



天臣控股有限公司 Tesson Holdings Limited

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 1201

2022 Annual Report 年度報告





CONTENTS 目錄

Corporate Information	企業資料	2
Financial Summary	財務概要	4
Chairman's Statement	主席報告	5
Management Discussion and Analysis	管理層之討論與分析	7
Biographical Details of Directors and Senior Management	董事及高級管理人員簡介	13
Directors' Report	董事會報告書	17
Corporate Governance Report	企業管治報告	28
Independent Auditor's Report	獨立核數師報告	43
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	48
Consolidated Statement of Financial Position	綜合財務狀況表	50
Consolidated Statement of Changes in Equity	綜合權益變動表	52
Consolidated Statement of Cash Flows	綜合現金流量表	53
Notes to the Consolidated Financial Statements	綜合財務賬目附註	55



EXECUTIVE DIRECTORS

Mr. Tin Kong (*Chairman*)
Ms. Cheng Hung Mui
Mr. Chan Wei
Ms. Liu Liu

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

AUDIT COMMITTEE

Mr. See Tak Wah (*Chairman*)
Dr. Ng Ka Wing
Mr. Wang Jinlin

REMUNERATION COMMITTEE

Dr. Ng Ka Wing (*Chairman*)
Mr. Tin Kong
Mr. See Tak Wah
Mr. Wang Jinlin

NOMINATION COMMITTEE

Mr. Tin Kong (*Chairman*)
Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

INTERNAL CONTROL COMMITTEE

Mr. Tin Kong (*Chairman*)
Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

AUTHORISED REPRESENTATIVES

Mr. Tin Kong
Mr. Chan Wei

COMPANY SECRETARY

Mr. Chan Wei

執行董事

田鋼先生(*主席*)
鄭紅梅女士
陳淮先生
劉柳女士

獨立非執行董事

吳家榮博士
施德華先生
王金林先生

審核委員會

施德華先生(*主席*)
吳家榮博士
王金林先生

薪酬委員會

吳家榮博士(*主席*)
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施德華先生
王金林先生

提名委員會

田鋼先生(*主席*)
吳家榮博士
施德華先生
王金林先生

內部監控委員會

田鋼先生(*主席*)
吳家榮博士
施德華先生
王金林先生

授權代表

田鋼先生
陳淮先生

公司秘書

陳淮先生

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PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
China CITIC Bank International Limited

AUDITOR

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總辦事處及主要營業地點

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主要往來銀行

中國銀行(香港)有限公司
中信銀行(國際)有限公司

核數師

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香港
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企業廣場第5期2座23樓

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FINANCIAL SUMMARY

財務概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and restated/reclassified as appropriate, is set out below:

本集團過去五個財政年度之業績、資產及負債之概要載列如下，乃摘錄自己刊發之經審核綜合財務賬目，並已經適當重列／重新分類：

		For the year ended 31 December 截至十二月三十一日止年度				
		2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 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
RESULTS	業績					
Profit/(loss) for the year	本年度溢利／(虧損)	24,237	(125,762)	39,482	(501,014)	(228,015)
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	59,163	(104,331)	(25,198)	(326,942)	(196,061)
Non-controlling interests	非控股權益	(34,926)	(21,431)	64,680	(174,072)	(31,954)
		24,237	(125,762)	39,482	(501,014)	(228,015)
		As at 31 December 於十二月三十一日				
		2018 二零一八年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 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
ASSETS AND LIABILITIES	資產及負債					
Non-current assets	非流動資產	779,896	840,035	805,870	593,571	353,441
Current assets	流動資產	3,203,089	2,335,477	2,187,925	1,934,860	343,413
Current liabilities	流動負債	(2,518,951)	(1,865,829)	(1,656,639)	(1,676,638)	(341,292)
Non-current liabilities	非流動負債	(239,629)	(204,407)	(96,766)	(61,189)	(14,997)
Net Assets	資產淨值	1,224,405	1,105,276	1,240,390	790,604	340,565
Attributable to:	下列人士應佔：					
Owners of the Company	本公司擁有人	1,047,318	976,740	1,049,978	764,589	528,776
Non-controlling interests	非控股權益	177,087	128,536	190,412	26,015	(188,211)
Total Equity	權益總額	1,224,405	1,105,276	1,240,390	790,604	340,565



On behalf of the board (the “**Board**”) of directors (the “**Directors**”), I hereby present the operational results of Tesson Holdings Limited (the “**Company**”) together with its subsidiaries (the “**Group**”) for the year ended 31 December 2022 to the shareholders of the Company (the “**Shareholders**”).

REVIEW

In 2022, preventive measures for the novel coronavirus disease (“**COVID-19**”) were still in place, travelling restriction continued, temporary lockdown was found unsurprising. Overall consumption sentiment of the general public had been reduced throughout these years, forming additional pressure on sales growth on consumer goods. Operation of the Group was still affected by such measures, production base of the battery products was temporarily closed and led to reduced production volume, revenue from the sales of battery products declined in the year.

Regarding another business of the Group's, considering the tightening of the monitoring policy on property developer imposed by the government, coupled with the downturn in the property market of the People's Republic of China (the “**PRC**”), the Group had discontinued its Property and Cultural Business (as defined thereafter). During the year, there was no material handover of property units by the Group as a consequence of COVID-19 preventive measures and temporary suspension of construction work in response to the sporadic outbreak of COVID-19, revenue from sales of property units was also immaterial. In order to allocate more resources to the Group's Lithium Ion Motive Battery Business (as defined thereafter), and enable the Group to focus on developing its battery products, the whole Property and Cultural Business (as defined thereafter) was disposed to the independent third party.

PROSPECTS

Having restructured the Group's business in 2022, the Group is able to concentrate its business development in the Lithium Ion Motive Battery Business (as defined thereafter). In the future, with the lifting of COVID-19 preventive measures, the Group believes that operation of the production base will be resumed to optimal level. The Group will adhere to enhance its product's efficiency, quality and safety, and further diversify its application to different household and industrial use. Our battery products will be promoted around the world, suitable for various electrical products. Without compromising products' quality, cost control and optimal resources allocation will continue to be the Group's operational focus. The Group will strive to achieve production with lowest possible cost with outstanding product quality, meanwhile promote its battery products in more locations to sustain sales growth, which is the best way to materialise our enterprise's value, as well as to maximise investment return to our Shareholders.

本人謹代表董事(「**董事**」)會(「**董事會**」)向本公司股東(「**股東**」)匯報天臣控股有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)截至二零二二年十二月三十一日止年度之經營業績。

回顧

於二零二二年，新型冠狀病毒病(「**COVID-19**」)的預防措施仍在實施，持續的旅行限制、暫時封鎖的情況在意料之中。這些年來，公眾整體消費意願有所下降，對消費品的銷售增長形成了額外壓力。本集團的運營仍遭受該等措施影響，電池產品生產基地暫時關閉，導致產量減少，本年度電池產品銷售收益下降。

就本集團另一項業務而言，鑑於政府訂立的物業發展商監管政策加強，以及中華人民共和國(「**中國**」)房地產市道低迷，本集團已終止經營物業及文化業務(定義見下文)。於本年度，由於COVID-19預防措施及因COVID-19零星爆發而臨時暫停施工，本集團並無交付物業單位，物業單位銷售收入亦微不足道。為分配更多資源至本集團的鋰離子動力電池業務(定義見下文)，使本集團能夠專注於開發電池產品，整項物業及文化業務(定義見下文)出售予獨立第三方。

展望

在二零二二年重組本集團業務後，本集團能夠將業務發展集中於鋰離子動力電池業務(定義見下文)方面。未來，隨著COVID-19預防措施的解除，本集團相信生產基地的運營將恢復最優水準。本集團將堅持提高產品效能、質量及安全，並使其應用進一步擴展到不同家居及工業用途。我們的電池產品將於全球推廣，適用於各種電氣產品。在不影響產品質量的情況下，成本控制及最優資源配置將繼續是本集團之營運重點。本集團將致力以盡可能低的成本生產質量卓越的產品，同時在更多地點推廣電池產品，以維持銷售增長，此為實現企業價值的最佳方式，也是最大限度地提高股東投資回報。

CHAIRMAN'S STATEMENT

主席報告



APPRECIATION

I would like to take this opportunity to express my sincere gratitude to the Board for their support, and for contributions made by the management team and staff in the past year. Finally, I, hereby on behalf of the Board, the management and all employees of the Group, would like to express our heartfelt thanks for the long-time support and trust from the Shareholders, business partners and customers.

Tin Kong
Chairman

Hong Kong, 30 March 2023

致謝

本人藉此機會就過去一年董事會所給予的支持、管理層團隊及員工傾力付出的貢獻，向彼等表示誠摯的感激及謝忱。最後，本人謹代表本集團之董事會、管理層及全體員工，向長期以來給予我們鼎力支持及信任的各位股東、商業合作夥伴和客戶表示衷心謝意。

主席
田鋼

香港，二零二三年三月三十日



BUSINESS REVIEW

Lithium Ion Motive Battery Business

In 2022, development of the lithium ion battery market in the PRC was booming, the national lithium ion battery output was approximately 750GWh, representing a year-on-year increase of 130% in accordance to the news release from the Ministry of Industry and Information Technology of the PRC. The growth was mainly driven by the new energy vehicles which had achieved a year-on-year increase in sales of 93.4%. However, market development of battery products in the field of household applications was comparatively weak, annual revenue had increased slightly by 1.1% only.

Despite the industrial market trend, the outbreak of COVID-19 still kept the Group's Lithium Ion Motive Battery Business (as defined thereafter) under shadow. In 2022, the COVID-19 pandemic throughout Shaanxi Province eventually caused temporary city lockdown, multiple locations were affected which included Yanan city, Xianyang city, and most importantly, Weinan city where the Group's production base located. Travelling in or out or within the province had constantly been affected, cross-province travellers were discouraged to enter the province. Other provinces also impose strict quarantine measures for cross-province travellers which are subjected to change with immediate effect. The production base in Weinan was temporarily closed for a period of time as a response to the local COVID-19 control policy. After the resumption of work, logistics of raw materials was still impacted by the outbreak, production activities were affected. As a result of the reduced production volume, revenue from the Group's Lithium Ion Motive Battery Business (as defined thereafter) dropped in the year.

Property and Cultural Business

In the first half of 2022, the COVID-19 pandemic spread in the PRC, sporadic cases were found in Jiangxi and Guangxi where Rongzhou Gangjiucheng* (容州港九城) and Fengxiang Terrace – Rongzhou Cultural Centre* (鳳翔台 – 容州文化中心), the property projects of the Group, were located. Certain control policies were then implemented and the construction work was temporary suspended. After the resumption of work, COVID-19 prevention measures which included regular whole-site disinfection and quarantine requirements continued to affect construction works, supply on construction materials was also affected by the outbreak in the nearby cities. Logistics on raw materials and manpower arrangement remained to be the key challenges in the construction period. As a result, construction of the Group's property projects was prolonged and no income was recorded from the transfer of residential units during the period. The temporary site closure in Guangzhou also resulted in re-schedule of several exhibitions, leading to a reduction in revenue of the Group's cultural business.

業務回顧

鋰離子動力電池業務

根據中國工業和信息化部的新聞稿，二零二二年，中國鋰離子電池市場發展蓬勃，全國鋰離子電池產量約為750吉瓦時，同比增長130%。增長主要受新能源汽車發展的推動，其銷量實現同比增長93.4%。然而，電池產品在家用電器領域的市場發展相對疲弱，年收入僅小幅增長1.1%。

儘管存在行業市場趨勢，COVID-19疫情的爆發仍使本集團鋰離子動力電池業務（定義見下文）處於陰影之下。二零二二年，COVID-19疫情在陝西省各地最終導致了城市臨時封鎖。疫情最終於陝西省內蔓延，包括延安市、咸陽市等多地受到影響，最重要的是，本集團生產基地所在地渭南市亦未能倖免。省內外出行持續受到影響，不鼓勵跨省旅客進入省內。其他省份亦即時對跨省旅客實施嚴格的隔離檢疫措施。因應當地的COVID-19管控政策，渭南的生產基地暫時關閉一段時間。復工後，原材料物流仍受疫情干擾，生產活動受到影響。由於產量減少，本集團在本年度的鋰離子動力電池業務（定義見下文）收入有所下降。

物業及文化業務

二零二二年上半年，COVID-19疫情在中國蔓延，本集團物業項目容州港九城及鳳翔台 – 容州文化中心所在的江西及廣西出現零星病例，隨後實施若干管控政策，施工建設暫時停工。復工後，建築工程持續受到COVID-19防控措施影響，包括工地進行定期的全面消毒及人員隔離檢測，建築材料供應亦受到周邊城市疫情的影響。原材料物流及人力安排仍然是施工期間的主要挑戰。因此，本集團房地產物業項目的建設時間有所延誤，期內未錄得移交住宅單位之收入。在廣州的臨時場地關閉也導致了數個展覽重新安排，導致本集團的文化業務收入減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析



During the year, economic environment for the real estate industry in the PRC remained challenging and faced continuous downturn with tighter government control. Market confidence has not yet been restored from the series of social incidents including the pandemic spread and the discontinuance of the construction work of the leading real estate developers. Referencing to the statistics released by the National Bureau of Statistics, national real estate investment in 2022 had dropped by 10%, market for commodity residential housing units was worsen that its sales area had dropped by 26.8%, and its sales revenue dropped by 28.3%.

Under such critical operating environment, the Group decided to restructure its business portfolio and as one of the Group's restructuring strategies, the Group entered into a sales and purchase agreement in order to dispose the entire interests of the Group's Property and Cultural Business (as defined thereafter) in June 2022. Through the disposal, the Group will be able to eliminate the negative impact brought by the downturn in the property market in the PRC and the tightening of monitoring to the real estate industry imposed by local government authority, at the same time reallocate more financial resources to its Lithium Ion Motive Battery Business (as defined thereafter) for future development. The disposal was completed on 10 October 2022, more details were included in the circular of the Group dated 31 August 2022 and the announcement of the Group dated 10 October 2022.

Internet Sales Business

In mid-2021, the Group commenced its internet sales business which involved live stream e-commerce trading, aiming to achieve a balanced and diversified business model. The business was still in star-up stage and under certain newly imposed government monitoring policies, it contributed a minor portion to the Group's revenue in the reporting period. The management will continue to evaluate its operation performance and assess the feasibility of any further development of the business.

FUTURE PROSPECTS

Looking forward, given the environmentally-friendly and comparatively efficient features, also the extensive use of lithium-ion motive battery products, the Group holds positive view on the development of new energy business. Following the completion of re-organization of group structure, the Group will be able to focus its resources in research and development of the new energy products, small energy storage devices will continue to be the key products of the Group. In the future, besides strengthening our position in the PRC new energy market, the Group will explore new overseas market for our products to further diversify customer base starting from the South-east Asia, further to South Africa, gradually to the rest of the world, eventually establish a comprehensive sales network around the world and ultimately drive further business growth to generate higher return to its shareholders.

於本年度，鑑於政府監管力度加強，中國房地產行業的經濟環境仍充滿挑戰且持續低迷。市場信心尚未從一系列社會事件中恢復，包括疫情的蔓延及主要房地產開發商的工程中斷。經參考國家統計局發佈的數據，二零二二年全國房地產投資下降了10%，商品住宅市場更不容樂觀，其銷售面積下降了26.8%，銷售收益下降了28.3%。

面對如此艱難的經營環境，本集團決定重組其業務組合，作為其中一項重組策略，本集團於二零二二年六月簽訂了一份買賣協議，以出售本集團物業及文化業務(定義見下文)的全部權益。透過出售事項，本集團將能夠消除中國房地產市場低迷及當地政府加強對房地產行業監管收緊所帶來的負面影響，同時將更多財務資源重新分配至其鋰離子動力電池業務(定義見下文)，以供未來發展。出售事項於二零二二年十月十日完成，更多詳情載於本集團日期為二零二二年八月三十一日之通函及本集團日期為二零二二年十月十日之公告。

互聯網銷售業務

於二零二一年年中，本集團開始從事涉及直播營銷的互聯網銷售業務，以實現平衡而多元化的業務模式。該業務仍處於起步階段，並受若干新頒佈的政府監察政策規限，報告期內貢獻的收益僅佔本集團收益的一小部分。管理層將繼續評估其經營表現及進一步發展的可行性。

未來展望

展望未來，鑑於鋰離子動力電池產品具有環保、高效的特點以及廣泛的應用，本集團對新能源業務發展持積極態度。隨著集團架構重組的完成，本集團將能夠集中資源研發新能源產品，小型儲能裝置將繼續成為本集團的主打產品。未來，除了鞏固我們在中國新能源市場的地位外，本集團將為我們的產品開拓新的海外市場，以進一步擴大客戶群，從東南亞開始，進一步擴大到南非，逐步擴大到世界各地，從而在全球建立一個全面的銷售網絡，最終推動業務進一步增長，為其股東帶來更高的回報。



FINANCIAL REVIEW

Discontinued Operations

Property and Cultural Business

During the year, no revenue was generated from handover of residential units due to the prolonged construction period as abovementioned. Revenue of the Property and Cultural Business (as defined thereafter) represented sales of commercial units and car park units amounted to approximately HK\$393,000 (2021: HK\$536,000), and event production service of approximately HK\$7,416,000 (2021: HK\$10,919,000). Segment loss for the year was approximately HK\$103,334,000, consisted of loss on disposal of subsidiaries of approximately HK\$88,714,000 while the rest mainly represented salary and other office expenses.

Disposal of the Property and Cultural Business (as defined thereafter) was completed on 10 October 2022 as detailed in Note 34(b)(i) to the consolidated financial statements.

Continuing Operations

Revenue and gross profit ratio

Lithium Ion Motive Battery Business

During the year, logistics for raw materials, workplace operation and manpower arrangement were severely impacted by the pandemic occurred in Shaanxi Province. Battery production scale was reduced and led to reduction in revenue from HK\$157,691,000 to HK\$93,791,000. The increasing prices of raw materials together with the delay in the absorption of such increase in the selling price also narrowed down our gross profit to HK\$8,016,000 (2021: HK\$10,882,000).

Other income

Other income for the year ended 31 December 2022 decreased to approximately HK\$7,994,000 (2021: HK\$11,467,000), mainly represented fire insurance claim income of HK\$5,577,000 from the fire accident in the production base in Weinan, Shaanxi occurred in June 2021 whereas in 2021, other income mainly consisted of gain on disposal of scrap products of HK\$3,469,000 and gain from disposal of right-of-use assets at HK\$2,747,000.

Distribution and selling expenses

During the year, the Group incurred distribution and selling expenses at approximately HK\$5,934,000 (2021: HK\$8,230,000) which was consistent with the drop of the Group's revenue.

財務回顧

已終止經營業務

物業及文化業務

於本年度，誠如上述所提及施工期延長，並無錄得來自交付住宅單位的收益。物業及文化業務(定義見下文)的收益來自商業單位及停車場車位的銷售，約為393,000港元(二零二一年：536,000港元)，以及活動製作服務約為7,416,000港元(二零二一年：10,919,000港元)。年度分部虧損約為103,334,000港元，包括出售附屬公司虧損約88,714,000港元，其餘部分主要為薪資及其他辦公費用。

出售物業及文化業務(定義見下文)於二零二二年十月十日完成，詳情載於綜合財務賬目附註34(b)(i)。

持續經營業務

收益與毛利率

鋰離子動力電池業務

於本年度，陝西省出現疫情，嚴重影響了原材料物流、工作場所運營及人力安排。電池生產規模減少，導致收益由157,691,000港元減少至93,791,000港元。原材料價格上漲，再加上有關售價漲幅的消化有所滯後，我們的毛利收窄至8,016,000港元(二零二一年：10,882,000港元)。

其他收入

截至二零二二年十二月三十一日止年度之其他收入減少至約7,994,000港元(二零二一年：11,467,000港元)，主要為二零二一年六月陝西渭南生產基地火災事故中的火災保險賠付收入5,577,000港元，而於二零二一年，其他收入則主要包括出售廢料所得收益3,469,000港元及出售使用權資產收益2,747,000港元。

分銷及銷售開支

於本年度，本集團產生的分銷及銷售開支約5,934,000港元(二零二一年：8,230,000港元)，與本集團收益下跌相符。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論與分析



Administrative expenses

Administrative expenses for the year ended 31 December 2022 decreased to approximately HK\$126,539,000 from approximately HK\$143,465,000 in 2021. The decrease was mainly resulted from the drop in depreciation of property, plant and equipment from HK\$56,166,000 to HK\$39,945,000 as a consequence of assets written-off in the fire accident occurred in June 2021.

Finance costs

Finance costs net of interests capitalised in the year decreased to approximately HK\$6,771,000 (2021: HK\$7,936,000), the reduction was due to the partial settlement of other borrowings during the year.

Basic and diluted loss per share

Basic and diluted loss per share in the year ended 31 December 2022 were both (i) HK15.54 cents (2021: HK26.92 cents) for continuing and discontinued operations; (ii) HK7.87 cents (2021: HK15.87 cents) for continuing operations; and (iii) HK7.67 cents (2021: HK11.05 cents) for discontinued operations.

In anticipation of the funds required for the development of the Lithium Ion Motive Battery Business (as defined thereafter), the Board does not recommend the payment of a final dividend for the year.

LIQUIDITY AND FINANCIAL RESOURCES

The Group maintained sufficient working capital as at 31 December 2022 with net current assets of approximately HK\$2,121,000 (31 December 2021: HK\$258,222,000) and bank and cash balances of approximately HK\$6,252,000 (31 December 2021: HK\$12,643,000). The gearing ratio of the Group (which was expressed as a percentage of total borrowings over total equity) was about 15.50% as at 31 December 2022 (31 December 2021: 26.25%).

行政開支

截至二零二二年十二月三十一日止年度之行政開支由二零二一年約143,465,000港元減少至約126,539,000港元。該減少主要由於二零二一年六月發生火災事故撇銷資產，物業、廠房及設備折舊，由56,166,000港元下降至39,945,000港元。

融資成本

融資成本扣除年內資本化利息後減少至約6,771,000港元(二零二一年：7,936,000港元)，該減少乃由於部分結清年內其他借貸。

每股基本及攤薄虧損

截至二零二二年十二月三十一日止年度，每股基本及攤薄虧損為(i)持續及已終止經營業務的15.54港仙(二零二一年：26.92港仙)；(ii)持續經營業務的7.87港仙(二零二一年：15.87港仙)；及(iii)已終止經營業務的7.67港仙(二零二一年：11.05港仙)。

考慮到發展鋰離子動力電池業務(定義見下文)所需的資金，董事會並不建議派付本年度之末期股息。

流動資金及財務資源

於二零二二年十二月三十一日，本集團維持了充足的營運資金，其中流動資產淨值約為2,121,000港元(二零二一年十二月三十一日：258,222,000港元)以及銀行及現金結餘約為6,252,000港元(二零二一年十二月三十一日：12,643,000港元)。本集團於二零二二年十二月三十一日之資產負債比率(總借貸除以總權益百分比)約為15.50%(二零二一年十二月三十一日：26.25%)。



EMPLOYMENT

As at 31 December 2022, the Group had approximately 342 employees (2021: 589), most of whom were working in the Company's subsidiaries in the PRC. During the year, the total employees' costs including Directors' emoluments were approximately HK\$37,613,000 (2021: HK\$45,806,000).

The Group has developed its human resources policies and procedures based on performance and merit. Employees are rewarded on a performance basis within the general framework of its salary and bonus system. Discretionary bonus is linked to the performance of the Group as well as individual performance. Benefits include staff accommodation, medical schemes, share option scheme, Mandatory Provident Fund for employees in Hong Kong and state-sponsored retirement plans for employees in the PRC. The Group has also developed training programs for its management and employees to promote career advancement of the staffs.

FOREIGN EXCHANGE EXPOSURE

Since sales and purchase for the Lithium Ion Motive Battery Business (as defined thereafter) and the Property and Cultural Business (as defined thereafter) are denominated in RMB, the management considers that the Group's exposure to exchange risks is minimal. However, the Company faces foreign exchange risks when it conducts fund raising activities in Hong Kong (in HK\$) and remits funds to its subsidiaries in the PRC (in RMB). The Board will continue to monitor foreign exchange exposure in the future.

CONTINGENT LIABILITIES

As at 31 December 2022, the Group did not have any material contingent liabilities (2021: nil).

PLEDGE OF ASSETS

Details of pledged assets as at 31 December 2022 are set out in Note 18 to the consolidated financial statements.

僱員

於二零二二年十二月三十一日，本集團約有342名僱員（二零二一年：589名），其中大部分僱員於本公司在中國的附屬公司工作。於本年度，總僱員成本（包括董事酬金）約為37,613,000港元（二零二一年：45,806,000港元）。

本集團基於員工表現及貢獻制定人力資源政策及程序。僱員報酬乃根據慣常之薪資及花紅制度按員工表現給予。酌情花紅視乎本集團之表現及個別員工之表現而定。福利包括員工宿舍、醫療計劃、購股權計劃、香港僱員之強制性公積金計劃及中國內地僱員之國家退休金計劃。本集團亦已為其管理層及僱員提供培訓計劃，有助於員工職業晉升。

外匯兌換風險

由於鋰離子動力電池業務（定義見下文）及物業及文化業務（定義見下文）的買賣以人民幣計值，管理層認為本集團面對的外匯風險極低。然而本公司在香港集資（以港元）及匯款至中國附屬公司（以人民幣）存在外匯風險。董事會將於未來繼續監察外匯風險。

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（二零二一年：無）。

資產抵押

有關於二零二二年十二月三十一日資產抵押之詳情，載於綜合財務賬目附註18。



USAGE OF FUND PROCEEDS

On 6 November 2022, the Company entered into the placing agreement with Shanxi Securities International Limited (“**Placing Agent**”) pursuant to which the Placing Agent has agreed to place, on a best effort basis, to not less than six independent Placees for up to 247,296,000 new shares at a price of HK\$0.043 per placing share, for and on behalf of the Company. On 25 November 2022, the Company completed placing of 246,993,000 shares at the placing price (“**Placing**”). The net proceeds from the Placing (after deducting professional fees and other relevant expenses) amounted to approximately HK\$10,427,000, were intended to be used for the purpose of general working capital of the Company. During the year ended 31 December 2022, all of the net proceeds were utilised as intended, including the settlement of professional fees, staff costs and general office expenses. Details of the Placing were disclosed in the Company’s announcements dated 6 November 2022 and 25 November 2022.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 December 2022, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities.

資金所得款項用途

於二零二二年十一月六日，本公司與山證國際證券有限公司（「**配售代理**」）訂立配售協議，據此，配售代理同意為及代表本公司按每股配售股份0.043港元的價格盡力向不少於六名獨立承配人配售最多247,296,000股新股份。於二零二二年十一月二十五日，本公司按配售價完成配售246,993,000股股份（「**配售**」）。配售所得款項淨額（扣除專業費用及其他相關開支後）約為10,427,000港元，擬用作本公司的一般營運資金。於截至二零二二年十二月三十一日止年度，所得款項淨額已按計劃悉數動用，包括結清專業費用、員工成本及一般辦公室開支。有關配售詳情於本公司日期為二零二二年十一月六日及二零二二年十一月二十五日之公告中披露。

購買、出售或贖回上市證券

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

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

EXECUTIVE DIRECTORS

Mr. Tin Kong

Mr. Tin Kong (“**Mr. Tin**”), aged 62, is a Hong Kong resident. Mr. Tin has been executive Director of the Company and the chairman of the Board since 27 August 2015 and has been appointed as the chief executive officer of the Company on 1 August 2019. He has been an authorised representative of the Company, the chairman of the nomination committee and internal control committee of the Company, and a member of remuneration committee of the Company since March 2016. Mr. Tin holds directorships in certain subsidiaries of the Company. He is also a director of Double Key International Limited, the controlling shareholder of the Company. He graduated from the Department of Economics and Management in Beijing Academy of Cultural Administration* (北京文化幹部管理學院經濟管理學系).

Ms. Cheng Hung Mui

Ms. Cheng Hung Mui (“**Ms. Cheng**”), aged 52, is a Hong Kong resident and an individual investor. Ms. Cheng was appointed as an executive Director of the Company on 27 June 2014. Ms. Cheng is the beneficial owner and director of Double Key International Limited, the controlling shareholder of the Company.

Mr. Chan Wei

Mr. Chan Wei (“**Mr. Chan**”), aged 44, has been the chief financial officer, company secretary and authorised representative of the Company since 7 March 2016 and has been appointed as an executive Director of the Company on 28 July 2021. He is also a supervisor of a subsidiary of the Group. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Chan obtained the degree of a Bachelor of Science in applied accounting from the Oxford Brookes University. He has over 20 years of experience in auditing, accounting and financial advisory. Before joining the Company, Mr. Chan worked in a listed company as financial controller. He also previously served as an independent non-executive director of Elegance Optical International Holdings Limited, a listed company, until 17 April 2018.

Ms. Liu Liu (also known as Liu Xiaqing)

Ms. Liu Liu (“**Ms. Liu**”), aged 37, was appointed as an executive Director of the Company on 28 July 2021. She is currently a legal representative and an executive director of Oriental Galaxy (Beijing) Cultural Media Co., Ltd.* (東方銀河(北京)文化傳媒有限公司), which is a subsidiary of the Company. She is also the vice-director (副理事長) of each of the Live Webcast & Short Video Professional Committee (網絡直播與短視頻專業委員會) and the Electronic Commerce Professional Committee (電子商務專業委員會) of the China Electronics Chamber of Commerce (中國電子商會). Ms. Liu has more than 18 years of experience in film and television production and brand planning, marketing and promotion. Since 2004, Ms. Liu has been participating in the publisher and producer team of a number of film and television products, including several award-winning TV series which have become the top TV series in the annual audience ratings or click through rates in the first-tier satellite TV or multi-media platforms. From 2014, Ms. Liu has tapped into the China TV shopping industry and has built up her team in providing various brand planning, marketing and promotion services in live stream e-commerce.

執行董事

田鋼先生

田鋼先生(「**田先生**」), 62歲, 為香港居民。田先生自二零一五年八月二十七日起擔任本公司之執行董事兼董事會主席, 並於二零一九年八月一日獲委任為本公司行政總裁。彼自二零一六年三月起擔任本公司授權代表、本公司提名委員會及內部監控委員會主席, 以及本公司薪酬委員會成員。田先生於本公司若干附屬公司擔任董事。彼亦為本公司控股股東倍建國際有限公司之董事。彼畢業於北京文化幹部管理學院經濟管理學系。

鄭紅梅女士

鄭紅梅女士(「**鄭女士**」), 52歲, 為香港居民兼個人投資者。鄭女士於二零一四年六月二十七日獲委任為本公司之執行董事。鄭女士為本公司控股股東倍建國際有限公司之實益擁有人及董事。

陳淮先生

陳淮先生(「**陳先生**」), 44歲, 自二零一六年三月七日起擔任本公司財務總監、公司秘書及授權代表, 並於二零二一年七月二十八日獲委任為本公司之執行董事。彼亦擔任本集團一間附屬公司之監事。陳先生為香港會計師公會會員及英國特許公認會計師公會資深會員。陳先生取得牛津布魯克斯大學應用會計理學士學位。彼於審核、會計及財務顧問方面累積逾20年經驗。加入本公司之前, 陳先生曾在一間上市公司出任財務總監。彼亦曾任上市公司高雅光學國際集團有限公司之獨立非執行董事, 任期直至二零一八年四月十七日。

劉柳女士(別名劉小青)

劉柳女士(「**劉女士**」), 37歲, 於二零二一年七月二十八日獲委任為本公司之執行董事。彼現為東方銀河(北京)文化傳媒有限公司之法定代表人兼執行董事, 其為本集團一間附屬公司。彼亦為中國電子商會網絡直播與短視頻專業委員會及電子商務專業委員會副理事長。劉女士在影視製作及品牌策劃、營銷及推廣方面擁有逾18年經驗。自二零零四年起, 劉女士參與多部影視作品的發行及製作團隊, 包括多部已成為一線衛視或多媒體平台年度收視率或點擊率最高之獲獎電視劇。從二零一四年開始, 劉女士進入中國電視購物行業, 組建了自己的團隊, 在直播電商領域提供各種品牌策劃、營銷和推廣服務。



INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wang Jinlin

Mr. Wang Jinlin (“**Mr. Wang**”), aged 58, was appointed as an independent non-executive Director of the Company on 24 March 2015. He is a member of the audit committee, the remuneration committee, the nomination committee and the internal control committee of the Company. Mr. Wang graduated from Zhejiang University and obtained a bachelor’s degree in 1984. He is a senior engineer and used to serve as deputy general manager of Jiaxing Silk Spinning Factory* (嘉興絹紡廠), deputy general manager and general manager of Zhejiang Jinying Silk Spinning Co., Ltd.* (浙江金鷹絹紡有限公司), and deputy general manager of Zhejiang Jinying Holding Limited, possessing rich experience in corporate management and practice. He was a member of CPPC of Jiaxing, a director of Chinese Silk Industry Association* (中國絲綢工業協會) and vice chairman of the silk spinning branch of the Chinese Silk Industry Association.

Dr. Ng Ka Wing

Dr. Ng Ka Wing (“**Dr. Ng**”), aged 66, was appointed as an independent non-executive Director of the Company on 8 March 2016. He is the chairman of the remuneration committee and a member of the audit committee, the nomination committee and the internal control committee of the Company. Dr. Ng received a Doctor Honoris Causa of Business Administration in Manufacturing and Services from International American University in April 2019. In the same year, he is elevated as the honorary life chairman of Hong Kong Bus Suppliers Association. Dr. Ng has extensive experience in the manufacturing of motor vehicles. He is now the managing director of a bus manufacturer.

獨立非執行董事

王金林先生

王金林先生(「王先生」)，58歲，於二零一五年三月二十四日獲委任為本公司獨立非執行董事。彼為本公司審核委員會、薪酬委員會、提名委員會及內部監控委員會成員。王先生於一九八四年於浙江大學本科畢業及取得學士學位。彼是一位高級工程師，曾擔任嘉興絹紡廠副廠長，浙江金鷹絹紡有限公司副總經理、總經理，浙江金鷹股份有限公司副總經理等職務，具豐富的企業管理實踐經驗。彼亦曾任嘉興市政協委員，中國絲綢工業協會董事及中國絲綢工業協會絹紡分會副會長。

吳家榮博士

吳家榮博士(「吳博士」)，66歲，於二零一六年三月八日獲委任為本公司獨立非執行董事。彼為本公司薪酬委員會主席及審核委員會、提名委員會及內部監控委員會成員。吳博士於二零一九年四月獲得國際美州大學頒授工商管理工業及服務榮譽博士學位。同年，彼獲擢升為香港巴士業商聯會永遠榮譽主席。吳博士於汽車製造業方面擁有豐富經驗。彼現任一間巴士製造商的董事總經理。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡介

Mr. See Tak Wah

Mr. See Tak Wah (“**Mr. See**”), aged 59, was appointed as an independent non-executive Director of the Company on 27 January 2017. He is the chairman of the audit committee and a member of the remuneration committee, the nomination committee and the internal control committee of the Company. Mr. See graduated from the Management School of Waikato University in New Zealand with first class honours in Bachelor of Management Studies. He is a member of the Institute of Chartered Accountants of Australia and New Zealand, a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Directors.

Mr. See has over 36 years of experience in financial and general management as he previously worked as the regional business controller of Nokia Mobile Phones Asia Pacific, the managing director of Nokia Mobile Phones Hong Kong, the chief operating officer of First Mobile Group Holdings Limited, and held key management positions in the North Asia offices of Philips and Siemens. From 2010 to 2019, Mr. See served as an independent non-executive director and chairman of audit committee of Chu Kong Petroleum and Natural Gas Steel Pipe Holdings Limited (Stock Code: 01938). He was also appointed as an independent non-executive director, chairman of the audit committee, a member of the remuneration committee and the nomination committee of Enviro Energy International Holdings Limited (Stock Code: 01102) in 2020 to 2021.

Mr. See currently runs his own boutique management consultancy practice focusing on business strategies formulation and transformation consultation. In addition, he is currently an independent non-executive director and chairman of the audit committee and a member of the nomination committee and the remuneration committee of Lever Style Corporation (Stock Code: 01346).

施德華先生

施德華先生(「**施先生**」)，59歲，於二零一七年一月二十七日獲委任為本公司獨立非執行董事。彼為本公司審核委員會主席及薪酬委員會、提名委員會及內部監控委員會成員。施先生以一級榮譽取得新西蘭懷卡托河大學管理學院管理學學士學位，現為澳大利亞及新西蘭特許會計師公會會員、香港會計師公會會員及香港董事學會資深會員。

施先生累積逾36年之財務及綜合管理經驗，曾擔任諾基亞流動電話亞太區之地區營業總監、諾基亞流動電話香港區董事總經理、第一電訊集團有限公司營運總監，並曾於飛利浦及西門子北亞區辦事處擔任管理要職。施先生於二零一零年至二零一九年擔任珠江石油天然氣鋼管控股有限公司(股份代號：01938)的獨立非執行董事及審核委員會主席。彼亦於二零二零年至二零二一年獲委任為環能國際控股有限公司(股份代號：01102)的獨立非執行董事、審核委員會主席以及薪酬委員會及提名委員會成員。

施先生現時經營其個人管理顧問所，專門提供有關商業策略及商務轉型的諮詢服務。此外，施先生現為利華控股集團(股份代號：01346)的獨立非執行董事、審核委員會主席以及提名委員會及薪酬委員會成員。



SENIOR MANAGEMENT

Mr. Chen Jun

Mr. Chen Jun (“**Mr. Chen**”), aged 55, has been employed as the general manager of a subsidiary of the Group since March 2022, and is responsible for management and operation of the Lithium Ion Motive Battery Business. Mr. Chen holds a master’s degree in Mathematics and System Engineering from the National University of Defense Technology. He was admitted as a Certified Quality Engineer and a Certified Quality Manager of the American Society of Quality, also obtained the qualification of Certified Six Sigma Black Belt in 2008. He is also a Certified Management Accountant (CMA) by the Institute of Management Accountants. Mr. Chen has over 35 years of working experience in new energy company operation in the PRC and overseas.

Mr. Niu Wen Tao

Mr. Niu Wen Tao (“**Mr. Niu**”), aged 38, has been employed as the deputy general manager of a subsidiary of the Group since April 2016 and currently served as sales director since 2022, and is responsible for product design, development and technical management of battery packs, and sales of battery packs and cell products. Mr. Niu holds a bachelor degree in Northwest University. He has over 15 years of working experience in design and development of battery pack products.

Mr. Huang Jinhui

Mr. Huang Jinhui (“**Mr. Huang**”), aged 40, has been employed as the chief engineer of a subsidiary of the Group since 2015, and is responsible for research and development, technical management and quality control of the battery products. Mr. Huang holds a bachelor degree in Environment Engineering from Northwestern Polytechnical University. He has over 17 years of working experience in manufacturing and development of battery products.

高級管理人員

陳軍先生

陳軍先生(「**陳先生**」)，55歲，於二零二二年三月受聘為本集團旗下附屬公司總經理，負責鋰離子動力電池業務之管理及營運。陳先生持有國防科技大學數學與系統工程碩士學位。彼獲承認為美國質量協會之認證質量工程師及認證質量經理，亦於二零零八年取得六西格瑪黑帶認證資格。彼亦為管理會計師協會之註冊管理會計師。陳先生於中國及海外新能源公司營運方面積逾35年工作經驗。

鈕文濤先生

鈕文濤先生(「**鈕先生**」)，38歲，於二零一六年四月受聘為本集團旗下附屬公司之副總經理及自二零二二年起兼任銷售總監，負責電池組產品之設計、開發和技術管理，及電池組、電芯產品之銷售。鈕先生持有西北大學學士學位。彼擁有逾15年電池組產品之設計開發經驗。

黃金輝先生

黃金輝先生(「**黃先生**」)，40歲，於二零一五年受聘為本集團旗下附屬公司總工程師，負責研發、技術管理及電池產品質量控制。黃先生持有西北工業大學環境工程學士學位。彼於電池產品製造及開發方面積逾17年工作經驗。



The Board is pleased to present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Company is a limited liability company incorporated in the Bermuda, and its principal place of business in Hong Kong is Room 401A, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Group had discontinued its Property and Cultural Business (as defined thereafter), and is principally engaged in Lithium Ion Motive Battery Business during the year.

The principal activities of its principal subsidiaries are set out in Note 41 to the consolidated financial statements. Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance (Chapter 622 of The Laws of Hong Kong), can be found in the Management Discussion and Analysis set out on pages 7 to 12 of this Annual Report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment during the year are set out in Note 18 to the consolidated financial statements.

CHARGES ON GROUP'S ASSETS

Details of the charges on the Group's assets are set out in Notes 18 and 29 to the consolidated financial statements.

COMMITMENTS

Details of the commitments of the Group are set out in Note 39 to the consolidated financial statements.

SHARE CAPITAL

The Company raised approximately HK\$10,427,000 (after deducting professional fees and other relevant expenses), by way of placement of 246,993,000 new shares at the price of HK\$0.043 per placing share. The Placing was completed on 25 November 2022. Details on usage of fund are set out in "Usage of Fund Proceeds" in Management Discussion and Analysis.

As at 31 December 2022, the Company's issued share capital is HK\$148,348,670 and the total number of its issued ordinary shares is 1,483,486,700 shares of HK\$0.10 each.

Details of the movements in share capital of the Company are set out in Note 32 to the consolidated financial statements.

董事會欣然呈報其報告及本集團於截至二零二二年十二月三十一日止年度之經審核綜合財務賬目。

香港主要營業地點

本公司為於百慕達註冊成立之有限公司，其香港主要營業地點為香港九龍尖沙咀麼地道68號帝國中心401A室。

主要業務及業務回顧

本集團於年內已終止經營物業及文化業務(定義見下文)，其主要業務為鋰離子動力電池業務。

其主要附屬公司之主營業務載於綜合財務賬目附註41。有關香港法例第622章公司條例附表五所規定之該等業務之進一步討論與分析可參閱本年報第7至12頁所載之管理層之討論與分析。

物業、廠房及設備

物業、廠房及設備之年內變動詳情載於綜合財務賬目附註18。

本集團資產質押

本集團資產質押詳情載於綜合財務賬目附註18及29。

承擔

本集團之承擔詳情載於綜合財務賬目附註39。

股本

本公司以每股配售股份0.043港元之價格配售246,993,000股新股份，籌集約10,427,000港元(扣除專業費用及其他相關開支後)。配售已於二零二二年十一月二十五日完成。有關資金用途的詳情載於管理層之討論與分析中的「資金所得款項用途」。

於二零二二年十二月三十一日，本公司之已發行股本為148,348,670港元，而已發行普通股總數則為每股面值0.10港元之1,483,486,700股。

本公司股本之變動詳情載於綜合財務賬目附註32。



RESERVES AND DISTRIBUTABLE RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out on page 52 of this Annual Report and Note 33 to the consolidated financial statement. The Company had no distributable reserves as at 31 December 2022.

DIRECTORS

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

Executive Directors

Mr. Tin Kong (*Chairman*)
Ms. Cheng Hung Mui
Mr. Chan Wei
Ms. Liu Liu

Independent Non-executive Directors

Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

By virtue of bye-law 87 of the bye-laws of the Company, Mr. Chan Wei, Dr. Ng Ka Wing and Mr. Wang Jinlin shall retire by rotation and being eligible, will offer themselves for re-election at the forthcoming annual general meeting of the Company.

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

DIRECTORS' SERVICE CONTRACTS

Each of Ms. Cheng Hung Mui, Mr. Tin Kong and Ms. Liu Liu, each an executive Director, entered into a service agreement with the Company for a term of 2 years commencing from 27 June 2014, 27 August 2015 and 28 July 2021, respectively.

Mr. Wang Jinlin, an independent non-executive Director, has entered into a service agreement with the Company for a term of 2 years commencing from 24 March 2015.

Mr. Chan Wei, an executive Director, entered into service agreement with the Company for a term of 3 years commencing from 28 July 2021.

Dr. Ng Ka Wing and Mr. See Tak Wah, both of whom are independent non-executive Directors, were appointed on 8 March 2016 and 27 January 2017, respectively, without service agreement and specific term.

儲備及可供分派儲備

本集團及本公司於年內之儲備變動詳情載於本年報第52頁及綜合財務賬目附註33。本公司於二零二二年十二月三十一日並無可供分派儲備。

董事

以下乃年內及截至本報告日期為止之董事：

執行董事

田鋼先生(主席)
鄭紅梅女士
陳淮先生
劉柳女士

獨立非執行董事

吳家榮博士
施德華先生
王金林先生

根據本公司公司細則第87條，陳淮先生、吳家榮博士及王金林先生將於本公司應屆股東週年大會上輪席告退，惟彼願意且符合資格膺選連任。

擬於應屆股東週年大會上膺選連任之董事概無訂立任何不得於一年內在毋需支付任何賠償(法定賠償除外)之情況下由本集團終止之服務合約。

董事服務合約

執行董事鄭紅梅女士、田鋼先生及劉柳女士各自與本公司訂立服務協議，分別自二零一四年六月二十七日、二零一五年八月二十七日及二零二一年七月二十八日起為期兩年。

獨立非執行董事王金林先生與本公司訂立服務協議，自二零一五年三月二十四日起為期兩年。

執行董事陳淮先生與本公司訂立服務協議，自二零二一年七月二十八日起為期三年。

獨立非執行董事吳家榮博士及施德華先生分別於二零一六年三月八日及二零一七年一月二十七日獲委任，彼等並無訂立服務協議，亦無指定任期。



SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2022, according to the register kept by the Company pursuant to Section 336 of the SFO and, so far as is known to the Directors, the persons or entities who had an interest or a short position in the shares or underlying shares of the Company (the "Shares") which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or of any other company which is a member of the Group, or in any options in respect of such share capital are as follows:

Long positions

Name of substantial Shareholder	Note	Capacity	Number of issued ordinary Shares held/ underlying Shares	Percentage of the total issued share capital of the Company
主要股東姓名／名稱	附註	身份	所持已發行普通股／ 相關股份數目	佔本公司已發行 股本總額之百分比
Cheng Hung Mui 鄭紅梅	1	Interest of controlled corporation 受控制法團之權益	775,894,533	52.3%
Double Key International Limited 倍建國際有限公司	1	Beneficial owner 實益擁有人	775,894,533	52.3%
Cui Qiang 崔強		Beneficial owner 實益擁有人	101,913,750	6.87%
Leung Ka Chun 梁家駿		Beneficial owner 實益擁有人	101,824,000	6.86%

Note

1 The entire issued share capital of Double Key International Limited is wholly owned by Ms. Cheng Hung Mui, an executive Director. Therefore, Ms. Cheng Hung Mui is deemed to be interested in the Shares held by Double Key International Limited pursuant to the SFO.

Save as disclosed above, as at 31 December 2022, the Company has not been notified by any persons (other than the Directors and chief executive of the Company, whose interests are set out in the section "Directors' and chief executive's interests and short position in the shares and underlying shares" below), who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosable to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

主要股東及其他人士於股份及相關股份之權益及淡倉

於二零二二年十二月三十一日，根據本公司按證券及期貨條例第336條而備存的登記冊以及就董事所知，於本公司股份或相關股份（「股份」）中擁有須根據證券及期貨條例第XV部第2及第3分部條文向本公司披露之權益或淡倉，或直接或間接擁有在任何情況下附有本公司或本集團任何其他成員公司的股東大會投票權的任何類別股本面值或有關該等股本之任何購股權之5%或以上權益的人士或實體如下：

好倉

Name of substantial Shareholder	Note	Capacity	Number of issued ordinary Shares held/ underlying Shares	Percentage of the total issued share capital of the Company
主要股東姓名／名稱	附註	身份	所持已發行普通股／ 相關股份數目	佔本公司已發行 股本總額之百分比
Cheng Hung Mui 鄭紅梅	1	Interest of controlled corporation 受控制法團之權益	775,894,533	52.3%
Double Key International Limited 倍建國際有限公司	1	Beneficial owner 實益擁有人	775,894,533	52.3%
Cui Qiang 崔強		Beneficial owner 實益擁有人	101,913,750	6.87%
Leung Ka Chun 梁家駿		Beneficial owner 實益擁有人	101,824,000	6.86%

附註

1 倍建國際有限公司之全部已發行股本由執行董事鄭紅梅女士全資擁有。因此，根據證券及期貨條例，鄭紅梅女士被視為於倍建國際有限公司所持股份中擁有權益。

除上文所披露者外，於二零二二年十二月三十一日，概無任何人士（不包括本公司董事及主要行政人員，彼等之權益載列於下文「董事及主要行政人員於股份及相關股份之權益及淡倉」一節）知會本公司，其於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露之權益或淡倉，或根據證券及期貨條例第336條規定本公司須於備存之登記冊內記錄之權益或淡倉。



DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITION IN THE SHARES, UNDERLYING SHARES AND 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 debentures of the Company or any of 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 and short positions which the Directors and chief executive were deemed or taken to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be recorded in the register therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by the directors of Company as set out in Appendix 10 to (the "Model Code") the Rules of Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

(i) Long positions in the issued Shares

Name of Director	Note	Capacity or nature of interests	Number of issued ordinary Shares held	Percentage of the total issued share capital of the Company
董事姓名	附註	身份或權益性質	所持已發行普通股數目	佔本公司已發行股本總額之百分比
Cheng Hung Mui 鄭紅梅	1	Interest of controlled corporation 受控制法團之權益	775,894,533	52.3%

Note

1 The entire issued share capital of Double Key International Limited is wholly owned by Ms. Cheng Hung Mui, an executive Director. Therefore, Ms. Cheng Hung Mui is deemed to be interested in the Shares held by Double Key International Limited pursuant to the SFO.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

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第XV部）之股份、相關股份及債券中擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例有關條文董事及主要行政人員被視為或被當作擁有之權益及淡倉），或根據證券及期貨條例第352條須記錄於該條文所述之登記冊之權益及淡倉，或須根據聯交所證券上市規則（「上市規則」）附錄十所載之本公司董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉如下：

(i) 於已發行股份之好倉

附註

1 倍建國際有限公司之全部已發行股本由執行董事鄭紅梅女士全資擁有。因此，根據證券及期貨條例，鄭紅梅女士被視為於倍建國際有限公司所持股份中擁有權益。

(ii) Long positions in the shares of the associated corporations

Name of Director	Nature of interests	Name of associated corporation	Number of Shares held	Percentage of interest in the associated corporation
董事姓名	權益性質	相聯法團名稱	所持股份數目	佔相聯法團權益之百分比
Cheng Hung Mui 鄭紅梅	Corporate interest 法團權益	Double Key International Limited 倍建國際有限公司	100	100%

(ii) 於相聯法團股份之好倉



Apart from the foregoing, as at 31 December 2022, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) 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 (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) are otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所述者外，於二零二二年十二月三十一日，概無董事及本公司主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須記錄於該條所述之登記冊中之權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所之權益或淡倉。

EQUITY-LINKED AGREEMENTS

Share Option Scheme

On 13 June 2012, a share option scheme (“**2012 Share Option Scheme**”) was adopted pursuant to the special general meeting of the Company and effective for ten years until 12 June 2022.

To enable the Company to grant share options to eligible participants as incentives or rewards for their contributions to the success of the Group, in the annual general meeting of the Company held on 5 July 2022, a new share option scheme (“**New Share Option Scheme**”) valid for 10 years was adopted. The terms of the New Share Option Scheme are in line with the provisions of Chapter 17 of the Listing Rules. Under the New Share Option Scheme, the Board may grant options to employees (full-time or part-time) and directors (excluding independent non-executive directors) (“**Eligible Participants**”). The basis of eligibility of each Eligible Participants shall be determined by the Board taking into account such factors as the Board may at its discretion consider appropriate. The Directors will assess the eligibility of the Eligible Participants based on their general working performance, time commitment, working experience, responsibilities and employment conditions according to the prevailing market practice and industry standard, or where appropriate, contribution or potential contribution to the revenue, profits or business development of the Group.

In each grant of options, the Board may at its discretion determine the specific exercise period and exercise price. The exercise price shall not be less than the higher of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of granting the offer, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets for the 5 business days immediately preceding the date of granting the offer; and (iii) the nominal value of a Share on the date of granting the offer.

股權掛鈎協議

購股權計劃

於二零一二年六月十三日，根據本公司之股東特別大會採納購股權計劃（「**二零一二年購股權計劃**」），有效期為十年，直至二零二二年六月十二日止。

為使本公司能夠向合資格參與者授出購股權，作為其對本集團成功作出貢獻的激勵或獎勵，於二零二二年七月五日舉行的本公司股東週年大會上採納了一項有效期為十年的新購股權計劃（「**新購股權計劃**」）。新購股權計劃之條款符合上市規則第十七章的規定。根據新購股權計劃，董事會可向僱員（全職或兼職）及董事（不包括獨立非執行董事）（「**合資格參與者**」）授出購股權。每名合資格參與者的資格基準應由董事會經考慮董事會酌情認為適當的因素而釐定。董事將按照現行市場慣例及行業標準，或（如適用）對本集團收入、溢利或業務發展的貢獻或潛在貢獻，根據合資格參與者的一般工作表現、時間投入、工作經驗、職責及僱傭條件評估合資格參與者的資格。

於每次授出購股權時，董事會酌情決定指定行使期及行使價。行使價不得低於下列三者中之較高者：(i)股份於授出要約當日（須為營業日）在聯交所每日報價表所列之收市價；(ii)股份於緊接授出要約當日前五個營業日在聯交所每日報價表所列之平均收市價；及(iii)股份於授出要約當日的面值。

DIRECTORS' REPORT

董事會報告書



More details on the New Share Option Scheme are contained in the circular of the Company dated 31 May 2022, its terms are also published on 9 June 2022 on the respective websites of the Stock Exchange and the Company.

As at 31 December 2022, the total number of Shares available for issue under the Scheme was 123,649,370 Shares which represented 10% of the total number of ordinary Shares in issue at the date of passing the relevant resolution. The number of Shares in respect of which options may be granted to any individual is not permitted to exceed 1% of the issued share capital of the Company for the time being.

As at the date of this report, no share option has been granted by the Company under the New Share Option Scheme.

CHANGES OF DIRECTORS' INFORMATION

As at 31 December 2022, there were no changes of Directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, none of the Directors had any interests in competing business of the Company which was required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in this Directors' report, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable any Directors (including their spouses or children under 18 years of age) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of the Company or any other body corporate.

有關新購股權計劃的更多詳情載於本公司日期為二零二二年五月三十一日的通函，其條款亦於二零二二年六月九日刊載於聯交所及本公司各自的網站。

於二零二二年十二月三十一日，該計劃項下可供發行之股份總數為123,649,370股股份，相當於通過相關決議案當日已發行普通股總數之10%。可能授予任何個人之購股權可認購之股份數目不得超逾本公司當時已發行股本之1%。

截至本報告日期，本公司並無根據新購股權計劃授出購股權。

董事資料變動

於二零二二年十二月三十一日，概無根據上市規則第13.51B(1)條須予披露之任何董事資料變更。

董事於競爭業務之權益

年內，概無董事於本公司之競爭業務中擁有根據上市規則第8.10條須予披露之任何權益。

董事收購股份或債務證券之權利

除本董事會報告書外，本公司或其任何附屬公司概無於年內作為一方參與訂立任何可令任何董事（包括彼等之配偶或18歲以下子女）擁有任何權利以認購本公司或任何其相聯法團（定義見證券及期貨條例）之證券或藉著購入本公司或任何其他法人團體之股份或債券而獲得利益之安排。



CONTROLLING SHAREHOLDER'S INTERESTS IN CONTRACTS

As at the end of the year ended 31 December 2022 or at any time during the year, (a) there was no contract of significance between the Company or any of its subsidiary companies, and a controlling shareholder or any of its subsidiaries; and (b) there was no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries.

DIRECTORS' INTERESTS IN CONTRACTS

As at the end of the year ended 31 December 2022 or at any time during the year, there was no contract of significance in relation to the Company's business, to which the Company or any of its subsidiaries was a party, subsisted, and in which a Director had, whether directly or indirectly, a material interest.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors, namely Dr. Ng Ka Wing, Mr. See Tak Wah and Mr. Wang Jinlin, the annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the independent non-executive Directors are independent.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2022, sales to the five largest customers of the Group accounted for 37.3% of the Group's total revenue for the year. In particular, sales to the largest customer of the Group accounted for 9.6% of the Group's total revenue for the year.

During the year ended 31 December 2022, 51.0% of the Group's purchases were attributable to the Group's five largest suppliers. In particular, purchases from the largest supplier of the Group accounted for 21.6% of the Group's total purchase for the year.

As far as the Directors are aware, neither the Directors nor any of their associates nor any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interests in any of the Group's five largest customers or five largest suppliers.

控股股東於合約之權益

截至二零二二年十二月三十一日止年度末或於年內任何時間，(a)本公司或其任何附屬公司概無與控股股東或其任何附屬公司簽訂重大合約；及(b)概無簽訂由本公司控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務之重大合約。

董事於合約之權益

截至二零二二年十二月三十一日止年度末或於年內任何時間，本公司或其任何附屬公司概無作為一方參與訂立董事於其中直接或間接擁有重大權益且與本公司業務有關之重大合約。

獨立非執行董事

本公司已根據上市規則第3.13條接獲各獨立非執行董事(即吳家榮博士、施德華先生及王金林先生)之有關其獨立性之年度確認書。本公司認為所有獨立非執行董事均為獨立人士。

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，來自本集團五大客戶的銷售佔本集團年度總收益37.3%。當中，來自本集團最大客戶的銷售佔本集團全年總收益9.6%。

截至二零二二年十二月三十一日止年度，本集團採購額51.0%來自本集團五大供應商。當中，來自本集團最大供應商的採購佔本集團年內總採購額21.6%。

就董事所知，董事、彼等之任何聯繫人士或任何就董事所深知擁有本公司已發行股本逾5%之股東概無於本集團任何五大客戶或五大供應商中擁有任何實益權益。



PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee having regard to the Company's operating results, individual performance and comparable market statistics.

PRE-EMPTIVE RIGHTS

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

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken by the Group during the year ended 31 December 2022 are set out in Note 40 to the consolidated financial statements. These related party transactions (i) did not constitute connected transactions/continuing connected transactions or, (ii) constituted connected transactions/continuing connected transactions but were exempted from all disclosure and independent shareholders' approval requirements under the Listing Rules.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial conditions, results of operations and business would be affected by numerous risks and uncertainties including market risk, foreign currency risk, credit risk and liquidity risk. The Group's overall risk management programme is shown in Note 6 to the consolidated financial statements.

購買、出售或贖回上市證券

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

薪酬政策

有關本集團僱員之薪酬政策乃由薪酬委員會根據僱員之表現、資歷及工作能力而制定。

本公司董事之酬金由薪酬委員會經考慮本公司之經營業績、個人表現及可資比較之市場數據釐定。

優先購股權

本公司之公司細則或百慕達法例並無規定本公司須按比例向現有股東發售新股之優先購股權條文。

關連人士交易

有關本集團截至二零二二年十二月三十一日止年度進行之關連人士交易詳情載於綜合財務賬目附註40。該等關連人士之交易(i)並無構成關連交易／持續關連交易，或(ii)已構成關連交易／持續關連交易但獲豁免上市規則項下所有披露及獨立股東批准規定。

主要風險及不明朗因素

本集團之財務狀況、經營業績及業務將受眾多風險及不明朗因素(包括市場風險、外匯風險、信貸風險及流動資金風險)所影響。本集團之整體風險管理計劃列示於綜合財務賬目附註6。



RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Employees

The Group considers employees as the key to success and continues to implement people-oriented policy in human resources management, including the offer of appropriate training programs, performance linked discretionary bonus, and implement a sound and complete performance appraisal system to promote career advancement and opportunity of the staff.

Customers and Suppliers

The Group maintained sound relationships with its customers and suppliers, and also committed to provide excellent products with outstanding services to our customers in order to build up and maintain sustainable relationships.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended 31 December 2022, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

PERMITTED INDEMNITY

In accordance with bye-law 166 of the bye-laws of the Company, the Directors and other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts, provided that any such persons has not committed any fraud or dishonesty.

A permitted indemnity provision for the benefit of the Directors was in force as of the date of this report and during the financial year ended 31 December 2022. The Company has maintained directors and officers liability insurance for the directors of the Company.

與僱員、客戶及供應商之關係

僱員

本集團認為，僱員乃本集團成功之關鍵因素並持續實施以人為本人力資源管理政策，包括提供適當培訓計劃、與表現掛鈎的酌情花紅，並實施全面完整考核體系以促進員工職業晉升及機遇。

客戶及供應商

本集團與客戶及供應商維持穩健關係，亦致力為客戶提供優質產品以及出色的服務，以建立並維持可持續關係。

遵守相關法律法規

截至二零二二年十二月三十一日止年度，目前據本公司所知，本集團並無重大違反或不遵守適用法律法規而對本集團之業務及經營造成重大影響。

獲准許之彌償

根據本公司之公司細則第166條，本公司董事及其他行政人員因履行其職責而招致或蒙受之所有訴訟、費用、收費、損失、損害及開支均可從本公司之資產及利潤獲得彌償，該等人士或任何該等人士、該等人士的任何繼承人、遺囑執行人或遺產管理人就各自的職務或信託執行其職責或應有職責時因所作出、發生的作為或不作為而產生或蒙受的所有訴訟、費用、收費、損失、損害及開支，確保免就此受任何損害，惟並未進行欺詐或不忠誠行為之任何有關人士除外。

於本報告日期及截至二零二二年十二月三十一日止財政年度，董事已獲提供有效的獲准許彌償條文。本公司已為本公司之董事投購適當的董事及行政人員責任保險。



SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, the Company has maintained a sufficient public float as at the latest practicable date prior to the issue of this report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”) SUMMARY

The Group is committed to conducting our business in an environmentally sound manner and has adopted the Environmental, Social and Governance Reporting Guide as required by the Listing Rules. The Board will continue to monitor such policies to ensure the Company remains compliant with the relevant laws and regulations that have a significant impact on the Company in relation to the environment, employment, labor and operation. In addition to carrying out the corporate-wide programs the Company has initiated, all of our employees are required to be familiar with environmental laws and regulations relevant to their employment responsibilities and to comply with them. Details of the above information are set out in our ESG report.

DIVIDENDS

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

SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 December 2022 are set out in Note 41 to the consolidated financial statements.

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2022 was audited by ZHONGHUI ANDA CPA Limited. ZHONGHUI ANDA CPA Limited will retire at the forthcoming annual general meeting and a resolution for their re-appointment as the auditor of the Company will be proposed at the forthcoming annual general meeting.

足夠之公眾持股量

根據本公司可公開獲得之資料及據本公司董事所知，截至本報告發佈前之最後實際可行日期，本公司已維持足夠公眾持股量。

環境、社會及管治(「ESG」)概要

本集團致力以符合環保的方式開展業務，並已採納上市規則規定的環境、社會及管治報告指引。董事會將繼續監控有關政策，以確保本公司保持遵守對本公司的環境、僱傭、勞工及營運方面具重大影響力的相關法律及法規。除於企業全面實施計劃外，本公司已鼓勵全體僱員須熟悉與彼等僱傭職責相關的環保法律及法規及遵守該等法律及法規。上述資料的詳情已載列於我們的ESG報告。

股息

董事會不建議派付截至二零二二年十二月三十一日止年度之任何股息(二零二一年：無)。

附屬公司

本公司於二零二二年十二月三十一日之主要附屬公司詳情載於綜合財務賬目附註41。

核數師

本集團截至二零二二年十二月三十一日止年度之綜合財務賬目已由中匯安達會計師事務所有限公司審核。中匯安達會計師事務所有限公司將於應屆股東週年大會上退任，於應屆股東週年大會上將提呈有關重新委聘其為本公司核數師的決議案。



OTHER SIGNIFICANT EVENT

On 10 October 2022, Tesson New Energy (Shenzhen) Company Limited* (天臣新能源(深圳)有限公司) (“**Tesson Shenzhen**”), an indirect non-wholly owned subsidiary of the Company, entered into the capital increase agreement (the “**Capital Increase Agreement**”) with Tesson New Energy Company Limited* (天臣新能源有限公司) (the “**Target Company**”), Nanfang Black Sesame Group Co. Ltd.* (南方黑芝麻集團股份有限公司) (“**Nanfang Black Sesame**”) and Dalian CBAK Power Battery Co., Ltd.* (大連中比動力電池有限公司) (“**Dalian CBAK**”). Pursuant to the Capital Increase Agreement, the registered capital of the Target Company is proposed to increase from approximately RMB500 million to RMB1,100 million, of which (i) Nanfang Black Sesame will contribute RMB500 million in the form of 100% equity interest of Jiangxi Xiaoheixiaomi Food Co., Ltd.* (江西小黑小蜜食品有限責任公司) (“**Jiangxi Xiaoheixiaomi**”) where the shortfall from the appraised value of 100% equity interest of Jiangxi Xiaoheixiaomi will be supplemented by cash; and (ii) Dalian CBAK, currently not a shareholder of the Target Company, would consider to contribute RMB100 million for the capital increase in the form of intellectual property including trademark and battery manufacturing technology, it is agreed amongst all the parties to the Capital Increase Agreement that the value of such intellectual property is RMB100 million. Tesson Shenzhen will waive the pre-emptive right and will not make any contribution to the Target Company under the Capital Increase Agreement.

Upon completion of the disposal, the Target Company and its subsidiaries (“**Target Group**”) will cease to be subsidiaries of the Company and the financial results of the Target Group will no longer be consolidated into the financial statements of the Group, and the Target Company will become an associated company of the Company. The capital increase under the Capital Increase Agreement constitutes a very substantial disposal under Chapter 14 of the Listing Rules. As at the date of this Annual Report, the disposal has not yet been completed and may or may not materialise.

For more information, please refer to the announcements of the Company dated 10 October 2022, 11 October 2022, 31 October 2022, 30 November 2022, 2 December 2022, 30 December 2022, 6 January 2023 and 28 February 2023.

By order of the Board
Tesson Holdings Limited

Tin Kong
Chairman

Hong Kong, 30 March 2023

其他重大事項

於二零二二年十月十日，天臣新能源(深圳)有限公司(「**天臣深圳**」)(本公司間接非全資附屬公司)與天臣新能源有限公司(「**目標公司**」)、南方黑芝麻集團股份有限公司(「**南方黑芝麻**」)及大連中比動力電池有限公司(「**大連中比**」)訂立增資協議(「**增資協議**」)。根據增資協議，目標公司註冊資本擬由約人民幣5億元增加至人民幣11億元，其中(i)南方黑芝麻以其持有江西小黑小蜜食品有限責任公司(「**江西小黑小蜜**」)100%股權的方式出資人民幣5億元，其中江西小黑小蜜100%股權評估值的差額將以現金補足；及(ii)大連中比(目前非目標公司股東)將考慮以包括商標和電池製造技術在內的知識產權形式為增資事項出資人民幣1億元，增資協議訂約各方同意該等知識產權的價值為人民幣1億元。天臣深圳將放棄優先認購權，且不會就增資協議向目標公司作任何出資。

出售事項完成後，目標公司及其附屬公司(「**目標集團**」)將不再為本公司的附屬公司，目標公司的財務業績將不再併入本集團的財務報表，而目標公司將成為本公司的聯營公司。根據上市規則第十四章，增資協議項下的增資事項構成本公司的非常重大的出售事項。於本年報日期，出售事項尚未完成且未必會作實。

更多資料請參閱本公司日期為二零二二年十月十日、二零二二年十月十一日、二零二二年十月三十一日、二零二二年十一月三十日、二零二二年十二月二日、二零二二年十二月三十日、二零二三年一月六日及二零二三年二月二十八日之公告。

承董事會命
天臣控股有限公司

主席
田鋼

香港，二零二三年三月三十日



CORPORATE GOVERNANCE PRACTICES

The Company's corporate governance practices are based on the principles (the "**Principles**") and code provisions (the "**Code Provisions**") as set out in the Corporate Governance Code and Corporate Governance Report (the "**CG Code**") contained in Appendix 14 to the Listing Rules.

The Company and the Directors strive to follow the internal control manuals and put in place sufficient resources to comply with the CG Code. During the year ended 31 December 2022, save for the deviations disclosed below, the Company had complied with all the applicable provisions set out in the CG Code:

Pursuant to the Code Provision C.1.6 of the CG Code, independent non-executive Directors and non-executive Directors should attend general meetings of the Company. However, two independent non-executive Directors were absent from the annual general meeting of the Company held on 5 July 2022 due to other business commitments. To ensure compliance with the CG Code in the future, the Company has arranged and will continue to arrange to furnish all Directors with appropriate information on all general meetings of the Company and take all reasonable measures to schedule meetings in such a way that all Directors can attend the general meetings.

Code Provision C.2.1 of the CG Code stipulates the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Tin Kong has been serving as the chairman and the chief executive officer of the Company (the "**CEO**") since 1 August 2019. Such practice deviates from Code Provision C.2.1 of the CG Code. The Board considers that consolidation of these roles by Mr. Tin Kong provides strong and consistent leadership to the Company which facilitates effective planning and efficient management of the Company. The Board will keep reviewing this arrangement from time to time and should candidate with suitable knowledge, skill and experience be identified, the Company will make an appointment to fill the post as appropriate.

The Board will continue to review and improve the corporate governance practices and standards of the Company to ensure the business activities and decision making processes of the Company are regulated in a proper and prudent manner.

企業管治常規

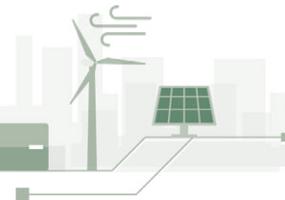
本公司的企業管治常規乃以上市規則附錄十四所載企業管治守則及企業管治報告(「**企業管治守則**」)當中原則(「**原則**」)及守則條文(「**守則條文**」)為基礎。

本公司及董事致力遵循內部監控手冊及投放充足資源以遵守企業管治守則。於截至二零二二年十二月三十一日止年度，除下文所披露之偏離外，本公司已遵守企業管治守則所載之所有適用條文：

根據企業管治守則之守則條文第C.1.6條，獨立非執行董事及非執行董事應出席本公司股東大會。然而，兩名獨立非執行董事因其他事務未能出席於二零二二年七月五日舉行之本公司股東週年大會。為確保日後遵守企業管治守則，本公司已安排及將繼續安排向全體董事提供有關本公司所有股東大會之適用資料，並採取一切合理措施安排會議時間表以使所有董事能夠出席股東大會。

企業管治守則之守則條文第C.2.1條規定，主席與行政總裁的角色應有區分，並不應由一人同時兼任。田鋼先生自二零一九年八月一日起擔任本公司主席兼行政總裁(「**行政總裁**」)。有關做法偏離了企業管治守則之守則條文第C.2.1條。董事會認為田鋼先生同時兼任兩個職務，可為本公司提供強勁而貫徹之領導，令本公司之規劃及管理更為有效。董事會將不時檢討此安排及在覓得具備適當知識、技能及經驗之候選人時，本公司將適時作出委任以填補空缺。

董事會將持續檢討及提升本公司之企業管治常規及準則以確保本公司的業務活動及決策制訂過程乃以適當及審慎方式規管。



DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules for securities transactions by the Directors.

Having made specific enquiry of all Directors, the Company reported that the Directors confirmed that they had complied with the required standards set out in the Model Code during the year ended 31 December 2022. The Model Code also applies to other specified senior management of the Group.

BOARD OF DIRECTORS

As at the date of this report, the Board comprises:

Executive Directors:

Mr. Tin Kong (Chairman)
Ms. Cheng Hung Mui
Mr. Chan Wei
Ms. Liu Liu

Independent Non-executive Directors:

Dr. Ng Ka Wing
Mr. See Tak Wah
Mr. Wang Jinlin

The Board comprises of four executive Directors and three independent non-executive Directors. One of the independent non-executive Directors possesses appropriate professional accounting qualifications and financial management expertise. Biographical details of the directors are set out in the section of "Biographical Details of Directors and Senior Management" on pages 13 to 16 of this Annual Report.

The relationships among the members of the Board are disclosed under "Biographical Details of Directors and Senior Management" on pages 13 to 16. Save as disclosed under "Biographical Details of Directors and Senior Management", the Board members have no financial, business, family or other material/relevant relationships with each other. The formation of the Board has met Rule 3.10A of the Listing Rules for the Board to have at least one-third in number of its members comprising independent non-executive Directors.

The main focus of the Board is on the formulation of overall strategies and policies of the Group. The Board also monitors the financial performance and the internal controls of the Group's business operations. Execution of operational matters and the powers thereof are delegated to the management by way of clear direction and remit from the Board.

董事之證券交易

本公司已就董事進行證券交易採納上市規則附錄十所載之標準守則。

經向全體董事進行具體查詢後，本公司呈報董事確認彼等於截至二零二二年十二月三十一日止年度一直遵守標準守則所載之規定準則。標準守則亦適用於本集團其他特定之高級管理層。

董事會

於本報告日期，董事會包括：

執行董事：

田鋼先生(主席)
鄭紅梅女士
陳淮先生
劉柳女士

獨立非執行董事：

吳家榮博士
施德華先生
王金林先生

董事會由四名執行董事及三名獨立非執行董事組成。其中一名獨立非執行董事具備適當之專業會計資格及財務管理專業知識。董事之履歷詳情已載於本年報第13頁至第16頁之「董事及高級管理人員簡介」一節。

董事會成員間之關係於第13頁至第16頁之「董事及高級管理人員簡介」項下披露。除「董事及高級管理人員簡介」所披露者外，董事會成員彼此之間並無任何財務、業務、家族或其他重大／相關關係。董事會之組成符合上市規則第3.10A條有關董事會規定，即獨立非執行董事須佔董事會人數最少三分之一。

董事會主要負責制定本集團之整體策略及政策。董事會亦監管本集團之財務表現及業務營運之內部監控。營運事項之執行及其權力由董事會明確指示及授予管理層。

The independent non-executive Directors are from professional background with a broad range of expertise and experience in the fields of accounting, finance, legal and business. Their skills and expertise ensure strong independent views and judgment in the Board. They also serve important function of ensuring and monitoring the basis for an effective corporate governance framework. The Board considers that each independent non-executive Director is independent in character and judgment and that they all meet the independence criteria as set out under Rule 3.13 of the Listing Rules.

All directors are regularly updated on governance and regulatory matters. There is an established procedure for directors to obtain independent professional advice at the expense of the Company in the furtherance of their duties. The Company has also arranged appropriate director and officer liability insurance cover in respect of any potential legal actions that might be taken against its directors.

Directors' Training and Professional Development Programme

The Directors have undergone satisfactory training throughout the year and provided the training record to the Company. During the year ended 31 December 2022, the training records of the Directors are set out below:

獨立非執行董事均具備專業背景，於會計、財務、法律及商業方面具有專業技能及豐富經驗。彼等之技能及專業知識可為董事會提供具高獨立性之意見及判斷。獨立非執行董事之另一項重要責任是確保並監察企業管治架構之有效運作。董事會認為每位獨立非執行董事均具獨立性格及判斷力，並且全部符合上市規則第3.13條所載之獨立條件。

全體董事均定期獲得有關管治及監管事宜之更新資訊。董事可按照既定程序，尋求獨立專業意見以協助履行其責任，有關費用由本公司承擔。本公司已就對董事之潛在法律行動，安排適當之董事及行政人員責任保險。

董事之培訓及專業發展計劃

年內，董事已進行令人滿意之培訓，並向本公司提供培訓記錄。於截至二零二二年十二月三十一日止年度，董事之培訓記錄載列如下：

Corporate Governance/update on laws, rules and regulations 企業管治／法例、規則及規例之更新

Directors	董事	Corporate Governance/update on laws, rules and regulations 企業管治／法例、規則及規例之更新	
		Read Materials 閱讀材料	Attend Seminars, Briefings and Conferences 出席研討會、簡報會及會議
<i>Executive Directors</i>			
Mr. Tin Kong (Chairman)	田鋼先生(主席)	✓	✓
Ms. Cheng Hung Mui	鄭紅梅女士	✓	✓
Mr. Chan Wei	陳淮先生	✓	✓
Ms. Liu Liu	劉柳女士	✓	✓
<i>Independent Non-executive Directors</i>			
Dr. Ng Ka Wing	吳家榮博士	✓	✓
Mr. See Tak Wah	施德華先生	✓	✓
Mr. Wang Jinlin	王金林先生	✓	✓



Directors' Attendance at the Board Meetings and General Meetings

董事出席董事會會議及股東大會情況

The individual attendance record of each Director at the Board meetings (not including other ad hoc meetings of the Board held from time to time), certain committee meetings and general meetings during the year ended 31 December 2022 is set out below:

各董事於截至二零二二年十二月三十一日止年度出席董事會會議(不包括其他不時舉行的不定期董事會會議)、若干委員會會議及股東大會的個別記錄載列如下：

Directors	董事	Attendance/Number of Meetings 出席/舉行會議次數					
		Audit Committee Meetings 審核委員會會議	Nomination Committee Meetings 提名委員會會議	Remuneration Committee Meetings 薪酬委員會會議	Internal Control Committee Meeting 內部監控委員會會議	Board Meetings 董事會會議	General Meetings 股東大會
<i>Executive Directors</i> 執行董事							
Mr. Tin Kong	田鋼先生	N/A不適用	1/1	1/1	1/1	7/7	1/1
Ms. Cheng Hung Mui	鄭紅梅女士	N/A不適用	N/A不適用	N/A不適用	N/A不適用	0/7	0/1
Mr. Chan Wei	陳淮先生	N/A不適用	N/A不適用	N/A不適用	N/A不適用	7/7	1/1
Ms. Liu Liu	劉柳女士	N/A不適用	N/A不適用	N/A不適用	N/A不適用	2/7	0/1
<i>Independent Non-executive Directors</i> 獨立非執行董事							
Dr. Ng Ka Wing	吳家榮博士	2/2	1/1	1/1	1/1	6/7	1/1
Mr. See Tak Wah	施德華先生	2/2	1/1	1/1	1/1	7/7	0/1
Mr. Wang Jinlin	王金林先生	1/2	0/1	0/1	0/1	6/7	0/1



DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to Code Provision C.2.1 of the CG Code, the roles of chairman and CEO should be separate and should not be performed by the same individual.

The roles of Chairman are to provide leadership to the Board and responsible for the effective functioning and ensuring that directors receive adequate, reliable and complete information in timely manner. The Chairman assumes the primary responsibility for ensuring that good corporate governance practices and procedures are established.

The CEO is responsible for administering and managing the Group's business and internal controls, including the implementation of major strategies and initiatives decreed and delegated by the Board.

During the year ended 31 December 2022, Mr. Tin Kong has been serving as the chairman and the CEO of the Company since 1 August 2019. In view of current development of the Group, the Board believes that it is in the best interest of the Group to have Mr. Tin Kong taking up both roles for effective execution of business strategies and management of business operations. The Board will keep reviewing this arrangement from time to time and should candidate with suitable knowledge, skill and experience be identified, the Company will make an appointment to fill the post of CEO as appropriate.

BOARD COMMITTEES

As at the date of this Annual Report, the Board has established four committees, namely, the audit committee (the "**Audit Committee**"), the nomination committee (the "**Nomination Committee**"), the remuneration committee (the "**Remuneration Committee**") and the internal control committee (the "**Internal Control 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.

董事及行政人員之保險

本公司已就對董事及行政人員之潛在法律行動妥為安排投保。

主席及行政總裁

根據企業管治守則之守則條文第C.2.1條，主席及行政總裁之角色應予區分，並不應由同一人兼任。

主席之職責為領導董事會及負責其有效運作，並確保董事可及時獲得提供足夠、可靠及完整資料。主席主要負責確保建立良好的企業管治常規及程序。

行政總裁負責執行及管理本集團之業務及內部監控，包括落實董事會頒佈及委派之主要策略及倡議。

於截至二零二二年十二月三十一日止年度，田鋼先生自二零一九年八月一日起擔任本公司之主席兼行政總裁。鑒於本集團之現時發展，董事會認為，就有效執行業務策略及管理業務營運而言，田鋼先生兼任兩個職位符合本集團之最佳利益。董事會將不時檢討此安排及在覓得具備適當知識、技能及經驗之候選人時，本公司將適時作出委任以填補行政總裁之空缺。

董事會委員會

於本年報日期，董事會下設四個委員會：審核委員會（「**審核委員會**」）、提名委員會（「**提名委員會**」）、薪酬委員會（「**薪酬委員會**」）及內部監控委員會（「**內部監控委員會**」），以掌管本公司特定事務。本公司所有董事會委員會均設有明確書面職權範圍。董事會委員會的職權範圍刊載於本公司的網站及聯交所的網站，可供股東查詢。



Each Board committee consists of a majority of independent non-executive Directors (“INED”). The list of the chairman and members of each Board committee as at the date of this Annual Report is set out below:

Audit Committee

Mr. See Tak Wah (Chairman) (INED)
Dr. Ng Ka Wing (INED)
Mr. Wang Jinlin (INED)

Internal Control Committee

Mr. Tin Kong (Chairman) (executive Director)
Dr. Ng Ka Wing (INED)
Mr. See Tak Wah (INED)
Mr. Wang Jinlin (INED)

Nomination Committee

Mr. Tin Kong (Chairman) (executive Director)
Dr. Ng Ka Wing (INED)
Mr. See Tak Wah (INED)
Mr. Wang Jinlin (INED)

Remuneration Committee

Dr. Ng Ka Wing (Chairman) (INED)
Mr. Tin Kong (executive Director)
Mr. See Tak Wah (INED)
Mr. Wang Jinlin (INED)

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

Pursuant to Rule 3.10 of the Listing Rules, every listed issuer is required to have at least three INEDs, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. Besides, according to Rule 3.21 of the Listing Rules, every listed issuer must establish an audit committee comprising non-executive directors only. The audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2). Throughout the year, the Board at all times fully complied with Rules 3.21 and 3.10(2) of the Listing Rules.

各董事會委員會由獨立非執行董事（「獨立非執行董事」）佔多數。於本年報日期，各董事會委員會主席及成員名單如下：

審核委員會

施德華先生(主席)(獨立非執行董事)
吳家榮博士(獨立非執行董事)
王金林先生(獨立非執行董事)

內部監控委員會

田鋼先生(主席)(執行董事)
吳家榮博士(獨立非執行董事)
施德華先生(獨立非執行董事)
王金林先生(獨立非執行董事)

提名委員會

田鋼先生(主席)(執行董事)
吳家榮博士(獨立非執行董事)
施德華先生(獨立非執行董事)
王金林先生(獨立非執行董事)

薪酬委員會

吳家榮博士(主席)(獨立非執行董事)
田鋼先生(執行董事)
施德華先生(獨立非執行董事)
王金林先生(獨立非執行董事)

董事會委員會獲提供充足資源以履行職責，及可於適當情況下合理要求徵求獨立專業意見，費用由本公司承擔。

根據上市規則第3.10條，每名上市發行人必須擁有至少三名獨立非執行董事，其中至少有一名成員必須具備適當專業資格，或具備適當的會計或相關財務管理專業知識。此外，根據上市規則第3.21條，每名上市發行人必須成立僅由非執行董事組成之審核委員會。審核委員會必須包括至少三名成員，其中至少一名成員為按第3.10(2)條所規定，具備適當專業資格，或具備適當的會計或相關財務管理專業知識之獨立非執行董事。於年內，董事會一直全面遵守上市規則第3.21及3.10(2)條。



AUDIT COMMITTEE

The majority of the audit committee members must be independent non-executive directors of the listed issuer. The audit committee must be chaired by an independent non-executive director. The Audit Committee currently comprises three independent non-executive Directors. Written terms of reference, which describe the authority and duties of the Audit Committee, have been adopted and posted on the websites of the Company and the Stock Exchange, and are regularly reviewed and updated by the Board.

As at the reporting date, the Audit Committee comprised three members, all the independent non-executive Directors namely, Dr. Ng Ka Wing, Mr. See Tak Wah and Mr. Wang Jinlin as members. The chairman of Audit Committee is Mr. See Tak Wah who possesses the appropriate professional qualifications or accounting or related financial management expertise. None of the members of the Audit Committee is a former partner of the Company's existing external auditor. The Audit Committee has separate and independent access to the advice and services of the senior management of the Company, and is able to seek independent professional advice at the Company's expense upon reasonable request.

The main duties of the Audit Committee include the following:

- To review the consolidated financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or external auditors before submission to the Board.
- To review the relationship with the external auditors with reference to the work performed by the external auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors.
- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

During the year, the Audit Committee has, inter alia, reviewed the accounting standards and practices adopted by the Group and discussed with the management about the internal control and financial reporting matters, including reviewing the annual financial information for the year ended 31 December 2021 and the interim financial information for the six months ended 30 June 2022.

The Group's consolidated financial statements for the year ended 31 December 2022 have been reviewed by the Audit Committee, who is of opinion that such statements comply with applicable accounting standards and legal requirements, and that adequate disclosures have been made.

審核委員會

審核委員會之大部分成員須為上市發行人之獨立非執行董事。審核委員會主席必須由獨立非執行董事擔任。審核委員會現時由三名獨立非執行董事組成。本公司採納的書面職權範圍列明審核委員會的職權，並已載於本公司及聯交所網站，董事會亦會定期檢討及更新。

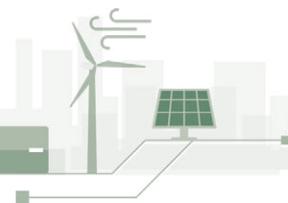
於報告日期，審核委員會由三名成員組成，彼等均為獨立非執行董事，即吳家榮博士、施德華先生及王金林先生。審核委員會之主席為施德華先生（其具備適當專業資格，或具備適當的會計或相關財務管理專業知識）。審核委員會中並無任何成員曾為本公司現時外聘核數師的前合夥人。審核委員會可透過獨立途徑自行取得本公司高級管理層的意見及服務，而在合理要求下亦可尋求獨立專業意見，有關費用由本公司承擔。

審核委員會的主要職責包括：

- 審閱綜合財務賬目及報告，並於提交董事會前，考慮本公司的會計及財務匯報職員、合規主任或外聘核數師提出的任何重大或不尋常項目。
- 參考外聘核數師所進行工作、費用及聘用條款，檢討與外聘核數師的關係，並就委任、續聘及罷免外聘核數師向董事會提出意見。
- 檢討本公司財務報告制度、內部監控制度、風險管理制度及相關程序是否充分及具備效益。

年內，審核委員會已（其中包括）檢討本集團所採納會計準則及慣例，並與管理層討論內部監控及財務報告事宜，包括審閱截至二零二一年十二月三十一日止年度之全年財務資料及截至二零二二年六月三十日止六個月之中期財務資料。

本集團截至二零二二年十二月三十一日止年度的綜合財務賬目已由審核委員會審閱，其認為該等報表符合適用的會計準則及法規，並已作出充分披露。



INTERNAL CONTROL COMMITTEE

The Internal Control Committee comprises four members, namely, Mr. Tin Kong who is the Chairman and executive Director, and Dr. Ng Ka Wing, Mr. See Tak Wah and Mr. Wang Jinlin who are independent non-executive Directors. The Internal Control Committee is chaired by Mr. Tin Kong. The Internal Control Committee was established to enhance risk management and internal control systems in a timely manner. The Internal Control Committee is responsible for performing independent review of the adequacy and effectiveness of the risk management and internal control systems. The Internal Control Committee examines key issues in relation to the accounting practices and all material controls; evaluate and determine the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives; and provides the effectiveness of its implementation and recommendations for improvement to the Audit Committee and the Board.

During the year, the Company organizes personnel and seeks assistance from external professional advisory institutions to review the risk management and internal control systems which are subject to the review by the Company's management team and the Internal Control Committee and approval by the Audit Committee and the Board.

NOMINATION COMMITTEE

According to Rule 3.27A of the Listing Rules, issuers should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors.

The Company has set up a Nomination Committee with its written terms of reference in compliance with the CG Code as set out in Appendix 14 of the Listing Rules to ensure fair and transparent procedures for appointment, re-election and removal of Directors to the Board. The Nomination Committee currently comprises three independent non-executive Directors and one executive Director, and was chaired by an executive Director who is the Chairman of the Board.

The principal responsibilities of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes; identifying individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships; assessing the independence of independent non-executive Directors; making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors.

內部監控委員會

內部監控委員會包括四名成員，即田鋼先生(主席兼執行董事)、吳家榮博士、施德華先生及王金林先生(均為獨立非執行董事)。田鋼先生擔任內部監控委員會主席。成立內部監控委員會乃旨在及時加強風險管理及內控監控系統。內部監控委員會負責獨立檢討風險管理及內部監控系統之充足性及能效。內部監控委員會查核與會計慣例及所有重大控制有關之關鍵事項；評估及釐定為達致本公司策略目標而須承擔之風險之性質及程度；及向審核委員會及董事會提供實施能效及改進建議。

本年內，本公司組織人員並尋求外部專業諮詢機構協助檢討風險管理及內部監控系統，並由本公司管理團隊及內部監控委員會審閱，並經審核委員會及董事會批准。

提名委員會

根據上市規則第3.27A條，發行人須成立提名委員會並由董事會主席或獨立非執行董事擔任主席，大部分成員須為獨立非執行董事。

本公司遵照上市規則附錄十四所載之企業管治守則成立提名委員會，並訂有書面職權範圍，以確保在委任、重選及罷免董事會董事之事宜上採納公平及透明之程序。提名委員會成員現時包括三名獨立非執行董事及一名執行董事，並由執行董事兼董事會主席擔任主席。

提名委員會之主要職責包括定期檢討董事會之架構、規模及組成(包括技術、知識及經驗)，並就任何建議變動向董事會提供意見；物色具備適當資格之人選成為董事會成員，以及選出或向董事會提供意見以選出董事提名入選；評估獨立非執行董事之獨立性；就委任或重新委任董事及董事之繼任計劃之相關事務向董事會提供意見。



During the year ended 31 December 2022, the Nomination Committee has reviewed the existing structure, size, diversity and composition of the Board to ensure it has a balance of expertise, skills, experience and diversity of perspectives appropriate to the requirements the Group's business; reviewed and assessed the independence of independent non-executive Directors; and assessed the board diversity policy of the Company (the “**Board Diversity Policy**”) as well as discussing matters regarding the appointment, retirement and re-election of Directors.

The Nomination Committee formulated Board Diversity Policy. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. In designing the Board's composition, the Nomination Committee will consider 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. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness and discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

The Nomination Committee also monitors the implementation of the Board Diversity Policy and reports to the Board on the achievement of the measurable objectives for achieving diversity under the Board Diversity Policy.

BOARD DIVERSITY

The Group has adopted the Board Diversity Policy which is summarized as follows:

- (a) Election of members of the Board shall be based on a series of diversified bases, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service; and
- (b) The Nomination Committee will monitor the implementation of the diversity policy in order to ensure that the policy produces desirable results.

The composition of the Board of Directors of the Company has met the gender diversity requirement and is at a relatively high level (approximately 29%, 2 females out of 7 Directors). Gender diversity at workforce levels (including or senior management) is disclosed in the Environmental, Social and Governance Report of the Company.

截至二零二二年十二月三十一日止年度，提名委員會已檢討董事會之現有架構、規模、多元化及組成，以確保具備符合本集團業務規定的專業知識、技能、經驗及多元化發展均衡；檢討及評估獨立非執行董事之獨立身份及評估董事會成員多元化政策（「**董事會成員多元化政策**」），並討論有關董事委任、退任及重選事宜。

提名委員會制定本公司的董事會成員多元化政策。本公司認同及接受董事會成員多元化對提升其表現質素的裨益。在制定董事會的組成時，提名委員會將會考慮多個方面，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、知識及服務年期。董事會的所有委任將以用人唯才為原則，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。最終決定將會以經甄選候選人將為董事會帶來之好處及貢獻為依據。

提名委員會將繼續檢討董事會成員多元化政策（如適用）以確保其行之有效、就可能需要作出的任何修改進行討論，以及就任何有關修改向董事會提供意見以供其審議及批准。

提名委員會亦會監察董事會成員多元化政策的實施，並就根據董事會成員多元化政策達致可計量之多元化目標向董事會匯報。

董事會多元化

本集團已採納有關董事會成員多元化政策，該政策概要如下：

- (a) 董事會成員選舉將基於一系列多元化標準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識以及服務年期；及
- (b) 提名委員會將不時監察多元化政策的實施情況，以確保多元化政策發揮效用。

本公司董事會組成成員已滿足性別多元化的要求，且處於較高水平（約29%，7名董事中2名為女性）。員工層面（包括高級管理人員）的性別多元化於本公司環境、社會及管治報告內披露。



REMUNERATION COMMITTEE

Remuneration Policy for Directors and Senior Management

The remuneration payable to the employees includes salaries and allowances. The Group's remuneration policies are formulated based on the performance of individual employees and are reviewed regularly. Subject to the Group's profitability, the Group may also provide a discretionary bonus to employees as an incentive for their contribution to the Group. The primary goal of the remuneration policy with regard to the remuneration packages of the executive Directors is to enable the Group to retain and motivate the executive Directors by linking their compensation with performance as measured against corporate objectives achieved. Each of the executive Directors is entitled to the remuneration packages including basic salaries and discretionary bonuses.

The primary duties of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration, make recommendations to the Board on the remuneration of non-executive Directors and determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management.

The Company believes that by offering the eligible persons a shareholding stake in the Company, the interests of the eligible persons and the Company will align and thereby provide the eligible persons with additional incentives to improve the Company's performance.

According to the Rule 3.25 of the Listing Rules, an issuer must establish a remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors, and according to the Rule 3.26 of the Listing Rules, the board of directors must approve and provide written terms of reference for the remuneration committee which clearly establish its authority and duties.

The Company has set up a Remuneration Committee with written terms of reference in compliance with the CG Code as set out in Appendix 14 of the Listing Rules to ensure that there are formal and transparent procedures for setting policies on the remuneration of Directors and senior management. The Remuneration Committee currently comprises three independent non-executive Directors and one executive Director, and was chaired by an independent non-executive Director.

During the year ended 31 December 2022, the Remuneration Committee has reviewed and discussed the remuneration and structure of the Directors and senior management of the Company.

Pursuant to Code Provision E.1.5 of the CG Code, the remuneration of the members of the senior management by band for the year ended 31 December 2022 is set out in Note 15 to the consolidated financial statements.

薪酬委員會

董事及高級管理層的薪酬政策

應付僱員的酬金包括薪金及津貼。本集團的薪酬政策乃根據僱員的個人表現而釐訂，並定期檢討。視乎本集團的盈利能力而定，本集團亦可能向僱員發放酌情花紅，作為彼等對本集團所作貢獻的獎勵。有關執行董事薪酬待遇之薪酬政策的主要目的，是本集團可藉此將彼等的酬勞與根據已達成的企業目標衡量的表現掛鉤，以期挽留和激勵執行董事。各執行董事有權收取的薪酬待遇包括基本薪金及酌情花紅。

薪酬委員會的主要職責為就本公司全體董事及高級管理層的薪酬政策及架構向董事會提出建議、就非執行董事的薪酬向董事會提出建議及被授予責任，以釐定個別執行董事及高級管理層的薪酬待遇。

本公司相信，通過向合資格人士分發本公司股權，可將彼等利益與本公司利益連成一線，並進而激勵合資格人士為本公司爭取佳績。

根據上市規則第3.25條，發行人必須成立薪酬委員會，並由獨立非執行董事擔任主席，大部分成員須為獨立非執行董事；而根據上市規則第3.26條，董事會必須批准及提供薪酬委員會之書面職權範圍，當中列明其權力及職責。

本公司遵照上市規則附錄十四所載之企業管治守則成立薪酬委員會，並訂有書面職權範圍，以確保在制定董事及高級管理層之薪酬政策上採納正式及透明之程序。薪酬委員會現時由三名獨立非執行董事及一名執行董事組成，並由一名獨立非執行董事擔任主席。

截至二零二二年十二月三十一日止年度，薪酬委員會已檢討及討論本公司董事及高級管理人員之薪酬及架構。

根據企業管治守則守則條文第E.1.5條，於截至二零二二年十二月三十一日止年度按薪酬組別劃分之高級管理人員薪酬載列於綜合財務賬目附註15。



COMPANY SECRETARY

Mr. Chan Wei, the company secretary of the Company, is also an executive director of the Company. He ensures information flow within the Board and that the Board policy and procedures are followed. The company secretary is responsible for advising the Board on the corporate governance matters and professional development of the Directors.

According to the requirements of Rule 3.29 of the Listing Rules, the company secretary has taken no less than 15 hours of relevant professional training during the financial year ended 31 December 2022.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board has overall responsibility for the systems of internal control and risk management of the Company and for reviewing their effectiveness on a regular basis, covering financial, operational, compliance controls and risk management functions.

The Board is committed to design and implement effective and sound risk management and internal control systems to safeguard the interests of Shareholders and the Group's assets. The systems are implemented to manage and minimize, rather than eliminate, the risk of failure in operation systems, and to provide reasonable assurance against material misstatement or loss. The Board has delegated to executive management the implementation of the systems of risk management and internal controls and reviewing of all relevant financial, operational, compliance controls and risk management function within an established framework. Our risk management and internal control systems are reviewed and renewed at least on an annual basis.

For the year ended 31 December 2022, Apec Risk Management Limited, an external professional advisory institution, has been appointed to undertake the internal audit function and assist the Internal Control Committee to review the risk management and internal control systems of the Group. For risk assessment, the management and functional responsible persons are required to evaluate the likelihood and impact of each identified risk item in a risk register. Once significant risks are identified, mitigating measures are required to put in place immediately in order to manage such risks. For internal control review, once areas of improvement have been identified, appropriate measures and follow-up actions are required to be put in place in order to enhance the internal control system. The Internal Control Committee reviews the findings and opinion of the management on the effectiveness of the Company's risk management and internal control systems, and reports to the Audit Committee and the Board on such reviews. In respect of the year ended 31 December 2022, the Board considered the risk management and internal control systems effective and adequate. No significant areas of concern which might affect Shareholders were identified.

公司秘書

本公司公司秘書陳淮先生亦為本公司執行董事。彼保證董事會內部資訊流動，及董事會政策及程序獲遵守為董事會提供支持。公司秘書負責就企業管治事宜及董事的專業發展為董事會提供意見。

根據上市規則第3.29條之規定，公司秘書於截至二零二二年十二月三十一日止財政年度已接受了不少於15個小時的相關專業培訓。

內部監控及風險管理

董事會對維持本公司之內部監控及風險管理系統及對定期檢討其效能承擔整體責任，涵蓋財務、營運、依從規例監控及風險管理效能。

董事會致力設計及落實有效及良好之風險管理及內部監控系統，藉以保障股東利益及本集團資產。落實系統旨在管理及盡量減低而非消除營運系統失靈之風險，並提供合理保證以免出現重大錯誤陳述或損失。董事會已委派行政管理層實施風險管理及內部監控系統，並根據已制訂之框架檢討所有相關財務、營運、依從規例監控及風險管理效能。風險管理及內部監控系統至少按年度檢討及更新。

截至二零二二年十二月三十一日止年度，外部專業諮詢機構雅博風險管理有限公司已獲委任以承擔內部審計職能及協助內部監控委員會審閱本集團風險管理及內部監控系統。就風險評估而言，管理層及效能負責人須評估風險登記冊各項已識別風險項目之可能性及影響。一經識別重大風險，則須立即採取紓緩措施以管理該等風險。就內部監控審閱而言，一旦已識別改善領域，則須採取適當的措施及跟進行動以提升內部監控系統。內部監控委員會審閱有關本公司風險管理及內部監控系統能效之結果及意見，並就此向審核委員會及董事會報告。截至二零二二年十二月三十一日止年度，董事會認為風險管理及內部監控系統屬有效及充足。並無識別可能會影響股東之重大事宜。



The Company has put in place the policies and procedures for the handling and dissemination of inside information. The Company regularly reminds the Directors and employees for the due compliance with all policies regarding the inside information and also keeps them for the latest regulatory updates. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements.

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

AUDITOR'S RESPONSIBILITY STATEMENT

The auditor's responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 43 to 47 to this Annual Report.

AUDITOR'S REMUNERATION

For the year ended 31 December 2022, the remuneration of the Group's auditor for statutory audit services was approximately HK\$1,000,000, and for non-audit service on reviewing a major transaction of the Group was approximately HK\$100,000.

SHAREHOLDER RIGHTS

Procedures for Shareholders to convene a Special General Meeting ("SGM")

Pursuant to the Company's bye-laws and the Companies Act 1981 of Bermuda ("**Companies Act**"), registered Shareholders holding not less than one-tenth (10%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company ("**SGM Requisitionists**") can deposit a written request to convene a SGM at the registered office of the Company ("**Registered Office**"), which is presently situated at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The SGM Requisitionists must state in their request(s) the purposes of the SGM and such request(s) must be signed by all the SGM Requisitionists and may consist of several documents in like form, each signed by one or more of the SGM Requisitionists.

本公司已設立處理及發送內幕信息之政策及程序。本公司定期提醒董事及僱員妥為遵守有關內幕信息之所有政策，亦令彼等知悉最新監管資料。於悉數向公眾披露資料前，本集團確保資料獲嚴格保密。倘本集團認為無法維持必要之保密程度或可能違反保密措施，則本集團將立即向公眾披露信息。

董事之責任聲明

董事會須負責提呈平衡、清晰及易於理解評估的年報及中期報告、股價敏感公告及上市規則與其他監管規則所規定的其他披露資料。

董事明瞭彼等編製本公司截至二零二二年十二月三十一日止年度綜合財務賬目的責任。

核數師之責任聲明

核數師對本集團綜合財務賬目之責任載於本年報第43至47頁之獨立核數師報告內。

核數師酬金

截至二零二二年十二月三十一日止年度，本集團核數師就提供法定核數服務及審閱本集團主要交易的非核數服務所收取之酬金總額分別為約1,000,000港元及約100,000港元。

股東權利

股東召開股東特別大會(「股東特別大會」)之程序

根據本公司之公司細則及百慕達一九八一年公司法(「**公司法**」)，持有本公司附帶權利可於本公司股東大會投票之繳足股本不少於十分之一(10%)之登記股東(「**股東特別大會呈請人**」)，可向本公司之註冊辦事處(現時之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda)(「**註冊辦事處**」)提交書面呈請，請求召開股東特別大會。股東特別大會呈請人必須在其呈請中列明股東特別大會之目的，而有關呈請必須由所有股東特別大會呈請人簽署，並可由若干相同格式之文件組成，各自須經一名或以上股東特別大會呈請人簽署。



The Share Registrars will verify the SGM Requisitionists' particulars in the SGM Requisitionists' request. Promptly after confirmation from the Share Registrars that the SGM Requisitionists' request is in order, the Company Secretary will arrange with the Board to convene a SGM by serving sufficient notice to all the registered Shareholders in accordance with all the relevant statutory and regulatory requirements. On the contrary, if the SGM Requisitionists' request is verified not in order, the SGM Requisitionists will be advised of the outcome and accordingly, a SGM will not be convened as requested.

The SGM Requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a SGM if within twenty-one (21) days of the deposit of the SGM Requisitionists' request, the Board does not proceed duly to convene a SGM provided that any SGM so convened is held within three (3) months from the date of the original SGM Requisitionists' request. A SGM so convened by the SGM Requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Company.

Procedures for Shareholders to put forward proposals at a general meeting

Pursuant to the Companies Act, either any number of the registered Shareholders holding not less than one-twentieth (5%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company ("Requisitionists"), or not less than 100 of such registered Shareholders, can request the Company in writing to (a) give to Shareholders entitled to receive notice of the next general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to Shareholders entitled to have notice of any general meeting any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting. The requisition signed by all the Requisitionists may consist of several documents in like form, each signed by one or more of the Requisitionists; and it must be deposited at the Registered Office with a sum reasonably sufficient to meet the Company's relevant expenses, not less than six (6) weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one (1) week before the meeting in the case of any other requisition. Provided that if an annual general meeting is called for a date six (6) weeks or less after the requisition has been deposited, the requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

股份登記處將核實股東特別大會呈請人提交之呈請所列之股東特別大會呈請人資料。一經接獲股份登記處確認股東特別大會呈請人之呈請符合程序，公司秘書將立即與董事會安排根據所有相關法定及監管規定向全體登記股東發出充足通知，而召開股東特別大會。相反，倘股東特別大會呈請人之呈請經核實未有符合程序，本公司將告知股東特別大會呈請人相關結果，因而不會按要求的召開股東特別大會。

倘董事會並無於股東特別大會呈請人遞交呈請起計二十一(21)日內正式召開股東特別大會，則股東特別大會呈請人(或其中代表全體呈請人總表決權半數以上之任何人士)可自行召開股東特別大會，惟按此方式召開之任何股東特別大會須於股東特別大會呈請人遞交原呈請之日期起計三(3)個月內舉行。股東特別大會呈請人依此召開之股東特別大會須盡可能以接近本公司召開會議之方式召開。

股東於股東大會上提呈議案之程序

根據公司法，持有本公司附帶權利可於本公司股東大會投票之繳足股本不少於二十分之一(5%)之任何數目登記股東(「呈請人」)，或不少於100名有關登記股東，可向本公司提交書面要求：(a)向有權接收下一屆股東大會通告之股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之決議案；及(b)向有權獲發送任何股東大會通告之股東傳閱不超過1,000字之陳述書，以告知於該大會上提呈之任何決議案所述事宜或將處理之事項。由所有呈請人簽署之呈請可由若干相同格式之文件組成，各自須經一名或以上呈請人簽署；且呈請須在不少於(倘為要求通知的決議案之呈請)大會舉行前六(6)週或(倘為任何其他呈請)大會舉行前一(1)週，遞交至註冊辦事處，並須支付足以合理彌補本公司相關開支之款項。惟倘在遞交呈請後六(6)週或較短期間內之某一日召開股東週年大會，則該呈請雖未有在規定時間內遞交，就此而言亦將被視為已妥為遞交。



Procedures for directing Shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

The Company Secretary
Mr. Chan Wei
Room 401A, Empire Centre,
68 Mody Road, Tsim Sha Tsui,
Kowloon, Hong Kong
Fax: (852) 3520 3181
Email: info@tessonholdings.com

Shareholders may also make enquiries with the Board at the general meetings of the Company.

Constitutional Documents

During the year ended 31 December 2022, there was no alteration to the Company's constitutional documents.

On 30 March 2023, the Board proposed to make certain amendments to its bye-laws to (i) bring its bye-laws to be in line with the relevant requirements of the applicable laws of Bermuda and the Listing Rules; (ii) enable the Company to convene and hold electronic or hybrid general meetings of the Shareholders and provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make other miscellaneous and housekeeping changes to update or clarify the provisions of the existing bye-laws, including consequential amendments in line with the above amendments to the existing bye-laws, where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of Bermuda.

The proposed amendments to the existing bye-laws of the Company and the adoption as New Bye-laws shall be subject to the passing of a special resolution by the Shareholders at the forthcoming annual general meeting of the Company. A circular containing, among others, details of the proposed amendments of bye-laws of the Company and a notice convening the annual general meeting will be despatched to the Shareholders in due course.

股東向董事會作出查詢之程序

股東可隨時透過公司秘書以書面形式將其查詢及問題遞交董事會。公司秘書之聯絡詳情如下：

公司秘書
陳淮先生
香港九龍
尖沙咀麼地道68號
帝國中心401A室
傳真：(852) 3520 3181
電郵：info@tessonholdings.com

股東亦可在本公司之股東大會上向董事會作出查詢。

憲章文件

截至二零二二年十二月三十一日止年度，本公司之憲章文件並無改動。

於二零二三年三月三十日，董事會建議對公司細則作出若干修訂，藉以(i)使其公司細則符合百慕達適用法律和上市規則的相關要求；(ii)使本公司能夠召集並舉行可以電子會議方式及／或混合會議方式舉行的本公司股東大會，並為本公司提供召開股東大會的靈活性；及(iii)作出其他雜項和內務變更，以更新或闡明現有公司細則條文，包括與上述現有公司細則修訂相符的相應修訂，使措辭更切合上市規則和百慕達適用法律。

對現有本公司公司細則的建議修訂及採納為新公司細則須待股東於本公司即將舉行的應屆股東週年大會上通過特別決議案後方可作實。一份載有(其中包括)建議修訂本公司的公司細則之詳情及召開股東週年大會之通告的通函，將適時寄發予股東。



INVESTOR RELATIONS

The Company is committed to enhancing communications and relationships with its investors. Designated senior management maintains an open dialogue with institutional investors and analysts to keep them abreast of the Company's developments.

The Company also maintains a website at www.tessonholdings.com, where updates on the Company's business developments and operations, financial information and news can always be found.

CODE OF CONDUCT

The Company is committed to high standard of business ethics and integrity. A code of conduct is enforced on all employees of the Group. The employees at all levels are expected to act in an honest, diligent and responsible manner. No personal gifts or other forms of advantages from any person or organisation doing business with the Group can be accepted by any employee. Business partners and customers are reminded from time to time that its policy forbids any employee or agent of the Group from accepting any gift from them.

投資者關係

本公司致力加強與其投資者的溝通及關係。指定高級管理人員與機構投資者及分析員經常公開交流，以獲悉本公司發展情況。

本公司亦設有網站www.tessonholdings.com，其中刊載本公司業務發展及營運、財務資料及消息的最新資料。

行為守則

本公司一向十分著重商業操守及誠信。本集團全體僱員均須遵守行為守則。各級僱員均須以誠信、勤勉及負責任之態度履行職責。任何僱員不得收受任何與本集團有商務關係之人士或機構所贈予之個人饋贈或其他利益。本集團亦會不時提醒業務夥伴及客戶，表明其政策禁止本集團任何僱員或代理人向彼等收取任何饋贈。



**TO THE SHAREHOLDERS OF
TESSON HOLDINGS LIMITED**

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Tesson Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 48 to 132, 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 (the “**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.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to Note 2 to the consolidated financial statements which mentions that the Group incurred a loss of approximately HK\$124,681,000 from continuing operation for the year ended 31 December 2022. The cash and bank balance is amounting to HK\$6,252,000 as at 31 December 2022. These conditions indicate a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

致天臣控股有限公司股東

天臣控股有限公司

(於百慕達註冊成立之有限公司)

意見

吾等已審核載於第48至132頁天臣控股有限公司（「**貴公司**」）及其附屬公司（統稱「**貴集團**」）之綜合財務賬目，包括於二零二二年十二月三十一日之綜合財務狀況表以及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務賬目附註，包括主要會計政策概要。

吾等認為，該等綜合財務賬目已根據香港會計師公會（「**香港會計師公會**」）頒佈之香港財務報告準則（「**香港財務報告準則**」）真實而公平地反映 貴集團於二零二二年十二月三十一日之綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

意見基礎

吾等根據香港會計師公會頒佈之香港審計準則（「**香港審計準則**」）進行審核。吾等在該等準則下之責任於吾等的報告內「核數師就審核綜合財務賬目須承擔之責任」一節進一步闡述。根據香港會計師公會之職業會計師道德守則（「**守則**」），吾等獨立於 貴集團，並已遵循守則履行其他道德責任。吾等相信，吾等獲得之審核憑證能充分及適當地為吾等之審核意見提供基礎。

有關持續經營的重大不明朗因素

務請注意綜合財務賬目附註2所述 貴集團於截至二零二二年十二月三十一日止年度產生持續經營業務虧損約124,681,000港元。於截至二零二二年十二月三十一日的現金及銀行結餘為6,252,000港元。該等情況顯示存有重大不明朗因素，可能對 貴集團的持續經營能力構成重大疑問。我們並無就有關事項發表非無保留意見。



KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

(i) Property, plant and equipment

Refer to Note 18 to the consolidated financial statements

The Group tested the amount of property, plant and equipment for impairment. This impairment test is significant to our audit because the balance of property, plant and equipment of HK\$273,319,000 as at 31 December 2022 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the reasonableness of the key assumptions;
- Assessing the Group's review procedure to support the accuracy of carrying amounts of property, plant and equipment;
- Assessing the competence, independence and integrity of the external valuer engaged by client;
- Assessing the disclosure of the fair value measurement in the consolidated financial statements;
- Evaluating the Group's impairment assessment;
- Obtaining the external valuation reports and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model;
- Checking key assumptions and input data in the valuation model to supporting evidence; and
- Checking arithmetical accuracy of the valuation model.

We consider that the Group's impairment review for property, plant and equipment is supported by the available evidence.

關鍵審核事項

根據吾等之專業判斷，關鍵審核事項為吾等審核本期間之綜合財務賬目中最為重要之事項。吾等在審核整體綜合財務賬目及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。除關於持續經營的重大不確定因素一節描述的事項外，我們已將下述事項釐定為在本報告中溝通的關鍵審計事項。

(i) 物業、廠房及設備

請參閱綜合財務賬目附註18。

貴集團已對物業、廠房及設備進行減值測試。減值測試對吾等之審核至關重要，原因為於二零二二年十二月三十一日物業、廠房及設備之結餘273,319,000港元對綜合財務賬目而言屬重大。此外，貴集團之減值測試運用判斷並以假設及估計為基準。

吾等之審核程序包括(其中包括)：

- 評估主要假設之合理性；
- 評估 貴集團的審閱程序以證明物業、廠房及設備之賬面值的準確性；
- 評估客戶委任之外聘估值師之資歷、獨立性及操守；
- 評估綜合財務賬目內有關公平值計量之披露。
- 評核 貴集團之減值評估；
- 獲得外部估值報告及與外聘評估師會晤以討論並查閱估值程序、所用方法及市場證據以支持估值模式中應用之重大判斷及假設；
- 查核估值模式中的主要假設及輸入數據所使用之支持理據；及
- 查核估值模式之運算的準確性。

吾等認為，貴集團就物業、廠房及設備之減值測試獲現有憑證支持。



(ii) Trade and other receivables, deposits and prepayments

Refer to Note 24 to the consolidated financial statements

The Group performed recoverability review on the amounts of trade and other receivables, deposits and prepayments. The implication of recoverability review is significant to our audit because the carrying amount of trade and other receivables, deposits and prepayments of approximately HK\$300,458,000 as at 31 December 2022 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on granting credit limits and credit periods to customers and debtors;
- Assessing the Group's relationship and transaction history with the customers and debtors;
- Evaluating the Group's recoverability assessment;
- Assessing aging of the debts;
- Assessing creditworthiness of the customers;
- Checking subsequent settlements and usage of the receivable balance; and
- Assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements.

We consider that the Group's recoverability review on trade and other receivables, deposits and prepayments is supported by the available evidence.

(ii) 應收貿易賬款及其他應收賬款、訂金及預付款項

請參閱綜合財務賬目附註24。

貴集團已對應收貿易賬款及其他應收賬款、訂金及預付款項之金額進行可回收性審閱。可回收性審閱對吾等之審核至關重要，原因是應收貿易賬款及其他應收賬款、訂金及預付款項於二零二二年十二月三十一日之賬面值約300,458,000港元對綜合財務賬目而言屬重大。此外，貴集團之減值測試涉及運用判斷並以估計為基準。

吾等之審核程序包括(其中包括)：

- 評估 貴集團向客戶及債務人授出信貸限額及信貸期之程序；
- 評估 貴集團與客戶及債務人之關係及交易記錄；
- 評核 貴集團之可回收性評估；
- 評估債務賬齡；
- 評估客戶之信用；
- 審查應收餘額之其後結算及使用情況；及
- 評估綜合財務賬目中 貴集團所面對信貸風險之披露。

吾等認為，貴集團之應收貿易賬款及其他應收賬款、訂金及預付款項之可回收性審閱均獲現有憑證支持。



OTHER INFORMATION

The directors of the Company (the “**Directors**”) are responsible for the other information. The other information comprises all the information in the Company’s 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 identified 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 FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

其他資料

貴公司董事(「**董事**」)須對其他資料承擔責任。其他資料包括 貴公司年報所載一切資料，惟不包括綜合財務賬目及吾等就其發出之核數師報告。

吾等對綜合財務賬目作出之意見並無涵蓋其他資料，及吾等並無對其他資料發表任何形式之核證結論。

就吾等審核綜合財務賬目而言，吾等之責任為閱讀所識別之其他資料，從而考慮其他資料是否與綜合財務賬目或吾等在審核過程中獲悉之資料存在重大不符，或似乎存在重大錯誤陳述。基於吾等已進行的工作，如我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在此方面，我們並無任何報告。

董事就綜合財務賬目須承擔之責任

董事負責根據香港會計師公會發佈的香港財務報告準則以及香港公司條例的披露規定編製真實及公平的綜合財務賬目，以及董事認為必要的內部監控，以令綜合財務賬目的編製不存在重大錯誤陳述(不論是否因欺詐或錯誤)。

在編製綜合財務賬目時，董事須負責評估 貴集團持續經營之能力，並披露與持續經營有關之事項(如適用)。除非董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行之辦法，否則須採用以持續經營為基礎之會計法。



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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, 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.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<https://www.hkicpa.org.hk/en/Standards-setting/Standards/Our-views/auditre>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Li Shun Fai

Audit Engagement Director

Practising Certificate Number P05498

Hong Kong, 30 March 2023

核數師就審核綜合財務賬目須承擔之責任

吾等之目標為合理確定此等綜合財務賬目整體而言不會存在由於欺詐或錯誤而導致之重大錯誤陳述，並發出載有吾等意見之核數師報告。吾等僅向全體股東報告，不作其他用途。吾等概不就本報告之內容對任何其他人士負責或承擔任何責任。合理確定屬高層次之核證，惟根據香港審計準則進行之審核工作不能保證總能察覺所存在之重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務賬目作出之經濟決定時，則被視為重大錯誤陳述。

吾等就審核綜合財務賬目須承擔之責任進一步詳述載於香港會計師公會網站：

<https://www.hkicpa.org.hk/en/Standards-setting/Standards/Our-views/auditre>

本說明構成吾等之核數師報告其中一部分。

中匯安達會計師事務所有限公司

執業會計師

李淳暉

審計項目董事

執業證書編號P05498

香港，二零二三年三月三十日

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



			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Re-presented) (經重列)
Continuing operation	持續經營業務			
Revenue	收益	8	94,399	159,839
Cost of sales	銷售成本		(86,383)	(148,413)
Gross profit	毛利		8,016	11,426
Interest income	利息收入		232	573
Other income	其他收入	9	7,994	11,467
Distribution and selling expenses	分銷及銷售開支		(5,934)	(8,230)
Administrative expenses	行政開支		(126,539)	(143,465)
Reversal of impairment loss/(impairment loss) on various assets	多項資產之減值虧損撥回/ (減值虧損)	13b	974	(77,145)
Written-off on various assets	多項資產之撇銷	13b	(2,653)	(63,433)
Loss from operation	經營虧損		(117,910)	(268,807)
Finance costs	融資成本	11	(6,771)	(7,936)
Loss before tax	除稅前虧損	13a	(124,681)	(276,743)
Income tax credit	所得稅抵免	12	-	7,597
Loss for the year from continuing operation	持續經營業務之本年度虧損		(124,681)	(269,146)
Discontinued operation	已終止經營業務			
Loss for the year from discontinued operation	已終止經營業務之本年度虧損	14	(103,334)	(231,868)
Loss for the year	本年度虧損		(228,015)	(501,014)
Other comprehensive (expense)/income	其他全面(開支)/收益			
Items that may be reclassified to profit or loss:	可能重新分類至損益之項目：			
Exchange differences on translating foreign operations	換算海外業務所產生之外匯兌換差異		(69,601)	35,588
Foreign currency translation reserve reclassified to profit or loss upon disposal of subsidiaries	出售附屬公司後重新分類至損益之外匯兌換儲備		(21,504)	-
			(319,120)	(465,426)
Items that will not be reclassified to profit or loss:	將不會重新分類至損益之項目：			
Surplus arising on revaluation of property, plant and equipment	重估物業、廠房及設備產生之盈餘		48,227	-
Deferred tax effect arising on revaluation of property, plant and equipment	重估物業、廠房及設備產生之遞延稅項影響		(8,120)	-
Total comprehensive expenses for the year	本年度全面開支總額		(279,013)	(465,426)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Re-presented) (經重列)
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Notes 附註			
	Loss for the year attributable to:	下列人士應佔本年度虧損：	
	Owners of the Company	本公司擁有人	
	Loss from continuing operation	持續經營業務虧損	(99,249) (192,813)
	Loss from discontinued operation	已終止經營業務虧損	(96,812) (134,129)
	Loss attributable to owners of the Company	本公司擁有人應佔虧損	(196,061) (326,942)
	Non-controlling interests	非控股權益	
	Loss from continuing operation	持續經營業務虧損	(25,432) (76,333)
	Loss from discontinued operation	已終止經營業務虧損	(6,522) (97,739)
	Loss attributable to non-controlling interests	非控股權益應佔虧損	(31,954) (174,072)
			(228,015) (501,014)
	Total comprehensive expense for the year attributable to:	下列人士應佔本年度全面開支總額：	
	Owners of the Company	本公司擁有人	(207,385) (301,029)
	Non-controlling interests	非控股權益	(71,628) (164,397)
			(279,013) (465,426)
	Loss per share from continuing and discontinued operation	持續及已終止經營業務之每股虧損	
	Basic (HK cents per share)	基本(每股港仙)	(15.54) (26.92)
	Diluted (HK cents per share)	攤薄(每股港仙)	(15.54) (26.92)
	Loss per share from continuing operation	持續經營業務之每股虧損	
	Basic (HK cents per share)	基本(每股港仙)	(7.87) (15.87)
	Diluted (HK cents per share)	攤薄(每股港仙)	(7.87) (15.87)
	Loss per share from discontinued operation	已終止經營業務之每股虧損	
	Basic (HK cents per share)	基本(每股港仙)	(7.67) (11.05)
	Diluted (HK cents per share)	攤薄(每股港仙)	(7.67) (11.05)

17

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2022 於二零二二年十二月三十一日



			2022 二零二二年	2021 二零二一年
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Non-current assets				
非流動資產				
Property, plant and equipment	18	273,319	300,032	
Right-of-use assets	19	78,045	97,346	
Deposits paid for acquisition of property, plant and equipment		2,077	18,985	
Investment properties	20	-	57,952	
Goodwill	21	-	119,256	
		353,441	593,571	
Current assets				
流動資產				
Inventories	22	36,599	42,178	
Properties for sale under development	23	-	993,657	
Trade and other receivables, deposits and prepayments	24	300,458	583,917	
Financial assets at fair value through profit or loss		104	54	
Amount due from a non-controlling shareholder of a subsidiary	25	-	262,107	
Restricted bank balances	26	-	40,304	
Bank and cash balances	26	6,252	12,643	
		343,413	1,934,860	
Current liabilities				
流動負債				
Trade and other payables	27	278,468	336,690	
Contract liabilities	28	5,342	1,002,240	
Lease liabilities	19	4,152	7,886	
Tax payable		-	122,261	
Borrowings	29	52,785	207,520	
Amount due to the controlling shareholder	30	545	41	
		341,292	1,676,638	

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2022 於二零二二年十二月三十一日

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Net current assets	流動資產淨值		2,121	258,222
Total assets less current liabilities	資產總值減流動負債		355,562	851,793
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	19	5,341	14,612
Deferred tax liabilities	遞延稅項負債	31	9,656	46,577
			14,997	61,189
NET ASSETS	資產淨值		340,565	790,604
Capital and reserves	資本及儲備			
Share capital	股本	32	148,349	123,650
Reserves	儲備	33(a)	380,427	640,939
Equity attributable to owners of the Company	本公司擁有人應佔股權		528,776	764,589
Non-controlling interests	非控股權益		(188,211)	26,015
TOTAL EQUITY	權益總額		340,565	790,604

The consolidated financial statements on pages 48 to 132 were approved and authorised for issue by the board of directors on 30 March 2023 and are signed on its behalf by:

第48頁至第132頁之綜合財務賬目已由董事會於二零二三年三月三十日審批及授權刊發，並由下列董事代表簽署：

Tin Kong
田鋼
Director
董事

Cheng Hung Mui
鄭紅梅
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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



		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Capital redemption reserve	Share premium	Asset revaluation reserve	Other reserve	Capital reserve	Share-based payment reserve	Foreign currency translation reserve	Retained profits/(accumulated losses)	Total	Non-controlling interests	Total
		股本	贖回儲備	股份溢價	資產重估儲備	其他儲備	資本儲備	以股份為基礎 付款儲備	外幣匯兌 儲備	保留溢利/ (累計虧損)	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	119,649	624	826,773	23,797	6,071	(200)	6,250	(5,836)	72,850	1,049,978	190,412	1,240,390
Total comprehensive income/(expenses) for the year	本年度全面收入/(開支)總額	-	-	-	-	-	-	-	25,913	(326,942)	(301,029)	(164,397)	(465,426)
Revaluation surplus released upon disposal of property, plant and equipment	出售物業、廠房及設備時釋出的重估盈餘	-	-	-	(24,618)	-	-	-	-	24,618	-	-	-
Reversal of deferred tax liability upon release of revaluation surplus	重估盈餘釋出時的遞延稅項負債撥回	-	-	-	5,593	-	-	-	-	(5,593)	-	-	-
Issue of shares upon share placement	股份配售後發行股份	4,001	-	11,639	-	-	-	-	-	-	15,640	-	15,640
Transfer from other reserve and capital reserve to retained earnings	由其他儲備及資本儲備轉撥至保留溢利	-	-	-	-	(6,071)	200	-	-	5,871	-	-	-
Lapse of share options	購股權失效	-	-	-	-	-	-	(6,250)	-	6,250	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	123,650	624	838,412	4,772	-	-	-	20,077	(222,946)	764,589	26,015	790,604
At 1 January 2022	於二零二二年一月一日	123,650	624	838,412	4,772	-	-	-	20,077	(222,946)	764,589	26,015	790,604
Total comprehensive income/(expenses) for the year	本年度全面收入/(開支)總額	-	-	-	35,825	-	-	-	(47,149)	(196,061)	(207,385)	(71,628)	(279,013)
Revaluation surplus released upon disposal of property, plant and equipment	出售物業、廠房及設備時釋出的重估盈餘	-	-	-	(117)	-	-	-	-	117	-	-	-
Reversal of deferred tax liability upon release of revaluation surplus	重估盈餘釋出時的遞延稅項負債撥回	-	-	-	40	-	-	-	-	-	40	39	79
Capital reduction of a non-wholly owned subsidiary	一間非全資附屬公司之資本削減	-	-	-	-	-	-	-	-	-	-	(180,908)	(180,908)
Disposal of subsidiaries	出售附屬公司	-	-	-	(159)	-	-	-	-	159	-	(624)	(624)
Deemed disposal of non-controlling interests	視作出售非控股權益	-	-	-	-	-	-	-	6,033	(44,928)	(38,895)	38,895	-
Issue of shares upon share placement	股份配售後發行股份	24,699	-	(14,272)	-	-	-	-	-	-	10,427	-	10,427
At 31 December 2022	於二零二二年十二月三十一日	148,349	624	824,140	40,361	-	-	-	(21,039)	(463,659)	528,776	(188,211)	340,565

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 (Re-presented) (經重列)
Cash flows from operating activities		
Continuing Operation		
Loss before tax	(124,681)	(276,743)
Adjustments for:		
Depreciation	58,221	68,387
Depreciation of right-of-use assets	6,218	6,407
Finance costs	6,771	7,936
Fair value changes on financial assets at fair value through profit or loss	(50)	32
Gain on disposal of right-of-use assets	-	(2,747)
Gain on disposal of subsidiaries	(25)	-
Impairment loss on a joint venture	-	10,180
Impairment of inventories	-	20,564
Impairment on trade receivables	1,435	38,784
Interest income	(232)	(573)
(Reversal of impairment)/impairment on other receivables	(2,409)	7,617
Loss on disposal of property, plant and equipment	1,874	6,670
Loss on disposal of properties for sale under development	-	5,812
Written off of property, plant and equipment	2,653	62,440
Written off of inventories	-	993
Operating cash flows before working capital changes	(50,225)	(44,241)
Change in contract liabilities	(25,672)	4,202
Change in inventories	574	(33,978)
Change in trade and other payables	23,129	(24,029)
Change in trade and other receivables, deposits and prepayments	64,610	5,877
Cash generated from/(used in) operations	12,416	(92,169)
Interest received	232	573
Tax paid	(471)	-
	12,177	(91,596)
Discontinued operation	21,321	66,141
Net cash generated from/(used in) operating activities	33,498	(25,455)

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 (Re-presented) (經重列)
Cash flows from investing activities		
Purchase of property, plant and equipment	(16,827)	(4,915)
Deposits paid for acquisition of property, plant and equipment	(3,113)	(18,638)
Proceeds from disposal of right-of-use assets	-	31,882
Disposal of subsidiaries	1,394	-
	(18,546)	8,329
Discontinued operation	189,562	13,767
Net cash generated from investing activities	171,016	22,096
Cash flows from financing activities		
Capital reduction of a non-wholly owned subsidiary	(180,908)	-
Repayment of other borrowings	(32,215)	-
Interest paid	(5,594)	(1,115)
Repayment to the controlling shareholder	(2,053)	(14,367)
Repayment of lease liabilities	(2,487)	(2,661)
Lease interest paid	(1,177)	(1,040)
Repayment from non-controlling shareholder of a subsidiary	-	56,696
Advance from the controlling shareholder	3,061	14,339
Proceeds from issue of shares	10,427	15,640
	(210,946)	67,492
Discontinued operation	21,824	(69,608)
Net cash used in financing activities	(189,122)	(2,116)
Net increase/(decrease) in cash and cash equivalents	15,392	(5,475)
Cash and cash equivalents at beginning of the year	12,643	15,109
Effect of changes in foreign exchange rate	(21,783)	3,009
Cash and cash equivalents at end of year	6,252	12,643
Analysis of cash and cash equivalents		
Bank and cash balances	6,252	12,643
Representing		
Continuing operation	6,252	12,643
Discontinuing operation	-	-
	6,252	12,643



1. GENERAL INFORMATION

The Company was incorporated in Bermuda as an exempted company with limited liability. In the opinion of the directors of the Company (the “**Directors**”), the Company’s controlling shareholder is Double Key International Limited (the “**Controlling Shareholder**”), a company incorporated in British Virgin Islands with limited liability. The address of its registered office and principal place of business are Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Room 401A, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong respectively. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company is an investment holding company. During the year, the Group discontinued its property development business, as well as the cultural industry related business, including large-scale event production and themed museums, and architectural design and engineering (the “**Property and Cultural Business**”), and principally engaged in the manufacturing and sale of lithium ion motive battery, lithium ion battery module, battery charging devices, battery materials machines and production lines, new energy solution and sale of relevant equipment, investments holding and import and export trading (the “**Lithium Ion Motive Battery Business**”).

2. GOING CONCERN BASIS

The Group incurred a loss of HK\$124,681,000 from continuing operation for the year ended 31 December 2022. The cash and bank balance is amounting to HK\$6,252,000 as at 31 December 2022. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group’s ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the financial support of the controlling shareholder, at a level sufficient to finance the working capital requirements of the Group. The controlling shareholder has agreed to provide adequate funds for the Group to meet its liabilities as they fall due. The directors are therefore of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group’s assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

1. 一般資料

本公司在百慕達註冊成立為一間獲豁免之有限公司。本公司董事（「**董事**」）認為，本公司之控股股東為倍建國際有限公司（「**控股股東**」），為於英屬維爾京群島註冊成立之有限公司。其註冊辦事處地址及主要營業地點分別為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港九龍尖沙咀麼地道68號帝國中心401A室。本公司之股份在香港聯合交易所有限公司（「**聯交所**」）主板上市。

本公司乃一間投資控股公司。於年內，本集團終止其物業發展業務，以及文化產業相關業務，包括大型活動製作及主題博物館，以及建築設計及工程（「**物業及文化業務**」），及主要從事生產及銷售鋰離子動力電池、鋰離子電池標準部件、電池充電設備、電池材料設備和生產線、新能源解決方案及銷售相關設備、投資控股及進出口貿易（「**鋰離子動力電池業務**」）。

2. 持續營運基準

截至二零二二年十二月三十一日止年度，本集團自持續經營業務產生虧損124,681,000港元。於截至二零二二年十二月三十一日的現金及銀行結餘為6,252,000港元。該等情況顯示存有重大不明朗因素，可能對本集團的持續經營能力構成重大疑問。因此，本集團可能無法在正常業務過程中變現其資產並清償其負債。

該等綜合財務賬目乃按持續經營基準編製，基準之有效性取決於控股股東的財務支持以及該等財務支持是否足以為本集團的營運資金需求提供資金。控股股東已同意提供足夠資金供本集團應付到期應付的負債。因此，董事認為按持續經營基礎編製綜合財務賬目屬恰當。倘本集團未能按持續基準經營，則須對綜合財務賬目作出多項調整，以將本集團資產的價值調整至可收回金額，就可能出現的任何進一步負債計提撥備，以及將非流動資產及負債分別重新分類為流動資產及負債。



3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2022. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s financial statements and amounts reported for the current year and prior years.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

(a) Adoption of new/revised HKFRSs – effective 1 January 2022

The following amendments to standards have been adopted by the Group for the first time for the financial year beginning on 1 January 2022:

- HKFRS 3 – Amendments in relation to Reference to the Conceptual Framework
- HKAS 16 – Amendments in relation to Proceeds before Intended Use
- HKAS 37 – Amendments in relation to onerous Contracts – Cost of Fulfilling a Contract
- HKFRS 1 – Subsidiary as a first-time adopter
- HKFRS 9 – Fees in the ‘10 per cent’ test for derecognition of financial liabilities
- HKFRS 16 – Lease incentives
- HKAS 41 – Taxation in fair value measurements

3. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度，本集團已採納香港會計師公會(「香港會計師公會」)頒佈之所有新訂及經修訂香港財務報告準則(「香港財務報告準則」)，該等準則與其營運有關並於二零二二年一月一日開始之會計年度生效。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」)；香港會計準則(「香港會計準則」)；及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團會計政策、本集團於本年度及過往年度之財務報表之呈列方法及金額出現重大變動。

本集團尚未應用已頒佈但未生效的新訂香港財務報告準則。本集團已開始評估該等新訂香港財務報告準則之影響，惟並未能說明該等新訂香港財務報告準則是否對經營及財務狀況構重大影響。

(a) 採納新訂／經修訂香港財務報告準則 – 自二零二二年一月一日起生效

本集團已於二零二二年一月一日開始的財政年度首次採納下列準則修訂本：

- 香港財務報告準則第3號 – 有關概念框架之提述的修訂
- 香港會計準則第16號 – 有關作擬定用途前之所得款項的修訂
- 香港會計準則第37號 – 有關虧損性合約 – 履行合約的成本的修訂
- 香港財務報告準則第1號 – 附屬公司首次採納
- 香港財務報告準則第9號 – 終止確認金融負債之「10%」測試中的費用
- 香港財務報告準則第16號 – 租賃激勵
- 香港會計準則第41號 – 公平值計量中的稅項



3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) **New/revised HKFRSs that have been issued but not yet effective**

The following new and revised amendments to HKFRSs have been issued but are not effective for the financial year beginning on 1 January 2022, and have not been early adopted by the Group.

3. 採納新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

(b) **已頒佈但未生效的新訂／經修訂香港財務報告準則**

下列新訂香港財務報告準則及其修訂本已經頒佈，惟尚未就二零二二年一月一日開始的財政年度生效，且本集團尚未提前採納。

		Effective for annual periods beginning on or after
		於以下日期或之後開始的年度期間生效
HKFRS 17	Insurance Contracts	1 January 2023
香港財務報告準則第17號	保險合約	二零二三年一月一日
HKAS 1	Amendments in relation to Disclosure of Accounting Policies	1 January 2023
香港會計準則第1號	有關披露會計政策的修訂	二零二三年一月一日
HKAS 8	Amendments in relation to Definition of Accounting Estimates	1 January 2023
香港會計準則第8號	有關會計估計定義的修訂	二零二三年一月一日
HKAS 12	Amendments in relation to Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
香港會計準則第12號	有關來自單一交易的資產及負債的遞延稅項的修訂	二零二三年一月一日
HKFRS 16	Amendments in relation to Lease Liability in a Sale and Leaseback	1 January 2024
香港財務報告準則第16號	有關售後租回的租賃負債的修訂	二零二四年一月一日
HKAS 1	Amendments in relation to Classification of Liabilities as Current or Non-current	1 January 2024
香港會計準則第1號	有關流動或非流動負債分類的修訂	二零二四年一月一日
HKAS 1	Amendments in relation to Non-current Liabilities with Conversants	1 January 2024
香港會計準則第1號	有關附帶契諾的非流動負債的修訂	二零二四年一月一日
HK-int 5	Amendments in relation to Amendments to HKAS 1	1 January 2024
香港詮釋第5號	有關香港會計準則第1號的修訂而作出的修訂	二零二四年一月一日
HKFRS 10 and HKAS 28	Amendments in relation to Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	TBD
香港財務報告準則第10號及香港會計準則第28號	有關投資者與其聯營公司或合營企業之間的資產出售或注資的修訂	待定



4. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements have been prepared in accordance with HKFRSs issued by HKICPA, and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, except for property, plant and equipment and certain financial instruments, which are measured at revalued amounts or fair values, as explained in the accounting policies set out below. These consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) and all values are rounded to the nearest thousand except when otherwise indicated.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of key assumptions and estimates. It also requires management to exercise its judgments in the process of applying the accounting policies. The areas involving critical judgments and areas where assumptions and estimates are significant to these consolidated financial statements are disclosed in Note 5 to the consolidated financial statements.

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

4. 主要會計政策

合規聲明

綜合財務賬目乃根據香港會計師公會發佈的香港財務報告準則及聯交所證券上市規則及香港公司條例之適用披露規定編製。

綜合財務賬目乃按歷史成本法編製，惟物業、廠房及設備以及若干金融工具已按重估金額或公平值計量（誠如下文所載之會計政策所闡釋）則除外。此等綜合財務賬目以港元（「**港元**」）呈列，而除非另有說明，本綜合財務賬目所有數值已約至最接近千位數。

編製符合香港財務報告準則之綜合財務賬目需要採用關鍵之假設及估計。這亦需要管理層於應用會計政策之過程中作出判斷。涉及重大判斷之領域及作出假設及估計對綜合財務賬目屬重大之領域乃披露於綜合財務賬目附註5。

呈列綜合財務賬目所應用之重大會計政策載列如下。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Consolidation

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

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

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

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

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

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

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

4. 主要會計政策(續)

綜合賬目

綜合財務賬目已計入本公司及其附屬公司編製截至十二月三十一日止之財務賬目。附屬公司乃本集團可控制之實體。倘本集團就參與實體業務所得可變動回報承擔風險或享有權利，並能透過其於該實體之權力影響該等回報，則本集團控制該實體。倘本集團現有權利可賦予其掌控目前有關業務(即可對實體回報構成重大影響之業務)之能力，則本集團有權控制該實體。

於評估控制權時，本集團考慮其潛在投票權及其他人士持有之潛在投票權，以確定其是否擁有控制權。潛在投票權僅在持有人有實際能力可行使該權利時考慮。

附屬公司自控制轉入本集團的日期起綜合計算，彼等於控制終止時終止綜合計算。

出售附屬公司而導致失去控制權之盈虧乃指(i)出售代價公平值連同於該附屬公司任何保留投資公平值與(ii)本公司應佔該附屬公司資產淨值連同與該附屬公司有關之任何餘下商譽以及任何相關累計外幣匯兌儲備兩者間差額。

集團內公司間之交易、結餘及未變現利益已對銷。未變現之虧損也對銷，除非有關交易提供已轉移資產之減值證明。附屬公司之會計政策如有需要將修改以確保其與本集團採納之政策保持一致。

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

溢利或虧損及其他全面收益項目歸屬於本公司擁有人及非控股股東，即使導致非控股權益出現虧絀。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Consolidation (Continued)

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

Business combination and goodwill

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

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

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

4. 主要會計政策(續)

綜合賬目(續)

本公司於附屬公司之所有權之變動(不會導致失去控制權)作為股本交易入賬(即與擁有人(以彼等之擁有人身份)進行交易)。控股及非控股權益之賬面值經調整以反映其於附屬公司相關權益之變動。非控股權益被調整之金額與已付或已收代價公平值之間之任何差額須直接於權益內確認並歸屬於本公司擁有人。

業務合併及商譽

於業務合併收購附屬公司採用收購法列賬。收購成本按所得資產收購日期的公平值、已發行股本工具、已產生負債及任何或然代價計量。收購相關成本於有關成本產生及獲得服務期間確認為開支。於收購事項中附屬公司的可識別資產及負債，均按其於收購日期的公平值計量。

收購成本超出本公司應佔附屬公司可識別資產及負債的公平淨值的差額乃列作商譽。本公司應佔可識別資產及負債的公平淨值超出收購成本的任何差額，乃於綜合損益內確認為本公司應佔議價收購收益。

商譽會每年進行減值測試或當事件或情況改變顯示可能減值時則更頻繁地進行減值測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計量方法與下文會計政策內所述之其他資產之計量方法相同。商譽之減值虧損於綜合損益表內確認，且隨後不予撥回。就減值測試而言，商譽會被分配至預期因收購之協同效益而產生利益之現金產生單位。

於附屬公司之非控股權益初步按非控股股東應佔該附屬公司於收購當日之可識別資產及負債之公平淨值比例計算。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Relevant activities are activities that significantly affect the returns of the arrangement. When assessing joint control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has joint control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

A joint arrangement is either a joint operation or a joint venture. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. 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 arrangement.

In relation to its interest in a joint operation, the Group recognises in its consolidated financial statements, its assets, including its share of any assets held jointly; its liabilities, including its share of any liabilities incurred jointly; its revenue from the sale of its share of the output arising from the joint operation; its share of the revenue from the sale of the output by the joint operation; and its expenses, including its share of any expenses incurred jointly, in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

Investment in a joint venture is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the joint venture in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

4. 主要會計政策(續)

合營安排

合營安排指雙方或多方於其中擁有共同控制權的安排。共同控制是指按照合約約定對某項安排所共有的控制，共同控制僅在當相關活動要求共同享有控制權的各方作出一致同意之決定時存在。相關活動指對安排回報有重大影響之活動。在評估共同控制時，本集團會考慮其潛在投票權，以及由其他人士持有之潛在投票權，以確定其是否具有共同控制權。潛在投票權只有在持有人具有行使該權利的實際能力時才予以考慮。

合營安排指共同經營或合營企業。共同經營乃對該項安排擁有共同控制權之各方對該項安排之資產擁有權利及對其負債承擔責任之合營安排。合營企業乃擁有共同控制權之各方對該項安排之淨資產擁有權利之合營安排。

有關共同經營之權益，本集團乃按照適用於特定資產、負債、收益及開支之香港財務報告準則，於其綜合財務賬目中確認其資產(包括分佔共同持有之任何資產)；負債(包括分佔共同產生之任何負債)；來自出售其共同經營所分佔產出之收益；其在共同經營中產出所分佔之收益；及其開支(包括分佔共同產生之任何開支)。

於合營企業之投資乃按權益法記入綜合財務賬目，並初步按成本確認。於合營企業收購之可識別資產及負債按收購日期之公平值計量。倘收購成本超出本集團應佔合營企業之可識別資產及負債之淨公平值，差額將以商譽入賬。商譽乃計入投資之賬面值，並於有客觀證據顯示該項投資已減值時，於各報告期末連同該項投資進行減值測試。倘本集團攤分可識別資產及負債之淨公平值高於收購成本，有關差額將於綜合損益確認。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Joint arrangements (Continued)

The Group's share of a joint venture's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

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

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

4. 主要會計政策(續)

合營安排(續)

本集團應佔合營企業收購後溢利或虧損於綜合損益表確認，而其應佔收購後儲備變動於綜合儲備中確認。累計收購後變動乃就投資之賬面值作出調整。倘本集團應佔合營企業虧損相等於或多於其在合營企業之權益(包括任何其他無抵押應收款項)，除非本集團已承擔義務或代表合營企業付款，否則本集團不會進一步確認虧損。倘合營企業其後錄得溢利，則本集團僅於其應佔溢利相等於其應佔未確認之虧損後，方會恢復確認其應佔之該等溢利。

因出售合營企業而導致失去共同控制之損益乃指以下兩者之差異：(i)出售代價之公平值加上於該合營企業任何保留投資之公平值及(ii)本集團應佔該合營企業之資產淨值加上有關該合營企業之剩餘商譽及任何相關累計外幣匯兌儲備。倘於合營企業之投資成為於聯營公司的投資，則本集團將繼續應用權益法，且不會重新計量保留權益。

本集團與其合營企業之間交易的未實現溢利以本集團於合營企業之權益予以抵銷。除非有關交易提供轉讓資產的減值憑證，否則未實現的虧損亦予以抵銷。合營企業的會計政策在必要時已經更改，以確保與本集團採納的政策保持一致。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation

(a) *Functional and presentation currency*

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

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

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

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

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

4. 主要會計政策(續)

外幣換算

(a) *功能及呈列貨幣*

計入本集團各實體財務賬目之項目乃採用實體營運所在主要經濟環境之貨幣(「**功能貨幣**」)計量。綜合財務賬目以港元呈列，而港元為本公司之功能及呈列貨幣。

(b) *於各實體財務賬目之交易及結餘*

以外幣進行之交易乃於初步確認時採用交易日期之適用匯率換算為功能貨幣。以外幣計值之貨幣資產及負債乃採用各報告期末之匯率換算。該項換算政策導致之收益及虧損於損益內確認。

按公平值計量及以外幣計值之非貨幣項目乃按釐定公平值日期之匯率換算。

當非貨幣項目之盈虧於其他全面收益確認時，該盈虧之任何匯兌部分於其他全面收益內確認。當非貨幣項目之盈虧於損益確認時，該盈虧之任何匯兌部分於損益確認。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation (Continued)

(c) Translation on consolidation

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

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

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

Property, plant and equipment

Buildings comprise mainly factories and offices. Property, plant and equipment are carried at fair values, based on periodic valuations by external independent valuers, less subsequent depreciation and impairment losses. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

4. 主要會計政策(續)

外幣換算(續)

(c) 綜合賬目時換算

所擁有之功能貨幣與本公司之呈列貨幣不同之本集團所有實體之業績及財務狀況乃按下列方式換算為本公司之呈列貨幣：

- 於各所呈列之財務狀況表之資產及負債按財務狀況表日期之收市匯率換算；
- 收入及開支乃按平均匯率換算(惟此項平均值並非於交易日期之適用匯率累計影響之合理概約值除外，於該情況下，收入及開支則按交易日期之匯率換算)；及
- 所有產生之匯兌差異乃於外幣匯兌儲備確認。

於綜合賬目時，因換算海外實體投資淨額及借貸產生之匯兌差異乃於外幣匯兌儲備確認。當出售海外業務時，該等匯兌差異乃於綜合損益內確認為出售損益之一部分。

因收購海外實體而產生之商譽及公平值調整，均視作為該海外實體之資產及負債處理，並按收市匯率換算。

物業、廠房及設備

樓宇主要包括工廠及辦公室。物業、廠房及設備按公平值(根據外聘獨立估值師定期進行之估值計算)減其後之折舊及減值虧損列賬。於重估日期之任何累計折舊與資產之賬面值總額對銷，而淨額則重列至資產之重估金額。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment (Continued)

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

Revaluation increases of property, plant and equipment are recognised in profit or loss to the extent that the increases reverse revaluation decreases of the same asset previously recognised in profit or loss. All other revaluation increases are credited to the asset revaluation reserve as other comprehensive income. Revaluation decreases that offset previous revaluation increases of the same asset remaining in the asset revaluation reserve are charged against the asset revaluation reserve as other comprehensive income. All other decreases are recognised in profit or loss. On the subsequent sale or retirement of a revalued property, plant and equipment, the attributable revaluation increases remaining in the asset revaluation reserve is transferred directly to retained profits.

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

Buildings	Over the shorter of the term of the lease or 25 years
Leasehold improvements	Over the shorter of the term of the lease or 25 years
Plant and Machinery	4%-33%
Office equipment	20%
Motor vehicles	20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

Construction in progress represents buildings under construction and plant and machinery pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

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

4. 主要會計政策(續)

物業、廠房及設備(續)

其後成本僅於與該項目有關之未來經濟利益可能將流入本集團，而該項目之成本能可靠計算時，方才列入資產之賬面值或確認為獨立資產(如適用)。所有其他維修及保養於產生期間內於損益確認。

倘物業、廠房及設備之重估增加可抵銷同一資產過往於損益確認之重估減少，則增加於損益內確認。所有其他重估增加計入資產重估儲備列為其他全面收益。抵銷仍於資產重估儲備內之同一資產過往重估增加之重估減少於資產重估儲備內支銷為其他全面收益。所有其他減少均於損益內確認。已重估物業、廠房及設備其後出售或報廢時，仍於資產重估儲備內之應佔重估增加乃直接轉撥至保留溢利。

物業、廠房及設備之折舊，按足以撇銷其重估金額減其剩餘價值之比率，於估計可使用年內使用直線法計算。主要年利率如下：

樓宇	按租賃年期或25年，以較短者為準
租賃物業裝修	按租賃年期或25年，以較短者為準
廠房及機器	4%-33%
辦公室設備	20%
汽車	20%

剩餘價值、可使用年限及折舊方法乃於各報告期末審閱及調整(如適用)。

在建工程指興建中之樓宇及待安裝之廠房及機器，並按成本減去減值虧損列賬。有關資產在可供使用後方才計算折舊。

出售物業、廠房及設備之損益乃指出售所得款項淨額與有關資產賬面值之差額，並於損益中確認。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

Investment properties are land and/or building held to earn rentals and/or for capital appreciation. An investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at its fair value based on valuation by an external independent valuer. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

Leases

The Group as Lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Buildings	Over the lease term of 3 – 9 years
Land	Over the lease term of 50 years

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below HK\$39,000 (equivalent to approximately US\$5,000).

4. 主要會計政策(續)

投資物業

投資物業乃為賺取租金及／或資本增值而持有之土地及／或樓宇。投資物業初步按其成本(包括物業應佔之所有直接成本)計量。

經初步確認後，投資物業根據外聘獨立估值師的估值按其公平值列賬。投資物業公平值變動產生之收益或虧損於其產生期間計入損益。

出售投資物業之損益為物業出售所得款項淨額與賬面值間之差額，並於損益內確認。

租賃

本集團作為承租人

租賃於租賃資產可供本集團使用時確認為使用權資產及相應租賃負債。使用權資產乃按成本減累計折舊及減值虧損列賬。使用權資產乃按資產使用年期與租賃期二者中較短者以直線法按撇銷其成本的利率計算折舊。主要年利率如下：

樓宇	按3至9年的租賃期
土地	按50年的租賃期

使用權資產按成本計量，包括初始計量租賃負債金額、預付租賃款項、初始直接成本及恢復成本。租賃負債包括使用租約內所述利率(倘有關利率可予確定)，或本集團的遞增借貸利率折現租賃付款的現值淨額。各租賃付款於負債與融資成本之間作出分配。融資成本於租期內在損益內扣除，以使租賃負債餘額的息率固定。

與短期租賃及低價值資產租賃相關的付款，於租期內以直線法在損益內確認為開支。短期租賃乃為初步租期為十二個月或以下的租賃。低價值資產為價值低於39,000港元(相當於約5,000美元)的資產。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as lessor

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

Properties for sale under development

Properties for sale under development are stated at the lower of cost and net realisable value. Costs include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is determined by reference to sale proceeds received after the reporting period less selling expenses, or by estimates based on prevailing market condition. On completion, the properties are reclassified to properties held for sale at the then carrying amount.

Inventories

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

Recognition and derecognition of financial instruments

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

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

4. 主要會計政策(續)

租賃(續)

本集團作為租賃方

資產所有權之絕大部分風險及回報並未轉移至承租人之租賃列賬為經營租賃。經營租賃產生的租金收入按直線法於相關租賃期間內確認。

發展中待售物業

發展中待售物業按成本與可變現淨值兩者中之較低者列賬。成本包括收購成本、預付土地租賃款項、建築成本、資本化借貸成本及該等物業應佔之其他直接成本。可變現淨值乃參照報告期後收到之銷售所得款項減銷售開支，或按當前市況估計而釐定。於竣工時，有關物業將以當時之賬面值重新分類為待售物業。

存貨

存貨按成本與可變現淨值兩者中之較低者列賬。成本以加權平均基準釐定。製成品及在製品之成本包括原材料、直接人工及所有生產經常開支之適當比例，及外判費用(如適用)。可變現淨值乃於日常業務過程中之估計售價減估計完成成本及估計出售時所需之費用。

確認及終止確認金融工具

金融資產及金融負債於本集團成為工具合約條文之訂約方時，於財務狀況表內確認。

倘從資產收取現金流之合約權利到期，或本集團已將其於資產所有權之絕大部分風險及回報轉移，或本集團並無轉移及保留其於資產所有權之絕大部分風險及回報但並無保留對資產之控制權，則金融資產將被終止確認。於終止確認金融資產時，資產之賬面值與已收代價及已於其他全面收益內確認之累計盈虧兩者總和之差額，將於損益內確認。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recognition and derecognition of financial instruments (Continued)

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified under the following categories:

(a) *Financial assets at amortised cost*

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

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

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

4. 主要會計政策(續)

確認及終止確認金融工具(續)

倘於有關合約之特定責任獲解除、取消或到期，則金融負債將被終止確認。終止確認之金融負債之賬面值與已付代價之差額於損益內確認。

金融資產

倘某項資產乃根據合約規定購買或出售，而合約條款規定須按市場指定時限內交收，則金融資產按交易日基準確認及終止確認，並初步按公平值另加直接應計交易成本確認，惟按公平值計入損益之投資除外。收購按公平值計入損益之投資直接應計交易成本即時於損益確認。

本集團之金融資產乃分類為：

(a) *按攤銷成本計量之金融資產*

倘金融資產(包括應收貿易款項及其他應收款項)符合以下條件則歸入此分類：

- 資產乃按目標為持有資產以收取合約現金流量之業務模式持有；及
- 資產之合約條款導致於特定日期產生純粹為支付本金及結欠本金利息之現金流量。

該等資產其後使用實際利息法按攤銷成本減預期信貸虧損之虧損撥備計量。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets (Continued)

(b) Investments at fair value through profit or loss

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investments at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Investments at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in profit or loss. The fair value gains or losses recognised in profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in profit or loss.

Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses on financial assets at amortised cost. Expected credit losses are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the expected credit losses that result from all possible default events over the expected life of that financial instrument (“**lifetime expected credit losses**”) for trade receivables, contract assets and lease receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables and contract assets) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime expected credit losses that represents the expected credit losses that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of expected credit losses or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

4. 主要會計政策(續)

金融資產(續)

(b) 按公平值計入損益之投資

除非本集團於初步確認時指定非持作買賣的股本投資為按公平值計入其他全面收益，則倘金融資產並不符合按攤銷成本計量的條件，亦不符合按公平值計入其他全面收益的債務投資的條件，則列入本類別。

按公平值計入損益之投資其後按公平值計量，而公平值變動產生的任何收益或虧損於損益確認。於損益確認的公平值收益或虧損乃扣除任何利息收入及股息收入。利息收入及股息收入於損益確認。

預期信貸虧損之虧損撥備

本集團按攤銷成本確認金融資產之預期信貸虧損之虧損撥備。預期信貸虧損為信貸虧損之加權平均數，發生違約情況之風險為加權考慮因素。

於各報告期末，本集團按相等於預期信貸虧損之金額計量金融工具之虧損撥備，而有關預期信貸虧損乃因所有可能於該涉及應收貿易款項、合約資產及應收租賃款項之金融工具之預計年內發生違約事件或倘該金融工具之信貸風險自初步確認以來大幅增加而導致永久預期信貸虧損(「**永久預期信貸虧損**」)。

倘於報告期末某項金融工具(應收貿易款項及合約資產除外)之信貸風險自初步確認以來並無大幅增加，本集團按相等於部分永久預期信貸虧損之金額計量該金融工具之虧損撥備，即該金融工具可能於報告期後十二個月內發生違約事件而導致之預期信貸虧損。

預期信貸虧損金額或旨在將報告期末之虧損撥備調整至所需金額而撥回之金額於損益確認為減值收益或虧損。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

Financial liabilities and equity instruments

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

4. 主要會計政策(續)

現金及現金等值物

就現金流量表而言，現金及現金等值物指銀行及手頭上的現金、銀行及其他金融機構之活期存款以及可轉為已知數量之現金及並無明顯變值風險之短期高流動性投資。應要求償還並構成本集團現金管理之主要部分之銀行透支，亦計入作為現金及現金等值物之一部分。

金融負債及權益工具

金融負債及權益工具乃根據所訂立合約安排之內容，及香港財務報告準則中金融負債和權益工具之定義予以分類。權益工具為可證明於本集團資產之剩餘權益經扣除其所有負債後之任何合約。就特定金融負債及權益工具採納之會計政策載列如下。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowings

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

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

Trade and other payables

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

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; 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.

4. 主要會計政策(續)

借貸

借貸初始按公平值扣除所產生之交易成本確認，其後則採用實際利息法按攤銷成本計量。

借貸被分類為流動負債，惟本集團有權無條件地延遲清償負債至自報告期末後至少十二個月則除外。

應付貿易賬款及其他應付賬款

應付貿易賬款及其他應付賬款初始按其公平值列賬，並於其後採用實際利息法按攤銷成本計量，除非貼現之影響輕微，則在此情況下按成本列賬。

權益工具

由本公司所發行的權益工具乃按收取的所得款項減直接發行成本記錄。

客戶合約收入

收入參考常見業務慣例按客戶合約列明之代價計量，且不包括代表第三方收取之款項。倘合約規定客戶付款與轉移承諾產品或服務之間之期間超過一年，代價須就重大融資組成部分之影響作出調整。

本集團於透過將某項產品或服務之控制權轉移至客戶而達成履約責任時確認收入。視乎合約條款及該合約適用之法例，履約責任可隨時間或於特定時間點達成。倘符合以下條件，履約責任須隨時間達成：

- 客戶於本集團履約時同時接受及使用本集團履約所提供之利益；
- 本集團履約產生或增強一項於產生或增強時由客戶控制之資產；或
- 本集團履約並無產生對本集團而言具替代用途之資產，且本集團對迄今完成之履約付款具有可執行權利。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue from contracts with customers (Continued)

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

Other revenue

Interest income is recognised using the effective interest method.

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

Rental income is recognised on a straight-line basis over the lease term.

Employee benefits

(a) Employee leave entitlements

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

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

(b) Pension obligations

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

(c) Termination benefits

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

4. 主要會計政策(續)

客戶合約收入(續)

倘履約責任隨時間達成，收入參考達成該履約責任之進度確認，否則收入於客戶取得產品或服務之控制權時確認。

其他收入

利息收入採用實際利率法確認。

股息收入於股東收款權利確立時確認。

租金收入於租期內以直線法確認。

僱員福利

(a) 僱員應享有之假期

僱員應享有之年假及長期服務假期在僱員應享有時確認。就僱員於截至報告期末止所提供服務而應享有之年假及長期服務假期之估計負債作出撥備。

僱員享有之病假及產假於休假時始予確認。

(b) 退休金承擔

本集團向所有僱員均可參與之定額供款退休計劃作出供款。本集團與僱員對計劃之供款乃按僱員基本薪金之若干百分比計算。於損益內扣除之退休福利計劃費用乃指本集團應付基金之供款。

(c) 辭退福利

辭退福利於本集團不能撤回授予該等福利，以及於本集團確認涉及支付辭退福利的重組成本兩者中較早日期確認。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments

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

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

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

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 capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

4. 主要會計政策(續)

以股份為基礎之付款

本集團向若干董事及僱員發行以權益結算並以股份為基礎的付款。

給予董事及僱員的以權益結算並以股份為基礎的付款按權益工具於授出日期的公平值(不包括非市場基礎歸屬條件的影響)計量。以權益結算並以股份為基礎的付款於授出日期釐定的公平值就歸屬期按直線法支銷，並基於本集團對股份最終歸屬的估計及對非市場基礎歸屬條件的影響作出調整。

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

借貸成本

直接涉及合資格資產之收購、興建或生產(即必須等待一段頗長時間始能投入作擬定用途或出售之資產)之借貸成本當作該等資產之部分成本資本化，直至資產大致上準備好投入作擬定用途或出售為止。在特定借款撥作合資格資產之支出前暫時用作投資所賺獲之投資收入自合資格資本化之借貸成本中扣除。

如基金借貸之一般目的及用途為獲取合資格資產，合資格資本化之借貸成本金額則採用資本化率計算該項資產開支之方法釐定。資本化率為適用於該期間本集團未償還借款之借貸成本加權平均值(為獲得合資格資產之特別借款除外)。

所有其他借貸成本於產生期間於損益內確認。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Government grants

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

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

Research and development expenses

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from the Group's development activities is recognised only if all of the following conditions are met:

- (a) An asset is created that can be identified;
- (b) It is probable that the asset created will generate future economic benefits; and
- (c) The development cost of the asset can be measured reliably.

Internally generated intangible assets are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives. 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.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes 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.

4. 主要會計政策(續)

政府補助

當能夠合理保證本集團符合補助之附帶條件，且會獲授政府補助時，方會確認政府補助。

用作補償本集團已產生開支或虧損或旨在為本集團提供即時財務資助(而無未來相關成本)之應收政府補助，乃於應收期間內於損益內確認。

研究及開發開支

研究活動開支於產生期間確認為開支。本集團開發活動內部產生之無形資產僅於以下所有條件獲達成時方予確認：

- (a) 產生可識別資產；
- (b) 產生之資產將有可能產生未來經濟利益；及
- (c) 資產開發成本能可靠計量。

內部產生之無形資產按成本減累計攤銷及減值虧損列賬。攤銷乃按直線法基準於估計使用年年期內計算。倘並無可予確認之內部產生無形資產，開發開支於其產生期間於損益確認。

稅項

所得稅指即期稅項及遞延稅項總額。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利不包括其他年度之應課稅或應扣減之收入及開支項目，亦不包括可作免稅或不可作稅項扣減之項目，故與損益所確認溢利不同。本集團之即期稅項負債按其於報告期末前已制定或實質制定之稅率計算。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

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

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

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

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

4. 主要會計政策(續)

稅項(續)

遞延稅項就財務賬目內資產及負債賬面值與計算應課稅溢利所採用相應稅基之差額予以確認。遞延稅項負債一般按所有應課稅暫時性差額確認，而遞延稅項資產則於很可能對銷應課稅溢利應用可扣減暫時差額之情況下才予以確認，未動用稅項虧損或未動用稅項抵免均可動用。倘暫時差額由商譽或初次確認一項不影響應課稅溢利或會計溢利之交易之其他資產及負債(業務合併除外)所產生，則有關資產及負債不予以確認。

遞延稅項負債就於附屬公司及聯營公司之投資所產生應課稅暫時差額予以確認，惟倘本集團有能力控制暫時差額撥回，而暫時差額很可能將不會於可見將來撥回則除外。

遞延稅項資產之賬面值乃於各報告期末進行檢討，並予以相應扣減，直至並無足夠應課稅溢利可供全部或部分資產可予收回為止。

遞延稅項根據於報告期末前已制定或實質制定之稅率，按預期適用於負債清償或資產變現期間之稅率計算。遞延稅項於損益中確認，除非遞延稅項關乎於其他全面收益或直接於權益中予以確認之項目，在該情況下，遞延稅項亦於其他全面收益或直接於權益中予以確認。

遞延稅項資產及負債之計量反映按本集團預計於報告期末收回或清償其資產及負債之賬面值之稅務後果。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

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

PRC land appreciation tax ("LAT")

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from sales of properties less deductible expenditures including land costs, borrowing costs, business taxes and all property development expenditures. LAT is recognised as an income tax expense. LAT paid is a deductible expense for PRC enterprise income tax purposes.

Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.

4. 主要會計政策(續)

稅項(續)

就計量使用公平值模式計量之投資物業之遞延稅項而言，該等物業之賬面值乃假定將透過銷售收回，除非該假設被駁回。於投資物業可予折舊及以本集團之業務模式（其業務目標乃隨著時間流逝耗用投資物業內含之絕大部分經濟利益，而非透過銷售）持有的情況下，有關假設被否定。倘假設被否定，該等投資物業之遞延稅項根據將如何收回物業之預期方式計量。

當擁有依法可強制執行權利以即期稅項資產抵銷即期稅項負債，及當彼等涉及由同一稅務當局徵收之所得稅，以及本集團計劃按淨額基準結算其即期稅項資產及負債時，遞延稅項資產及負債則互相抵銷。

中國土地增值稅(「土地增值稅」)

土地增值稅是就土地增值即銷售物業所得款項減可扣減開支（包括土地成本、借貸成本、營業稅及全部物業開發開支）按介乎30%至60%之累進稅率徵收。土地增值稅確認為所得稅開支。就中國企業之所得稅而言，已付土地增值稅為可扣減開支。

關連人士

關連人士乃指與本集團有關之人士或實體。

- (a) 倘一名人士符合以下條件時，該名人士或其家族之近親與本集團有關連：
 - (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本公司或本公司母公司之主要管理層成員。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

4. 主要會計政策(續)

關連人士(續)

- (b) 倘符合下列任何條件，則該實體與本集團有關連：
- (i) 該實體與本公司屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體之聯營公司或合營企業(或另一實體為集團旗下成員公司之聯營公司或合營企業之成員公司)。
 - (iii) 兩間實體均為同一第三方之合營企業。
 - (iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
 - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃。倘本集團本身屬有關計劃，提供資助之僱主亦與本集團有關連。
 - (vi) 實體受(a)內所識別人士控制或共同控制。
 - (vii) (a)(i)內所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層人員。
 - (viii) 實體或作為集團任何成員公司其中一部分向本公司或本公司的母公司提供主要管理人員服務。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Segment reporting

Operating segments and the amounts of each segment item reported in the financial statements are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Impairment of assets

Intangible assets that have an indefinite useful life or not yet available for use are reviewed annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and other intangible assets except goodwill, investment properties, investment, inventories and receivables, 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 asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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.

4. 主要會計政策(續)

分類報告

於財務賬目呈報之經營分類及各分類項目之金額乃自定期向本集團最高行政管理層提供以分配資源予本集團各業務及評估其表現之財務資料中識別。

就財務報告而言，除非分類具備相似之經濟特徵並在產品及服務性質、生產工序性質、客戶類別或類型、分銷產品或提供服務所用方法及監管環境之性質相似，否則個別重大經營分類不會進行合併計算。非個別重大之經營分類如果符合上述大部分標準，則可進行合併計算。

資產減值

具有無限使用年期或尚未可供使用之無形資產會每年進行減值檢討，並於發生任何事件或情況有變顯示未必能夠收回賬面值時檢討是否減值。

於各報告期末，本集團會對其有形及其他無形資產(商譽、投資物業、投資、存貨及應收款項除外)之賬面值進行核實，以確定是否有任何跡象顯示該等資產已出現減值虧損。倘任何該等跡象出現，則會估計該項資產之可收回金額以釐定任何減值虧損之程度。倘未能估計個別資產之可收回金額，則本集團會估計該項資產所屬之現金產生單位之可收回金額。

可收回金額為公平值減銷售成本及其使用價值兩者中之較高者。評估使用價值時，估計未來現金流量以除稅前貼現率貼現至彼等之現值，而該貼現率反映當時市場對金錢時間價值之評估及該項資產之特有風險。



4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of assets (Continued)

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit 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 (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Provisions and contingent liabilities

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

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

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

4. 主要會計政策(續)

資產減值(續)

倘資產或現金產生單位之可收回金額估計低於其賬面值，則將該資產或現金產生單位之賬面值減低至其可收回金額。減值虧損會於損益內即時確認，除非有關資產按重估價值列賬，在該情況下，減值虧損則視作重估減少處理。

倘減值虧損於其後撥回，則將該資產或現金產生單位之賬面值增加至其重新估算之可收回金額，惟增加後之賬面值不能超過該資產或現金產生單位過往年度已確認為無減值虧損之賬面值(扣除攤銷或折舊)。減值虧損之撥回會於損益內即時確認，除非有關資產按重估價值列賬，在該情況下，減值虧損撥回則視作重估增加處理。

撥備及或然負債

倘本集團須就已發生之事件承擔現有法律或推定責任，而且履行責任可能涉及經濟效益之流出，並可作出可靠之估計，則須就不肯定時間或數額之負債確認撥備。倘金錢之時間價值重大，則撥備將會以預計履行責任之支出現值列示。

倘不大可能涉及經濟效益之流出，或無法作出可靠之估計，則將責任披露為或然負債，惟經濟效益流出之可能性極低則除外。須視乎某項或多項未來事件是否發生才能確定存在與否之可能責任，亦會披露為或然負債，惟經濟效益流出之可能性極低則除外。

報告期後事項

報告期後事項若與提供有關本集團於報告期末狀況之額外資料，或顯示其持續經營之假設並不適用，則該報告期後事項為調整事項，並於財務賬目內反映。並不屬調整事項之報告期後事項如屬重大時，則於財務賬目附註內披露。



5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the Directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements.

(a) *Going concern basis*

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the financial support of the controlling shareholder at a level sufficient to finance the working capital requirements of the Group. Details are explained in note 2 to consolidated financial statements.

Key sources of estimation uncertainty

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

(a) *Property, plant and equipment and depreciation*

The Group determines the estimated useful lives, residual values and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

5. 關鍵判斷及主要估計

應用會計政策時之關鍵判斷

於應用會計政策過程中，董事已作出以下對綜合財務賬目中所確認金額具有重大影響的判斷。

(a) *持續營運基準*

該等綜合財務賬目乃按持續經營基準編製，基準之有效性取決於控股股東的財務支持以及該等財務支持是否足以為本集團的營運資金需求提供資金。詳情載於綜合財務賬目附註2。

估計不明朗因素之主要來源

有關日後之主要假設及於報告期末估計不明朗因素之其他主要來源(擁有可導致下一個財政年度之資產與負債賬面值出現大幅調整之重大風險)載於下文。

(a) *物業、廠房及設備以及折舊*

本集團釐定物業、廠房及設備之估計可使用年期，剩餘價值及相關折舊費用。本估計乃根據對相似性質及功能之物業、廠房及設備之實際可使用年期及剩餘價值之過往經驗作出。倘若可使用年期及剩餘價值與先前作出估計者不同，本集團將修改折舊費用，或其將會撇銷或撇減已廢棄或出售之技術過時或非策略性資產。



5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

(b) Impairment of property, plant and equipment

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the fair value less costs of disposal and present value of estimated future cash flows. Where the fair value less costs of disposal and future cash flows are less than expected or there are unfavourable events and change in facts and circumstance which result in revision of fair value less costs of disposal and future estimate cash flows, a material impairment loss may arise.

(c) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

(d) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expense. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycles. The Group will reassess the estimates by the end of each reporting period.

5. 關鍵判斷及主要估計(續)

估計不明朗因素之主要來源(續)

(b) 物業、廠房及設備減值

當事件或情況有變，顯示資產的賬面值超過其可收回金額，則會審閱物業、廠房及設備的減值情況。可收回金額參考公平值減出售成本及估計未來現金流量的現值而釐定。倘公平值減出售成本及未來現金流量少於預期或有不利事件及事實與情況變化，導致修訂公平值減出售成本及未來估計現金流量，則可能出現重大減值虧損。

(c) 呆壞賬減值虧損

本集團之呆壞賬減值虧損乃根據對應收貿易賬款及其他應收賬款可收回性之評估而確認，包括每位債務人之目前信譽及過往收款記錄。於發生顯示餘額可能無法收回之事件或情況變動下會出現減值。呆壞賬之識別需要作出判斷和估計。倘實際結果有別於原來估計，則該等差額將於上述估計出現變動之年度影響應收貿易賬款及其他應收賬款以及呆賬開支之賬面值。

(d) 存貨之可變現淨值

存貨之可變現淨值指於一般業務過程中估計售價減估計完成成本及銷售開支後之金額。該等估計乃根據當前市況以及生產及銷售相似性質產品之過往經驗作出。客戶品味及競爭者為應對嚴峻行業週期所採取行動之變動可能令可變現淨值發生重大變動。本集團將於各報告期末重新評估所作出之估計。



6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities of HK\$ and Renminbi ("RMB"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

(b) Credit risk

The Group's maximum exposure to credit risk in the event that counterparties fail to perform their obligations at 31 December 2022 in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to its trade receivables. In order to minimise credit risk, the directors have delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, the directors review the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

At the end of the reporting period, the Group had certain concentration of credit risk as approximately 29% (2021: 11%) and 60% (2021: 38%) of the Group's trade receivables were due from the Group's largest customer and the five largest customers, respectively.

6. 財務風險管理

本集團之業務承受各種財務風險：外幣風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃針對金融市場之不穩定性，著眼於盡量減低對本集團財務表現造成之潛在不利影響。

(a) 外幣風險

由於本集團大部分業務交易、資產及負債主要以本集團實體之功能貨幣港元及人民幣（「人民幣」）定值，故其面臨之外幣風險極低。本集團在外幣交易、資產及負債方面，現時沒有外幣對沖政策。本集團將密切監察其外幣風險及如有需要，將考慮對沖重大之外幣風險。

(b) 信貸風險

本集團於二零二二年十二月三十一日因交易對手未能履行其責任而令本集團就各級已確認金融資產面臨之最大信貸風險承擔為綜合財務狀況表內所列該等資產之賬面值。本集團之信貸風險主要源自其應收貿易賬款。為盡量降低信貸風險，董事已委聘一支團隊負責釐定信貸限額、信貸審批及其他監控程序。此外，董事定期審閱各個別貿易債務之可收回款項，以確保就不可收回債務確認足夠減值虧損。就此而言，董事認為本集團之信貸風險已大幅降低。

於報告期末，由於本集團應收貿易賬款約29%（二零二一年：11%）及60%（二零二一年：38%）乃分別源自本集團最大客戶及五大客戶，故本集團面臨若干信貸風險集中情況。



6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

The Group considers whether there has been a significant increase in credit risk of financial assets on an ongoing basis throughout each reporting period by comparing the risk of a default occurring as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following information is used;

- internal credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligation; and
- significant changes in the expected performance and behavior of the borrower, including changes in the payment status of borrowers.

The Group uses two categories for non-trade receivables which reflect their credit risk and how the loan loss provision is determined for each of the categories. In calculating the expected credit loss rates, the Group considers historical loss rates for each category and adjusts for forward looking data.

Category 類別	Definition 定義	Loss provision 虧損撥備
Performing 履約	Low risk of default and strong capacity to pay 低違約風險及高付款能力	12-month expected losses 十二個月預期虧損
Non-performing 非履約	Significant increase in credit risk 信貸風險顯著增加	Lifetime expected losses 永久預期虧損

6. 財務風險管理(續)

(b) 信貸風險(續)

本集團比較金融資產於報告日期之違約風險與初始確認日期之違約風險，以評估金融資產之信貸風險有否於各報告期按持續基準大幅增加。本集團亦考慮可得合理及有理據支持之前瞻性資料。尤其使用下列資料：

- 內部信貸評級；
- 預期導致借款人履行責任能力出現重大變動之業務、財務或經濟狀況之實際或預期重大不利變動；及
- 借款人預期表現及行為之重大變動，包括借款人之付款狀況變動。

本集團使用兩個類別的非貿易應收貸款，以反映其信貸風險及如何就各類別釐定貸款虧損撥備。計算預期信貸虧損率時，本集團考慮各類別的過往虧損率及調整前瞻性數據。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk

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

The maturity analysis of the Group's financial liabilities is as follows:

	Carrying amounts 賬面值	Total contractual undiscounted cash flow 合約未貼現現金流量總額				
		Total 總計	Less than 1 year 一年內	Between 1 and 2 years 一年至兩年	Between 2 and 5 years 兩年至五年	Over 5 years 五年以上
	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
31 December 2022	二零二二年十二月三十一日					
Trade and other payables	應付貿易賬款及其他應付賬款	278,468	278,468	278,468	-	-
Borrowings	借貸	52,785	57,008	57,008	-	-
Amount due to the Controlling Shareholder	應付控股股東賬款	545	545	545	-	-
Lease liabilities	租賃負債	9,493	10,326	4,684	4,040	1,602
		341,291	346,347	340,705	4,040	1,602
31 December 2021	二零二一年十二月三十一日					
Trade and other payables	應付貿易賬款及其他應付賬款	336,690	336,690	336,690	-	-
Borrowings	借貸	207,520	218,167	218,167	-	-
Amount due to the Controlling Shareholder	應付控股股東賬款	41	41	41	-	-
Lease liabilities	租賃負債	22,498	25,080	9,199	7,046	8,835
		566,749	579,978	564,097	7,046	8,835

(d) Interest rate risk

As the Group has no significant interest-bearing assets and liabilities, the Group's operating cash flows are substantially independent of changes in market interest rates. The Group's borrowings bear interests at fixed interest rates.

6. 財務風險管理(續)

(c) 流動資金風險

本集團之政策為定期監察目前及預期之流動資金需求，從而確保本集團維持足夠現金儲備以應付其短期及較長期的流動資金需求。

本集團之金融負債到期分析如下：

(d) 利率風險

由於本集團並無重大計息資產及負債，本集團之經營現金流量大部分獨立於市場利率變動。本集團借貸以固定利率計息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



6. FINANCIAL RISK MANAGEMENT (Continued)

(e) Fair values

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

(f) Financial instruments by category

The carrying amounts of each of the category of the Group's financial instruments at the end of the year are as follows:

6. 財務風險管理(續)

(e) 公平值

於綜合財務狀況表反映之本集團金融資產及金融負債之賬面值與其各自公平值相若。

(f) 按類別劃分之金融工具

於年末，本集團各類金融工具之賬面值如下：

		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		
Investments at fair value through profit or loss:	按公平值計入損益之投資：		
Designated as such upon initial recognition	初始確認後指定	104	54
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本記賬之金融資產 (包括現金及現金等值物)	287,224	819,883
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	331,798	544,251

7. FAIR VALUE MEASUREMENTS

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

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

7. 公平值計量

公平值是於計量日市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付之價格。以下公平值計量披露乃採用公平值架構，此架構把輸入數據分為三個估價層級用於量度公平值：

第一等級輸入數據：本集團可於計量日獲取之相同資產或負債於活躍市場之報價(未經調整)。

第二等級輸入數據：就資產或負債可直接或間接觀察取得的除第一等級之報價之外之輸入數據。

第三等級輸入數據：資產或負債之不可觀察輸入數據。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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. FAIR VALUE MEASUREMENTS (Continued)

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

(a) Disclosures of level in fair value hierarchy:

Recurring fair value measurements	經常性公平值計量
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產
Listed securities in Hong Kong	香港上市證券
Property, plant and equipment	物業、廠房及設備

7. 公平值計量(續)

本集團之政策是於引起轉移之事件或情況變化發生之日確認任何三個等級之轉入或轉出。

(a) 公平值架構等級披露：

2022

二零二二年

Fair value measurements using:

公平值計量採用：

Level 1	Level 2	Level 3	Total
第一等級	第二等級	第三等級	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元

104	-	-	104
-	-	273,319	273,319

2021

二零二一年

Fair value measurements using:

公平值計量採用：

Level 1	Level 2	Level 3	Total
第一等級	第二等級	第三等級	總計
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元

Recurring fair value measurements	經常性公平值計量
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產
Listed securities in Hong Kong	香港上市證券
Investment properties	投資物業

54	-	-	54
-	-	57,952	57,952

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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. FAIR VALUE MEASUREMENTS (Continued)

(b) Reconciliation of investment properties measured at fair value based on level 3:

		Investment properties 投資物業	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 1 January	於一月一日	57,952	29,526
Transfer from properties for sale under development	轉撥自發展中待售物業	-	13,843
Disposal of subsidiaries (Note 34(b)(i))	出售附屬公司(附註34(b)(i))	(52,177)	-
Fair value loss on investment properties ^(#)	投資物業公平值虧損 ^(#)	-	13,191
Currency realignment	貨幣調整	(5,775)	1,392
At 31 December	於十二月三十一日	-	57,952
^(#) Include gains or losses for assets held at end of reporting period	^(#) 包括於報告期末持有的資產的盈虧	-	13,191

The total gain or losses recognised in profit or loss including those for assets held at end of reporting period are presented in fair value gain on investment properties in the statement of profit or loss.

7. 公平值計量(續)

(b) 基於第三等級按公平值計量之投資物業對賬：

於損益中確認的損益總額(包括於報告期末持有的資產)在損益表中以投資物業的公平值收益呈列。



7. FAIR VALUE MEASUREMENTS (Continued)

(b) Reconciliation of investment properties measured at fair value based on level 3: (Continued)

		Property, plant and equipment 物業、廠房及 設備 2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	300,032
Addition	添置	16,849
Total gains or losses recognised in other comprehensive income	於其他全面收益中確認的損益總額	48,227
Disposal	出售	(1,874)
Disposal of subsidiaries (Note 34(b)(i))	出售附屬公司(附註34(b)(i))	(2,846)
Written-off	撇銷	(2,653)
Depreciation	折舊	(58,540)
Currency realignment	貨幣調整	(25,876)
At 31 December	於十二月三十一日	<u>273,319</u>

The total gains or losses recognised in other comprehensive income are presented in surplus arising on revaluation of property, plant and equipment in the statement of profit or loss and other comprehensive income.

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2022:

The Group's finance team is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The finance team reports directly to the Directors for these fair value measurements. Discussions of valuation processes and results are held between the finance team and the Directors at least twice a year.

For level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

7. 公平值計量(續)

(b) 基於第三等級按公平值計量之投資物業對賬：(續)

於其他全面收益中確認的損益總額於綜合損益及其他全面收益表中以重估物業、廠房及設備產生之盈餘呈列。

(c) 披露於二零二二年十二月三十一日本集團所採用之估值程序及估值技巧及公平值計量所採用之輸入數據：

本集團的財務團隊負責財務申報所須作出的資產及負債公平值計量，包括第三等級公平值計量。財務團隊直接向董事呈報該等公平值計量。財務團隊與董事每年至少進行兩次有關估值過程及結果的討論。

就第三等級公平值計量而言，本集團通常將會委聘具備獲認可專業資格且有近期經驗的外部估值專家進行估值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2022: (Continued)

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs 增加輸入數據對公平值之影響	Fair value 2022 二零二二年之公平值 HK\$'000 千港元
Plant and machinery, motor vehicles, office equipment and leasehold improvement 廠房及機器、車輛、辦公室設備及租賃物業裝修	Direct comparison and depreciated replacement cost 直接比較法及折舊重置成本法	Market value for similar assets 類似資產之市值	RMB1,200 – RMB209,000 人民幣1,200元至 人民幣209,000元	Increase 增加	273,319
Investment properties 投資物業	Income approach 收入法	Term yield 有期回報率 Reversion yield 復歸回報率 Adopted market rent 所採用市場租金	3.8% 4.3% RMB24.7 – RMB58.4 per sq.m. per month 每月每平方米人民幣24.7元 至人民幣58.4元	Increase 增加	57,952

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs 增加輸入數據對公平值之影響	Fair value 2021 二零二一年之公平值 HK\$'000 千港元
說明	估值技巧	不可觀察輸入數據	範圍		

7. 公平值計量(續)

(c) 披露於二零二二年十二月三十一日本集團所採用之估值程序及估值技巧及公平值計量所採用之輸入數據：(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



8. REVENUE

The Group's revenue was derived from lithium ion motive battery products sold and internet sales during the year (2021: The Group's revenue was derived from lithium ion motive battery products sold, property development and cultural service rendered) during the year. Disaggregation of revenue from contracts with customers is set out as below. For both years, all revenue generated by the Group were derived from the PRC and recognised at a point in time when the customers obtain control of the goods or services.

8. 收益

本集團於本年度之收益源自已售鋰離子動力電池產品及互聯網銷售(二零二一年：本集團之收益源自已售鋰離子動力電池產品、物業發展及所提供的文化服務)。客戶合約之收益細分如下。於兩個年度內，本集團產生之所有收入均來自中國並於客戶獲得貨品或服務之控制權的時間點確認。

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Lithium ion motive battery products	鋰離子動力電池產品	93,791	157,691
Property development and cultural service	物業發展及文化服務	7,809	11,455
Internet sales	互聯網銷售	608	2,148
		102,208	171,294
Representing	分別為		
Continuing operation	持續經營業務	94,399	159,839
Discontinued operation (Note 14)	已終止經營業務(附註14)	7,809	11,455
		102,208	171,294

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



8. REVENUE (Continued)

Disaggregation of revenue from contracts with customers and major products of the segments are as follows:

8. 收益(續)

來自客戶合約及分部主要產品之收益細分如下：

	Continuing operation			Discontinued operation	
	持續經營業務			已終止經營業務	
	Lithium Ion Motive Battery Business	Internet Sales Business	Total	Property and Cultural Business	Total
	鋰離子動力電池業務	互聯網銷售業務	總計	物業及文化業務	總計
	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
2022	二零二二年				
Major products/service	主要產品/服務				
Batteries	93,791	-	93,791	-	93,791
Properties	-	-	-	393	393
Provision of event production service	-	-	-	7,416	7,416
Internet sales	-	608	608	-	608
	93,791	608	94,399	7,809	102,208
2021	二零二一年				
Major products/service	主要產品/服務				
Batteries	157,691	-	157,691	-	157,691
Properties	-	-	-	536	536
Provision of event production service	-	-	-	10,919	10,919
Internet sales	-	2,148	2,148	-	2,148
	157,691	2,148	159,839	11,455	171,294



8. REVENUE (Continued)

Sales of Batteries

The Group manufactures and sells batteries to the customers. Sales are recognised when control of the products has transferred, being when the products are delivered to a customer, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the customer has obtained legal titles to the products.

Sales to customers are normally made with credit terms of 30 to 60 days. For non state-owned enterprise or those without guarantee provided, deposits or cash on delivery may be required. Deposits received are recognised as contract liability.

A receivable is recognised when the products are delivered to the customers as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Development and sales of properties

The Group develops and sells properties to the customers. Sales of a contract are recognised when control of the property has transferred, being when the customer obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

Provision of event production service

The Group provides event production service to the customers. When the progress towards complete satisfaction of the performance obligations of a contract can be measured reasonably, revenue from the contract and the contract costs are recognised.

The customers pay the contract prices to the Group according to the payment schedules as stipulated in the contracts. If the service rendered by the Group exceeds the payments, a contract asset is recognised. If the payments exceed the service rendered, a contract liability is recognised.

8. 收益(續)

銷售電池

本集團生產及向客戶銷售電池。當產品之控制權獲轉移，即產品交付予客戶，並概無可能影響客戶接納產品的未履約義務及客戶獲得產品之合法所有權時，確認銷售。

向客戶作出之銷售之信貸期一般為30至60日。對於非國有企業或無擔保企業，需支付及交付按金或現金。所收取之按金確認為合約負債。

當產品交付予客戶時確認應收賬款，此時收取代價乃無條件，乃由於有關款項僅須經過一段時間方會到期。

開發及銷售物業

本集團開發及向客戶銷售物業。當物業之控制權獲轉移，即客戶獲得竣工物業之實際所有權或合法所有權以及本集團擁有收取付款之現有權利及很可能收取代價時，確認合約銷售。

提供活動製作服務

本集團向客戶提供活動製作服務。當可合理計量合約項下已完成履約責任之履約進程時，則確認合約收益及合約成本。

客戶根據合約內訂明之付款計劃向本集團支付合約價。倘本集團提供之服務價值超出付款，則確認合約資產。倘付款超出所提供之服務價值，則確認合約負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



9. OTHER INCOME

9. 其他收入

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Government grants	政府補助	306	4,725
Gain on disposal of scrap products	出售廢料收益	1,565	3,469
Gain on disposal of right-of-use assets	出售使用權資產收益	-	2,747
Fire insurance claim income for the written-off property, plant and equipments	撇銷物業、廠房及設備的 火災保險賠付收入	5,577	-
Gain on disposal of a subsidiary (Note 34(b)(ii))	出售附屬公司收益(附註34(b)(ii))	25	-
Rental income	租金收入	1,006	1,179
Gain on exchange difference	匯兌差異收益	-	1,225
Others	其他	665	2,518
		9,144	15,863
Representing	分別為		
Continuing operation	持續經營業務	7,994	11,467
Discontinued operation (Note 14)	已終止經營業務(附註14)	1,150	4,396
		9,144	15,863

10. SEGMENT INFORMATION

10. 分部資料

The Group's reportable segments are strategic business units that offer different products. They are managed separately because each business unit requires different technology and marketing strategies. During the current year, the Group's revenue was derived from the Lithium Ion Motive Battery Business and internet sales business. In the prior year, the Group's revenue was derived from the lithium ion motive battery business, internet sales business, and property and cultural business, the discontinued operation.

Segment profits or losses do not include unallocated corporate income and expenses. Segment assets do not include unallocated corporate assets. Segment liabilities do not include unallocated corporate liabilities.

本集團之可呈報分部為提供不同產品之策略性業務單位。由於各業務單位需要不同技術及市場推廣策略，因此各可呈報分部均獨立管理。於本年度，本集團之收益源自鋰離子動力電池業務及互聯網銷售業務。於上一年度，本集團之收益源自鋰離子動力電池業務及互聯網銷售以及物業及文化業務(已終止經營業務)。

分部溢利或虧損並不包括未分配企業收入及開支。分部資產並不包括未分配企業資產。分部負債並不包括未分配企業負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



10. SEGMENT INFORMATION (Continued)

10. 分部資料(續)

Information about profit or loss, assets and liabilities of the reportable segments:

有關可呈報分部溢利或虧損、資產及負債的資料：

	Continuing operation			Discontinued operation	
	持續經營業務			已終止經營業務	
	Lithium Ion Motive Battery Business	Internet Sales Business	Total	Property and Cultural Business	Total
	鋰離子動力電池業務	互聯網銷售業務	總計	物業及文化業務	總計
	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
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度				
Revenue from external customers	93,791	608	94,399	7,809	102,208
Segment loss	(93,331)	(3,462)	(96,793)	(103,334)	(200,127)
Depreciation	57,563	65	57,628	319	57,947
Depreciation of right-of-use assets	4,992	474	5,466	2,064	7,530
Additions to segment non-current assets	22,402	-	22,402	303	22,705
At 31 December 2022	於二零二二年十二月三十一日				
Segment assets	687,009	4,385	691,394	-	691,394
Segment liabilities	254,818	2,779	257,597	-	257,597
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度				
Revenue from external customers	157,691	2,148	159,839	11,455	171,294
Segment loss	(291,134)	(1,936)	(293,070)	(193,611)	(486,681)
Depreciation	67,610	19	67,629	932	68,561
Depreciation of right-of-use assets	5,398	205	5,603	2,999	8,602
Additions to segment non-current assets	7,007	-	7,007	18,550	25,557
At 31 December 2021	於二零二一年十二月三十一日				
Segment assets	577,941	15,474	593,415	1,932,279	2,525,694
Segment liabilities	280,858	7,294	288,152	1,319,713	1,607,865

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



10. SEGMENT INFORMATION (Continued)

10. 分部資料(續)

Reconciliations of reportable segment revenue, profit or loss, assets and liabilities:

可呈報分部收益、溢利或虧損、資產及負債對賬：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收益		
Total revenue of reportable segments	可呈報分部總收益	102,208	171,294
Reclassification of discontinued operation	重新分類已終止經營業務	(7,809)	(11,455)
		94,399	159,839
Consolidated revenue from continuing operation for the year	本年度持續經營業務綜合收益		
		94,399	159,839
Profit or loss	溢利或虧損		
Total loss of reportable segments	可呈報分部總虧損	(200,127)	(486,681)
Corporate and unallocated (loss)/profit	企業及未分配(虧損)/溢利	(27,888)	23,924
Reclassification of discontinued operation	重新分類已終止經營業務	103,334	193,611
		(124,681)	(269,146)
Consolidated loss from continuing operation for the year	本年度持續經營業務綜合虧損		
		(124,681)	(269,146)
Assets	資產		
Total assets of reportable segments	可呈報分部總資產	691,394	2,525,694
Corporate and unallocated assets	企業及未分配資產	5,460	2,737
		696,854	2,528,431
Consolidated total assets	綜合總資產		
		696,854	2,528,431
Liabilities	負債		
Total liabilities of reportable segments	可呈報分部總負債	257,597	1,607,865
Corporate and unallocated liabilities	企業及未分配負債	98,692	129,962
		356,289	1,737,827
Consolidated total liabilities	綜合總負債		
		356,289	1,737,827

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



10. SEGMENT INFORMATION (Continued)

Geographical information

All revenue generated by the Group were derived from the PRC.

No customer individually contributed over 10% of total revenue of the Group for both years.

In presenting the geographical information, revenue is based on the location of the customers. At the end of the year, the non-current assets of the Group were located as follows:

Non-current assets

Hong Kong
The PRC

非流動資產

香港
中國

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
----------------------------------	----------------------------------

1,424	1,179
352,017	592,392

353,441	593,571
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11. FINANCE COSTS

Interest expenses on borrowings
Interest expenses on bills
Lease interests
Interest expenses on deposit received

借貸利息開支
票據利息開支
租賃利息
已收訂金利息開支

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
----------------------------------	----------------------------------

10,814	20,346
-	96
1,177	1,727
-	1,019

Less: Interest capitalisation

減：利息資本化

11,991	23,188
(4,824)	(13,546)

7,167	9,642
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Representing
Continuing operation
Discontinued operation (Note 14)

分別為
持續經營業務
已終止經營業務(附註14)

6,771	7,936
396	1,706

7,167	9,642
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10. 分部資料(續)

地區資料

本集團之所有收益均源自中國。

於兩個年度內，並無客戶單獨佔本集團總收益10%以上。

於呈列地區資料時，收益按客戶所在地劃分。於年末，本集團非流動資產的地點如下：

11. 融資成本

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



12. INCOME TAX EXPENSES/(CREDIT)

12. 所得稅開支／(抵免)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
PRC Enterprise Income Tax for the year	本年度中國企業所得稅	4	4
Deferred tax (Note 31)	遞延稅項(附註31)	-	(36,779)
		4	(36,775)
Representing	分別為		
Continuing operation	持續經營業務	-	(7,597)
Discontinued operation (Note 14)	已終止經營業務(附註14)	4	(29,178)
		4	(36,775)

No provision for Hong Kong profits tax was required since the Group has no assessable profit in Hong Kong for the years presented.

由於本集團於呈列年度在香港並無應課稅溢利，故無須就香港利得稅作出撥備。

According to the Law of the PRC on Enterprise Income Tax, all group companies operating in the PRC are subject to the applicable tax rate of 25%, except for certain subsidiaries that are qualified for the tax benefit of being the National High-tech Enterprise, that are entitled to a preferential tax rate of 15% during the reporting years.

根據中國企業所得稅法，於中國經營的所有集團公司須按適用稅率25%繳納稅項，惟若干附屬公司符合資格享有國家高新技術企業之稅務優惠，可於報告年度享受優惠稅率15%。

The reconciliation between the income tax and the loss before tax is as follows:

所得稅與除稅前虧損之對賬如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Re-presented) (經重列)
Loss before tax	除稅前虧損	(124,681)	(276,743)
Notional tax on loss before tax calculated at the PRC statutory rate	按中國法定稅率計算之除稅前虧損之名義稅項	(31,170)	(69,186)
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(50)	(180)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	211	262
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	22,717	47,388
Effect of different tax rates in other tax jurisdictions and tax concessions	其他稅務司法權區不同稅率及稅項減免之影響	8,292	14,119
Income tax credit for the year	年內所得稅抵免	-	(7,597)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



13. LOSS FOR THE YEAR

Continuing operation

- (a) The Group's loss for the year from continuing operation is stated after charging/(crediting) the following:

13. 本年度虧損

持續經營業務

- (a) 本集團持續經營業務之本年度虧損於扣除/(計入)下列各項後列示：

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Auditor's remuneration	核數師酬金	1,000	1,180
Cost of inventories sold	已售存貨成本	86,383	148,413
Depreciation	折舊	58,221	68,387
Depreciation of right-of-use asset	使用權資產折舊	6,218	6,407
Gain on disposal of right-of-use asset	出售使用權資產之收益	-	(2,747)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	1,874	6,670
Research and development expenses	研究及開發開支	20,586	13,906
Staff costs (including directors' remuneration (Note 15)):	員工成本 (包括董事酬金(附註15)):		
Salaries, bonus and allowances	薪酬、獎金及津貼	33,788	42,749
Retirement benefits	退休福利	3,825	3,057

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



13. LOSS FOR THE YEAR (Continued)

Continuing operation (Continued)

- (b) (Reversal of impairment loss)/impairment loss and written-off on various assets of continuing operation:

(Reversal of impairment loss)/ impairment loss on various assets

Impairment of inventories (Note)
Impairment loss on a joint venture
Impairment loss on trade receivables
(Reversal of impairment loss)/impairment
loss on other receivables

多項資產之(減值虧損撥回)/減值虧 損

存貨之減值(附註)
合營企業之減值虧損
應收貿易賬款之減值虧損
其他應收賬款之
(減值虧損撥回)/減值虧損

Written-off on various assets

Written off of inventories (Note)
Written off of property, plant and
equipment (Note)

多項資產之撇銷

存貨之撇銷(附註)
物業、廠房及設備之撇銷(附註)

Note: In late June 2021, there was a fire accident happened in one of the workshops in the Group's Phase I production base in Weinan, Shaanxi. Hopefully, there were no casualties. In the accident, certain production equipment amounting to approximately HK\$62,440,000 and inventories (i.e. batteries) amounting to approximately HK\$993,000 were totally destroyed. Other battery products amounting to approximately HK\$20,564,000 were suffered to less severe level of damages due to blackening or water damage.

13. 本年度虧損(續)

持續經營業務(續)

- (b) 持續經營業務多項資產之(減值虧損撥回)/減值虧損及撇銷:

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	(974)	77,145
	2,653	62,440
	2,653	63,433

附註: 於二零二一年六月下旬, 本集團位於陝西渭南之一期生產基地, 其中一個車間發生火災, 所幸無人傷亡。事故中約62,440,000港元的部分生產設備及約993,000港元的存貨(即電池)全部損毀。約20,564,000港元的其他電池產品因燻黑或浸水而受到較輕程度之損毀。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



13. LOSS FOR THE YEAR (Continued)

Discontinued operation

- (a) The Group's loss for the year from discontinued operation is stated after charging the followings:

Cost of inventories sold	已售存貨成本	5,872	8,167
Depreciation	折舊	319	932
Depreciation of right-of-use assets	使用權資產折舊	2,153	2,987
Provision of litigation issue	訴訟事宜撥備	-	6,254
Loss on disposal of properties for sale under development	出售發展中待售物業之虧損	-	5,812
Staff costs (including director's remuneration (Note 15)):	員工成本		
Salaries, bonus and allowances	(包括董事酬金(附註15)):		
Retirement benefits	薪酬、獎金及津貼	11,575	22,795
	退休福利	965	1,664

- (b) Impairment loss on various assets of discontinued operation:

Impairment loss on various assets	多項資產之減值虧損		
Impairment on the properties for sale under development	出售發展中待售物業之減值	-	130,084
Impairment on the goodwill	商譽之減值	-	106,855
Impairment loss on trade receivables	應收貿易賬款之減值虧損	-	1,726
		-	238,665

13. 本年度虧損(續)

已終止經營業務

- (a) 本集團已終止經營業務之本年度虧損於扣除下列各項後列示：

2022	2021
二零二二年	二零二一年
HK\$'000	HK\$'000
千港元	千港元

	5,872	8,167
	319	932
	2,153	2,987
	-	6,254
	-	5,812
	11,575	22,795
	965	1,664

- (b) 已終止經營業務之多項資產減值虧損：

2022	2021
二零二二年	二零二一年
HK\$'000	HK\$'000
千港元	千港元

	-	130,084
	-	106,855
	-	1,726
	-	238,665

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



14. DISCONTINUED OPERATION

As detailed in Note 34(b)(i), the Group discontinued its Property and culture Business. Loss for the year from discontinued operations is analysed as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss from discontinued operation	已終止經營業務虧損	(14,620)	(231,868)
Loss on disposal of discontinued operation (Note 34(b)(i))	出售已終止經營業務虧損 (附註34(b)(i))	(88,714)	-
		(103,334)	(231,868)

The results and cash flows of the discontinued operation for the years ended 31 December 2022 and 2021 were detailed as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收益	7,809	11,455
Cost of goods sold	銷售成本	(5,872)	(8,167)
Gross profit	毛利	1,937	3,288
Interest income	利息收入	100	191
Other income	其他收入	1,150	4,396
Distribution and selling expenses	分銷及銷售開支	(2,875)	(6,449)
Administrative expenses	行政開支	(14,532)	(35,292)
Impairment loss on various assets	多項資產之減值虧損	-	(238,665)
Fair value gain on investment properties	投資物業之公平值收益	-	13,191
Loss from operations	經營虧損	(14,220)	(259,340)
Loss on disposal of subsidiaries	出售附屬公司之虧損	(88,714)	-
Loss from operations	經營虧損	(102,934)	(259,340)
Finance costs	融資成本	(396)	(1,706)
Loss before tax	除稅前虧損	(103,330)	(261,046)
Income tax (expense)/credit	所得稅(開支)/抵免	(4)	29,178
Loss for the year	本年度虧損	(103,334)	(231,868)
Operating cash flows	經營現金流量	21,321	66,141
Investing cash flows	投資現金流量	189,562	13,767
Financing cash flows	融資現金流量	21,824	(69,608)
Total cash flows	現金流量總額	232,707	10,300

誠如附註34(b)(i)詳述，本集團已終止其物業及文化業務。已終止經營業務之本年度虧損分析如下：

截至二零二二年及二零二一年十二月三十一日止年度，已終止經營業務業績及現金流量詳載如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



14. DISCONTINUED OPERATION (Continued)

For the purpose of presenting discontinued operation, the comparative consolidated statement of profit or loss and other comprehensive income and the related notes have been re-presented as if the operation discontinued during the year had been discontinued at the beginning of the comparative period.

15. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS

The emoluments of each Director were as follows:

14. 已終止經營業務(續)

就呈列已終止經營業務而言，可比較綜合損益及其他全面收益表及相關附註均已重列，如同本年度已終止經營業務在比較期開始時已終止經營一樣。

15. 董事及五位最高薪人士之酬金

各董事之酬金如下：

		Fees	Salaries and other benefits	Retirement benefits scheme contributions	Total
		袍金	薪酬及 其他福利	退休福利 計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Executive Directors	執行董事				
Ms. Cheng Hung Mui	鄭紅梅女士	180	1,218	18	1,416
Mr. Tin Kong	田鋼先生	180	914	18	1,112
Mr. Chan Wei	陳淮先生	180	993	18	1,191
Ms. Liu Liu	劉柳女士	180	1,020	-	1,200
Independent Non-Executive Directors	獨立非執行董事				
Dr. Ng Ka Wing	吳家榮博士	180	-	-	180
Mr. Wang Jinlin	王金林先生	180	-	-	180
Mr. See Tak Wah	施德華先生	180	-	-	180
Total for the year ended 31 December 2022	截至二零二二年 十二月三十一日止年度總計	1,260	4,145	54	5,459

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



15. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (Continued)

15. 董事及五位最高薪人士之酬金 (續)

		Salaries and other benefits	Retirement benefits scheme contributions	Total	
	Fees	Retirement benefits contributions			
	袍金	薪酬及其他福利	退休福利計劃供款	總計	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
Executive Directors	執行董事				
Ms. Cheng Hung Mui	鄭紅梅女士	180	1,218	18	1,416
Mr. Tin Kong	田鋼先生	180	914	18	1,112
Mr. Chan Wei (appointed on 28 July 2021)	陳淮先生(於二零二一年七月二十八日獲委任)	77	993	18	1,088
Ms. Liu Liu (appointed on 28 July 2021)	劉柳女士(於二零二一年七月二十八日獲委任)	77	436	-	513
Mr. Chen Dekun (retired on 25 June 2021)	陳德坤先生(於二零二一年六月二十五日退任)	88	467	-	555
Mr. Sheng Siguang (retired on 25 June 2021)	盛司光先生(於二零二一年六月二十五日退任)	88	875	-	963
Independent Non-Executive Directors	獨立非執行董事				
Dr. Ng Ka Wing	吳家榮博士	180	-	-	180
Mr. Wang Jinlin	王金林先生	180	-	-	180
Mr. See Tak Wah	施德華先生	180	-	-	180
Total for the year ended 31 December 2021	截至二零二一年 十二月三十一日止年度總計	1,230	4,903	54	6,187

The five highest paid employees during the year included four (2021: four) directors, details of whose remuneration are set out in information above. Details of the remuneration of the remaining one (2021: one) non-director, highest paid employees for the year are as follows:

於本年度五位最高薪僱員包括四名(二零二一年: 四名)董事, 其酬金詳情載於上述資料。本年度餘下一名(二零二一年: 一名)非董事最高薪僱員之酬金詳情如下:

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries and other benefits	1,000	1,200
薪酬及其他福利		



15. DIRECTORS' AND FIVE HIGHEST PAID INDIVIDUALS' EMOLUMENTS (Continued)

The number of non-directors, highest paid employees whose remuneration fell within the following bands is as follows:

Emolument band	酬金範圍
HK\$nil – HK\$1,000,000	零港元 – 1,000,000港元
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元

During the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to the five highest paid individuals, including directors, as an inducement to join the Group or as compensation for loss of office other than those disclosed above. In addition, during the years ended 31 December 2022 and 2021, no directors waived any emoluments.

The Group provides retirement benefits in accordance with the relevant laws and regulations in the place where the staff is employed. The Group participates in the Mandatory Provident Fund retirement benefit scheme for its employees located in Hong Kong, under which contributions are made based on a percentage of the employee's basic salary according to the rules of the scheme. Forfeited contributions may not be used to reduce the existing level of contributions.

16. DIVIDENDS

The Directors do not recommend the payment of any dividend for the year ended 31 December 2022 (2021: Nil).

17. LOSS PER SHARE

(a) From continuing and discontinued operation

Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year of approximately HK\$196,061,000 (2021: HK\$326,942,000) attributable to owners of the Company and the weighted average number of 1,261,531,347 (2021: 1,214,571,508) ordinary shares in issue during the year.

15. 董事及五位最高薪人士之酬金 (續)

酬金介乎下列範圍之非董事最高薪僱員之數目如下：

Number of employees 僱員數目	2022		2021	
	二零二二年		二零二一年	
	1			–
	–			1

於截至二零二二年及二零二一年十二月三十一日止年度，本集團概無向除上文所披露者外之五位最高薪人士(包括董事)支付酬金，作為加盟本集團之獎勵，或作為失去職位之賠償。此外，於截至二零二二年及二零二一年十二月三十一日止年度，概無董事放棄任何酬金。

本集團按照員工就業地的相關法律法規提供退休福利。本集團為其位於香港的僱員參加強制性公積金退休福利計劃，根據該計劃的規則，本集團根據僱員基本工資的一定百分比作出供款。沒收供款不得用於降低現有的供款水平。

16. 股息

截至二零二二年十二月三十一日止年度，董事會並無建議派付任何股息(二零二一年：無)。

17. 每股虧損

(a) 來自持續經營業務及已終止經營業務

每股基本虧損

本公司擁有人應佔每股基本虧損乃根據本公司擁有人應佔本年度虧損約 196,061,000 港元(二零二一年：326,942,000 港元)及年內已發行 1,261,531,347 股(二零二一年：1,214,571,508 股)普通股之加權平均數計算。



17. LOSS PER SHARE (Continued)

(a) From continuing and discontinued operation (Continued)

Diluted loss per share

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary shares during the two years ended 31 December 2022 and 2021.

(b) From continuing operation

Basic loss per share

The calculation of basic loss per share from continuing operation is based on the loss attributable to owners of the Company of approximately HK\$99,249,000 (2021: HK\$192,813,000). The denominator used is the same as that detailed above for basic loss per share.

Diluted loss per share

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary shares during the two years ended 31 December 2022 and 2021.

(c) From discontinued operation

Basic loss per share

The calculation of basic loss per share from discontinued operation is based on the loss attributable to owners of the Company of approximately HK\$96,812,000 (2021: HK\$134,129,000). The denominator used is the same as that detailed above for basic loss per share.

Diluted loss per share

No diluted loss per share is presented as the Company did not have any dilutive potential ordinary shares during the two years ended 31 December 2022 and 2021.

17. 每股虧損(續)

(a) 來自持續經營業務及已終止經營業務(續)

每股攤薄虧損

由於本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並無任何具攤薄影響的潛在普通股，故並無呈列每股攤薄虧損。

(b) 來自持續經營業務

每股基本虧損

本公司擁有人應佔持續經營業務之每股基本虧損乃根據本公司擁有人應佔虧損約99,249,000港元(二零二一年：192,813,000港元)計算。所用分母與上文所詳述的每股基本虧損所用分母相同。

每股攤薄虧損

由於本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並無任何具攤薄影響的潛在普通股，故並無呈列每股攤薄虧損。

(c) 來自已終止經營業務

每股基本虧損

本公司擁有人應佔已終止經營業務之每股基本虧損乃根據本公司擁有人應佔虧損約96,812,000港元(二零二一年：134,129,000港元)計算。所用分母與上文所詳述的每股基本虧損所用分母相同。

每股攤薄虧損

由於本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並無任何具攤薄影響的潛在普通股，故並無呈列每股攤薄虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Buildings	Leasehold improvements	Plant and machinery	Motor vehicles	Office equipment	Construction in progress	Total
		樓宇	租賃物業裝修	廠房及機器	車輛	辦公室設備	在建工程	總計
		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
Cost or valuation	成本或估值							
At 1 January 2021	於二零二一年一月一日	57,419	49,817	329,803	4,863	4,496	41,838	488,236
Currency realignment	貨幣調整	1,021	1,832	10,700	91	157	1,230	15,031
Additions	添置	108	84	2,679	44	500	1,627	5,042
Disposals	出售	-	(697)	(6,388)	-	(10)	-	(7,095)
Written-off	撇銷	(58,548)	-	(13,109)	(32)	(19)	-	(71,708)
Transfers	轉撥	-	12,291	(244)	-	134	(12,181)	-
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	-	63,327	323,441	4,966	5,258	32,514	429,506
Currency realignment	貨幣調整	-	(4,396)	(23,660)	(224)	(359)	(2,994)	(31,633)
Additions	添置	-	1,336	991	494	115	13,913	16,849
Disposals	出售	-	-	(2,611)	(806)	(555)	-	(3,972)
Disposal of subsidiaries (Note 34(b))	出售附屬公司(附註 34(b))	-	-	(3,248)	(1,154)	(1,338)	-	(5,740)
Written-off	撇銷	-	(4,339)	(1,687)	(189)	(625)	-	(6,840)
Adjustment arising on revaluation	因重估而產生之調整	-	(13,803)	(106,942)	(2,447)	(1,659)	-	(124,851)
At 31 December 2022	於二零二二年十二月三十一日	-	42,125	186,284	640	837	43,433	273,319
Accumulated depreciation and impairment	累計折舊及減值							
At 1 January 2021	於二零二一年一月一日	4,003	9,625	49,846	1,828	1,458	-	66,760
Currency realignment	貨幣調整	71	466	2,433	49	69	-	3,088
Charge for the year	年內開支	2,037	9,837	54,464	1,546	1,435	-	69,319
Disposals	出售	-	(210)	(213)	-	(2)	-	(425)
Written off	撇銷	(6,111)	-	(3,129)	(14)	(14)	-	(9,268)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	-	19,718	103,401	3,409	2,946	-	129,474
Currency realignment	貨幣調整	-	(1,019)	(4,397)	(131)	(210)	-	(5,757)
Charge for the year	年內開支	-	10,613	46,374	905	648	-	58,540
Disposals	出售	-	-	(1,052)	(772)	(274)	-	(2,098)
Written off	撇銷	-	(3,437)	(338)	(156)	(256)	-	(4,187)
Disposal of subsidiaries (Note 34(b))	出售附屬公司(附註 34(b))	-	-	(1,190)	(572)	(1,132)	-	(2,894)
Eliminated on revaluation	重估對銷	-	(25,875)	(142,798)	(2,683)	(1,722)	-	(173,078)
At 31 December 2022	於二零二二年十二月三十一日	-	-	-	-	-	-	-
Carrying amounts	賬面值							
At 31 December 2022	於二零二二年十二月三十一日	-	42,125	186,284	640	837	43,433	273,319
At 31 December 2021	於二零二一年十二月三十一日	-	43,609	220,040	1,557	2,312	32,514	300,032

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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. PROPERTY, PLANT AND EQUIPMENT (Continued)

At 31 December 2022, the Group's property, plant and equipment of HK\$12,047,000 were pledged to secure the acquisition of investment in an associate (Note 39).

Had all the categories of the Group's property, plant and equipment, other than construction in progress, been carried at cost less accumulated depreciation, the carrying values of property, plant and equipment would have been stated as follows:

18. 物業、廠房及設備(續)

於二零二二年十二月三十一日，本集團之物業、廠房及設備12,047,000港元已作抵押以擔保收購於一間聯營公司的投資(附註39)。

倘本集團之各類物業、廠房及設備(在建工程除外)乃按成本減累計折舊列賬，則物業、廠房及設備應以下列賬面值列賬：

		2022 二零二二年			2021 二零二一年		
		Accumulated depreciation and impairment 累計折舊 及減值		Carrying amounts 賬面值	Accumulated depreciation and impairment 累計折舊 及減值		Carrying amounts 賬面值
		Cost 成本 HK\$'000 千港元	Cost 成本 HK\$'000 千港元	Cost 成本 HK\$'000 千港元	Cost 成本 HK\$'000 千港元	Cost 成本 HK\$'000 千港元	Cost 成本 HK\$'000 千港元
Leasehold improvements	租賃物業裝修	51,109	28,348	22,761	47,589	22,191	25,398
Plant and machinery	廠房及機器	392,030	249,191	142,839	422,245	209,794	212,451
Motor vehicles	車輛	7,316	6,748	568	9,195	8,517	678
Office equipment	辦公室設備	5,262	4,338	924	8,024	5,862	2,162
		455,717	288,625	167,092	487,053	246,364	240,689

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



19. LEASES AND RIGHT-OF-USE ASSETS

Disclosures of lease-related items:

At 31 December:

Right-of-use assets

– Land

– Building

於十二月三十一日：

使用權資產

– 土地

– 樓宇

The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:

Within one year

In the second year

In the third to fifth years, inclusive

基於未貼現現金流量的本集團租賃負債的到期日分析如下：

一年內

第二年

第三年至第五年(包括首尾兩年)

Year ended 31 December:

Depreciation charge of right-of-use assets

– Land

– Building

截至十二月三十一日止年度：

使用權資產的折舊開支

– 土地

– 樓宇

Total cash outflow for leases

Additions to right-of-use assets

Lease interests

租賃的現金流出總額

添置使用權資產

租賃利息

The Group leases various buildings and land. Lease agreements are typically made for fixed periods of 3 to 9 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

19. 租賃及使用權資產

披露租賃相關項目：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Right-of-use assets		
– Land	70,414	77,967
– Building	7,631	19,379
	78,045	97,346
The maturity analysis, based on undiscounted cash flows, of the Group's lease liabilities is as follows:		
Within one year	4,684	9,199
In the second year	4,040	7,046
In the third to fifth years, inclusive	1,602	8,835
	10,326	25,080
Year ended 31 December:		
Depreciation charge of right-of-use assets		
– Land	1,706	1,934
– Building	6,665	7,460
	8,371	9,394
Total cash outflow for leases	3,664	4,687
Additions to right-of-use assets	1,504	8,412
Lease interests	1,177	1,727

本集團租賃多項樓宇及土地。租賃協議的固定期限通常為3至9年。租賃條款乃按個別基準進行磋商，包含各種不同的條款及條件。租賃協議並無施加任何契諾，而租賃資產不得用作借貸用途的擔保。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



19. LEASES AND RIGHT-OF-USE ASSETS (Continued)

19. 租賃及使用權資產(續)

		Present value		Present value	
		Lease payments	of lease payments	Lease payments	of lease payments
		2022	2022	2021	2021
		租賃	付款現值	租賃	付款現值
		二零二二年	二零二二年	二零二一年	二零二一年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Within one year	一年內	4,684	4,152	9,199	7,886
In the second year	第二年	4,040	3,786	7,046	6,225
In the third to fifth years, inclusive	第三年至第五年(包括首尾兩年)	1,602	1,555	8,835	8,387
Over five years	五年以上	-	-	-	-
		10,326	9,493	25,080	22,498
Future finance charges	未來融資費用	(833)	-	(2,582)	-
Present value of lease obligations	租賃承擔現值	9,493	9,493	22,498	22,498
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期償還款項 (於流動負債下列示)		(4,152)		(7,886)
Non-current portion	非流動部分		5,341		14,612

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



20. INVESTMENT PROPERTIES

20. 投資物業

		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	57,952	29,526
Transfer from properties for sale under development	轉撥自發展中待售物業	-	13,843
Disposal of subsidiaries (Note 34(b)(i))	出售附屬公司(附註34(b)(i))	(52,177)	-
Fair value gain	公平值收益	-	13,191
Currency realignment	貨幣調整	(5,775)	1,392
At 31 December	於十二月三十一日	-	57,952

Investment properties were revalued at 31 December 2021 on the open market value basis by reference to capitalisation of net income derived from the existing tenancies of the properties by APAC Appraisal and Consulting Limited, an independent firm of qualified surveyors.

The Group leases out certain of its investment properties under operating leases. The average lease term is 9-20 years. Certain leases are on variable lease payments with growth rate 5% and 8% respectively.

At 31 December 2021, no investment properties pledged as security for the Group's bank loans.

投資物業於二零二一年十二月三十一日由獨立合資格測量師事務所亞太估值及顧問有限公司經參考自物業現有租約收取之淨收入撥充資本後，按公開市值基準重估。

本集團根據經營租賃出租其若干投資物業。平均租賃期限為9至20年。若干租賃以可變租賃付款，增長率分別為5%及8%。

於二零二一年十二月三十一日，並無投資物業抵押作為本集團銀行貸款的擔保。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



21. GOODWILL

21. 商譽

		HK\$'000 千港元
Cost	成本	
At 1 January 2021	於二零二一年一月一日	220,408
Currency realignment	貨幣調整	5,703
		<hr/>
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	226,111
Disposal of subsidiaries (Note 34(b)(i))	出售附屬公司(附註34(b)(i))	(205,037)
Currency realignment	貨幣調整	(21,074)
		<hr/>
At 31 December 2022	於二零二二年十二月三十一日	-
		<hr/>
Accumulated impairment losses	累計減值虧損	
At 1 January 2021	於二零二一年一月一日	-
Impairment loss recognised during the year	本年度確認的減值虧損	(106,855)
		<hr/>
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日	(106,855)
Disposal of subsidiaries (Note 34(b)(i))	出售附屬公司(附註34(b)(i))	97,665
Currency realignment	貨幣調整	9,190
		<hr/>
At 31 December 2022	於二零二二年十二月三十一日	-
		<hr/>
Carrying amounts	賬面值	
At 31 December 2022	於二零二二年十二月三十一日	-
		<hr/>
At 31 December 2021	於二零二一年十二月三十一日	119,256
		<hr/>

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating units ("CGUs") that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated as follows:

業務合併所收購之商譽於收購時獲分配至預期將受惠於業務合併之現金產生單位(「現金產生單位」)。商譽之賬面值已獲分配至以下現金產生單位：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Property development unit 物業開發單位	-	119,256
	<hr/>	<hr/>



21. GOODWILL (Continued)

The recoverable amounts of the CGUs are determined on the basis of their value in use using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and revenue during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on long – term average economic growth rate of the geographical area in which the businesses of the CGUs operate. Budgeted gross margin and revenue are based on past practices and expectations on market development.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the Directors for the next five years with the residual period using the growth rate of 3%. This rate does not exceed the average long-term growth rate for the relevant markets.

The rate used to discount the forecast cash flows from the Group's is 16%.

22. INVENTORIES

21. 商譽(續)

現金產生單位的可回收金額乃基於使用貼現現金流量法計算的使用價值釐定。貼現現金流量法所採用的主要假設乃為於期內有關貼現率、增長率、預算毛利率及收入的假設。本集團利用可反映目前市場對貨幣時值的評估及現金產生單位特定風險的除稅前利率估計貼現率。增長率則按現金產生單位經營業務所在地區的平均長期經濟增長率為基準。預算毛利率及收入乃按過往慣例及預期市場發展為基準。

本集團編製的現金流量預測源自獲董事批准未來五年的最近期財政預算，剩餘期間的增長率為3%。該增長率並未超過有關市場的平均長期增長率。

用以貼現本集團預測現金流量的利率為16%。

22. 存貨

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Raw materials	原材料	6,023	15,416
Work in progress	在製品	1,664	2,501
Finished goods	製成品	28,912	24,261
		36,599	42,178

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



23. PROPERTIES FOR SALE UNDER DEVELOPMENT 23. 發展中待售物業

		HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	1,566,127
Additions	添置	376,846
Transfer to investment properties	轉撥至投資物業	(13,843)
Disposals upon termination (Note)	終止時出售(附註)	(848,261)
Impairment on the properties for sale under development	發展中待售物業之減值	(130,084)
Currency realignment	貨幣調整	42,872
		<hr/>
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	993,657
Additions	添置	47,971
Properties completed and sold	竣工及已售物業	(393)
Disposal of subsidiaries (Note 34(b)(i))	出售附屬公司(附註34(b)(i))	(940,177)
Currency realignment	貨幣調整	(101,058)
		<hr/>
At 31 December 2022	於二零二二年十二月三十一日	-

All the properties under development were located in the PRC. At 31 December 2021, properties for sale under development held by the Group located in Nanning, with carrying value of approximately HK\$444,004,000 was secured for the bank loans.

所有發展中物業均位於中國。於二零二一年十二月三十一日，銀行貸款由本集團持有的發展中待售物業提供擔保，該等物業位於南寧，賬面值為約444,004,000港元。

Note: On 19 November 2021, the Group terminated the agreement with the government in relation to the Land Plots in Lishui District, Nanjing City, Jiangsu Province, the PRC. Details of which were disclosed in the announcement dated 24 November 2021. After the termination, properties for sale under development approximately HK\$848 million were disposed. Out of which, a cash consideration of HK\$403 million was received. The remaining of approximately HK\$439 million were accrued in other receivables. A loss of HK\$6 million was recognised in the consolidated statement of profit or loss.

附註：於二零二一年十一月十九日，本集團終止與政府有關中國江蘇省南京市溧水區地塊的協議。詳情於日期為二零二一年十一月二十四日的公告披露。終止後，約8.48億港元的發展中待售物業售出。已收取其中的現金代價4.03億港元。其餘約4.39億港元已計入其他應收賬款。600萬港元虧損已於綜合損益表確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

24. 應收貿易賬款及其他應收賬款、訂金及預付款項

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Trade receivables	應收貿易賬款	14,174	43,967
Less: Impairment losses	減：減值虧損	(1,398)	(6,804)
		12,776	37,163
Value-added tax receivables	應收增值稅	12,362	62,997
Other tax receivables	其他應收稅項	-	1,073
Consideration receivable (Note 23)	應收代價(附註23)	-	439,269
Consideration receivable from vendor of disposal of subsidiaries (Note 34(b)(i))	賣方出售附屬公司的應收代價(附註34(b)(i))	11,317	-
Amount due from the subsidiaries disposed (Note 34(b)(i))	應收已出售附屬公司的款項(附註34(b)(i))	230,163	-
Prepayment, deposits and other receivables	預付款項、訂金及其他應收款項	33,840	43,415
		300,458	583,917

Trade receivables

The Group allows an average credit period of 30 to 60 days to its customers which are state-owned enterprise or those with guarantee provided, and cash on delivery for all other customers. The following is an aging analysis of trade receivables, presented based on the invoice date at the end of the years:

應收貿易賬款

對於國有企業客戶或已提供擔保之客戶，本集團給予平均賒賬期30至60日；而所有其他客戶均以貨銀兩訖方式進行交易。以下為應收貿易賬款於各年度末按發票日期呈列之賬齡分析：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0 to 60 days	0至60日	8,086	18,138
61 to 90 days	61至90日	2,150	1,218
Over 90 days	90日以上	2,540	17,807
		12,776	37,163

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Impairment of trade receivables

Reconciliation of loss allowance for trade receivables:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At beginning of the year	於年初	(6,804)	(14,524)
Impairment on trade receivables	應收貿易賬款之減值	(1,435)	(40,510)
Written off the impairment for the year	本年度撇銷減值	183	48,585
Reversal of impairment on trade receivables from disposal of subsidiaries (Note 34(b)(i))	出售附屬公司之應收貿易賬款之減值撥回(附註34(b)(i))	6,271	-
Currency realignment	貨幣調整	387	(355)
At the end of the year	於年末	(1,398)	(6,804)

Impairment of other receivables

Reconciliation of loss allowance for other receivables:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At beginning of the year	於年初	(14,237)	(7,588)
Reversal of impairment loss/(Impairment loss) on other receivables	其他應收賬款之減值虧損撥回/(減值虧損)	2,409	(7,617)
Written off the impairment for the year	本年度撇銷減值	-	1,316
Currency realignment	貨幣調整	1,024	(348)
At the end of the year	於年末	(10,804)	(14,237)

24. 應收貿易賬款及其他應收賬款、訂金及預付款項(續)

應收貿易賬款減值

應收貿易賬款之虧損撥備對賬：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At beginning of the year	(6,804)	(14,524)
Impairment on trade receivables	(1,435)	(40,510)
Written off the impairment for the year	183	48,585
Reversal of impairment on trade receivables from disposal of subsidiaries (Note 34(b)(i))	6,271	-
Currency realignment	387	(355)
At the end of the year	(1,398)	(6,804)

其他應收賬款減值

其他應收賬款之虧損撥備對賬：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At beginning of the year	(14,237)	(7,588)
Reversal of impairment loss/(Impairment loss) on other receivables	2,409	(7,617)
Written off the impairment for the year	-	1,316
Currency realignment	1,024	(348)
At the end of the year	(10,804)	(14,237)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



24. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Trade receivables that are not impaired

The Group applies the simplified approach under HKFRS 9 “Financial Instrument” to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses also incorporate forward looking information.

		Current	Less than 60 days past due	Over 60 days and less than 1 year	Over 1 year	Total
		即期	60日內	逾期超過60日但少於一年	一年以上	總計
		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					
Weighted average expected loss rate	加權平均預期虧損率	0%	0%	0%	45%	
Receivable amount	應收金額	10,633	416	-	3,125	14,174
Loss allowance	虧損撥備	-	-	-	(1,398)	(1,398)
At 31 December 2021	於二零二一年十二月三十一日					
Weighted average expected loss rate	加權平均預期虧損率	0%	0%	16%	39%	
Receivable amount	應收金額	17,711	2,196	11,021	13,039	43,967
Loss allowance	虧損撥備	-	-	(1,752)	(5,052)	(6,804)

Trade receivables that were not past due relate to a wide range of customers who has no recent history of default. The Group does not hold any collateral over these balances.

Trade receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

25. AMOUNT DUE FROM A NON-CONTROLLING SHAREHOLDER OF A SUBSIDIARY

The amount represented financial assistance provided by Nanchang Rongzhou Investment Company Limited* (南昌市容州投資有限公司) to its shareholder before the completion of the capital contribution on 26 October 2018. The amount due from a non-controlling shareholder of a subsidiary is secured by its assets and undistributed earnings, non-interest bearing, and had no fixed term of repayment.

24. 應收貿易賬款及其他應收賬款、訂金及預付款項(續)

並無減值之應收貿易賬款

本集團採用香港財務報告準則第9號「金融工具」項下之簡化法，使用永久預期虧損撥備為所有應收貿易賬款之預期信貸虧損計提撥備。為計量預期信貸虧損，應收貿易賬款已按照共有信貸風險特點及逾期天數分類。預期信貸虧損亦包括前瞻性資料。

並無逾期之應收貿易賬款與多名近期並無拖欠記錄之客戶有關。本集團並無就該等結餘持有任何抵押品。

已逾期但無減值之應收貿易賬款與多名與本集團擁有良好往績記錄之獨立客戶有關。根據過往經驗，管理層相信，由於信貸質素並無重大變動，該等餘額仍被視為可全數收回，因此無須就該等餘額作出減值撥備。

25. 應收一間附屬公司非控股股東款項

有關款項指南昌市容州投資有限公司向其股東其於二零一八年十月二十六日資本注資完成前提供之財務資助。應收一間附屬公司非控股股東款項乃由其資產及未分配利潤作抵押、免息及無固定還款期。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



26. RESTRICTED BANK BALANCES AND BANK AND CASH BALANCES

At the end of year, bank and cash balances of the Group denominated in RMB amounted equivalent to approximately HK\$5,460,000 (2021: HK\$52,728,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

As at 31 December 2021, the restricted bank balances of the Group represented guarantee deposits for construction of pre-sale properties denominated in RMB placed in designated accounts.

27. TRADE AND OTHER PAYABLES

Trade payables	應付貿易賬款	40,302	82,929
Amounts payable on acquisition of property, plant and equipment	收購物業、廠房及設備之應付款項	126,736	136,461
Amount due to a subsidiary disposed (Note 34(b)(iii))	應付一家已出售附屬公司的款項(附註34(b)(iii))	2,853	–
Accruals and other payables	應計費用及其他應付賬款	108,577	117,300
		278,468	336,690

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

0 to 60 days	0至60日	12,806	37,041
61 to 90 days	61至90日	314	1,488
Over 90 days	90日以上	27,182	44,400
		40,302	82,929

26. 受限制銀行結餘及銀行及現金結餘

於年末，本集團以人民幣計值之銀行及現金結餘相當於約5,460,000港元(二零二一年：52,728,000港元)。將人民幣兌換成外幣須受中國外匯管理條例規限。

於二零二一年十二月三十一日，本集團之受限制銀行結餘指就建設以人民幣計值之預售物業於指定賬戶入賬的保證金。

27. 應付貿易賬款及其他應付賬款

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
40,302	82,929
126,736	136,461
2,853	–
108,577	117,300
278,468	336,690

以下為於報告期末按發票日期呈列之應付貿易賬款賬齡分析：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
12,806	37,041
314	1,488
27,182	44,400
40,302	82,929

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



28. CONTRACT LIABILITIES

Disclosures of revenue-related items:

28. 合約負債

收入相關項目披露：

		As at 31 December 2022 於二零二二年 十二月三十一日 HK\$'000 千港元	As at 31 December 2021 於二零二一年 十二月三十一日 HK\$'000 千港元	As at 1 January 2021 於二零二一年 一月一日 HK\$'000 千港元
Total contract liabilities	合約負債總額	5,342	1,002,240	938,905
Transaction prices allocated to performance obligations unsatisfied at end of year and expected to be recognised as revenue in:	於年末分配至未達成履約責任並預期於以下年度確認為收益之交易價：			
- 2022	- 二零二二年	-	1,026,276	
- 2023	- 二零二三年	6,636	-	
		6,636	1,026,276	
			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元

Year ended 31 December	截至十二月三十一日止年度		
Revenue recognised in the year that was included in contract liabilities at beginning of year	於年初計入合約負債之年內確認收益	3,254	-
Significant changes in contract liabilities during the year:	年內合約負債之重大變動：		
Increase due to operations in the year	本年度因營運而增加	1,773	67,149
Decrease due to disposal of subsidiaries (Note 34(b)(i))	因出售附屬公司而減少(附註34(b)(i))	(905,506)	-
Currency realignment	貨幣調整	(89,824)	(2,834)
Transfer of contract liabilities to revenue	轉移合約負債至收益	(3,341)	(980)

A contract liability represents the Group's obligation to transfer products or services to a customer for which the Group has received consideration from the customer.

合約負債指本集團因收取客戶代價而須轉讓產品或服務予客戶之責任。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



29. BORROWINGS

29. 借貸

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Bank loans	銀行貸款	-	122,520
Other borrowing	其他借貸	52,785	85,000
		52,785	207,520
Analysed as:	分析為：		
Secured	有抵押	-	122,520
Unsecured	無抵押	52,785	85,000
		52,785	207,520

At 31 December 2021, bank loans were secured by the properties under development held by the Group located in Nanning with carrying value of approximately HK\$444,004,000.

於二零二一年十二月三十一日，銀行貸款由本集團持有的發展中物業提供擔保，該等物業位於南寧，賬面值約為444,004,000港元。

Bank borrowings for the year ended 31 December 2021 are denominated in RMB. And other borrowings for the years are denominated in HK\$.

截至二零二一年十二月三十一日止年度之銀行貸款均以人民幣計值。各年度之其他借貸均以港元計值。

At 31 December 2022, other borrowing of HK\$52,785,000 (2021: HK\$85,000,000) was unsecured and repayable within 1 year. The effective interest rates per annum at the end of the years were as follows:

於二零二二年十二月三十一日，其他借貸52,785,000港元(二零二一年：85,000,000港元)為無抵押及須於1年內還款。於各年度末的實際年利率如下：

		2022 二零二二年	2021 二零二一年
Borrowings:	借貸：		
Fixed-rate	定息	8.00%	8.00%-8.50%

The borrowings are repayable as follows:

借貸須於以下時間償還：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
On demand or within one year	按要求或一年內	52,785	207,520

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



30. AMOUNT DUE TO THE CONTROLLING SHAREHOLDER

The amounts are unsecured, non-interest bearing, and had no fixed term of repayment.

31. DEFERRED TAX

The following are the detailed deferred tax liabilities and assets recognised by the Group.

30. 應付控股股東賬款

餘額為無抵押、免息及無固定還款期限。

31. 遞延稅項

以下為本集團確認之遞延稅項負債及資產之詳情。

		Properties for sale under development 發展中 待售物業 HK\$'000 千港元	Revaluation of property, plant and equipment 重估物業、 廠房及設備 HK\$'000 千港元	Revaluation of investment properties 重估 投資物業 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	66,869	9,230	5,076	81,175
Credit to consolidated statement of profit or loss	計入綜合損益表	(32,521)	(7,555)	3,297	(36,779)
Transfer	轉撥	(1,398)	-	1,398	-
Currency realignment	貨幣調整	1,714	188	279	2,181
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	34,664	1,863	10,050	46,577
Credit to other comprehensive income	計入其他全面收益	-	8,041	-	8,041
Disposal of subsidiaries (Note 34(b)(i))	出售附屬公司(附註34(b)(i))	(31,261)	(88)	(9,015)	(40,364)
Currency realignment	貨幣調整	(3,403)	(160)	(1,035)	(4,598)
At 31 December 2022	於二零二二年十二月三十一日	-	9,656	-	9,656

At the end of the reporting period, subject to the agreements with the tax authority, the Group has unused tax losses of approximately HK\$235,487,000 (2021: HK\$222,286,000) for subsidiaries incorporated in Hong Kong available for offset against future profits of approximately HK\$235,487,000 (2021: HK\$222,286,000) and such tax losses may be carried forward indefinitely. No deferred tax asset has been recognised for these tax losses due to the unpredictability of future profit streams of those subsidiaries.

於報告期末，須經稅務機關同意，本集團於香港註冊成立之附屬公司之未動用稅項虧損約為235,487,000港元(二零二一年：222,286,000港元)，可用作對銷未來溢利約235,487,000港元(二零二一年：222,286,000港元)，該等稅項虧損可無限期結轉。由於未能預測該等附屬公司之日後溢利來源，故未有就該等稅項虧損確認遞延稅項資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



32. SHARE CAPITAL

32. 股本

	Notes 附註	Number of shares 股份數目	HK\$'000 千港元
Authorised: Ordinary shares of HK\$0.10 each At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022			
法定： 每股0.10港元之普通股 於二零二一年一月一日、 二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日		2,000,000,000	200,000
Issued and fully paid: At 1 January 2021 Issue of shares upon share placement			
已發行及繳足： 於二零二一年一月一日 股份配售後發行股份	1	1,196,485,700 40,008,000	119,649 4,001
At 31 December 2021 and 1 January 2022 Issue of shares upon share placement			
於二零二一年十二月三十一日及 二零二二年一月一日 股份配售後發行股份	2	1,236,493,700 246,993,000	123,650 24,699
At 31 December 2022		1,483,486,700	148,349

Notes

- On 25 June 2021, the Company entered into a placing agreement with a placing agent in respect of the placement of up to 75,000,000 ordinary shares of HK\$0.10 each to independent investors at a price of HK\$0.40 per share. On 20 July 2021, 40,008,000 shares were issued and allotted, after netting off the share issue expenses of approximately HK\$363,000, the premium on the issue of shares amounted to approximately HK\$11,639,000 was credited to the Company's share premium account.
- On 6 November 2022, the Company entered into a placing agreement with a placing agent in respect of the placement of up to 247,296,000 ordinary shares of HK\$0.10 each to independent investors at a price of HK\$0.043 per share. On 25 November 2022, 246,993,000 shares were issued and allotted, after netting off the share issue expenses of approximately HK\$193,000, the premium on the issue of shares amounted to approximately HK\$14,272,000 was debited to the Company's share premium account.

Capital management

The Group's primary objective when managing capital is to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost. The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buyback shares, raise new debts, redeem existing debts or sell assets to reduce debts.

附註

- 於二零二一年六月二十五日，本公司與配售代理訂立有關按每股0.40港元的價格配售最多75,000,000股每股0.10港元的普通股予獨立投資者的配售協議。於二零二一年七月二十日，40,008,000股股份獲配發及發行，經扣除股份發行開支約363,000港元後，發行股份之溢價約11,639,000港元已計入本公司之股份溢價賬。
- 於二零二二年十一月六日，本公司與配售代理訂立有關按每股0.043港元的價格配售最多247,296,000股每股0.10港元的普通股予獨立投資者的配售協議。於二零二二年十一月二十五日，246,993,000股股份獲配發及發行，經扣除股份發行開支約193,000港元後，發行股份之溢價約14,272,000港元已於本公司之股份溢價賬扣除。

資本管理

本集團管理資本的主要目標乃為保障本集團持續經營的能力，使之能透過因應風險水平為產品及服務定價及以合理成本獲取融資，繼續為股東帶來回報並使其他利益相關者受惠。本集團管理資本時，以保障本集團可持續經營之能力，同時通過優化債項及股本平衡，為股東爭取最大回報為目標。

本集團根據經濟環境變化管理資本架構並作出調整。為維持或調整資本架構，本集團可能調整派付股息、發行新股、回購股份、新增債務、贖回現有債務或出售資產以減輕債務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



33. RESERVES

(a) The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Reserves of the Company

		Share premium	Capital redemption reserve	Contributed surplus	Share-based payment reserve	Accumulated losses	Total
		股份溢價	股本贖回儲備	實繳盈餘	以股份為基礎付款儲備	累計虧損	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
At 1 January 2021	於二零二一年一月一日	826,773	624	29,509	6,250	(21,792)	841,364
Loss for the year	本年度虧損	-	-	-	-	(234,207)	(234,207)
Issue of shares upon share placement	股份配售後發行股份	11,639	-	-	-	-	11,639
Lapse of share options	購股權失效	-	-	-	(6,250)	6,250	-
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	838,412	624	29,509	-	(249,749)	618,796
Loss for the year	本年度虧損	-	-	-	-	(296,756)	(296,756)
Issue of shares upon share placement	股份配售後發行股份	(14,272)	-	-	-	-	(14,272)
At 31 December 2022	於二零二二年十二月三十一日	824,140	624	29,509	-	(546,505)	307,768

(c) Nature and purpose of reserves of the Group

(i) Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and is not distributable but may be applied in paying up unissued shares of the Company to be issued to the shareholders of the Company as fully paid bonus shares or in providing for the premiums payable on repurchase of shares.

(ii) Capital redemption reserve

Capital redemption reserve arose from the reduction of the nominal value of the issued share capital of the Company upon the cancellation of the repurchased shares.

33. 儲備

(a) 本集團之儲備金額及其變動詳情於綜合損益及其他全面收益表及綜合權益變動表呈列。

(b) 本公司之儲備

(c) 本集團儲備之性質及用途

(i) 股份溢價

股份溢價指因按超過每股面值之價格發行股份而產生之溢價，且不得分派，惟可以繳足紅股之形式用於繳足將發行予本公司股東之本公司未發行股份或用於支付購回股份應付之溢價。

(ii) 股本贖回儲備

股本贖回儲備乃因本公司註銷購回股份令已發行股本面值減少而產生。



33. RESERVES (Continued)

(c) Nature and purpose of reserves of the Group (Continued)

(iii) *Capital reserve*

Capital reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation in 1998.

(iv) *Share-based payment reserve*

The share-based payment reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees and directors of the Group recognised in accordance with the accounting policy adopted for share-based payments in Note 4 to the consolidated financial statements.

(v) *Contributed surplus*

The contributed surplus of the Company represents the difference between the consolidated shareholders' funds of Kith Limited at the date on which it was acquired by the Company, and the nominal amount of the Company's shares issued for the acquisition at the time of the group reorganisation in 1998.

Under the Companies Act of Bermuda, the contributed surplus account of the Company is available for distribution. However the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- it is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

33. 儲備(續)

(c) 本集團儲備之性質及用途(續)

(iii) *資本儲備*

資本儲備指收購附屬公司股份面值與本公司在一九九八年進行集團重組當時就收購事項所發行股份面值之差額。

(iv) *以股份為基礎付款儲備*

以股份為基礎付款儲備指根據綜合財務賬目附註4內就以股份為基礎付款採納之會計政策計算授予本集團僱員及董事之未行使購股權實際或估計數目之公平值。

(v) *實繳盈餘*

本公司之實繳盈餘指 Kith Limited 於被本公司收購當日之綜合股東資金與本公司在一九九八年進行集團重組當時就收購事項所發行之股份面值之差額。

根據百慕達公司法，本公司之實繳盈餘賬可供分派。然而，本公司在下列情況下不可以宣派或派付股息，或分派實繳盈餘內之款項：

- 倘當時或在派付後無法償還其到期應付之負債；或
- 倘其資產之可變現價值將因而少於其負債、已發行股本及股份溢價賬之總和。



33. RESERVES (Continued)

(c) Nature and purpose of reserves of the Group (Continued)

(vi) *Foreign currency translation reserve*

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

(vii) *Asset revaluation reserve*

Assets revaluation reserve has been set up and are dealt with in accordance with the accounting policies adopted for property, plant and equipment in Note 4 to the consolidated financial statements.

(viii) *Other reserve*

Other reserves represent the amount of enterprise expansion fund capitalised by the relevant PRC subsidiaries and the difference between the net proceeds received or paid after deducting the transaction costs and the adjustment to the non-controlling interests resulted from the equity transaction with non-controlling interests.

33. 儲備(續)

(c) 本集團儲備之性質及用途(續)

(vi) *外幣匯兌儲備*

外幣匯兌儲備包括所有自換算境外業務財務賬目產生之外匯差額。儲備乃根據綜合財務賬目附註4之會計政策處理。

(vii) *資產重估儲備*

本公司已設立資產重估儲備，並根據綜合財務賬目附註4就物業、廠房及設備採納之會計政策處理。

(viii) *其他儲備*

其他儲備乃指有關中國附屬公司予以資本化之企業發展基金金額，以及經扣除與非控股權益進行股權交易所產生之交易成本及非控股權益調整後，所收取或支付之款項淨額之差異。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Changes in liabilities arising from financing activities

The following table shows the Group's changes in liabilities arising from financing activities during the year:

		Amount due to the controlling shareholder	Lease liabilities	Total liabilities from financing activities	
		Borrowings	Lease liabilities	Total liabilities from financing activities	
		應付控股 股東賬款	租賃負債	融資活動之 負債總額	
		HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	
At 1 January 2021	於二零二一年一月一日	251,012	68	20,735	271,815
Changes in cash flows	現金流量變動	-	(28)	(3,701)	(3,729)
Changes in cash flows for discontinued operation	已終止經營業務之現金流量變動	(68,622)	-	(986)	(69,608)
Non-cash changes	非現金變動				
- Interest expenses	- 利息開支	20,346	-	1,727	22,073
- Currency realignment	- 貨幣調整	4,784	1	4,723	9,508
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	207,520	41	22,498	230,059
Changes in cash flows	現金流量變動	(37,809)	1,008	(3,664)	(40,465)
Changes in cash flows for discontinued operation	已終止經營業務之現金流量變動	(86,553)	-	-	(86,553)
Non-cash changes	非現金變動				
- Interest expenses	- 利息開支	10,814	-	1,177	11,991
- Disposals of subsidiaries (Note 34(b)(i))	- 出售附屬公司 (附註34(b)(i))	(33,093)	-	(5,982)	(39,075)
- Currency realignment	- 貨幣調整	(8,094)	(504)	(4,536)	(13,134)
At 31 December 2022	於二零二二年十二月三十一日	52,785	545	9,493	62,823

34. 綜合現金流量表附註

(a) 融資活動產生之負債變動

下表載列年內本集團融資活動產生之負債變動：

		Amount due to the controlling shareholder	Lease liabilities	Total liabilities from financing activities	
		Borrowings	Lease liabilities	Total liabilities from financing activities	
		應付控股 股東賬款	租賃負債	融資活動之 負債總額	
		HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	
At 1 January 2021	於二零二一年一月一日	251,012	68	20,735	271,815
Changes in cash flows	現金流量變動	-	(28)	(3,701)	(3,729)
Changes in cash flows for discontinued operation	已終止經營業務之現金流量變動	(68,622)	-	(986)	(69,608)
Non-cash changes	非現金變動				
- Interest expenses	- 利息開支	20,346	-	1,727	22,073
- Currency realignment	- 貨幣調整	4,784	1	4,723	9,508
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	207,520	41	22,498	230,059
Changes in cash flows	現金流量變動	(37,809)	1,008	(3,664)	(40,465)
Changes in cash flows for discontinued operation	已終止經營業務之現金流量變動	(86,553)	-	-	(86,553)
Non-cash changes	非現金變動				
- Interest expenses	- 利息開支	10,814	-	1,177	11,991
- Disposals of subsidiaries (Note 34(b)(i))	- 出售附屬公司 (附註34(b)(i))	(33,093)	-	(5,982)	(39,075)
- Currency realignment	- 貨幣調整	(8,094)	(504)	(4,536)	(13,134)
At 31 December 2022	於二零二二年十二月三十一日	52,785	545	9,493	62,823

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

34. 綜合現金流量表附註(續)

(b) Disposal of subsidiaries

- (i) On 10 October 2022, the Group disposed 64.6% indirectly owned subsidiary Nanjing Rongzhou Cultural Industry Investment Company Limited* (南京容州文化產業投資有限公司) at cash consideration of RMB20,000,000 (equivalent to approximately HK\$23,200,000) to an independent third party. As at 31 December 2022, the amount due from the disposal group were amounting to approximately HK\$230,163,000 (Note 24).

Net assets at the date of disposal were as follows:

(b) 出售附屬公司

- (i) 於二零二二年十月十日，本集團以現金代價人民幣20,000,000元（相等於約23,200,000港元）向獨立第三方出售間接擁有64.6%的附屬公司南京容州文化產業投資有限公司。於二零二二年十二月三十一日，應收出售集團款項為約230,163,000港元（附註24）。

於出售日期之資產淨值如下：

		HK\$'000 千港元
Right-of-use assets	使用權資產	5,443
Property, plant and equipment	物業、廠房及設備	785
Investment properties	投資物業	52,177
Goodwill	商譽	107,372
Amount due from non-controlling shareholder of a subsidiary	應收一間附屬公司非控股股東賬款	136,544
Inventory	存貨	284
Properties for sale under development	發展中待售物業	940,177
Trade receivables	應收貿易賬款	13,482
Less: Impairment loss	減：減值虧損	(6,271)
Other receivables	其他應收賬款	238,755
Restricted bank balances	受限制銀行結餘	36,311
Bank and cash balances	銀行及現金結餘	4,647
Trade payables	應付貿易賬款	(24,614)
Other payables	其他應付賬款	(45,495)
Contract liabilities	合約負債	(905,506)
Amount due to the remaining group	應付剩餘集團款項	(236,686)
Tax payable	應付稅項	(103,979)
Borrowings	借貸	(33,093)
Lease liabilities	租賃負債	(5,982)
Deferred tax liabilities	遞延稅項負債	(40,364)
Net assets disposed of	已出售資產淨值	133,987
Release of foreign currency translation reserve	外匯兌換儲備撥回	(21,645)
Non-controlling interests	非控股權益	(1,177)
		111,165
Direct transaction costs incurred	所產生的直接交易成本	787
Loss on disposal of subsidiaries	出售附屬公司之虧損	(88,714)
Consideration	代價	23,238
Consideration received	已收取之代價	23,238
Consideration receivable (Note 24)	應收代價(附註24)	(11,317)
Bank and cash balances disposed of	已出售銀行及現金結餘	(4,647)
Direct transaction costs incurred	所產生的直接交易成本	(787)
Net cash inflow arising on disposal	出售產生之現金流入淨額	6,487

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Disposal of subsidiaries (Continued)

- (ii) On 11 October 2022, the Group disposed 35.53% indirectly owned subsidiary Tesson K2 New Energy (Nanjing) Limited* (天臣凱途新能源(南京)有限公司) at cash consideration of RMB1,200,000 (equivalent to approximately HK\$1,390,000) to an independent third party.

Net assets at the date of disposal were as follows:

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	2,061
Amount due from the remaining group	應收剩餘集團款項	5,476
Inventory	存貨	1,510
Trade receivables	應收貿易賬款	115
Other receivables	其他應收賬款	23
Bank and cash balances	銀行及現金結餘	-
Trade payables	應付貿易賬款	(564)
Other payables	其他應付賬款	(6,492)
Net assets disposed of		2,129
Release of foreign currency translation reserve		141
Non-controlling interests		553
		2,823
Waiver of amount due from the remaining Group		(1,454)
Gain on disposal of subsidiaries		25
Consideration		1,394
Consideration received		1,394
Bank and cash balances disposed of		-
Net cash inflow arising on disposal		1,394

34. 綜合現金流量表附註(續)

(b) 出售附屬公司(續)

- (ii) 於二零二二年十月十一日，本集團以現金代價人民幣1,200,000元(相等於約1,390,000港元)向獨立第三方出售間接擁有35.53%的附屬公司天臣凱途新能源(南京)有限公司。

於出售日期之資產淨值如下：

		HK\$'000 千港元
物業、廠房及設備		2,061
應收剩餘集團款項		5,476
存貨		1,510
應收貿易賬款		115
其他應收賬款		23
銀行及現金結餘		-
應付貿易賬款		(564)
其他應付賬款		(6,492)
已出售資產淨值		2,129
外匯兌換儲備撥回		141
非控股權益		553
		2,823
放棄應收剩餘集團款項		(1,454)
出售附屬公司收益		25
代價		1,394
已收取之代價		1,394
已出售銀行及現金結餘		-
出售產生之現金流入淨額		1,394

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



35. SUMMARISED FINANCIAL POSITION OF THE COMPANY

35. 本公司財務狀況概要

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	-	8
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司之賬款	561,384	870,808
Other receivables, deposits and prepayments	其他應收賬款、訂金及預付款項	2,804	941
Bank and cash balances	銀行及現金結餘	662	76
		564,850	871,825
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他應付賬款	40,011	36,697
Amounts due to subsidiaries	應付附屬公司賬款	11,448	175
Amount due to the Controlling Shareholder	應付控股股東賬款	4,489	7,515
Other borrowings	其他借貸	52,785	85,000
		108,733	129,387
Net current assets	流動資產淨值	456,117	742,438
NET ASSETS	資產淨值	456,117	742,446
Capital and reserves	資本及儲備		
Share capital	股本	148,349	123,650
Reserves	儲備	307,768	618,796
TOTAL EQUITY	權益總額	456,117	742,446



36. CONTINGENT LIABILITIES

At the end of the reporting period, the Group and the Company did not have any significant contingent liabilities (2021: Nil).

37. LITIGATIONS

As at 31 December 2022, certain subsidiaries of the Company were involved in litigation or claims of material importance arising in the ordinary course of business as follows:

On 25 October 2021, Tesson New Energy (Shenzhen) Limited* (天臣新能源(深圳)有限公司) (the “**Tesson Shenzhen**”), a subsidiary of the Company, filed a claim with the People’s Court in Bao An district, Shenzhen city, against a supplier (the “**Supplier**”), claiming for the repayment of purchase of equipments at the amount of approximately RMB11,069,000 (equivalent to approximately HK\$12,527,000) and penalty of approximately RMB6,192,000 (equivalent to approximately HK\$7,007,000). The Supplier counter claimed against Tesson Shenzhen for property loss of approximately RMB19,264,000 (equivalent to approximately HK\$21,801,000) and other loss. On 18 November 2022, the People’s Court ordered, among others, Tesson Shenzhen to pay approximately RMB1,522,000 (equivalent to approximately HK\$1,722,000) and overdue interests to the Supplier. An appeal was lodged by Tesson Shenzhen against the judgement. As at the date of approving these consolidated financial statements, the People’s Court has yet to schedule a hearing.

On 10 January 2022, a contractor of Tesson New Energy Company Limited* (天臣新能源有限公司) (the “**Tesson New Energy**”), a subsidiary of the Company, filed a claim with the People’s Court in Lishui district, Nanjing city, against Tesson New Energy for the payment of construction cost RMB44,413,000 (equivalent to approximately HK\$50,262,000) and overdue interests. The hearing took place on 17 October 2022 and 21 March 2023. As at the date of approving these consolidated financial statements, the judgement has yet to be issued by the People’s Court.

As at 31 December 2022, certain subsidiaries of the Group are defendant son the lawsuit sin addition to the above mentioned, accordingly bank balances of these subsidiaries in total of approximately RMB403,000 (equivalent to approximately HK\$456,000) was frozen by the court. The Group was also involved in a dispute on certain investments in the subsidiaries with the non-controlling shareholders of these subsidiaries. The Group’s management believed that the claim was without merit and the possibility of a significant loss arising from the dispute was remote and therefore no provision of the claims was considered necessary. Save as disclosed above, during the year ended 31 December 2022, no member of the Group is subject to any litigation, arbitration or claim of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against any member of the Group.

36. 或然負債

於報告期末，本集團及本公司並無任何重大或然負債(二零二一年：無)。

37. 訴訟

於二零二二年十二月三十一日，本公司若干附屬公司牽涉之於日常業務過程中產生的重大訴訟或申索如下：

二零二一年十月二十五日，本公司一間附屬公司天臣新能源(深圳)有限公司(「**天臣深圳**」)向深圳市寶安區人民法院提起訴訟，向供應商(「**供應商**」)要求發還購買設備之款項約人民幣11,069,000元(相當於約12,527,000港元)及罰款約人民幣6,192,000元(相當於約7,007,000港元)。供應商向天臣深圳反訴財產損失約人民幣19,264,000元(相當於約21,801,000港元)及其他損失。於二零二二年十一月十八日，人民法院判決，其中包括，天臣深圳須向供應商支付約人民幣1,522,000元(相當於約1,722,000港元)及逾期利息。天臣深圳對該判決提出上訴。於批准該等綜合財務賬目之日，人民法院尚未安排聽證會。

於二零二二年一月十日，本公司一間附屬公司天臣新能源有限公司(「**天臣新能源**」)的一名承包商向南京市溧水區人民法院提起訴訟，要求天臣新能源支付建築成本人民幣44,413,000元(相當於約50,262,000港元)及逾期利息。聽證會於二零二二年十月十七日及二零二三年三月二十一日舉行。於批准該等綜合財務賬目之日，人民法院尚未發佈判決書。

於二零二二年十二月三十一日，本集團若干附屬公司亦為除上述訴訟外其他訴訟之被告，因此該等附屬公司的銀行結餘合共約人民幣403,000元(相當於約456,000港元)被法院凍結。本集團亦就若干附屬公司的投資與該等附屬公司的非控股股東發生糾紛。本集團管理層認為，該索賠沒有理據，因該糾紛造成重大損失的可能性甚小，因此認為無需計提索賠。除上文所披露者外，截至二零二二年十二月三十一日止年度，本集團成員公司均無任何重大訴訟、仲裁或索賠，且就董事所知，本集團成員公司亦無任何尚未解決或受到威脅的重大訴訟或索賠。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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. LEASE COMMITMENTS

The Group as lessor

At the end of the year, the Group had contracted with tenants for the following future minimum lease payments:

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	-	1,717
In the second to fifth year inclusive	第二年至第五年(包括首尾兩年)	-	8,995
After five years	五年後	-	10,107
		-	20,819

39. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the year are as follows:

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Contracted but not provided for	已訂約但未撥備		
– Property, plant and equipment	– 物業、廠房及設備	40,759	40,462
– Investment in an associate	– 於一間聯營公司的投資	27,161	-
		67,920	40,462

At 31 December 2022, the acquisition of investment in an associate was secured by the pledge of property, plant and equipment held by the Group with carrying value of approximately HK\$12,047,000, which the acquisition is not yet completed.

40. RELATED PARTY TRANSACTIONS

The Group had no transactions with its related parties during the year and last year.

Key management personnel remuneration

The emoluments of the Company's Directors, who are also identified as members of key management of the Group, are set out in Note 15.

38. 租賃承擔

本集團作為出租方

於年末，本集團與租戶訂立以下未來最低租賃付款合同：

	2022	2021
	二零二二年	二零二一年
	HK\$'000	HK\$'000
	千港元	千港元
Within one year	-	1,717
In the second to fifth year inclusive	-	8,995
After five years	-	10,107
	-	20,819

39. 資本承擔

於年末，本集團之資本承擔如下：

	2022	2021
	二零二二年	二零二一年
	HK\$'000	HK\$'000
	千港元	千港元
Contracted but not provided for		
– Property, plant and equipment	40,759	40,462
– Investment in an associate	27,161	-
	67,920	40,462

於二零二二年十二月三十一日，收購於一間聯營公司的投資以本集團持有之賬面值約12,047,000港元之物業、廠房及設備作抵押，該收購尚未完成。

40. 關連人士交易

於本年度及去年，本集團與其關連人士並無交易。

主要管理人員之薪酬

本公司董事(同時亦是本集團主要管理層之成員)之酬金載於附註15。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

The table below lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the financial position of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

Particulars of the Company's principal subsidiaries at the end of the years are as follows:

41. 本公司主要附屬公司之資料

下表載列董事認為會對本年度業績產生重大影響或構成本集團財務狀況主要部分之本公司附屬公司。董事認為，如載列其他附屬公司之詳情，會使資料過於冗長。

於年末，本公司主要附屬公司之資料如下：

Name 名稱	Notes 附註	Place of incorporation/ registration 成立/註冊地點	Issued/paid-up capital 已發行/繳足股本	Percentage of the Company's indirect ownership interest 本公司間接擁有權益百分比		Principal activities 主要業務
				2022 二零二二年	2021 二零二一年	
Tesson New Energy (Shen Zhen) Limited*	1	The PRC	RMB850,000,000	95.00%	95.00%	Trading of lithium ion battery products 買賣鋰離子電池產品
天臣新能源(深圳)有限公司		中國	人民幣850,000,000元			
Tesson New Energy Company Limited*	2	The PRC	RMB500,000,000	65.36%	64.60%	Manufacturing of lithium ion battery products 生產鋰離子電池產品
天臣新能源有限公司		中國	人民幣500,000,000元			
Tesson New Energy Research (Nanjing) Limited*	2	The PRC	RMB150,000,000	65.36%	81.32%	Research and development centre 研發中心
天臣新能源研究南京有限公司		中國	人民幣150,000,000元			
Tesson New Energy (Weinan) Limited*	2	The PRC	RMB450,000,000	86.4%	95.00%	Manufacturing of lithium ion battery products 生產鋰離子電池產品
天臣新能源(渭南)有限公司		中國	人民幣450,000,000元			

Notes

- The company is a sino-foreign equity joint venture established in the PRC.
- These companies are limited liability company established in the PRC.

附註

- 該公司為於中國成立的中外合資企業。
- 此等公司為於中國成立的有限公司。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務賬目附註

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



41. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

The following table shows information of subsidiaries that have non-controlling interests (“**NCI**”) material to the Group as at 31 December 2022. The summarised financial information represents amounts before inter-company eliminations.

41. 本公司主要附屬公司之資料(續)

下表列示於二零二二年十二月三十一日擁有對本集團而言屬重大之非控股權益(「**非控股權益**」)之附屬公司之資料。概約財務資料指集團內公司間抵銷前之金額。

Name 名稱	Tesson New Energy Company Limited [^] 天巨新能源有限公司 [^]	
	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Principal place of business and country of incorporation	主要業務經營地點及註冊成立國家 PRC 中國	
% of ownership interests and voting rights held by NCI	非控股權益持有之擁有權權益及投票權之百分比(%) 34.64% 35.40%	
At 31 December:	於十二月三十一日：	
Non-current assets	非流動資產	128,295 411,729
Current assets	流動資產	45,206 518,148
Current liabilities	流動負債	(667,989) (863,441)
Non-current liabilities	非流動負債	(1,792) 17,498
Net assets	資產淨值	(496,280) 48,938
Accumulated NCI	累計非控股權益	(171,911) 17,324
Year ended 31 December:	截至十二月三十一日止年度：	
Revenue	收益	- 157,691
Loss for the year	本年度虧損	(248,881) (291,134)
Total comprehensive loss	全面虧損總額	(179,319) (193,914)
Loss allocated to NCI	分配至非控股權益之虧損	(86,212) (103,061)
Dividends distributed to NCI	已分派予非控股權益之股息	- -
Net cash used in operating activities	經營活動所用之現金淨額	(583) (119,052)
Net cash generated from investing activities	投資活動所得之現金淨額	8,547 16,171
Net cash (used in)/generated from financing activities	融資活動(所用)/所得之現金淨額	(186,209) 101,432
Net decrease in cash and cash equivalents	現金及現金等值物之減少淨額	(178,245) (1,449)

[^] included its subsidiaries

[^] 包括其附屬公司

42. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 30 March 2023.

42. 批准綜合財務賬目

綜合財務賬目已由董事會於二零二三年三月三十日批准及授權刊發。



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