the approval of shareholders at the forthcoming AGM, the proposed Final Dividend will be payable to shareholders whose names appear on the register of members of the Company on 10 July 2023 and the register of members of the Company will be closed from 5 July 2023 to 10 July 2023, both days inclusive, during which no transfer of shares of the Company will be registered. In order to qualify for the proposed Final Dividend, all share transfer documents accompanied by the relevant share certificates shall be lodged not later than 4:30 p.m. on 4 July 2023 with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

暫停辦理股份過戶登記

本公司將於二零二三年六月二十一日至二零二三年六月二十七日(首尾兩天包括在內)暫停辦理股份過戶登記手續,於該期間將不會辦理本公司股份過戶登記手續。為了確定可出席股東週年大會並於會上投票的股東身份,所有股份過戶文件連同相關股票須於二零二三年六月二十日下午四時三十分前交至本公司的香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

經股東於應屆股東週年大會上批准後,擬派末期股息將向於二零二三年七月十日名列本公司股東名冊的股東派付及本公司將於二零二三年七月五日至二零二三年七月十日(首尾兩天包括在內)暫停辦理股份過戶登記手續,於該期間將不會辦理本公司股份過戶登記手續。為了享有擬派末期股息之資格,所有股份過戶文件連同相關股票須於二零二三年七月四日下午四時三十分前交回本公司的香港股份過戶登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

REPORT OF THE DIRECTORS

董事會報告

BUSINESS REVIEW AND FUTURE DEVELOPMENT

A review of the business of the Group during the year, a discussion on the Group's future business development as well as the Group's relationships with its key stakeholders are set out in the Chairman's Statement as well as the Management Discussion and Analysis on pages 5 to 7 and pages 8 to 29 of this annual report. An analysis of the Group's performance during the year using financial key performance indicators is set out in the Group's Five-year Financial Information Summary on page 264 of this annual report. Saved as disclosed in this annual report, the Group has no other significant events after the end of the financial year ended 31 December 2022 and up to the date of this annual report.

PRINCIPAL RISKS AND UNCERTAINTIES

A description of possible risks and uncertainties that the Group may be facing are set out in the Chairman's Statement as well as the Management Discussion and Analysis on pages 5 to 7 and pages 8 to 29 of this annual report. The financial risk management objectives and policies of the Group are set out in Note 38 to the consolidated financial statements.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Discussion on the Group's environmental policies and performance, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group will be provided in the Environmental, Social and Governance Report 2022 which will be published on the websites of the Company and the Stock Exchange.

業務回顧及未來業務發展

本集團於年內之業務回顧、有關本集團未來業務發展之討論以及本集團與其主要利益相關者之關係載於本年報第5頁至第7頁及第8頁至第29頁之主席報告及管理層討論及分析。使用財務關鍵績效指標分析的本集團於年內的表現載於本年報第264頁之本集團五年財務資料摘要。除本年報中所披露者外，截至二零二二年十二月三十一日止財政年度結束後直至本年報日期，本集團並無其他重大事件。

主要風險及不明朗因素

本集團可能面臨的潛在風險及不明朗因素的描述載於本年報第5頁至第7頁及第8頁至第29頁的主席報告以及管理層討論及分析內。本集團的財務風險管理目標及政策載於綜合財務報表附註38。

環境、社會以及管治報告

有關本集團環境政策及績效、與其關鍵持份者的關係以及對本集團有重大影響之相關法律法規合規情況的討論，將載於二零二二年環境、社會以及管治報告，該報告將在本公司及聯交所網站登載。

COMPLIANCE WITH LAWS AND REGULATIONS

The Company was incorporated in the Cayman Islands whose shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Group’s operations are mainly carried out by the Company’s subsidiaries in the PRC, Hong Kong, Vietnam, Sri Lanka and the U.S.. The Group has compliance procedures in place to ensure adherence to applicable laws and regulations which pose significant relevance to the Group. For the year ended 31 December 2022, to the best knowledge and belief of the Board, the Group has complied in material respects with the relevant laws and regulations of the Cayman Islands, the PRC, Hong Kong, Vietnam, Sri Lanka and the U.S..

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Employees are regarded as one of the most important and valuable assets of the Group. The Group strives to reward and recognise performing employees by providing a competitive remuneration package and implementing a sound performance appraisal system with appropriate incentives for its employees, and to promote career development and progression by appropriate training and providing opportunities within the Group for career advancement.

The Group maintains stable and cooperative relationships with its customers. To ensure that our products remain competitive, the Group closely monitors market trends, listens attentively to customer demands and produces products that accommodate their needs. The Group also manages the relationships with its suppliers to ensure reliability, stability and quality of various materials supplied to the Group.

遵守法律法規

本公司於開曼群島註冊成立，其股份於香港聯合交易所有限公司（「**聯交所**」）上市。本集團之業務主要由本公司於中國、香港、越南、斯里蘭卡及美國的附屬公司進行。本集團設有合規程序，以確保遵守對本集團有重大關聯之適用法律及法規。截至二零二二年十二月三十一日止年度，就董事會所深知及確信，本集團已於重大方面遵守開曼群島、中國、香港、越南、斯里蘭卡及美國之相關法律及法規。

與僱員、客戶及供應商的關係

本集團視僱員為最重要及最寶貴的資產之一。本集團致力透過提供具競爭力的薪酬待遇及實施設有適當獎勵的良好表現評估制度獎勵僱員及對僱員表現加以肯定，並透過適當培訓及提供本集團內部晉升機會推動僱員的職業發展及進步。

本集團與客戶維持穩定合作關係。為確保我們的產品維持競爭力，本集團密切監控市場趨勢、積極了解客戶要求並製造符合客戶需求的產品。本集團亦管理與供應商的關係，以確保本集團獲供應的不同材料的可靠及穩定程度以及質量。

REPORT OF THE DIRECTORS

董事會報告

SUBSIDIARIES

Particulars of the Group's subsidiaries are set out in Note 41 to the consolidated financial statements.

SHARE CAPITAL

Details of the movement in the issued share capital of the Company during the year ended 31 December 2022 are set out in Note 31 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of the Group during the year ended 31 December 2022 are set out in the "Consolidated Statement of Changes in Equity" on pages 100 and 101.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the distributable reserves of the Company amounted to approximately HK\$687.8 million, of which approximately HK\$43.9 million has been proposed as the Final Dividend for the year ended 31 December 2022.

附屬公司

本集團附屬公司的詳情載於綜合財務報表附註41。

股本

本公司已發行股本截至二零二二年十二月三十一日止年度的變動詳情載於綜合財務報表附註31。

儲備

截至二零二二年十二月三十一日止年度本集團儲備的變動詳情載於第100頁及第101頁「綜合權益變動表」。

可供分派儲備

於二零二二年十二月三十一日，本公司可供分派儲備達約687.8百萬港元，其中擬派發的截至二零二二年十二月三十一日止年度末期股息約為43.9百萬港元。

REPORT OF THE DIRECTORS

董事會報告

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the amended and restated articles of association of the Company (the “**Articles**”) or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

DONATIONS

Charitable and other donations made by the Group during the year ended 31 December 2022 amounted to approximately HK\$659,000.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2022, sales to the Group’s five largest customers accounted for approximately 42.5% of the Group’s total sales for the year (of which sales to the Group’s largest customer accounted for approximately 13.5%). Purchases from the Group’s five largest suppliers accounted for approximately 35.1% of the Group’s total purchases for the year (of which purchases attributable to the largest supplier accounted for approximately 15.9%).

None of the Directors or any of their close associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company’s issued share capital) had any beneficial interest in the Group’s five largest customers and suppliers.

BORROWINGS

Details of bank and other borrowings of the Group as at 31 December 2022 are set out in Note 27 to the consolidated financial statements.

FIXED ASSETS

Details of the movements in property, plant and equipment of the Group are set out in Note 16 to the consolidated financial statements.

優先購買權

本公司經修訂及重列組織章程細則(「**細則**」)或開曼群島法律並無有關本公司須按比例基準向現有股東發售新股份的優先購買權條文。

捐款

本集團於截至二零二二年十二月三十一日止年度的慈善及其他捐款約為659,000港元。

主要客戶及供應商

截至二零二二年十二月三十一日止年度，向本集團五大客戶的銷售額佔本集團本年度總銷售額約42.5% (其中對本集團最大客戶的銷售額約佔13.5%)。自本集團五大供應商的採購額佔本集團本年度總採購額約35.1% (其中最大供應商應佔採購額約佔15.9%)。

概無董事或任何彼等緊密聯繫人或任何股東 (就董事所深知，擁有本公司已發行股本逾5%) 於本集團五大客戶及供應商中擁有任何實益權益。

借款

於二零二二年十二月三十一日，本集團銀行及其他借款的詳情載於綜合財務報表附註27。

固定資產

本集團的物業、廠房及設備的變動詳情載於綜合財務報表附註16。

REPORT OF THE DIRECTORS

董事會報告

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company, nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities for the year ended 31 December 2022.

DIRECTORS

The Directors who held office during the year and up to the date of this annual report are:

Executive Directors

Mr. Lu Yuguang
Mr. Zhang Haitao
Mr. Wu Shaolun
Ms. Zheng Tingting
Mr. Chan Yiu Sing
Mr. Lu Libin

Independent non-executive Directors

Mr. Cheung Yat Ming
Mr. Ding Baoshan
Mr. Kuo Dah Chih, Stanford

According to Article 83(3) of the Articles, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board 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 re-election. Besides, Article 84(1) of the Articles stipulates that at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

購買、出售或贖回證券

截至二零二二年十二月三十一日止年度，概無本公司或其任何附屬公司購買、出售或贖回本公司任何上市證券。

董事

於年內及截至本年報日期任職的董事為：

執行董事

盧煜光先生
張海濤先生
吳少倫先生
鄭婷婷女士
陳耀星先生
盧立彬先生

獨立非執行董事

張一鳴先生
丁寶山先生
郭大熾先生

根據細則第83(3)條，董事有權不時及隨時委任任何人士為董事，以填補董事會之臨時空缺，或作為現有董事會之新增成員。獲董事會委任以填補臨時空缺之任何董事之任期至其獲委任後的首個股東大會為止，並有資格於該大會上重選連任；至於獲董事會委任以增加現有董事會成員之任何董事之任期，僅至本公司下屆股東週年大會為止，屆時有資格重選連任。此外，細則第84(1)條規定，於每屆股東週年大會上，三分之一當時董事（或倘數目並非三(3)的倍數，則為最接近但不少於三分之一之數目）須輪值退任，惟至少每三年每名董事須於股東週年大會上輪值退任。

REPORT OF THE DIRECTORS

董事會報告

Pursuant to the aforesaid provisions in the Articles, Mr. Zhang Haitao (“**Mr. Zhang**”), Ms. Zheng Tingting (“**Ms. Zheng**”) and Mr. Lu Libin will retire by rotation at the forthcoming AGM. All the above Directors, being eligible, will offer themselves for re-election at the AGM.

PROFILES OF DIRECTORS

Profiles of the Directors are set out on pages 63 to 71 of this annual report.

DIRECTORS’ SERVICE CONTRACTS

Each of the executive Directors (except for Ms. Zheng, Mr. Chan Yiu Sing (“**Mr. Chan**”) and Mr. Lu Libin) has entered into a service agreement with the Company for an extended term of three years commencing on 23 May 2020. Mr. Chan and Mr. Lu Libin had each entered into a service agreement with the Company for a term of three years commencing on 10 February 2021. Ms. Zheng had entered into a service agreement with the Company for an extended term of three years commencing on 23 November 2021. Each service agreement will continue thereafter until terminated by either party by giving to the other party at least three months’ prior notice in writing. Each of the independent non-executive Directors (except for Mr. Kuo Dah Chih, Stanford (“**Mr. Kuo**”)) were appointed for an extended term of three years with effect from 23 May 2020. Mr. Kuo was appointed for a term of three years with effect from 28 May 2021.

根據前述細則條文，張海濤先生（「張先生」）、鄭婷婷女士（「鄭女士」）及盧立彬先生將於應屆股東週年大會輪值退任。所有上述董事均合資格並願意於股東週年大會上膺選連任。

董事履歷

董事履歷載於本年報第63頁至第71頁。

董事服務合約

各執行董事（鄭女士、陳耀星先生（「陳先生」）及盧立彬先生除外）已與本公司訂立服務協議，自二零二零年五月二十三日起計延續任期三年。陳先生及盧立彬先生已各自與本公司訂立服務協議，自二零二一年二月十日起計任期三年。鄭女士已與本公司訂立服務協議，自二零二一年十一月二十三日起計延續任期三年。各服務協議之後將繼續有效，直至其中一方提前至少三個月向另一方發出事先書面通知予以終止。各獨立非執行董事（除郭大熾先生（「郭先生」）外）已獲委任，自二零二零年五月二十三日起計延續任期三年。郭先生自二零二一年五月二十八日起計任期三年。

REPORT OF THE DIRECTORS

董事會報告

All Directors are subject to retirement by rotation in accordance with the Articles and Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange (the “**Listing Rules**”). None of the Directors proposed for re-election at the forthcoming AGM have a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS’ FEES AND EMOLUMENTS

The Directors’ fees are subject to shareholders’ approval at general meetings. Other emoluments are determined by the Board with reference to Directors’ duties, responsibilities and performance and the results of the Group.

Details of the emoluments of every Director for the year ended 31 December 2022 are set out in Note 10 to the consolidated financial statements.

DIRECTORS’ INTERESTS IN CONTRACTS

Save as disclosed under the sections headed “CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS” below and “RELATED PARTY TRANSACTIONS” in Note 40 to the consolidated financial statements, no Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party during the year ended 31 December 2022.

DIRECTORS’ INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2022, none of the Directors of the Company had any interest in any competing business with the Company or any of its subsidiaries.

根據細則及聯交所證券上市規則附錄十四（「**上市規則**」），全體董事須輪值退任。擬於應屆股東週年大會上膺選連任的董事概無與本公司或其任何附屬公司訂立不可由本集團於一年內終止而毋須支付賠償（法定賠償除外）的服務合約。

董事袍金及報酬

董事的袍金須經股東於股東大會上批准。其他報酬乃由董事會參考董事的職責、責任及表現以及本集團的業績釐定。

各董事於截至二零二二年十二月三十一日止年度的報酬詳情載於綜合財務報表附註10。

董事於合約之權益

除了下文「**關連交易及持續關連交易**」及綜合財務報表附註40「**關聯方交易**」所披露者外，概無董事於截至二零二二年十二月三十一日止年度於對本集團業務而言屬重要且本公司或其任何控股公司、附屬公司或同系附屬公司屬訂約方的任何合約中擁有重大權益（不論直接或間接）。

董事於競爭業務之權益

截至二零二二年十二月三十一日止年度，本公司董事概無於與本公司或其任何附屬公司有競爭的業務中擁有任何權益。

REPORT OF THE DIRECTORS

董事會報告

Mr. Lu Yuguang (“**Mr. Lu**”) and Grandview Capital Investment Limited (“**Grandview**”), being the controlling shareholders of the Company (the “**Controlling Shareholders**”), have each provided a written confirmation to the Company confirming that he/it has complied with the terms of the Deed of Non-competition for the year ended 31 December 2022. The independent non-executive Directors of the Company have also reviewed the status of compliance by each of the Controlling Shareholders and confirmed that, as far as they can ascertain, each of the Controlling Shareholders has complied with the terms of the Deed of Non-competition.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2022.

DISCLOSURE OF INTERESTS – DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND/OR DEBENTURES

As at 31 December 2022, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and/or debentures (as the case may be) of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “**SFO**”)) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required to be entered into the register required to be kept by the Company under Section 352 of the SFO or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix 10 to the Listing Rules, are set out below:

本公司控股股東（「**控股股東**」）盧煜光先生（「**盧先生**」）及Grandview Capital Investment Limited（「**Grandview**」）各自已向本公司提供一份書面確認，確認彼已於截至二零二二年十二月三十一日止年度遵守不競爭契據之條款。本公司之獨立非執行董事亦已審閱各控股股東的合規情況並確認（就彼等所能查證）各控股股東已遵守不競爭契據之條款。

管理合約

截至二零二二年十二月三十一日止年度概無訂立或存在有關本公司全部或任何重大部分業務管理及行政的合約。

權益披露 – 董事及主要行政人員於股份、相關股份及／或債券的權益及淡倉

於二零二二年十二月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「**證券及期貨條例**」）第XV部）的股份、相關股份及／或債券（視情況而定）中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文而計入或視作彼等擁有的權益及淡倉），或根據證券及期貨條例第352條須登記於本公司存置的登記冊內的權益及淡倉，或根據上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「**標準守則**」）須另行知會本公司及聯交所的權益及淡倉如下：

REPORT OF THE DIRECTORS

董事會報告

(I) The Company			(II) 本公司		
Name of Director	Long/short position	Capacity	Number of shares/ underlying shares	Notes	Approximate percentage of shareholding (%) 持股概約百分比 (%)
董事姓名	好/淡倉	身份	股份/相關 股份數目	附註	
Mr. Lu Yuguang 盧煜光先生	Long position 好倉	Beneficial owner 實益擁有人	3,000,000		
	Long position 好倉	Interest held by his controlled corporation 其受控法團持有的權益	637,500,000	1	
			640,500,000		61.59
Mr. Zhang Haitao 張海濤先生	Long position 好倉	Interest held by his spouse 其配偶持有的權益	78,292,000	2	7.52
Ms. Zheng Tingting 鄭婷婷女士	Long position 好倉	Beneficial owner 實益擁有人	3,292,000		
	Long position 好倉	Interest held by her controlled corporation 其受控法團持有的權益	75,000,000	3	
			78,292,000		7.52
Mr. Wu Shaolun 吳少倫先生	Long position 好倉	Beneficial owner 實益擁有人	3,000,000		
	Long position 好倉	Interest held by his controlled corporation 其受控法團持有的權益	37,500,000	4	
			40,500,000		3.89
Mr. Chan Yiu Sing 陳耀星先生	Long position 好倉	Beneficial owner 實益擁有人	850,000		0.08

REPORT OF THE DIRECTORS

董事會報告

Notes:

1. These 637,500,000 ordinary shares were held by Grandview, which was wholly owned by Mr. Lu. Under the SFO, Mr. Lu was deemed to be interested in such shares held by Grandview.
2. These 78,292,000 ordinary shares were held by Ms. Zheng, the Chief Operating Officer and an executive Director of the Company and her controlled corporation (details in Note 3 below). Ms. Zheng is the spouse of Mr. Zhang, the Chief Executive Officer and an executive Director of the Company. Under the SFO, Mr. Zhang was deemed to be interested in such shares held by Ms. Zheng and her controlled corporation.
3. These 75,000,000 ordinary shares were held by Mega Brilliant Enterprises Limited (“**Mega Brilliant**”), which was wholly owned by Ms. Zheng. Under the SFO, Ms. Zheng was deemed to be interested in such shares held by Mega Brilliant.
4. These 37,500,000 ordinary shares were held by Lakefront Capital Investment Limited (“**Lakefront**”), which was wholly owned by Mr. Wu Shaolun (“**Mr. Wu**”). Under the SFO, Mr. Wu was deemed to be interested in such shares held by Lakefront.

附註：

1. 該637,500,000股普通股由Grandview持有，而該公司由盧先生全資擁有。根據證券及期貨條例，盧先生被視為於Grandview所持有的該等股份中擁有權益。
2. 該78,292,000股普通股由鄭女士（本公司首席運營官兼執行董事）及其受控法團（詳情載於下文附註3）。鄭女士是本公司行政總裁兼執行董事張先生的配偶。根據證券及期貨條例，張先生被視為於鄭女士及其受控法團所持有的該等股份中擁有權益。
3. 該75,000,000股普通股由Mega Brilliant Enterprises Limited（「**Mega Brilliant**」）持有，而該公司由鄭女士全資擁有。根據證券及期貨條例，鄭女士被視為於Mega Brilliant所持有的該等股份中擁有權益。
4. 該37,500,000股普通股由Lakefront Capital Investment Limited（「**Lakefront**」）持有，而該公司由吳少倫先生（「**吳先生**」）全資擁有。根據證券及期貨條例，吳先生被視為於Lakefront所持有的該等股份中擁有權益。

REPORT OF THE DIRECTORS

董事會報告

(II) Associated Corporation (within the meaning of the SFO)

Grandview Capital Investment Limited

Name of Director	Long/short position	Capacity
董事姓名	好／淡倉	身份
Mr. Lu Yuguang 盧煜光先生	Long position 好倉	Beneficial owner 實益擁有人

(II) 相聯法團（定義見證券及期貨條例）

Grandview Capital Investment Limited

Number of shares	Approximate percentage of shareholding (%)
股份數目	持股概約百分比 (%)
10,001	100

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零二二年十二月三十一日，本公司董事或主要行政人員概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部的規定須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例的該等條文而計入或視作彼等擁有的權益或淡倉），或根據證券及期貨條例第352條須登記於該條所述本公司存置的登記冊內的權益或淡倉，或根據標準守則而須另行知會本公司及聯交所的權益或淡倉。

**DISCLOSURE OF INTERESTS -
SUBSTANTIAL SHAREHOLDERS'
INTERESTS AND SHORT POSITIONS IN
SHARES AND UNDERLYING SHARES OF
THE COMPANY**

As at 31 December 2022, so far as was known to the Directors of the Company, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange 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 under Section 336 of the SFO:

**權益披露 – 主要股東於本公司股份
及相關股份的權益及淡倉**

於二零二二年十二月三十一日，就本公司董事所知，以下人士／實體（董事或本公司主要行政人員除外）於本公司股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉，或根據證券及期貨條例第336條須記入本公司所存置登記冊的權益或淡倉：

REPORT OF THE DIRECTORS

董事會報告

Name of substantial shareholder	Long/short position	Capacity	Number of shares/ underlying shares	Notes	Approximate percentage of shareholding (%) 持股概約百分比 (%)
主要股東姓名／名稱	好／淡倉	身份	股份／相關 股份數目	附註	
Grandview Capital Investment Limited	Long position 好倉	Beneficial owner 實益擁有人	637,500,000	1	61.30
FMR LLC	Long position 好倉	Interest held by its controlled corporations 其受控法團持有的權益	103,876,900	2	9.99
Mega Brilliant Enterprises Limited	Long position 好倉	Beneficial owner 實益擁有人	75,000,000	3	7.21
Pandanus Associates Inc.	Long position 好倉	Interest held by its controlled corporations 其受控法團持有的權益	72,094,000	4	6.93
Pandanus Partners L.P.	Long position 好倉	Interest held by its controlled corporations 其受控法團持有的權益	72,094,000	4	6.93
FIL Limited	Long position 好倉	Interest held by its controlled corporations 其受控法團持有的權益	72,094,000	4	6.93
FIDELITY PURITAN TRUST	Long position 好倉	Beneficial owner 實益擁有人	55,310,000	5	5.32

REPORT OF THE DIRECTORS

董事會報告

Notes:

1. Grandview was wholly owned by Mr. Lu, the Chairman and an executive Director of the Company and Mr. Lu was deemed to be interested in the 637,500,000 ordinary shares of the Company held by Grandview pursuant to the SFO. Mr. Lu's interests in shares are disclosed in this annual report in the section headed "DISCLOSURE OF INTERESTS – DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND/OR DEBENTURES".
2. FMR LLC was deemed to be interested in the 103,876,900 ordinary shares of the Company through its 100% controlled corporations and 483A Bay Street Holdings LP, which was owned or controlled as to 18% by Bay Street Holdings LLC.
3. Mega Brilliant was wholly owned by Ms. Zheng, the Chief Operating Officer and an executive Director of the Company, and Ms. Zheng was deemed to be interested in the 75,000,000 ordinary shares of the Company held by Mega Brilliant pursuant to the SFO. Mr. Zhang, the Chief Executive Officer and an executive Director of the Company, is the spouse of Ms. Zheng and was accordingly deemed to be interested in the 75,000,000 ordinary shares which Ms. Zheng was deemed to be interested in for the purposes of the SFO. Ms. Zheng's and Mr. Zhang's interests in shares are disclosed in this annual report in the section headed "DISCLOSURE OF INTERESTS – DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND/OR DEBENTURES".
4. Pandanus Associates Inc. is a general partner of and has 100% control over Pandanus Partners L.P., which owned or controlled 37.01% of the voting rights in FIL Limited. FIL Limited then indirectly owned or controlled 82% of the voting rights in 483A Bay Street Holdings LP. By virtue of Part XV of the SFO, each of Pandanus Associates Inc., Pandanus Partners L.P. and FIL Limited was deemed to be interested in the 72,094,000 ordinary shares of the Company via 483A Bay Street Holdings LP and its 100% controlled corporations.
5. FIDELITY PURITAN TRUST held the 55,310,000 ordinary shares of the Company directly.

附註：

1. Grandview由本公司主席兼執行董事盧先生全資擁有，及根據證券及期貨條例，盧先生被視為於Grandview所持本公司637,500,000股普通股中擁有權益。盧先生於股份的權益乃於本年報「權益披露 – 董事及主要行政人員於股份、相關股份及／或債券的權益及淡倉」一節披露。
2. FMR LLC通過其100%受控法團及483A Bay Street Holdings LP(由Bay Street Holdings LLC擁有或控制18%股權)而被視為於本公司103,876,900股普通股中擁有權益。
3. Mega Brilliant由本公司首席運營官兼執行董事鄭女士全資擁有，而根據證券及期貨條例，鄭女士被視為於Mega Brilliant所持有本公司75,000,000股普通股中擁有權益。本公司行政總裁兼執行董事張先生為鄭女士的配偶，因而根據證券及期貨條例被視為於鄭女士被視為擁有權益的75,000,000股普通股中擁有權益。鄭女士及張先生各自於股份的權益乃於本年報「權益披露 – 董事及主要行政人員於股份、相關股份及／或債券的權益及淡倉」一節披露。
4. Pandanus Associates Inc.為Pandanus Partners L.P.之普通合夥人並控制100%股權，其擁有或控制於FIL Limited的37.01%投票權。而FIL Limited間接擁有或控制於483A Bay Street Holdings LP的82%投票權。根據證券及期貨條例第XV部，Pandanus Associates Inc.、Pandanus Partners L.P.及FIL Limited均被視為通過483A Bay Street Holdings LP及其100%受控法團於本公司72,094,000股普通股中擁有權益。
5. FIDELITY PURITAN TRUST直接持有本公司55,310,000股普通股。

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Save as disclosed above, as at 31 December 2022, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange 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 under Section 336 of the SFO.

SHARE OPTION SCHEME

On 8 May 2014, the Company adopted a share option scheme (the “**Share Option Scheme**”) as governed by Chapter 17 of the Listing Rules.

The principal terms of the Share Option Scheme, which shall be valid and effective for 10 years from its adoption date, are summarised below:

Purpose

The purpose of the Share Option Scheme is to reward the eligible participants who have contributed to the Group and to encourage them to work towards enhancing the value of the Company and its shareholders.

Eligible participants

The Board may at its discretion make offers inviting the Directors and employees of the Group and any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters or service providers of any member of the Group who the Board considers, in its absolute discretion, have contributed or will contribute to the Group, to take up options to subscribe for shares of the Company, subject to such conditions as the Board may think fit.

除上文所披露者外，於二零二二年十二月三十一日，董事並不知悉有任何其他人士／實體（董事及本公司主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉，或根據證券及期貨條例第336條須記入本公司所存置登記冊的權益或淡倉。

購股權計劃

於二零一四年五月八日，本公司已採納一項購股權計劃（「**購股權計劃**」），由上市規則第17章規管。

購股權計劃自其採納日期起10年有效，其主要條款概述如下：

目的

購股權計劃的目的在於獎勵曾對本集團作出貢獻的合資格參與者及鼓勵彼等致力於提升本公司及其股東的價值。

合資格參與者

董事會可酌情要約邀請本集團董事及僱員以及董事會按其絕對酌情權認為曾經或將向本集團作出貢獻的任何顧問、專家顧問、分銷商、承包商、供應商、代理人、客戶、業務夥伴、合營企業合夥人、發起人或本集團任何成員公司的服務供應商認購可認購本公司股份的購股權，惟須達成董事會認為適當的有關條件方可作實。

Total number of shares available for issue under the Share Option Scheme

(a) 10% limit

Subject to the following paragraph, the maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the number of shares of the Company in issue on the listing date (i.e. 23 May 2014) (not taking into account any shares which may be allotted and issued pursuant to the over-allotment option under the IPO) (the “**Scheme Mandate Limit**”). Options lapsed in accordance with the terms of the Share Option Scheme and (as the case may be) such other share option schemes of the Company will not be counted for the purpose of calculating the Scheme Mandate Limit.

The Company may, from time to time, refresh the Scheme Mandate Limit by obtaining the approval of the shareholders in a general meeting, provided that the total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the refreshed limit does not exceed 10% of the shares of the Company in issue as at the date of the shareholders’ approval of the refreshed limit.

The Company may also seek separate approval of the shareholders in a general meeting for granting options beyond the Scheme Mandate Limit or the refreshed limit, provided that the options in excess of such limit are granted only to eligible participants specifically identified by the Company before such approval is sought.

根據購股權計劃可供發行的股份總數

(a) 10%限額

在不違反下述段落所載情況下，因行使根據購股權計劃及本公司任何其他購股權計劃所授出全部購股權而可能發行的股份數目上限，合共不得超過於上市日期（即二零一四年五月二十三日）本公司已發行股份數目的10%（未計及根據首次公開發售的超額配股權可能配發及發行的任何股份）（「**計劃授權限額**」）。計算計劃授權限額時，根據購股權計劃及（視乎情況而定）本公司其他購股權計劃的條款已告失效的購股權不計算在內。

獲股東於股東大會批准後，本公司可不時更新計劃授權限額，惟基於已更新限額而行使根據購股權計劃及本公司任何其他購股權計劃所授出全部購股權而可能發行的股份總數，不得超過股東批准已更新限額當日的本公司已發行股份的10%。

本公司亦可在股東大會取得股東另行批准授出超過計劃授權限額或經更新限額的購股權，惟超出有關限額的購股權僅可授予本公司徵求有關股東批准前特別物色的合資格參與者。

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(b) 30% limit

The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the shares of the Company in issue from time to time.

Maximum entitlement of each participant

The total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares of the Company in issue from time to time. Where any further grant of options to a grantee would result in the shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant exceeding 1% of the shares of the Company in issue, such further grant must be separately approved by the shareholders in general meeting with such grantee and his associates abstaining from voting.

Performance target

The Share Option Scheme allows the Board, when offering the grant of any option, to impose any condition including any performance target, which must be met before the option shall vest and become exercisable.

(b) 30%限額

因行使根據購股權計劃及本公司任何其他購股權計劃已授出但尚未行使的全部購股權而可能發行的股份數目整體上限，合共不得超過本公司不時已發行股份的30%。

各參與者的最高權利

任何12個月期間因行使各參與者所獲授購股權（包括已行使及尚未行使的購股權）而已發行及將發行的股份總數不得超過本公司不時已發行股份的1%。凡向承授人額外授出任何購股權會導致因行使截至額外授出購股權日期為止（包括當日）的12個月內已授予或將授予該人士的所有購股權（包括已行使、已註銷及尚未行使的購股權）而已發行及將發行的股份超過本公司已發行股份的1%，則須於股東大會上經股東另行批准，而有關承授人及其聯繫人不得就此投票。

表現目標

購股權計劃允許董事會在要約授出任何購股權時施加任何條件，包括在購股權歸屬及可行使前須達成任何表現目標。

Minimum period for which an option must be held

The Board may at its discretion, when offering the grant of any option, impose any minimum period for which an option must be held before it can be exercised.

Exercise price

The exercise price shall be determined by the Board in its absolute discretion but in any event shall be not less than the highest of:

- (a) the closing price of the shares of the Company as stated in the daily quotations sheet of the Stock Exchange on the date of grant;
- (b) the average closing price of the shares of the Company as stated in the daily quotations sheets of the Stock Exchange for the 5 business days immediately preceding the date of grant; and
- (c) the nominal value of the shares of the Company.

Amount payable upon acceptance of option

HK\$1.00 is payable by each eligible participant to the Company on acceptance of an offer of option.

The Company has not granted any share options under the Share Option Scheme since its adoption on 8 May 2014.

The total number of shares available for issue upon exercise of all share options which are not yet granted under the Share Option Scheme is 73,530,000 shares, representing approximately 7.07% of the issued share capital of the Company as at the date of this annual report (i.e. 1,039,808,000 shares).

購股權須持有的最低期限

董事會可於要約授出任何購股權時酌情施加在任何購股權可行使前須持有的最低期限。

行使價

行使價由董事會全權酌情釐定但無論如何不得低於以下之最高者：

- (a) 於授出日期聯交所每日報價表所列本公司股份的收市價；
- (b) 緊接授出日期前5個營業日聯交所每日報價表所列本公司股份的平均收市價；及
- (c) 本公司股份面值。

接納購股權時應付數額

各合資格參與者在接納購股權要約時須向本公司支付1.00港元。

本公司自二零一四年五月八日採納購股權計劃以來並無授出任何購股權。

於所有尚未授出的購股權獲行使後可供發行的股份總數為73,530,000股股份，相當於本年報日期本公司已發行股本（即1,039,808,000股股份）約7.07%。

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CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Certain related party transactions as disclosed in Note 40 to the consolidated financial statements also constitute connected transactions or continuing connected transactions under the Listing Rules, which are required to be disclosed in accordance with Chapter 14A of the Listing Rules. Other than those disclosed as connected transactions or continuing connected transactions in the relevant section of this annual report, the related party transactions are not connected transactions or continuing connected transactions, or are exempt from reporting, announcement and shareholders' approval requirements under Chapter 14A of the Listing Rules.

The following transactions between certain connected persons (as defined in the Listing Rules) and the Group have been entered into and/or are ongoing for which relevant disclosure had been made by the Company by way of announcement in compliance with the disclosure requirements under Chapter 14A of the Listing Rules.

a. Sales of elastic fabric and elastic webbing to Dongguan PF Group

On 3 May 2019, Dongguan BPT and Dongguan NHE (as suppliers) entered into a sales agreement (the "Sales Agreement") with Dongguan Premium Fashion Company Limited ("Dongguan PF") (as purchaser) in relation to the sale of elastic fabric, elastic webbing, lace, printing and embroidery for a term of three years commencing on 4 May 2019 to 3 May 2022. Pursuant to the Sales Agreement, the selling price for elastic fabric shall be between the price range of RMB5 to RMB200 per meter (tax inclusive); the selling price for lace shall be between the price range of RMB0.5 to RMB80 per meter (tax inclusive); the selling price for printing and embroidery shall be between the price range of RMB5 to RMB40 per meter (tax inclusive) or the price range of RMB0.5 to RMB15 per piece (tax inclusive); and the selling price for elastic webbing shall be between the price range of RMB0.5 to RMB2 per meter (tax inclusive). The selling price ranges for the goods under the Sales Agreement were determined after arm's length negotiation between the parties thereto and with reference to (i) the historical and prevailing market price of the same and similar goods in the area, (ii) the historical and prevailing selling prices of Dongguan BPT and Dongguan NHE for the goods, and (iii) the credit worthiness and potential business growth of Dongguan PF. The annual cap for the transaction amount under the Sales Agreement for the period from 1 January 2022 to 3 May 2022 shall be RMB30 million. Further details of the Sales Agreement were disclosed in the Company's announcement dated 3 May 2019.

關連交易及持續關連交易

綜合財務報表附註40中披露的若干關聯方交易亦構成上市規則項下的關連交易或持續關連交易，須根據上市規則第14A章予以披露。除本年報有關章節中披露為關連交易或持續關連交易的交易外，關聯方交易並非關連交易或持續關連交易或獲豁免遵守上市規則第14A章項下的申報、公告及股東批准規定。

若干關連人士(定義見上市規則)與本集團之間已訂立及／或正在進行以下交易，本公司已遵照上市規則第14A章的披露要求中對其作出相關披露或透過公告予以披露。

a. 銷售彈性織物面料及彈性織帶予東莞質品集團

於二零一九年五月三日，東莞超盈及東莞潤信(作為供應商)與東莞市質品服飾有限公司(「東莞質品」，作為買方)訂立銷售協議(「銷售協議」)，內容有關銷售彈性織物面料、彈性織帶、蕾絲、印花及繡花，銷售年期自二零一九年五月四日至二零二二年五月三日止為期三年。根據銷售協議，彈性織物面料的銷售價範圍介乎於每米人民幣5元至人民幣200元(含稅)；蕾絲的銷售價範圍介乎於每米人民幣0.5元至人民幣80元(含稅)；印花及繡花的銷售價範圍介乎於每米人民幣5元至人民幣40元(含稅)或價格範圍介乎於每件人民幣0.5元至人民幣15元(含稅)；而彈性織帶的銷售價範圍介乎於每米人民幣0.5元至人民幣2元(含稅)。銷售協議項下貨品之銷售價範圍乃經銷售協議項下訂約方公平磋商並參照(i)於相關區域等同及相若貨品之過往及現行市價；(ii)東莞超盈及東莞潤信就貨品提出之過往及現行銷售價；及(iii)東莞質品之信貸狀況及潛在業務增長後釐定。銷售協議項下交易額的年度上限於二零二二年一月一日至二零二二年五月三日期間為人民幣30百萬元。銷售協議的進一步詳情於本公司日期為二零一九年五月三日的公告中披露。

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On 30 June 2021, in view of the more-than-expected sales of the products by Dongguan BPT and Dongguan NHE to Dongguan PF and to allow greater flexibility to cater for the parties' business needs, Dongguan BPT, Dongguan NHE (as suppliers), and Dongguan PF (as purchaser) entered into a supplemental agreement to the Sales Agreement, pursuant to which (i) Dongguan PF may designate it and its associates from time to time to purchase elastic fabric, lace, printing and embroidery from Dongguan BPT (or any company of the Group designated by Dongguan BPT) and elastic webbing from Dongguan NHE (or any company of the Group designated by Dongguan NHE) and (ii) the annual cap for the transaction amount under the Sales Agreement for the period from 1 January 2022 to 3 May 2022 shall be RMB50 million (the **"Supplemental Agreement"**). Further details of the Supplemental Agreement were disclosed in the Company's announcement dated 30 June 2021.

From 1 January 2022 to 3 May 2022, sales to Dongguan PF and its associates by the Group under the Sales Agreement amounted to approximately RMB45,452,060.

On 3 May 2022, in contemplation of the expiry of the Sales Agreement (as amended by the Supplemental Agreement) on 3 May 2022, Dongguan BPT and Dongguan NHE (for themselves and on behalf of its associates as suppliers) entered into a renewed sales agreement (the **"Renewed Sales Agreement"**) with Dongguan PF (for itself and on behalf of its associates (collectively, **"Dongguan PF Group"**) as purchaser) in relation to the sale of elastic fabric, elastic webbing, lace, printing and embroidery for a term commencing on 4 May 2022 to 31 July 2022. The terms under the Renewed Sales Agreement are substantially the same as those under the Sales Agreement (as amended by the Supplemental Agreement), save that the annual cap for the transaction amounts under the Renewed Sales Agreement for the period from 4 May 2022 to 31 July 2022 shall be RMB40 million. Further details of the Renewed Sales Agreement were disclosed in the Company's announcement dated 3 May 2022.

於二零二一年六月三十日，鑒於東莞超盈及東莞潤信向東莞質品銷售產品之銷售額超出預期，且為了可更靈活地滿足訂約方之業務需要，東莞超盈、東莞潤信（作為供應商）與東莞質品（作為買方）訂立銷售協議的補充協議，據此，(i)東莞質品可不時指定其本身及其聯繫人向東莞超盈（或東莞超盈指定的本集團任何公司）購買彈性織物面料、蕾絲、印花及繡花，以及向東莞潤信（或東莞潤信指定的本集團任何公司）購買彈性織帶；及(ii)銷售協議項下交易額的年度上限於二零二二年一月一日至二零二二年五月三日期間為人民幣50百萬元（「**補充協議**」）。有關補充協議的進一步詳情已於本公司日期為二零二一年六月三十日之公告中披露。

於二零二二年一月一日至二零二二年五月三日期間根據銷售協議，本集團向東莞質品及其聯繫人的銷售為約人民幣45,452,060元。

於二零二二年五月三日，考慮到銷售協議（經補充協議修訂）於二零二二年五月三日期間到期，東莞超盈及東莞潤信（為其本身及代表其聯繫人）作為供應商與東莞質品（為其本身及代表其聯繫人，統稱「**東莞質品集團**」）作為買方訂立經續訂銷售協議（「**經續訂銷售協議**」），內容有關銷售彈性織物面料、彈性織帶、蕾絲、印花及繡花，年期自二零二二年五月四日至二零二二年七月三十一日止。經續訂銷售協議的條款與銷售協議（經補充協議修訂）的條款大致相同，惟經續訂銷售協議項下自二零二二年五月四日至二零二二年七月三十一日止的交易金額的年度上限除外，其金額為人民幣40百萬元。經續訂銷售協議的進一步詳情披露於本公司日期為二零二二年五月三日的公告中。

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From 4 May 2022 to 31 July 2022, sales to Dongguan PF Group by the Group under the Sales Agreement amounted to approximately RMB13,326,260.

On 21 June 2022, in contemplation of the expiry of the Renewed Sales Agreement on 31 July 2022, Best Pacific Textile Holdings Limited (“**BPTHL**”), an indirect wholly-owned subsidiary of the Company (for itself and on behalf of its associates (collectively, “**BPTHL Group**”), as seller) and Dongguan PF (for itself and on behalf of Dongguan PF Group, as purchaser) entered into a new sales agreement (the “**New Sales Agreement**”) in relation to the sale of elastic fabric, elastic webbing, lace, printing and embroidery by members of the BPTHL Group to the Dongguan PF Group for a term of three years commencing from 1 August 2022 to 31 July 2025. Pursuant to the New Sales Agreement, the selling price and terms for elastic fabric, elastic webbing, lace, printing and embroidery offered by the member(s) of the BPTHL Group to the Dongguan PF Group shall be agreed after arm’s length negotiation between the BPTHL Group and the Dongguan PF Group based on normal commercial terms after taking into consideration (i) the historical and prevailing market price of the same and similar goods in the area, (ii) the historical and prevailing selling prices of the Group for the goods to independent third party customers, (iii) the Group’s cost of sale of the goods, (iv) the size of the orders, and (v) the credit worthiness and potential business growth of the Dongguan PF Group, and in any event shall be no more favourable than those offered to independent third parties. The annual caps for the transaction amount under the New Sales Agreement for the period from 1 August 2022 to 31 December 2022 was RMB68 million and that for the financial years ending 31 December 2023, 2024 and 2025 shall be RMB230 million, RMB350 million and RMB286 million respectively. Further details of the New Sales Agreement were disclosed in the Company’s announcement dated 21 June 2022.

於二零二二年五月四日至二零二二年七月三十一日，根據銷售協議，本集團售予東莞質品集團的銷售額約為人民幣13,326,260元。

於二零二二年六月二十一日，考慮到經續訂銷售協議於二零二二年七月三十一日到期，為本公司間接全資附屬公司的超盈紡織控股有限公司（「**超盈紡織控股**」）（為其本身及代表其聯繫人，統稱「**超盈紡織控股集團**」）（作為賣方）與東莞質品（為其本身及代表東莞質品集團）（作為買方）訂立新訂銷售協議（「**新訂銷售協議**」），內容有關超盈紡織控股集團成員向東莞質品集團銷售彈性織物面料、彈性織帶、蕾絲、印花及繡花，銷售年期自二零二二年八月一日至二零二五年七月三十一日止為期三年。根據新訂銷售協議，超盈紡織控股集團成員向東莞質品集團提供之彈性織物面料、彈性織帶、蕾絲、印花及繡花之銷售價及條款將經超盈紡織控股集團與東莞質品集團於考慮(i)於相關區域等同及相若貨品之過往及現行市價；(ii)本集團就貨品向獨立第三方客戶提出之過往及現行銷售價；(iii)本集團銷售貨品之成本；(iv)訂單規模；及(v)東莞質品集團之信貸狀況及潛在業務增長後，按正常商業條款經公平磋商後協定，且無論如何不得優於提供予獨立第三方之價格。新訂銷售協議項下的交易金額於二零二二年八月一日至二零二二年十二月三十一日期間的年度上限為人民幣68百萬元，而截至二零二三年、二零二四年及二零二五年十二月三十一日止財政年度的年度上限則分別為人民幣230百萬元、人民幣350百萬元及人民幣286百萬元。新訂銷售協議的進一步詳情披露於本公司日期為二零二二年六月二十一日的公告中。

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From 1 August 2022 to 31 December 2022, sales to Dongguan PF Group by the BPTH Group under the New Sales Agreement amounted to approximately RMB42,320,840.

As at 3 May 2019 when the Sales Agreement was entered into, Dongguan PF was originally owned as to 50% by Ms. Wu Wanxiong (the spouse of Mr. Lu, the Chairman and an executive Director of the Company, the sister of Mr. Wu, an executive Director of the Company and the mother of Mr. Lu Libin, the Chief Strategy Officer and an executive Director of the Company), 30% by Ms. Zheng (the Chief Operating Officer and an executive Director of the Company and the spouse of Mr. Zhang, the Chief Executive Officer and an executive Director of the Company), 10% by Mr. Wu Junjie (the son of Mr. Wu) and 10% by Mr. Lu Canping (the nephew of Mr. Lu). As at 30 June 2021, 3 May 2022, 21 June 2022 and the date of this annual report, Dongguan PF was owned as to 40% by Ms. Wu Wanxiong, 40% by Ms. Zheng, 10% by Mr. Wu Junjie and 10% by Mr. Lu Canping. Accordingly, Dongguan PF is a connected person of the Company pursuant to Rule 14A.07 of the Listing Rules, and the transactions contemplated under each of the Sales Agreement, the Supplemental Agreement, the Renewed Sales Agreement and the New Sales Agreement constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

於二零二二年八月一日至二零二二年十二月三十一日，根據新訂銷售協議，本集團售予超盈紡織控股集團的銷售額約為人民幣42,320,840元。

於二零一九年五月三日簽訂銷售協議的東莞質品原本由吳婉雄女士（本公司主席兼執行董事盧先生的配偶、本公司執行董事吳先生的妹妹及本公司首席戰略官兼執行董事盧立彬先生的母親）、鄭女士（本公司首席運營官兼執行董事且為本公司行政總裁兼執行董事張先生的配偶）、吳俊傑先生（吳先生的兒子）及盧燦平先生（盧先生的侄兒）分別擁有50%、30%、10%及10%之股權。於二零二一年六月三十日、二零二二年五月三日、二零二二年六月二十一日及本年報日期，東莞質品由吳婉雄女士、鄭女士、吳俊傑先生及盧燦平先生分別擁有40%、40%、10%及10%股權。因此，根據上市規則第14A.07條，東莞質品為本公司之關連人士，且根據上市規則第14A章銷售協議、補充協議、經續訂銷售協議及新訂銷售協議各自項下擬進行的交易構成本公司的持續關連交易。

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b. Sales of synthetic fabric and webbing to the Brandix Group

On 6 November 2020, BPTHL, an indirect wholly-owned subsidiary of the Company (for itself and on behalf of the BPTHL Group, as seller) and Brandix Lanka Limited (“**Brandix**”) (for itself and on behalf of its affiliates (collectively, “**Brandix Group**”), as purchaser) entered into a sales framework agreement (the “**Brandix Framework Agreement**”) for a term of three years commencing on 6 November 2020 to 5 November 2023 in relation to the sale and purchase of synthetic fabric and webbing and any other products as may be agreed between the parties from time to time on normal commercial terms and subject to and upon the terms and conditions to be agreed between the relevant members of BPTHL Group and Brandix Group, setting out, among other things, the products to be supplied, specifications, quantity, price, delivery method and payment arrangement.

The annual caps for the transaction amounts under the Brandix Framework Agreement for the financial year ended 31 December 2022 and for the financial year ending 31 December 2023 shall be US\$63 million and US\$64 million respectively. During the financial year ended 31 December 2022, the sales to Brandix Group by BPTHL Group under the Brandix Framework Agreement amounted to approximately US\$22,363,166. Further details of the Brandix Framework Agreement were disclosed in the Company’s announcement dated 6 November 2020.

b. 銷售合成織物面料及織帶予Brandix集團

於二零二零年十一月六日，為本公司間接全資附屬公司的超盈紡織控股（為其本身及代表超盈紡織控股集團（作為賣方）與Brandix Lanka Limited（「**Brandix**」）（為其本身及代表其聯屬公司，統稱「**Brandix集團**」）（作為買方）訂立一份銷售框架協議（「**Brandix框架協議**」），自二零二零年十一月六日至二零二三年十一月五日止為期三年，該協議按正常商業條款不時進行有關合成織物面料及織帶（及雙方之間可能商定的任何產品）之買賣，且該協議須遵守將由超盈紡織控股集團及Brandix集團之相關成員同意之條款及條件，其中包括將供應之產品、規格、數量、價格、運輸方法及付款安排。

Brandix框架協議項下於截至二零二二年十二月三十一日止財政年度以及截至二零二三年十二月三十一日止財政年度之交易金額年度上限分別為63百萬美元及64百萬美元。截至二零二二年十二月三十一日止財政年度，超盈紡織控股集團根據Brandix框架協議售予Brandix集團的銷售額為約22,363,166美元。有關Brandix框架協議的進一步詳情已於本公司日期為二零二零年十一月六日之公告中披露。

As at 6 November 2020 and the date of this annual report, Best Pacific Textiles Lanka (Private) Limited was owned as to 75% by the Company, via Best Pacific International Sri Lanka (Pannala) Limited, and 25% by Brandix. Accordingly, members of Brandix Group (including Brandix) are connected persons of the Company at the subsidiary level under Rule 14A.06(9) of the Listing Rules and the transaction contemplated under the Brandix Framework Agreement constitutes a continuing connected transaction for the Company under Chapter 14A of the Listing Rules.

c. Sub-lease of a land for the use of production plant by MAS Fabric Park

On 22 December 2006, Trischel, a non-wholly owned subsidiary of the Company since completion of the acquisition on 1 August 2018, entered into an agreement (the “**Sub-Lease Agreement**”) with MAS Fabric Park (Private) Limited (“**MAS Fabric Park**”), an indirect wholly-owned subsidiary of MAS Holdings (Pvt) Ltd (“**MAS**”) and a substantial shareholder of Trischel, for sub-leasing a piece of land, situated in Nangalla and Thulhiriya Villages in the District of Kegalle, Sabaragamuwa Province, Sri Lanka, with an approximate area of 3.37818 hectares, to Trischel for a term of 98 years and 7 months commencing on 22 December 2006 and ending on 29 July 2105.

Pursuant to the Sub-Lease Agreement, the initial ground rent was US\$29,218 per annum as at signing of the Sub-Lease Agreement, which shall be adjusted annually in line with the ground rent charged or chargeable at other industrial zones as published by Board of Investment of Sri Lanka (“**BOI**”), a governmental authority in Sri Lanka, and shall be paid on or before 22 December each year.

於二零二零年十一月六日及本年報日期，Best Pacific Textiles Lanka (Private) Limited (透過Best Pacific International Sri Lanka (Pannala) Limited) 及Brandix分別擁有75%及25%股權。因此，根據上市規則第14A.06(9)條，Brandix集團的成員(包括Brandix)為本公司在附屬公司層級之關連人士，且根據上市規則第14A章，Brandix框架協議項下擬進行的交易構成本公司的持續關連交易。

c. 分租作為MAS Fabric Park生產廠房的土地

於二零零六年十二月二十二日，自收購事項於二零一八年八月一日完成後即成為本公司非全資附屬公司的Trischel與MAS Fabric Park (Private) Limited(「**MAS Fabric Park**」，MAS Holdings (Pvt) (「**MAS**」)之間接全資附屬公司及Trischel主要股東)訂立協議(「**分租協議**」)，以向Trischel分租一塊位於斯里蘭卡Sabaragamuwa省Kegalle區Nangalla及Thulhiriya村面積為約3.37818公頃之土地，為期98年又7個月，自二零零六年十二月二十二日起至二一零五年七月二十九日止。

根據分租協議，於簽訂分租協議時之最初地租為每年29,218美元，可每年按斯里蘭卡投資局(「**投資局**」，一個於斯里蘭卡的政府機關)所公佈在其他工業區內收取或應收的地租水平予以調整，並應於每年十二月二十二日或之前支付。

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The annual cap for the transaction amount under the Sub-Lease Agreement for the financial year ended 31 December 2022 shall be US\$97,000. During the year ended 31 December 2022, the ground rent paid to MAS Fabric Park by Trischel under the Sub-Lease Agreement amounted to approximately US\$42,825. Further details of the Sub-Lease Agreement were disclosed in the Company's announcement dated 4 December 2017.

Trischel is a non-wholly owned subsidiary of the Company in which 51% is indirectly owned by the Company via Best Pacific International Sri Lanka (Thulhiriya) Limited and 49% is owned by MAS Capital (Private) Limited ("**MAS Capital**"), which is a wholly-owned subsidiary of MAS. Accordingly, MAS Fabric Park, as an indirect wholly-owned subsidiary of MAS, is a connected person of the Company at the subsidiary level under Rule 14A.06(9) of the Listing Rules.

d. **Utilities services provided by MAS Fabric Park**

On 22 December 2006, Trischel also entered into a services agreement (the "**Services Agreement**") with MAS Fabric Park, pursuant to which MAS Fabric Park shall provide Trischel with electricity, steam, water, effluent discharge and fire hydrant water supply. The Services Agreement shall come into force and will be valid so long as the Sub-Lease Agreement remains valid and effective.

The initial monthly base service charge payable by Trischel to MAS Fabric Park was US\$5,000 as at signing of the Services Agreement which shall be adjusted annually with reference to the London Interbank Offered Rate ("**LIBOR**"). In addition to the monthly base service charge, Trischel shall also pay to MAS Fabric Park the utilities fees in amounts calculated with reference to the actual number of units or volume of use.

分租協議項下截至二零二二年十二月三十一日止財政年度的交易金額年度上限為97,000美元。截至二零二二年十二月三十一日止年度，Trischel根據分租協議向MAS Fabric Park支付的地租為約42,825美元。有關分租協議的進一步詳情已於本公司日期為二零一七年十二月四日之公告中披露。

Trischel將成為本公司非全資附屬公司，由本公司通過Best Pacific International Sri Lanka (Thulhiriya) Limited間接擁有51%股權及由MAS全資附屬公司MAS Capital (Private) Limited ("**MAS Capital**")擁有49%股權。因此，根據上市規則第14A.06(9)條，MAS間接全資附屬公司MAS Fabric Park將成為本公司在附屬公司層級之關連人士。

d. **MAS Fabric Park提供公用設施服務**

於二零零六年十二月二十二日，Trischel亦與MAS Fabric Park訂立服務協議 ("**服務協議**")，據此，MAS Fabric Park須向Trischel提供電力、蒸汽、用水、污水排放及消防栓供水系統。凡分租協議仍屬有效及具效力，服務協議將生效及有效。

於簽訂服務協議時，Trischel應付MAS Fabric Park之最初每月基本服務費為5,000美元，並應每年參考倫敦銀行同業拆息 ("**倫敦銀行同業拆息**") 予以調整。除每月基本服務費外，Trischel亦應向MAS Fabric Park支付根據使用的實際單位數目或用量計算金額之公用設施費用。

The annual cap for the transaction amounts under the Services Agreement for the financial year ended 31 December 2022 shall be US\$9,462,000. During the year ended 31 December 2022, the total service charge paid to MAS Fabric Park by Trischel under the Services Agreement amounted to approximately US\$4,677,512. Further details of the Services Agreement were disclosed in the Company's announcement dated 4 December 2017.

e. Installation, maintenance and operation services in relation to a biomass thermic oil heater provided by MAS Fabric Park

On 15 July 2016, Trischel entered into a memorandum of understanding (the "MOU") with MAS Fabric Park in relation to provision by MAS Fabric Park to Trischel of installation, maintenance and operation services in relation to a biomass thermic oil heater for a term of 10 years commencing on 15 July 2016 and ending on 14 July 2026. MAS Fabric Park shall bear the total cost of investment on purchasing and installation of the said heater pursuant to the MOU.

MAS Fabric Park shall charge Trischel at a rate determined according to the MOU for the energy consumed subject to review (and agreement between the parties to the MOU) annually in line with the percentage change in firewood prices and costs of labour, maintenance and electricity relating to the operation of the oil heater. MAS Fabric Park shall in addition to the above costs, charge a minimal administrative charge.

The annual cap for the transaction amounts under the MOU for the financial year ended 31 December 2022 shall be US\$2,715,000. During the year ended 31 December 2022, the total service charge paid to MAS Fabric Park by Trischel under the MOU amounted to approximately US\$469,859. Further details of the MOU were disclosed in the Company's announcement dated 4 December 2017.

服務協議項下截至二零二二年十二月三十一日止財政年度的交易金額年度上限為9,462,000美元。截至二零二二年十二月三十一日止年度，Trischel根據服務協議向MAS Fabric Park支付的服務費總額為約4,677,512美元。有關服務協議的進一步詳情已於本公司日期為二零一七年十二月四日之公告中披露。

e. MAS Fabric Park提供有關生物質導熱油加熱器之安裝、維護及營運服務

於二零一六年七月十五日，Trischel與MAS Fabric Park訂立諒解備忘錄（「MOU」），內容有關MAS Fabric Park向Trischel提供生物質導熱油加熱器之安裝、維護及營運相關服務，為期10年，自二零一六年七月十五日起至二零二六年七月十四日止。根據諒解備忘錄，MAS Fabric Park應承擔購買及安裝上述加熱器之總投資成本。

MAS Fabric Park將按根據諒解備忘錄所釐定的收費率，就所耗用的能源向Trischel收取費用，並可每年參照木柴價格及勞工、有關營運導熱油加熱器之維護及電力的成本之變動百分比率作檢討（及由諒解備忘錄訂約方之間協商）。除上述費用外，MAS Fabric Park將收取最小的行政費用。

諒解備忘錄項下截至二零二二年十二月三十一日止財政年度的交易金額年度上限為2,715,000美元。截至二零二二年十二月三十一日止年度，Trischel根據諒解備忘錄向MAS Fabric Park支付的服務費總額為約469,859美元。有關諒解備忘錄的進一步詳情已於本公司日期為二零一七年十二月四日之公告中披露。

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f. Sales of synthetic textiles and textile related products to MAS Group

On 30 June 2021, BPTHL, a wholly-owned subsidiary of the Company (for itself and on behalf of the BPTHL Group, as seller), entered into a framework agreement (the “**MAS Framework Agreement**”) with MAS Capital (for itself and on behalf of its affiliates (collectively, “**MAS Group**”), in relation to the sale of synthetic textiles and textile related products including synthetic fabrics by BPTHL Group to MAS Group for a term from 1 August 2021 to 31 December 2022. Pursuant to the MAS Framework Agreement, BPTHL Group has agreed to sell synthetic textiles and textile related products including synthetic fabrics to MAS Group from time to time on normal commercial terms and subject to and upon the terms and conditions contained in the purchase orders to be agreed between the relevant members of BPTHL Group and MAS Group, setting out, among other things, the products to be supplied, specifications, quantity, price, delivery method and payment arrangement. Further details of the MAS Framework Agreement were disclosed in the Company’s announcement dated 30 June 2021.

The annual cap for the transaction amounts under the MAS Framework Agreement for the financial year ended 31 December 2022 shall be US\$115 million. During the financial year ended 31 December 2022, the sales to MAS Group by BPTHL Group under the MAS Framework Agreement amounted to approximately US\$77,509,421.

Trischel is a non-wholly owned subsidiary of the Company in which 51% is indirectly owned by the Company and 49% is owned by MAS Capital. Accordingly, MAS Capital, as a substantial shareholder of Trischel, is a connected person of the Company at the subsidiary level under Rule 14A.06(9) of the Listing Rules.

f. 銷售合成紡織品及紡織相關產品予MAS集團

於二零二一年六月三十日，本公司之全資附屬公司超盈紡織控股（為其本身及代表超盈紡織控股集團）作為賣方與MAS Capital（為其本身即代表其聯屬公司，統稱「**MAS集團**」）訂立框架協議（「**MAS框架協議**」），內容有關超盈紡織控股集團向MAS集團銷售合成紡織品及紡織相關產品（包括合成纖維），協議期限自二零二一年八月一日起至二零二二年十二月三十一日止。根據MAS框架協議，超盈紡織控股集團同意按正常商業條款不時銷售合成紡織品及紡織相關產品（包括合成纖維）予MAS集團，且該等交易須遵守購買訂單所載之將由超盈紡織控股集團及MAS集團之相關成員公司同意之條款及條件，其中包括將供應之產品、規格、數量、價格、運輸方法及付款安排。有關MAS框架協議的進一步詳情已於本公司日期為二零二一年六月三十日之公告中披露。

MAS框架協議項下於截至二零二二年十二月三十一日止財政年度的交易金額年度上限為115百萬美元。截至二零二二年十二月三十一日止財政年度，超盈紡織控股集團根據MAS框架協議售予MAS集團的銷售額為約77,509,421美元。

Trischel將成為本公司非全資附屬公司，由本公司間接擁有51%股權及由MAS Capital擁有49%股權。因此，根據上市規則第14A.06(9)條，作為Trischel主要股東的MAS Capital將成為本公司在附屬公司層級之關連人士。

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Independent non-executive Directors' confirmation

The independent non-executive Directors have reviewed the aforementioned continuing connected transactions conducted during the year ended 31 December 2022 and confirmed that such transactions have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- (c) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Review by the Company's auditor

Pursuant to Rule 14A.56 of the Listing Rules, the Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. Our auditor has issued its unmodified independent assurance report on continuing connected transactions of the Group for the year ended 31 December 2022 on pages 50 to 58 of this annual report in accordance with Rule 14A.56 of the Listing Rules. A copy of the independent assurance report has been provided by the Company to the Stock Exchange.

獨立非執行董事的確認

獨立非執行董事已審閱上述於截至二零二二年十二月三十一日止年度開展的持續關連交易並確認有關交易已在以下情況下訂立：

- (a) 在本集團的日常及一般業務過程中；
- (b) 按正常商業條款，或如果並無足夠的可資比較交易以判斷是否按正常商業條款，則按不遜色於本集團向獨立第三方提供或從獨立第三方享有（若適用）的條款；及
- (c) 依據按公平合理且符合本公司股東整體利益的條款訂立的規管各方的相關協議。

本公司核數師進行的審閱

根據上市規則第14A.56條，本公司委聘核數師根據香港會計師公會所頒佈之香港保證工作準則第3000號（經修訂）「審核或審閱過往財務資料以外之保證工作」及參考實務說明第740號（經修訂）「關於香港上市規則所述持續關連交易的核數師函件」就本集團持續關連交易作出報告。核數師已根據上市規則第14A.56條出具有關本集團截至二零二二年十二月三十一日止年度的持續關連交易（其載於本年報第50頁至第58頁）的無修正獨立保證報告。本公司已向聯交所提供獨立保證報告副本。

REPORT OF THE DIRECTORS

董事會報告

AUDIT COMMITTEE

An audit committee (the “**Audit Committee**”) was established by the Board with written terms of reference in compliance with the Corporate Governance Code (the “**CG Code**”) contained in Appendix 14 to the Listing Rules. The Audit Committee comprises three independent non-executive Directors, namely Mr. Cheung Yat Ming, Mr. Ding Baoshan (“**Mr. Ding**”) and Mr. Kuo Dah Chih, Stanford (“**Mr. Kuo**”). Mr. Cheung Yat Ming is the chairman of the Audit Committee.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report from pages 72 to 89 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company’s total issued share capital was held by the public as at the latest practicable date prior to the issue of this report.

DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES

As disclosed in the Company’s announcement dated 15 June 2020, the Company (as guarantor) and its six wholly-owned subsidiaries (as borrowers) entered into a facility agreement (the “**Facility Agreement**”) with certain banks in Hong Kong for a syndicated loan comprising HK\$1.8 billion equivalent multicurrency term loan and revolving credit facilities, with a maturity of 42 months from the date of first drawdown of the term loan facility. The Facility Agreement contains specific performance obligations on Mr. Lu, the controlling shareholder of the Company, requiring that he shall at all times:

審核委員會

董事會設立了審核委員會（「**審核委員會**」），其書面職權範圍符合上市規則附錄十四中所載的企業管治守則（「**企業管治守則**」）。審核委員會包括三位獨立非執行董事，即張一鳴先生、丁寶山先生（「**丁先生**」）及郭大熾先生（「**郭先生**」）。張一鳴先生為審核委員會的主席。

企業管治

本公司採納的主要企業管治慣例載列於本年報第72頁至第89頁的企業管治報告。

公眾持股量的充足性

基於本公司可從公開途徑獲得的資料及據董事所知，於本年報刊發前的最後實際可行日期，本公司總發行股本中至少有25%由公眾持有。

根據上市規則第13.21條進行的披露

誠如本公司日期為二零二零年六月十五日的公告所披露，本公司（作為擔保人）及其六間全資附屬公司（作為借方）與香港的若干銀行就銀團貸款（包括18億港元等值多元幣值的定期貸款及循環信貸融資，於定期貸款融資首次提取日期起計42個月到期）訂立一項融資協議（「**融資協議**」）。融資協議載有關於本公司控股股東盧先生的特定履約責任，要求其始終：

REPORT OF THE DIRECTORS

董事會報告

- (i) maintain, directly or indirectly, at least 30% of the issued share capital of the Company and that such issued share capital shall remain unencumbered;
- (ii) be the single largest shareholder of the Company;
- (iii) be the Chairman of the Board of the Company; and
- (iv) maintain control over the management and business of the borrowers, the Company and the material subsidiaries.

As of the date of this annual report, Mr. Lu is an executive Director and the Chairman of the Board as well as the controlling shareholder of the Company, holding direct and indirect interests in 640,500,000 shares of the Company, representing approximately 61.59% of the issued share capital of the Company as at the date of this report, and is treated as the single largest shareholder of the Company.

Pursuant to the Facility Agreement, if Mr. Lu breaches any of his specific performance covenants as mentioned above, the borrowers shall prepay the syndicated loan together with the interests and all other amounts accrued in connection therewith in full within 21 days (or such longer period as the borrowers and the agent of the syndicated loan may agree) from the date of the notice delivered by the agent to the borrowers.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles, every Director shall be entitled to be indemnified out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain in or about the execution of the duties of his/her office or otherwise in relation thereto.

The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group throughout the year.

- (i) 直接或間接持有本公司已發行股本至少30%且該等已發行股本應始終為無抵押；
- (ii) 作為本公司的單一最大股東；
- (iii) 擔任本公司董事會主席；及
- (iv) 維持對借方、本公司及重要附屬公司的管理及業務的控制權。

截至本年報日期，盧先生為本公司執行董事兼董事會主席以及控股股東，於640,500,000股本公司股份中持有直接及間接權益，約佔於本報告日期本公司已發行股本的約61.59%，被視為本公司的單一最大股東。

根據融資協議，如盧先生違反其任何上述特定履約契諾，借方需於代理向借方發出通告日期起計21日內（或借方與銀團貸款的代理可能協定的有關較長期限）悉數提前歸還銀團貸款及與之有關的累計利息及所有其他金額。

允許的彌償條款

根據細則，各董事有權就其於執行其職務的職責時或與之有關或另行相關而可能產生或承擔的所有行動、成本、費用、虧損、損害賠償及開支而自本公司的資產及溢利中獲得彌償。

於整個年度期間內，本公司已為本集團的董事及高級職員安排適當的董事及高級職員責任險。

REPORT OF THE DIRECTORS

董事會報告

EVENTS AFTER THE REPORTING PERIOD

Saved as disclosed in this annual report, the Group had no other significant events after 31 December 2022 and up to the date of this annual report.

AUDITOR

The consolidated financial statements of the Company for the year ended 31 December 2022 have been audited by Messrs. Deloitte Touche Tohmatsu. A resolution will be submitted at the forthcoming AGM to re-appoint Messrs. Deloitte Touche Tohmatsu as independent auditor of the Company.

By order of the Board

Lu Yuguang

Chairman

Hong Kong, 27 March 2023

報告期後事項

除本年報中所披露者外，二零二二年十二月三十一日之後直至本年報日期，本集團並無其他重大事項。

核數師

本公司於截至二零二二年十二月三十一日止年度的綜合財務報表已經德勤•關黃陳方會計師行審核。重新委任德勤•關黃陳方會計師行為本公司的獨立核數師的決議案將在應屆股東週年大會上提呈。

承董事會命

盧煜光

主席

香港，二零二三年三月二十七日

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡介

Below is the biographical details of Directors and senior management of the Group as at 31 December 2022:

EXECUTIVE DIRECTORS

Mr. LU Yuguang (盧煜光), aged 57, is the Chairman of the Company. He was appointed as a Director on 14 June 2013 and re-designated as an executive Director of the Company on 21 January 2014. Mr. Lu is also the chairman of the nomination committee of the Company (the “**Nomination Committee**”). Mr. Lu has approximately twenty-eight years of experience in the textile industry and he formulates overall management plans and oversees the strategic business development of the Group. He is currently the legal representative and the chairman of Dongguan NHE, the chairman of the board of directors of Dongguan BPT and a director of certain subsidiaries of the Group. Mr. Lu first started to engage in the textile industry in August 1994 when he was a chairman of Dongguan Runda Elastic Weaving Company Limited (“**Dongguan Runda**”), a company engaged in the manufacturing, production and sale of elastic webbing. Throughout the years, Mr. Lu has been an active entrepreneur in Dongguan City and Guangdong Province. Mr. Lu has been a member of the Dongguan High-Tech Industry Association (東莞市高新技術產業協會) since July 2009 and had been a committee member of the Chinese People’s Political Consultative Conference of the Dongguan Municipal (東莞市政協委員會) from December 2011 to December 2021. Since July 2017 and April 2017, Mr. Lu has been appointed as the president of Dongguan City MaChong Association of Enterprises with Foreign Investment (東莞市外商投資企業協會麻涌分會) and an executive director of World Dongguan Entrepreneurs (世界莞商聯合會) respectively. From January 2018 to December 2021, Mr. Lu had been the vice president of the Dongguan City Association of Enterprises with Foreign Investment (東莞市外商投資企業協會). In March 2019, Mr. Lu was appointed as the vice president of the Dongguan Trademark Brand Development Promotion Association (東莞市商標品牌發展保護促進會). In July 2009, Mr. Lu was awarded with the “Chinese Enterprise Management Innovation Achievement Award” (中國企業管理創新成就獎) by the China Academy of Management Science (中國管理科學研究院). Mr. Lu is the brother-in-law of Mr. Wu and the father of Mr. Lu Libin. As at 31 December 2022, Mr. Lu was the controlling shareholder of the Company. Details of Mr. Lu’s interests in the share capital of the Company are set out in the section headed “DISCLOSURE OF INTERESTS – DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND/OR DEBENTURES” in this annual report.

以下為本集團於二零二二年十二月三十一日的董事及高級管理層簡介：

執行董事

盧煜光先生，57歲，本公司主席。彼於二零一三年六月十四日獲委任為董事，並於二零一四年一月二十一日獲調任為本公司執行董事。盧先生亦為本公司提名委員會（「**提名委員會**」）主席。盧先生在紡織業約有二十八年經驗，負責制訂本集團的整體管理計劃及監督本集團的策略性業務發展。彼目前為東莞潤信的法人代表兼主席，亦為東莞超盈董事會主席以及本集團若干附屬公司董事。盧先生於一九九四年八月開始從事紡織業，當時為東莞潤達彈性織造有限公司（「**東莞潤達**」，一間從事製造、生產及銷售彈性織帶的公司）的主席。多年來，盧先生一直為活躍於東莞市及廣東省的企業家。盧先生自二零零九年七月起一直為東莞市高新技術產業協會會員，及於二零一一年十二月至二零二一年十二月期間為東莞市政協委員會委員。自二零一七年七月及四月，盧先生分別擔任東莞市外商投資企業協會麻涌分會會長和世界莞商聯合會常務理事。於二零一八年一月至二零二一年十二月期間，盧先生擔任東莞市外商投資企業協會理事會副會長。於二零一九年三月，盧先生獲委任為東莞市商標品牌發展保護促進會常務副會長。二零零九年七月，盧先生獲中國管理科學研究院頒授「中國企業管理創新成就獎」。盧先生為吳先生的妹夫及盧立彬先生之父親。於二零二二年十二月三十一日，盧先生為本公司的控股股東。盧先生於本公司股本中的權益的詳情載列於本年報「權益披露 – 董事及主要行政人員於股份、相關股份及／或債券的權益及淡倉」一節。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡介

Mr. ZHANG Haitao (張海濤), who was formerly named as Mr. ZHANG Dahai (張大海), aged 52, is the Chief Executive Officer of the Group. He was appointed as a Director on 14 June 2013 and re-designated as an executive Director of the Company on 21 January 2014. He was also appointed as a member of the Remuneration Committee on 20 March 2018. He is currently a director and the general manager of Dongguan BPT and Dongguan NHE and a director of certain subsidiaries of the Group. Mr. Zhang formulates and executes overall corporate directions and business strategies of the Group. He has approximately twenty-eight years of experience in the textile industry. Mr. Zhang has worked in the Group since February 2003 and held the position of general manager at Dongguan BPT. Prior to working in the Group, Mr. Zhang worked for Pioneer Elastic Fabric (China) Company Limited (明新彈性織物(中國)有限公司) as the business manager between March 1995 and March 1998. Between January 1998 and April 1999, and later from July 2001 to May 2010, Mr. Zhang was the general manager of Dongguan Runda. Mr. Zhang has been a director of the Guangdong Textiles Association (廣東省紡織協會) since November 2009 and an individual life member of the Hong Kong General Chamber of Textiles Limited (香港紡織商會) since September 2013. Since December 2019, Mr. Zhang has been the Vice Chairman of The Hong Kong Intimate Apparel Industries' Association Ltd. Mr. Zhang completed a fashion technology course at Beijing Institute of Fashion Technology (北京服裝學院) in July 1992 and further obtained a master degree in software systems at the University of St. Thomas in the U.S. in May 2001. Mr. Zhang is the spouse of Ms. Zheng, the Chief Operating Officer and an executive Director of the Company. As at 31 December 2022, Mr. Zhang was interested in the shares of the Company, details of which are set out in the section headed "DISCLOSURE OF INTERESTS – DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND/OR DEBENTURES" in this annual report.

張海濤先生 (前名為張大海先生), 52歲, 本集團行政總裁。彼於二零一三年六月十四日獲委任為董事, 並於二零一四年一月二十一日獲調任為本公司執行董事。彼亦於二零一八年三月二十日獲委任為薪酬委員會成員。彼目前為東莞超盈及東莞潤信的董事兼總經理以及本集團若干附屬公司董事。張先生負責制訂並執行本集團之整體企業方針及業務策略。彼於紡織業約有二十八年經驗。張先生自二零零三年二月開始於本集團工作並一直擔任東莞超盈的總經理。張先生於本集團工作前於一九九五年三月至一九九八年三月期間擔任明新彈性織物(中國)有限公司營業經理。張先生其後於一九九八年一月至一九九九年四月期間及二零零一年七月至二零一零年五月期間擔任東莞潤達總經理。張先生自二零零九年十一月起一直為廣東省紡織協會理事, 並自二零一三年九月起一直為香港紡織商會永久個人會員。自二零一九年十二月起, 張先生一直為香港內衣業聯會副主席。張先生於一九九二年七月於北京服裝學院修畢一項服裝工程課程, 其後於二零零一年五月取得美國聖托馬斯大學軟件系統碩士學位。張先生為本公司首席運營官兼執行董事鄭女士的配偶。於二零二二年十二月三十一日, 張先生於本公司的股份中擁有權益, 詳情載列於本年報「權益披露 – 董事及主要行政人員於股份、相關股份及／或債券的權益及淡倉」一節。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡介

Mr. WU Shaolun (吳少倫), aged 58, is an executive Director of the Company. He was appointed as a Director on 14 June 2013 and re-designated as an executive Director of the Company on 21 January 2014. He is currently a director and the deputy general manager of Dongguan BPT and Dongguan NHE, and a director of certain subsidiaries of the Group. Mr. Wu is principally responsible for the Group's infrastructure and the general management of Dongguan BPT and Dongguan NHE. He has over twenty-seven years of experience in the textile industry. Prior to joining the Group, Mr. Wu worked in Dongguan Runda as the deputy general manager from April 1995 to May 2010. Since February 2003, Mr. Wu has been the deputy general manager of Dongguan BPT. In addition, he has been the deputy general manager of Dongguan NHE since 2010. Mr. Wu has been a member of the Dongguan High-tech Industry Association (東莞市高新技術產業協會) since July 2009 and a director of the Dongguan City Association of Enterprises with Foreign Investment (東莞市外商投資企業協會) since November 2013. Mr. Wu is the brother-in-law of Mr. Lu and the uncle of Mr. Lu Libin. As at 31 December 2022, Mr. Wu was interested in the shares of the Company, details of which are set out in the section headed "DISCLOSURE OF INTERESTS – DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND/OR DEBENTURES" in this annual report.

吳少倫先生，58歲，本公司執行董事。彼於二零一三年六月十四日獲委任為董事及於二零一四年一月二十一日獲調任為本公司執行董事。彼目前為東莞超盈及東莞潤信的董事兼副總經理以及本集團若干附屬公司董事。吳先生主要負責本集團之基建及東莞超盈及東莞潤信的整體業務管理。彼於紡織業擁有逾二十七年經驗。吳先生於加盟本集團前，於一九九五年四月至二零一零年五月期間擔任東莞潤達的副總經理。吳先生自二零零三年二月起一直為東莞超盈的副總經理。此外，彼自二零一零年起一直擔任東莞潤信的副總經理。吳先生自二零零九年七月起一直為東莞市高新技術產業協會會員，並自二零一三年十一月起一直為東莞市外商投資企業協會理事。吳先生為盧先生的內兄及盧立彬先生的舅父。於二零二二年十二月三十一日，吳先生於本公司的股份中擁有權益，詳情載列於本年報「權益披露 – 董事及主要行政人員於股份、相關股份及／或債券的權益及淡倉」一節。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡介

Ms. ZHENG Tingting (鄭婷婷), aged 47, is an executive Director of the Company, the Chief Operating Officer and vice-president (marketing) of the Group and a director of certain subsidiaries of the Group. She is responsible for the overall operations, manufacturing and developing and implementing the sales and marketing strategies of the Group. Prior to joining the Group in December 2006, Ms. Zheng joined the Guangzhou office of Parker Pen (Shanghai) Limited as a sourcing specialist in January 2004. In December 2006, Ms. Zheng joined Dongguan Runda and worked as the vice-president when she left in May 2010. Since May 2010, she has joined Dongguan NHE in the same capacity. Also, starting from December 2006, Ms. Zheng worked as a sales manager in Dongguan BPT. In December 2008, she was promoted as the vice-president (marketing) of the Group. Ms. Zheng was promoted as the chief operating officer of the Group since 1 September 2014. Ms. Zheng graduated from the English department of Xi'an Translation College (西安翻譯培訓學院) in the PRC in June 1996. Subsequently in January 2017, she graduated from the Northwestern University and The Hong Kong University of Science and Technology with a master degree in business administration. Ms. Zheng is the spouse of Mr. Zhang, the Chief Executive Officer and an executive Director of the Company. As at 31 December 2022, Ms. Zheng was interested in the shares of the Company, details of which are set out in the section headed "DISCLOSURE OF INTERESTS – DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND/OR DEBENTURES" in this annual report.

鄭婷婷女士，47歲，本公司執行董事、本集團首席運營官及營業副總裁以及本集團若干附屬公司董事。彼負責本集團整體運作、生產及制訂與實施銷售及營業策略等事宜。鄭女士於二零零六年十二月加盟本集團之前，於二零零四年一月加盟上海派克筆有限公司廣州辦事處擔任採購專員。鄭女士於二零零六年十二月加盟東莞潤達擔任副總裁至二零一零年五月離職為止。自二零一零年十月起，彼加盟東莞潤信，同樣擔任副總裁的職位。此外，自二零零六年十二月起，鄭女士於東莞超盈擔任銷售經理一職。彼於二零零八年十二月晉升為本集團營業副總裁。鄭女士亦於二零一四年九月一日起獲晉升為本集團首席運營官。鄭女士於一九九六年六月於中國西安翻譯培訓學院英文系畢業。其後於二零一七年一月，彼於美國西北大學及香港科技大學畢業，取得工商管理碩士學位。鄭女士為本公司行政總裁兼執行董事張先生的配偶。於二零二二年十二月三十一日，鄭女士於本公司的股份中擁有權益，詳情載列於本年報「權益披露 – 董事及主要行政人員於股份、相關股份及／或債券的權益及淡倉」一節。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡介

Mr. CHAN Yiu Sing (陳耀星), aged 43, is an executive Director of the Company, the Chief Financial Officer and Company Secretary of the Group and a director of certain subsidiaries of the Group. Mr. Chan is responsible for overseeing the Group's financial reporting, budgeting control, financing and fund management, as well as ensuring and maintaining the standards of corporate governance of the Group. Mr. Chan has over fifteen years of experience in audit, investment, accounting and finance. He joined an international audit firm in February 2006 and was a manager of such audit firm until May 2012 prior to joining the Group in February 2013. Since August 2022, Mr. Chan has been an independent director of Magic Empire Global Limited, a company listed on the National Association of Securities Dealers Automated Quotations (Stock Code: MEGL). Mr. Chan graduated from the University of New South Wales in Australia with a master's degree in commerce in June 2005 and a bachelor's degree in accounting and finance in October 2003. He is a fellow member of the Hong Kong Institute of Certified Public Accountants. As at 31 December 2022, Mr. Chan was interested in the shares of the Company, details of which are set out in the section headed "DISCLOSURE OF INTERESTS – DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND/OR DEBENTURES" in this annual report.

Mr. LU Libin (盧立彬), aged 29, is an executive Director of the Company and has been the Chief Strategy Officer of the Group since June 2019. Mr. Lu Libin is primarily responsible for assisting the Board in formulating future development strategies and directions for the Group. Mr. Lu Libin joined the Group as the sales manager in June 2017, and was responsible for coordinating various departments and operations across different countries. Since August 2021, Mr. Lu Libin has been the vice president of Dongguan Dongcheng Young Entrepreneurs Association (東莞市東城青年企業家協會). Since October 2021, Mr. Lu Libin has been the vice president of Dongguan Houjie Town Chamber of Commerce (東莞市厚街鎮商會). Since December 2021, Mr. Lu Libin has been a committee member of the Chinese People's Political Consultative Conference of the Dongguan Municipal (東莞市政協委員會). Prior to joining the Group, Mr. Lu Libin worked as an associate in the investment banking division at BOCOM International (Asia) Limited from January 2016 to May 2017. Mr. Lu Libin obtained his bachelor's degree in finance from the University of Connecticut in the United States of America in January 2016. Mr. Lu Libin is the son of Mr. Lu, the Chairman and an executive Director of the Company, and the nephew of Mr. Wu, an executive Director of the Company.

陳耀星先生，43歲，本公司執行董事、本集團首席財務官及公司秘書兼本集團若干附屬公司董事。陳先生負責監督本集團的財務匯報、預算控制、融資及資金管理、以及確保並維持本集團企業管治水準。陳先生在審計、投資、會計及財務方面擁有逾十五年經驗。彼於二零零六年二月加盟一間國際審計事務所，在該審計事務所擔任經理至二零一二年五月為止，其後於二零一三年二月加盟本集團。自二零二二年八月以來，陳先生擔任Magic Empire Global Limited（一家於美國全國證券交易商協會自動報價系統上公司的公司，股份代號：MEGL）的獨立董事。陳先生畢業於澳洲新南威爾士大學，分別於二零零五年六月及二零零三年十月獲該校頒授商科碩士學位及會計及財務學士學位，並為香港會計師公會資深會員。於二零二二年十二月三十一日，陳先生於本公司的股份中擁有權益，詳情載列於本年報「權益披露 – 董事及主要行政人員於股份、相關股份及／或債券的權益及淡倉」一節。

盧立彬先生，29歲，本公司執行董事並自二零一九年六月起一直擔任本集團首席戰略官。盧立彬先生主要負責協助董事會制定本集團的未來發展戰略及方向。盧立彬先生於二零一七年六月加入本集團擔任銷售經理，負責協調各部門及不同國家的業務。自二零二一年八月，盧立彬先生擔任東莞市東城青年企業家協會副會長。自二零二一年十月，盧立彬先生擔任東莞市厚街鎮商會副會長。自二零二一年十二月，盧立彬先生擔任東莞市政協委員會委員。於加入本集團前，盧立彬先生於二零一六年一月至二零一七年五月在交銀國際（亞洲）有限公司投資銀行部擔任經理。盧立彬先生於二零一六年一月獲得美國康涅迪格大學金融學士學位。盧立彬先生為本公司董事會主席兼執行董事盧先生的兒子及本公司執行董事吳先生的外甥。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHEUNG Yat Ming (張一鳴), who was formerly named as Mr. CHEUNG Yiu Tai (張耀泰), aged 54, was appointed as an independent non-executive Director of the Company on 8 May 2014. He is also the chairman of the Audit Committee, and a member of both the Remuneration Committee and the Nomination Committee of the Company. He has extensive experience in the fields of investment, real estate and property market research, corporate finance and auditing. Prior to joining the Group, he was a staff accountant and semi-senior accountant at Arthur Andersen & Co. in Hong Kong and China from August 1991. In August 1994, he joined Citicorp Commercial Finance (HK) Limited as an administration and accounting manager and was promoted with Citibank's corporate title of assistant vice-president in September 1996. In October 1997, he joined Salomon Brothers Hong Kong Limited as an equity research associate. He joined Donaldson, Lufkin & Jenrette as a research associate in its equity department in May 1999. In November 2000, he joined HSBC Markets (Asia) Limited as its head of Hong Kong and China property research. In 2005, he joined Cohen & Steers Asia Limited as an executive director and a vice-president in its investment research department and was promoted in January 2007 as a senior vice-president and Asia Pacific chief investment officer. In June 2009, he joined DBS Vickers (Hong Kong) Limited as its head of research. From August 2011 to June 2013, he worked as the chief investment officer of Neutron Greater China Equity Long/Short Fund as managed by Neutron INV Partners Limited. From June 2013 to February 2020, he worked as the executive director, chief executive officer and responsible officer of New Century Asset Management Limited, which is the manager of New Century Real Estate Investment Trust, a REIT previously listed on the Stock Exchange (Stock Code: 1275). From March 2014 to March 2020, he served as an independent non-executive director of Springland International Holdings Limited, a company previously listed on the Stock Exchange (Stock

獨立非執行董事

張一鳴先生(前名為張耀泰先生), 54歲, 於二零一四年五月八日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會主席、及分別為薪酬委員會及提名委員會之成員。彼在投資、房地產及物業市場研究、企業融資及審計方面經驗豐富。彼於加盟本集團前, 於一九九一年八月起在香港及中國安達信公司擔任會計員及中級會計師。於一九九四年八月, 彼加盟花旗工商財務(香港)有限公司擔任行政及會計經理, 並於一九九六年九月晉升為花旗銀行之助理副總裁。彼於一九九七年十月加盟所羅門兄弟香港有限公司擔任證券研究助理。於一九九九年五月, 彼於Donaldson, Lufkin & Jenrette之投資部擔任證券研究分析員。彼於二零零零年十一月加盟HSBC Markets (Asia) Limited擔任香港及中國物業分析主管。於二零零五年, 彼加盟Cohen & Steers Asia Limited擔任執行董事兼投資研究部副總裁, 並於二零零七年一月晉升為高級副總裁兼亞太區投資總監。彼於二零零九年六月加盟星展唯高達香港有限公司擔任研究主管。於二零一一年八月至二零一三年六月期間, 彼擔任由Neutron INV Partners Limited管理之Neutron Greater China Equity Long/Short Fund的投資總監。於二零一三年六月至二零二零年二月期間, 彼擔任開元資產管理有限公司的執行董事、行政總裁兼負責人員, 該公司為開元產業投資信託基金(曾於聯交所上市的產業投資基金, 股份代號: 1275)的經理。於二零一四年三月至二零二零年三月期間, 彼擔任華地國際控股有限公司的獨立非執行董事(曾於聯交所上市的公司, 股份代號: 1700)。自二零二零年二月至二零二零年三月, 彼擔任FEC Hospitality REIT Pte. Ltd.的首席執行官。自二零二零年三月十七日起, 彼成為Neutron Pacific Limited的首席執行官。自二零二一年八月二十日,

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡介

Code: 1700). From February 2020 to March 2020, he served as the chief executive officer of FEC Hospitality REIT Pte. Ltd. Since 17 March 2020, he has been the chief executive officer of Neutron Pacific Limited. Since 20 August 2021, he has been the responsible officer of Win Full Investment Management Group Limited. He became a certified public accountant of the Hong Kong Institute of Certified Public Accountants in January 1995, a fellow of the Association of Chartered Certified Accountants in September 1999 and a fellow member of the Institute of Chartered Accountants in England and Wales in September 2017. In June 2010, he received the Outstanding Chinese Business Leader Award (中華傑出商業領袖獎) from the HongQi (紅旗畫刊) and China Report (中國報道). He graduated from the Hong Kong Polytechnic University with a bachelor degree in accountancy in November 1991.

Mr. Cheung Yat Ming was appointed as a director of Neutron Greater China Equity Long/Short Fund, an exempted limited company incorporated in the Cayman Islands on 11 June 2010 to conduct securities investment business. The company had ceased to trade and was not in operation, had no assets, nor liabilities to creditors, shareholders or any other third party at the time when he was one of the directors of the company, and the shareholders of the company believed that it was for the best interests of the company to be struck off from the register of companies in the Cayman Islands. The company was subsequently struck off from the register on 31 December 2013. He was also a director of Neutron Capital Management Ltd., an exempted limited company incorporated in the Cayman Islands on 11 June 2010 to conduct securities investment business. The company had ceased to trade and was not in operation, it also had no assets, nor liabilities to creditors, shareholders or any other third party at the time when he was one of the directors of the company, and the shareholders of the company believed that it was for the best interests of the company to be struck off from the register of companies in the Cayman Islands. The company was subsequently struck off from the register on 31 December 2013.

彼成為永富資產集團有限公司的負責人。彼於一九九五年一月成為香港會計師公會的執業會計師、於一九九九年九月成為特許公認會計師公會的資深會員以及於二零一七年九月成為英格蘭及韋爾斯特許會計師公會的資深會員。於二零一零年六月，彼獲《紅旗畫刊》及《中國報道》授予中華傑出商業領袖獎。彼於一九九一年十一月於香港理工大學畢業，取得會計學學士學位。

張一鳴先生獲委任為Neutron Greater China Equity Long/Short Fund (一間於二零一零年六月十一日在開曼群島註冊成立之獲豁免有限公司，從事證券投資業務)的董事。該公司已停止交易及營運，彼為該公司其中一名董事時，該公司並無債權人、股東或任何其他第三方的資產或負債，而該公司的股東認為將該公司從開曼群島的公司登記冊中剔除對該公司最為有利。該公司隨後於二零一三年十二月三十一日自登記冊中剔除。彼亦為Neutron Capital Management Ltd. (一間於二零一零年六月十一日在開曼群島註冊成立之獲豁免有限公司，從事證券投資業務)的董事。該公司已停止交易及營運，彼為該公司其中一名董事時，該公司並無債權人、股東或任何其他第三方的資產或負債，而該公司的股東認為將該公司從開曼群島的公司登記冊中剔除對該公司最為有利。該公司隨後於二零一三年十二月三十一日自登記冊中剔除。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡介

Mr. DING Baoshan (丁寶山), aged 59, was appointed as an independent non-executive Director of the Company on 8 May 2014. He is also the chairman of the Remuneration Committee and a member of both the Audit Committee and the Nomination Committee of the Company. Prior to joining the Group, Mr. Ding was an executive director of Denway Motors Limited from 2000 to 2007, which was initially listed on the Stock Exchange but was delisted in 2010 upon its privatisation. Starting from July 2000, Mr. Ding also worked as the chief economist and the deputy general manager of Guangzhou Automobile Industry Group Company Limited (廣州汽車工業集團有限公司), managing various departments until October 2007. Starting from 2008, he was the general manager of Beijing Shengshi Huaxuan Investment Company Limited (北京盛世華軒投資有限公司) until June 2015. From May 2011 to November 2017, he was an independent director of Qinghai Huading Industrial Company Limited (青海華鼎實業有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600243). Mr. Ding has also taken up the position as the chairman and an executive director of Pizu Group Holdings Limited, a company listed on the Stock Exchange (Stock Code: 8053) since December 2012, and subsequently resigned as the chairman on 15 November 2016, and later resigned as the executive director on 9 January 2019. From March 2015 to April 2021, Mr. Ding had been an independent director of Shanxi Guoxin Energy Corporation Limited (山西省國新能源股份有限公司), a company listed on the Shanghai Stock Exchange (Stock code: 600617). Since June 2021, Mr. Ding has been an independent director of Shanxi Blue Flame Holding Company Limited (山西藍焰控股股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 000968). Mr. Ding graduated from the Beijing Iron and Steel Institute (北京鋼鐵學院) with a bachelor degree in mining machinery in July 1985. In June 1988, Mr. Ding completed a master degree in engineering at Beijing University of Science and Technology (北京科技大學) in the PRC. Mr. Ding graduated from China Social Science Institute (中國社會科學院) with a doctorate degree in economics in July 1991.

丁寶山先生，59歲，於二零一四年五月八日獲委任為本公司獨立非執行董事。彼亦為本公司薪酬委員會主席、審核委員會及提名委員會成員。丁先生於加盟本集團前，於二零零零年至二零零七年期間出任駿威汽車有限公司(駿威汽車有限公司最初於聯交所上市，但在該公司私有化後於二零一零年除牌)執行董事。自二零零零年七月起，丁先生亦於廣州汽車工業集團有限公司擔任總經濟師兼副總經理，管理不同部門，直至二零零七年十月為止。自二零零八年起，彼於北京盛世華軒投資有限公司擔任總經理直至二零一五年六月為止。自二零一一年五月至二零一七年十一月，彼於青海華鼎實業有限公司(上海證券交易所上市公司，股份代號：600243)出任獨立董事。自二零一二年十二月起，丁先生出任比優集團控股有限公司(聯交所上市公司，股份代號：8053)主席兼執行董事，並其後於二零一六年十一月十五日辭任主席一職以及其後於二零一九年一月九日辭任執行董事一職。於二零一五年三月至二零二一年四月，丁先生為山西省國新能源股份有限公司(上海證券交易所上市公司，股份代號：600617)的獨立董事。自二零二一年六月起，丁先生為山西藍焰控股股份有限公司(深圳證券交易所上市公司，股份代號：000968)的獨立董事。丁先生於一九八五年七月於北京鋼鐵學院畢業，取得礦山機械學士學位。丁先生於一九八八年六月完成中國北京科技大學的工學碩士學位。丁先生於一九九一年七月於中國社會科學院畢業，取得經濟學博士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層簡介

Mr. KUO Dah Chih, Stanford (郭大熾), aged 62, was appointed as an independent non-executive Director of the Company on 28 May 2021. He is also a member of the Audit Committee of the Company. Mr. Kuo has extensive experience in the textile and apparel industry. Since 1982, Mr. Kuo has served as a managing director of Gunzetal Limited, which is a leading worldwide supplier of high quality thread products to the apparel and non-apparel industry. By engaging in product development with retailers, Gunzetal Limited is a vertically integrated thread producer which provides spinning, dyeing, finishing, and direct distribution to the end sewing users. Since 1982, he has also served as a managing director of Woodard Textile Manufacturing Co., Ltd. which is a leading worldwide supplier of high quality yarn and thread products to the apparel and non-apparel industry. In 2010, he was appointed as a member of the Executive Committee of Sustainable Fashion Business Consortium. From 2012 to 2022, Mr. Kuo was appointed as a member of the Board of Trustees at Deerfield Academy (USA). From 2015 to 2022, he has served as the vice-chairman of Federation of HK Jiangsu Community Organizations. Since 2015, he had been serving the General Committee of the Federation of Hong Kong Industries and as the chairman of Group 17 (Spinning). In 2016, Mr. Kuo was appointed as the chairman of The Hong Kong Cotton Spinners Association and a member of the School Committee of Diocesan Boys' School. In 2017, Mr. Kuo was appointed as a member of the General Committee of Textile Council of Hong Kong. In 2019, he was elected as the vice-chairman of the Hong Kong Intimate Apparel Industries' Association. From 2019 to 2022, Mr. Kuo was a member of the Vocational Training Council Fashion and Textile Training Board. In 2020, he was appointed as a member of the Board of Directors (Class B) of The Hong Kong Research Institute of Textiles and Apparel Limited and a director of the Diocesan Boys' School Foundation Limited and the convenor of Endowment & Administration Sub-Committee. Mr. Kuo obtained both of his bachelor's degree in management and his bachelor's degree in electrical engineering from Massachusetts Institute of Technology in the United States of America in 1982.

郭大熾先生，62歲，於二零二一年五月二十八日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會成員。郭先生於紡織和服裝行業擁有豐富的經驗。自一九八二年以來，郭先生一直擔任金泰線廠有限公司的董事總經理，該公司是全球領先的為服裝和非服裝工業服務的高品質縫紉線供應商。通過與零售商合作進行產品開發，金泰線廠有限公司為一家垂直一體化縫紉線生產商並提供紡紗、印染、精加工及直接分銷至最終縫製用戶。自一九八二年以來，彼亦一直擔任華達紗廠有限公司的董事總經理，該公司是全球領先的為服裝和非服裝工業服務的高品質紗線及縫紉線供應商。於二零一零年，彼獲委任為時裝企業持續發展聯盟理事會成員。於二零一二年至二零二二年，郭先生獲委任為美國迪爾菲爾德學校董會成員。於二零一五年至二零二二年，彼擔任香港江蘇社團總會副會長。自二零一五年以來，彼任職於香港工業總會理事會及第十七分組（紡紗）的主席。於二零一六年，郭先生獲委任為香港棉紡業同業公會主席及拔萃男書院校委會成員。於二零一七年，郭先生獲委任為香港紡織業聯會理事委員會成員。於二零一九年，彼獲委任為香港內衣業聯會的副主席。於二零一九年至二零二二年，郭先生為職業訓練局時裝及紡織業訓練委員會的成員。於二零二零年，彼獲委任為香港紡織及成衣研發中心董事會（B組）成員及拔萃男書院基金有限公司的董事及捐贈與行政小組委員會的召集人。郭先生於一九八二年獲得美國麻省理工學院管理學學士學位及電子工程學學士學位。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standard of corporate governance which is essential to the sustainable development and growth of the Company. The Board is of the view that the Company has met all the applicable code provisions in force set out in the CG Code throughout the year ended 31 December 2022 (the “Reporting Period”).

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made to all the Directors of the Company and the Directors have confirmed that they have complied with the Model Code throughout the Reporting Period.

The Company has also established a code no less exacting than the Model Code for securities transactions by senior management who are likely to be in possession of unpublished price-sensitive or inside information of the Company.

BOARD OF DIRECTORS

As at the end of the Reporting Period, the Board comprises nine members, consisting of six executive Directors, namely Mr. Lu (Chairman of the Board), Mr. Zhang (Chief Executive Officer), Mr. Wu, Ms. Zheng (Chief Operating Officer), Mr. Chan (Chief Financial Officer and Company Secretary) and Mr. Lu Libin (Chief Strategy Officer), and three independent non-executive Directors, namely Mr. Cheung Yat Ming, Mr. Ding and Mr. Kuo.

The biographical information of the Directors as well as the relationships between the members of the Board are set out on pages 63 to 71 of this annual report.

企業管治常規

本公司致力維持高水平的企業管治，此對本公司之可持續發展及增長尤為重要。董事會認為，本公司已於截至二零二二年十二月三十一日止年度整個期間（「報告期間」）符合於年內生效的企業管治守則所載的所有適用守則條文。

進行證券交易的標準守則

本公司已採用上市規則附錄十中載列的標準守則。

經向本公司全體董事作出具體查詢，董事已確認彼等於報告期間一直遵守標準守則。

本公司亦制訂不遜於標準守則的守則，以為可能擁有本公司未公開的股價敏感資料或內幕消息的高級管理層進行證券交易的守則。

董事會

於報告期間結束時，董事會由九名成員組成，包括六名執行董事（即盧先生（董事會主席）、張先生（行政總裁）、吳先生、鄭女士（首席運營官）、陳先生（首席財務官及公司秘書）及盧立彬先生（首席戰略官），以及三名獨立非執行董事（即張一鳴先生、丁先生及郭先生）。

董事的履歷資料以及董事會成員之間的關係載列於本年報第63頁至第71頁。

Chairman and Chief Executive Officer

The positions of Chairman and Chief Executive Officer are held by Mr. Lu and Mr. Zhang respectively. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The Chief Executive Officer focuses on the Company's business development and daily management and operations generally. Their respective responsibilities are clearly defined and set out in writing.

Independent non-executive Directors

During the Reporting Period, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing at least one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Directors' Appointment, Re-election and Retirement

A person may be appointed as a member of the Board at any time either by the shareholders in general meeting or by the Board upon recommendation by the Nomination Committee.

According to the Articles, the Board has the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders after his/her appointment and be subject to re-election at such meeting and any Director appointed by the Board 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 re-election. Besides, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

主席及行政總裁

主席及行政總裁的職位分別由盧先生及張先生擔任。主席專責領導並負責董事會的有效運作及領導能力。行政總裁專責本公司的業務發展、日常管理及運營。彼等各自的責任以書面形式清楚界定。

獨立非執行董事

於報告期間內，董事會一直符合上市規則有關委任至少三名獨立非執行董事（佔董事會不少於三分之一），且其中至少一名獨立非執行董事須具有適當的專業資格或會計或相關財務管理專業知識的規定。

根據上市規則第3.13條載列的獨立性指引規定，本公司已接獲各獨立非執行董事關於其獨立性的書面確認。本公司認為，所有獨立非執行董事均屬獨立人士。

董事委任、重選及退任

經提名委員會推薦後，任何人士均可隨時由股東於股東大會上或由董事會委任為董事會成員。

根據細則，董事會有權不時及於任何時候委任任何人士擔任董事以填補董事會臨時空缺或增加現有董事會的成員。董事會為填補臨時空缺而委任的任何董事須擔任其職務直至其獲委任後的首次股東週年大會召開為止，並可於有關大會上獲重選；董事會為增加現有董事會成員而委任的任何董事僅須擔任其職務至本公司下一屆股東週年大會為止，屆時有資格獲重選。此外，於各屆股東週年大會上，當時三分之一的董事（或倘其數目並非三的倍數，則為最接近但不少於三分之一的數目）須輪席退任，惟各董事至少須每三年於股東週年大會上退任一次。

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Each of the executive Directors has entered into a service contract with the Company, and each of the independent non-executive Directors has signed a letter of appointment with the Company. All Directors are appointed for a specific term of three years, subject to retirement by rotation and re-election in accordance with the Articles.

Pursuant to the aforesaid provisions in the Articles, Mr. Zhang, Ms. Zheng and Mr. Lu Libin will retire by rotation at the forthcoming AGM. All the above Directors, being eligible, will offer themselves for re-election at the AGM.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. Directors of the Board take decisions objectively in the interests of the Company.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

All Directors have full and timely access to all the information of the Company as well as the services and advice from the company secretary and senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his responsibilities to the Company.

各執行董事已與本公司訂立服務合約，且各獨立非執行董事已與本公司簽訂委任書。所有董事獲委任為期三年的特定年限，須依據細則輪席退任及重選。

根據前述細則條文，張先生、鄭女士及盧立彬先生將於應屆股東週年大會輪席退任。所有上述董事均合資格並願意於股東週年大會上膺選連任。

董事會及管理層的責任、問責及貢獻

董事會負責領導及監控本公司，監督本集團的業務、戰略決策及表現，並共同負責管理及監管其事務以帶領本公司邁向成功。董事會成員就本公司的利益作出客觀決定。

全體董事（包括獨立非執行董事）為董事會提供廣泛而寶貴的業務經驗、知識及專業質素，使其可迅速及有效運作。

全體董事可全面、及時地取得本公司的所有資料以及公司秘書及高級管理層的服務及建議。於適當情況下，董事於履行彼等於本公司的職務時可要求尋求獨立專業意見，費用由本公司承擔。

董事須向本公司披露其擔任的其他職務詳情，董事會定期檢討各董事履行其對本公司的責任所需做出的貢獻。

CORPORATE GOVERNANCE REPORT

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The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

Continuous Professional Development of Directors

Pursuant to the code provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of a listed company director. The Company updates Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time to time, in order to ensure compliance and enhance their awareness of good corporate governance practices. The Company also arranges suitable professional development seminars and courses for the Directors. For instance, every newly appointed Director will receive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Directors' responsibilities and obligations under the Listing Rules and relevant statutory requirements.

The Directors informed the Company that they had received sufficient and relevant training and continuous professional development during the Reporting Period.

董事會保留其對有關以下各方面的所有重大事項的決策：政策事項、策略及預算、內部控制及風險管理、重大交易（尤其是可能涉及利益衝突的重大交易）、財務資料、董事委任及本公司的其他重大營運事項。有關實施董事會決策、指導及統籌本公司日常營運管理的責任則由管理層承擔。

董事的持續專業發展

根據企業管治守則的守則條文C.1.4條，全體董事均應參與持續專業發展以發展及更新其知識及技能，以確保其繼續在知情情況下對董事會作出切合所需的貢獻。本公司應負責安排合適的培訓並提供有關經費，以及適當注重上市公司董事的角色、職能及職責。本公司不時告知董事有關上市規則及其他適用監管要求的最新發展，以便確保合規並增強其在良好企業管治常規方面的意識。本公司亦為董事安排適當的專業發展研討會及課程。例如，每名新委任董事將於其首次委任接受入職培訓，以確保其充分了解本公司的業務及經營及全面知悉董事於上市規則及相關法定要求項下的責任及職責。

董事告知本公司，其於報告期間內獲得充分相關的培訓以及持續專業發展。

CORPORATE GOVERNANCE REPORT

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Records of training by the Directors are maintained by the company secretary. Training records of Directors in 2022 are as follows:

董事接受的培訓記錄由公司秘書保存。董事於二零二二年的培訓記錄如下：

Directors 董事	Type of trainings 培訓種類
Executive Directors 執行董事	
Mr. Lu Yuguang 盧煜光先生	A & B
Mr. Zhang Haitao 張海濤先生	A & B
Mr. Wu Shaolun 吳少倫先生	A & B
Ms. Zheng Tingting 鄭婷婷女士	A & B
Mr. Chan Yiu Sing 陳耀星先生	A, B & C
Mr. Lu Libin 盧立彬先生	A & B
Independent non-executive Directors 獨立非執行董事	
Mr. Cheung Yat Ming 張一鳴先生	A, B & C
Mr. Ding Baoshan 丁寶山先生	A, B & C
Mr. Kuo Dah Chih, Stanford 郭大熾先生	A, B & C

A: reading materials relating to the Group, general business, latest development of the Listing Rules and other applicable legal and regulatory requirements

A: 閱讀有關本集團、一般業務、上市規則的最新發展及其他適用法律及監管規定的材料

B: attending a training session on directors' duties and latest development of the Listing Rules conducted by legal advisers of the Company

B: 參加本公司法律顧問舉辦的有關董事職責及上市規則最新發展的培訓研討會

C: attending briefings, seminars, webinar or training courses

C: 參加簡報、研討會、網絡會議或培訓課程

BOARD AND BOARD COMMITTEES

Under code provision C.5.1 of the CG Code, the Board should meet regularly and Board meetings should be held at least four times a year at approximately quarterly intervals and under code provision C.2.7 of the CG Code, the chairman of the Board should at least annually hold meeting with the independent non-executive Directors without the presence of other Directors.

董事會及董事委員會

根據企業管治守則的守則條文C.5.1條，董事會應定期召開會議且每年應至少舉行四次（大約每季度一次）；根據企業管治守則的守則條文C.2.7條，董事會主席應至少每年與獨立非執行董事舉行一次沒有其他董事出席的會議。

During the Reporting Period, four Board meetings were held. In addition, the Chairman held a meeting with the independent non-executive Directors without the presence of other Directors.

於報告期間內，本公司已舉行四次董事會會議。另外，主席與獨立非執行董事舉行一次沒有其他董事出席的會議。

CORPORATE GOVERNANCE REPORT

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A tentative schedule for regular Board meetings will be provided to the Directors at the beginning of the year. At least 14 days' notice for all regular Board meetings will be given to all Directors and all Directors must be given the opportunity to include items or businesses for discussion in the agenda. For all other Board meetings, reasonable notice will be given. Relevant agenda and accompanying Board papers will be sent to all Directors at least three working days in advance of every regular Board meeting.

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

The majority of the members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out under "Corporate Information" on page 2 of this annual report.

Audit Committee

The Company established the Audit Committee on 8 May 2014 in compliance with Rules 3.21 and 3.22 of the Listing Rules. The Audit Committee has three members, namely, Mr. Cheung Yat Ming, Mr. Ding and Mr. Kuo and is chaired by Mr. Cheung Yat Ming.

The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems and procedures, audit plan and relationship with external auditors, and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

定期董事會會議的暫定時間表將於年初向董事提供。所有定期董事會會議的通知將至少提前十四天向全體董事發出，且必須給予全體董事機會將商討議題或事項列入議程中。至於召開所有其他董事會會議，本公司將發出合理的通知。相關的議程及隨附的董事會文件至少將於每次定期董事會會議之前三個工作日發送給全體董事。

為監督本公司特定方面的事務，董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會。本公司所有董事委員會均有書面訂明的具體職權範圍。董事委員會的職權範圍於本公司網站及聯交所網站均有公佈，並可應要求供股東查閱。

各董事會下轄委員會的大部分成員均為獨立非執行董事。各董事會下轄委員會主席及成員的名單載列於本年報第2頁的「公司資料」項下。

審核委員會

於二零一四年五月八日，本公司遵照上市規則第3.21條及第3.22條的規定成立審核委員會。審核委員會有三名成員，即張一鳴先生、丁先生及郭先生，並由張一鳴先生擔任主席。

審核委員會的主要職責為協助董事會審核財務資料及報告流程、風險管理及內部控制系統及程序、審核計劃及與外聘核數師的關係，以及安排本公司員工能夠以保密的方式就有關本公司財務報告、內部控制或其他事項方面潛在的不當事宜提出關注。

CORPORATE GOVERNANCE REPORT

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The full terms of reference of the Audit Committee are available on the Stock Exchange's website and the Company's website.

During the Reporting Period, the Audit Committee held three meetings for the purpose of, among other matters, to review annual results of the Group for the year ended 31 December 2021, the interim results of the Group for the six months ended 30 June 2022 and significant issues on the financial reporting and compliance procedures, risk management and internal control systems, effectiveness of the Company's internal audit function, and arrangements for stakeholders to raise concerns about possible improprieties.

The external auditors attended all the above meetings to discuss with the Audit Committee on issues arising from the audit and financial reporting matters.

Remuneration Committee

The Company established the Remuneration Committee on 8 May 2014 in compliance with Rules 3.25 and 3.26 of the Listing Rules. The Remuneration Committee has three members, namely Mr. Ding, Mr. Zhang and Mr. Cheung Yat Ming and is chaired by Mr. Ding.

The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management, the remuneration policy and structure for all Directors and senior management, and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration.

The full terms of reference of the Remuneration Committee are available on the Stock Exchange's website and the Company's website.

審核委員會的職權範圍全文可於聯交所網站及本公司網站上查閱。

於報告期間內，審核委員會舉行三次會議，以（其中包括）審閱本集團截至二零二一年十二月三十一日止年度的年度業績、本集團截至二零二二年六月三十日止六個月的中期業績以及與下述各項有關的重大問題：財務報告及合規程序、風險管理及內部控制系統、本公司內部審核功能的有效性以及讓利益相關者可對潛在的不當事宜提出關注的安排。

外聘核數師出席前述全部會議，與審核委員會就審核及財務報告事項所產生的問題進行磋商。

薪酬委員會

於二零一四年五月八日，本公司遵照上市規則第3.25條及第3.26條的規定成立薪酬委員會。薪酬委員會有三名成員，即丁先生、張先生及張一鳴先生，並由丁先生擔任主席。

薪酬委員會的主要職能包括檢討個別執行董事及高級管理層的薪酬待遇、全體董事及高級管理層的薪酬政策及架構並向董事會提出建議；及建立制訂有關薪酬政策及架構的透明程序以確保並無董事或其任何聯繫人參與決定其自身的薪酬。

薪酬委員會的職權範圍全文可於聯交所網站及本公司網站上查閱。

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During the Reporting Period, the Remuneration Committee met one time for the purpose of, among other matters, reviewing and making recommendations to the Board on the remuneration policy, structure, the remuneration packages of all Directors and senior management and other related matters.

The details of the remuneration paid to the Directors for the year ended 31 December 2022 are set out in Note 10 to the consolidated financial statements.

Details of the emoluments of every executive Director, who are the Company's senior management, which are required to be disclosed pursuant to code provision E.1.5 of the CG Code are set out in Note 10 to the consolidated financial statements.

Nomination Committee

The Company established the Nomination Committee on 8 May 2014 in compliance Rule 3.27A of the Listing Rules. The Nomination Committee has three members, namely Mr. Lu, Mr. Cheung Yat Ming and Mr. Ding and is chaired by Mr. Lu.

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

於報告期間內，薪酬委員會舉行一次會議，以（其中包括）檢討全體董事及高級管理層的薪酬政策、架構、薪酬待遇及其他相關事項，並向董事會提出建議。

截至二零二二年十二月三十一日止年度已付董事薪酬的詳情載於綜合財務報表附註10。

根據企業管治守則的守則條文E.1.5條須予披露之全體執行董事（彼等為本公司高級管理層）的薪酬詳情載於綜合財務報表附註10。

提名委員會

於二零一四年五月八日，本公司遵照上市規則第3.27A條的規定成立提名委員會。提名委員會有三名成員，即盧先生、張一鳴先生及丁先生，並由盧先生擔任主席。

提名委員會的主要職責包括檢討董事會組成、制定提名及委任董事的相關程序、就董事的委任及繼任規劃向董事會提出建議以及評估獨立非執行董事的獨立性。

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The procedures and criteria for the Nomination Committee to select and recommend candidates for being appointed as Directors are summarised below:

- (a) diversity in all aspects, including but not limited to skills, knowledge, gender, age, ethnicity, cultural and educational background, professional experience and other personal qualities of the candidate;
- (b) ability to exercise sound business judgment and possess proven achievement and experience in directorship including effective oversight of and guidance to management;
- (c) commitment of the candidate to devote sufficient time for the proper discharge of the duties of a Director;
- (d) potential/actual conflicts of interest that may arise if the candidate is selected;
- (e) independence of the independent non-executive director candidates as required under the Listing Rules;
- (f) in the case of a proposed re-appointment of an independent non-executive Director, the number of years he/she has already served; and
- (g) identifying any persons who may be suitable and qualified to become members of the Board and select, or make recommendations to the Board on the selection of, any persons nominated for directorships.

提名委員會遴選及建議委任董事之候選人的程序及標準概述如下：

- (a) 於所有方面的多元化，包括但不限於候選人的技能、知識、性別、年齡、種族、文化及教育背景、專業經驗及其他個人特質；
- (b) 作出可靠商業判斷的能力及擔任董事的公認成就及經驗（包括有效監督及指導管理層）；
- (c) 候選人承諾投入充足時間妥為履行董事職責；
- (d) 倘候選人獲選可能產生之潛在／實際利益衝突；
- (e) 上市規則所規定之獨立非執行董事的獨立性；
- (f) 如擬重新委任獨立非執行董事，彼之服務年期；及
- (g) 尋找可能適合及合資格成為董事會成員的任何人士，並就甄選提名人士為董事向董事會作出甄選或提出推薦建議。

CORPORATE GOVERNANCE REPORT

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In assessing the Board composition, the Nomination Committee would take into account various aspects set out in the Board diversity policy, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. A summary of the Company's board diversity policy is set out on pages 84 to 85 of this annual report.

The full terms of reference of the Nomination Committee are available on the Stock Exchange's website and the Company's website.

During the Reporting Period, the Nomination Committee met one time for the purpose of, among other matters, reviewing the structure, size and composition of the Board. The Nomination Committee considered the diversity of the Board is appropriate and considered the features or mechanism under the Board and governance structure are effective in ensuring that independent views and input are available to the Board.

Corporate Governance

The Board is responsible for performing the functions set out in the code provision A.2 of the CG Code.

The Company has formulated a comprehensive corporate governance manual containing various policies and procedures governing the functioning of the Board and its committees, appraisal and remuneration, risk management, financial reporting, conflict of interest, connected transactions, shareholders' communication and other aspects of corporate governance and management of the Company.

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

評估董事會組成時，提名委員會將考慮董事會成員多元化政策中載列的多項因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年限。董事會的所有委任均以用人唯才為原則，參照客觀標準對候選人予以考慮，並充分顧及董事會成員多元化的裨益。本公司董事會成員多元化政策之概要載列於本年報第84至85頁。

提名委員會的職權範圍全文可於聯交所網站及本公司網站上查閱。

於報告期間內，提名委員會舉行一次會議，以(其中包括)檢討董事會的架構、人數及組成。提名委員會認為董事會在多元化方面為適當，且認為董事會的特徵以及機制及管理結構屬有效以確保董事會可獲得獨立的觀點和意見。

企業管治

董事會負責履行企業管治守則的守則條文A.2條中載列的職能。

本公司已制定規管董事會及其委員會運行的全面企業管治措施(包括各種政策及程序)、評估及薪酬、風險管理、財務申報、利益衝突、關連交易、股東通訊及本公司企業管治及管理的其他方面。

董事會對以下各項進行了檢討：本公司的企業管治政策及實務、董事及高級管理層的培訓及持續專業發展、本公司遵守法律法規的政策及實務、標準守則的遵守情況及本公司遵守企業管治守則的情況以及本企業管治報告中的資料披露。

CORPORATE GOVERNANCE REPORT

企業管治報告

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each Director at the Board and Board committee meetings and general meetings of the Company held during the Reporting Period is as follows:

董事及委員會成員會議出席記錄

各董事出席於報告期間內召開的本公司董事會及董事委員會會議及股東大會的記錄如下：

Name of Directors 董事姓名	Meetings attended/Meetings held 出席會議次數/會議舉行次數					
	Annual general meeting 股東週年大會	Extraordinary general meeting 股東特別大會	Board 董事會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會
Lu Yuguang 盧煜光	1/1	1/1	4/4	1/1	N/A 不適用	N/A 不適用
Zhang Haitao 張海濤	1/1	1/1	4/4	N/A 不適用	1/1	N/A 不適用
Wu Shaolun 吳少倫	1/1	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Zheng Tingting 鄭婷婷	1/1	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Chan Yiu Sing 陳耀星	1/1	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Lu Libin 盧立彬	1/1	1/1	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Cheung Yat Ming 張一鳴	1/1	1/1	4/4	1/1	1/1	3/3
Ding Baoshan 丁寶山	1/1	1/1	4/4	1/1	1/1	3/3
Kuo Dah Chih, Stanford 郭大熾	1/1	1/1	4/4	N/A 不適用	N/A 不適用	3/3

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2022.

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

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 90 to 96 of this annual report.

AUDITOR'S REMUNERATION

The remuneration paid to the external auditors of the Company in respect of audit services and non-audit services (mainly for review of the condensed consolidated financial statements of the Group for the six months ended 30 June 2022 and tax compliance services) for the year ended 31 December 2022 amounted to approximately HK\$2.3 million and approximately HK\$0.7 million respectively.

RISK MANAGEMENT AND INTERNAL CONTROL

The Group has in place the sound and effective risk management and internal control systems to safeguard shareholders' investment and assets of the Group. The Board acknowledges its responsibility for the risk management and internal control systems of the Group. Such risks would include, amongst others, material risks relating to environmental, social and governance ("ESG"). The systems are designed to manage the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. From time to time and at least once a year, the Board reviews the effectiveness of the risk management and internal control systems of the Group in order to ensure that they meet with the dynamic and ever changing business environment as well as the requirements under the Listing Rules. To enhance the objectiveness and creditability of the review, an independent audit firm has been engaged to conduct the appraisal of the adequacy and effectiveness of the Group's risk management and internal control systems.

董事對財務報表的責任

董事知悉，編製本公司截至二零二二年十二月三十一日止年度的財務報表乃其責任。

董事並不知悉任何可能導致對本公司的持續經營能力產生重大懷疑的事項或狀況的重大不確定因素。

本公司獨立核數師關於其對財務報表的報告責任的聲明載列於本年報第90頁至第96頁的獨立核數師報告中。

核數師薪酬

就截至二零二二年十二月三十一日止年度的審核服務及非審核服務（主要為審閱本集團截至二零二二年六月三十日止六個月的簡明綜合財務報表及稅收合規服務）而向外聘核數師支付的薪酬分別為約2.3百萬港元及約0.7百萬港元。

風險管理及內部控制

本集團已制訂穩健及有效的風險管理及內部控制系統，以保障股東之投資及本集團之資產。董事會知悉，本集團的風險管理及內部控制系統乃其責任。有關風險包括（其中包括）與環境、社會及管治（「環境、社會及管治」）有關的重大風險。系統旨在管理未能達成業績目標的風險，且僅可對重大錯誤陳述或損失提供合理而非絕對的保證。董事會不時且至少每年一次檢討本集團的風險管理及內部控制系統的有效性，以確保其適應不斷變化的商業環境，並符合上市規則規定。為提高檢討的客觀性及可信度，本集團已委聘一間獨立審計事務所，就本集團風險管理及內部控制系統的客觀性及有效性進行評估。

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During the year ended 31 December 2022, the Audit Committee, with reference to and based on the internal audit report issued by the independent audit firm, conducted a review on the effectiveness of the Group's risk management and internal control systems, including financial, operational and compliance controls and risk management functions, adequacy of resources, qualifications and experience of staff of the Company's accounting, internal control and financial reporting functions, as well as those relating to ESG performance and reporting, and training programmes and budget. The Board has considered and discussed the internal audit report issued by the independent audit firm, the work conducted by the independent audit firm, the Audit Committee's view on the Group's risk management and internal control systems and their effectiveness. The Board and the Audit Committee are satisfied with the adequacy and effectiveness of the risk management and internal control of the Group.

DIVERSITY

The Board adopted a board diversity policy (the "Diversity Policy") on 23 May 2014. A summary of this Diversity Policy, together with the measurable objectives set for implementing this policy, and the progress made towards achieving those objectives are disclosed as below.

Summary of the Board Diversity Policy

In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Measurable Objectives

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

截至二零二二年十二月三十一日止年度，經參考且根據獨立審計事務所發佈的內部審計報告，審核委員會對本集團風險管理及內部控制系統的有效性進行審閱，審閱內容包括財務、營運及合規控制及風險管理活動、資源的充足性、本公司會計、內部控制及財務申報方面的員工資格及經驗以及環境、社會及管治表現及報告、培訓課程及預算相關事宜。董事會已審議及討論獨立審計事務所發佈的內部審計報告、獨立審計事務所開展的工作、審核委員會就本集團的風險管理及內部控制系統以及其有效性發佈的觀點。董事會及審核委員會信納本集團風險管理及內部控制的客觀性及有效性。

多元化

董事會於二零一四年五月二十三日採納董事會成員多元化政策（「多元化政策」）。多元化政策的摘要及為執行該政策而制定的可計量目標，以及達標進度載列如下。

董事會成員多元化政策摘要

本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

可計量目標

甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會作出的貢獻而作決定。

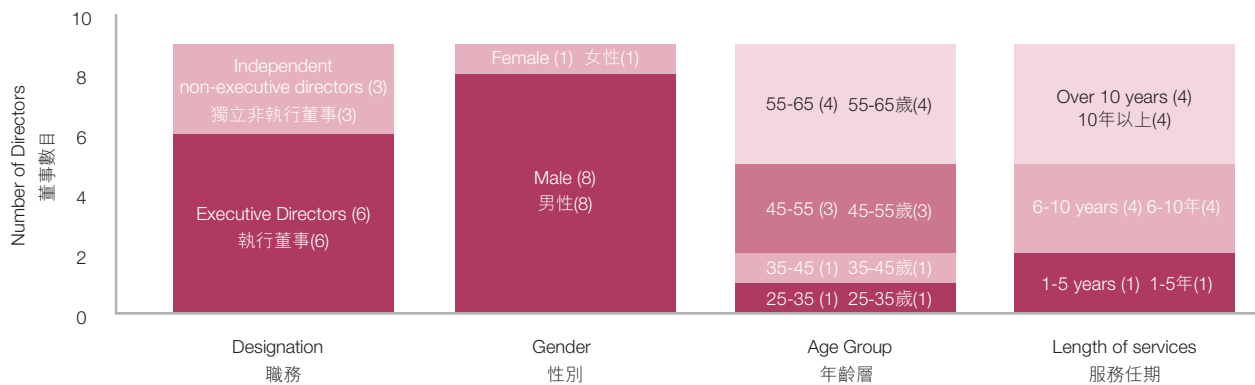
CORPORATE GOVERNANCE REPORT

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Monitoring and Reporting

The Nomination Committee will report annually, in the corporate governance report, on the Board's composition under diversified perspectives, and monitor the implementation of the Diversity Policy.

As at 31 December 2022, the Board's diversified composition was summarized as follows:



As at the date of this annual report, the Board comprises nine Directors. Three of them are independent non-executive Directors who do not have any executive or management role in the Company nor have they been under the employment of any member of the Group, thereby promoting critical review and control of the management process. The Board, after considering the Nomination Committee's view, considers that independent views and inputs in relation to the Company's affairs have been maintained. The Board is also characterised by significant diversity, whether considered in terms of gender, age, experience, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Board currently has one female member. The Board targets to maintain at least the current level of female representation at all times. In considering the Board's succession, the Nomination Committee would engage independent professional search firm(s) to help identify potential candidates for Non-executive Directors, as and when appropriate. The Board will continue to take opportunities to increase the proportion of female members over time as and when suitable candidates are identified.

監察及匯報

提名委員會將每年在企業管治報告內匯報董事會在多元化層面的組成，並監察多元化政策的執行。

於二零二二年十二月三十一日，董事會的多元化組成概述如下：

於本年報日期，董事會由九名董事組成。三名為獨立非執行董事，並無擔任本公司任何行政或管理職務，亦無就職於本集團任何成員公司，這有助嚴格檢討及監控管理程序。董事會考慮提名委員會的意見後認為董事會可獲得有關本公司事務的獨立觀點和意見。就性別、年齡、經驗、文化及教育背景、種族、專業經驗、技能、知識及服務任期等因素而言，董事會成員亦十分多元化。

董事會目前有一名女性成員。董事會一以貫之的目標是女性佔比至少維持在當前水平。慮及董事會的繼任，提名委員會將於適當時候聘請獨立專業獵頭公司協助物色非執行董事候選人。日後若有適合人選，董事會會繼續增加女性成員的比例。

CORPORATE GOVERNANCE REPORT

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Gender Ratio in the Workforce

As at 31 December 2022, the Group employed a total of 9,050 full-time employees (including senior management). Among which, 64.0% were male employees and 36.0% were female employees. The Board considers that gender diversity in the workforce has been maintained. The Group is determined to maintain gender diversity and equality in terms of the whole workforce and will also ensure that there is gender diversity when recruiting staff and is committed to provide career development opportunities for all staff. The Board expects the above is achievable with suitable effort in promoting the gender diversity culture, which the Group has been advocating for so. Further details on the information on the Group's employees will be disclosed in the Group's Environmental, Social and Governance Report 2022, to be separately published by the Company.

COMPANY SECRETARY

Mr. Chan Yiu Sing, the Company Secretary appointed by the Board, is a full-time employee of the Company; and in the opinion of the Board, possesses the necessary qualifications and experience, and is capable of performing the functions of a company secretary. During the Reporting Period, Mr. Chan has taken not less than 15 hours of professional training. The Company will continue to provide funds for Mr. Chan to take not less than 15 hours of appropriate professional training in each financial year, as required under Rule 3.29 of the Listing Rules.

僱員性別比例

於二零二二年十二月三十一日，本集團共有9,050名全職僱員（包括高級管理層）。其中，64.0%為男性僱員及36.0%為女性僱員。董事會認為本集團保持了性別多樣性。本集團致力於維持整個職場的性別多樣性及公平，且確保招聘員工時的性別多樣性並致力於為所有員工提供職業發展機遇。董事會預計上述可通過適當努力得以實現且能夠促進本集團一直以來倡導的性別多樣性文化的發展。有關本集團僱員資料的進一步詳情將由本公司於另行刊發的本集團二零二二年環境、社會及管治報告中披露。

公司秘書

由董事會委任的公司秘書陳耀星先生為本公司的全職僱員；董事會認為，彼擁有必要的資格及經驗且能夠履行公司秘書的職能。於報告期間內，陳先生已接受不少於15小時的專業培訓。按照上市規則第3.29條的要求，本公司將繼續為陳先生於每個財務年度接受不少於15小時的適當專業培訓提供經費。

INSIDE INFORMATION POLICY AND PROCEDURES

The Group acknowledges its responsibilities under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong and the Listing Rules and the overriding principle that inside information should be announced as soon as reasonably possible when it is the subject of a decision. The procedures and internal controls for the handling and dissemination of inside information are as follows:

- (a) the Group conducts its affairs with close regard to the disclosure requirement under the Listing Rules as well as the “Guidelines on Disclosure of Inside Information” published by the Securities and Futures Commission of Hong Kong in June 2012;
- (b) the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, nonexclusive distribution of information to the public through channels such as financial reporting, public announcements and its website; and
- (c) the Group has strictly prohibited unauthorised use of confidential or inside information.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communication with shareholders is essential for enhancing investor relations and investors’ understanding of the Group’s business performance and strategies. The Company also recognises the importance of transparency and timely disclosure of its corporate information, which enables shareholders and investors to make the best investment decision.

The Company maintains a website at www.bestpacific.com as a communication platform with shareholders and investors, where information and updates on the Group’s business developments and operations and other information are available for public access.

Enquiries and suggestions from shareholders or investors to the Board are welcomed by mail to the Company’s principal place of business in Hong Kong at 38th Floor, No. 9 Wing Hong Street, Lai Chi Kok, Kowloon, Hong Kong or via email to ir@bestpacific.com for the attention of the Investor Relations Department. Inquiries are dealt with in an informative and timely manner.

內幕消息政策及程序

本集團知悉其於香港法例第571章證券及期貨條例及上市規則項下的責任，整體原則是內幕消息必須在有所決定後盡快公佈。處理及發佈內幕消息的程序及內部控制如下：

- (a) 本集團處理事務時會充分考慮上市規則項下的披露規定以及香港證券及期貨事務監察委員會於二零一二年六月頒佈的「內幕消息披露指引」；
- (b) 本集團透過財務報告、公告及其網站等途徑向公眾廣泛及非獨家披露資料，以實施及披露其公平披露政策；及
- (c) 本集團已嚴格禁止未經授權使用機密或內幕消息。

與股東及投資者的溝通

本公司認為，與股東的有效溝通對加強投資者關係及促進投資者對本集團業務表現及策略的了解至關重要。本公司亦深明公司資料的透明度以及及時披露的重要性，其有助股東及投資者作出最佳的投資決定。

本公司設有(www.bestpacific.com)網站作為與股東及投資者溝通的平台，可供公眾人士瀏覽有關本集團的業務發展及營運的資料及最新情況以及其他資料。

歡迎股東或投資者向董事會進行查詢及提出建議，可致函至本公司在香港的主要營業地點（香港九龍荔枝角永康街9號38樓）或發送電郵至 ir@bestpacific.com，收件人為投資者關係部。本公司會適時處理有關查詢及提供相關資訊。

CORPORATE GOVERNANCE REPORT

企業管治報告

Besides, shareholders' meetings provide an opportunity for communication between the Board and the shareholders. It is the Company's general practice that the Chairman of the Board as well as chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee, or in their absence, their duly appointed delegates, who are members of the relevant committees, will be available to answer questions at the general meetings of the Company. In addition, the Company will invite representatives of the auditor to attend its annual general meeting to answer shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and the independence of the auditor.

The Board has reviewed the implementation and effectiveness of the Shareholders' communication policy. Having considered the multiple channels of communication and engagement in place, it is satisfied that the Shareholder's communication policy has been implemented during the Reporting Period and is effective.

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual Director, for shareholders' consideration and voting. The Company's shareholders may convene an extraordinary general meeting (the "EGM") or put forward proposals at shareholders' meetings as follows:

- (1) Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company may request the Board to convene an EGM pursuant to Article 58 of the Articles by sending a written requisition to the Board or the Company Secretary at the Company's principal place of business in Hong Kong. The purpose of requiring such general meeting must be stated in the written requisition.

此外，股東大會為董事會與股東之間提供了交流的機會。依據本公司慣例，董事會主席以及審核委員會、提名委員會及薪酬委員會的主席（或在彼等未能出席的情況下，其正式委任的代表（相關委員會的成員））將出席本公司的股東大會回答問題。此外，本公司將邀請核數師的代表出席其股東週年大會，以便回答股東提出的有關審核行為、核數師報告的編製及內容、會計政策及核數師獨立性的問題。

董事會已審閱股東通訊政策之實施及成效。經考慮現有溝通及聯繫之多個渠道後，董事會信納股東通訊政策已於報告期間內獲實施且具有成效。

股東權利

為保障股東的權益及權利，本公司於股東大會上就各項重要問題（包括個別董事的選舉）提出單獨的決議案供股東考慮及投票表決。本公司股東可召開股東特別大會（「股東特別大會」）或於股東大會上提出如下提案：

- (1) 根據細則第58條的規定，於遞呈要求日期持有不少於本公司實繳股本十分之一的股東可透過向董事會或公司秘書（地址為本公司在香港的主要營業地點）發出書面要求，要求董事會召開股東特別大會。書面要求中須指明要求召開股東大會的目的。

CORPORATE GOVERNANCE REPORT

企業管治報告

(2) If a shareholder wishes to propose a person other than a retiring Director for election as a Director of the Company at a general meeting, pursuant to Article 85 of the Articles, the shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting shall send a written notice, duly signed by the shareholder, of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected. These notices should be lodged at the Company's principal place of business in Hong Kong, or the office of the Company's branch share registrar. The period for lodgement of such notices shall commence on the day after the despatch of the notice of such general meeting and end no later than 7 days prior to the date of such general meeting.

For the avoidance of doubt, shareholder(s) must provide their full name(s), contact details and identification, in the originally signed written requisition, notice or statement (as the case may be), in order to give effect thereto. Information of shareholder(s) may be disclosed as required by law. Shareholders may refer to the Articles for further details of the rights of shareholders.

All resolutions put forward at shareholders' meetings of the Company shall be voted by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules and the Articles. The poll results shall be posted on the websites of the Stock Exchange and the Company after each shareholders' meeting.

CONSTITUTIONAL DOCUMENTS

During the Reporting Period, there was no significant change in the Articles of the Company.

The latest version of the Articles of the Company is available on the websites of the Stock Exchange and the Company.

(2) 根據細則第85條的規定，倘股東擬於股東大會上提名即將退任董事以外的人士參選本公司董事，則正式合資格出席股東大會並於會上投票的股東（並非擬提名參選的人士）須發出經其正式簽署的書面通知，當中表明建議提名該人士參選的意向，並附上所提名人士簽署表示願意參選的通知。此等通知應提交至本公司在香港的主要營業地點或本公司股份過戶登記分處的辦事處。該等通知之提交期間於寄發有關股東大會召開通告後翌日開始，不得遲於有關股東大會舉行日期前七日結束。

為免生疑義，股東必須於最初簽署之書面申請書、通知或聲明（視乎情況而定）中提供其全名、聯繫方式及身份證明，以便使之生效，股東的資料可按照法律規定予以披露。有關股東權利的進一步詳情，股東可參閱細則。

根據上市規則及細則的規定，除主席決定容許有關程序或行政事宜的決議案以舉手方式表決外，本公司股東大會上提出的所有決議案均須進行投票表決。每次股東大會結束後，投票結果須於聯交所及本公司網站上公佈。

章程文件

於報告期間內，本公司細則並無任何重大變動。

本公司最新版本的細則可於聯交所及本公司網站上查閱。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Deloitte.

德勤

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BEST PACIFIC INTERNATIONAL HOLDINGS LIMITED

(incorporated in Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Best Pacific International Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 97 to 263, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

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 Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

獨立核數師報告 致超盈國際控股有限公司股東

(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第97至263頁的超盈國際控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零二二年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

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

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。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審計意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

Impairment assessment of trade receivables

Key audit matter

We identified impairment assessment of trade receivables as a key audit matter due to the significance of trade receivables to the Group's consolidated financial position and the involvement of subjective judgement and management estimates in evaluating the expected credit losses ("ECL") of the Group's trade receivables at the end of the reporting period.

As at 31 December 2022, the Group's net trade receivables amounting to approximately HK\$631.7 million and out of these trade receivables of approximately HK\$40.8 million were past due.

As disclosed in Note 4 to the consolidated financial statements, the management of the Group identifies trade receivables that are credit-impaired under HKFRS 9 and assesses their ECL individually. The management of the Group estimates the amount of lifetime ECL of the remaining trade receivables based on provision matrix through grouping of various debtors that have similar loss pattern, after considering internal credit ratings of trade debtors and/or past due status of respective trade receivables. The credit loss allowance amount is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows. The assessment of credit risk of trade receivables involves high degree of estimation uncertainty.

As disclosed in Note 38 to the consolidated financial statements, the Group's lifetime ECL on trade receivables as at 31 December 2022 amounting to approximately HK\$19.9 million.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

貿易應收款項之減值評估

關鍵審計事項

我們將貿易應收款項之減值評估列為關鍵審計事項，乃由於貿易應收款項對貴集團的綜合財務狀況實屬重大，且於評估報告期間結束時，貴集團貿易應收款項的預期信貸虧損（「預期信貸虧損」）時涉及主觀判斷及管理層估計。

於二零二二年十二月三十一日，貴集團的貿易應收款項淨額為約631.7百萬港元，於該等貿易應收款項中，約40.8百萬港元已逾期。

誠如綜合財務報表附註4所披露，貴集團管理層識別根據香港財務報告準則第9號發生信貸減值之貿易應收款項並個別評估其預期信貸虧損。貴集團管理層經考慮貿易應收賬款之內部信貸評級及／或個別貿易應收款項的逾期狀態後，根據具有類似虧損模式的多個債務人組別的撥備矩陣估計餘下貿易應收款項之全期預期信貸虧損金額。信貸虧損撥備金額按資產賬面值及估計未來現金流量現值之間的差額計量。評估貿易應收款項的信貸風險涉及高度估計不確定性。

誠如綜合財務報表附註38所披露，貴集團於二零二二年十二月三十一日的貿易應收款項全期預期信貸虧損為約19.9百萬港元。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Impairment assessment of trade receivables (Continued)

How our audit address the key audit matter

Our procedures in relation to impairment assessment of trade receivables included:

- Understanding key controls on how the management of the Group estimates the credit loss allowance for trade receivables;
- Testing the accuracy of information used by the management of the Group to develop the provision matrix, including past due trade receivables as at 31 December 2022, on a sample basis, by comparing individual items in the analysis with the relevant sales invoices and monthly statement for sales;
- Challenging management's basis and judgement in determining credit loss allowance on trade receivables as at 31 December 2022, including their identification of credit-impaired trade receivables which are assessed for ECL individually, the reasonableness of management's grouping of the remaining trade debtors into different categories in the provision matrix by internal credit ratings of trade debtors and/or past due status of respective trade receivables, and the basis of estimated loss rates applied in each category in the provision matrix; and
- Testing subsequent settlements of trade receivables, on a sample basis, by inspecting supporting documents in relation to cash receipt from trade debtors subsequent to the end of the current reporting period.

關鍵審計事項 (續)

貿易應收款項之減值評估 (續)

我們的審計如何對關鍵審計事項進行處理

我們有關貿易應收款項之減值評估的程序，包括：

- 了解 貴集團管理層在估計貿易應收款項之信貸虧損撥備時的主要控制措施；
- 透過將分析中的獨立項目與相關銷售發票及銷售月結單比較，對 貴集團管理層建立撥備矩陣所使用的資料，包括於二零二二年十二月三十一日之逾期貿易應收款項的準確性進行抽樣測試；
- 查詢管理層在釐定於二零二二年十二月三十一日之貿易應收款項信貸虧損撥備時所採用的基準及判斷，包括其對發生信貸減值及就預期信貸虧損進行個別評估之貿易應收款項的識別、管理層於撥備矩陣中按貿易應收賬款之內部信貸評級及／或個別貿易應收款項的逾期狀態將餘下貿易應收賬款分組至不同類別的合理性，以及應用於撥備矩陣各類別的預期虧損率基準；及
- 透過檢查於本報告期間結束後有關來自貿易應收賬款之現金收款的證明文件，對貿易應收款項的後續結算進行抽樣測試。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE 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 disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及管理層就綜合財務報表須承擔的責任

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

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

管理層須負責監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照我們協定之聘用條款僅向全體成員出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。我們並不就本報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

核數師就審計綜合財務報表承擔的責任 (續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應更正我們的意見。我們的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

我們與管理層溝通了計劃的審計範圍、時間安排、重大審計發現等事項，包括我們在審計中識別出內部控制的任何重大缺陷。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Lee Wing Cheong, Wilfred.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

27 March 2023

核數師就審計綜合財務報表承擔的責任 *(續)*

我們還向管理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅而採取的行動或相關的防範措施。

從與管理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是李永鏘。

德勤•關黃陳方會計師行

執業會計師

香港

二零二三年三月二十七日

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	5	4,492,790	4,792,661
Cost of sales	銷售成本		(3,642,877)	(3,680,829)
Gross profit	毛利		849,913	1,111,832
Other income	其他收入	7	49,425	50,694
Other gains and losses	其他收益及虧損	8	58,522	1,906
Net remeasurement of credit loss allowance for trade receivables	貿易應收款項信貸虧損 撥備重新計量淨額	38	2,670	(11,967)
Selling and distribution expenses	銷售及分銷開支		(182,788)	(202,647)
Administrative expenses	行政開支		(286,637)	(336,170)
Research and development costs	研發費用		(101,178)	(99,205)
Share of result of a joint venture	分佔合營企業業績		2,539	3,906
Finance costs	融資成本	9	(75,794)	(61,732)
Profit before taxation	除稅前溢利	12	316,672	456,617
Income tax expense	所得稅開支	13	(33,194)	(55,271)
Profit for the year	年度溢利		283,478	401,346
Other comprehensive (expense) income:	其他全面(開支)收益：			
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至 損益的項目：			
Exchange differences arising on translation of foreign operations	換算海外業務產生的 匯兌差額		(340,456)	98,201
Share of translation reserve of a joint venture	分佔合營企業的換算 儲備		(873)	918
Items that will not be reclassified to profit or loss:	其後不會重新分類至損益 的項目：			
Remeasurement of retirement benefit obligations, net of tax	退休福利責任的重新 計量(經扣除稅項)		(1,228)	1,887
Other comprehensive (expense) income for the year	年內其他全面(開支)收益		(342,557)	101,006
Total comprehensive (expense) income for the year	年內全面(開支)收益總額		(59,079)	502,352
Profit (loss) for the year attributable to	年內應佔溢利(虧損)			
– Owners of the Company	– 本公司擁有人		299,199	401,794
– Non-controlling interests	– 非控股權益		(15,721)	(448)
			283,478	401,346
Total comprehensive (expense) income for the year attributable to	年內應佔全面(開支) 收益總額			
– Owners of the Company	– 本公司擁有人		(42,848)	502,086
– Non-controlling interests	– 非控股權益		(16,231)	266
			(59,079)	502,352
Earnings per share	每股盈利	15		
– Basic (HK cents)	– 基本(港仙)		28.77	38.64

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

			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		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	2,818,476	2,925,355
Right-of-use assets	使用權資產	17	287,229	350,376
Interest in a joint venture	於合營企業的權益	18	39,417	38,669
Deposits	按金	21	39,409	58,349
Deferred tax assets	遞延稅項資產	30	9,071	5,576
			3,193,602	3,378,325
Current assets	流動資產			
Inventories	存貨	19	1,135,776	1,456,797
Trade and bills receivables	貿易應收款項及應收票據	20	654,745	849,430
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	21	127,460	128,194
Tax recoverables	可收回稅項		4,526	4,783
Pledged bank deposits	已抵押銀行存款	22	68,428	121,607
Short term bank deposits	短期銀行存款	22	36,954	163,814
Bank balances and cash	銀行結餘及現金	22	1,051,165	898,868
			3,079,054	3,623,493
Current liabilities	流動負債			
Trade payables	貿易應付款項	23	301,525	370,193
Bills payables	應付票據	24	227,611	444,038
Other payables and accrued charges	其他應付款項及應計費用	25	289,707	357,062
Contract liabilities	合約負債	26	41,049	34,855
Bank borrowings	銀行借款	27	1,992,685	1,511,615
Lease liabilities	租賃負債	28	38,177	42,743
Tax payables	應繳稅項		10,191	46,745
Derivative financial instrument	衍生金融工具	29	-	1,092
			2,900,945	2,808,343
Net current assets	流動資產淨值		178,109	815,150
Total assets less current liabilities	總資產減流動負債		3,371,711	4,193,475

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		
Non-current liabilities	非流動負債			
Bank and other borrowings	銀行及其他借款	27	105,515	648,789
Lease liabilities	租賃負債	28	93,369	128,972
Deferred income	遞延收入		14,294	15,390
Deferred tax liabilities	遞延稅項負債	30	9,735	9,698
Retirement benefit obligations	退休福利責任	32	8,191	9,789
Other liabilities	其他負債		2,160	7,591
			233,264	820,229
Net assets	資產淨值		3,138,447	3,373,246
Capital and reserves	資本及儲備			
Share capital	股本	31	10,398	10,398
Reserves	儲備		3,029,817	3,271,060
Equity attributable to owners of the Company	本公司擁有人應佔權益		3,040,215	3,281,458
Non-controlling interests	非控股權益		98,232	91,788
Total equity	權益總額		3,138,447	3,373,246

The consolidated financial statements on pages 97 to 263 were approved by the Board of Directors on 27 March 2023 and are signed on its behalf by:

第97頁至263頁的綜合財務報表獲董事會於二零二三年三月二十七日批准及獲以下代表簽署：

Lu Yuguang
盧煜光
Chairman
主席

Zhang Haitao
張海濤
Executive Director
執行董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔										
		Share Capital	Share premium	Other reserve	Retirement benefit reserve	Special reserve	PRC statutory reserve	Translation reserve	Retained profits	Total	Non- controlling interests	Total equity
		股本	股份溢價	其他儲備	退休福利 儲備	特別儲備	法定儲備	換算儲備	保留溢利	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(Note a) (附註 a)		(Note b) (附註 b)	(Note c) (附註 c)					
At 1 January 2021	於二零二一年一月一日	10,398	593,250	106,715	576	(13,070)	199,079	(16,922)	2,054,277	2,934,303	83,878	3,018,181
Profit (loss) for the year	年度溢利(虧損)	-	-	-	-	-	-	-	401,794	401,794	(448)	401,346
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	-	-	98,201	-	98,201	-	98,201
Share of translation reserve of a joint venture	分佔合營企業換算儲備	-	-	-	-	-	-	918	-	918	-	918
Remeasurement of retirement benefit obligations, net of tax	退休福利責任的重新計量(經扣除稅項)	-	-	-	1,173	-	-	-	-	1,173	714	1,887
Other comprehensive income for the year	年內其他全面收益	-	-	-	1,173	-	-	99,119	-	100,292	714	101,006
Total comprehensive income for the year	年內全面收益總額	-	-	-	1,173	-	-	99,119	401,794	502,086	266	502,352
Capital injection from non-controlling shareholder of a subsidiary	一間附屬公司非控股股東注資	-	-	-	-	-	-	-	-	-	7,644	7,644
Transfer from retained profits to the PRC statutory reserve	自保留溢利轉至中國法定儲備	-	-	-	-	-	18,518	-	(18,518)	-	-	-
Dividends recognised as distribution (Note 14)	確認分派的股息(附註14)	-	-	-	-	-	-	-	(154,931)	(154,931)	-	(154,931)
At 31 December 2021	於二零二一年十二月三十一日	10,398	593,250	106,715	1,749	(13,070)	217,597	82,197	2,282,622	3,261,458	91,788	3,373,246
Profit (loss) for the year	年度溢利(虧損)	-	-	-	-	-	-	-	299,199	299,199	(15,721)	283,478
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	-	-	-	(340,456)	-	(340,456)	-	(340,456)
Share of translation reserve of a joint venture	分佔合營企業換算儲備	-	-	-	-	-	-	(873)	-	(873)	-	(873)
Remeasurement of retirement benefit obligations, net of tax	退休福利責任的重新計量(經扣除稅項)	-	-	-	(718)	-	-	-	-	(718)	(510)	(1,228)
Other comprehensive (expense) income for the year	年內其他全面(開支)收益	-	-	-	(718)	-	-	(341,329)	-	(342,047)	(510)	(342,557)
Total comprehensive (expense) income for the year	年內全面(開支)收益總額	-	-	-	(718)	-	-	(341,329)	299,199	(42,848)	(16,231)	(59,079)
Capital injection from non-controlling shareholder of a subsidiary	一間附屬公司非控股股東注資	-	-	-	-	-	-	-	-	-	22,675	22,675
Transfer from retained profits to the PRC statutory reserve	自保留溢利轉至中國法定儲備	-	-	-	-	-	14,536	-	(14,536)	-	-	-
Dividends recognised as distribution (Note 14)	確認分派的股息(附註14)	-	-	-	-	-	-	-	(198,395)	(198,395)	-	(198,395)
At 31 December 2022	於二零二二年十二月三十一日	10,398	593,250	106,715	1,031	(13,070)	232,133	(259,132)	2,368,890	3,040,215	98,232	3,138,447

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

Notes:

- (a) Other reserve of the Group amounting to approximately HK\$106,715,000 represents the difference between the nominal value of the shares issued by the Company and the carrying value of the non-controlling interests held by Sunbrilliant Capital Investment Limited and Lakefront Capital Investment Limited and the share capital of Best Pacific Textile Holdings Limited (“**BPT Holdings**”) prior to the completion of a group reorganisation on 16 January 2014.
- (b) Several subsidiaries of the Company provided financial guarantees to its related companies and the fair value of the financial guarantees was recognised as deemed distribution to the shareholders at initial recognition. These financial guarantees were released in previous years.
- (c) The People’s Republic of China (the “**PRC**”) statutory reserve is non-distributable until the end of the operation periods of respective PRC subsidiaries. The transfer to this reserve is determined according to the relevant laws in the PRC and by the board of directors of the PRC subsidiaries in accordance with the Articles of Association of the subsidiaries. It can be used to make up for previous year’s losses or convert into additional capital of the PRC subsidiaries of the Company upon approval from the relevant authority in the PRC.

附註：

- (a) 本集團的其他儲備約106,715,000港元，指本公司發行之股份面值與Sunbrilliant Capital Investment Limited及Lakefront Capital Investment Limited持有的非控股權益賬面值及超盈紡織控股有限公司（「**超盈紡織控股**」）於完成二零一四年一月十六日的集團重組前的股本之差額。
- (b) 本公司若干附屬公司為其關聯公司提供財務擔保，財務擔保的公平值於首次確認時確認為視作向股東分派。該等財務擔保已於過往年度解除。
- (c) 中華人民共和國（「**中國**」）法定儲備直至各中國附屬公司營運期末為不可分派。對該儲備的轉撥由中國附屬公司的董事會根據附屬公司的組織章程細則按中國有關法律釐定。經中國有關機關批准後，該儲備可用作彌補本公司中國附屬公司的去年虧損或轉換為額外資本。

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
Operating activities	經營活動		
Profit before taxation	除稅前溢利	316,672	456,617
Adjustments for:	為下列各項作出調整：		
Interest income	利息收入	(16,038)	(21,850)
Finance costs	融資成本	75,794	61,732
Share of result of a joint venture	分佔合營企業業績	(2,539)	(3,906)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	327,107	333,972
Depreciation of right-of-use assets	使用權資產折舊	46,410	30,689
Change in fair value of a derivative financial instrument	衍生金融工具的公平值變動	(1,092)	(310)
Gain from bargain purchase from acquisition of a business	收購一項業務的議價收購收益	-	(3,900)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	427	135
Net remeasurement of credit loss allowance for trade receivables	貿易應收款項信貸虧損撥備重新計量淨額	(2,670)	11,967
Amortisation of deferred income	攤銷遞延收入	(2,792)	(2,883)
Allowance for slow-moving inventories	滯銷存貨撥備	41,426	35,151
Unrealised exchange gain arising on translation of current accounts within group entities	換算集團實體間往來賬戶產生的未變現匯兌收益	(44,197)	(17,173)
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	738,508	880,241
Decrease (increase) in inventories	存貨減少(增加)	219,550	(533,084)
Decrease (increase) in trade and bills receivables	貿易應收款項及應收票據減少(增加)	174,643	(45,788)
Decrease (increase) in other receivables, deposits and prepayments	其他應收款項、按金及預付款項減少(增加)	8,707	(49,036)
(Decrease) increase in trade payables	貿易應付款項(減少)增加	(55,552)	123,576
(Decrease) increase in bills payable	應付票據(減少)增加	(191,540)	111,146
(Decrease) increase in other payables and accrued charges	其他應付款項及應計費用(減少)增加	(50,940)	48,434
Increase in contract liabilities	合約負債增加	6,837	1,360
(Decrease) increase in retirement benefit obligations	退休福利責任(減少)增加	(4,063)	1,041
Cash generated from operations	經營業務所得現金	846,150	537,890
Income tax paid	已付所得稅	(72,589)	(15,217)
Net cash from operating activities	經營活動所得現金淨額	773,561	522,673

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
Investing activities	投資活動		
Placement of pledged bank deposits		(146,157)	(233,410)
Withdrawal of pledged bank deposits		191,573	191,050
Interest received		16,572	20,509
Addition of property, plant and equipment		(366,006)	(224,599)
Cash outflow on acquisition of a business	33	-	(27,598)
Government grants received		2,531	1,473
Proceeds from disposal of property, plant and equipment		9,597	7,254
Placement of short term bank deposits with original maturity over 3 months		(38,239)	(161,645)
Withdrawal of short term bank deposits with original maturity over 3 months		155,272	8,536
Dividend income received from interest on a joint venture		-	906
Repayment from related companies		519	385
Advance to related companies		-	(26)
Advance from related companies		110	2,890
Net cash used in investing activities	投資活動所用現金淨額	(174,228)	(414,275)
Financing activities	融資活動		
Interests paid		(90,883)	(66,221)
Dividends paid		(198,395)	(154,931)
Capital injection from a non-controlling shareholder of a subsidiary	一間附屬公司非控股股東注資	22,675	7,644
New bank borrowings raised	新增銀行借款	1,584,596	2,652,182
New syndicated loan raised	新增銀團貸款	-	873,656
New other borrowing raised	新增其他借款	35,491	25,116
Repayment of lease liabilities	償還租賃負債	(38,899)	(20,745)
Repayment of bank borrowings	償還銀行借款	(1,343,852)	(2,560,939)
Repayment of syndicated loan	償還銀團貸款	(328,856)	(1,148,781)
(Repayment) drawdown of bank overdrafts	(償還)提取銀行透支	(19,425)	29,111
Net cash used in financing activities	融資活動所用現金淨額	(377,548)	(363,908)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	221,785	(255,510)
Cash and cash equivalents at beginning of the year	年初的現金及現金等價物	898,868	1,092,855
Effect of foreign exchange rate changes	匯率變動的影響	(69,488)	61,523
Cash and cash equivalents at end of the year, represented by	年終的現金及現金等價物，以下列項目代表	1,051,165	898,868
Bank balances and cash	銀行結餘及現金	1,051,165	898,868

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

Best Pacific International Holdings Limited (the “**Company**”) is a public company incorporated as an exempted company and registered in the Cayman Islands with limited liability under the Companies Law Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 14 June 2013. Its immediate and ultimate holding company is Grandview Capital Investment Limited, which is incorporated in the British Virgin Islands (“**BVI**”) and is wholly owned by Mr. Lu Yuguang (“**Mr. Lu**”), who is the Chairman and executive director of the Company. The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 23 May 2014. The address of the Company’s registered office and principal place of business are disclosed in the corporate information section to the annual report.

The principal activities of the Company and its subsidiaries (the “**Group**”) are manufacturing and trading of elastic fabric, lace and elastic webbing. Details of the principal activities of the subsidiaries are set out in Note 41.

The functional currency of the Company is Hong Kong dollar (“**HK\$**”), which is the same as the presentation currency of the consolidated financial statements.

1. 一般資料

超盈國際控股有限公司(「**本公司**」)為一間於二零一三年六月十四日根據開曼群島法例第22章公司法(一九六一年第三號法案，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司的公眾公司。其直接及最終控股公司Grandview Capital Investment Limited為於英屬處女群島(「**英屬處女群島**」)註冊成立並由本公司主席兼執行董事盧煜光先生(「**盧先生**」)全資擁有的公司。本公司股份已自二零一四年五月二十三日起在香港聯合交易所有限公司(「**聯交所**」)主板上市。本公司註冊辦事處及主要營業地點的地址披露於本年報公司資料一節。

本公司及其附屬公司(「**本集團**」)的主要活動為製造及買賣彈性織物面料、蕾絲及彈性織帶。附屬公司的主要活動詳情載於附註41。

本公司的功能貨幣為港元(「**港元**」)，亦為綜合財務報表的呈列貨幣。

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. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

2.1 Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual periods beginning on 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
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 HKFRSs	Annual Improvements to HKFRSs 2018-2020

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

2. 應用香港財務報告準則（「香港財務報告準則」）（修訂本）

2.1 本年度已強制生效的香港財務報告準則（修訂本）

於本年度，本集團已首次應用以下由香港會計師公會（「香港會計師公會」）頒佈於本集團自二零二二年一月一日開始的年度期間強制生效的香港財務報告準則（修訂本），以編製綜合財務報表：

香港財務報告準則第3號（修訂本）	概念框架的提述
香港財務報告準則第16號（修訂本）	二零二一年六月三十日之後與Covid-19相關的租金優惠
香港會計準則第16號（修訂本）	物業、廠房及設備－擬定用途前的所得款項
香港會計準則第37號（修訂本）	有價合約－履行合約的成本
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的年度改進

本年度應用香港財務報告準則（修訂本）並未對本集團本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載之披露有重大影響。

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. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts 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 related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1	Non-current Liabilities with Covenants ³
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

2. 應用香港財務報告準則（「香港財務報告準則」）（修訂本）（續）

2.2 已頒佈但尚未生效的新訂香港財務報告準則及其修訂本

本集團並無提早應用以下已頒佈但尚未生效的新訂香港財務報告準則及其修訂本：

香港財務報告準則第17號（包括二零二零年十月及二零二二年二月香港財務報告準則第17號（修訂本））	保險合約 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）	投資者及其聯營公司或合營企業出售或注入資產 ²
香港財務報告準則第16號（修訂本）	售後租回的租賃負債 ³
香港會計準則第1號（修訂本）	將負債分類為流動或非流動及香港詮釋第5號（二零二零年）相關修訂 ³
香港會計準則第1號（修訂本）	附有契約的非流動負債 ³
香港會計準則第1號及香港財務報告準則實務報告第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）	與單一交易產生之資產及負債有關之遞延稅項 ¹

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. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New and amendments to HKFRSs in issue but not yet effective (Continued)

- 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.

Except for the amendments to HKFRSs mentioned below, 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.

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the 2020 Amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and

2. 應用香港財務報告準則（「香港財務報告準則」）（修訂本）（續）

2.2 已頒佈但尚未生效的新訂香港財務報告準則及其修訂本（續）

- 1 於二零二三年一月一日或之後開始之年度期間生效。
- 2 於待釐定之日期或之後開始之年度期間生效。
- 3 於二零二四年一月一日或之後開始之年度期間生效。

除下文所述香港財務報告準則之修訂本外，本公司董事預期，應用所有其他新訂香港財務報告準則及其修訂本於可見將來不會對綜合財務報表造成重大影響。

香港會計準則第1號（修訂本）將負債分類為流動或非流動（「2020修訂本」）及香港會計準則第1號（修訂本）附有契約的非流動負債（「2022修訂本」）

該2020修訂本就評估自報告日期起至少十二個月的延遲結付權利提供澄清及額外指引，以將負債分類為流動或非流動，當中包括：

- 規定負債分類為流動或非流動應基於報告期末所存在的權利。具體而言，該2020修訂本闡明：
 - (i) 分類不應受到管理意圖或期望在12個月內清償負債的影響；及

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. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

- (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

2. 應用香港財務報告準則（「香港財務報告準則」）（修訂本）（續）

2.2 已頒佈但尚未生效的新訂香港財務報告準則及其修訂本（續）

香港會計準則第1號（修訂本）將負債分類為流動或非流動（「2020修訂本」）及香港會計準則第1號（修訂本）附有契約的非流動負債（「2022修訂本」）（續）

- (ii) 倘該權利以遵守契約為條件，則即使貸方於較後日期才測試遵守情況，倘於報告期末滿足條件，該權利亦存在；及

- 闡明倘負債的條款訂明在對手方選擇時可導致透過轉讓實體本身的權益工具進行結算，則僅當實體應用香港會計準則第32號 *金融工具：呈列*，將該選擇權單獨確認為權益工具時，該等條款方不會影響其分類為流動或非流動負債。

此外，香港詮釋第5號乃由於香港會計準則第1號（修訂本）而予以修訂，以使相應措詞保持一致而結論保持不變。

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. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

The 2022 Amendments modify the requirements introduced by the 2020 Amendments on how an entity classifies debt and other financial liabilities with covenants as current or non-current. The amendments specify that only covenants with which the entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

The amendments also specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classifies liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

Based on the Group’s outstanding liabilities as at 31 December 2022, the application of the amendments will not result in reclassification of the Group’s liabilities.

2. 應用香港財務報告準則（「香港財務報告準則」）（修訂本）（續）

2.2 已頒佈但尚未生效的新訂香港財務報告準則及其修訂本（續）

香港會計準則第1號（修訂本）將負債分類為流動或非流動（「2020修訂本」）及香港會計準則第1號（修訂本）附有契約的非流動負債（「2022修訂本」）（續）

2022修訂本修訂2020修訂本所引入的要求，內容有關實體如何將附有契約的債務及其他金融負債分類為流動或非流動。該等修訂本訂明，實體須於報告期末或之前遵守的契約方會影響實體於報告日期後最少十二個月內延遲結清負債的權利。僅須於報告期後遵守的契約對該權利於報告期末是否存在並無影響。

該等修訂本亦訂明有關資料的披露要求，使財務報表使用者了解在該實體將貸款安排產生的負債分類為非流動負債，而實體延遲結清該等負債的權利視乎實體於報告期後十二個月內是否遵守契諾的情況下，則負債可能須於報告期後十二個月內償還的風險。

基於本集團於二零二二年十二月三十一日的未償還負債，應用該等修訂本將不會導致本集團負債的重新分類。

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. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 and HKFRS Practice Statement 2 *Disclosure of Accounting Policies*

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

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

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

2. 應用香港財務報告準則（「香港財務報告準則」）（修訂本）（續）

2.2 已頒佈但尚未生效的新訂香港財務報告準則及其修訂本（續）

香港會計準則第1號及香港財務報告準則實務報告第2號（修訂本）會計政策之披露

香港會計準則第1號修訂本以「重大會計政策資料」取代「主要會計政策」一詞的所有情況。倘連同實體財務報表內其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。

該等修訂本亦澄清，即使涉及款項並不重大，但基於相關交易性質、其他事件或情況，會計政策資料仍可屬重大。然而，並非所有與重大交易、其他事件或情況有關的會計政策資料本身即屬重大。倘一間實體選擇披露非重大會計政策資料，有關資料不得掩蓋重大會計政策資料。

香港財務報告準則實務報告第2號作出重大性判斷（「**實務報告**」）亦經修訂，以說明一間實體如何將「四步法評估重大性流程」應用於會計政策披露及判斷有關一項會計政策的資料對其財務報表是否屬重大。實務報告已增添指引及實例。

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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. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 and HKFRS Practice Statement 2 *Disclosure of Accounting Policies* (Continued)

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

Amendments to HKAS 8 *Definition of Accounting Estimates*

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

2. 應用香港財務報告準則（「香港財務報告準則」）（修訂本）（續）

2.2 已頒佈但尚未生效的新訂香港財務報告準則及其修訂本（續）

香港會計準則第1號及香港財務報告準則實務報告第2號（修訂本）*會計政策之披露*（續）

應用該等修訂本預期不會對本集團的財務狀況或表現造成重大影響，惟可能影響本集團主要會計政策的披露。應用的影響（如有）將於集團日後的綜合財務報表內披露。

香港會計準則第8號（修訂本）*會計估計的定義*

該修訂本定義會計估計為「存在計量不明朗因素的財務報表之貨幣金額」。會計政策可能規定對計量不明朗因素的財務報表的項目進行計量 – 即會計政策可能規定將按貨幣金額計量的有關項目不可直接觀察而須予以估計。於此情況下，一間實體應編製會計估計，旨在達到會計政策載列的目標。編製會計估計包括根據最新可得可靠的資料作出的判斷或假設用途。

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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. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

2.2 New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 8 Definition of Accounting Estimates (Continued)

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Groups’ consolidated financial statements.

Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 *Income Taxes* so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

The Group will further assess whether application of the amendments will have an impact on the deferred tax. The impacts on application, if any, will be disclosed in the Group’s future consolidated financial statements.

2. 應用香港財務報告準則（「香港財務報告準則」）（修訂本）（續）

2.2 已頒佈但尚未生效的新訂香港財務報告準則及其修訂本（續）

香港會計準則第8號（修訂本）會計估計的定義（續）

此外，香港會計準則第8號的會計估計變更的概念予以保留，惟有進一步澄清。

應用該等修訂本預期不會對本集團的綜合財務報表造成重大影響。

香港會計準則第12號（修訂本）與單一交易產生之資產及負債有關之遞延稅項

該修訂本縮小了香港會計準則第12號*所得稅*第15段和第24段中遞延稅項負債和遞延稅項資產確認的豁免範圍，使其不再適用於在初始確認時產生等額應納稅和可抵扣暫時性差異的交易。

本集團將進一步評估應用該等修訂是否會對本集團遞延稅項造成影響。應用的影響（如有）將於本集團未來的綜合財務報表內披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.1 Basis of preparation of consolidated financial statements

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

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

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

3. 綜合財務報表編製基準及主要會計政策

3.1 綜合財務報表的編製基準

該等綜合財務報表已根據香港會計師公會頒佈的香港財務報告準則編製。就編製綜合財務報表而言，倘有關資料合理預期會影響主要用戶作出之決定，則有關資料被視為重大。此外，該等綜合財務報表包括香港聯合交易所有限公司證券上市規則及香港公司條例所規定的適用披露。

誠如下文所載會計政策所述，除按各報告期間結束時的公平值計量的一項金融工具外，綜合財務報表已根據歷史成本基準編製。

歷史成本一般以為交換貨品及服務所作代價的公平值為準。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.1 Basis of preparation of consolidated financial statements (Continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of 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 realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets* (“**HKAS 36**”).

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

3. 綜合財務報表編製基準及主要會計政策(續)

3.1 綜合財務報表的編製基準(續)

公平值乃於計量日市場參與者於有序交易中出售資產所收取或轉讓負債所支付價格，而不論可否使用其他估值方法直接可觀察或估計該價格。於估計資產或負債的公平值時，本集團會考慮市場參與者於計量日對資產或負債定價時所考慮資產或負債特性。該等綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟香港財務報告準則第2號以股份為基礎的付款（「香港財務報告準則第2號」）範圍內的以股份為基礎的付款交易、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」）入賬的租賃交易及與公平值類似但並非公平值的計量（如香港會計準則第2號存貨的可變現淨值或香港會計準則第36號資產減值（「香港會計準則第36號」）的使用價值）除外。

非金融資產之公平值計量考慮了市場參與者可透過按該資產的最高及最佳用途使用該資產，或將該資產售予另一可按該資產的最高及最佳用途使用該資產的市場參與者，從而產生經濟利益的能力。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.1 Basis of preparation of consolidated financial statements (Continued)

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

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.1 綜合財務報表的編製基準 (續)

就按公平值進行交易之金融工具以及於隨後期間將使用不可觀察輸入數據計量公平值的估值方法而言，估值方法會予以校準，以使於初步確認時估值方法的結果與交易價格相等。

此外，就財務報告而言，公平值計量根據公平值計量之輸入數據可觀察程度及公平值計量之輸入數據對其整體重要性分類為第一級、第二級或第三級，詳情如下：

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3.2 Significant accounting policies

Basis of consolidation

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

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

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

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策

綜合基準

綜合財務報表併入本公司及本公司控制的實體及其附屬公司的財務報表。倘屬以下情況，則本公司取得控制權：

- 對被投資公司擁有權力；
- 因藉參與被投資公司的業務而可或有權獲得可變回報；及
- 有能力行使其權力而影響其回報。

倘有事實及情況顯示上述三項控制因素中有一項或多項出現變化，本集團將重新評估其是否對被投資公司擁有控制權。

合併一間附屬公司於本集團取得該附屬公司的控制權時開始，並於本集團失去該附屬公司的控制權時終止。具體而言，於年內收購或出售之附屬公司的收入及開支會於本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團對該附屬公司之控制權終止當日為止。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

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

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

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

綜合基準 (續)

損益及其他全面收益之各項目乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

如有需要，將對附屬公司的財務報表作出調整，致使彼等的會計政策與本集團的會計政策一致。

與本集團成員公司交易有關的所有集團內公司間資產及負債、權益、收入、開支及現金流量，將於綜合賬目時悉數撇銷。

於附屬公司的非控股權益與本報告內之本集團權益分開呈列，指賦予持有人權利於清盤時按比例分佔相關附屬公司之資產淨值的現有所有權權益。

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綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Business combinations

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 organised 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.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

3. 綜合財務報表編製基準及主要會計政策 *(續)*

3.2 主要會計政策 *(續)*

業務合併

業務為一整套活動及資產，當中包含共同對創造產出的能力有重大貢獻的一項投入及一項實質性程序。倘收購過程對繼續生產產出的能力至關重要，並且包括具備執行該過程所必需的技能、知識或經驗的組織勞動力，或對持續生產產出的能力有重大貢獻，則被認為屬實質性且屬獨特或稀缺，或在無重大成本、投入或持續生產產出能力出現延遲的情況下不可取代。

收購業務以收購法入賬。於業務合併中轉讓之代價以公平值計量，即計算本集團所轉讓資產、本集團所產生對被收購方前擁有人之負債以及本集團為換取被收購方之控制權而發行之股權於收購日期之公平值的總和。收購相關成本一般於產生時於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Business combinations (Continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* (“**HKAS 12**”) and HKAS 19 *Employee Benefits* (“**HKAS 19**”) respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

業務合併 (續)

於收購日期，所收購之可識別資產及所承擔之負債以其公平值確認，除外者為：

- 遞延稅項資產或負債，及僱員福利安排相關的資產或負債分別按香港會計準則第12號*所得稅*（「**香港會計準則第12號**」）及香港會計準則第19號*僱員福利*（「**香港會計準則第19號**」）確認及計量；
- 涉及被收購方以股份為基礎的付款安排或為取代被收購方以股份為基礎的付款安排而訂立之本集團以股份為基礎的付款安排的負債或股本工具，於收購日期按香港財務報告準則第2號計量（見下文會計政策）；
- 按香港財務報告準則第5號*持作出售非流動資產及已終止經營業務*分類為持作出售資產（或出售組別）根據該準則計量；及

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

3.2 Significant accounting policies (Continued)

Business combinations (Continued)

- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併(續)

- 租賃負債按剩餘租賃付款(定義見香港財務報告準則第16號)的現值確認及計量, 猶如收購的租賃於收購日期為新租賃。使用權資產按與相關租賃負債相同的金額確認及計量, 並經調整以反映與市場條款相比時租賃的有利或不利條款。

商譽乃按已轉讓代價、於被收購方之任何非控股權益金額及收購方先前於被收購方持有之股權之公平值(如有)之總和超逾於收購日期所收購可識別資產及所承擔負債之淨額的差額計量。倘經重新評估後, 所收購可識別資產及所承擔負債之淨額超逾已轉讓代價、於被收購方之任何非控股權益金額及收購方先前於被收購方持有之權益之公平值(如有)之總和, 則超出部分隨即於損益確認為議價收購收益。

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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

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

3.2 Significant accounting policies (Continued)

Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

Interests in joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

業務合併 (續)

屬現有所有權權益且賦予持有人權利於清盤時按比例分佔相關附屬公司之資產淨值之非控股權益，可初步按非控股權益應佔被收購方可識別之資產淨值之已確認金額之比例或公平值計量。計量基準視乎每項交易而作出選擇。

於合營企業的權益

合營企業為聯合安排，據此對安排有聯合控制權的各方擁有對聯合安排淨資產的權利。聯合控制為透過合同約定共享安排的控制權，僅當與相關活動有關的決定需要共享控制權的各方一致同意時存在。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Interests in joint ventures *(Continued)*

The results and assets and liabilities of joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. Changes in net assets of the joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of joint venture exceeds the Group's interest in that joint venture (which includes any long term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

3. 綜合財務報表編製基準及主要會計政策 *(續)*

3.2 主要會計政策 *(續)*

於合營企業的權益 *(續)*

合營企業的業績以及資產及負債乃採用權益會計法併入該等綜合財務報表。用於權益會計用途的合營企業的財務報表乃採用本集團在類似情況下用於類似交易及事件的統一會計政策編製。根據權益法，於合營企業的投資初步按成本確認於綜合財務狀況表，其後進行調整以確認本集團分佔合營企業的損益及其他全面收益。合營企業於損益及其他全面收益以外的淨資產變動並未列賬，除非該等變動導致本集團所持所有權權益有所變動。倘本集團分佔合營企業的虧損超過本集團於合營企業的權益（包括實質上構成本集團於合營企業的淨投資的一部分的任何長期權益），則本集團會停止確認其分佔的進一步虧損。額外虧損的確認僅限於以下情況：本集團已代表合營企業產生法定或推定義務或作出付款。

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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

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

3.2 Significant accounting policies (Continued)

Interests in joint ventures (Continued)

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture or acquisition of additional interest in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

於合營企業的權益 (續)

於合營企業的投資自被投資公司成為合營企業之日起採用權益法列賬。收購於合營企業的投資或收購於一間合營企業之額外權益後，投資成本超出本集團分佔被投資公司可識別資產及負債淨公平值的任何部分確認為商譽，而商譽計入投資的賬面值。重新評估後，本集團分佔可識別資產及負債淨公平值超出投資成本的任何部分立即確認於收購投資期間的損益中。

本集團評估是否有客觀證據顯示於合營企業的權益可能出現減值。倘存在任何客觀證據，則透過對其可收回金額（以使用價值及公平值減出售成本中之較高者為準）與其賬面值進行比較，作為單一資產根據香港會計準則第36號對投資的全部賬面值（包括商譽）進行減值測試。已確認的任何減值虧損並不會分配至構成投資賬面值一部分的任何資產（包括商譽）。減值虧損的任何撥回乃根據香港會計準則第36號予以確認，惟限於投資的可收回金額隨後有所增加的情況。

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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

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

3.2 Significant accounting policies (Continued)

Interests in joint ventures (Continued)

When a group entity transacts with a joint venture of the Group (such as a sale or purchase), profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

Revenue from contracts with customers

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

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

於合營企業的權益(續)

當集團實體與本集團的合營企業進行交易(比如買賣)時,與合營企業的交易所產生的損益確認於本集團的綜合財務報表,惟僅限於與本集團並無關連的於合營企業的權益。

來自客戶合約之收入

本集團於完成履約責任時確認收入,即於與特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時。

履約責任指一項明確的貨品或服務(或一批貨品或服務)或一系列大致相同且明確的貨品或服務。

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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

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

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

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

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

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

The Group's revenue from sales of goods is recognised at a point in time when goods are delivered and control has been passed to customers.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

來自客戶合約之收入 (續)

控制權隨時間轉移，而倘符合其中一項以下標準，則收入乃參照完成相關履約責任的進度按時間確認：

- 客戶於本集團履約時同時取得並耗用本集團履約所提供的利益；
- 本集團的履約創建或增強客戶於本集團履約時控制的資產；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團有強制執行權以收取迄今已履約部分的款項。

否則，收入於客戶獲得明確的貨品或服務的控制權時確認。

本集團來自銷售貨品的收入於交付貨品且控制權轉讓予客戶的時點確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

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.

Government grants

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

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

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

來自客戶合約之收入(續)

合約負債指本集團因已自客戶收取代價(或代價金額到期)而須向客戶轉讓貨品或服務的責任。

政府補助金

政府補助金於可合理確定本集團將符合有關附帶條件及將會收取有關補助金時方予確認。

政府補助金乃就本集團將有關成本確認為開支(預期補助金可用作補償)的期間按系統化的基準於損益中確認。具體而言，對於首要條件為本集團須採購、建造或以其他方式獲取非流動性資產的政府補助金，將會按系統化的基準於綜合財務狀況表確認為遞延收入，並按相關資產的可使用年期轉撥至損益。

倘應收與收入有關的政府補助金乃用作補償開支或已產生的虧損或為向本集團提供並無日後相關成本的即時財務支援，則在應收期間於損益中(作為其他收入)確認。

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

3.2 Significant accounting policies (Continued)

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

研發開支

研究活動的開支於產生期間確認為開支。

開發活動或內部計劃發展階段產生的內部產生無形資產，僅在顯示以下所有條件時方予確認：

- 完成無形資產的技術可行性，從而可以使用或銷售；
- 有意去完成該無形資產從而使之可以使用或銷售；
- 使用或銷售無形資產的能力；
- 無形資產將如何產生可能的日後經濟效益；
- 可使用適當技術、財務和其他資源來完成其發展，並使用或銷售該無形資產；及
- 能夠準確衡量用於開發無形資產的支出。

就內部產生無形資產首次確認的金額為該無形資產首次符合上述確認標準當日起產生的開支總額。倘並無內部產生無形資產可予確認，則開發支出將於產生期間在損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Property, plant and equipment

Property, plant and equipment, other than properties in the course of construction for production, supply or administrative purposes, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management including costs of testing whether the related assets are functioning properly, and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Sale proceeds of items that are produced while bringing an item of property, plant and equipment to the location and condition necessary for it to be capable of operating in the manner intended by management (such as samples produced when testing whether the asset is functioning properly), and the related costs of producing those items are recognised in the profit or loss. The costs of those items are measured in accordance with the measurement requirements of HKAS 2. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

3. 綜合財務報表編製基準及主要會計政策 *(續)*

3.2 主要會計政策 *(續)*

物業、廠房及設備

除用作生產、供應或行政用途的在建物業以外，物業、廠房及設備按成本減後期累計折舊及後期累計減值虧損（如有）於綜合財務狀況表列賬。

用作生產、供應或行政用途的在建物業按成本減已確認減值虧損列賬。成本包括使資產達到能夠按照管理層擬定的方式開展經營所必要的位置及條件而直接產生的任何成本（包括驗證相關資產是否正常運轉的成本）及（就合資格資產而言）根據本集團會計政策資本化的借款成本。當將一項物業、廠房及設備移至必要的位置及狀況使其能夠以管理層預期的方式運行而生產的物品（例如當測試資產是否可正常運行時所生產的樣品）的銷售所得款項，以及生產該等物品的相關成本，乃於損益中確認。該等物品的成本根據香港會計準則第2號的計量規定計量。與其他物業資產的基準相同，該等資產於達至擬定用途時開始折舊。

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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

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

3.2 Significant accounting policies (Continued)

Property, plant and equipment (Continued)

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

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

Ownership interests in leasehold land and building

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備(續)

資產(在建工程除外)之折舊乃以直線法按估計可使用年期撇銷其成本減剩餘價值確認。估計可使用年期、剩餘價值及折舊方法於各報告期間結束時進行審閱，而任何估計變動的影響按預先基準入賬。

物業、廠房及設備項目乃於出售或預期持續使用該資產不會產生未來經濟利益時取消確認。出售或棄用一項物業、廠房及設備項目產生的任何收益或虧損釐定為資產銷售所得款項與賬面值的差額，並於損益內確認。

於租賃土地及樓宇的擁有權權益

當本集團就物業擁有權權益進行付款(包括租賃土地及樓宇成分)，全部代價於租賃土地及樓宇成分之間按首次確認時的相對公平值的比例分配。倘相關付款能夠可靠分配，則以經營租賃入賬的租賃土地權益於綜合財務狀況表中呈列為「使用權資產」。倘代價無法於相關租賃土地的非租賃樓宇成分及未分割權益間可靠分配，則整項物業會歸類為物業、廠房及設備。

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綜合財務報表附註

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

3.2 Significant accounting policies (Continued)

Leases

Definition of a lease

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

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

The Group as lessee

Short term leases

The Group applies the short term lease recognition exemption to leases of staff quarters, warehouses, office premises, motor vehicles and machinery and equipment that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payment on short term leases is recognised as expense on a straight-line basis over the lease term.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃

租賃之定義

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則合約為或包含租賃。

對於在首次應用日期或之後訂立或修訂或業務合併所產生的合約，本集團於開始或修訂日期根據香港財務報告準則第16號的定義評估合約是否為或包含租賃。除非合約的條款及條件其後發生變更，否則有關合約將不予重新評估。

本集團作為承租人

短期租賃

本集團將短期租賃確認豁免應用於租期為自開始日期起計12個月或更短且不包含購買選擇權的員工宿舍、倉庫、辦公室物業、汽車和機器及設備租賃。短期租賃的租賃付款於租期內按直線法確認為開支。

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

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前作出的任何租賃付款減任何已收租賃優惠；
- 本集團產生的任何初始直接費用；及
- 本集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態將產生的估計成本。

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

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

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as lessee (Continued)

Right-of-use assets (Continued)

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

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

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

Lease liabilities

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產(續)

對於本集團合理確定將於租期結束時獲得相關租賃資產所有權的使用權資產，自開始日期起至可使用年期結束期間折舊。在其他情況下，使用權資產按估計可使用年期及租期的較短者以直線法折舊。

本集團於綜合財務狀況表中將使用權資產作為單獨項目呈列。

可退回租金按金

已付可退回租金按金按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**」）入賬，並初步按公平值計量。於首次確認時對公平值作出的調整被視為額外租賃付款並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按當日未付之租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃中隱含的利率不易確定，則本集團使用於租賃開始日期的增量借款利率。

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

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as lessee (Continued)

Lease liabilities (Continued)

The lease payments include:

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃負債 (續)

租賃付款包括：

- 固定付款 (包括實質固定付款) 減任何應收租賃優惠；
- 取決於指數或利率的可變租賃付款，使用於開始日期的指數或利率初步計量；
- 預期將根據剩餘價值擔保由本集團支付的金額；
- 購買選擇權的行使價 (倘合理確定本集團將行使選擇權)；及
- 支付終止租賃的罰款 (倘租期反映本集團行使終止租賃的選擇權)。

於開始日期後，租賃負債按利息增值及租賃付款進行調整。

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

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as lessee (Continued)

Lease liabilities (Continued)

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

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

於出現下列情況時，本集團重新計量租賃負債(及對相關使用權資產作出相應調整)：

- 租期發生變動或對行使購買選擇權的評估發生變動，在此情況下，相關租賃負債於重新評估之日通過使用修訂後的貼現率貼現修訂後的租賃付款的方式來重新計量。
- 租賃付款發生變動，因為市場租金率於進行市場租金檢討後出現變動，在此情況下，相關租賃負債通過使用初始貼現率貼現修訂後的租賃付款的方式來重新計量。

租賃修訂

倘有以下情況，本集團將租賃修訂作為單獨租賃入賬：

- 該修訂通過增加一項或多項相關資產的使用權擴大了租賃範圍；及
- 租賃代價增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約情況對單獨價格進行的任何適當調整。

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

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as lessee (Continued)

Lease modifications (Continued)

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

租賃修訂 (續)

對於並未作為單獨租賃入賬的租賃修訂，本集團根據經修訂租賃的租期，在修訂生效之日通過使用修訂後的貼現率貼現修訂後的租賃付款的方式來重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以將租賃負債的重新計量入賬。當經修訂合約包含租賃部分以及一個或多個額外租賃或非租賃部分時，本集團根據租賃部分的相對單獨價格及非租賃部分的合計單獨價格，將經修訂合約中的代價分配至各租賃成分。

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綜合財務報表附註

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

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In addition, the Group assesses whether there is indication that corporate assets may be impaired. If such indication exists, corporate assets are also allocated to individual cash-generating units, when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備以及使用權資產減值

於報告期間結束時，本集團會審閱其物業、廠房及設備以及使用權資產的賬面值以釐定有否跡象顯示有關資產出現減值虧損。倘出現此情況，本集團將估計相關資產的可收回金額，以釐定減值虧損數額(如有)。

本集團個別估計物業、廠房及設備以及使用權資產的可收回金額。倘若不可能個別估計可收回金額，則本集團估計資產所屬現金產生單位的可收回金額。

此外，本集團評估是否有跡象顯示公司資產可能出現減值。倘出現此情況，則於合理及貫徹的分配基準可識別時，公司資產亦被分配至個別現金產生單位，或於其他情況下被分配至現金產生單位的最小組別，而該現金產生單位的合理及貫徹分配基準可識別。

可收回金額為公平值減去出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃以稅前貼現率貼現至現值，該貼現率能反映當前市場所評估的貨幣時間值及資產特定風險，就此而言，未來現金流量估計尚未作出調整。

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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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Impairment on property, plant and equipment and right-of-use assets *(Continued)*

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

3. 綜合財務報表編製基準及主要會計政策 *(續)*

3.2 主要會計政策 *(續)*

物業、廠房及設備以及使用權資產減值 *(續)*

倘資產（或一個現金產生單位）的可收回金額估計將少於其賬面值，該資產（或一個現金產生單位）的賬面值乃調低至其可收回金額。對於未能按合理一致的基準分配至現金產生單位的公司資產或部分公司資產，本集團會比較一個組別的現金產生單位賬面值（包括已分配至該組現金產生單位的公司資產或部分公司資產的賬面值）與該組別現金產生單位的可收回金額。於分配減值虧損時，將首先用以撇減任何商譽的賬面值（如適用），接著按該單位或一組現金產生單位各項資產的賬面值所佔比例分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本（如可計量）、其使用價值（如可釐定）及零之中的最高值。已另行分配至資產的減值虧損金額按比例分配至該單位或一組現金產生單位的其他資產。減值虧損乃即時於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Impairment on property, plant and equipment and right-of-use assets *(Continued)*

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 綜合財務報表編製基準及主要會計政策 *(續)*

3.2 主要會計政策 *(續)*

物業、廠房及設備以及使用權資產減值 *(續)*

倘減值虧損其後撥回，資產（或現金產生單位或現金產生單位組別）的賬面值乃調高至經修訂的估計可收回金額，惟調高後的賬面值不得高於倘過往年度並無確認資產（或現金產生單位或現金產生單位組別）減值虧損的賬面值。減值虧損撥回乃即時於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Foreign currencies

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

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

外幣

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣（外幣）進行的交易均按交易日期的當期匯率確認。於報告期間結束時，以外幣計值的貨幣項目均按該日的當期匯率重新換算。以外幣歷史成本計量的非貨幣項目毋須重新換算。

於結算及重新換算貨幣項目時產生的匯兌差額均於產生期間內於損益中確認。

就呈列綜合財務報表而言，本集團海外業務的資產及負債乃按於報告期間結束時的當期匯率換算為本集團的列賬貨幣（即港元），而其收入及支出乃按該年度的平均匯率進行換算，除非匯率於該期間內大幅波動則作別論，於此情況下，則採用交易當日的當期匯率。所產生的匯兌差額（如有）乃於其他全面收益內確認，並於權益中在匯兌儲備項下累計（於適當時撥作非控股權益）。

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

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

3.2 Significant accounting policies (Continued)

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans (such as state-managed retirement benefit schemes, the Mandatory Provident Fund Scheme and the State Social Insurance Fund) are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. In determining the present value of the Group's defined benefit obligations and the related current service cost and, where applicable, past service cost, the Group attributes benefit to periods of service under the plan's benefit formula. However, if an employee's service in later years will lead to a materially higher level of benefit than earlier years, the Group attributes the benefit on a straight-line basis from:

- (a) the date when service by the employee first leads to benefits under the plan (whether or not the benefits are conditional on further service) until;
- (b) the date when further service by the employee will lead to no material amount of further benefits under the plan, other than from further salary increases.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

僱員福利

退休福利成本

向界定供款退休福利計劃(例如國家管理退休福利計劃、強制性公積金計劃及國家社會保險基金)支付的款項,均於僱員已提供服務以有權獲取供款時確認為開支。

就界定福利退休福利計劃而言,提供福利的成本乃採用預計單位給付成本法於各年度報告期間結束時進行精算評估予以釐定。釐定本集團的界定福利責任的現值及相關的當期服務成本及過往服務成本(如適用),根據該計劃的福利公式,本集團將福利歸屬於期內服務。然而,倘後期員工的服務會產生比之前更高的福利,本集團會以直線法按以下歸屬福利:

- (a) 直至員工於該計劃項下首次從服務產生的福利的日期(不論該福利是否以後續服務為條件);
- (b) 除非後續漲薪,該計劃項下員工的後續服務不會產生大量額外福利的日期。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Employee benefits (Continued)

Retirement benefit costs (Continued)

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the consolidated statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained profits and will not be reclassified to profit or loss.

Past service cost is recognised in profit or loss in the period of a plan amendment or curtailment and a gain or loss on settlement is recognised when settlement occurs. When determining past service cost, or a gain or loss on settlement, an entity shall remeasure the net defined benefit liability or asset using the current fair value of plan assets and current actuarial assumptions, reflecting the benefits offered under the plan and the plan assets before and after the plan amendment, curtailment or settlement, without considering the effect of asset ceiling (i.e. the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan).

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

僱員福利 (續)

退休福利成本 (續)

包括精算收益及虧損、資產上限變動之影響(如適用)及計劃資產(不包括利息)之回報的重新計量於其產生期間立即於綜合財務狀況表反映，並於其他全面收益內確認扣除或計入。於其他全面收益內確認之重新計量即時反映於保留溢利，且將不會重新分類至損益。

過往服務成本於計劃修訂或削減期間在損益確認，而結算之收益或虧損乃於結算發生時確認。於釐定過往服務成本，或結算之收益或虧損時，實體須使用計劃資產當前的公平值及精算假設重新計量界定福利負債或資產淨額，反映於計劃修訂、削減或結清前後根據計劃及計劃資產所提供的福利，且不考慮資產上限之影響(即可以自計劃退款或計劃的未來供款減額形式取得的任何經濟利益的現值)。

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

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

3.2 Significant accounting policies (Continued)

Employee benefits (Continued)

Retirement benefit costs (Continued)

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. However, if the Group remeasures the net defined benefit liability or asset before plan amendment, curtailment or settlement, the Group determines net interest for the remainder of the annual reporting period after the plan amendment, curtailment or settlement using the benefits offered under the plan and the plan assets after the plan amendment, curtailment or settlement and the discount rate used to remeasure such net defined benefit liability or asset, taking into account any changes in the net defined benefit liability or asset during the period resulting from contributions or benefit payments.

Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

The retirement benefit obligation recognised in the consolidated statement of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

僱員福利(續)

退休福利成本(續)

利息淨額透過對界定福利負債或資產淨額採用期初貼現率計算。然而，倘本集團於計劃修訂、縮減或結清前重新計量界定福利負債或資產淨額，本集團使用於計劃修訂、削減或結清後根據計劃及計劃資產所提供的福利以及用於重新計量該等界定福利負債或資產淨額的貼現率，釐定計劃修訂、削減或結清後年度報告期間餘下時間的利息淨額，並計入於因供款或福利付款於期內產生的界定福利負債或資產淨額之任何變動。

界定福利成本分類如下：

- 服務成本(包括現時服務成本、過往服務成本以及削減及結算之收益及虧損)；
- 利息開支或收入淨額；及
- 重新計量。

於綜合財務狀況表確認的退休福利責任指本集團界定福利計劃的實際虧絀或盈餘。該計算方法導致的任何盈餘不超過任何以計劃退款或縮減未來計劃供款的形式出現的經濟利益的現值。

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

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

3.2 Significant accounting policies (Continued)

Employee benefits (Continued)

Retirement benefit costs (Continued)

Discretionary contributions made by employees or third parties reduce service cost upon payment of these contributions to the plan.

When the formal terms of the plans specify that there will be contributions from employees or third parties, the accounting depends on whether the contributions are linked to service, as follows:

- If the contributions are not linked to services (for example contributions are required to reduce a deficit arising from losses on plan assets or from actuarial losses), they are reflected in the remeasurement of the net defined benefit liability or asset.
- If contributions are linked to services, they reduce service costs. For the amount of contribution that is dependent on the number of years of service, the entity reduces service cost by attributing the contributions to periods of service using the attribution method required by HKAS 19 paragraph 70 for the gross benefits. For the amount of contribution that is independent of the number of years of service, the entity reduces service cost in the period in which the related service is rendered.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

僱員福利 (續)

退休福利成本 (續)

僱員或第三方作出的酌情供款於向計劃支付供款時減少服務成本。

倘計劃的正式條款訂明僱員或第三方將作出供款，則會計處理取決於供款是否與服務有關，如下所示：

- 倘供款與服務無關（例如供款被要求減少源自計劃資產虧損或實際虧損的虧絀），則供款於界定福利負債或資產的重新計量中反映。
- 倘供款與服務有關，則供款減少服務成本。就與服務年期有關的供款而言，實體可根據香港會計準則第19號第70段規定的歸屬法就總福利將供款歸屬於服務期間，從而減少服務成本。倘供款與服務年期無關，則實體於提供相關服務的期間減少服務成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Employee benefits (Continued)

Termination benefits

A liability for a termination benefit is recognised at the earlier of when the Group entity can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

Short term and other long term employee benefits

Short term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries and annual leave) after deducting any amount already paid.

Liabilities recognised in respect of other long term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

僱員福利(續)

辭退福利

辭退福利產生的負債於本集團實體不能撤回所提供的辭退福利及其確認任何相關重組成本(以較早者為準)時確認。

短期及其他長期僱員福利

短期僱員福利於僱員提供服務時就預期將支付福利的未貼現金額確認。所有短期僱員福利確認為開支，除非另一項香港財務報告準則另有要求或允許將福利計入資產成本。

給予僱員的福利(如工資及薪金以及年假)扣除任何已支付金額後確認為負債。

就其他長期僱員福利確認的負債按本集團預計在截至報告日期就僱員所提供服務的估計未來現金流出現值計量。因服務成本、利息及重新計量而導致的負債賬面值的任何變動均在損益中確認，除非另一項香港財務報告準則要求或允許將其計入資產成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Borrowing costs

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

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

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

借款成本

購買、興建或製造合資格資產(即需較長時間預備以用於擬定用途或銷售的資產)直接應佔的借款成本乃計入該等資產的成本內,直至當資產可大致上用作擬定用途或出售。

在相關資產可用於擬定用途或銷售後,任何尚未償還之特定借款將計入一般借款組合,以計算一般借款的資本化比率。暫時投資特定借款以待用於合資格資產所賺取的投資收入自符合資本化資格的借款成本中扣除。

所有其他借款成本於產生期間於損益內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “profit before taxation” as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項

所得稅開支乃指本期應付稅項加上遞延稅項的總額。

本期應付稅項乃按本年度應課稅溢利計算。應課稅溢利因其他年度的應課稅或可扣稅收支及毋須課稅或不獲扣稅項，故有別於綜合損益及其他全面收益表所列示的「除稅前溢利」。本集團即期稅項負債乃按報告期間結束時已頒佈或實質頒佈的稅率計算。

遞延稅項乃按綜合財務報表所載資產及負債賬面值與計算應課稅溢利所採用的相應稅基的臨時差額確認。所有應課稅臨時差額一般確認為遞延稅項負債。倘應課稅溢利可能足以抵銷該等可扣稅的臨時差額，則一般就所有可扣稅的臨時差額確認為遞延稅項資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Taxation (Continued)

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

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

稅項 (續)

遞延稅項負債按與於附屬公司的投資及於合營企業的權益相關之應課稅臨時差額確認，惟本集團能夠控制臨時差額之撥回及臨時差額有可能於可見將來不會撥回除外。與該等投資及權益相關之可扣稅臨時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用臨時差額之利益且預計於可見將來可以撥回時確認。

遞延稅項資產的賬面值會於報告期間結束時審核，並調低至應課稅溢利並未足以收回全部或部分資產。

遞延稅項資產及負債是根據報告期間結束前已制定或實際制定的稅率（及稅法）按預期於償還負債或變現資產期間使用的稅率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Taxation (Continued)

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

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

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

遞延稅項負債及資產的計量反映了符合本集團預期在報告期間結束時收回或結算資產及負債的賬面值的稅項結果。

為就本集團確認使用權資產及相關租賃負債的租賃交易計量遞延稅項，本集團首先確定稅項減免是否源自使用權資產或租賃負債。

就稅項減免源自租賃負債的租賃交易而言，本集團分別就使用權資產及租賃負債應用香港會計準則第12號規定。由於應用首次確認豁免，與使用權資產及租賃負債相關的暫時性差額不會於首次確認時及於租期內確認。

當有法定可執行權利將即期稅項資產抵銷即期稅項負債時，以及當它們與同一稅務機關對同一應課稅實體徵收的所得稅有關時，遞延稅項資產和負債均予以抵銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Taxation (Continued)

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Cash and cash equivalents

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

稅項 (續)

即期及遞延稅項於損益內確認，除非當與於其他全面收益或直接在權益中確認的項目相關，在此情況下，即期及遞延稅項亦分別在其他全面收益或直接在權益中確認。

現金及現金等價物

綜合財務狀況表所呈列的現金及現金等價物包括：

- (a) 現金，由手頭現金及活期存款組成，但不包括受監管限制而導致有關結餘不再符合現金定義的銀行結餘；及
- (b) 現金等價物，其包括短期（通常原到期日為三個月以內）、可隨時轉換為已知數額現金且價值變動風險不大的高流動性投資及為滿足短期現金承擔持作物業的預售所得限制性存款。現金等價物持作滿足短期現金承擔，而非用於投資或其他目的。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Cash and cash equivalents (Continued)

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

Inventories

Inventories mainly consist of textile products and are stated at the lower of cost and net realisable value. Cost of inventories is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

現金及現金等價物(續)

就綜合現金流量表而言，現金及現金等價物包括上文定義的現金及現金等價物，扣除需按要求償還且構成本集團現金管理一環的尚未償還銀行透支。該等透支在綜合財務狀況表呈列為短期借款。

存貨

存貨主要包括紡織產品，並以成本及可變現淨值的較低者列賬。存貨成本乃採用加權平均方法計算。可變現淨值指估計存貨售價減所有估計完成成本及作出銷售的所需成本。作出銷售所需的成本包括直接源自銷售的增量成本及本集團為作出銷售須產生的非增量成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with 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 and financial liabilities at fair value through profit or loss (“**FVTPL**”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具

當集團實體成為工具合約條文的訂約方時，金融資產及金融負債於綜合財務狀況表確認。所有以正常方式購買或出售的金融資產乃按交易日基準確認及取消確認。以正常方式購買或出售乃購買或出售要求於市場上按規則或慣例設定的時間框架內付運的金融資產。

除根據香港財務報告準則第15號「來自客戶合約之收入」(「**香港財務報告準則第15號**」)初步計量的來自客戶合約之貿易應收款項外，金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債(透過損益按公平值(「**透過損益按公平值**」)計量的金融資產及金融負債除外)而直接應佔的交易成本乃於首次確認時加入金融資產或金融負債的公平值或自金融資產或金融負債的公平值扣除(如適用)。收購透過損益按公平值計量的金融資產或金融負債而直接應佔的交易成本即時於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

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

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

實際利息法為計算金融資產或金融負債攤銷成本及相關期間利息收入及利息開支分配的方法。實際利率乃實際貼現按金融資產或金融負債預計年期或(如適當)較短期間的估計日後現金收款及付款(包括構成整體實際利率不可或缺部分之一切已付或已收利率差價費用、交易成本及其他溢價或折讓)至其首次確認時的賬面淨值的利率。

金融資產

金融資產的分類及後續計量

符合以下條件的金融資產其後按攤銷成本計量：

- 金融資產於目的為收取合約現金流量之業務模式下持有；及
- 合約條款於指定日期產生之現金流量純粹為支付本金及未償還本金之利息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

3.2 Significant accounting policies *(Continued)*

Financial instruments *(Continued)*

Financial assets *(Continued)*

Classification and subsequent measurement of financial assets *(Continued)*

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

3. 綜合財務報表編製基準及主要會計政策 *(續)*

3.2 主要會計政策 *(續)*

金融工具 *(續)*

金融資產 *(續)*

金融資產的分類及後續計量 *(續)*

所有其他金融資產其後透過損益按公平值計量，惟在首次確認金融資產之日，倘股本投資並非持作買賣，亦非收購方在香港財務報告準則第3號所適用的業務合併中確認的或然代價，本集團可不可撤銷地選擇於其他全面收益呈列股本投資的其後公平值變動。

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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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Amortised cost and interest income

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

攤銷成本及利息收入

對其後按攤銷成本計量的金融資產而言，利息收入乃使用實際利息法確認。利息收入乃對金融資產之賬面總額應用實際利率計算，惟其後出現信貸減值的金融資產除外(見下文)。對於其後出現信貸減值的金融資產，利息收入乃自下一個報告期間對金融資產之攤銷成本應用實際利率確認。倘發生信貸減值的金融工具的信貸風險好轉，使金融資產不再信貸減值，利息收入則自釐定該資產不再出現信貸減值後的報告期間開始後對金融資產賬面總額應用實際利率確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade and bills receivables, other receivables and deposits, pledged bank deposits, short term bank deposits, bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables. Trade receivables that are credit-impaired are assessed for ECL individually. The ECL on the remaining trade receivables are assessed collectively using a provision matrix with appropriate groupings.

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

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」)模式就根據香港財務報告準則第9號須予減值評估的金融資產(包括貿易應收款項及應收票據、其他應收款項及按金、已抵押銀行存款、短期銀行存款、銀行結餘)進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自首次確認以來信貸風險的變化。

全期預期信貸虧損指相關工具的預計年期內所有可能的違約事件將產生的預期信貸虧損。相反地，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期於報告日期後12個月內可能發生的違約事件導致的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進行，並就債務人特有的因素、一般經濟狀況以及對報告日期的當前狀況及未來狀況預測的評估作出調整。

本集團始終就貿易應收款項確認全期預期信貸虧損。發生信貸減值之貿易應收款項就預期信貸虧損進行個別評估。餘下貿易應收款項的預期信貸虧損乃採用具合適組別的撥備矩陣進行整體評估。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

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

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

對於所有其他按攤銷成本列賬的金融資產，本集團計量等於12個月預期信貸虧損的信貸虧損撥備，除非自首次確認以來信貸風險大幅增加，在此情況下，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃基於自首次確認以來發生違約的可能性或風險是否大幅增加。

(i) 信貸風險大幅增加

於評估自首次確認以來信貸風險是否大幅增加時，本集團將金融工具於報告日期發生違約的風險與該金融工具於首次確認日期發生違約的風險進行比較。進行此評估時，本集團會考慮合理有據的定量及定性資料，包括過往經驗及無需付出不必要的成本或努力而可獲得的前瞻性資料。

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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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險大幅增加(續)

特別是，在評估信貸風險是否大幅增加時會考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 外部市場信貸風險指標顯著惡化，例如信貸息差及債務人的信貸違約掉期價格大幅增加；
- 預計將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；

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綜合財務報表附註

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

- 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.

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.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險大幅增加(續)

- 債務人經營業績的實際或預期顯著惡化；及
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

不論上述評估的結果如何，本集團認為，倘合約付款逾期超過30日，則信貸風險自首次確認以來已大幅增加，除非本集團有合理有據的資料另作說明，則作別論。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

- (i) Significant increase in credit risk (Continued)

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 fulfil its contractual cash flow obligations. The Group considers bank balances and cash and other receivables to have low credit risk when it has an internal or external credit rating of “investment grade” as per globally understood definitions.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

- (i) 信貸風險大幅增加(續)

儘管存在上述情況，倘債務工具於報告日期釐定為具有低信貸風險，本集團假設該債務工具的信貸風險自首次確認起並無顯著增加。倘(i)其違約風險偏低，(ii)借方有強大能力於短期履行其合約現金流量責任，及(iii)較長期的經濟及業務狀況存在不利變動，可能但未必將削弱借方履行其合約現金流量責任的能力，則債務工具的信貸風險會被釐定為偏低。根據全球理解的定義，當債務工具的內部或外部信貸評級為「投資級別」，則本集團會視銀行結餘及現金以及其他應收款項的信貸風險為偏低。

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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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) 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.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險大幅增加(續)

本集團定期監察用以識別信貸風險是否顯著增加的標準的有效性，並於適當時候做出修訂以確保該標準能夠在款項逾期前識別信貸風險的顯著增加。

(ii) 違約之定義

就內部信貸風險管理而言，本集團認為，倘內部生成或自外部來源獲得之資料顯示債務人不太可能向其債權人(包括本集團)全額還款(不考慮本集團持有之任何抵押品)，則發生違約事件。

無論上述情形如何，本集團認為，倘金融資產逾期超過90日，則發生違約事件，除非本集團有合理有據資料能說明更寬鬆的違約標準更為合適，則作別論。

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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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets

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

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

金融資產減值 (續)

(iii) 信貸減值金融資產

當發生一項或多項對金融資產估計未來現金流量有不利影響之違約事件時，金融資產出現信貸減值。金融資產信貸減值之證據包括以下可觀察事件：

- (a) 發行人或借方陷入重大財務困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借方之貸方因與借方出現財務困難有關之經濟或合約理由而給予借方在一般情況下貸方不予考慮之優惠條件；或
- (d) 借方有可能破產或進行其他財務重組。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iv) 撇銷政策

倘有資料顯示對手方陷入嚴重財務困難且無實際收回可能，例如對手方遭清盤或已進入破產程序時，或就貿易應收款項而言，有關金額已逾期超過兩年（以較早發生者為準），則本集團會撇銷金融資產。在考慮法律意見（如適當）後，已撇銷金融資產仍可根據本集團之收回程序實施強制執行。撇銷構成取消確認事件。任何其後收回於損益內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data 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.

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

Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information. For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約損失率(即倘發生違約的損失程度)及違約風險之函數。違約概率及違約損失率之評估乃基於經前瞻性資料調整之歷史數據作出。預期信貸虧損的估計反映以發生相關違約的風險作為加權數值而釐定的無偏概率加權平均金額。

一般而言，預期信貸虧損乃根據合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間的差額，並按首次確認時釐定之實際利率貼現。

若干貿易應收款項的全期預期信貸虧損乃經考慮逾期資料及相關信貸資料(如前瞻性宏觀經濟資料)後按集體基礎考慮。本集團為集體評估制定組別時，將考慮以下特點：

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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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

- (v) Measurement and recognition of ECL (Continued)
- Past-due status;
 - Nature, size and industry of debtors; and
 - External credit ratings where available.

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

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

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

- (v) 預期信貸虧損之計量及確認(續)
- 逾期狀況；
 - 債務人的性質、規模及行業；及
 - 外部信貸評級(倘可獲得)。

管理層定期檢討分組情況，以確保各組的組成部分繼續擁有類似信貸風險特徵。

利息收入乃根據金融資產之賬面總額計算，除非金融資產發生信貸減值，在此情況下，利息收入則根據金融資產之攤銷成本計算。

本集團通過調整所有金融工具之賬面值於損益中確認該等金融工具之減值收益或虧損，惟貿易應收款項透過信貸虧損撥備賬確認相應調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

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

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

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 liability and on equity instruments.

Financial liabilities

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融資產 (續)

取消確認金融資產

本集團僅於從資產收取現金流量的合約權利屆滿，或本集團將金融資產及有關資產所有權的絕大部分風險及回報轉讓予另一實體時取消確認金融資產。

當一項按攤銷成本計量的金融資產被取消確認，資產賬面值與已收取及應收代價總和的差額於損益中確認。

金融負債及股本

分類為債務或股本

債務及股本工具乃根據合約安排內容及就負債及股本工具之定義分類為金融負債或股本。

金融負債

所有金融負債其後採用實際利息法按攤銷成本或透過損益按公平值計量。

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綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at FVTPL

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

A financial liability is held for trading if:

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

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

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融負債及股本(續)

透過損益按公平值計量的金融負債

當金融負債為(i)收購方可能支付的或然代價(作為香港財務報告準則第3號適用之業務合併的一部分)，(ii)持作買賣，或(iii)其獲指定為透過損益按公平值處理時，金融負債分類為透過損益按公平值計量。

倘出現下列情況，金融負債持作買賣：

- 收購主要為於短期內將其購回；
- 於首次確認時，其構成本集團共同管理之已識別金融工具組合之一部分及具有最近實際短期獲利模式；或
- 其為未被指定及可有效作為對沖工具之衍生工具。

就透過損益按公平值計量的金融負債而言，因金融負債的信貨風險變動所導致之該負債公平值變動金額，乃於其他全面收益中確認，除非於其他全面收益中確認該負債之信貨風險變動的影響會導致或擴大於損益的會計錯配，則作別論。於其他全面收益中確認之因金融負債的信貨風險變動所導致之公平值變動其後不會重新分類至損益；相反地，當一項金融負債被取消確認時，其將被轉撥至保留溢利。

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綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at amortised cost

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

Equity instruments

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

Derecognition of financial liabilities

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

3. 綜合財務報表編製基準及主要會計政策 (續)

3.2 主要會計政策 (續)

金融工具 (續)

金融負債及股本 (續)

按攤銷成本計量的金融負債

金融負債(包括貿易應付款項、應付票據、其他應付款項及應計費用以及銀行及其他借款)其後以實際利息法按攤銷成本計量。

股本工具

股本工具是證明任何在扣除本集團的所有負債後其資產剩餘權益的合約。本公司發行的股本工具乃按已收所得款項扣除直接發行成本入賬。

取消確認金融負債

金融負債則於及僅於本集團的責任獲履行、取消或屆滿時被本集團取消確認。取消確認的金融負債賬面值與已付及應付代價的差額於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

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

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform

For changes in the basis for determining the contractual cash flows of a financial asset or financial liability to which the amortised cost measurement applies as a result of interest rate benchmark reform, the Group applies the practical expedient to account for these changes by updating the effective interest rate, such change in effective interest rate normally has no significant effect on the carrying amount of the relevant financial asset or financial liability.

A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if and only if, both these conditions are met:

- the change is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis (ie the basis immediately preceding the change).

Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair values at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

3. 綜合財務報表編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

因利率基準改革導致釐定合約現金流量的基準變動

就因利率基準改革導致釐定應用攤銷成本計量的金融資產或金融負債的合約現金流量的基準變動而言，本集團應用可行權宜方法，透過更新實際利率將該等變動入賬，而該等實際利率的變動一般對有關金融資產或金融負債的賬面值並無重大影響。

僅在同時符合以下兩個條件時，方須根據利率基準改革的規定釐定合約現金流量的基準變動：

- 因利率基準改革的直接後果而導致必須變動；及
- 釐定合約現金流量的新基準在經濟上等同於過往基準(即緊接變動前的基準)。

衍生金融工具

衍生工具首次以訂立衍生工具合約當日的公平值計量，其後則以其於報告期間結束時的公平值重新計量。因此而導致的收益或虧損於損益內確認。

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

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the management of the Group is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The followings are the key sources of estimation uncertainty at the end of the reporting period, that has a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year.

4. 主要不確定估計來源

於應用本集團的會計政策（其於附註3內闡述）時，本集團管理層須作出未能從其他來源輕易獲得的有關資產及負債賬面值的判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為相關的其他因素。實際業績可能與該等估計有所差異。

估計及相關假設乃按持續經營基準予以檢討。倘會計估計的修訂僅影響估計獲修訂的期間，則會計估計的修訂於該期間予以確認，或倘修訂影響現時及未來期間，則會計估計的修訂於修訂及未來期間內予以確認。

下文為於報告期間結束時估計不確定因素的主要來源，而該等估計不確定因素或會造成須對下一個財政年度的資產賬面值作出重大調整的重大風險。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment assessment of trade receivables

The management of the Group identifies trade receivables that are credit-impaired and assesses their ECL individually. The management of the Group estimates the amount of lifetime ECL of the remaining trade receivables based on provision matrix through grouping of various debtors that have similar loss pattern, after considering internal credit ratings of trade debtors and/or past due status of respective trade receivables. The credit loss allowance amount is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows. The assessment of credit risk of trade receivables involves high degree of estimation uncertainty. 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 in future periods.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in Notes 20 and 38.

There is net reversal of impairment losses under ECL model of HK\$2,670,000 credited to profit or loss during the year ended 31 December 2022 (2021: net impairment loss under ECL model of HK\$11,967,000 charged to profit or loss). The carrying amount of trade receivables is HK\$631,727,000 netting of allowance of HK\$19,948,000 (2021: HK\$821,163,000 netting of allowance of HK\$24,636,000) as at 31 December 2022.

4. 主要不確定估計來源 (續)

貿易應收款項減值評估

本集團管理層識別發生信貸減值之貿易應收款項並個別評估其預期信貸虧損。本集團管理層經考慮貿易應收賬款之內部信貸評級及／或個別貿易應收款項的逾期狀態後，根據具有類似虧損模式的多個賬款組別的撥備矩陣估計餘下貿易應收款項之全期預期信貸虧損金額。信貸虧損撥備金額按資產賬面值及估計未來現金流量現值之間的差額計量。評估貿易應收款項的信貸風險涉及高度估計不確定性。若實際未來現金流量低於預期或高於預期，可能會因此於未來期間產生重大減值虧損或重大減值虧損撥回。

預期信貸虧損之撥備對估計變動尤為敏感。有關預期信貸虧損及本集團貿易應收款項的資料於附註20及38披露。

於截至二零二二年十二月三十一日止年度，計入損益的預期信貸虧損模式項下減值虧損撥回淨額為2,670,000港元(二零二一年：扣除預期信貸虧損模式項下減值虧損11,967,000港元)。於二零二二年十二月三十一日，貿易應收款項的賬面值為631,727,000港元(已扣除撥備19,948,000港元)(二零二一年：821,163,000港元(已扣除撥備24,636,000港元))。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Allowance for inventories

Management of the Group reviews the inventory ageing analysis at the end of the reporting period and identifies the slow-moving or obsolete inventory items that are no longer suitable for use in production or sales. Management estimates the net realisable value for such inventories based primarily on the latest invoice prices, estimated costs of completion and current market conditions. In addition, the Group carries out regular inventory review with reference to inventory ageing analysis, management experience and judgement on the expected future saleability of goods and provides necessary allowance if the net realisable value is estimated to be below the cost.

There is allowance for slow-moving inventories of HK\$41,426,000 (2021: HK\$35,151,000) charged to profit or loss during the year ended 31 December 2022. The carrying amount of inventories is HK\$1,135,776,000 (2021: HK\$1,456,797,000) as at 31 December 2022.

4. 主要不確定估計來源 (續)

存貨撥備

本集團管理層於報告期間結束時審閱存貨賬齡分析，識別不再適合用作生產或銷售的滯銷或陳舊存貨項目。管理層主要根據最近發票價格、估計完成成本及當前市場狀況估計該等存貨的可變現淨值。此外，本集團會參考存貨賬齡分析、管理層經驗及對貨品預期未來適銷性的判斷定期審閱存貨，並於估計可變現淨值將低於成本值時計提必要撥備。

截至二零二二年十二月三十一日止年度，我們就從損益扣除的滯銷存貨41,426,000港元(二零二一年：35,151,000港元)作出撥備。於二零二二年十二月三十一日，存貨賬面值為1,135,776,000港元(二零二一年：1,456,797,000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

5. REVENUE

The Group's revenue is derived from manufacturing and trading of elastic fabric, lace and elastic webbing in the PRC, Hong Kong, the Socialist Republic of Vietnam ("Vietnam") and the Democratic Socialist Republic of Sri Lanka ("Sri Lanka"), net of discounts and sales related taxes.

(i) Disaggregation of revenue from contracts with customers

Revenue from manufacturing and trading of elastic fabric, lace and elastic webbing are recognised at a point in time.

For the year ended 31 December 2022

Types of goods	貨品類別	Manufacturing and trading of elastic fabric and lace	Manufacturing and trading of elastic webbing	Total
		製造及買賣 彈性織物面料 及蕾絲 HK\$'000 千港元	製造及買賣 彈性織帶 HK\$'000 千港元	
Sales of products	產品銷售			
Elastic Fabric	彈性織物面料			
– Sportswear and apparel	– 運動服裝及服裝	2,146,456	–	2,146,456
– Lingerie	– 內衣	1,292,507	–	1,292,507
		3,438,963	–	3,438,963
Lace	蕾絲	76,267	–	76,267
Elastic webbing	彈性織帶	–	977,560	977,560
		3,515,230	977,560	4,492,790

5. 收入

本集團收入來自於中國、香港、越南社會主義共和國(「越南」)及斯里蘭卡民主社會主義共和國(「斯里蘭卡」)製造及買賣彈性織物面料、蕾絲及彈性織帶，經扣除折扣及銷售相關稅項。

(i) 來自客戶合約之收入細分

來自製造及買賣彈性織物面料、蕾絲及彈性織帶的收入於即時確認。

截至二零二二年十二月三十一日止年度

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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. REVENUE (Continued)

(i) Disaggregation of revenue from contracts with customers (Continued)

For the year ended 31 December 2021

5. 收入 (續)

(i) 來自客戶合約之收入細分 (續)

截至二零二一年十二月三十一日止年度

Types of goods	貨品類別	Manufacturing and trading of elastic fabric and lace 製造及買賣彈性織物面料及蕾絲		Total 總計
		HK\$'000 千港元	Manufacturing and trading of elastic webbing 製造及買賣彈性織帶 HK\$'000 千港元	
Sales of products	產品銷售			
Elastic Fabric	彈性織物面料			
– Sportswear and apparel	– 運動服裝及服裝	2,438,897	–	2,438,897
– Lingerie	– 內衣	1,183,780	–	1,183,780
		3,622,677	–	3,622,677
Lace	蕾絲	89,784	–	89,784
Elastic webbing	彈性織帶	–	1,080,200	1,080,200
		3,712,461	1,080,200	4,792,661

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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. REVENUE (Continued)

(ii) Performance obligations for contracts with customers

The Group manufactures and trades the elastic fabric, lace and elastic webbing to the wholesale market.

For manufacturing and trading of elastic fabric, lace and elastic webbing, revenue is recognised when control of the goods has been transferred, being the point in time when the goods have been shipped to the customer's specific location (delivery).

Following the delivery, the customer has full discretion over further processing, the manner of distribution and sales price of the goods and has the primary responsibility when selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 30 to 90 days from the date of issuance of a monthly statement for sale delivered in that month.

The Group applies the practical expedient of HKFRS 15 which allows the Group not to disclose the information of the transaction price allocated to the remaining performance obligation for contract with customers, as the original expected duration of the performance obligation arising from the manufacturing and trading of elastic fabric, lace and elastic webbing are all within one year.

5. 收入(續)

(ii) 客戶合約之履約責任

本集團製造及於批發市場買賣彈性織物面料、蕾絲及彈性織帶。

就製造及買賣彈性織物面料、蕾絲及彈性織帶而言，收入於貨品控制權轉移，即貨品送達客戶指定地點(交付)的時點確認。

於交付完成後，客戶可全權酌情決定進一步的處理、分銷方式及貨品售價，並承擔銷售貨品之主要責任及貨品報廢及損失之風險。正常信貸期為自出具銷售月份的月結單發出日期起計30日至90日。

本集團應用香港財務報告準則第15號的可行權宜方法，其容許本集團不披露與分配至客戶合約餘下履約責任的交易價有關的資料，原因為源自製造及買賣彈性織物面料、蕾絲及彈性織帶之履約責任的原預期持續期間均在一年內。

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綜合財務報表附註

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

6. SEGMENT INFORMATION

The financial information reported to executive directors of the Company, being the chief operating decision makers (“**CODM**”), for the purpose of assessment of segment performance and resources allocation focuses on types of goods delivered.

The Group’s operating and reportable segments under HKFRS 8 *Operating Segments* are as follows:

- Manufacturing and trading of elastic fabric and lace

This segment derives its revenue from manufacturing and trading of elastic fabric and lace made from synthetic fibres that are commonly used in high-end knitted lingerie, sportswear and apparel products.

- Manufacturing and trading of elastic webbing

This segment derives its revenue from manufacturing and trading of elastic webbing made from synthetic fibres that are commonly used as shoulder straps, lingerie trims and waistbands.

6. 分部資料

向本公司執行董事（即主要經營決策者（「**主要經營決策者**」））呈報以評估分部表現及資源分配的財務資料專注於交付貨品的類別。

本集團根據香港財務報告準則第8號 *經營分部* 的經營及可報告分部如下：

- 製造及買賣彈性織物面料及蕾絲

此分部收入來自製造及買賣合成纖維製造的彈性織物面料及蕾絲，一般用於高級針織內衣、運動服裝及服裝產品。

- 製造及買賣彈性織帶

此分部收入來自製造及買賣合成纖維製造的彈性織帶，一般用於肩帶、內衣襯邊及腰帶。

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6. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the year ended 31 December 2022

6. 分部資料(續)

分部收入及業績

以下為本集團按經營及可報告分部劃分的收入及業績分析：

截至二零二二年十二月三十一日止年度

		Manufacturing and trading of elastic fabric and lace 製造及買賣 彈性織物 面料及蕾絲 HK\$'000 千港元	Manufacturing and trading of elastic webbing 製造及買賣 彈性織帶 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue from external customers	來自外界客戶的分部收入	3,515,230	977,560	4,492,790
Segment gross profit	分部毛利	622,201	227,712	849,913
Segment profit	分部溢利	226,453	116,708	343,161
Unallocated other income	未分配其他收入			24,283
Unallocated other gains and losses	未分配其他收益及虧損			58,949
Unallocated corporate expenses	未分配企業開支			(36,466)
Share of result of a joint venture	分佔合營企業業績			2,539
Finance costs	融資成本			(75,794)
Profit before taxation	除稅前溢利			316,672

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綜合財務報表附註

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

6. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2021

6. 分部資料 (續)

分部收入及業績 (續)

截至二零二一年十二月三十一日止年度

		Manufacturing and trading of elastic fabric and lace 製造及買賣 彈性織物 面料及蕾絲 HK\$'000 千港元	Manufacturing and trading of elastic webbing 製造及買賣 彈性織帶 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue from external customers	來自外界客戶的分部收入	3,712,461	1,080,200	4,792,661
Segment gross profit	分部毛利	763,743	348,089	1,111,832
Segment profit	分部溢利	327,072	207,991	535,063
Unallocated other income	未分配其他收入			27,542
Unallocated other gains and losses	未分配其他收益及虧損			2,041
Unallocated corporate expenses	未分配企業開支			(50,203)
Share of result of a joint venture	分佔合營企業業績			3,906
Finance costs	融資成本			(61,732)
Profit before taxation	除稅前溢利			456,617

The accounting policies of the operating and reportable segments are the same as the Group's accounting policies. Segment profit represents the results of each segment without allocation of corporate items including mainly bank interest income, change in fair value of a derivative financial instrument, net foreign exchange gain, corporate expenses, share of result of a joint venture and finance costs. Corporate expenses include directors' remuneration paid or payable by the Group and certain administrative expenses for corporate function. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

經營及可報告分部的會計政策與本集團會計政策相同。分部溢利指各分部的業績，當中並未分配企業項目，其主要包括銀行利息收入、衍生金融工具公平值變動、外匯收益淨額、企業開支、分佔合營企業業績及融資成本。企業開支包括本集團已付或應付董事酬金及用作企業用途的若干行政開支。此乃向主要經營決策者匯報分配資源及評估表現的計量方法。

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6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating and reportable segment:

As at 31 December 2022

6. 分部資料(續)

分部資產及負債

以下為本集團按經營及可報告分部劃分的資產及負債分析：

於二零二二年十二月三十一日

		Manufacturing and trading of elastic fabric and lace 製造及買賣 彈性織物 面料及蕾絲 HK\$'000 千港元	Manufacturing and trading of elastic webbing 製造及買賣 彈性織帶 HK\$'000 千港元	Total 總計 HK\$'000 千港元
ASSETS	資產			
Segment assets	分部資產	4,336,652	681,789	5,018,441
Property, plant and equipment	物業、廠房及設備			4,674
Right-of-use assets	使用權資產			14,565
Interest in a joint venture	於合營企業的權益			39,417
Deferred tax assets	遞延稅項資產			9,071
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項			25,415
Tax recoverables	可收回稅項			4,526
Pledged bank deposits	已抵押銀行存款			68,428
Short term bank deposits	短期銀行存款			36,954
Bank balances and cash	銀行結餘及現金			1,051,165
Total assets	資產總值			6,272,656
LIABILITIES	負債			
Segment liabilities	分部負債	783,883	190,517	974,400
Other payables and accrued charges	其他應付款項及應計費用			25,448
Bank and other borrowings	銀行及其他借款			2,098,200
Lease liabilities	租賃負債			16,235
Tax payables	應繳稅項			10,191
Deferred tax liabilities	遞延稅項負債			9,735
Total liabilities	負債總額			3,134,209

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6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

As at 31 December 2021

6. 分部資料 (續)

分部資產及負債 (續)

於二零二一年十二月三十一日

		Manufacturing and trading of elastic fabric and lace 製造及買賣 彈性織物 面料及蕾絲 HK\$'000 千港元	Manufacturing and trading of elastic webbing 製造及買賣 彈性織帶 HK\$'000 千港元	Total 總計 HK\$'000 千港元
ASSETS	資產			
Segment assets	分部資產	4,926,126	787,685	5,713,811
Property, plant and equipment	物業、廠房及設備			6,054
Right-of-use assets	使用權資產			18,595
Interest in a joint venture	於合營企業的權益			38,669
Deferred tax assets	遞延稅項資產			5,576
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項			30,041
Tax recoverables	可收回稅項			4,783
Pledged bank deposits	已抵押銀行存款			121,607
Short term bank deposits	短期銀行存款			163,814
Bank balances and cash	銀行結餘及現金			898,868
Total assets	資產總值			7,001,818
LIABILITIES	負債			
Segment liabilities	分部負債	1,062,375	281,469	1,343,844
Other payables and accrued charges	其他應付款項及應計費用			46,581
Bank and other borrowings	銀行及其他借款			2,160,404
Lease liabilities	租賃負債			20,208
Tax payables	應繳稅項			46,745
Deferred tax liabilities	遞延稅項負債			9,698
Derivative financial instrument	衍生金融工具			1,092
Total liabilities	負債總額			3,628,572

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

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating and reportable segments, other than certain property, plant and equipment and right-of-use assets for corporate use, interest in a joint venture, deferred tax assets, tax recoverables, pledged bank deposits, short term bank deposits, bank balances and cash and certain corporate assets.
- all liabilities are allocated to operating and reportable segments, other than bank and other borrowings, lease liabilities for corporate use, tax payables, deferred tax liabilities, derivative financial instrument and certain corporate liabilities.

6. 分部資料(續)

分部資產及負債(續)

為監察分部間的分部表現及資源分配：

- 所有資產均分配至經營及可報告分部，惟用作企業用途的若干物業、廠房及設備及使用權資產、於合營企業的權益、遞延稅項資產、可收回稅項、已抵押銀行存款、短期銀行存款、銀行結餘及現金以及若干公司資產除外。
- 所有負債均分配至經營及可報告分部，惟銀行及其他借款、用作企業用途的租賃負債、應繳稅項、遞延稅項負債、衍生金融工具及若干企業負債除外。

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6. SEGMENT INFORMATION (Continued)

Other segment information

For the year ended 31 December 2022

6. 分部資料(續)

其他分部資料

截至二零二二年十二月三十一日止年度

		Manufacturing and trading of elastic fabric and lace 製造及買賣 彈性織物 面料及蕾絲 HK\$'000 千港元	Manufacturing and trading of elastic webbing 製造及買賣 彈性織帶 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Amounts included in the measure of segment profit or segment assets:	計量分部溢利或分部資產時計入的金額：				
Additions of property, plant and equipment	添置物業、廠房及設備	336,935	49,979	293	387,207
Additions of right-of-use assets	添置使用權資產	3,385	-	-	3,385
Depreciation of property, plant and equipment	物業、廠房及設備折舊	286,093	39,301	1,713	327,107
Depreciation of right-of-use assets	使用權資產折舊	35,199	7,180	4,031	46,410
Gains from net remeasurement of credit loss allowance for trade receivables	貿易應收款項信貸虧損撥備重新計量淨額收益	2,199	471	-	2,670
Allowance for slow-moving inventories	滯銷存貨撥備	39,263	2,163	-	41,426

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6. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the year ended 31 December 2021

6. 分部資料(續)

其他分部資料(續)

截至二零二一年十二月三十一日止年度

		Manufacturing and trading of elastic fabric and lace 製造及買賣 彈性織物 面料及蕾絲 HK\$'000 千港元	Manufacturing and trading of elastic webbing 製造及買賣 彈性織帶 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Amounts included in the measure of segment profit or segment assets:	計量分部溢利或分部資產時計入的金額：				
Additions of property, plant and equipment	添置物業、廠房及設備	191,828	33,151	5,650	230,629
Additions of right-of-use assets	添置使用權資產	93,229	4,324	8,924	106,477
Depreciation of property, plant and equipment	物業、廠房及設備折舊	267,666	64,583	1,723	333,972
Depreciation of right-of-use assets	使用權資產折舊	19,741	6,637	4,311	30,689
Losses from net remeasurement of credit loss allowance for trade receivables	貿易應收款項信貸虧損撥備重新計量淨額虧損	11,204	763	-	11,967
Allowance for slow-moving inventories	滯銷存貨撥備	33,940	1,211	-	35,151

Other than the segment information disclosed above, there was no other information reviewed by the CODM for both years.

除上文披露的分部資料外，主要經營決策者概無審閱兩個年度的其他資料。

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綜合財務報表附註

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

6. SEGMENT INFORMATION (Continued)

Geographical information

The Group's operations are located in Mainland China, Hong Kong, Vietnam, Sri Lanka and the United States of America. The Group's revenue from external customers based on the location of the customers are detailed below:

		Year ended 31 December 截至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
Hong Kong	香港	1,015,613	989,605
Mainland China	中國內地	912,809	961,213
Sri Lanka	斯里蘭卡	850,102	909,576
Vietnam	越南	405,096	423,498
South Korea	南韓	248,618	328,232
Taiwan	台灣	207,845	322,406
Thailand	泰國	151,808	78,339
Bangladesh	孟加拉	115,225	113,473
Indonesia	印尼	101,249	157,547
Macau	澳門	97,499	136,328
Others	其他	386,926	372,444
		4,492,790	4,792,661

Non-current assets (excluding financial assets and deferred tax assets) by geographical location of assets are detailed below:

		As at 31 December 於十二月三十一日	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Mainland China	中國內地	1,639,411	1,822,655
Vietnam	越南	838,010	883,533
Sri Lanka	斯里蘭卡	667,964	606,209
Hong Kong	香港	26,346	35,208
		3,171,731	3,347,605

6. 分部資料(續)

地區資料

本集團業務位於中國內地、香港、越南、斯里蘭卡及美國。本集團來自外界客戶的收入乃根據客戶所在地區劃分，詳情如下：

按資產所在地區劃分的非流動資產（不包括金融資產及遞延稅項資產）詳情如下：

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綜合財務報表附註

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

6. SEGMENT INFORMATION (Continued)

Information about major customers

Revenue from customers contributing over 10% of the total revenue of the Group for the years ended 31 December 2022 and 2021 are as follows:

6. 分部資料(續)

有關主要客戶的資料

於截至二零二二年及二零二一年十二月三十一日止年度，貢獻本集團總收入逾10%的客戶收入如下：

		Year ended 31 December 截至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
Revenue from manufacturing and trading of elastic fabric and lace	來自製造及買賣彈性織物 面料及蕾絲的收入		
– customer A	– 客戶甲	533,696	616,527
– customer B	– 客戶乙	492,619	441,546
Revenue from manufacturing and trading of elastic webbing	來自製造及買賣彈性織帶的 收入		
– customer A	– 客戶甲	70,877	54,479
– customer B	– 客戶乙	94,022	112,103

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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

7. OTHER INCOME

7. 其他收入

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Government grants (Note)	政府補助金(附註)	15,308	12,250
Compensation income from customers	來自客戶的賠償收入	1,226	1,284
Bank interest income	銀行利息收入	16,038	21,850
Net proceeds from sales of scrap materials	銷售廢料所得款項淨額	8,540	4,404
Gain from bargain purchase from acquisition of a business (Note 33)	收購一項業務的議價收購收益(附註33)	-	3,900
Others	其他	8,313	7,006
		49,425	50,694

Note:

The amount includes HK\$12,516,000 (2021: HK\$9,367,000) unconditional government grants received during the year ended 31 December 2022. During the year ended 31 December 2022, the Group also received government grants of HK\$2,531,000 (2021: HK\$1,473,000) in relation to purchase of equipment.

Government grants in relation to purchase of equipment received in current and prior years of similar nature are deferred and are released to other income over the useful lives of the related equipment. Amounts of HK\$2,792,000 (2021: HK\$2,883,000) were recognised in profit or loss during the year ended 31 December 2022. As at 31 December 2022, amounts of HK\$14,294,000 (2021: HK\$15,390,000) remained to be released and are included in deferred income in the consolidated statement of financial position.

附註：

有關金額包括截至二零二二年十二月三十一日止年度的已收無條件政府補助金12,516,000港元(二零二一年：9,367,000港元)。於截至二零二二年十二月三十一日止年度，本集團亦就購買設備收取政府補助金2,531,000港元(二零二一年：1,473,000港元)。

於本年度及過往年度收到的有關設備採購之具有類似性質的政府補助金均屬遞延，按有關設備的可使用年期轉撥至其他收入。截至二零二二年十二月三十一日止年度，已於損益確認金額2,792,000港元(二零二一年：2,883,000港元)。於二零二二年十二月三十一日，14,294,000港元(二零二一年：15,390,000港元)仍有待解除，並於綜合財務狀況表計入遞延收入。

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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

8. OTHER GAINS AND LOSSES

8. 其他收益及虧損

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	(427)	(135)
Change in fair value of derivative financial instrument (Note 29)	衍生金融工具公平值變動(附註29)	1,092	310
Net foreign exchange gain	外匯收益淨額	57,857	1,731
		58,522	1,906

9. FINANCE COSTS

9. 融資成本

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interests on:	下列各項的利息：		
Bank borrowings	銀行借款	77,613	58,936
Other borrowing	其他借款	4,239	1,002
Lease liabilities	租賃負債	9,031	6,283
		90,883	66,221
Less: amounts capitalised in the cost of qualifying assets	減：合資格資產成本之資本化金額	(15,089)	(4,489)
		75,794	61,732

Borrowing costs capitalised during the year ended 31 December 2022 arose on the general borrowing pool and are calculated by applying a capitalisation rate of 6.02% (2021: 2.05%) per annum to expenditure on qualifying assets.

截至二零二二年十二月三十一日止年度，來自一般借款組合的資本化借款成本乃就合資格資產的支出按資本化年率6.02%（二零二一年：2.05%）計算。

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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

10. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

The remuneration paid or payable to the directors and chief executive officer ("CEO") of the Company was as follows:

10. 董事及主要行政人員酬金

已付或應付本公司董事及行政總裁（「行政總裁」）的酬金如下：

		Executive Directors 執行董事					Independent non-executive Directors 獨立非執行董事					Total
		Mr. Zhang Haitao Mr. Lu 張海濤先生 盧先生 (行政總裁)	Mr. Wu Shaolun 吳少倫先生	Ms. Zheng Tingting 鄭婷婷女士	Mr. Chan Yiu Sing ^b 陳耀星先生 ^b	Mr. Lu Libin ^b 盧立彬先生 ^b	Mr. Cheung Yat Ming 張一鳴先生	Mr. Ding Baoshan 丁寶山先生	Mr. Sai Chun Yu ^c 余振宇先生 ^c	Mr. Kuo Dah Chih 郭大熾先生		
		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	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	HK\$'000 千港元
For the year ended	截至二零二二年											
31 December	十二月三十一日											
2022	止年度											
Fee	袍金	-	-	-	-	-	-	300	200	-	250	750
Salaries and allowances	薪金及津貼	3,576	4,834	3,092	2,362	2,275	1,475	-	-	-	-	17,614
Discretionary performance bonus ^a	酌情表現花紅 ^a	3,600	-	2,100	2,400	1,500	1,200	-	-	-	-	10,800
Contributions to retirement benefits schemes	退休福利計劃供款	59	28	59	18	18	34	-	-	-	-	216
		7,235	4,862	5,251	4,780	3,793	2,709	300	200	-	250	29,380
For the year ended	截至二零二一年											
31 December	十二月三十一日											
2021	止年度											
Fee	袍金	-	-	-	-	-	-	300	200	83	148	731
Salaries and allowances	薪金及津貼	3,623	4,916	3,136	2,351	2,281	1,493	-	-	-	-	17,800
Discretionary performance bonus ^a	酌情表現花紅 ^a	6,000	-	3,500	4,000	3,000	2,000	-	-	-	-	18,500
Contributions to retirement benefits schemes	退休福利計劃供款	60	27	60	18	18	29	-	-	-	-	212
		9,683	4,943	6,696	6,369	5,299	3,522	300	200	83	148	37,243

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

10. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

(Continued)

- a Executive directors of the Company are entitled to discretionary performance bonus which are determined by the remuneration committee of the Company with reference to market conditions and financial performance of the Group.
- b Mr. Chan Yiu Sing and Mr. Lu Libin were appointed as the executive directors of the Company on 10 February 2021. Mr. Kuo Dah Chih was appointed as the independent non-executive director of the Company on 28 May 2021.
- c Mr. Sai Chun Yu retired as the independent non-executive director of the Company on 28 May 2021.

The executive directors' remuneration shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

The independent non-executive directors' remuneration shown above were mainly for their services as directors of the Company.

During the years ended 31 December 2022 and 2021, no remuneration was paid by the Group to the directors or chief executive of the Company as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors or chief executive of the Company has waived any remuneration during both years.

10. 董事及主要行政人員酬金 (續)

- a 本公司執行董事有權收取酌情表現花紅，其乃由本公司薪酬委員會經參考市場條件及本集團的財務表現釐定。
- b 陳耀星先生及盧立彬先生於二零二一年二月十日獲委任為本公司執行董事。郭大熾先生於二零二一年五月二十八日獲委任為獨立非執行董事。
- c 余振宇先生於二零二一年五月二十八日退任本公司獨立非執行董事。

上表所示執行董事酬金主要涉及彼等有關本公司及本集團事務管理的服務。

上表所示獨立非執行董事酬金主要涉及彼等擔任本公司董事所提供的服務。

於截至二零二二年及二零二一年十二月三十一日止年度，本集團概無向本公司董事或主要行政人員支付任何酬金，作為招攬加盟或於加盟本集團時的獎勵或作為離職補償。於兩個年度期間，概無本公司董事或主要行政人員放棄任何酬金。

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11. EMPLOYEES' REMUNERATION

During the years ended 31 December 2022 and 2021, the five individuals with the highest remuneration in the Group are directors of the Company with their remuneration as disclosed in note 10.

During the years ended 31 December 2022 and 2021, no remuneration was paid by the Group to the five highest paid individual as an inducement to join or upon joining the Group or as compensation for loss of office.

11. 僱員薪酬

於截至二零二二年及二零二一年十二月三十一日止年度，本集團五名最高薪酬人士為本公司董事，其薪酬於附註10披露。

於截至二零二二年及二零二一年十二月三十一日止年度，本集團概無向五名最高薪酬人士支付任何薪酬，作為招攬加盟或於加盟本集團時的獎勵或作為離職補償。

12. PROFIT BEFORE TAXATION

12. 除稅前溢利

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit before taxation has been arrived at after charging (crediting):	除稅前溢利已扣除(計入)下列各項：		
Auditors' remuneration	核數師酬金	2,479	2,510
Staff costs	員工成本		
Directors' remuneration	董事酬金	29,380	37,243
Other staff costs	其他員工成本		
– salaries and other benefits	–薪金及其他福利	775,656	820,997
– contributions to retirement benefits schemes	–退休福利計劃供款	57,783	60,464
		862,819	918,704
Depreciation of property, plant and equipment	物業、廠房及設備折舊	327,107	333,972
Depreciation of right-of-use assets	使用權資產折舊	46,410	30,689
Depreciation capitalised in inventories	資本化於存貨的折舊	(299,216)	(288,210)
		74,301	76,451
Cost of inventories recognised as an expense (Note)	確認為開支的存貨成本(附註)	3,642,877	3,680,829

Note: The amount includes allowance for slow-moving inventories of HK\$41,426,000 (2021: HK\$35,151,000) for the year ended 31 December 2022.

附註：該金額包括截至二零二二年十二月三十一日止年度滯銷存貨撥備41,426,000港元(二零二一年：35,151,000港元)。

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13. INCOME TAX EXPENSE

13. 所得稅開支

		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：		
Hong Kong Profits Tax	香港利得稅	24,821	34,724
The PRC Enterprise Income Tax ("EIT")	中國企業所得稅 (「企業所得稅」)	6,519	13,965
Withholding tax on dividends from subsidiaries	附屬公司股息之 預扣稅	3,884	943
Income tax in other jurisdictions	其他司法權區所得稅	3,198	193
(Over)under provision in prior years:	過往年度撥備(超額)不足：		
Hong Kong Profits Tax	香港利得稅	(219)	1,783
The PRC EIT	中國企業所得稅	(2,727)	784
		35,476	52,392
Deferred taxation (Note 30)	遞延稅項(附註30)	(2,282)	2,879
		33,194	55,271

Under the two-tiered profits tax rates regime of the Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

根據香港利得稅的利得稅兩級制，合資格集團實體的首2百萬港元溢利將按8.25%的稅率徵稅，而超過2百萬港元的溢利將按16.5%的稅率徵稅。不符合該利得稅兩級制資格的集團實體之溢利將繼續按16.5%之劃一稅率徵稅。因此，合資格集團實體首2百萬港元的估計應課稅溢利按8.25%及超過2百萬港元的估計應課稅溢利按16.5%計算香港利得稅。

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13. INCOME TAX EXPENSE (Continued)

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC companies is 25% for both years ended 31 December 2022 and 2021, unless there is any applicable preferential tax treatment.

The Company’s subsidiaries, Dongguan Best Pacific Textile Company Limited (“**Dongguan BPT**”) and Dongguan New Horizon Elastic Fabric Company Limited (“**Dongguan NHE**”), had obtained the qualification as high and new technology enterprises since 2010 and 2016, respectively, which were further renewed for an additional three years from the year ended 31 December 2022. Hence, Dongguan BPT and Dongguan NHE had been subject to the preferential tax treatment and the applicable tax rate for the years ended 31 December 2022 and 2021 was 15%.

Withholding tax on dividends was calculated at 5% of the dividends received and estimated dividends to be received from the subsidiaries in the PRC during the years ended 31 December 2022 and 2021.

13. 所得稅開支 (續)

根據中國企業所得稅法(「**企業所得稅法**」)及企業所得稅法的實施細則，除非有任何其他適用優惠稅率待遇，否則中國公司於截至二零二二年及二零二一年十二月三十一日止兩個年度的稅率為25%。

本公司的附屬公司東莞超盈紡織有限公司(「**東莞超盈**」)及東莞潤信彈性織物有限公司(「**東莞潤信**」)分別自二零一零年及二零一六年起獲得高新技術企業資格，其有效期已自截至二零二二年十二月三十一日止年度起進一步額外延長三年。因此，東莞超盈及東莞潤信享有優惠稅率待遇，於截至二零二二年及二零二一年十二月三十一日止兩個年度的適用稅率為15%。

股息的預扣稅乃按截至二零二二年及二零二一年十二月三十一日止兩個年度自中國附屬公司已收取及預計將收取之股息的5%計算。

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13. INCOME TAX EXPENSE (Continued)

Pursuant to the relevant Vietnam Enterprises Income Tax rules and regulations, the applicable tax rate for the subsidiary operating in Vietnam is 20%. The subsidiary in Vietnam is eligible for a tax holiday for two financial years since the first financial year of taxable profits and a tax concession at a tax rate of 10% for the following four financial years. With the new incentive in place during the year ended 31 December 2018 and by fulfilling certain stated requirements as set by the Ministry of Industry and Trade, the subsidiary in Vietnam had been eligible for a tax holiday for four financial years since 2018, a tax concession at a tax rate of 5% for the following nine financial years and a tax concession at a tax rate of 10% for the next following two financial years.

Withholding tax on shareholder's loans interest was calculated at 5% of the interest paid and estimated interest to be paid by the subsidiary in Vietnam during the years ended 31 December 2022 and 2021.

Pursuant to the Inland Revenue (Amendment) Act, No. 10 of 2021 in Sri Lanka, the applicable tax rate for the subsidiaries operating in Sri Lanka is 24% for both years ended 31 December 2022 and 2021. By fulfilling certain export requirements as set by the Board of Investment of Sri Lanka, the subsidiaries of the Group in Sri Lanka had enjoyed a preferential tax rate of 14% for the years ended 31 December 2021. In terms of the changes to the Inland Revenue Act No. 24 of 2017, as passed in parliament on 9 December 2022, the subsidiaries of the Group in Sri Lanka are liable for income tax rate of 30% from 1 July 2022 onwards. In addition, one of these subsidiaries is currently eligible for a tax holiday till the year ending 31 December 2024.

Taxation arising in any other jurisdiction is calculated at the rate prevailing in the relevant jurisdiction.

13. 所得稅開支(續)

根據相關越南企業所得稅規則及規例，於越南營運之附屬公司的適用稅率為20%。越南附屬公司於首個錄得應課稅溢利的財政年度起合資格享有兩個財政年度的稅項豁免，及於其後四個財政年度享有稅率10%的稅務優惠。於截至二零一八年十二月三十一日止年度獲授新的優惠並滿足若干工貿部制定的要求後，越南附屬公司自二零一八年起合資格享有四個財政年度的稅項豁免，及於其後九個財政年度享有稅率5%的稅務優惠，以及於接下來的兩個財政年度享有稅率10%的稅務優惠。

股東貸款利息的預扣稅乃按截至二零二二年及二零二一年十二月三十一日止兩個年度越南附屬公司已支付及預計將會支付之利息的5%計算。

根據斯里蘭卡國內稅收(經修訂)法(二零二一年第10號)，於斯里蘭卡營運之附屬公司於截至二零二二年及二零二一年十二月三十一日止兩個年度的適用稅率為24%。本集團於斯里蘭卡的附屬公司藉由滿足斯里蘭卡投資局制定的若干出口要求而於截至二零二一年十二月三十一日止年度享有14%的優惠稅率。對於議會於二零二二年十二月九日通過的國內稅收法(二零一七年第24號)變動而言，本集團於斯里蘭卡營運之附屬公司自二零二二年七月一日起須按30%的所得稅率納稅。此外，其中一間附屬公司現享有稅項豁免直至截至二零二四年十二月三十一日止年度為止。

其他司法權區之稅項乃按有關司法權區當時之稅率計算。

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13. INCOME TAX EXPENSE (Continued)

Income tax expense (credit) for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

13. 所得稅開支(續)

本年度所得稅開支(抵免)可與綜合損益及其他全面收益表的除稅前溢利對賬，載列如下：

		Hong Kong		The PRC		Others		Total	
		香港		中國		其他		總計	
		2022	2021	2022	2021	2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Profit before taxation	除稅前溢利	164,414	225,453	126,569	137,560	25,689	93,604	316,672	456,617
Taxation at the domestic income tax rate	按國內所得稅率計算的稅項	27,128	37,200	31,642	34,390	4,210	19,632	62,980	91,222
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	4,197	1,872	6,631	5,616	5,713	6,620	16,541	14,108
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(5,072)	(3,205)	-	-	(3,081)	(3,431)	(8,153)	(6,636)
Tax effect of share of result of a joint venture	分佔合營企業業績的稅務影響	(419)	(645)	-	-	-	-	(419)	(645)
Tax effect of estimated tax losses not recognised	未確認估計稅項虧損的稅務影響	8	31	1,484	371	5,737	6,050	7,229	6,452
Utilisation of tax losses previously not recognised	動用先前未確認的稅項虧損	(187)	(9)	(1,193)	(131)	-	(11,167)	(1,380)	(11,307)
Tax effect on deferred tax liabilities resulting from withholding tax on undistributed profits/unsettled interest income of subsidiaries	附屬公司未分派溢利/未結算利息收入之預扣稅對遞延稅項負債的稅務影響	-	-	(7,395)	1,908	442	273	(6,953)	2,181
Withholding tax on dividends from subsidiaries	附屬公司股息之預扣稅	-	-	3,884	943	-	-	3,884	943
(Over) under provision in prior years	過往年度撥備(超額)不足	(219)	1,783	(2,727)	784	-	-	(2,946)	2,567
Effect of tax concession	稅務優惠的影響	(165)	(165)	(28,872)	(28,814)	(8,552)	(14,635)	(37,589)	(43,614)
Income tax expense for the year	本年度所得稅開支	25,271	36,862	3,454	15,067	4,469	3,342	33,194	55,271

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14. DIVIDENDS

14. 股息

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Dividends for ordinary shareholders of the Company recognised as distribution during the year:	年內確認分派的本公司普通股股東之股息：		
2022 Interim dividend – HK7.28 cents (2021: HK7.5 cents) per share	二零二二年中期股息 – 每股7.28港仙(二零二一年：7.5港仙)	75,698	77,985
2021 Final dividend – HK11.8 cents (2021: 2020 Final dividend HK7.4 cents) per share	二零二一年末期股息 – 每股11.8港仙(二零二一年：二零二零年末期股息每股7.4港仙)	122,697	76,946
		198,395	154,931

Subsequent to the end of the reporting period, a final dividend in respect of the year ended 31 December 2022 of HK4.22 cents per ordinary share (approximately HK\$43.9 million in aggregate) has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming general meeting.

於報告期間結束後，本公司董事已建議截至二零二二年十二月三十一日止年度之末期股息為每股普通股4.22港仙(合共約43.9百萬港元)，惟須於應屆股東大會上取得股東批准。

15. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

15. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

		2022 二零二二年	2021 二零二一年
Earnings	盈利		
Earnings for the purposes of the basic earnings per share (profit for the year attributable to owners of the Company) (HK\$'000)	就每股基本盈利而言的盈利(本公司擁有人應佔年度溢利)(千港元)	299,199	401,794
Number of shares	股份數目		
Number of ordinary shares for the purpose of basic earnings per share	就每股基本盈利而言的普通股數目	1,039,808,000	1,039,808,000

No diluted earnings per share for both years ended 31 December 2022 and 2021 were presented as there was no potential ordinary shares in issue for both years.

於截至二零二二年及二零二一年十二月三十一日止兩個年度，並無呈列每股攤薄盈利，由於兩個年度並無發行潛在普通股。

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16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Buildings	Computer and office equipment	Motor vehicles	Machinery	Construction in progress	Total
		樓宇	電腦及辦公室設備	汽車	機器	在建工程	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
COST	成本						
At 1 January 2021	於二零二一年一月一日	1,235,845	122,544	77,825	3,069,672	98,903	4,604,789
Exchange adjustments	匯兌調整	23,146	1,565	1,864	52,185	3,430	82,190
Additions	添置	8,204	14,286	639	67,887	139,613	230,629
Acquisition of business (Note 33)	收購業務(附註33)	-	3,471	-	20,248	-	23,719
Transfer upon completion	完成時轉撥	184,559	-	-	-	(184,559)	-
Disposals	出售	-	(3,950)	(1,854)	(17,299)	-	(23,103)
At 31 December 2021	於二零二一年十二月三十一日	1,451,754	137,916	78,474	3,192,693	57,387	4,918,224
Exchange adjustments	匯兌調整	(88,055)	(6,401)	(5,707)	(190,490)	(10,707)	(301,360)
Additions	添置	6,047	4,370	3,520	90,868	282,402	387,207
Transfer upon completion	完成時轉撥	41,674	-	-	-	(41,674)	-
Disposals	出售	-	(2,008)	(2,222)	(34,423)	-	(38,653)
At 31 December 2022	於二零二二年十二月三十一日	1,411,420	133,877	74,065	3,058,648	287,408	4,965,418
ACCUMULATED DEPRECIATION	累計折舊						
At 1 January 2021	於二零二一年一月一日	257,966	59,850	46,897	1,269,774	-	1,634,487
Exchange adjustments	匯兌調整	6,772	1,090	1,186	31,076	-	40,124
Provided for the year	年度撥備	66,954	19,236	6,290	241,492	-	333,972
Eliminated on disposals	出售時對銷	-	(3,531)	(1,589)	(10,594)	-	(15,714)
At 31 December 2021	於二零二一年十二月三十一日	331,692	76,645	52,784	1,531,748	-	1,992,869
Exchange adjustments	匯兌調整	(25,036)	(3,929)	(3,821)	(111,619)	-	(144,405)
Provided for the year	年度撥備	67,476	11,068	5,853	242,710	-	327,107
Eliminated on disposals	出售時對銷	-	(1,988)	(1,828)	(24,813)	-	(28,629)
At 31 December 2022	於二零二二年十二月三十一日	374,132	81,796	52,988	1,638,026	-	2,146,942
CARRYING AMOUNTS	賬面值						
At 31 December 2021	於二零二一年十二月三十一日	1,120,062	61,271	25,690	1,660,945	57,387	2,925,355
At 31 December 2022	於二零二二年十二月三十一日	1,037,288	52,081	21,077	1,420,622	287,408	2,818,476

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16. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment, except for construction in progress, are depreciated on its cost less their residual values on a straight-line basis at the following useful life or rates per annum:

Buildings	Over the shorter of the term of the lease or 20 to 25 years
Computer and office equipment	20%-50%
Motor vehicles	10%-20%
Machinery	6%-20%

17. RIGHT-OF-USE ASSETS

16. 物業、廠房及設備 (續)

上述物業、廠房及設備項目(在建工程除外)乃按其成本減餘值採用直線法按以下可使用年期或年率折舊:

樓宇	租期或20至25年(以較短者為準)
電腦及辦公室設備	20%-50%
汽車	10%-20%
機器	6%-20%

17. 使用權資產

		Leasehold land 租賃土地 HK\$'000 千港元	Leased properties 租賃物業 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2022	於二零二二年十二月三十一日			
Carrying amount	賬面值	164,374	122,855	287,229
At 31 December 2021	於二零二一年十二月三十一日	185,468	164,908	350,376
Carrying amount	賬面值			
For the year ended 31 December 2022	截至二零二二年十二月三十一日止年度			
Depreciation charge	折舊費用	6,523	39,887	46,410
For the year ended 31 December 2021	截至二零二一年十二月三十一日止年度	6,471	24,218	30,689
Depreciation charge	折舊費用			
			2022	2021
			二零二二年	二零二一年
			HK\$'000	HK\$'000
			千港元	千港元
Expense relating to short term leases	與短期租賃有關的開支	12,702		7,207
Total cash outflow for leases	租賃現金流出總額	60,632		25,093
Additions to right-of-use assets	添置使用權資產	3,385		106,477

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17. RIGHT-OF-USE ASSETS (Continued)

For both years, the Group leased various offices premises, staff quarters, warehouses and leasehold land for its operations. The lease terms of leasehold land used for factories ranged from 40 to 99 years. A lease for a piece of land used for warehouse was negotiated for a term of 40 years. The lease terms of factory premises were negotiated for terms of 3 years. Lease for office premises, warehouse and staff quarters were entered into for fixed term of 2 to 6 years (2021: 2 to 6 years). Lease terms were negotiated on an individual basis and contained a wide range of different terms and condition. 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.

In addition to the leases mentioned above, the Group regularly entered into short term leases for staff quarters, warehouses, office premises, motor vehicles and machinery and equipment. As at 31 December 2022 and 2021, the portfolio of short term leases is similar to the portfolio of short term leases to which the short term leases expense disclosed above.

17. 使用權資產 (續)

於該兩個年度，本集團為其營運租賃多項辦公室物業、員工宿舍、倉庫及租賃土地。作廠房用途之租賃土地的租賃期介乎40至99年。一塊作倉庫用途之土地的租約租期協定為40年。廠房物業的租約租期協定為3年。辦公室物業、倉庫及員工宿舍的租約訂立固定租期2至6年(二零二一年：2至6年)。租賃期乃按個別基準協定，且包含多種不同條款及條件。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。

除了上述的租賃，本集團定期就員工宿舍、倉庫及辦公室物業、汽車和機器及設備訂立短期租賃。於二零二二年及二零二一年十二月三十一日，短期租賃組合與上文披露的短期租賃開支之短期租賃組合相似。

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18. INTEREST IN A JOINT VENTURE

Details of the Group's interest in a joint venture are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cost of interest in a joint venture Unlisted	於合營企業的權益之成本 非上市	15,434	15,434
Share of post-acquisition profits and other comprehensive income, net of dividends received	分佔收購後溢利及其他全面 收益(經扣除已收取股息)	23,983	23,235
		39,417	38,669

Details of the Group's joint venture at the end of the reporting period are as follows:

18. 於合營企業的權益

本集團於合營企業的權益詳情如下：

於報告期間結束時，本集團合營企業之詳情如下：

Name of entity 實體名稱	Form of entity 實體類型	Place of incorporation/ registration 註冊成立/ 註冊地點	Principal place of operation 主要營業地點	Proportion of ownership class of shares held 所持股份類別 所有權比例	Proportion of interest held by the Group (Note) 本集團持有之權益比例 (附註)		Voting rights held by the Group (Note) 本集團持有之投票權 (附註)		Principal activity 主要業務
					2022 二零二二年	2021 二零二一年	2022 二零二二年	2021 二零二一年	
Charming Elastic Fabric Company Limited ("Charming Elastic") 綉麗橡根帶織品有限公司 (「綉麗橡根帶」)	Limited Liability Company 有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary 普通股	51%	51%	60%	60%	Trading of elastic webbing and investment holding 買賣彈性織帶及投資控股

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18. INTEREST IN A JOINT VENTURE

(Continued)

Note: On 4 November 2015, the Group acquired 40% equity interest in Charming Elastic from an independent third party at a cash consideration of HK\$10,000,000. Charming Elastic also owns 100% equity interest in Jiangxi Charming Elastic Mfg. Co. Ltd, which is engaged in manufacturing of elastic webbing in the PRC.

Pursuant to the shareholders' agreement entered into among a wholly owned subsidiary of the Company, the other shareholder of Charming Elastic who by then held 60% equity interest in Charming Elastic and Charming Elastic on the same date (the **"Charming Elastic Shareholders' Agreement"**), the shareholder who holds more than 50% equity interest in Charming Elastic (the **"Majority Shareholder"**) and the Group were entitled to appoint or remove three and two directors out of the five directors at the board of directors of Charming Elastic respectively.

The shareholders of Charming Elastic (the Majority Shareholder and the Group) had also contractually agreed sharing control over Charming Elastic, as certain decisions about the relevant activities, including but not limited to business, financial and operational matters of Charming Elastic, require unanimous consents from at least two directors appointed by the Majority Shareholder and one director appointed by the Group. Accordingly, the Group has joint control over Charming Elastic and the investment in equity interest in Charming Elastic is accounted for as an interest in a joint venture.

The Charming Elastic Shareholders' Agreement also involves terms that granted rights to the Group to purchase additional equity interest in Charming Elastic and rights to the other shareholder of Charming Elastic to exercise to sell equity interest of Charming Elastic to the Group, accordingly, the Group recognised derivative financial assets and liabilities since the date of acquisition of Charming Elastic at the consolidated statement of financial position (details as set out in Note 29).

18. 於合營企業的權益 (續)

附註：於二零一五年十一月四日，本集團以現金代價10,000,000港元自獨立第三方收購綉麗橡根帶的40%股權。綉麗橡根帶亦擁有Jiangxi Charming Elastic Mfg. Co. Ltd(其於中國從事製造彈性織帶)100%的股權。

根據本公司之全資附屬公司、綉麗橡根帶的另一位股東(彼當時持有綉麗橡根帶60%的股權)以及綉麗橡根帶於同日訂立的股東協議(「**綉麗橡根帶股東協議**」)，持有綉麗橡根帶股權50%以上的股東(「**主要股東**」)及本集團分別有權委任或罷免綉麗橡根帶董事會五位董事中的三位及兩位董事。

綉麗橡根帶的股東(主要股東及本集團)亦已訂約同意共享綉麗橡根帶的控制權，因為有關活動(包括但不限於綉麗橡根帶的業務、財務或營運事宜)的若干決定須經由主要股東委任的至少兩位董事及由本集團委任的一位董事一致同意。因此，本集團對綉麗橡根帶擁有共同控制權及於綉麗橡根帶股權的投資入賬列為於合營企業的權益。

綉麗橡根帶股東協議亦涉及授予本集團權利增購綉麗橡根帶股權及授予綉麗橡根帶另一位股東權利以向本集團出售綉麗橡根帶股權的條款，因此，本集團自收購綉麗橡根帶日期起於綜合財務狀況表確認衍生金融資產及負債(詳情載於附註29)。

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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

18. INTEREST IN A JOINT VENTURE

(Continued)

Summarised financial information of Charming Elastic, adjusted for any differences in accounting policies, and a reconciliation to the carrying amount in the consolidated financial statements, are disclosed below:

18. 於合營企業的權益 (續)

綉麗橡根帶之財務資料概要(已就會計政策之任何差異做出調整)與綜合財務報表內之賬面值對賬披露如下:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 31 December	於十二月三十一日		
Current assets	流動資產	52,750	55,336
Non-current assets	非流動資產	12,790	15,506
Current liabilities	流動負債	(9,162)	(15,930)
Equity	權益	(56,378)	(54,912)
For the year ended 31 December	截至十二月三十一日止年度		
Revenue	收入	75,416	80,671
Profit for the year	年度溢利	4,977	7,659
Other comprehensive income	其他全面收益	(1,712)	1,801
Total comprehensive income	全面收益總額	3,265	9,460
Dividend received from the joint venture during the year	年內已收合營企業股息	-	906
Reconciliation of the above summarised financial information to the carrying amount of the Group's interest in the joint venture recognised in the consolidated financial statements:	上述財務資料概要與於綜合財務報表中確認的本集團於合營企業的權益之賬面值對賬載列如下:		
Net assets of Charming Elastic Group's effective interest	綉麗橡根帶之資產淨值 本集團之實際權益	56,378 51%	54,912 51%
Group's share of Charming Elastic's net assets	本集團所佔綉麗橡根帶之資產淨值	28,753	28,005
Other adjustment	其他調整	878	878
Goodwill	商譽	9,786	9,786
Carrying amount of the Group's interest in Charming Elastic	本集團所佔綉麗橡根帶權益之賬面值	39,417	38,669

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19. INVENTORIES

19. 存貨

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Raw materials	原材料	405,750	542,365
Work in progress	在製品	422,780	570,960
Finished goods	製成品	307,246	343,472
		1,135,776	1,456,797

20. TRADE AND BILLS RECEIVABLES

20. 貿易應收款項及應收票據

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	貿易應收款項	651,675	845,799
Less: Allowance for credit losses	減：信貸虧損撥備	(19,948)	(24,636)
Total trade receivables	貿易應收款項總額	631,727	821,163
Bills receivables	應收票據	23,018	28,267
Total trade and bills receivables	貿易應收款項及應收票據 總額	654,745	849,430

As at 1 January 2021, trade receivables from contracts with customers amounted to HK\$793,497,000.

Trade receivables from third parties mainly represent receivables from customers in relation to the sales of elastic fabric, lace and elastic webbing. The credit period granted to the customers ranges from 30 to 90 days from the date of issuance of a monthly statement with respect to sales delivered in the particular month.

於二零二一年一月一日，來自客戶合約的貿易應收款項為793,497,000港元。

應收第三方貿易款項主要是與出售彈性織物面料、蕾絲及彈性織帶有關的應收客戶款項。授予客戶的信貸期為自出具特定銷售月份的月結單發出日期起計30至90日。

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綜合財務報表附註

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

20. TRADE AND BILLS RECEIVABLES

(Continued)

The following ageing analysis of trade receivables, net of credit loss allowance, is presented based on the date of issuance of monthly statements at the end of each reporting period and the ageing analysis of bills receivables is presented based on the date of issuance of the bills at the end of each reporting period.

20. 貿易應收款項及應收票據 (續)

以下為於各報告期結束時貿易應收款項扣除信貸虧損撥備按月結單發出日期呈列的賬齡分析及於各報告期結束時應收票據按發單日期呈列的賬齡分析。

		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		
0 – 90 days	0–90日	595,237	765,207
91 – 180 days	91–180日	35,058	49,914
Over 180 days	超過180日	1,432	6,042
		631,727	821,163
Bills receivables	應收票據		
0 – 90 days	0–90日	19,688	26,002
91 – 180 days	91–180日	3,330	1,746
Over 180 days	超過180日	–	519
		23,018	28,267
		654,745	849,430

Trade receivables balances with related parties included in the Group's trade receivables balance are listed below:

計入本集團貿易應收款項結餘的與關聯方的貿易應收款項結餘載列如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Related parties	關聯方		
Related companies*	關聯公司*	46,630	54,401
Other related companies [#]	其他關聯公司 [#]	63,808	112,399
		110,438	166,800

* Related companies controlled by close family members of certain directors of the Company (these directors are key management personnel of the Company).

* 由本公司若干董事的近親家族成員控制的關聯公司(該等董事為本公司的主要管理人員)。

[#] The related companies are fellow subsidiaries of the non-controlling shareholders of subsidiaries who have significant influence over certain subsidiaries of the Group.

[#] 該等關聯公司為對本集團若干附屬公司具有重大影響之附屬公司非控股股東的同系附屬公司。

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20. TRADE AND BILLS RECEIVABLES

(Continued)

The above trade receivables balances with related parties are unsecured, interest-free and with a credit term of 30 to 90 days from the date of issuance of a monthly statement for sales delivered in that month. The following is an aging analysis of trade receivables balances with related parties presented based on the date of issuance of monthly statements at the end of each reporting period.

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
0 – 90 days	0–90日	102,684	155,974
91 – 180 days	91 – 180日	7,730	10,826
Over 180 days	超過180日	24	–
		110,438	166,800

All bills received are held by the Group for future settlement of trade receivables and are with a maturity period of less than one year. The Group continues to recognise their full carrying amounts at the end of the reporting period.

20. 貿易應收款項及應收票據(續)

以上與關聯方的貿易應收款項結餘為無抵押、免息，信貸期為自出具銷售月份的月結單發出日期起計30日至90日。以下為與關聯方的貿易應收款項結餘於各報告期間結束時按月結單發出日期呈列的賬齡分析。

本集團為未來結算貿易應收款項所持有的所有已收票據的到期期限均少於一年。本集團於報告期間結束時持續確認其全額賬面值。

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20. TRADE AND BILLS RECEIVABLES

(Continued)

The Group's trade receivables that are denominated in currencies which are not the functional currencies of the relevant group entities are set out below:

		United States Dollar ("US\$") 美元 (「美元」) HK\$'000 千港元	Vietnam Dong ("VND") 越南盾 (「越南盾」) HK\$'000 千港元	Renminbi ("RMB") 人民幣 (「人民幣」) HK\$'000 千港元
At 31 December 2022	於二零二二年十二月三十一日	154,314	4,559	1,385
At 31 December 2021	於二零二一年十二月三十一日	260,332	12,640	1,156

As at 31 December 2022, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$40,839,000 (2021: HK\$58,715,000) which are past due as at the reporting date. Out of the past due balances, HK\$1,678,000 (2021: HK\$2,465,000) has been past due 90 days or more and is not considered as in default as these balances are either from debtors with long term business relationship or are individually insignificant. Other than bills receivables with aggregate carrying amount of HK\$23,018,000 (2021: HK\$28,267,000), the Group does not hold any collateral over these balances.

Details of impairment assessment of trade receivables and bill receivables are set out in Note 38.

20. 貿易應收款項及應收票據 (續)

以非相關集團實體功能貨幣的貨幣計值的本集團貿易應收款項載列如下：

United States Dollar ("US\$") 美元 (「美元」) HK\$'000 千港元	Vietnam Dong ("VND") 越南盾 (「越南盾」) HK\$'000 千港元	Renminbi ("RMB") 人民幣 (「人民幣」) HK\$'000 千港元
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於二零二二年十二月三十一日，本集團貿易應收款項結餘包括賬面總值40,839,000港元(二零二一年：58,715,000港元)的賬款，該等款項於報告日期已逾期。逾期結餘中，1,678,000港元(二零二一年：2,465,000港元)的款項已逾期90日或超過90日且未被視作違約，因該等結餘來自具長期業務關係的債務人或單項金額並不重大。除賬面總值23,018,000港元(二零二一年：28,267,000港元)的應收票據外，本集團概無就該等結餘持有任何抵押物。

有關貿易應收款項及應收票據減值評估的詳情載於附註38。

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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

21. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

21. 其他應收款項、按金及預付款項

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Deposit paid	已付按金	29,127	31,884
Deposit paid for acquisition of property plant and equipment	收購物業、廠房及設備的 已付按金	26,609	30,811
Prepayments	預付款項	48,527	45,443
Interest receivables	應收利息	850	1,384
Other tax recoverables	其他可收回稅項	39,285	48,808
Other receivables	其他應收款項	22,471	28,213
		166,869	186,543
Analysed as:	分析為：		
Current assets	流動資產	127,460	128,194
Non-current assets	非流動資產	39,409	58,349
		166,869	186,543

Non-current deposits stated on the consolidated statement of financial position include certain rental deposits and deposits paid for acquisition of property, plant and equipment.

Details of impairment assessment of other receivables and deposits are set out in Note 38.

綜合財務狀況表所載的非流動按金包括若干租金按金及收購物業、廠房及設備的已付按金。

有關其他應收款項及按金之減值評估的詳情載於附註38。

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21. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Other receivables balance with related parties included in the Group's other receivables are listed below:

Amounts due from related companies

Related parties

A related company*

Other related company#

關聯方

一間關聯公司*

其他關聯公司#

2022

二零二二年

HK\$'000

千港元

2021

二零二一年

HK\$'000

千港元

741

872

1,859

2,296

2,600

3,168

* A related company controlled by close family members of certain directors of the Company (these directors are key management personnel of the Company). The amount is non trade nature, unsecured, interest-free and repayable on demand. The maximum outstanding amount of such other receivables with the related company during the year ended 31 December 2022 is HK\$1,367,000 (2021: HK\$872,000).

The related company is a fellow subsidiary of the non-controlling shareholder of subsidiary who has significant influence over subsidiary of the Group. The amount is non trade nature, unsecured, interest-free and repayable on demand. The maximum outstanding amount of such other receivables with the related company during the year ended 31 December 2022 is HK\$2,296,000 (2021: HK\$2,681,000).

21. 其他應收款項、按金及預付款項(續)

計入本集團其他應收款項的與關聯方的其他應收款項結餘載列如下：

應收關聯公司款項

* 由本公司若干董事的近親家族成員控制的關聯公司(該等董事為本公司的主要管理人員)。該金額屬非貿易性質，為無抵押、免息及須按要求償還。於截至二零二二年十二月三十一日止年度，與該關聯公司相關的其他應收款項之最大尚未收回金額為1,367,000港元(二零二一年：872,000港元)。

該關聯公司為對本集團附屬公司具有重大影響之附屬公司非控股股東的同系附屬公司。該金額屬非貿易性質，為無抵押、免息及須按要求償還。於截至二零二二年十二月三十一日止年度，與該關聯公司相關的其他應收款項之最大尚未收回金額為2,296,000港元(二零二一年：2,681,000港元)。

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22. PLEDGED BANK DEPOSITS, SHORT TERM BANK DEPOSITS AND BANK BALANCES AND CASH

As at 31 December 2022, pledged bank deposits represent deposits pledged to banks to secure the bills payables issued by the Group, carried at fixed interest rate ranged from 0.25% to 1.55% (2021: 0.30% to 1.65%) per annum.

As at 31 December 2022, short term bank deposits comprise bank deposits of fixed interest rates ranging from 1.30% to 2.30% (2021: 1.30% to 2.03%) per annum with an original maturity between three months and twelve months.

Bank balances and cash comprise cash held by the Group and bank deposits carry at variable interest rates with an original maturity of three months or less. As at 31 December 2022, the variable interest rates ranged from 0.001% to 3.00% (2021: 0.001% to 1.73%) per annum.

The Group's pledged bank deposits, short term deposits and bank balances and cash that are denominated in currencies which are not the functional currencies of the relevant group entities are set out below:

	HK\$	US\$	Euro ("EUR") 歐元	RMB	VND	Sri Lankan Rupees ("LKR") 斯里蘭卡盧比	Singapore Dollar ("SGD") 新加坡元
	港元	美元	(「歐元」)	人民幣	越南盾	(「斯里蘭卡盧比」)	(「新加坡元」)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2022							
於二零二二年 十二月三十一日	184	52,594	68	1,687	1,063	3,826	390
At 31 December 2021							
於二零二一年 十二月三十一日	379	66,428	78	5,844	1,797	954	-

Details of impairment assessment of pledged bank deposits, short term bank deposits and bank balances are set out in Note 38.

22. 已抵押銀行存款、短期銀行存款及銀行結餘及現金

於二零二二年十二月三十一日，已抵押銀行存款指抵押予銀行作為本集團發出的應付票據擔保的存款，固定年利率介乎0.25%至1.55%（二零二一年：0.30%至1.65%）。

於二零二二年十二月三十一日，短期銀行存款包括原定到期日為三個月至十二個月的固定年利率介乎1.30%至2.30%（二零二一年：1.30%至2.03%）的銀行存款。

銀行結餘及現金包括本集團持有的現金及原定到期日為三個月或以下的浮息銀行存款。於二零二二年十二月三十一日，浮息年利率介乎0.001%至3.00%（二零二一年：0.001%至1.73%）。

以非相關集團實體功能貨幣的貨幣計值的本集團已抵押銀行存款、短期存款及銀行結餘及現金載列如下：

有關已抵押銀行存款、短期銀行存款及銀行結餘之減值評估的詳情載於附註38。

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23. TRADE PAYABLES

The credit period granted by the Group's creditors ranges from approximately 30 to 90 days. The following is an ageing analysis of trade payables presented based on the invoice date at the end of each reporting period:

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
0 – 90 days	0 – 90日	278,631	359,387
Over 90 days	超過90日	22,894	10,806
		301,525	370,193

As at 31 December 2022, included in the Group's trade payables balance is an amount due to a joint venture of HK\$24,476,000 (2021: HK\$26,328,000). Such balance due to a joint venture is unsecured, interest-free and with a credit term of 30 days from the date of issuance of a monthly statement for purchases delivered in that month. These balances are aged within 90 days at the end of the reporting period.

The Group's trade payables that are denominated in currencies which are not the functional currencies of the relevant group entities are set out below:

		US\$	EUR	VND	HK\$	RMB
		美元	歐元	越南盾	港元	人民幣
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 31 December 2022	於二零二二年十二月三十一日	26,506	-	15,728	-	310
At 31 December 2021	於二零二一年十二月三十一日	47,760	35	19,711	125	-

23. 貿易應付款項

本集團債權人給予的信貸期介乎約30至90日。以下為貿易應付款項於各報告期結束時按發票日期呈列的賬齡分析：

於二零二二年十二月三十一日，計入本集團貿易應付款項結餘的24,476,000港元（二零二一年：26,328,000港元）乃應付合營企業款項。該等應付合營企業結餘為無抵押及免息，信貸期為自出具購買月份的月結單發出日期起計30日。於報告期間結束時，該等結餘的賬齡在90日內。

以非相關集團實體功能貨幣的貨幣計值的本集團貿易應付款項載列如下：

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24. BILLS PAYABLES

The bills payables are secured by pledged bank deposits as set out in Note 22. The following is an ageing analysis of bills payables presented based on the date of issuance of the bills at the end of each reporting period:

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
0 – 90 days	0–90日	120,977	282,431
91 – 180 days	91–180日	106,634	161,607
		227,611	444,038

The Group's bills payables that are denominated in currencies which are not functional currencies of the relevant group entities are set out below:

以非相關集團實體功能貨幣的貨幣計值的本集團應付票據載列如下：

		US\$	EUR	VND
		美元	歐元	越南盾
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 31 December 2022	於二零二二年 十二月三十一日	4,962	1,086	245
At 31 December 2021	於二零二一年 十二月三十一日	29,800	4,466	965

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25. OTHER PAYABLES AND ACCRUED CHARGES

25. 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
Accrued staff costs	應付職工薪酬	131,276	168,669
Other accruals	其他應計費用	48,896	36,410
Payables on acquisition of property, plant and equipment	收購物業、廠房及設備的應付款項	48,182	50,092
Other payables	其他應付款項	61,353	101,891
Total	總計	289,707	357,062

As at 31 December 2022, included in the Group's other payables balance is an aggregate amount due to related companies of HK\$10,156,000 (2021: HK\$9,240,000).

於二零二二年十二月三十一日，計入本集團其他應付款項結餘的10,156,000港元（二零二一年：9,240,000港元）乃應付關聯公司總額。

These related companies are fellow subsidiaries of the non-controlling shareholders of subsidiaries who have significant influence over certain subsidiaries of the Group. Such balances due to these related companies are unsecured, interest-free and repayable on demand.

該等關聯公司為對本集團若干附屬公司具有重大影響之附屬公司非控股股東的同系附屬公司。該等應付關聯公司結餘為無抵押、免息及須按要求償還。

26. CONTRACT LIABILITIES

26. 合約負債

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Deposits received in advance for:	就下列項目預收按金：		
Manufacturing and trading of elastic fabric and lace	製造及買賣彈性織物面料及蕾絲	35,756	29,815
Manufacturing and trading of elastic webbing	製造及買賣彈性織帶	5,293	5,040
		41,049	34,855

As at 1 January 2021, contract liabilities amounted to HK\$33,267,000.

於二零二一年一月一日，合約負債為33,267,000港元。

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26. CONTRACT LIABILITIES (Continued)

As at 31 December 2022, included in the Group's contract liabilities balance is an aggregate amount of HK\$105,000 (2021: HK\$115,000) received from related companies. These related companies are fellow subsidiaries of non-controlling shareholders of subsidiaries who have significant influence over certain subsidiaries of the Group.

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities.

		Manufacturing and trading of elastic fabric and lace 製造及買賣彈性 織物面料及蕾絲 HK\$'000 千港元	Manufacturing and trading of elastic webbing 製造及 買賣彈性織帶 HK\$'000 千港元
Revenue recognised during the year ended 31 December 2022 that was included in the contract liabilities balance at the beginning of the year on 1 January 2022	於二零二二年一月一日年初計入合約負債結餘的截至二零二二年十二月三十一日止年度已確認收入	29,815	5,040
Revenue recognised during the year ended 31 December 2021 that was included in the contract liabilities balance at the beginning of the year on 1 January 2021	於二零二一年一月一日年初計入合約負債結餘的截至二零二一年十二月三十一日止年度已確認收入	29,853	3,414

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

When the Group receives a deposit from customer before the production activity commences, this will give rise to contract liabilities at the start of a contract (i.e. upon receipt of manufacturing order from customer), until the revenue recognised on the relevant contract. Other than customers with long term business relationship with the Group and/or satisfying historical settlement record, the Group typically receives 30% to 100% deposit on acceptance of manufacturing orders from customers.

26. 合約負債 (續)

於二零二二年十二月三十一日，計入本集團合約負債結餘的105,000港元(二零二一年：115,000港元)乃自其他關聯公司收取的總額。該等關聯公司為對本集團若干附屬公司具有重大影響之附屬公司非控股股東的同系附屬公司。

下表列示已確認收入與結轉合約負債的關聯程度。

影響已確認合約負債金額的典型付款條款如下：

倘本集團於生產活動開始前向客戶收取按金，這將於合約開始時(即接到來自客戶的製造訂單時)產生合約負債，直至就相關合約確認收入為止。除與本集團有長期的業務關係及/或有良好歷史結算紀錄的客戶外，本集團通常於接受製造訂單時向客戶收取30%至100%按金。

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27. BANK AND OTHER BORROWINGS

27. 銀行及其他借款

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Bank overdrafts	銀行透支	9,686	29,111
Unsecured syndicated loan	無抵押銀團貸款	474,869	793,883
Unsecured bank borrowings	無抵押銀行借款	1,508,130	1,267,386
Unsecured other borrowings (Note)	無抵押其他借款(附註)	105,515	70,024
		2,098,200	2,160,404
Carrying amount repayable*:	應償還款項賬面值*：		
Within one year	一年內	1,838,077	1,364,879
More than one year, but not exceeding two years	超過一年但不超過兩年	72,374	202,464
More than two years, but not exceeding five years	超過兩年但不超過五年	187,749	593,061
		2,098,200	2,160,404
Less: Amounts due within one year or contain a repayment on demand clause shown under current liabilities	減：流動負債所示須於一年內償還或包含按的要求償還條款的款項	(1,992,685)	(1,511,615)
Amounts shown under non-current liabilities	非流動負債所示款項	105,515	648,789
Carrying amount of bank borrowings that are repayable within one year and contain a repayment on demand clause	須於一年內償還及包含按的要求償還條款的銀行借款的賬面值	1,363,208	1,149,761
Carrying amount of bank borrowings that are repayable more than one year but contain a repayment on demand clause	超過一年後償還但包含按的要求償還條款的銀行借款的賬面值	154,608	146,736
		1,517,816	1,296,497

* The amounts due are based on scheduled repayment dates set out in the loan agreements and include the unamortised portion of the prepaid transaction cost in relation to the unsecured syndicated loan.

Note: Other borrowings represent loans from non-controlling shareholders of subsidiaries which are unsecured, carry interests at LIBOR plus a spread per annum and repayable from the year ending 31 December 2024 to the year ending 31 December 2025 (2021: repayable from the year ending 31 December 2023 to year ending 31 December 2025). Such other borrowings are denominated in US\$.

* 到期款項乃根據貸款協議所載的計劃償還日期釐定，並包括有關無抵押銀團貸款預付交易成本之未攤銷部分。

附註：其他借款指來自附屬公司非控股股東的貸款，為無抵押、按倫敦銀行同業拆息加年息差計息及須於截至二零二四年十二月三十一日止年度至截至二零二五年十二月三十一日止年度償還(二零二一年：須於截至二零二三年十二月三十一日止年度至截至二零二五年十二月三十一日止年度償還)。該等其他借款以美元計值。

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27. BANK AND OTHER BORROWINGS

(Continued)

The Group has an unsecured syndicated loan (“**Syndicated Loan**”), which would be repayable by installments, from the year ended 31 December 2021 to the year ending 31 December 2023 and with an interest rate at HIBOR plus a spread per annum for HK\$ loan tranche and LIBOR plus a spread per annum for US\$ loan tranche. The Syndicated Loan was guaranteed by the Company.

The unsecured bank borrowings and bank overdrafts were guaranteed by the Company and/or certain of its subsidiaries as at 31 December 2022 and 2021.

The Group has floating-rate borrowings with interests rates linked to HIBOR, LIBOR or Secured Overnight Financing Rate (“**SOFR**”) (2021: HIBOR or LIBOR) per annum.

The Group’s bank and other borrowings that are denominated in currencies which are not the functional currencies of the relevant group entities are set out below:

27. 銀行及其他借款 (續)

本集團有一筆無抵押銀團貸款(「**銀團貸款**」)，貸款將自截至二零二一年十二月三十一日止年度至截至二零二三年十二月三十一日止年度分批償還，港元貸款按香港銀行同業拆息加年利率息差計息，而美元貸款按倫敦銀行同業拆息加年利率息差計息。銀團貸款乃由本公司提供擔保。

於二零二二年及二零二一年十二月三十一日，無抵押銀行借款及銀行透支乃由本公司及／或其若干附屬公司提供擔保。

本集團浮動利率借款的年利率與香港銀行同業拆息、倫敦銀行同業拆息或擔保隔夜融資利率(「**擔保隔夜融資利率**」)(二零二一年：香港銀行同業拆息或倫敦銀行同業拆息)掛鈎。

以非相關集團實體功能貨幣的貨幣計值的本集團銀行及其他借款載列如下：

		VND 越南盾 HK\$'000 千港元	US\$ 美元 HK\$'000 千港元
At 31 December 2022	於二零二二年 十二月三十一日	-	85,800
At 31 December 2021	於二零二一年 十二月三十一日	915	204,049

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28. LEASE LIABILITIES

28. 租賃負債

		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	38,177	42,743
More than one year but not exceeding two years	超過一年但不超過兩年	30,394	38,005
More than two years but not exceeding five years	超過兩年但不超過五年	10,264	37,776
More than five years	超過五年	52,711	53,191
		131,546	171,715
Less: Amount due for settlement within 12 months shown under current liabilities	減：流動負債所示於12個月內到期償還之款項	(38,177)	(42,743)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債所示於12個月後到期償還之款項	93,369	128,972

The weighted average incremental borrowing rates applied to lease liabilities range from 2.89% to 5.50%. (2021: from 2.89% to 5.50%.)

所應用於租賃負債的加權平均增量借款利率為2.89%至5.50%。(二零二一年：2.89%至5.50%。)

Lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities are set out below

以相關集團實體功能貨幣除外的貨幣計值之租賃負債載列如下

		LKR 斯里蘭卡盧比 HK\$'000 千港元
As at 31 December 2022	於二零二二年十二月三十一日	260
As at 31 December 2021	於二零二一年十二月三十一日	1,329

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29. DERIVATIVE FINANCIAL INSTRUMENT

29. 衍生金融工具

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Financial liabilities	金融負債		
Put option	認沽期權	-	1,092

Put option of Charming Elastic

Pursuant to the Charming Elastic Shareholders' Agreement, subject to and conditional upon the Group becoming the Majority Shareholder of Charming Elastic, the other shareholder of Charming Elastic is entitled the right to exercise its option to require the Group to buy out all or part of the issued shares of Charming Elastic held by the other shareholder at any time during the period of two years from 1 July 2020 to 30 June 2022 at a price set out in the Charming Elastic Shareholders' Agreement. The put option is recognised as a derivative financial instrument at FVTPL by the Group. The gain on fair value change of such put option of HK\$1,092,000 (2021: HK\$310,000) for the year ended 31 December 2022 was recognised in profit or loss as other gains and losses as set out in Note 8. Details of the fair value measurement of the put option are disclosed in Note 38.

The rights to exercise such put option by the other shareholder of Charming Elastic was expired and derecognised on 30 June 2022.

綉麗橡根帶的認沽期權

根據綉麗橡根帶股東協議，受限於及有待本集團成為綉麗橡根帶的主要股東後，自二零二零年七月一日起至二零二二年六月三十日兩年內任何時間，綉麗橡根帶的另一位股東有權行使其期權要求本集團按綉麗橡根帶股東協議所載價格收購由另一位股東持有的綉麗橡根帶的全部或部分已發行股份。認沽期權由本集團確認為透過損益按公平值計量的衍生金融工具。於截至二零二二年十二月三十一日止年度，有關認沽期權公平值變動的收益1,092,000港元（二零二一年：310,000港元）於損益確認為其他收益及虧損，如附註8所載。認沽期權公平值計量的詳情披露於附註38。

綉麗橡根帶的另一位股東行使有關認沽期權的權利已於二零二二年六月三十日期滿及終止確認。

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30. DEFERRED TAXATION

The following is the major deferred tax assets (liabilities) recognised and movements during the current and prior years.

30. 遞延稅項

以下為於本年度及過往年度的主要已確認遞延稅項資產(負債)及變動。

		Deferred government grants	Capitalised finance costs	Allowance for inventories	ECL provision	Accelerated tax depreciation	Retirement benefit obligations	Undistributed profits from subsidiaries	Unsettled interest income from subsidiaries	Tax losses	Right-of-use assets	Lease liabilities	Total
		遞延政府補助金	已資本化融資成本	存貨撥備	預期信貸虧損撥備	加速稅項折舊	退休福利責任	未分派溢利	自附屬公司的未結算利息收入	稅項虧損	使用權資產	租賃負債	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2021	於二零二一年一月一日	2,452	(2,178)	3,899	1,739	(7,292)	1,735	(988)	(1,099)	1,655	(1,696)	1,402	(371)
(Charged) credited to profit or loss (Note 13)	從損益(扣除)計入(附註13)	(212)	179	1,488	1,570	(13,950)	(56)	(2,852)	(273)	11,167	(193)	253	(2,879)
Charged to other comprehensive income	從其他全面收益扣除	-	-	-	-	-	(307)	-	-	-	-	-	(307)
Exchange adjustments	匯兌調整	69	(61)	(467)	-	-	-	(106)	-	-	-	-	(565)
At 31 December 2021	於二零二一年十二月三十一日	2,309	(2,060)	4,920	3,309	(21,242)	1,372	(3,946)	(1,372)	12,822	(1,889)	1,655	(4,122)
(Charged) credited to profit or loss (Note 13)	從損益(扣除)計入(附註13)	(39)	(929)	1,887	(518)	(14,914)	11	3,511	(442)	13,718	600	(603)	2,282
Credited to other comprehensive income	從其他全面收益計入	-	-	-	-	-	313	-	-	-	-	-	313
Exchange adjustments	匯兌調整	(125)	205	348	-	-	-	435	-	-	-	-	863
At 31 December 2022	於二零二二年十二月三十一日	2,145	(2,784)	7,155	2,791	(36,156)	1,696	-	(1,814)	26,540	(1,289)	1,052	(664)

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30. DEFERRED TAXATION (Continued)

The above deferred tax assets and liabilities within the same tax jurisdiction have been offset for presentation purpose in the consolidated statement of financial position. The following is the analysis of the deferred taxation:

		As at 31 December	
		於十二月三十一日	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Deferred tax assets	遞延稅項資產	9,071	5,576
Deferred tax liabilities	遞延稅項負債	(9,735)	(9,698)
		(664)	(4,122)

Withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Under the EIT Law, deferred tax liabilities have not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$1,557,918,000 as at 31 December 2022 (2021: HK\$1,497,657,000), as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

The Group had unused tax losses of HK\$299,911,000 as at 31 December 2022 (2021: HK\$438,863,000). A deferred tax asset had been recognised in respect of HK\$189,570,000 (2021: HK\$91,589,000) of such losses. No deferred tax assets have been recognised in respect of the remaining HK\$110,341,000 (2021: HK\$347,274,000) due to the unpredictability of future profit streams of respective group entities. Included in unused tax losses are losses of approximately HK\$233,623,000 (2021: HK\$371,389,000) with expiry dates as disclosed in the following table. Other losses may be carried forward indefinitely.

30. 遞延稅項 (續)

就呈報而言，上述屬於同一稅務司法權區的遞延稅項資產及負債已於綜合財務狀況表抵銷。以下為遞延稅項的分析：

自二零零八年一月一日起，中國附屬公司就所賺取溢利宣派股息時須繳納預扣稅。根據企業所得稅法，由於本集團可控制撥回臨時差額的時間，而有關臨時差額於可見將來可能不會撥回，故並無於綜合財務報表就中國附屬公司於二零二二年十二月三十一日的累計溢利應佔的臨時差額1,557,918,000港元(二零二一年：1,497,657,000港元)作出遞延稅項負債撥備。

於二零二二年十二月三十一日，本集團的未動用稅項虧損為299,911,000港元(二零二一年：438,863,000港元)。有關該等虧損189,570,000港元(二零二一年：91,589,000港元)的遞延稅項資產已獲確認。由於各集團實體的未來溢利流的不可預測性，故並無確認有關餘下110,341,000港元(二零二一年：347,274,000港元)的遞延稅項資產。未動用稅項虧損包括虧損約233,623,000港元(二零二一年：371,389,000港元)，其到期日如下表所披露。其他虧損可無限期結轉。

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30. DEFERRED TAXATION (Continued)

Year of expiry	到期年份	31 December 十二月三十一日	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
2024	二零二四年	6,161	10,992
2025	二零二五年	25,580	45,394
2026	二零二六年	33,173	59,282
2027	二零二七年	26,249	44,652
2028	二零二八年	24,461	–
2029	二零二九年	117,999	211,069
		233,623	371,389

31. SHARE CAPITAL

The detailed movements of the Company's share capital are set out below.

31. 股本

本公司股本的變動詳情載列如下。

	Number of shares 股份數目	Amount 金額	
		HK\$ 港元	HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股面值0.01 港元之普通股		
Authorised:	法定：		
At 1 January 2021 and 31 December 2021 and 2022	於二零二一年一月一日及 二零二一年及二零二二年 十二月三十一日	50,000,000,000	500,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2021 and 31 December 2021 and 2022	於二零二一年一月一日及 二零二一年及二零二二年 十二月三十一日	1,039,808,000	10,398,080

There was no movement in the Company's share capital during both years.

本公司股本於兩個年度均無任何變動。

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32. RETIREMENT BENEFITS PLANS

Defined contribution plans

The Group operates a Mandatory Provident Fund Scheme (“**MPF Scheme**”) under the rules and regulations of the Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. Contributions are made based on a percentage of the employees’ salaries with a cap of HK\$1,500 per month per employee and are charged to the consolidated statement of profit or loss and other comprehensive income 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 administered fund. No forfeited contribution is available to reduce the contribution payable in the future years as at 31 December 2022 and 2021.

The Company’s PRC subsidiaries are required to make contributions to the state-managed retirement schemes operated by the local governments based on certain percentage of the monthly salaries of their current employees to fund the benefits.

Eligible employees in Vietnam currently participate in State Social Insurance Fund, which is a defined contribution pension scheme operated by the local municipal government. The calculation of contributions is based on certain percentage of employee’s payroll.

The only obligations of the Group with respect to the above defined contribution retirement benefits schemes are to make the required contributions under the respective schemes.

During the year ended 31 December 2022, the total costs charged to profit or loss are HK\$56,970,000 (2021: HK\$59,321,000), representing contributions paid/payable to the above defined contribution retirement benefits schemes.

32. 退休福利計劃

界定供款計劃

本集團根據強制性公積金計劃條例的規則及規例，為其所有香港合資格僱員參與強制性公積金計劃（「**強積金計劃**」）。供款乃按僱員薪酬的若干百分比釐定，上限為每名僱員每月1,500港元。當有關供款根據強積金計劃規則成為應付款項時，將自綜合損益及其他全面收益表扣除。強積金計劃資產與本集團資產分開持有，由獨立受託人管理基金保管。於二零二二年及二零二一年十二月三十一日，並無被沒收供款可用以減少未來年度的應付供款。

本公司的中國附屬公司須按其現有僱員月薪的若干百分比向地方政府管理的國家管理退休計劃作出供款，作為福利資金。

越南合資格僱員目前參與國家社會保險基金，此乃一項由地方政府管理的界定供款退休計劃。供款乃根據僱員薪酬的若干百分比計算。

本集團就上述界定供款退休福利計劃的唯一責任為根據各計劃作出所須供款。

截至二零二二年十二月三十一日止年度，從損益扣除的成本總額為56,970,000港元（二零二一年：59,321,000港元），即上述界定供款退休福利計劃的已付／應付供款。

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32. RETIREMENT BENEFITS PLANS

(Continued)

Defined benefits plans

Under the Payment of Gratuity Act, the Company's Sri Lanka subsidiaries are required to operate defined benefits plans by paying gratuity to eligible employees who have served continuously for five years and more under one employer. The calculation of gratuity is based on certain percentage of employee's salaries and their number of years of service. The details of the defined benefits plans operated by the subsidiaries in Sri Lanka are as follows:

Retirement benefit obligations

32. 退休福利計劃 (續)

界定福利計劃

根據恩恤金支付法，本公司的斯里蘭卡附屬公司須設立界定福利計劃，向為一名僱主連續服務五年及以上的合資格僱員支付恩恤金。恩恤金乃根據僱員薪金的若干百分比及彼等之服務年期計算。由斯里蘭卡附屬公司設立的界定福利計劃詳情如下：

退休福利責任

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At the beginning of the year	於年初	9,789	9,060
Current service cost	現時服務成本	1,029	1,355
Interest cost	利息成本	614	809
Actuarial loss (gain)	精算虧損(收益)	1,541	(2,195)
Acquisition of a business*	收購一項業務*	-	1,882
Contributions paid	已付供款	(272)	(1,241)
Exchange gain	匯兌收益	(4,493)	(510)
Others	其他	(17)	629
At the end of the year	於年末	8,191	9,789

* Being the addition due to the transfer in of employees to a subsidiary upon the completion of the acquisition of a business on 1 February 2021 as disclosed in Note 33.

* 為因於二零二一年二月一日完成收購一項業務後僱員轉入一間附屬公司之額外費用(如附註33所披露)。

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32. RETIREMENT BENEFITS PLANS

(Continued)

Defined benefits plans (Continued)

Retirement benefit obligations (Continued)

The amounts recognised in the consolidated statement of profit or loss and other comprehensive income are as follows:

32. 退休福利計劃 (續)

界定福利計劃 (續)

退休福利責任 (續)

於綜合損益及其他全面收益表確認的金額如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current service cost	現時服務成本	1,029	1,355
Interest cost	利息成本	614	809
Acquisition of a business	收購一項業務	-	1,882
Recognised in profit or loss	於損益確認	1,643	4,046
Actuarial loss (gain) breakdown is as follows:	精算虧損(收益)明細如下：		
Loss (gain) from change in financial assumptions	財務假設變動的虧損(收益)	1,541	(2,407)
Experience adjustments	經驗調整	-	212
Recognised in other comprehensive expense	於其他全面開支確認	1,541	(2,195)

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32. RETIREMENT BENEFITS PLANS

(Continued)

Defined benefits plans (Continued)

Retirement benefit obligations (Continued)

This obligation, which is not externally funded, is based on an actuarial valuation of the defined benefit plan based on the projected unit credit method, which is the benchmark method specified in HKAS 19 carried out by a professional actuaries as of 31 December 2021. The gratuity liability of the subsidiaries in Sri Lanka is based on an actuarial valuation carried out by Messrs' Willis Towers Watson Actuaries, whose principal place of business is located at 2nd Floor, Tower B, Unitech Business Park, South City-1, Gurgaon-122001, Haryana, India. The principal assumptions used for this purpose are as follows:

		2022 二零二二年	2021 二零二一年
Discount rate per annum	年貼現率	25%	11%
Annual salary increment rate	年薪金增長率	25%	9%
Retirement age	退休年齡	60	60
Withdrawal rate	提取率	15%	15%

As the amount of retirement benefit obligations is insignificant, no sensitivity analysis on assumptions used in the actuarial valuation is presented.

32. 退休福利計劃(續)

界定福利計劃(續)

退休福利責任(續)

此項由內部資金撥款的責任乃以專業精算師截至二零二一年十二月三十一日按預計單位給付成本法(此為香港會計準則第19號指定的基準法)對界定福利計劃進行的精算評估為基礎。斯里蘭卡附屬公司的恩恤金負債乃以由Messrs' Willis Towers Watson Actuaries(其主要營業地點位於2nd Floor, Tower B, Unitech Business Park, South City-1, Gurgaon-122001, Haryana, India)進行的精算評估為基礎。用於此一目的的主要假設如下:

由於退休福利責任之金額並不重大,概無就用於精算評估之假設進行敏感性分析。

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33. ACQUISITION OF A BUSINESS

On 29 January 2021, the Group entered into an assets sale and purchase agreement (“**Assets Sale and Purchase Agreement**”) with Textprint Lanka (Private) Limited (“**Textprint**”) (an indirect wholly owned subsidiary of MAS Holdings (Private) Limited, being the non-controlling shareholder of Trischel Fabric (Private) Limited (“**Trischel**”), a non-wholly owned subsidiary of the Company) in relation to the purchase of assets and liabilities with a cash consideration of US\$3,538,197 (equivalent to approximately HK\$27,598,000) consisting of (i) property, plant and equipment which mainly included printing machines, washing machines, boilers, steamers, fabric inspection machines, dryers and other equipment for printing synthetic fabrics and the associated finishing processes currently used at the manufacturing plant of Textprint, (ii) inventories of Textprint; (iii) retirement benefit obligations; and (iv) amount due to Trischel as at 31 January 2021. Pursuant to the Assets Sale and Purchase Agreement, Textprint shall transfer up to 252 of its employees to Trischel. Completion of this acquisition had taken place on 1 February 2021.

The acquisition had been accounted for as acquisition of business using the acquisition method.

33. 收購一項業務

於二零二一年一月二十九日，本集團與Textprint Lanka (Private) Limited (「**Textprint**」) (MAS Holdings (Private) Limited的間接全資附屬公司，而MAS Holdings (Private) Limited為本公司非全資附屬公司Trischel Fabric (Private) Limited (「**Trischel**」)的非控股股東)訂立資產買賣協議(「**資產買賣協議**」)，內容有關以現金代價3,538,197美元(相等於約27,598,000港元)購買資產及負債，其中包括(i)物業、廠房及設備，主要包括現於Textprint製造廠房使用的印花機、洗滌機、鍋爐、蒸汽機、織物檢驗機、烘乾機及其他設備，用以合成纖維織物的印花及相關後加工工藝，(ii)Textprint的存貨；(iii)退休福利責任；及(iv)於二零二一年一月三十一日應付Trischel的款項。根據資產買賣協議，Textprint須向Trischel轉調其最多252名僱員。該收購事項已於二零二一年二月一日完成。

該收購事項已以收購法入賬為收購業務。

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33. ACQUISITION OF A BUSINESS

(Continued)

Assets acquired and liabilities recognised at the date of acquisition

33. 收購一項業務 (續)

於收購日期收購的資產及負債

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	23,719
Inventories	存貨	16,815
Retirement benefit obligations	退休福利責任	(1,882)
Amount due to Trischel	應付Trischel的款項	(7,154)
		31,498
Analysis of cash outflow in respect of acquisition of a business:	收購一項業務的 現金流出分析：	
Cash consideration	現金代價	27,598

Bargain purchase gain amounting to HK\$3,900,000 on acquisition of a business from Textprint is recognised in profit or loss within the other income (Note 7) in the consolidated statement of profit or loss and other comprehensive income. The bargain purchase gain is resulted from the revaluation of machinery acquired from Textprint as performed by an independent valuer in Sri Lanka.

自Textprint收購一項業務的議價收購收益3,900,000港元乃於綜合損益及其他全面收益表中於其他收入內確認損益(附註7)。議價收購收益來自於對自Textprint收購的機械進行重新估價，其乃由斯里蘭卡的獨立估值師進行。

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34. CAPITAL AND OTHER COMMITMENTS

34. 資本及其他承擔

		2022 二零二二年 HK\$'000	2021 二零二一年 HK\$'000
Capital expenditure in respect of the addition of property, plant and equipment contracted but not provided for	有關添置物業、廠房及設備的已訂約但未撥備的資本開支	126,291	130,167

Note: As disclosed in the Company's announcement dated 22 December 2016, Dongguan BPT and seven independent third parties entered into an agreement in relation to the formation of a company to be established in the PRC ("the Investee") to engage in insurance business and related financial activities in the PRC. Pursuant to such agreement, Dongguan BPT has agreed to make a capital contribution of RMB140,500,000 (equivalent to approximately HK\$ HK\$158,765,000) in return for approximately 7.022% equity interest in the Investee. As at the date of these consolidated financial statements are authorised for issue, formation of the Investee is subject to the approval from China Insurance Regulatory Commission and no contribution was made by the Group to the Investee.

附註：誠如本公司日期為二零一六年十二月二十二日的公告所披露，東莞超盈與七名獨立第三方訂立一份協議，內容有關在中國組建公司（「被投資公司」），以在中國從事保險業務及相關財務活動。根據該協議，東莞超盈已同意注資人民幣140,500,000元（相當於約158,765,000港元），以持有被投資公司約7.022%的股權。於該等綜合財務報表獲授權發佈日期，成立被投資公司須經中國保險監督管理委員會批准，且本集團並無向被投資公司作出供款。

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35. PLEDGE OF ASSETS

At the end of the reporting period, the Group has pledged bank deposits amounted to HK\$68,428,000 (2021: HK\$121,607,000) to secure the bills payables issued by the Group.

36. CONTINGENT LIABILITIES

The Group does not have any contingent liability so far as the management of the Group is aware that is pending or threatened by or against the Group.

37. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debts, which mainly include bank and other borrowings as disclosed in Note 27 and equity attributable to owners of the Company, comprising share capital disclosed in Note 31 and reserves.

The management of the Group reviews the capital structure by considering the cost of capital and the risks associated with each class of capital. In view of this, the Group will balance its overall capital structure through the payment of dividends, new shares issue as well as the issue of new debt or the redemption of existing debts.

35. 抵押資產

於報告期間結束時，本集團已抵押銀行存款68,428,000港元(二零二一年：121,607,000港元)作為本集團發出的應付票據的抵押。

36. 或然負債

本集團概無據本集團管理層所知悉本集團待決或對其構成威脅的任何或然負債。

37. 資本風險管理

本集團管理其資本以確保其將能夠繼續持續經營，同時透過優化債務與股權結餘為股東帶來最大回報。本集團的整體策略與上一年度相比維持不變。

本集團資本架構包括債務(包括於附註27所披露的銀行及其他借款)以及本公司擁有人應佔權益(包括附註31所披露的股本及儲備)。

本集團管理層檢討資本架構時，考慮了資金成本及與各類資本相關的風險。有鑒於此，本集團將透過派付股息、發行新股以及發行新債務或贖回現有債務以平衡其整體資本架構。

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38. FINANCIAL INSTRUMENTS

Categories of financial instruments

		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		
Financial assets measured at amortised cost	按攤銷成本計量的 金融資產	1,863,740	2,095,200
Financial liabilities	金融負債		
Financial liabilities measured at amortised cost	按攤銷成本計量的 金融負債	2,917,043	3,331,697
Financial liabilities at FVTPL	透過損益按公平值計量的 金融負債		
– derivative financial instrument	– 衍生金融工具	–	1,092

Financial risk management objectives and policies

The Group's major financial instruments include trade and bills receivables, other receivables and deposits, pledged bank deposits, short term bank deposits, bank balances and cash, trade payables, bills payables, other payables and accrued charges, bank and other borrowings and derivative financial instrument. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

38. 金融工具

金融工具種類

財務風險管理目標及政策

本集團的主要金融工具包括貿易應收款項及應收票據、其他應收款項及按金、已抵押銀行存款、短期銀行存款、銀行結餘及現金、貿易應付款項、應付票據、其他應付款項及應計費用、銀行及其他借款以及衍生金融工具。該等金融工具的詳情於相關附註披露。下文載列與該等金融工具有關的風險及如何降低該等風險的政策。本集團管理層管理及監控該等風險，以確保及時有效地採取適當措施。

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38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk

Interest rate risk

The Group is mainly exposed to cash flow interest rate risk in relation to variable-rate and fixed-rate bank and other borrowings and bank balances, and fair value interest rate risk in relation to fixed-rate pledged bank deposits, short term bank deposits and lease liabilities.

The Group currently does not have interest rate hedging policy. However, management closely monitors its exposure to future cash flow risk as a result of change on market interest rate and will consider hedging changes in market interest rates should the need arise.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR or LIBOR arising from the Group's variable-rate bank and other borrowings.

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates ("IBORs") with alternative nearly risk-free rates. Details of the impacts on the Group's risk management strategy arising from the interest rate benchmark reform and the progress towards implementation of alternative benchmark interest rates are set out under "interest rate benchmark reform" in this note.

38. 金融工具 (續)

財務風險管理目標及政策 (續)

市場風險

利率風險

本集團主要面對與浮息及定息銀行及其他借款以及銀行結餘有關的現金流量利率風險，以及與定息已抵押銀行存款、短期銀行存款及租賃負債有關的公平值利率風險。

本集團目前並無利率對沖政策。然而，管理層密切監控其因市場利率變動而面對的未來現金流量風險，並將於需要時考慮對沖市場利率的變動。

本集團就金融負債面臨利率風險的詳情載於本附註流動資金風險一節。本集團的現金流量利率風險主要集中於來自本集團浮息銀行及其他借款之香港銀行同業拆息或倫敦銀行同業拆息的波幅。

目前全球正在對主要利率基準進行根本性改革，包括將若干銀行同業拆息（「銀行同業拆息」）替換為其他近乎無風險的利率。有關利率基準改革對本集團風險管理策略的影響及替代基準利率實施進度的詳情披露於本附註「利率基準改革」。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rate risk on bank and other borrowings. The sensitivity analysis is prepared assuming the bank and other borrowings outstanding at the end of the reporting period were outstanding for the whole year. No sensitivity analysis is presented on bank balances as the management of the Group considers that the interest rate fluctuation on bank balances is minimal.

A 100 basis point (2021: 50 basis point) increase or decrease is used in the sensitivity analysis, which represents management's assessment of the reasonably possible change in interest rates. If the interest rate had been 100 basis point (2021: 50 basis point) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2022 would decrease/increase by HK\$16,607,000 (2021: HK\$9,047,000).

38. 金融工具 (續)

財務風險管理目標及政策 (續)

市場風險 (續)

利率風險 (續)

敏感性分析

以下敏感性分析乃根據就銀行及其他借款面臨的利率風險而釐定。敏感性分析乃假設於報告期間結束時尚未償還的銀行及其他借款於整個年度未獲償還而編製。由於本集團管理層認為銀行結餘的利率波動極微，故概無就銀行結餘呈列敏感性分析。

敏感性分析中選用上升或下降100個基點(二零二一年：50個基點)，代表管理層評估為合理可能的利率變動。倘利率上升／下降100個基點(二零二一年：50個基點)而所有其他變數維持不變，本集團於截至二零二二年十二月三十一日止年度的除稅後溢利將減少／增加16,607,000港元(二零二一年：9,047,000港元)。

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綜合財務報表附註

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38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk

Certain trade and bills receivables, trade payables, bills payables, bank balances and cash, and bank borrowings are denominated in foreign currencies other than the functional currency of the relevant group entities, which expose the Group to foreign currency risk. The Group does not have a foreign currency hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the end of the reporting periods are as follows:

38. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

貨幣風險

若干貿易應收款項及應收票據、貿易應付款項、應付票據、銀行結餘及現金以及銀行借款均以相關集團實體的功能貨幣以外的外幣計值，導致本集團面臨外幣風險。本集團並無外幣對沖政策。然而，本集團管理層監控外匯風險，並將於需要時考慮對沖重大外幣風險。

本集團以外幣計值的貨幣資產及負債於報告期間結束時的賬面值如下：

		Assets 資產	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
EUR against HK\$	歐元兌港元	64	94
RMB against HK\$	人民幣兌港元	3,215	7,204
US\$ against HK\$	美元兌港元	213,124	334,860
VND against US\$	越南盾兌美元	7,199	29,262
HK\$ against US\$	港元兌美元	183	379
RMB against US\$	人民幣兌美元	9	44
LKR against US\$	斯里蘭卡盧比兌美元	3,826	954
US\$ against RMB	美元兌人民幣	887	994
SGD against US\$	新加坡元兌美元	390	-
		Liabilities 負債	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
EUR against HK\$	歐元兌港元	476	4,466
RMB against HK\$	人民幣兌港元	143	143
US\$ against HK\$	美元兌港元	105,716	281,613
VND against US\$	越南盾兌美元	23,849	29,813
HK\$ against US\$	港元兌美元	99	402
EUR against US\$	歐元兌美元	1,144	36
RMB against US\$	人民幣兌美元	310	-

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綜合財務報表附註

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38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

The carrying amounts of foreign currency denominated intra-group balances which have been eliminated in the consolidated financial statements of certain subsidiaries of which the functional currency are RMB, HK\$ and US\$ at the end of the reporting period are as follows:

		Amount due from/(to) group entities 應收／(付)集團實體款項	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$ against RMB	港元兌人民幣	557,736	585,407
US\$ against RMB	美元兌人民幣	17,311	28,383

Sensitivity analysis

Since the exchange rate of HK\$ is pegged with US\$, the Group does not expect any significant movements in the US\$/HK\$ exchange rates. Therefore, the following sensitivity analysis does not include the effect between US\$ and HK\$.

38. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

於報告期間結束時，以外幣計值的集團內公司間結餘的賬面值載列如下，有關結餘已於功能貨幣為人民幣、港元及美元的若干附屬公司的綜合財務報表內撇銷：

敏感性分析

由於港元與美元掛鈎，本集團預期美元／港元匯率並無任何重大變動。因此，下列敏感性分析並無包括美元與港元間的影響。

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

38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

The following table details the Group's sensitivity to a 10% increase and decrease in the functional currency of the respective group entity against relevant foreign currencies and all other variables were held constant. 10% is the sensitivity rate used by management in the assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currencies denominated monetary items and intragroup foreign currency balances and adjusts its translation at the period end for a 10% change in foreign currencies rates. A positive number below indicates an increase in post-tax profit for the year where foreign currencies strengthen 10% against functional currency (HK\$ or RMB or US\$) of the respective group entity. For a 10% weakening of foreign currencies against functional currency (HK\$ or RMB or US\$) of the respective group entity there would be an equal and opposite impact on the result for the year.

38. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

下表詳述本集團對各集團實體功能貨幣兌相關外幣升跌10%的敏感性，而所有其他變數維持不變。10%為管理層評估匯率可能合理變動的敏感性比率。敏感性分析僅包括尚未到期之以外幣列值的貨幣項目及集團內公司間外幣結餘，並於期末按10%的匯率變動調整其換算。下列正數顯示外幣兌各集團實體功能貨幣(港元或人民幣或美元)升值10%時本年度除稅後溢利的增加。外幣兌各集團實體功能貨幣(港元或人民幣或美元)貶值10%會對本年度業績產生相同及相反的影響。

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

38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

38. 金融工具 (續)

財務風險管理目標及政策 (續)

市場風險 (續)

貨幣風險 (續)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Increase (decrease) in post-tax profit for the year	本年度除稅後溢利增加(減少)		
Foreign currency against HK\$	外幣兌港元	232	236
Foreign currency against RMB	外幣兌人民幣	48,955	52,257
Foreign currency against US\$	外幣兌美元	(1,115)	38

In management's opinion, the sensitivity analysis is unrepresentative of the inherent currency risk as the exposure at the end of the reporting period does not reflect the exposure during the year.

Other price risk

The sensitivity analysis of the derivative financial instrument is disclosed in the section "fair value measurements of financial instruments" below.

管理層認為，由於報告期間結束時的風險並不反映年內的風險，故敏感性分析並不能代表內在貨幣風險。

其他價格風險

衍生金融工具的敏感性分析於下文「金融工具之公平值計量」一節披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

As at 31 December 2022 and 2021, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge obligations by the counterparties as at the end of reporting period are arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

Trade receivables arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group identifies trade receivables that are credit-impaired and assesses their ECL individually, and performs impairment assessment under ECL model on the remaining trade balances based on provision matrix. The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information (for example, the current and forecasted default rates in Asia-Pacific, North America and Europe as published by international credit agency, which reflect the general credit risk of the major debtors and the geographical market that they operate) that is available without undue cost or effort. 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 date. The grouping is regularly reviewed by the management of the Group to ensure relevant information about specific debtors is updated. In this regard, the management of the Group considers that the Group's credit risk is significantly reduced.

38. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估

於二零二二年及二零二一年十二月三十一日，本集團就對手方未能於報告期間結束時履行責任導致財務虧損所承擔的最高信貸風險，乃來自綜合財務狀況表所呈列各已確認金融資產的賬面值。

來自客戶合約之貿易應收款項

為盡量降低信貸風險，本集團管理層已委派團隊負責釐定信用額度、進行信用審批，並執行其他監控程序以確保採取跟進措施收回逾期債項。此外，本集團識別發生信貸減值之貿易應收款項並個別評估其預期信貸虧損，及根據撥備矩陣按預期信貸虧損模式對餘下貿易結餘進行減值評估。預期虧損率乃按賬款預期年期的歷史觀察所得違約率估計，並根據無需付出不必要的成本或努力而可獲得的前瞻性資料(例如由國際信貸機構刊發並反映主要債務人經營所在地域市場整體信貸風險的亞太區、北美及歐洲的當前及預測違約率)作出調整。本集團管理層使用該等前瞻性資料評估報告日期的現狀及預測變動。本集團管理層定期檢討有關分組，以確保特定賬款的相關資料已獲更新。就此而言，本集團管理層認為本集團的信貸風險已大幅減少。

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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

38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group had concentration of credit risk on trade receivables as 17.2% (2021: 15.1%) of the total trade receivables were due from the Group's largest debtor based in Hong Kong and 42.0% (2021: 43.7%) of the total trade receivables were due from the Group's largest five debtors, which were mainly based in Hong Kong and Sri Lanka as at 31 December 2022.

Bills receivables, pledged bank deposits, short term bank deposits and bank balances

The credit risks for bills receivables, pledged bank deposits, short term bank deposits and bank balances are limited because such amounts are placed in banks with high credit ratings assigned by international credit-rating agencies or state-owned banks.

The Group has concentration of credit risk on liquid funds which are deposited with several reputable banks.

38. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團就貿易應收款項有集中信貸風險，乃因於二零二二年十二月三十一日，貿易應收款項總額的17.2% (二零二一年：15.1%) 來自應收本集團最大債務人 (位於香港) 的款項，而貿易應收款項總額的42.0% (二零二一年：43.7%) 來自應收本集團五大債務人 (主要位於香港及斯里蘭卡) 的款項。

應收票據、已抵押銀行存款、短期銀行存款及銀行結餘

由於應收票據、已抵押銀行存款、短期銀行存款及銀行結餘乃存放於獲國際信貸評級機構給予高信貸評級的銀行或國有銀行，故有關款項的信貸風險有限。

本集團就存放於若干信譽良好銀行的流動資金有集中信貸風險。

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綜合財務報表附註

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38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

38. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

本集團的內部信貸風險分級評估包括下列類別：

Internal credit rating	Description	Trade receivables	Other financial assets at amortised cost
內部信貸評級	描述	貿易應收款項	按攤銷成本列賬的其他金融資產
Low risk	The counterparty has a low risk of default and does not have any past-due amounts or the past-due amounts are insignificant	Lifetime ECL - not credit-impaired	12m ECL
低風險	對手方的違約風險偏低，且並無任何逾期款項或逾期款項並不重大	全期預期信貸虧損 － 未發生信貸減值	12個月預期信貸虧損
Watch list	Debtor frequently repays after due dates but usually settle after due date	Lifetime ECL - not credit-impaired	12m ECL
觀察名單	債務人經常於到期日後償還但通常於到期日後償還	全期預期信貸虧損 － 未發生信貸減值	12個月預期信貸虧損
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL - not credit-impaired	Lifetime ECL - not credit-impaired
存疑	透過內部或外部資源形成的資料可知信貸風險自首次確認以來顯著增加	全期預期信貸虧損 － 未發生信貸減值	全期預期信貸虧損 － 未發生信貸減值
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL - credit-impaired	Lifetime ECL - credit-impaired
虧損	有證據顯示該資產發生信貸減值	全期預期信貸虧損 － 發生信貸減值	全期預期信貸虧損 － 發生信貸減值
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off
撇銷	有證據顯示債務人陷入嚴重財務困難且本集團認為無實際收回可能	撇銷該金額	撇銷該金額

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38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

The tables below detail the credit risk exposures of the Group's financial assets at amortised cost which are subject to ECL assessment:

38. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

下表詳述須進行預期信貸虧損評估的本集團按攤銷成本列賬的金融資產面臨的信貸風險：

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL 12個月或 全期預期信貸虧損	2022 Gross carrying amount 二零二二年 賬面總額 HK\$'000 千港元	2021 Gross carrying amount 二零二一年 賬面總額 HK\$'000 千港元
	附註	外部信貸評級	內部信貸評級			
Financial assets at amortised cost						
按攤銷成本列賬的金融資產						
Trade receivables	20	N/A	Note (a)	Lifetime ECL (provision matrix)	635,577	827,775
貿易應收款項		不適用	附註(a)	全期預期信貸虧損 (撥備矩陣)		
	20	N/A	Note (a)	Credit-impaired	16,098	18,024
		不適用	附註(a)	發生信貸減值	651,675	845,799
Bills receivables	20	N/A	N/A	12m ECL	23,018	28,267
應收票據		不適用	不適用	12個月預期信貸虧損		
Other receivables and deposits	21	N/A	Note (b)	12m ECL	52,448	61,481
其他應收款項及按金		不適用	附註(b)	12個月預期信貸虧損		
Pledged bank deposits	22	Note (c)	N/A	12m ECL	68,428	121,607
已抵押銀行存款		附註(c)	不適用	12個月預期信貸虧損		
Short term bank deposits	22	Note (c)	N/A	12m ECL	36,954	163,814
短期銀行存款		附註(c)	不適用	12個月預期信貸虧損		
Bank balances	22	Note (c)	N/A	12m ECL	1,050,868	898,387
銀行結餘		附註(c)	不適用	12個月預期信貸虧損		

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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

38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes:

- (a) For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the credit loss allowance at lifetime ECL. Except for debtors with significant outstanding balances that are credit-impaired, the Group determines the ECL on these items by using a provision matrix, grouped by internal credit rating.
- (b) For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition. All of these balances are either not past due or have no fixed repayment term at 31 December 2022 and 2021.
- (c) The Group's exposure to credit risk arising from pledged bank deposits, short term bank deposits and bank balances is limited because most of such balances are placed in banks with high credit ratings assigned by international credit-rating agencies or state-owned banks, for which the Group considers to have low credit risk.

Provision matrix – internal credit rating

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to its manufacturing and trading of elastic fabric, lace and webbing operation. The following table provides information about the exposure to credit risk for trade receivables which are assessed on a collective basis within lifetime ECL (not credit-impaired). Credit-impaired customers with gross carrying amount of HK\$16,098,000 (2021: HK\$18,024,000) as at 31 December 2022 were assessed individually.

38. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

附註：

- (a) 就貿易應收款項而言，本集團已應用香港財務報告準則第9號的簡化法計量全期預期信貸虧損的信貸虧損撥備。除具有重大未償還結餘或發生信貸減值的賬款外，本集團使用撥備矩陣釐定該等項目的預期信貸虧損，並按內部信貸評級分組。
- (b) 就內部信貸風險管理而言，本集團使用逾期資料評估信貸風險自首次確認以來是否顯著增加。所有該等結餘於二零二二年及二零二一年十二月三十一日未逾期或無固定償還期限。
- (c) 本集團所承擔之來自自己抵押銀行存款、短期銀行存款及銀行結餘的信貸風險有限，因該等結餘大多存放於獲國際信貸評級機構給予高信貸評級的銀行或國有銀行，其被本集團視為信貸風險較低。

撥備矩陣 – 內部信貸評級

作為本集團信貸風險管理的一部分，本集團就製造及買賣彈性織物面料、蕾絲及織帶業務對其客戶進行內部信貸評級。下表提供有關於全期預期信貸虧損（未發生信貸減值）內按集體基準評估的貿易應收款項信貸風險之資料。於二零二二年十二月三十一日，賬面總額為16,098,000港元（二零二一年：18,024,000港元）的信貸減值客戶乃經個別評估。

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綜合財務報表附註

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38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Gross carrying amount

Internal credit rating	內部信貸評級
Grades 1-2: Low risk	1-2 級：低風險
Grade 3: Watch list	3 級：觀察名單
Grade 4: Doubtful	4 級：存疑

During the year ended 31 December 2022, lifetime ECL (not credit-impaired) on trade receivables was provided based on the provision matrix.

As at 31 December 2022, the weighted average loss rate applied in determining the lifetime ECL (not credit-impaired) was 0.6% (2021: 0.8%).

38. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

賬面總額

2022	2021
Trade receivables	Trade receivables
二零二二年	二零二一年
貿易應收款項	貿易應收款項
HK\$'000	HK\$'000
千港元	千港元
553,422	718,689
82,155	106,725
-	2,361
635,577	827,775

截至二零二二年十二月三十一日止年度，貿易應收款項之全期預期信貸虧損（未發生信貸減值）乃根據撥備矩陣計提。

於二零二二年十二月三十一日，應用於釐定全期預期信貸虧損（未發生信貸減值）的加權平均虧損率為0.6%（二零二一年：0.8%）。

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38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Gross carrying amount (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

38. 金融工具 (續)

財務風險管理目標及政策 (續)

信貸風險及減值評估 (續)

賬面總額 (續)

下表顯示已按簡化法就貿易應收款項確認的全期預期信貸虧損變動。

		Lifetime ECL (not credit- impaired) 全期預期 信貸虧損 (未發生 信貸減值) HK\$'000 千港元	Lifetime ECL (credit- impaired) 全期預期 信貸虧損 (發生 信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	12,669	-	12,669
Changes due to trade receivables recognised:	已確認貿易應收款項所致變動：			
- impairment losses recognised on financial assets carried forward from 1 January 2021	- 自二零二一年一月一日結轉的金融資產已確認減值虧損	-	13,615	13,615
- transfer to credit-impaired	- 轉撥至信貸減值	(4,409)	4,409	-
- impairment losses recognised on new financial assets originated	- 就產生的新金融資產已確認減值虧損	6,612	-	6,612
- impairment losses reversed	- 已撥回減值虧損	(8,260)	-	(8,260)
At 31 December 2021	於二零二一年十二月三十一日	6,612	18,024	24,636
Changes due to trade receivables recognised:	已確認貿易應收款項所致變動：			
- impairment losses recognised on new financial assets originated	- 就產生的新金融資產已確認減值虧損	3,850	-	3,850
- impairment losses reversed	- 已撥回減值虧損	(6,516)	(4)	(6,520)
- Write-off	- 撇銷	-	(408)	(408)
Exchange adjustments	匯兌調整	(96)	(1,514)	(1,610)
At 31 December 2022	於二零二二年十二月三十一日	3,850	16,098	19,948

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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

38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Gross carrying amount (Continued)

During the year, there were impairment losses reversed due to the settlement of trade receivables carried forward from prior year. As a result, a reversal of provision of HK\$6,520,000 (2021: HK\$8,260,000) has been recognised in the current year.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

Liquidity risk

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the operations and mitigate the effects of fluctuations in cash flows. The Group relies on bank and other borrowings as a significant source of liquidity. As at 31 December 2022, the Group has unutilised banking facilities of HK\$3,729,742,000 (2021: HK\$3,901,847,000). The management of the Group monitors the utilisation of borrowings and ensures compliance with loan covenants.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities and lease liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities and lease liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks or financial institutions choosing to exercise their rights. The table includes both interest and principal cash flows.

To the extent that interest flows are floating rate, the undiscounted amount is derived from the interest rate at the end of the reporting period.

38. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

賬面總額(續)

於本年度錄得已撥回減值虧損，原因為收回上一年度結轉貿易應收款項。因此，本年度確認撥備撥回6,520,000港元(二零二一年：8,260,000港元)。

倘有資料顯示債務人陷入嚴重財務困難且無實際收回可能，例如債務人遭清盤或已進入破產程序，或貿易應收款項已逾期超過兩年(以較早者為準)，則本集團會撇銷貿易應收款項。

流動資金風險

就管理流動資金風險而言，本集團監控及維持本集團管理層視為足夠的現金及現金等價物水平，以撥付營運所需資金及減輕現金流量波動的影響。本集團依賴銀行及其他借款以作為流動資金主要來源。於二零二二年十二月三十一日，本集團有未動用銀行融資3,729,742,000港元(二零二一年：3,901,847,000港元)。本集團管理層監控借款的使用情況，並確保其遵守貸款契約。

下表詳列本集團就其非衍生金融負債及租賃負債的剩餘合約到期情況。下表乃根據本集團須付款的最早日期，按金融負債及租賃負債的未貼現現金流量編製。特別是，包含按要償還條款的銀行借款包括於最早組別，不論銀行或金融機構可能選擇行使其權利的可能性。該表包括利息及主要現金流量。

因利息流量為浮動利率，未貼現金額以報告期間結束時的利率計算。

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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

38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables

38. 金融工具 (續)

財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表

		Weighted average effective interest rate	Repayable on demand or within 3 months 按要求或三個月內償還	Between 3 months to 1 year 三個月至一年	Between 1 year to 5 years 一年至五年	More than 5 years 超過五年	Total undiscounted cash flows 未貼現現金流量總額	Carrying amount at the end of the reporting date 於報告日期結束時的賬面值
			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	HK\$'000 千港元
At 31 December 2022	於二零二二年十二月三十一日							
Non-derivative financial liabilities	非衍生金融負債							
Trade payables	貿易應付款項	N/A 不適用	301,525	-	-	-	301,525	301,525
Bills payables	應付票據	N/A 不適用	120,977	106,634	-	-	227,611	227,611
Other payables and accrued charges	其他應付款項及應計費用	N/A 不適用	289,707	-	-	-	289,707	289,707
Bank borrowings – variable rate	銀行借款 – 浮息	6.02%	1,414,624	512,488	-	-	1,927,112	1,874,637
Bank borrowings – fixed rate	銀行借款 – 定息	3.42%	122,082	-	-	-	122,082	118,048
Other borrowings – variable rate	其他借款 – 浮息	6.52%	-	-	112,876	-	112,876	105,515
			2,248,915	619,122	112,876	-	2,980,913	2,917,043
Lease liabilities	租賃負債	4.06%	11,606	34,818	54,886	119,207	220,498	131,546
At 31 December 2021	於二零二一年十二月三十一日							
Non-derivative financial liabilities	非衍生金融負債							
Trade payables	貿易應付款項	N/A 不適用	370,193	-	-	-	370,193	370,193
Bills payables	應付票據	N/A 不適用	282,431	161,607	-	-	444,038	444,038
Other payables and accrued charges	其他應付款項及應計費用	N/A 不適用	357,062	-	-	-	357,062	357,062
Bank borrowings – variable rate	銀行借款 – 浮息	2.05%	1,318,999	196,306	606,248	-	2,121,553	2,090,380
Other borrowings – variable rate	其他借款 – 浮息	2.78%	10,796	32,387	28,593	-	71,776	70,024
			2,339,481	390,300	634,841	-	3,364,622	3,331,697
Lease liabilities	租賃負債	5.29%	13,453	38,984	94,421	122,496	269,354	171,715

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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

38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables (Continued)

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

As at 31 December 2022, the aggregate undiscounted principal amount of bank borrowings with repayment on demand clause amounting to HK\$1,517,816,000 (2021: HK\$1,296,497,000) are included in “Repayment on demand or within 3 months” time band in the above maturity analysis. Taking into account the Group’s financial position, the management of the Group does not believe that it is probable that the banks or financial institutions will exercise their discretionary rights to demand immediate repayment. The management of the Group believes that such bank borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

38. 金融工具 (續)

財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表 (續)

倘浮動利率的變動有別於報告期間結束時的估計利率，上文所載列非衍生金融負債的浮動利率工具的金額亦會變動。

於二零二二年十二月三十一日，包含按要求償還條款的銀行借款的未貼現本金總額1,517,816,000港元(二零二一年：1,296,497,000港元)乃計入上文到期日分析「按要求或三個月內償還」的時間組別。計及本集團的財務狀況，本集團管理層相信，銀行或金融機構不大可能行使彼等的酌情權要求即時償還。本集團管理層相信，該等銀行借款將依照貸款協議所載計劃償還日期償還。

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綜合財務報表附註

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

38. FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables (Continued)

For the purpose of managing liquidity risk, the management of the Group reviews the expected cash flow information of the Group's bank borrowings based on the scheduled repayment dates set out in the agreement as set out in the table below:

38. 金融工具 (續)

財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金表 (續)

就管理流動資金風險而言，本集團管理層根據協議所載計劃償還日期（如下表所載）審閱本集團銀行借款的估計現金流量資料：

		Weighted average interest rate	Within 3 months	Between 3 months to 1 year	Between 1 year to 5 years	Total undiscounted cash flows	Carrying amount at the end of the reporting period
		加權平均 利率 %	三個月內 HK\$'000 千港元	三個月至 一年 HK\$'000 千港元	一年至五年 HK\$'000 千港元	未貼現 現金流量 總額 HK\$'000 千港元	於報告期間 結束時的 賬面值 HK\$'000 千港元
Bank borrowings	銀行借款						
At 31 December 2022	於二零二二年十二月三十一日	5.83	1,187,538	211,985	196,308	1,595,831	1,517,816
At 31 December 2021	於二零二一年十二月三十一日	1.81	1,000,560	129,358	154,629	1,284,547	1,296,497

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38. FINANCIAL INSTRUMENTS (Continued)

Disclosure of risks arising from the interest rate benchmark reform

Several of the Group's LIBOR bank loans will be subject to the interest rate benchmark reform. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

LIBOR

As at 31 December 2022, all LIBOR settings have been either ceased to be provided by any administrator or no longer be representative, except for US dollar settings which will be ceased immediately after 30 June 2023.

During the year ended 31 December 2022, certain borrowings linked to US\$ LIBOR with principal amounting HK\$163,800,000 had been refinanced and linked to SOFR. As at 31 December 2022, the Group has SOFR linked borrowings amounting to HK\$85,800,000.

HIBOR

While the Hong Kong Dollar Overnight Index Average ("HONIA") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist.

38. 金融工具 (續)

利率基準改革產生的風險披露

本集團若干按倫敦銀行同業拆息計息之銀行借貸將受限於利率基準改革。本集團正密切關注市場並管理新利率基準之過渡程序，其中包括相關銀行同業拆息監管機構作出的公告。

倫敦銀行同業拆息

於二零二二年十二月三十一日，所有倫敦銀行同業拆息設置已不再由任何執行機構提供或不再具有代表性，惟美元設置除外，於二零二三年六月三十日後將立即暫停。

於截至二零二二年十二月三十一日止年度，與美元倫敦銀行同業拆息掛鈎的本金為163,800,000港元的若干借款已進行再融資，並與擔保隔夜融資利率掛鈎。於二零二二年十二月三十一日，本集團有85,800,000港元的借款與擔保隔夜融資利率掛鈎。

香港銀行同業拆息

儘管港元隔夜平均指數（「港元隔夜平均指數」）已被確定為香港銀行同業拆息之替代品，但並無計劃終止香港銀行同業拆息。香港已採用多利率方法，即香港銀行同業拆息與港元隔夜平均指數將並存。

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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

38. FINANCIAL INSTRUMENTS (Continued)

Disclosure of risks arising from the interest rate benchmark reform (Continued)

Progress towards implementation of alternative benchmark interest rates

As part of the Group's risk management for transition, new contracts entered into by the Group are linked to the relevant alternative benchmark rates or interest rates which are not subject to reform to the extent feasible.

The Group is planning to transit the LIBOR-linked contract through introduction of, or amendments to, fallback clauses into the contracts which will change the basis for determining the interest cash flows from LIBOR to alternative reference rate at an agreed point in time.

The following table shows the total amounts of outstanding contracts and the progress in completing the transition to alternative benchmark rates as at 31 December 2021 and 2022. The amounts of financial liabilities are shown at their carrying amounts.

Financial instruments prior to transition 過渡前的金融工具	Maturing in 到期年限	HK\$'000 千港元	Transition progress for financial instruments 金融工具的過渡進展
Non-derivative financial liabilities 非衍生金融負債			
Bank and other borrowings linked to US\$ LIBOR	2023-2026	509,782 (2021: 750,462)	Expected to transit in latest by June 2023
與美元倫敦銀行同業拆息掛鈎的銀行及其他借款	二零二三年至二零二六年	509,782 (二零二一年：750,462)	預期最晚於二零二三年六月前過渡
Bank borrowings linked to HIBOR	2023-2027	995,500 (2021: 1,409,942)	HIBOR will continue till maturity
與香港銀行同業拆息掛鈎的銀行借款	二零二三年至二零二七年	995,500 (二零二一年：1,409,942)	香港銀行同業拆息將持續直至到期

38. 金融工具 (續)

利率基準改革產生的風險披露 (續)

替代基準利率的實施進展

作為本集團過渡風險管理的一部分，本集團簽訂的新合約與相關替代基準利率或於可行範圍內不受改革限制的利率掛鈎。

本集團正在計劃透過在合約中引入或修訂後備條款，過渡與倫敦銀行同業拆息掛鈎的合約，並將於約定的時間點將釐定利息現金流量的基礎自倫敦銀行同業拆息變更為替代參考利率。

下表顯示於二零二一年及二零二二年十二月三十一日的未償還合約總額及完成過渡至替代基準利率的進展。金融負債金額以其賬面值列示。

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38. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments

Fair value of the financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial liabilities 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 liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Level 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

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

38. 金融工具 (續)

金融工具之公平值計量

以經常性基準按公平值計量的金融負債的公平值

本集團部分金融負債乃於各報告期間結束時按公平值計量。下表載列有關該等金融負債之公平值釐定方法的資料(尤其是所使用的估值技術及輸入數據), 以及基於公平值計量輸入數據的可觀察程度而劃分的公平值計量層級(第一至三級)。

- 第一級輸入數據為實體可於計量日期評估的完全相同的資產於活躍市場的報價(未調整);
- 第二級輸入數據為不包括第一級報價的資產的可直接或間接觀察的輸入數據; 及
- 第三級輸入數據為資產的不可觀察輸入數據。

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38. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the financial liabilities that are measured at fair value on a recurring basis (Continued)

	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 techniques and key inputs 估值技術及主要輸入數據	Sensitivity 敏感度
	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元			
(1) Derivative financial liability (see Note 29)	Put option - #	Put option - 1,092	Level 3	Fair value derived by valuation model, Monte Carlo Simulation Model. The key unobservable inputs used by the Group mainly included expected volatility of comparable companies, Weighted Average Cost of Capital ("WACC") and discount for lack of marketability.	The fair value of the derivative financial liability as a whole is negatively correlated with the WACC and positively correlated with the discount for lack of marketability and the expected volatility of comparable companies. As at 31 December 2021, it is estimated that with all other variables held constant, an increase/decrease in: - WACC by 3% would have decreased/increased the fair value of the derivative financial liability by HK\$299,000/HK\$335,000; - Discount for lack of marketability by 5% would have increased/decreased the fair value of the derivative financial liability by HK\$121,000/HK\$109,000; - Expected volatility of comparable companies by 10% would have increased/decreased the fair value of the derivative financial liability by HK\$252,000/HK\$236,000.
(1) 衍生金融負債 (見附註29)	認沽期權 - #	認沽期權 - 1,092	第三級	按估值模型蒙特卡羅模擬模型得出的公平值。本集團所用的主要不可觀察輸入數據主要包括可資比較公司的預期波幅、加權平均資本成本(「加權平均資本成本」)及缺少適銷性的折讓。	衍生金融負債的公平值整體與加權平均資本成本成反比，與缺少適銷性的折讓及可資比較公司的預期波幅成正比。 於二零二一年十二月三十一日，估計在所有其他變數維持不變的情況下，倘： - 加權平均資本成本增加/減少3%，將導致衍生金融負債的公平值減少/增加299,000港元/335,000港元； - 缺乏適銷性的折讓增加/減少5%，將導致衍生金融負債的公平值增加/減少121,000港元/109,000港元； - 可資比較公司的預期波幅增加/減少10%，將導致衍生金融負債的公平值增加/減少252,000港元/236,000港元。

The derivative financial liability represented the put option granted to the other shareholder of a joint venture of the Group and the rights to exercise of such option was expired on 30 June 2022.

衍生金融負債指向本集團合營企業的其他股東授出的認沽期權，行使該等認沽期權的權利已於二零二二年六月三十日到期。

There is no transfers among Level 1, Level 2 and Level 3 during both years.

於兩個年度內，第一級、第二級及第三級間概無任何轉移。

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38. FINANCIAL INSTRUMENTS (Continued)

Fair value measurements of financial instruments (Continued)

Fair value of the financial assets and liabilities that are not measured at fair value on a recurring basis

The management of the Group estimates the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis.

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

Valuation process

The financial controller of the Group is responsible to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data or information provided by counterparty financial institutions to the extent it is available. Where Level 1 inputs are not available or counterparty (investee or fund manager) cannot provide sufficient information in relation to fair value, the management of the Group engages third party qualified valuers to perform the valuation. The financial controller reports to management of the Group semi-annually to explain the cause of fluctuations in the fair value of the assets.

Information about the valuation techniques and inputs used in determining the fair value of various financial instruments are disclosed above.

38. 金融工具(續)

金融工具之公平值計量(續)

並非按經常性基準以公平值計量的金融資產及負債的公平值

本集團管理層使用貼現現金流量分析估計按攤銷成本計量的金融資產及金融負債的公平值。

本集團管理層認為綜合財務報表中按攤銷成本入賬的金融資產及金融負債賬面值與彼等的公平值相若。

估值程序

本集團財務總監負責釐定合適的公平值計量估值技術及輸入數據。

於估計資產或負債的公平值時，本集團在可得情況下均採用市場可觀察數據或對手方金融機構提供的資料。倘並無第一級輸入數據或對手方(被投資公司或基金經理)未能提供有關公平值的足夠資料，本集團管理層委聘第三方合資格估值師進行估值。財務總監每半年向本集團管理層匯報，以解釋資產公平值波動的原因。

有關釐定多項金融工具公平值時所採用的估值技術及輸入數據的資料於上文披露。

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38. FINANCIAL INSTRUMENTS (Continued)

Reconciliation of Level 3 fair value measurement

		Derivative financial liability 衍生金融負債 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	(1,402)
Total gains:	總收益：	
– in profit or loss	– 計入損益	310
At 31 December 2021	於二零二一年十二月三十一日	(1,092)
Total gain:	總收益：	
– in profit or loss	– 計入損益	1,092
At 31 December 2022	於二零二二年十二月三十一日	-

38. 金融工具 (續)

第三級公平值計量的對賬

39. SHARE-BASED PAYMENTS

The Company's Pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") and share option scheme (the "Share Option Scheme") were adopted pursuant to a resolution passed on 8 May 2014 for the primary purpose of providing incentives to directors and eligible employees, and will expire at the end of five years and ten years from the date of grant of respective share options for Pre-IPO Share Options Scheme and the Share Option Scheme, respectively.

For the Share Option Scheme, no share option was granted since its adoption.

At 31 December 2022 and 2021, there is no granted share options remained outstanding under the Pre-IPO Share Options Scheme.

Details of the principal terms of the Pre-IPO Share Option Scheme and Share Option Scheme are disclosed in the "Report of the Directors" included in the Annual Report 2022 of the Company.

39. 以股份為基礎的付款

本公司根據於二零一四年五月八日通過的決議案採納首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)及購股權計劃(「購股權計劃」)，主要為董事及合資格僱員提供激勵，並分別將於首次公開發售前購股權計劃及購股權計劃授出各購股權日期起五年及十年末到期。

就購股權計劃而言，自其採納起並無授出購股權。

於二零二二年及二零二一年十二月三十一日，概無根據首次公開發售前購股權計劃已授出尚未行使的購股權。

首次公開發售前購股權計劃及購股權計劃之主要條款的詳情於本公司二零二二年年報所載「董事會報告」披露。

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40. RELATED PARTY TRANSACTIONS

Other than disclosed elsewhere in the consolidated financial statements, the Group had the following related party transactions during the year:

(a)

Nature of transaction 交易性質		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Sales of goods to a joint venture	向合營企業銷售貨物	1,961	1,969
Purchase of goods from a joint venture	自合營企業購買貨物	75,416	80,671
Sales of goods to a related company*	向一間關聯公司銷售貨物*	117,846	117,536
Sales of goods to other related companies#	向其他關聯公司銷售貨物#	779,006	847,062
Interest expense on other borrowing from one of the other related companies#	自其中一間其他關聯公司的其他借款利息開支#	3,030	1,002
Operating expenses to other related companies#	向其他關聯公司支付經營開支#	65,719	70,150

* Related companies controlled by close family members of certain directors of the Company.

The other related companies are fellow subsidiaries of the non-controlling shareholders of subsidiaries who have significant influence over subsidiaries of the Group.

(b) Compensation to key management personnel of the Group which represents directors of the Company is set out in Note 10.

40. 關聯方交易

除綜合財務報表其他部分所披露者外，本集團於年內有下列關聯方交易：

* 由本公司若干董事的近親家族成員控制的關聯公司。

該等其他關聯公司為對本集團附屬公司具有重大影響之附屬公司非控股股東的同系附屬公司。

(b) 本集團主要管理人員（即本公司董事）的酬金載於附註10。

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40. RELATED PARTY TRANSACTIONS

(Continued)

- (c) The Group also has the following related party transactions and balances regarding to the lease agreements entered into by the Group as a lessee.

Nature of transaction/balances 交易／結餘性質		2022	2021
		二零二二年 HK\$'000 千港元	二零二一年 HK\$'000 千港元
Interest expense on lease liability to a related company*	向一間關聯公司支付租賃負債利息開支*	1,510	567
Lease liability to a related company*	向一間關聯公司償還租賃負債*	12,633	19,104
Interest expense in respect of rental premises to Mr. Lu	向盧先生支付的租賃物業利息開支	1,216	1,039
Lease liability in respect of rental premises to Mr. Lu	向盧先生償還租賃物業租賃負債	7,697	10,677
Interest expense to one of the other related companies#	向其中一間其他關聯公司支付利息開支#	532	776
Lease liability to one of the other related companies#	向其中一間其他關聯公司償還租賃負債#	7,012	11,739

* A related company controlled by close family members of certain directors of the Company.

The other related companies are fellow subsidiary of the non-controlling shareholder who have significant influence over subsidiaries of the Group.

- (d) Details of the other balances with related parties at the end of reporting period are disclosed in the consolidated statement of financial position and Notes 20, 21, 23, 25, 26 and 27.
- (e) Details of the acquisition of a business from a non-controlling shareholder of a non-wholly owned subsidiary during the year ended 31 December 2021 are disclosed in Note 33.

40. 關聯方交易 (續)

- (c) 本集團亦就本集團作為承租人訂立的該等租賃協議有下列關聯方交易及結餘。

* 由本公司若干董事的近親家族成員控制的關聯公司。

該等其他關聯公司為對本集團附屬公司具有重大影響之非控股股東的同系附屬公司。

- (d) 有關於報告期間結束時於關聯方之其他結餘的詳情於綜合財務狀況表以及附註20、21、23、25、26及27中披露。
- (e) 有關於截至二零二一年十二月三十一日止年度自非全資附屬公司之一名非控股股東收購業務的詳情於附註33中披露。

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41. DETAILS OF SUBSIDIARIES

As at 31 December 2022 and 2021, the Company has the following subsidiaries:

41. 附屬公司之詳情

於二零二二年及二零二一年十二月三十一日，本公司有以下附屬公司：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Place of operation 經營地點	Charter capital/ paid up share capital/ registered capital 章程資本/ 繳足股本/註冊資本	Proportion of ownership interest held by the Company as at 31 December 本公司 於十二月三十一日 所持擁有權權益比例		Principal activities 主要業務
				2022 二零二二年 %	2021 二零二一年 %	
BPT Holdings 超盈紡織控股	BVI 英屬處女群島	Hong Kong 香港	Ordinary US\$20,000 普通股20,000 美元	100	100	Investment holding 投資控股
Best Pacific Textile International Limited 超盈紡織國際有限公司	BVI 英屬處女群島	Hong Kong 香港	Ordinary US\$100 普通股100美元	100	100	Investment holding 投資控股
Best Pacific Textile Limited 超盈紡織有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	100	100	Investment holding and trading of elastic fabric and lace 投資控股及買賣彈性織 物面料及蕾絲
Best Pacific Investment (Hong Kong) Limited 超盈投資(香港)有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	100	Investment holding and provision of agency services to group companies 投資控股及向集團 公司提供代理服務
Best Pacific Management Services Limited (Formerly known as Best Pacific Textile (Hong Kong) Limited) 超盈管理服務有限公司(前稱 超盈紡織(香港)有限公司)	Hong Kong 香港	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	100	Provision of management services to group companies 向集團公司提供 管理服務

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41. DETAILS OF SUBSIDIARIES (Continued)

41. 附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Place of operation 經營地點	Charter capital/ paid up share capital/ registered capital 章程資本/ 繳足股本/註冊資本	Proportion of ownership interest held by the Company as at 31 December 本公司 於十二月三十一日 所持擁有權益比例		Principal activities 主要業務
				2022 二零二二年 %	2021 二零二一年 %	
New Horizon Investment (Hong Kong) Limited 潤達投資(香港)有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	100	100	Investment holding and trading of elastic webbing 投資控股及買賣彈性織帶
Best Pacific International Investment Limited. 超盈國際投資有限公司 (Formerly known as New Horizon Elastic Fabric (Hong Kong) Limited) (前稱潤達彈性織物(香港)有限公司)	Hong Kong 香港	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	100	Investment holding 投資控股
Dongguan BPT 東莞超盈 (Note ii) (附註ii)	The PRC 中國	The PRC 中國	Paid-up registered capital HK\$1,427,021,270 (2021: HK\$1,394,272,942) 繳足註冊資本 1,427,021,270港元 (二零二一年： 1,394,272,942港元)	100	100	Manufacturing and trading of elastic fabric and lace 製造及買賣彈性織物面料及蕾絲
Dongguan NHE 東莞潤信 (Note ii) (附註ii)	The PRC 中國	The PRC 中國	Paid-up registered capital HK\$367,250,000 繳足註冊資本 367,250,000港元	100	100	Manufacturing and trading of elastic webbing 製造及買賣彈性織帶

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41. DETAILS OF SUBSIDIARIES (Continued)

41. 附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Place of operation 經營地點	Charter capital/ paid up share capital/ registered capital 章程資本/ 繳足股本/註冊資本	Proportion of ownership interest held by the Company as at 31 December 本公司 於十二月三十一日 所持擁有權權益比例		Principal activities 主要業務
				2022 二零二二年 %	2021 二零二一年 %	
Dongguan Best Pacific International Trading Company Limited 東莞超盈國際貿易有限公司 (Note ii) (附註ii)	The PRC 中國	The PRC 中國	Paid-up registered capital RMB1,000,000 繳足註冊資本 人民幣1,000,000元	100	100	Purchase of machineries, parts and raw materials 採購機器、零件及原材料
New Horizon International Investments Limited 潤達國際投資有限公司	BVI 英屬處女群島	Hong Kong 香港	Ordinary US\$100 普通股100美元	100	100	Investment holding 投資控股
Best Pacific International (Vietnam) Company Limited 超盈國際(越南)有限公司	BVI 英屬處女群島	Hong Kong 香港	Ordinary US\$100 普通股100美元	100	100	Investment holding 投資控股
Best Pacific (Vietnam) Company Limited 超盈(越南)有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary HK\$1 普通股1港元	100	100	Investment holding 投資控股
Best Pacific Vietnam Company Limited 超盈越南有限公司	Vietnam 越南	Vietnam 越南	Charter capital VND1,881,200,000,000 章程資本 1,881,200,000,000越南盾	100	100	Manufacturing and trading of elastic fabric and elastic webbing 製造及買賣彈性織物面料及彈性織帶
Best Pacific International Sri Lanka (Pannala) Limited	BVI 英屬處女群島	Hong Kong 香港	Ordinary US\$100 普通股100美元	100	100	Investment holding 投資控股
Best Pacific Textiles Lanka (Private) Limited ("BPTL")	Sri Lanka 斯里蘭卡	Sri Lanka 斯里蘭卡	Ordinary Sri Lankan rupee 4,715,125.600 普通股4,715,125.600 斯里蘭卡盧比	75	75	Manufacturing and trading of elastic fabric and elastic webbing 製造及買賣彈性織物面料及彈性織帶

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41. DETAILS OF SUBSIDIARIES (Continued)

41. 附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Place of operation 經營地點	Charter capital/ paid up share capital/ registered capital 章程資本/ 繳足股本/註冊資本	Proportion of ownership interest held by the Company as at 31 December 本公司 於十二月三十一日 所持擁有權益比例		Principal activities 主要業務
				2022 二零二二年 %	2021 二零二一年 %	
Best Pacific International Sri Lanka (Thulhiriya) Limited	BVI 英屬處女群島	Hong Kong 香港	Ordinary US\$100 普通股100美元	100	100	Investment holding 投資控股
Trischel	Sri Lanka 斯里蘭卡	Sri Lanka 斯里蘭卡	Ordinary US\$74,395,779 (2021: US\$68,695,779) 普通股74,395,779 美元 (二零二一年： 68,695,779美元)	51	51	Manufacturing and trading of elastic fabric 製造及買賣彈性織物面料
NexTex Innovations International Company Limited	BVI 英屬處女群島	Hong Kong 香港	Ordinary US\$100 普通股100 美元	100	100	Investment holding 投資控股
NexTex Innovations Incorporation Limited 超盈啟創科技有限公司	Hong Kong 香港	Hong Kong 香港	Ordinary HK\$1,000 普通股1,000港元	100	100	Investment holding and marketing 投資控股及營銷
NexTex Innovations Inc.	The United States of America 美國	The United States of America 美國	Ordinary US\$0.02 普通股0.02美元	100	100	Marketing 營銷
Best Pacific International (Singapore) Limited 超盈國際(新加坡)有限公司	BVI 英屬處女群島	Hong Kong 香港	Ordinary US\$100 普通股100 美元	100	100 (Note iii) (附註iii)	Inactive 暫無營業
Bravo Great Development Limited 博偉發展有限公司	BVI 英屬處女群島	Hong Kong 香港	Ordinary US\$100 普通股100 美元	100	100 (Note iii) (附註iii)	Inactive 暫無營業
Guizhou Best Pacific Textile Technology Holdings Company Limited 貴州浩盈紡織科技控股有限公司(前稱貴州超盈紡織科技控股有限公司) (Note ii) (附註ii)	The PRC 中國	The PRC 中國	Registered capital HK\$10,000,000 註冊資本 10,000,000 港元	100	100 (Note iii) (附註iii)	Investment holding 投資控股

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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

41. DETAILS OF SUBSIDIARIES (Continued)

41. 附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Place of operation 經營地點	Charter capital/ paid up share capital/ registered capital 章程資本/ 繳足股本/註冊資本	Proportion of ownership interest held by the Company as at 31 December 本公司 於十二月三十一日 所持擁有權權益比例		Principal activities 主要業務
				2022 二零二二年 %	2021 二零二一年 %	
Guizhou Best Pacific Textile Technology Limited 貴州星盈紡織科技有限公司 (Note ii) (附註ii)	The PRC 中國	The PRC 中國	Registered capital RMB10,000,000 註冊資本人民幣 10,000,000 元	100	100 (Note iii) (附註iii)	Inactive 暫無營業
Guizhou New Horizon Elastic Fabric Company Limited 貴州星潤彈性織物有限公司 (Note ii) (附註ii)	The PRC 中國	The PRC 中國	Registered capital RMB10,000,000 註冊資本人民幣 10,000,000 元	100	100 (Note iii) (附註iii)	Manufacturing and trading of elastic webbing 製造及買賣彈性織帶
Best Pacific Textile Singapore Private Limited 超盈紡織新加坡有限公司	Singapore 新加坡	Singapore 新加坡	Ordinary SGD50,000 普通股50,000新加坡元	100 (Note iv) (附註iv)	N/A 不適用	Inactive 暫無營業

Notes:

- (i) As at 31 December 2022 and 2021, other than BPT Holdings which is a directly wholly owned subsidiary of the Company, all of the above subsidiaries are indirectly held by the Company.
- (ii) The companies are wholly foreign owned enterprises established in the PRC.
- (iii) The companies were established or incorporated by the Group during the year ended 31 December 2021.
- (iv) The company was incorporated by the Group during the year ended 31 December 2022.

附註：

- (i) 於二零二二年及二零二一年十二月三十一日，除超盈紡織控股為本公司直接全資附屬公司外，所有以上附屬公司乃由本公司間接持有。
- (ii) 該等公司為在中國成立的外商獨資企業。
- (iii) 該等公司由本集團於截至二零二一年十二月三十一日止年度註冊或成立。
- (iv) 該等公司由本集團於截至二零二二年十二月三十一日止年度成立。

None of the Company's subsidiaries had issued any debt securities at the end of the reporting period.

本公司的附屬公司於報告期間結束時並無發行任何債務證券。

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41. DETAILS OF SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests

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

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及 主要營業地點	Proportion of ownership and voting rights held by non-controlling interests 非控股權益持有之 所有權及投票權比例		(Loss) profit allocated to non-controlling interests 分配至非控股權益(虧損)溢利		Accumulated non-controlling interests 累計非控股權益	
		As at 31 December 於十二月三十一日		Year ended 31 December 截至十二月三十一日止年度		As at 31 December 於十二月三十一日	
		2022 二零二二年	2021 二零二一年	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
BPTL	Sri Lanka 斯里蘭卡	25%	25%	(7,133)	(7,682)	22,994	30,224
Trischel	Sri Lanka 斯里蘭卡	49%	49%	(8,588)	7,234	75,238	61,564
				(15,721)	(448)	98,232	91,788

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

41. 附屬公司之詳情 (續)

擁有重大非控股權益之非全資附屬公司詳情

下表為本集團擁有重大非控股權益之非全資附屬公司詳情：

有關擁有重大非控股權益之本集團各附屬公司的財務資料概述載列如下。以下財務資料概述指集團內部抵銷前的金額。

		As at 31 December 於十二月三十一日	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
BPTL			
Current assets	流動資產	145,169	135,483
Non-current assets	非流動資產	455,075	396,097
Current liabilities	流動負債	(416,243)	(357,756)
Non-current liabilities	非流動負債	(92,009)	(52,919)
Equity attributable to owners of the Company	本公司擁有人應佔權益	68,998	90,681
Non-controlling interests of BPTL	BPTL非控股權益	22,994	30,224

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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

41. DETAILS OF SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

41. 附屬公司之詳情 (續)

擁有重大非控股權益之非全資附屬公司詳情 (續)

		Year ended 31 December	
		截至十二月三十一日止年度	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
BPTL (Continued) (續)			
Revenue	收入	221,486	180,135
Loss for the year	年度虧損	(28,529)	(30,724)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(21,396)	(23,042)
Loss attributable to the non-controlling interests of BPTL	BPTL非控股權益應佔虧損	(7,133)	(7,682)
Loss for the year	年度虧損	(28,529)	(30,724)
Other comprehensive (expense) income attributable to owners of the Company	本公司擁有人應佔其他全面(開支)收益	(287)	656
Other comprehensive (expense) income attributable to non-controlling interests of BPTL	BPTL非控股權益應佔其他全面(開支)收益	(97)	218
Other comprehensive (expense) income for the year	年度其他全面(開支)收益	(384)	874
Total comprehensive expense attributable to owners of the Company	本公司擁有人應佔全面開支總額	(21,683)	(22,386)
Total comprehensive expense attributable to non-controlling interests of BPTL	BPTL非控股權益應佔全面開支總額	(7,230)	(7,464)
Total comprehensive expense for the year	年度全面開支總額	(28,913)	(29,850)

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41. DETAILS OF SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests

(Continued)

Trischel		As at 31 December	
		於十二月三十一日	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Current assets	流動資產	234,467	312,214
Non-current assets	非流動資產	213,187	206,698
Current liabilities	流動負債	(243,451)	(318,017)
Non-current liabilities	非流動負債	(50,656)	(75,257)
Equity attributable to owners of the Company	本公司擁有人應佔權益	78,309	64,074
Non-controlling interests of Trischel	Trischel非控股權益	75,238	61,564

		Year ended 31 December	
		截至十二月三十一日止年度	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收入	451,417	521,599
(Loss) profit for the year	年度(虧損)溢利	(17,526)	14,761
(Loss) profit attributable to owners of the Company	本公司擁有人應佔(虧損)溢利	(8,938)	7,527
(Loss) profit attributable to the non-controlling interests of Trischel	Trischel非控股權益應佔(虧損)溢利	(8,588)	7,234
(Loss) profit for the year	年度(虧損)溢利	(17,526)	14,761
Other comprehensive (expense) income attributable to owners of the Company	本公司擁有人應佔其他全面(開支)收益	(432)	517
Other comprehensive (expense) income attributable to non-controlling interests of Trischel	Trischel非控股權益應佔其他全面(開支)收益	(413)	496
Other comprehensive (expense) income for the year	年度其他全面(開支)收益	(845)	1,013
Total comprehensive (expense) income attributable to owners of the Company	本公司擁有人應佔全面(開支)收益總額	(9,370)	8,044
Total comprehensive (expense) income attributable to non-controlling interests of Trischel	Trischel非控股權益應佔全面(開支)收益總額	(9,001)	7,730
Total comprehensive (expense) income for the year	年內全面(開支)收益總額	(18,371)	15,774

41. 附屬公司之詳情 (續)

擁有重大非控股權益之非全資附屬公司詳情 (續)

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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

42. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

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

42. 融資活動產生之負債的對賬

下表為本集團融資活動產生之負債變動詳情，包括現金及非現金變動。融資活動產生之負債乃為現金流量已於或未來現金流量將於本集團綜合現金流量表分類為融資活動現金流量之負債。

		Dividends payable	Bank and other borrowings#	Lease liabilities	Total
		應付股息	銀行及其他借款#	租賃負債	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 January 2021	於二零二一年一月一日	-	2,286,521	90,132	2,376,653
Financing cash flows	融資現金流量	(154,931)	(189,593)	(27,028)	(371,552)
Dividends declared (Note 14)	已宣派股息(附註14)	154,931	-	-	154,931
Finance costs (Note 9)	融資成本(附註9)	-	59,938	6,283	66,221
New leases entered/lease modified	訂立新租賃/ 租賃修訂	-	-	102,442	102,442
Exchange adjustments	匯兌調整	-	3,538	(114)	3,424
At 31 December 2021	於二零二一年 十二月三十一日	-	2,160,404	171,715	2,332,119
Financing cash flows	融資現金流量	(198,395)	(153,898)	(47,930)	(400,223)
Dividends declared (Note 14)	已宣派股息(附註14)	198,395	-	-	198,395
Finance costs (Note 9)	融資成本(附註9)	-	81,852	9,031	90,883
New leases entered/lease modified	訂立新租賃/ 租賃修訂	-	-	(1,810)	(1,810)
Exchange adjustments	匯兌調整	-	9,842	540	10,382
At 31 December 2022	於二零二二年 十二月三十一日	-	2,098,200	131,546	2,229,746

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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

43. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

43. 有關本公司財務狀況表資料

		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		
Unlisted investments in subsidiaries	於附屬公司非上市投資	151,642	111,010
Amounts due from subsidiaries	應收附屬公司款項	546,210	612,728
		697,852	723,738
Current assets	流動資產		
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	253	249
Bank balances and cash	銀行結餘及現金	97	101
		350	350
Current liability	流動負債		
Other payables	其他應付款項	22	7
Net current assets	流動資產淨值	328	343
Net assets	資產淨值	698,180	724,081
Capital and reserves	資本及儲備		
Share capital (Note 31)	股本(附註31)	10,398	10,398
Reserves	儲備	687,782	713,683
		698,180	724,081
Composition of reserves	儲備組成		
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Share premium	股份溢價	593,250	593,250
Retained profits	保留溢利	94,532	120,433
		687,782	713,683

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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

43. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

(Continued)

Movement in retained profits of the Company

		本公司保留溢利變動	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日	120,433	58,259
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	172,494	217,105
Dividends recognised as distribution (Note 14)	確認分派的股息 (附註14)	(198,395)	(154,931)
At 31 December	於十二月三十一日	94,532	120,433

The movement of share premium is set out in the consolidated statement of equity.

股份溢價的變動載於綜合權益表。

FIVE-YEAR FINANCIAL INFORMATION SUMMARY

五年財務資料摘要

A summary of the published results, assets and liabilities of the Group for the last five financial years, prepared on the basis as set out herein, is set out below:

本集團過去五個財政年度按本報告所載基準編製的已刊發業績、資產及負債摘要如下：

		For the year ended 31 December 截至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	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元 (Note) (附註)	2018 二零一八年 HK\$'000 千港元
Results	業績					
Revenue	收入	4,492,790	4,792,661	3,494,274	3,637,762	3,212,625
Profit for the year	年度溢利	283,478	401,346	249,193	299,079	280,232
Earnings per share	每股盈利					
- Basic (HK cents)	- 基本 (港仙)	28.77	38.64	24.79	28.92	27.34
- Diluted (HK cents)	- 攤薄 (港仙)	N/A 不適用	N/A 不適用	N/A 不適用	28.92	27.29
		At 31 December 於十二月三十一日				
		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 (Note) (附註)	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	3,079,054	3,623,493	3,018,630	2,596,408	2,227,922
Non-current assets	非流動資產	3,193,602	3,378,325	3,308,217	3,268,819	2,960,513
Total assets	資產總值	6,272,656	7,001,818	6,326,847	5,865,227	5,188,435
Current liabilities	流動負債	2,900,945	2,808,343	2,224,353	2,589,414	1,707,791
Non-current liabilities	非流動負債	233,264	820,229	1,084,313	660,735	1,023,224
Total liabilities	負債總額	3,134,209	3,628,572	3,308,666	3,250,149	2,731,015
Equity attributable to owners of the Company	本公司擁有人應佔權益	3,040,215	3,281,458	2,934,303	2,531,895	2,372,657
Non-controlling interests	非控股權益	98,232	91,788	83,878	83,183	84,763
Total equity	權益總額	3,138,447	3,373,246	3,018,181	2,615,078	2,457,420

Note: During the year ended 31 December 2019, the Group has applied HKFRS 16. Accordingly, certain comparative financial information for the year ended 31 December 2018 may not be comparable as such comparative information was prepared under HKAS 17 Leases.

附註：截至二零一九年十二月三十一日止年度，本集團已應用香港財務報告準則第16號。因此，截至二零一八年十二月三十一日止年度之若干比較財務資料可能無法用作比較，該等比較資料乃根據香港會計準則第17號租賃編製。

Best Pacific International Holdings Limited
超盈國際控股有限公司